

SEP 13 2012

**BEFORE THE CORPORATION COMMISSION
OF THE STATE OF OKLAHOMA**

COURT CLERK'S OFFICE - OKC
CORPORATION COMMISSION
OF OKLAHOMA

APPLICANT: CHARTER OAK PRODUCTION CO., LLC)
)
RELIEF SOUGHT: DRILLING AND SPACING UNITS)
)
LAND COVERED: SECTION 17, TOWNSHIP 8 NORTH,))
RANGE 4 WEST, MCCLAIN COUNTY,))
OKLAHOMA.)

CAUSE CD NO.
201 **205802**

APPLICATION

1. PARTIES:

Applicant is **Charter Oak Production Co., LLC**. Its address is 13929 Quail Pointe Drive, Oklahoma City, Oklahoma 73134-1037, Telephone number (405) 286-0361. It is the owner of oil and gas leasehold interests within the common sources of supply described below as each lies beneath the Section 17, Township 8 North, Range 4 West, McClain County, Oklahoma. The parties being made respondents to this application are set out on the Exhibit "A" attached hereto.

2. ALLEGATION OF FACTS:

(A) The Corporation Commission has heretofore, by Order No. 165857, established 80-acre drilling and spacing units for the Gibson Zone, Hart Zone, Osborne Sand, Basal Pennsylvanian Sand, Hunton Lime, Viola Lime, Bromide Sand, Tulip Creek Sand, McLish Sand, Oil Creek Sand and Joins common sources of supply underlying Section 17, Township 8 North, Range 4 West, McClain County, Oklahoma. Information obtained since the date of that order shows that those common sources of supply can be more efficiently developed on the basis of 640-acre units. The Applicant seeks to vacate such order based on that new information.

(C) The Corporation Commission has heretofore, by Order No. 588047 established 640-acre drilling and spacing units for the Mississippian, Woodford, Bromide, Oil Creek, McLish, Tulip Creek, Hunton and Arbuckle common sources of supply underlying lands adjacent to said Section 17. The Commission has heretofore by Order No. 149988 established a 640-acre drilling and spacing unit for the Hart Sand common source of supply underlying lands adjacent to said Section 17.

(D) In the opinion of the Applicant, said Section 17 is underlain by the same common sources of supply as spaced on the adjacent property by Order Nos. 588047 and

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CHARTER OAK PRODUCTION CO LLC
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149988, set forth within Paragraph 2(C) above. Therefore, Applicant recommends the amendment of such Orders so as to enlarge and extend the boundaries of the described common sources of supply, and to create 640-acre drilling and spacing units for said Section 17.

(E) It is the opinion of the Applicant that said Section 17, is wholly underlain by the Gibson, Osborne, Basal Pennsylvanian Unconformity Sand, Viola and Joins common sources of supply. The Applicant therefore requests that 640-acre drilling and spacing units be created for such common sources of supply underlying said Section 17.

(F) Attached to this application and marked as Exhibit "B" is a plat showing the drilling and spacing units requested, together with any drilling and spacing units abutting or overlapping the lands within said Section 17.

3. **LEGAL AUTHORITY:**

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

4. **RELIEF SOUGHT:**

The relief requested is:

(a) The amendment of Order No. 165857, the terms of which established 80-acre drilling and spacing units for the Gibson Zone, Hart Zone, Osborne Sand, Basal Pennsylvanian Sand, Hunton Lime, Viola Lime, Bromide Sand, Tulip Creek Sand, McLish Sand, Oil Creek Sand and Joins common sources of supply to delete Section 17, Township 8 North, Range 4 West, McClain County, Oklahoma, from the purview thereof.

(b) The amendment of Order Nos. 588047 and 149988, the terms of which established 640-acre drilling and spacing units for the Hart Sand, Mississippian, Woodford, Bromide, Oil Creek, McLish, Tulip Creek, Hunton and Arbuckle common sources of supply to enlarge and extend the boundaries thereof, so as to cover and include said Section 17. The units to be formed by the governmental section with the permitted well location for such units to be at a point not closer than 1,320 feet from the boundary thereof.

(c) The creation of 640-acre drilling and spacing units for the Gibson, Osborne, Basal Pennsylvanian Unconformity Sand, Viola and Joins common sources of supply underlying said Section 17. The units to be formed by the governmental section with the permitted well location for such units to be at a point not closer than 1,320 feet from the boundary thereof.

DRILLING AND SPACING UNITS - CD NO. 20120
SECTION 17-8N-4W, MCCLAIN COUNTY, OKLAHOMA
CHARTER OAK PRODUCTION CO., LLC

(d) Applicant may request that said Order be made effective on a date prior to its signing.

CHARTER OAK PRODUCTION CO., LLC

A handwritten signature in cursive script, reading "Richard A. Grimes", positioned above a horizontal line.

RICHARD A. GRIMES, OBA #3627

609 S. Kelly Avenue, Suite K-4

Edmond, Oklahoma 73003

(405) 330-0725

Janetb@gadlawfirm.com

ATTORNEY FOR APPLICANT

EXHIBIT "A"

- | | |
|--|---|
| 1. Conquest Land Company, LLC
3240 W. Britton Rd., Ste. 103
Oklahoma City, OK 73120 | 9. Billy D. Wilkerson
658 W. Alameda
Manteca, CA 95336 |
| 2. A. Dutton Kennedy, III
P.O. Box 1350
Ocean City, NJ 08226-7350 | 10. Brandon David Moore
8113 Belaire Court
N. Richland Hills, TX 76182-7606 |
| 3. Bank of Oklahoma, N.A.,
Successor Trustee of the Milton B.
May Restated Revocable Living
Trust
P.O. Box 1588
Tulsa, OK 74101 | 11. Brenda Olmeda, a/k/a
Brenda Joyce Olmeda
P.O. Box 262
Washington, OK 73093 |
| 4. Betty Rowell
1007 28 th Street Ave. South, Apt. A
N. Myrtle Beach, SC 29582-4570 | 12. Brett Carlson
7162 W. Rue De Lamour Avenue
Peoria, AZ 85381 |
| 5. Betty Batchelder Livesey
c/o Steve Livesey
7737 W. Golf Drive, Apt. 206
Palos Heights, IL 60463 | 13. Calvin McGill and Wanda McGill,
H/W
P.O. Box 1192
Chickasha, OK 73023 |
| 6. Bert Gray
1870 W. Belleview Avenue
Porterville, CA 93257 | 14. Charles Batchelder, if living, or if
deceased, his known and unknown
heirs, successors and assigns
c/o Philip Batchelder
6704 N Lincoln Memorial Parkway
Warrensburg, IL 62573 |
| 7. Bill L. Logan, if living, or if
deceased, his known and unknown
heirs successors and assigns
c/o Deloris J. Thayer
944 Park Meadow Drive
Chino Valley, AZ 86323-6750 | 15. Clifford A. Batchelder and and
Lillian M. Batchelder, if living or if
deceased, their known and
unknown heirs, successors and
assigns
c/o David Wayne Batchelder
8584 West Illiniwick Road
Warrensburg, IL 62573 |
| 8. Billie Jean Salles
3491 Southfork Drive
Norco, CA 92880 | 16. Dan Autry
474 North Balmoral
Porterville, CA 93257 |

EXHIBIT "A"

- | | |
|---|---|
| 17. Daniel S. Key
8559 W. Pershing
Peoria, AZ 85381 | 25. Eric W. Carlson
4075 Buckskin Avenue
Kingman, AZ 86401 |
| 18. Darlene L. Caldwell, a/k/a
Darlene Promowicz
7722 South 76 th East Avenue
Tulsa, OK 74133-3519 | 26. Ernest Bruce Gray, if living, or if
deceased, his known and unknown
heirs successors and assigns
c/o Michael Gray
1329 Peninsula Dr.
Lake Almanor, CA 96137 |
| 19. David Wayne Batchelder
8584 West Illiniwick Road
Warrensburg, IL 62573 | 27. Esther Caldwell Goldsmith, if living,
or if deceased, her known and
unknown heirs successors and
assigns
c/o Mildred L. Caldwell
1719 Yucca Lane
Emporia, KS 66801-5639 |
| 20. Deloris J. Thayer
944 Park Meadow Drive
Chino Valley, AZ 86323-6750 | 28. Evelyn G. Mullgaard
23261 La Glorieta, Apt. H
Mission Viejo, CA 92691 |
| 21. Donna Edgmon, Trustee under the
Joe C. Edgmon Family Trust, dated
January 8, 2002
985 Jade Lane
Bokchito, OK 74726 | 29. Farmers United Cooperative Pool,
an Oklahoma corporation
1210 19 th Street
Woodward, OK 73801-2927 |
| 22. Doris Jones Tripp, if living, or if
deceased, her known and unknown
heirs successors and assigns
c/o Susan Plumlee
16017 East 109 th Street North
Owasso, OK 74055-8288 | 30. Orus Thomas Bingman, Trustee of
the Elwood Herrick Irrevocable
Trust dated May 25, 1985
c/o Orus Thomas Bingman
P.O. Box 1064
Okmulgee, OK 74447-1064 |
| 23. Elson Oil Company, a Partnership
20 E. 5 th Street
Tulsa, OK 74103 | |
| 24. Eric Todd Lemons and
Deborah Maryte Lemons, H/W
2901 North Rockwell
Blanchard, OK 73010 | |

EXHIBIT "A"

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|---|---|
| 31. Orus Thomas Bingman, Trustee of the Herrick Trust Estate, a/k/a Herrick Trust, established U/L/W/T of Asa D. Kennedy, deceased
c/o Orus Thomas Bingman
P.O. Box 1064
Okmulgee, OK 74447-1064 | 37. Harold F. Batchelder and Anna M. Batchelder, if living or if deceased, their known and unknown heirs, successors and assigns
c/o Philip Batchelder
6704 N Lincoln Memorial Parkway
Warrensburg, IL 62573 |
| 32. F.S.K. Company, an Oklahoma corporation
c/o Frank S. Kennedy
c/o John Y. Kennedy
4051 Veterans Blvd, Suite 202
Metairie, LA 70002 | 38. Jan Yeatman Kennedy, a/k/a Jan Yeatman Kennedy Lail
a/k/a Jan Kennedy Lail
616 Mill Creek Road
Gladwyne, PA 19035 |
| 33. Gary Doyle Lemons, a/k/a Gary D. Lemons, and Florence L. Lemons, a/k/a Florence Lemons, H/W, and Kathryn Barta as (JT)
1307 NE 25 th Street
Blanchard, OK 73010 | 39. Janice Batchelder
1136 N. Newsom Street, Apt. 20
Mineola, TX 75773 |
| 34. Gary Doyle Lemons, Successor Trustee of the Pauline Lemons Living Trust dated 10/19/96
1307 NE 25 th Street
Blanchard, OK 73010 | 40. Jim Autry
2174 Kings Cross Way
Porterville, CA 93257 |
| 35. Glenn Grant Gray, a/k/a Glenn G. Gray
12401 SE 134 th Street
Oklahoma City, OK 73165 | 41. Jim Autry, if living, or if deceased, his known and unknown heirs successors and assigns
c/o Sherry Brauer
933 Beehive Way
Winchester, VA 22601 |
| 36. Halina Deschko Turner
P.O. Box 9892
Salt Lake City, UT 84109 | 42. Jo Ann Manke
RR 2, Box 92A
Marlow, OK 73055 |
| | 43. Jo Ann Manke
P.O. Box 12
Blanchard, OK 73010 |
| | 44. Karen S. Seefeldt
1040 Arbor Trail
Decatur, IL 62526 |

EXHIBIT "A"

- | | |
|---|--|
| 45. Kenneth W. Caldwell
341 County Road 854
Nacogdoches, TX 75964 | 54. M.A. Viersen, Trustee of the
M.A. Viersen Revocable Trust
c/o Margaret A. Viersen
P.O. Box 136
Morris, OK 74445 |
| 46. Kim D. Marchbanks
7185 W. Dreyfus
Peoria, AZ 85381 | 55. Mattie Wilkerson, if living, or if
deceased, her known and unknown
heirs successors and assigns
c/o Billy D. Wilkerson
658 W. Alameda
Manteca, CA 95336 |
| 47. Kridler Revocable Trust
P.O. Box 20769
Oklahoma City, OK 73156 | 56. Michael Gray
1329 Peninsula Dr.
Lake Almanor, CA 96137 |
| 48. Kristin Lee Bornfleth
6875 Century Lane
Prior Lake, MN 55372 | 57. Miller Family Trust dated August 5,
1992, Toby O. Carlson, Trustee
P.O. Box 193
Heber, AZ 85928 |
| 49. L.A. Maxson
P.O. Box 522
Fairland, OK 74343 | 58. Mildred L. Caldwell
1719 Yucca Lane
Emporia, KS 66801-5639 |
| 50. Leah Jean Lemons, a/k/a
Leah J. Lemons
12124 Dahoon Drive
Oklahoma City, OK 73120-8130 | 59. Montie Jean Gray, if living, or if
deceased his known and unknown
heirs successors and assigns
c/o Glenn Grant Gray
12401 SE 134 th Street
Oklahoma City, OK 73165 |
| 51. L.P. Laird
P.O. Box 1403
Chickasha, OK 73023 | 60. Nancy Crittenden
c/o Janice Batchelder
1136 N. Newsom Street, Apt. 20
Mineola, TX 75773 |
| 52. Map Resources, Inc.
P.O. Box 2836
Midland, TX 79702 | |
| 53. Marilyn Kennedy Gladden Interests,
L.L.C.
8305 Old Hammon Hwy.
Baton Rouge, LA 70809 | |

EXHIBIT "A"

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| 61. Neva L. Osborne Revocable Trust,
dated September 9, 1991
(John E. Wolf, III, and John Justin
Wolf, Successor Trustees)
c/o Ramona Wolf, Attorney at Law
P.O. Box 21510
Oklahoma City, OK 73156 | 68. Ralph William Viersen, III, a/k/a
Ralph W. Viersen, III
P.O. Box 296
Henryetta, OK 74437 |
| 62. Pamela C. Kennedy Davis, a/k/a
Pamela C. Davis, a/k/a
Pamela Kennedy Davis
2730 Parkland Blvd.
Tampa, FL 33609 | 69. Richard W. Caldwell
6053 11 th Avenue
New Port Richey, FL 34653 |
| 63. Patsy Ann Viersen Brown
c/o Ralph W. Viersen, III
P.O. Box 296
Henryetta, OK 74437 | 70. Rosalie Koron, Trustee of the
Rosalie Koron Trust Agreement
dated July 27, 1984
4400 West 115th Street, Apt. 320
Leawood, KS 66211 |
| 64. Patsy C. Jones, Successor Trustee
of the C.T. and Bonnie Madden
Irrevocable Living Trust
dated 2-28-97
2380 Club Dr.
Gilroy, CA 95020 | 71. Ruby Gray, if living, or if deceased,
her known and unknown heirs
successors and assigns
c/o Michael Gray
1329 Peninsula Dr.
Lake Almanor, CA 96137 |
| 65. Patti Cullison
17919 Myrica Lane
San Diego, CA 92127 | 72. Sally Autry, a/k/a Sallie Autry, if
living, or if deceased, her known
and unknown heirs, successors and
assigns
c/o Sherry Brauer
633 Beehive Way
Winchester, VA 22601 |
| 66. Paul G. Gray
24437 234 th Street
Purcell, OK 73080 | 73. Sherry Brauer
c/o Sherry Brauer
633 Beehive Way
Winchester, VA 22601 |
| 67. Philip Batchelder
6704 N Lincoln Memorial Parkway
Warrensburg, IL 62573 | 74. Stan Batchelder
406 Peachtree Street
Mineola, TX 75773 |

EXHIBIT "A"

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| 75. Stephanie Renee Schlup
3705 Jennifer Ave.
Muskogee, OK 74403 | 83. Vellora Caldwell, if living, or if
deceased, her known and unknown
heirs successors and assigns
c/o Richard W. Caldwell
6053 11 th Avenue
New Port Richey, FL 34653 |
| 76. Sunbun Exploration, L.L.C., an
Oklahoma Limited Liability
Company
P.O. Box 7833
Shawnee Mission, KS 66207 | 84. Viersen Oil & Gas Co.
P.O. Box 280
Okmulgee, OK 74447 |
| 77. Susan K. Noblitt, now Conklin
6920 Ropers Point
Colorado Springs, CO 80908 | 85. Walsh Mineral Properties, L.L.C.,
an Oklahoma Limited Liability
Company
P.O. Box 54714
Oklahoma City, OK 73154-1714 |
| 78. Susan Plumlee
16017 East 109 th Street North
Owasso, OK 74055-8288 | 86. Waterman Energy, LLC
2606 Big Oaks Drive
Garland, TX 75044 |
| 79. Terra Rosa Royalty Corp.
10806 Timberglen
Houston, TX 77024 | 87. W.E. Caldwell, if living, or if
deceased, his known and unknown
heirs successors and assigns
c/o Richard W. Caldwell
6053 11 th Avenue
New Port Richey, FL 34653 |
| 80. The First National Bank and Trust
Co. of Okmulgee, Oklahoma,
formerly The Central National Bank
of Okmulgee, Oklahoma
610 East Eighth Street
Okmulgee, Oklahoma 74447 | 88. William H. Bernstein
P.O. Box 172
Smyrna, GA 30080 |
| 81. The Paul and Betsy Ache Family
L.P., A Texas Limited Partnership
13311 Apple Tree
Houston, TX 77079 | 89. William H. Elson, Jr., Trustee under
the William H. Elson Testamentary
Trust
20 E. 5 th Street
Tulsa, OK 74103 |
| 82. The Sally Kennedy Richardson
Oil Company LLC
1606 S. Montgomery Street
Starkville, MS 39759 | |

EXHIBIT "A"

90. William H. Gray and Maude Gray, if living or if deceased, their known and unknown heirs, successors and assigns
c/o Billie Jean Salles
3491 Southfork Drive
Norco, CA 92880

CURATIVE:

91. R. Scott Richey
P.O. Box 342
Blanchard, OK 73010

ADDRESS UNKNOWN:

92. Howard C. Jones, if living, or if deceased, his known and unknown heirs successors and assigns
Address Unknown
93. Elsie Mae Standridge
Address Unknown
94. Mary Jones
Address Unknown

Exhibit "____" Cause No. _____

**All 7,8,9,16,17,18,19,20,21, 8N-4W
McClain County**

7	8 6,12,13,15,17, 18,19	9 6,12,15,17,18
18	17 4,5,6,7,8,9,10, 11,12,15,16	16 4,5,6,7,8,9, 10,11,12,15, 16,20
19 1,2,3,4,5,6,7,8, 9,10,11,12,14, 15,16	20 1,2,3,4,5,6,7,8, 9,10,11,12,14, 15,16	21 4,5,6,7,8,9, 10,11,12,15,16

	Source No.	Common Source of Supply	Acre	Product	S/L	Order No.	Lands Affected
1.	6411	Tonkawa Sand	80	PO	LD	179285**	All 19,20, 8N-4W
2.	6412	Missourian Lime	80	PO	LD	179285**	All 19,20, 8N-4W
3.	6416	Atoka Sand	80	PO	LD	179285**	All 19,20, 8N-4W
4.	7600	Gibson Zone	80	PO	LD	127728** as Corrected by 128676 as Reformed by 179285	All 19, 8N-4W
					SU	165857**	All 16,17,20,21, 8N-4W
5.	7601	Hart Zone	80	PO	SU	165857**	All 16,17,20,21, 8N-4W
					LD	179285**	All 19, 8N-4W
6.	7602	Osborne Sand	80	PO	SU	165857	All 16,17,20,21, 8N-4W
					LD	179285**	All 19, 8N-4W
					SU	268183	All 8, 8N-4W
					SU	588047	All 9, 8N-4W
7.	7603	Hunton Lime	80	PO	LD	127728 as Corrected by 128676 as Reformed by 179285**	All 19, 8N-4W
					SU	165857	All 16,17,20,21, 8N-4W

8.	7604	Bromide Sand	80	PO	LD	127728** as Corrected by 128676 as Reformed by 179285** 165857	All 19, 8N-4W
9.	7605	Tulip Creek Sand	80	PO	SU LD	127728** as Corrected by 128676 as Reformed by 179285** 165857	All 16,17,20,21, 8N-4W All 19, 8N-4W
10.	7606	McLish Sand	80	PO	SU LD	127728** as Corrected by 128676 as Reformed by 179285** 165857	All 16,17,20,21, 8N-4W All 19, 8N-4W
11.	7607	Oil Creek Sand	80	PO	SU LD	127728 ** as Corrected by 128676 as Reformed by 179285** 165857	All 16,17,20,21, 8N-4W All 19, 8N-4W
12.	12027	Viola Lime	80	PO	SU LD SU SU	165857 179285 ** 268183 ** 588047 **	All 16,17,20,21, 8N-4W All 16,17,20,21, 8N-4W All 19, 8N-4W All 8, 8N-4W All 9, 8N-4W
13.	12027	Hart Sand	640	GGC		149988	All 8, 8N-4W
14.	13167	Mississippian First Deese Second Deese	80	PO	LD	179285	All 19,20, 8N-4W
15.	13291	Basal Pennsylvanian Unconformity Sand	80	Oil	SU LD SU SU	165857 179285 268183 588047	All 16,17,20,21, 8N-4W All 19, 8N-4W All 8, 8N-4W All 9, 8N-4W
16.	13291	Joins	80	Oil	SU LD	165857 179285	All 16,17,20,21, 8N-4W All 19, 8N-4W
17.	33705	Mississippian Woodford Hunton Sylvan Bromide Tulip Creek McLish Oil Creek Arbuckle	640	Gas		588047	E/2 8, W/2 9, 8N-4W *
18.	33706	Hunton Bromide	320	Gas	SU	588047	W/2 8, E/2 9, 8N-4W
19.	33706	Tulip Creek Oil Creek Arbuckle	320	Gas	SU	588047	W/2 8, 8N-4W
20.	CD-201 202767	Kirkpatrick Oil & Gas, LLC					All 16, 8N-4W

* Includes Irregular Unit

** Nomenclature for Extension is different than the Nomenclature for the Initial Spacing of this Source.