BEFORE THE CORPORATION COMMISSION OF THE STATE OF OKLAHOMA

APPLICANT: NEWFIELD EXPLORATION MID-CONTINENT INC.

RELIEF SOUGHT: EXCEPTION TO OAC 165:5-7-6(h)

LEGAL DESCRIPTION: SECTION 24, TOWNSHIP 14 NORTH, RANGE 6 WEST, CANADIAN COUNTY,

OKLAHOMA

CAUSE CD NO.

201504405-T

REPLACEMENT FOR FAX FILED ON SEP 0 9 2015

SEP 1 4 2015

COURT CLERK'S OFFICE - TULSA

APPLICATION

COURT CLERAS OF THE COMMISSION COMES NOW APPLICANT and shows the Honorable Corporation Garantial fon as follows:

1. Parties: Applicant is Newfield Exploration Mid-Continent Inc., One Williams Center, Suite 1900, Tulsa, Oklahoma 74172. The parties being named as respondents to this Application are listed on Exhibit "A" attached hereto and made a part hereof.

2. Allegation of Facts:

- That Applicant herein is the owner of oil and gas leases underlying said Section 24, Township 14 North, Range 6 West, Canadian County, Oklahoma.
- b. That Applicant filed an Application, Cause CD No. 201504402-T, requesting that a 640-acre horizontal drilling and spacing unit be established for the Mississippian (less Chester) common source of supply underlying Section 24, Township 14 North, Range 6 West, Canadian County, Oklahoma.
- That Mark Holloway, Inc., Inc. operates the Glen 1-24 well, API #017-22842, located in the NE/4 SW/4 Section 24, Township 14 North, Range 6 West, Canadian County, Oklahoma which is producing from Mississippi common source of supply.
- That OAC 165:5-7-6(h) requires that no order of the Commission authorizing a horizontal well unit that overlies any existing well or portion of an existing drilling and spacing unit producing from the same common source of supply will become effective until at least 50% of the ownership having a right to drill in each such well and/or drilling and spacing unit consents in writing to the horizontal well unit by filing such written consent with the Court Clerk of the Commission in such cause.
- That OAC 165:5-7-6(h) provides that requests for such consent must be sent by restricted mail to the owners having the right to drill in any existing well and/or drilling and spacing unit producing from the same common source of supply as the proposed horizontal, well: unit and Applicant has complied with this requirement.
- That Applicant has been unable to obtain 50% approval of the ownership in the Glen 1-24 well and in the existing drilling and spacing unit in writing for a horizontal well unit for the Mississippian (less Chester) common source of supply as required by OAC 165:5-7-6(h).

- That Applicant requests an exception to OAC 165:5-7-6(h) to the 50% approval of ownership requirement to a horizontal well unit thereby making effective the spacing order to issue in Cause CD No. 201504402-T without 50% acceptance by owners of the Glen 1-24 well and in the existing drilling and spacing unit.
 - 3. Legal Authority: Title 52, Section 87.1, O.S., OAC 165:5-7-6(h)(i).
- Relief Sought: Applicant requests that the Commission enter an order excepting Applicant to the 50% approval of ownership requirement to a horizontal well unit as stated in OAC 165:5-7-6(h).

Respectfully submitted, BARNES LAW, PLLC 1648 South Boston Avenue, Suite 100 Tulsa, Oklahoma 74119 ron@cbb-law.com grayson@cbb-law.com 918/382-8686 918/382-8685 facsimile

Ron M. Barnes, OBA #534 Grayson Barnes, OBA #31475 Attorneys for Newfield Exploration Mid-

Continent Inc.

CERTIFICATE OF MAILING/CERTIFICATE OF SERVICE

The undersigned, of lawful age, being first duly sworn upon path, states: I am the Attorney for the above-named Applicant. I certify that on or before the Honday of September, 2015, I mailed by first class United States mail, proper postage prepaid thereon, a copy of the Notice of Hearing on file in this Cause and this Application to the respondents named on the Exhibit "A" attached to this Application, at their respective mailing addresses.

That Applicant has, with due diligence and after inquiry of every possible source for information, attempted to locate the names and addresses of all respondents that should be receiving notice of this hearing before the Corporation Commission. For respondents that Applicant does not know and cannot ascertain whether an individual respondent(s) are living or deceased, or respondent(s) with a last known address that are no longer deliverable, or whether a corporation(s) or other business entities respondent(s) are existing, Applicant desires to obtain service by publication upon said respondents whose addresses are unknown or are undeliverable.

Grayson Barnes, OBA #31475

EXHIBIT A

- Mark Holloway, Inc.
 100 S. Vermont Avenue
 Oklahoma City, OK 73107
- 2. H & S Equipment, Inc. 100 S. Vermont Avenue Oklahoma City, OK 73107
- 3. Andy Sheen 100 S. Vermont Avenue Oklahoma City, OK 73107
- Virginia Nicholson c/o Marcia Henderson
 2420 N. 12th Street
 Broken Arrow, OK 74012
- 5. Stewco, Inc. c/o James M. Stewart 12401 Jerrad Lane McCloud, OK 74851
- 6. Headlee Oil Company c/o Dennis Mitchell 7670 Riverwood Lane Frisco, TX 75034
- George H. Russell Oil & Gas Investments, Inc.
 c/o Jeanne Kathleen Griffith 9965 Birkenhead Court Yukon, OK 73099
- 8. Toklan Oil & Gas, formerly Domestic Properties, Inc. 7404 S. Yale Avenue Tulsa, OK 74136
- 9. Andrew J. Wallet, as Temporary
 Trustee of the Graner Trust A UTA
 Andrew M. Wallet, Successor
 Trustee Graner Trusts
 2215 Colby Avenue
 Los Angeles, CA 90064

- 10. Andrew J. Wallet, as Temporary
 Trustee of the Graner Trust B-2 UTA
 dated 10/9/1989
 Andrew M. Wallet, Successor
 Trustee Graner Trusts
 2215 Colby Avenue
 Los Angeles, CA 90064
- 11. Preston L. Moore, deceased c/o Mary Jo Moore 2010 Morning Dew Trail Norman, OK 73072
- 12. Charlotte Plotner, deceased c/o Lisa Plotner, a/k/a Lisa Traca 211 E. Main Street, Apt. 13
 Branford, CT 06405-0000
- 13. Charlotte Plotner c/o Nicole Plotner a/k/a Nichole Schall 5059 N. Kildare Avenue Chicago, IL 60630
- 14. Bank of America, N.A., formerly Nichols Hills Bank5613 N. May Avenue Oklahoma City, OK 73112
- 15. Whitmar Exploration Company 555 17th Street, Suite 880 Denver, CO 80202
- 16. Elizabeth S. Marvin 555 17th Street, Suite 880 Denver, CO 80202
- 17. Whitney H. Marvin Revocable Trust555 17th Street, Suite 880Denver, CO 80202
- 18. Whitmar Employees Royalty Trust 555 17th Street, Suite 880 Denver, CO 80202

EXHIBIT "A"

19.	WM Dennis Ingram a/k/a William
	Dennis Ingram
	2462 E. 30th Street
	Tulsa, OK 74114
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- Dennis Dannehl, a/k/a Dennis M.
 Dannehl and Sandra K. Dannehl,
 Trustees of the Dannehl Family
 Trust 1991
 368 Laurel Drive
 Novato, CA 94945
- 21. Leigh Ann Whitley and Ronald L. Whitley, Trustees of the Whitley Family Trust 2004
 772 Smith Road
 Hemet, CA 92544
- 22. George Dannehl and Doris Dannehl as Co-Trustees of the Dannehl Family Trust dated 12/4/1992 11004 Shoreside Drive Oklahoma City, OK 73170
- 23. Mary Jo Hodges c/o Ben Hodges 7402 Napier Trail Austin, TX 78729
- 24. H. George Rockwood, deceased c/o Kathleen Di Leo618 Ridgeglen WayHighlands Ranch, CO 80126
- 25. Barbara Griffith, deceased c/o Kathleen Di Leo 618 Ridgeglen Way Highlands Ranch, CO 80126

- 26. Barbara Griffith, deceased c/o Ann Krieg
 1050 16th Ave., Apt. D1
 Longmont, CO 80501
- 27. Juanita Ashby, deceased c/o Ron Ashby342 Minahen St.NAPA, CA 94559
- 28. Juanita Ashby, deceased c/o Barbara Hector Drake, CO 80515
- 29. Juanita Ashby, deceased c/o Barbara Hector409 High St.Mineral Point, WI 53565
- 30. Oil Investments, LLC 318 West Central El Dorado, KS 67042
- 31. Marcia Kay Preston, as Trustee of the Paul and Marcia Preston Family Trust 3800 Bonaire Place Edmond, OK 73013
- 32. Kevin Wittrock and Monica Wittrock, Co-Trustees of the Kevin and Monica Wittrock Family Trust dated 4/1/1998 as amended 23287 N. Briarwood Drive Edmond, OK 73025
- 33. Harold Wittrock, Trustee of the Harold J. Wittrock Family Trust dated 5/18/2001 609 Memorial Drive Okarche, OK 73762

EXHIBIT "A"

- 34. Raymond Stover and Darlene Stover as TIC16140 NW ExpresswayYukon, OK 73099
- 35. Otto B. Stover, Trustee of the O. B. Stover Revocable Trust dated 8/11/2004 100 W. Cherokee Drive Cashion, OK 73016
- 36. Walter Lynn Treece and Joyce F. Treece, Co-Trustees of the Walter Lynn Treece and Joyce F. Treece Family Trust dated May 17, 2004 410 W. Texas 675 Okarche, OK 73762
- 37. Larry Joe Treece8512 Arlington DriveOklahoma City, OK 73132
- 38. Lura Kathleen Baker a/k/a Lara K.Baker615 Seaford CourtSmyrna, TN 37167
- 39. James E. Treece, and/or Betty K.
 Treece, and/or Donald J. Treece as
 Joint Tenants with right of
 survivorship
 c/o Donald Treece
 3107 N. Donald Avenue
 Bethany, OK 73008
- 40. Ada L. Foster, and/or Marvin R. Foster, and/or Victor F. Foster, and/or Tamara L. Peltier as Joint Tenants c/o Victor F. Foster 215 N. Shepard Avenue El Reno, OK 73036

- 41. Darrell R. Bennett, Trustee of the Darrell R. Bennett Trust Dated February 2, 2006
 1409 Arrowhead NW Piedmont, OK 73078
- 42. Jo Ann Bennett, Trustee of the Jo Ann Bennett Trust Dated February 2, 2006 1409 Arrowhead NW Piedmont, OK 73078
- 43. Barbara Stockwell 608 6th Street, Place NE Conover, NC 28613
- 44. Trim Bonds, LLC c/o Sandra Lynn Shelby 8643 Chadbourne Road Dallas, TX 75209
- 45. Denise Tidwell4613 Tamarisk DriveOklahoma city, OK 73142
- 46. Donald L. Sheperd, Joy Sheperd and Michael Little Co-Trustees of the Don L. Shepard and Joy Sheperd Revocable Trust dated 5/10/2007 13 E. Janice Avenue, Apt. 202 Yukon, OK 73099
- 47. Kenneth Dale Sheperd and wife, Lorene Sheperd, as joint tenants 202 W. Vandament Avenue Yukon, OK 73099
- 48. Jerry Wayne Waller 306 S. 6th Street Marlow, OK 73055

EXHIBIT "A"

- 49. Keith Alan Waller P.O. Box 287 Lawton, OK 73502
- 50. Darrell Lee Waller 1501 E. Ballpark Road Marlow, OK 73055
- 51. Bruce Tidwell 10101 Mallard Pond Court 310 Laurel, MD 20708
- 52. Mathewson Cemetery Association c/o Jim Stover27727 N 2940 Road Kingfisher, OK 73750

If Any Named 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

FOR ADMINISTRATIVE PURPOSES

- 53. Stephen Tullos Minks
 Turner Oil and Gas Properties
 3232 W. Britton Rd., Ste. 200
 Oklahoma City, OK 73120
- 54. Jason Monahan 10443 N. May Ave., Ste. 621 Oklahoma City, OK 73012

David Korell
Newfield Exploration Mid-Continent
Inc.
One Williams Center, Ste. 1900
Tulsa, OK 74172