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BEFORE THE CORPORATION COMMISSION  
OF THE STATE OF OKLAHOMA

APPLICANT: APACHE CORPORATION )  
RELIEF SOUGHT: INCREASED WELL DENSITY )  
LAND COVERED: SECTION 22, TOWNSHIP 15 NORTH, )  
RANGE 23 WEST, ROGER MILLS )  
COUNTY, OKLAHOMA. )

CAUSE CD NO.  
200806773-T

REPLACEMENT FOR FAX FILED ON

SEP 23 2008

FILED / RECEIVED

SEP 24 2008

APPLICATION

COURT CLERK'S OFFICE - TULSA  
CORPORATION COMMISSION  
OF OKLAHOMA

1. PARTIES:

Applicant is Apache Corporation. Its address is Two Warren Place, Suite 1500, 6120 South Yale, Tulsa, Oklahoma 74136-4224. It is the owner of oil and gas leasehold interests within Section 22, Township 15 North, Range 23 West, Roger Mills County, Oklahoma. The parties being made respondents to this application are set out on Exhibit "A" attached hereto.

2. ALLEGATION OF FACTS:

(A) The Corporation Commission has heretofore, by Order No. 181140, as clarified by Order No. 312409, established a 640-acre drilling and spacing unit for the Cherokee (Red Fork ) common source of supply underlying Section 22, Township 15 North, Range 23 West, Roger Mills County, Oklahoma.

(B) Subsequent to the entry of said Order, there have been drilled and completed eight (8) producing wells in Section 22, which wells were completed in the Cherokee (Red Fork ) common source of supply. It is necessary to drill an additional well in Section 22 in order to effectuate the maximum recovery of hydrocarbons from the Cherokee (Red Fork ) common source of supply. Therefore, in order to prevent waste and to protect correlative rights of all interested parties, the Applicant should be allowed to drill, complete and produce an additional well at a location in said Section 22 for the Cherokee (Red Fork) common source of supply.

(C) The additional well requested by Applicant is necessary to effectively and efficiently drain a portion of the common source of supply (reservoir) covered by the drilling and spacing unit established by said Order which cannot be effectively and efficiently drained by the existing well(s) within said drilling and spacing unit.

3. LEGAL AUTHORITY:

The relief requested is authorized by Title 52, Okl.Stat.Ann., §87.1.

4. RELIEF SOUGHT:

The relief requested is the amendment of Order No. 181140, as clarified by Order No. 312409, to authorize the drilling, completion and production of an additional well by the Applicant, or some other party, in the Cherokee (Red Fork) common source of supply for the 640-acre drilling and spacing unit consisting of Section 22, Township 15 North, Range 23 West, Roger Mills County, Oklahoma. Applicant may request that said Order be made effective on a date prior to its signing.

APACHE CORPORATION

*Richard A. Grimes*

RICHARD A. GRIMES, OBA #3627

609 S. Kelly Avenue, Suite K-4

Edmond, Oklahoma 73003

(405) 330-0725

ATTORNEY FOR APPLICANT

OKLA CORP COMM RECEIPT 092020007  
Date: 09/24/2008 Time: 16:00  
Case: 200806773 CD Cashier: SPT  
Payor: APACHE CORPORATION  
Check: 20276  
71 0188685/TRANSF APP \$100.00

EXHIBIT "A"

1. Accipiter LLC  
601 S. Boulder Avenue, Suite  
1010  
Tulsa, OK 74119-1310
2. A. E. Martin Oil & Gas Properties  
6 NE 63<sup>rd</sup> Street, #240  
Oklahoma City, OK 73105
3. AGS Oil and Gas Holdings  
4400 S. Federal Blvd., Suite 2-D  
Englewood, CO 80110
4. Aloha Energy Inc.  
103 S. Broadway  
Edmond, OK 73034
5. Ann Godfrey Stewart Doyle  
1637 Cinderella Avenue  
Norman, OK 73072
6. Aven Gas & Oil, Inc. et al, Agent  
P.O. Box 14491  
Oklahoma City, OK 73113
7. Avory Johnson, Jr. Revocable  
Trust  
10702 West 95<sup>th</sup> Avenue  
Nickerson, KS 67561
8. Axis Exploration LLC  
15 W. 6<sup>th</sup> Street, Suite 2350  
Tulsa, OK 74119-5415
9. Betty J. Rupel  
52603 Jackie Lane  
South Bend, IN 46637
10. Betty Seybold Wilcox  
306 Clark Street  
Eagle Lake, TX 75205
11. BP America Production Company  
P.O. Box 21868  
Tulsa, OK 74121-1868
12. Bruce E. Lassila  
3654 Village Circle Drive  
Traverse City, MI 49686
13. Burlington Resources Oil & Gas  
Co.  
400 N. Sam Houston Parkway E,  
Suite 1200  
Houston, TX 77060
14. Carl E. Gungoll Exploration, LLC  
P.O. Box 18466  
Oklahoma City, OK 73154
15. Carlos Manuel Gonzales  
6515 NW 96th  
Oklahoma City, OK 73162
16. Carmen Acquisition LLC  
P.O. Box 548806  
Oklahoma City, OK 73154-8806
17. Carole J. Drake  
P.O. Box 18466  
Oklahoma City, OK 73154-0466
18. Chaparral Energy LLC  
701 Cedar Lake Blvd.  
Oklahoma City, OK 73114
19. Cherokee Minerals, LP  
P.O. Box 2272  
Longview, TX 75606
20. Chesapeake Exploration LP  
P.O. Box 18496  
Oklahoma City, OK 73154
21. Chevron USA, Inc.  
11111 S. Wilcrest  
Houston, TX 77236
22. Christopher Reed Stewart  
4730 W. Park View Lane  
Glendale, AZ 85310
23. Cimarex Energy Co.  
15 E. 5<sup>th</sup> Street, Suite 1000  
Tulsa, OK 74103
24. Clinton R. Plant  
18701 Garden Ridge Road  
Edmond, OK 73003
25. C. M. Welsh  
P.O. Box 20627  
Oklahoma City, OK 73156
26. Coral Reserves 1993 Institutional  
Limited Partnership; Coral  
Reserves Natural Gas Income  
Fund 1990 Limited Partnership;  
211 N. Robinson, Suite N1000  
Oklahoma City, OK 73102

**EXHIBIT "A"**

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|-----|---|-----|---|
| 27. | Darrell J. Brown Testamentary Trust<br>c/o Alma Brown<br>1816 Lancaster Drive<br>Springdale, AR 72762-8297  | 39. | Gary Fred Cobb<br>RR 2, Box 135<br>Cheyenne, OK 73628-9625  |
| 28. | Devon Energy Production Co., LP<br>20 N. Broadway<br>Oklahoma City, OK 73102                                | 40. | Gary A. McDaniel<br>16239 W. Tamarack Lane<br>Surprise, AZ 85374  |
| 29. | Don J. Brown Testamentary Trust<br>c/o Alma Brown<br>1816 Lancaster Drive<br>Springdale, AR 72762-8297      | 41. | Geronimo Funding Limited Liability Co.<br>Rodney Square North, 1100 Market Street<br>Wilmington, DE 19890-0001  |
| 30. | Drake-Gungoll Enterprises, A.L.P.<br>P.O. Box 18466<br>Oklahoma City, OK 73154-0466                         | 42. | G.N. Rupe<br>P.O. Box 783010<br>Wichita, KS 67278-3010  |
| 31. | Duke Energy Merchant Finance, LLC<br>10777 Westheimer, Suite 650<br>Houston, TX 77042                       | 43. | Guard Exploration Limited Partnership<br>P.O. Box 1187<br>Enid, OK 73702-1187                                   |
| 32. | Elaine Weathers, Personal Rep., Estate of Sarah J. Haynie<br>2729 Clermont Place<br>Oklahoma City, OK 73116 | 44. | Herbert M. Seybold<br>4078 Pirates Beach<br>Galveston, TX 77554   |
| 33. | Energy Prospects, Inc.<br>3830 Highway 16<br>Beggs, OK 74421-2988   | 45. | Harold James Baugh Estate<br>c/o James Bryon Baugh<br>812 Bridgeport Drive<br>Desota, TX 75115                  |
| 34. | Enogex Exploration Corporation<br>P.O. Box 960034<br>Oklahoma City, OK 73196                                | 46. | Herschel Wortham<br>P.O. Box 609<br>Holiday, TX 76366-0609  |
| 35. | Equitable Royalty Corporation<br>204 N. Robinson, Suite 3000<br>Oklahoma City, OK 73102                     | 47. | Homer LeRoy Bath and Faye D. Bath Family Revocable Trust<br>6916 East 78 <sup>th</sup> Place<br>Tulsa, OK 74133 |
| 36. | Evelyn Fallowfield<br>7958 Tom George Road<br>Shoals, IN 47581  | 48. | Huntington Resources Inc.<br>P.O. Box 700093<br>Tulsa, OK 74170-0093  |
| 37. | Ewing Roy Jackson & Rosa Maebeth Jackson Wilson<br>1440 S. Graham Road<br>Stroud, OK 74079-7309             | 49. | Jack B. Searle and Tamara D. Searle, JT's<br>841 Hersch Avenue<br>Pagosa Springs, CO 81147                      |
| 38. | Frances Brown Rupel<br>c/o Betty J. Rupel<br>52603 Jackie Lane<br>South Bend, IN 46637                      | 50. | J. C. Forney Estate<br>4317 St. George Drive<br>Oklahoma City, OK 73120   |

EXHIBIT "A"

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| 51. | John R. Stewart<br>c/o Michael R. Stewart<br>7812 NW 33 <sup>rd</sup> Terrace<br>Bethany, OK 73008                         | 64. | McGuire Investments, LLC<br>Attn: Robert & Billie McGuire<br>705 S. Shumard<br>Ada, OK 74820               |
| 52. | Kaiser-Francis Oil Company<br>P.O. Box 21468<br>Tulsa, OK 74121-1468   | 65. | Merit Energy Company, et al<br>13727 Noel Road, Suite 500<br>Dallas, TX 75240                              |
| 53. | John W. Heinsius<br>1379 E. 26 <sup>th</sup> Place<br>Tulsa, OK 74114  | 66. | Michael P. Knapp<br>8021 S. Fulton Avenue<br>Tulsa, OK 74136   |
| 54. | Kerr-McGee North America<br>Onshore Corporation<br>16666 Northchase Drive<br>Houston, TX 77060                             | 67. | Michael R. Stewart<br>7812 NW 33 <sup>rd</sup> Terrace<br>Bethany, OK 73008                                |
| 55. | Key Production Company, Inc.<br>c/o Cimarex Energy Co.<br>15 E. 5 <sup>th</sup> Street, Suite 1000<br>Tulsa, OK 74103-3404 | 68. | Mike A. Rupel<br>902 E. Ohio Street<br>Monticello, IN 47960  |
| 56. | Kirt D. Fryer<br>4739 E. 91 <sup>st</sup> Street, Suite 200<br>Tulsa, OK 74137   | 69. | Milton Neely<br>135 Lakewood Trail<br>Leander, TX 78641  |
| 57. | Larry Evans<br>11114 S. Yale, Suite A<br>Tulsa, OK 74137   | 70. | Minerals Management Service<br>P.O. Box 5810 TA<br>Denver, CO 80217-5810                                   |
| 58. | Marathon Oil Company<br>P.O. Box 22232<br>Tulsa, OK 74121-2232   | 71. | Moore Denham Collins, Carlen<br>Collins<br>P.O. Box 20453<br>Oklahoma City, OK 73156                       |
| 59. | Margaret J. Glasby<br>6549 E. Roland Street<br>Mesa, AZ 85215  | 72. | Nadel & Gussman Operating Co.<br>15 E. 5 <sup>th</sup> Street, Suite 3200<br>Tulsa, OK 74103               |
| 60. | Marker Petroleum, Inc.<br>5727 S. Lewis, Suite 700<br>Tulsa, OK 74105  | 73. | Nancy C. Evans<br>7656 Pine Island Way<br>West Palm Beach, FL 33411  |
| 61. | Mathias J. Walters, Inc.<br>1717 N. 12 <sup>th</sup> Street<br>Broken Arrow, OK 74012                                      | 74. | Nordstrand Engineering Inc.<br>3229 D'Amico Street, Suite 200<br>Houston, TX 77019                         |
| 62. | Matson Royalty Company<br>427 S. Boston Avenue, Suite 320<br>Tulsa, OK 74103   | 75. | Ocean Energy Resources, Inc.<br>410 17 <sup>th</sup> Street, Suite 1400<br>Denver, CO 80202                |
| 63. | Maxus Energy Corporation<br>P.O. Box 201806<br>Houston, TX 77216-1806  | 76. | Otto O. & Rosemary Fox Hess<br>c/o Robert D. Garrett, Trustee<br>P.O. Box 32427<br>Oklahoma City, OK 73123 |

EXHIBIT "A"

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| 77. Pacer Properties 1998<br>c/o NBI Services Inc.<br>P.O. Box 4470<br>Tulsa, OK 74159-0470  | 89. Robert R. Klabzuba<br>P.O. Box 5815<br>Edmond, OK 73083-5815  |
| 78. Panhandle Royalty Company<br>5400 N. Grand Blvd., Suite 305<br>Oklahoma City, OK 73112-5654  | 90. Rock Island 1979 Exploration<br>Project Company; Rock Island<br>Resource Company, Inc.<br>Two Turtle Creek Village<br>3838 Oak Lawn, Suite 1216<br>Dallas, TX 75219 |
| 79. Patricia Margaret Stewart<br>Morales<br>522 West Las Palmaritas<br>Phoenix, AZ 85021   | 91. Roderick Blair Smith<br>1033 Turkey Point Road<br>Edgewater, MD 21037   |
| 80. Penn Drilling Program 1988;<br>Penn Resources, Inc.; Penn<br>Brothers, Inc.<br>Two Turtle Creek Village<br>3838 Oak Lawn, Suite 1216<br>Dallas, TX 75219 | 92. Rosemary Charlene Brown<br>5702 W. Tensleep Road<br>Bloomington, IN 47403   |
| 81. PGP Gas Supply Pool No. 2 LLC<br>104 Town Park Drive<br>Kennesaw, GA 30144   | 93. Scott Lowell Smith<br>5801 Wilson Lane<br>Bethesda, MD 20817  |
| 82. Posse Energy LTD<br>1221 McKinney, Suite 3700<br>Houston, TX 77010-3676  | 94. Shelby Snider Corporation<br>13024 Cedar Springs Road<br>Oklahoma City, OK 73120  |
| 83. PRI Limited Partnership<br>15 West 6 <sup>th</sup> Street, Suite 2300<br>Tulsa, OK 74119-5417  | 95. Smith Oil Company, Inc.<br>3838 Oak Lawn Avenue, Suite<br>1525<br>Dallas, TX 75219  |
| 84. Raymond M. Timpanelli<br>5729 Lebanon Road, Suite 144-<br>404<br>Frisco, TX 75034  | 96. Stanley Johnson<br>1494 Waverly Road<br>San Marino, CA 91108  |
| 85. RAMCO – NYL 1987 Limited<br>Partnership; Ram Energy, Inc.<br>Meridian Tower<br>5100 E. Skelly Drive, Suite 650<br>Tulsa, OK 74135                        | 97. Stewart Emmerich Stewart<br>26315 Quail Grove Lane<br>Boerne, TX 78006-5520   |
| 86. RHB, Inc.<br>5500 N. Western, #104<br>Oklahoma City, OK 73118  | 98. Survey Energy, Inc.<br>P.O. Box 15597<br>Oklahoma City, OK 73155-0597   |
| 87. Richard Eugene Cobb<br>Rt. 2, Box 135<br>Cheyenne, OK 73628-9625   | 99. Terrane Associates, Inc.<br>20 Country Way<br>Scituate, MA 02066  |
| 88. Robert B. Haynie<br>2729 Clermont Place<br>Oklahoma City, OK 73116   | 100. The Forney Revocable Living<br>Trust<br>c/o Josephine L. Forney, Trustee<br>4317 St. George Drive<br>Oklahoma City, OK 73120                                       |
|  | 101. Toreador Resources Corp.<br>4809 Cole Avenue, Suite 108<br>Dallas, TX 75205  |

INCREASED DENSITY - CD NO.200806773-T  
SECTION 22-15N-23W, ROGER MILLS CO., OK.  
APACHE CORPORATION

**EXHIBIT "A"**

102. United States of America Bureau  
of Land Management  
1474 Rodeo Road  
Santa Fe, NM 87505
103. Viersen Oil & Gas Co.  
P.O. Box 702708  
Tulsa, OK 74170
104. Wilkinson Resources Inc.  
P.O. Box 945  
Columbia, MS 39429-0945
105. William D. Seybold Trust  
P.O. Box 840738  
Dallas, TX 75284-0738
106. Willischild Oil & Gas Corp.  
621 E. Street  
Snyder, OK 73566
107. W.W. Hamilton  
P.O. Box 609  
Holiday, TX 76366