

BEFORE THE CORPORATION COMMISSION OF THE STATE OF OKLAHOMA

APPLICANT: LINN OPERATING, INC.)
RELIEF SOUGHT: INCREASED DENSITY)
LEGAL DESCRIPTION: SECTION 21, TOWNSHIP 22)
NORTH, RANGE 16 WEST, MAJOR COUNTY, OKLAHOMA)

CAUSE CD 200807065-T

REPLACEMENT FOR FAX FILED ON
OCT 02 2008
OCT 06 2008
COURT CLERK'S OFFICE - TULSA
CORPORATION COMMISSION
OF OKLAHOMA

APPLICATION

COMES NOW Applicant and shows the Honorable Commission as follows:

1. Parties: Applicant herein is Linn Operating, Inc., J P Morgan Chase Tower, 600 Travis, Ste 5100, Houston, TX 77002 (281) 840-4162. For inquiries please contact Dan Furbee - (281) 840-4162. The attorney for the Applicant is Michael D. Stack, 943 East Britton Road, Oklahoma City, Oklahoma 73114, Telephone: (405) 286-1717; Fax (405) 286-2122. The names and addresses of each person or governmental entity, other than the Applicant, currently having the right or claiming to have the right to participate in production from the below common sources of supply are set forth on Exhibit "A" attached hereto and made a part hereof.

2. Facts:

2.1 Applicant has the present right to drill in Section 21, Township 22 North, Range 16 West, Major County, Oklahoma. Said captioned unit was designated as a 640 acre drilling and spacing unit for production as follows: Order No. 36604 later amended by Order No. 48601 for the Mussellem Sand; Order No. 38137 later amended by Order No. 48601 for the Chester Lime; Order No. 59756 for the Oswego Lime; Order No. 131122 for the Red Fork (Cherokee); and Order No. 301507 for the Douglas Group, Hunton, Mississippi Lime, Shawnee Group, Waubunsee Group and Permian common sources of supply.

2.2 There are presently four wells completed in the above common sources of supply located in the captioned unit.

2.3 Since the date of entry of the drilling and spacing unit additional or new data has been obtained in connection with the separate common source of supply sufficient to show a substantial change in conditions or change in knowledge of conditions existing in said unit. It appears that the existing wells will not and cannot effectively and efficiently drain all of the primarily recoverable hydrocarbons in such separate common sources of supply underlying such land. Therefore, the Commission should increase the well density for a well in above common sources of supply underlying Section 21.

2.4 Applicant request the Commission to authorize and permit an additional well by allowing the well in Section 21 to produce hydrocarbons from the Mussellem Sand, Chester Lime, Oswego Lime, Red Fork (Cherokee), Douglas Group, Hunton, Mississippi Lime, Shawnee Group, Waubunsee Group and Permian as an exception to Order No. 36604, Order No. 38177, Order No. 48601, Order No. 59756, Order No. 131122 and Order No. 301507 and the Commission should establish a proper allowable for such well and such unit.

OKLA CORP COM RECEIPT 0922509A1
Date: 10/06/2008 Time: 14:45
Case: 200807065 CD Cashier: OPT
Payer: LINN OPERATING, INC
Check: 14572
OKLA CORP COM/TRANSP App \$100.00

3. Legal Authority: Title 52, Sections 86.1, 87.1; Title 17, Sections 270 and 271; OCC-OGR Rule 165:10-19-3, OCC Rules of Practice.

4. Relief Sought: Applicant requests the Commission to enter an order, to be effective as of the date of the execution thereof or as of a date prior thereto, authorizing and permitting an increased density well in the 640-acre drilling and spacing unit formed for the above defined common sources of supply in the captioned unit. The Applicants further request the authorization and permission to allow the additional well to produce hydrocarbons from such common sources of supply and to establish a proper allowable for said well.

WHEREFORE, Applicant prays that, after notice and hearing as required by law, the increased well density as requested by Applicant, be permitted.

Respectfully submitted,

MICHAEL D. STACK, P.C.

BY: mlt
MICHAEL D. STACK, OBA #8530
943 East Britton Road
Oklahoma City, Oklahoma 73114
Bus (405) 286-1717 Fax (405) 286-2122
Attorney for Applicant

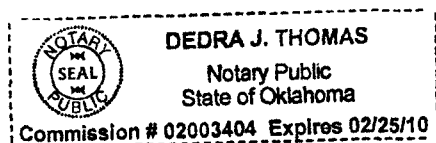
CERTIFICATE OF MAILING

The undersigned, of lawful age, being first duly sworn upon oath, states: I am the Attorney for the above-named Applicant. I certify that on or before the 7th day of October, 2008, 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 the 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 corporations 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.

mlt
Michael D. Stack

Subscribed and sworn to before me this 2nd day of October, 2008.



Debra J. Thomas
NOTARY PUBLIC

MY COMMISSION EXPIRES:
February 25, 2010
Commission No. 02003404

EXHIBIT "A"

Linn Operating, Inc.

Cause CD No. 200807065-T

Respondent List for Increased Density,
Section 21-22N-16W-Major County

David E. Carman and Brenda S. Carman
10300 S.E. 51st Street
Oklahoma City, OK 73150

Irwin Rubenstein
C/O Richard A Harris, CPA
P. O. Box 102105
Denver, CO 80250

Andy Cepurnick
7934 S. Florence
Tulsa, OK 74136

F.H. Hartman
3120 NW 69th
Oklahoma City, OK 73116

John T. Mason
P. O. Box 470505
Tulsa, OK 74147

TLW Investments Inc.
P.O. Box 54525
Oklahoma City, OK 73154-1525

John T. Mason and Suzanne Mason
Co-Trustees of the Mason Family Trust
7347 E. 58th Court
Tulsa, OK 74146

Dorothy Connell Carroll
8 Strathray Gardens
Garden Flat
London, England NW3 4NY

Conley Resources, LLC
P. O. Box 100
Larkspur, CO 80118-0100

Katherine Connell Thouez
1835 E Hallandale Beach Blvd, PMB 217
Hallandale Beach, FL 33009

John M. Beard and Ely B. Beard, Trustees of
John M. Beard Trust dated November 6, 1992
f/b/o John M. Beard
12316 St Andrews Drive, Suite A
Oklahoma City, OK 73120-8649

EFS Royalty Partners, L. P.
C/O Benny Duncan
P. O. Box 671099
Dallas, TX 75367

Elly B. Beard & Trudy K Martin
Trustees of Elly B. Beard 2007 Trust
12316 St Andrews Drive, Suite A
Oklahoma City, OK 73120-8649

Morgan Stanley FBO Georgia McInnis
2200 West Loop, Suite 100
Houston, TX 77027

Bruce Anderson
P. O. Box 4346
Houston, TX 77210-4346

Minerals Management Service
Payer No. 35010
Colorado US Geological Survey
P. O. Box 5810
Denver, CO 80217

Anderson Oil, Ltd.
P. O. Box 4346
Houston, TX 77210-4346

Barbara E. Smith
205 Carl - Cedar Hills Road
Winder, GA 30680

Harrell Petroleum, Inc.
101 Park Ave., Suite 310
Oklahoma City, OK 73102

Bessie E. Farnsworth
HCX63 Box 10X
Eufaula, OK 74432

Chesapeake Energy Marketing, Inc.,
Chesapeake Exploration, LLC and
Chesapeake Exploration Limited Partnership
P.O. Box 18496
Oklahoma City, OK 73154-0496

Carol L. Dulgar
4145 Tall Tree Drive
Orlando, FL 32810

Triple T. Resources LP
4809 Cole Avenue, Suite 108
Dallas, TX 75205

Cherilyn Nettie Diewald
1012 Ledgemont Drive
Plano, TX 75025

Vanguard Oil & Gas Inc.
1111 North Loop West, Suite 1100
Houston, TX 77008-1794

Colpitt Children's Trust
J R Colpitt & C Stewart Cotrte, Trustees
402563 West Road
Collinsville, OK 74021

Chaparral Energy, LLC
701 Cedar Lake Blvd
Oklahoma City, OK 73114

Colpitt Family Agency
P. O. Box 28
Collinsville, OK 32810

Daniel D. Jones
4145 Tall Tree Drive
Orlando, FL 32810

Denzel L. Bliss
1819 19th Street
Woodward, OK 73810

Edward Hall a/k/a Edward J. Hall
617 E Cedar Street
Woodward, OK 73801

Emma Laura Ford Trustee of the Emma Laura
Ford Revocable Trust dated April 21, 2006
P. O. Box 906
Chickasha, OK 73023

EMT, L.L.C.
Attn.: Elizabeth McMahan Tolbert, Manager
P. O. Box 1025
Oklahoma City, OK 73101-1025

Gloria M. Amato
C/O McKniff
P. O. Box 706
Scituate, MA 02066-0706

Helen Dolores Knight
Route 1
43992 County Road M
Mancos, CO 81328

Howard Stanley Jones
4145 Tall Tree Drive
Orlando, FL 32810

James Ciampa
183 Atlantic Avenue
Boston, MA 02110

Marilyn L. Aaron and Fred C. Aaron
12236 S.E. 44th Street
Choctaw, OK 73020

Michelle Aaron McAffrey and
Thomas Allen Aaron
c/o Marilyn L. Aaron
12236 S.E. 44th Street
Choctaw, OK 73020

MC Mineral Company, LLC
P.O. Box 18201
Oklahoma City, OK 73154-0496

Mona Tea
3309 Highland
Roswell, NM 88201

Milford L. Tea and Mona L. Tea Revocable
Trust dated May 21, 2002
3309 Highland
Roswell, NM 88201

Pat Taylor Kincaid & Lorna Kay Kincaid,
Trustees, Pat Taylor Kincaid & Lorna Kay
Kincaid Revocable Trust dated Dec. 22, 1999
Route 1, Box 193
Mooreland, OK 73852

Rev. Bradley C. Dyche
14 Piney Point Avenue
Croton-On-Hudson, NY 10520

Richard N. Jordan
244 Park Avenue
Cranston, RI 02905

Ruth E. Colpitt Reformed Rev.
Living Trust J Dianne Adams, Trustee
P. O. Box 127
Stillwater, OK 74076

Ruth Lemira Smith Estate
Patricia L. Waggerby, PR
32768 Via Del Venado
Valley Center, CA 92082-3502

The Edena Jo Simmons Trust
dated December 21, 1994
Terry C Simmons Trustee
P. O. Box 148
Eufaula, OK 74432

The Helen Colpitt Murphy Trust
Helen Colpitt Murphy Trustee
102 s 21st street
Collinsville, OK 74021

Estella Ann Tea and Virden F. Tea
2612 Wallace
Clovis, NM 88101

W.E. Horkey Properties, LLC
7310 Aberdeen Parkway
Tulsa, OK 74132-2140

T.P. McAdams, Jr., Trustee of the McAdams
Royalty Trust No. 1 under Trust Instrument
dated November 1, 1990
3306 E. 94th St.
Tulsa, OK 74137

Rose Marie Jordan,
c/o Rita Marie Aia
124 Russell St.
Peabody, MA 01960

Rose Marie Jordan,
c/o Rita Marie Aia
22 Allston St., Apt. 336
Medford, MA

Marsha L. Owens Burns
77 County Road 138
Kremmling, CO 80459

Elizabeth McMahan Tolbert, Trustee of the
Elizabeth McMahan Tolbert Revocable Trust
116 East Sheridan
Oklahoma City, Oklahoma 73104

Southwest Petroleum Company
P.O. Box 702377
Dallas, TX 75370-2377

Big Sky Mineral Trust
Serena B. Kundysek as Trustee
P.O. Box 3788
Arlington, TX 76007-3788

S & C Properties
P.O. Box 601295
Dallas, TX 75360-1295

Breakwater Investments, LLC
PMB 217
1835 East Hallandale Beach Blvd.
Hallandale Beach, FL 33009

Steven Lee Dyche, Bradley Callaway Dyche
Cherilyn Nettie Ricken
c/o Amber Gill
P.O. Box 3802
Enid, OK 73702

Johnny D. Tea
4987 South Del Prado
Salt Lake City, UT 84117

G. Feryl Smith
2214 Crosscoach Lane
Katy, TX 77449

E. Judith Jones
c/o John W. McCue II
Attorney at Law
P.O. Box 503-118 E. Broadway
Fairview, OK 73737

Luther T. And Arleen Hall, Husband and Wife;
Luther T. & Arleen Hall Revocable Trust
C/O Billings & Billings
1114 Hillcrest Drive
Woodward, OK 73801

Chesapeake Energy Marketing
PO Box 18496
Oklahoma City, OK 73154

Chaparral Energy LLC
701 Cedar Lake Blvd.
Oklahoma City, OK 73114

Elly B. Beard 2007 Trust
Elly B Beard & Trudy K. Martin Trustees 12316
St. Andrews Dr., Suite A
Oklahoma City, OK 73120-8649

Triple T Resources LP
4809 Cole Ave., Suite 108
Dallas, TX 75205

Vanguard Oil & Gas, Inc.
1111 N Loop West, Suite 110
Houston, TX 77008-1794

Anderson Oil LTD
PO Box 4346, Dept. 138
Houston, TX 77210-4890

Chaco Energy Company
PO Box 1587
Denver, CO 80201

Four P Investments, Inc.
2602 McKinney Ave., Suite 330
Dallas, TX 75204

Daunis Properties, L.P.
2602 McKinney Ave., Suite 330
Dallas, TX 75204

Gruy Petroleum Management Co.
15 East 5th Street, Suite 1000
Tulsa, OK 74103

Vanguard Oil & Gas, Inc.
1111 N Loop West, Suite 1100
Houston, TX 77008-1794

Josephine Uri Stowe
C/O Fields Nemece & Co
PO Box 23067
Corpus Christi, TX 78403

R.J. Sullivan Trust
1030 East Tower
Tulsa, OK 74119

R J Sullivan Trust
1437 South Boulder
Tulsa, OK 74119

Chesapeake Exploration Limited
PO Box 18496
Oklahoma City, OK 73154

Cimarex Energy of Colorado
15 East 5th Street, Suite 1000
Tulsa, OK 74103

All Exploration LLC
11902 N. Penn Ave., Suite C-1
Oklahoma City, OK 73120

No addresses:

-Mildred A. Hall

-Ruth Lemira Smith Estate

-Elizabeth McMahan Tolbert, Trustee of the
Elizabeth McMahan Tolbert Revocable Trust
U/I/D -September 23, 1994

-Phyllis M. Jordan

-Gloria Amato

-James Fiore

-Vincent Cullia

-James Ray Colpitt and Carolyn Colpitt
McMillan, Trustees of the Carolyn Colpitt
McMillan and Mildred D. McMillan Children's
Trust

-Joe Ray Colpitt

-Debra Colpitt Unruh

-Harold E. Colpitt, Jr.

-Martin Anthony Colpitt

-Denzel Powders for life with remainder to:
Vernon N. Powders

-Heirs and/or Devisees of Ethel Forsythe