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BEFORE THE CORPORATION COMMISSION  
OF THE STATE OF OKLAHOMA

**FILED**  
APR 30 2015

APPLICANT: OKLAHOMA ENERGY ACQUISITIONS, LP )

RELIEF SOUGHT: ESTABLISH A 640-ACRE )  
HORIZONTAL DRILLING AND )  
SPACING UNIT )

LEGAL DESCRIPTION: SECTION 15, )  
TOWNSHIP 17 NORTH, )  
RANGE 6 WEST, )  
KINGFISHER COUNTY, OKLAHOMA )

COURT CLERK'S OFFICE - OKC  
CORPORATION COMMISSION  
OF OKLAHOMA

CAUSE CD NO.

201 502091

**APPLICATION**

COMES NOW Applicant and shows the Honorable Corporation Commission as follows:

1. Parties: The Applicant is Oklahoma Energy Acquisitions, LP, 15021 Katy Freeway, Suite 400, Houston, TX 77094. The name and address of each party being made a respondent to this Application is as shown on Exhibit "A" attached hereto and made a part hereof. If any named natural person is deceased, then the known or unknown heirs, executors, administrators, trustees, devisees and assigns immediate and remote, of such decedent are made respondents to this Application. If any named respondent is a corporation which does not continue to have legal existence, then the known or unknown successors, trustees or assigns, if any, of such entity are made respondents to this Application.

2. Allegation of Facts:

a. Applicant has conducted a diligent and meaningful search of the local county assessor's records, county treasurer's records, county deed records regarding the property involved for return addresses on recorded instruments, county probate records and city and county telephone directories and other sources of such information to locate the whereabouts and mailing address of each respondent, or the identify, whereabouts and mailing address of respondent's heirs, executors, administrators, trustees, successors, devisees or assigns, if any.

b. Applicant alleges that the lands in the caption hereof overlie the actual or prospective common sources of supply named below; that Applicant owns oil and gas interests in the area covered by this Application which entitle Applicant to drill for and produce oil and gas from the lands covered by the Application; that the protection of correlative rights and the prevention of waste require that proper drilling and spacing units and well locations be established therefore as horizontal well units, with anticipated hydrocarbon classification and depths as follows:

OKLA CORP COM  
RECEIPT 1507500840  
Date: 04/30/2015 Time: 15:22  
Case: 201502091 CD Cashier: LBI  
Payor: OK ENERGY ACQUISITIONS LP  
Oil and Gas/TRAN/PLUG APP \$100.00

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<u>COMMON SOURCE OF SUPPLY</u>	<u>CLASSIFICATION</u>	<u>DEPTH</u>
Mississippian	Oil	6,725'
Woodford	Oil	7,200'
Hunton	Oil	7,270'

c. That a single 640-acre horizontal well drilling and spacing unit should be established for the Mississippian, Woodford, and Hunton common sources of supply underlying Section 15, Township 17 North, Range 6 West, Kingfisher County, Oklahoma, as set out below.

d. The Basal Pennsylvanian-Mississippian Unconformity (Cherokee-Chester Series) common source of supply is currently spaced on a 640-acre basis by Order No. 34429 underlying Section 15, Township 17 North, Range 6 West, Kingfisher County, Oklahoma.

The Mississippi Lime common source of supply is currently spaced on an 80-acre basis by Order No. 67816 underlying the SW/4 of Section 15, Township 17 North, Range 6 West, Kingfisher County, Oklahoma.

The Mississippi common source of supply is currently spaced on a 160-acre basis by Order No. 589075 underlying the SE/4 of Section 15, Township 17 North, Range 6 West, Kingfisher County, Oklahoma. There is one well on this unit producing from the Mississippi Lime common source of supply, being the Borelli "A" 2 well, operated by Brown & Borelli, Inc.

e. By Order No. 631092, dated September 25, 2014, this Commission established a 640-acre horizontal drilling and spacing unit for the Mississippian, Woodford, and Hunton common sources of supply underlying Section 14, Township 17 North, Range 6 West, Kingfisher County, Oklahoma, and Order No. 631092 should be extended to include within its purview the Mississippian, Woodford, and Hunton common sources of supply underlying Section 15, Township 17 North, Range 6 West, Kingfisher County, Oklahoma.

f. That the permitted well in the drilling and spacing unit requested herein is necessary to effectively and efficiently drain the portion of the common sources of supply (reservoir) covered by such drilling and spacing unit, there being no existing well within the drilling and spacing unit which can effectively and efficiently drain the portion of the common sources of supply (reservoir) covered by such drilling and spacing unit.

3. Legal Authority: Title 52, Section 87.1, O.S..

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APPLICATION

4. Relief Sought: Applicant requests that the Commission enter an Order granting the following relief:

- (a) extending Order No. 631092 to include within its purview the Mississippian, Woodford, and Hunton common sources of supply underlying Section 15, Township 17 North, Range 6 West, Kingfisher County, Oklahoma,

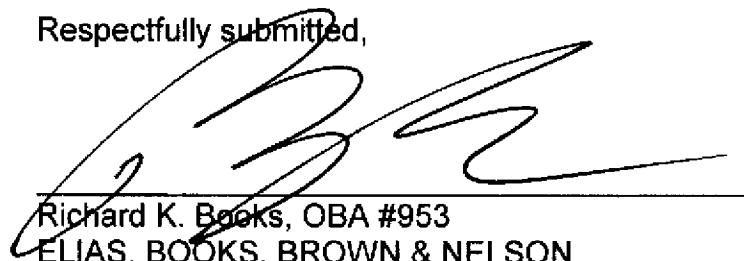
with the unit to consist of said 640-acre tract, and with the permitted well to be located, from its point of entry and along any point of its lateral, not less than 330 feet from the east and west unit boundary and not less than 165 feet from the north and south unit boundary for the Woodford common source of supply, and not less than 660 feet from said unit boundary for the Mississippian and Hunton common sources of supply.

5. Relationship to Non-Horizontal Units: Pursuant to Oklahoma Corporation Commission Rule 165:10-3-28(e)(4) and 165:5-7-6(g) the Order to enter in this cause shall exist concurrently with the non-horizontal drilling and spacing units contained within the boundaries of the horizontal unit created hereby.

6. Applicant further requests that the Order to be entered in this cause possibly be made effective as of the day of the hearing, or on some other date prior to the date of signing.

WHEREFORE, Applicant prays that, after notice and hearing as required by law, the drilling and spacing unit as requested by Applicant, with appropriate well locations and exceptions thereto, be ordered.

Respectfully submitted,



Richard K. Books, OBA #953  
ELIAS, BOOKS, BROWN & NELSON  
Two Leadership Square  
211 North Robinson; Ste. 1300  
Oklahoma City, Oklahoma 73102  
(405) 232-3722  
ATTORNEY FOR APPLICANT

Exhibit "\_\_\_\_" Cause No. \_\_\_\_\_

**All 9,10,11,14,15,16,21,22,23, 17N-6W  
Kingfisher County**

<b>9</b> 2,3,4,18	<b>10</b> 3,10,26,28	<b>11</b> 3,10,23, 24,25,27
<b>16</b> 1,3,4,5,21	<b>15</b> 1,3,4,5,10,22	<b>14</b> 1,2,3,4,6, 7,10,20,29
<b>21</b> 1,6,8,9, 11,12,14	<b>22</b> 1,6,7,8,9, 13,15,19	<b>23</b> 1,6,7,8,9, 13,16,17

Source No.	Common Source of Supply	Acre	Product	S/L	Order No.	Lands Affected	
1.	1124	Basal Pennsylvanian-Mississippian Unconformity (Cherokee-Chester Series)	640	GGC		34429 34429 as Amended by 243722	All 14,15,16,21,22, 17N-6W All 23, 17N-6W
2.	1869	Oswego Lime	80	Oil	SU LD  LD	69774 69774 as Rearranged by 75955 52453 as Amended by 52872 as Rearranged by 119249	N/2 & SE 9, 17N-6W SW 9, 17N-6W  S/2 SE 14, 17N-6W
3.	2273	Mississippi Lime*	80	Oil	SU LD SU  LD  SU	53420 as Redenominated by 62761 67816 **  67816 ** as Rearranged by 119249 75972	N/2 & SE 9, N/2 & SE 10, 17N-6W SW 9, NW 11, 17N-6W N/2 & SW 14, N/2 & SW 15, 17N-6W SE 14, 17N-6W  All 16, 17N-6W

4.	3479	Big Lime	80	Oil	SU LD SU SU LD	53595  53595 as Amended by 66828 53595 as Amended by 75972 53595 as Rearranged by 119249	N/2 & SE 9, W/2 15, NW & SE 16, 17N-6W SW 9, 17N-6W NE 16, 17N-6W  SW 16, 17N-6W  S/2 SE 14, 17N-6W
5.	3973	Oswego Lime	80	Oil	SU SU	65624 67816	All 16, 17N-6W W/2 15, 17N-6W
6.	4109	Prue Sand	80	Oil	SU SU LD	57947 as Modified by 67372 as Amended by 207098** 67372 214066** 222762**	N/2 23, 17N-6W  All 21,22, 17N-6W SW & W/2 SE 23, 17N-6W S/2 SE 14, 17N-6W
7.	4778	Misener-Hunton	80	Oil	SU LD	121326 222762	All 22,23, 17N-6W S/2 SE 14, 17N-6W
8.	5685	Oswego	80	Oil	SU SU SU	67372 209472 214066	All 21,22, 17N-6W N/2 23, 17N-6W SW & W/2 SE 23, 17N-6W
9.	8979	Mississippi	80	Oil	SU SU SU SU	170497 217589 205450 214066	W/2 21, 17N-6W NW 22, 17N-6W SE 22, 17N-6W SW & W/2 SE 23, 17N-6W
10.	9729	Lincoln North Unit (Big Lime, Oswego)				119269 as Amended by 450744	All 10,11, N/2 & SW & N/2 SE 14, E/2 15, 17N-6W
11.	13184	Wilcox	160	GAH		171460	W/2 21, 17N-6W
12.	14629	Viola Marshall	160	GAH		182924	W/2 21, 17N-6W
13.	14904	Viola	80	Oil	SU SU SU	205450 214066 217589	SE 22, 17N-6W SW & W/2 SE 23, 17N-6W NW 22, 17N-6W
14.	15245	Hunton	80	Oil	SU	261341	W/2 NW 21, 17N-6W
15.	16366	Verdigris	80	Oil	SU SU	205450 217589	SE 22, 17N-6W NW 22, 17N-6W
16.	16584	Mississippi Lime	80	Oil	SU	209472	N/2 23, 17N-6W
17.	17027	Manning Pink Lime	80	Oil	SU	214066	SW & W/2 SE 23, 17N-6W
18.	17091	Mississippi* Hunton	80	O & AH	LD	215666	N/2 SW 9, 17N-6W
19.	17264	Skinner	80	Oil	SU	217589	NW 22, 17N-6W
20.	17735	Pink Lime Viola	80	Oil	LD	222762	S/2 SE 14, 17N-6W
21.	21080	Hunton	80	Oil	SU	281140	NW 16, 17N-6W
22.	33790	Mississippi	160	Gas		589075	SE 15, 17N-6W
23.	34896	Skinner Red Fork Mississippi Hunton Viola	160	Gas		599535	SW 11, 17N-6W
24.	34897	Skinner Red Fork Mississippi Hunton Viola	160	Gas		599541	NE 11, 17N-6W
25.	34901	Skinner Red Fork Mississippi Hunton Viola	160	Gas		599583	SE 11, 17N-6W

26.	35294	Mississippi* Woodford	320	Gas	SU	604524	W/2 10, 17N-6W
27.	37011	Mississippian Woodford Hunton	640	Oil		627505	All 11, 17N-6W***
28.	37027	Mississippian Woodford Hunton	320	Oil	SU	627863	E/2 10, 17N-6W***
29.	37221	Mississippian Woodford Hunton	640	Oil		631092	All 14, 17N-6W***

\*Conflicts

\*\*Nomenclature for extension is different than the nomenclature for the initial spacing of this source

\*\*\*Horizontal Unit

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EXHIBIT A

RESPONDENTS WITH KNOWN ADDRESSES:

- |   |   |
|---|---|
| 1. Ben Musick Trust Kathleen Musick Gancer f/k/a Kathleen Musick Beeby and Jack Lorenzo Musick, Successor Trustees<br>114 W. Wyatt Ave.<br>Kingfisher, OK 73750                         | 11. Husky Ventures, Inc.<br>204 N. Robinson Ave., Ste. 1800<br>Oklahoma City, OK 73102  |
| 2. Chaparral Energy, LLC<br>701 Cedar Lake Blvd.<br>Oklahoma City, OK 73114   | 12. Fent Energy, LLC<br>1830 NW 18th Street<br>Oklahoma City, OK 73106  |
| 3. Kerr-McGee Onshore Oil and Gas, LP<br>1201 Lake Robbins Dr.<br>The Woodlands, TX 77380   | 13. John William Borelli, Jr. a/k/a John W. Borelli, Jr.<br>5412 Albia Road<br>Bethesda, MD 20816   |
| 4. Henry J. Ittleson, Jr. Testamentary Trust date December 19, 1972 Nancy S. Ittleson, Henry Anthony Ittleson and Alan M. Strook, Trustees<br>630 5th Ave., Apt.6<br>New York, NY 10111 | 14. Mary Catherine Borelli a/k/a Mary Borelli McNeil<br>P.O. Box 573<br>Davis, OK 73030-0573  |
| 5. Tommy E. Zachry d/b/a Zachry Oil & Gas Properties<br>P.O. Box 801000<br>Midland, TX 79708  | 15. DDK Royalty, LLC<br>14421 Fossil Creek Lane<br>Oklahoma City, OK 73134  |
| 6. Cimarex Energy Company<br>3900 SW 113th St. #A<br>Oklahoma City, OK 73173  | 16. Linda K. Borelli<br>P.O. Box 747<br>Kingfisher, OK 73750  |
| 7. James A. Schilde<br>19820 E. 730 Road<br>Dover, OK 73734   | 17. Pat Borelli Family Trust, Pat Borelli, Trustee<br>1012 Bentbrook Place<br>Norman, OK 73072  |
| 8. Judy Schilde Goodrich<br>1409 E. 166th St. N<br>Skiatook, OK 74070-3273  | 18. Borelli Energy, LLC<br>525 Hunter Lane<br>Okarche, OK 73762   |
| 9. Mary Susan Williamson<br>4209 NW 146th Street<br>Oklahoma City, OK 73134-1748  | 19. George Michael Borelli a/k/a G. Michael Borelli a/k/a Michael George Borelli<br>12624 Val Verde Drive<br>Oklahoma City, OK 73142-5419 |
| 10. Sara Jayne Pardy<br>222 S. Shore Drive<br>Amarillo, TX 79118-9396   | 20. Brown & Borelli, Inc.<br>P.O. Box 747<br>Kingfisher, OK 73750-0747  |
|   | 21. Fred W. Brown<br>14421 Fossil Creek Lane<br>Oklahoma City, OK 73134   |

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|-----|---|--|---|
| 22. | MFP II Petroleum Ltd. Partnership<br>430 NW 5th Street<br>Oklahoma City, OK 73102-3011  | 34.  | Newer Living Trust dated 2/28/1997 George W.<br>Newer and Mabel M. Newer, Trustees<br>Rt. 4 Box 149<br>Kingfisher, OK 73750 |
| 23. | L&M Supply Corporation<br>1075 S. Main Street<br>Hennessey, OK 73742  | 35.  | Mindy Chew<br>7434 NW 107th Street<br>Oklahoma City, OK 73162-4460  |
| 24. | R. Michael Harris Revocable Trust, u/t/a<br>7/01/1990 R. Michael Harris, Trustee<br>20 NW 1st Street Rear 208<br>Evansville, IN 47708 | 36.  | Oklahoma Energy Acquisitions, LP<br>15021 Katy Freeway, Ste. 400<br>Houston, TX 77094                                       |
| 25. | Waller Family Enterprises, LLC<br>1616 E. 19th St., Ste. 202<br>Edmond, OK 73013  | 37.  | Francis J Borelli III<br>PO Box 275<br>Okarche, OK 73762  |
| 26. | Altman Engineering, Inc.<br>P.O. Box 747<br>Kingfisher, OK 73750-0747   | 38.  | John Patrick Borelli<br>1012 Bentbrook Place<br>Norman, OK 73072  |
| 27. | Gregory Borelli, Special<br>P.O. Box 747<br>Kingfisher, OK 73750-0747   | 39.  | Vivian Kelly Vincent<br>405 Hill Dr<br>Kingfisher, OK 73750   |
| 28. | F. W. and Barbara Borelli Brown, JT<br>13170 N. Macarthur Blvd.<br>Oklahoma City, OK 73142  | <u>RESPONDENTS WITH UNKNOWN ADDRESSES:</u> |   |
|     |   | None                                       |   |
| 29. | Christopher Borelli<br>P.O. Box 747<br>Kingfisher, OK 73750-0747  |  |   |
| 30. | David Brown<br>14421 Fossil Creek Lane<br>Oklahoma City, OK 73134   |  |   |
| 31. | Glen B. Wilcoxen<br>5105 S. Boomer Road<br>Enid, OK 73703   |  |   |
| 32. | Denise Graham<br>1319 S. 7th Street<br>Kingfisher, OK 73750-0747  |  |   |
| 33. | Evelyn West<br>1511 S. 11th Street<br>Kingfisher, OK 73750-0747   |  |   |