

FILED
DEC 03 2012

BEFORE THE CORPORATION COMMISSION OF THE STATE OF OKLAHOMA

APPLICANT: OSAGE EXPLORATION AND DEVELOPMENT, INC.

RELIEF SOUGHT: HORIZONTAL DRILLING AND SPACING UNITS

COURT CLERK'S OFFICE - OKC
CORPORATION COMMISSION
OF OKLAHOMA

LEGAL DESCRIPTION: SECTION 20, TOWNSHIP)
17 NORTH, RANGE 3 WEST, LOGAN COUNTY,)
OKLAHOMA)

CAUSE CD NO. 201 **207840**

APPLICATION

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

1. Parties:

Applicant:

Attorney:

Osage Exploration and Development, Inc.
2445 Fifth Avenue
Suite 310
San Diego, California 92101

(619) 677-3956

Charles L. Helm, OBA #4059
105 North Hudson
Hightower Building, Suite 700
Oklahoma City, Oklahoma 73102

(405) 232-9000

Respondents: All parties shown on Exhibit "A" hereto, which is incorporated herein and is a part hereof by reference, and their heirs, successors and assigns.

2. 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 identity, whereabouts and mailing address of respondent's heirs, executors, administrators, trustees, successors, devisees or assigns, if any.

b. That heretofore, by Order No. 136545, this Commission established 40-acre drilling and spacing units for the Mississippi Lime and Hunton common sources of supply underlying Section 20, Township 17 North, Range 3 West, Logan County, Oklahoma. Applicant believes there has been a change of conditions or change in the knowledge of conditions that suggests the prior 40-acre spacing should be deleted and thereafter 640-acre horizontal spacing created underlying Section 20, Township 17 North, Range 3 West, Logan County, Oklahoma as requested below.

OKLA CORP COM
RECEIPT 1303740667
Date: 12/03/2012 Time: 12:36
Case: 201207840 CD Cashier: CSN
Check: OSAGE EXPLORATION
\$100.00
FILED/TRANS/PUD APP

APPLICANT: OSAGE EXPLORATION AND DEVELOPMENT, INC.
CAUSE CD NO.:
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c. Applicant alleges that the lands in the caption hereof overlie the actual or prospective common source 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 depth as follows:

<u>Common Source of Supply</u>	<u>Horizontal Unit Size</u>	<u>Depth</u>	<u>Classification</u>	<u>Extension Order</u>
Mississippian	640-acre	'		#603529
Woodford	640-acre	'		#603529
Hunton	640-acre	'		#603529

underlying Section 20, Township 17 North, Range 3 West, Logan County, Oklahoma.

d. That 640-acre horizontal well drilling and spacing units should be established for the Mississippian, Woodford and Hunton common sources of supply underlying Section 20, Township 17 North, Range 3 West, Logan County, Oklahoma.

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

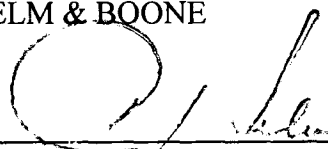
4. Special Relief Sought: Applicant requests an Order providing (a) that Order No. 136545 be deleted insofar as it created 40-acre drilling and spacing units for the Mississippi Lime and Hunton common sources of supply underlying Section 20, Township 17 North, Range 3 West, Logan County, Oklahoma; (b) an Order establishing 640-acre horizontal well drilling and spacing units for the Mississippian, Woodford and Hunton common sources of supply underlying Section 20, Township 17 North, Range 3 West, Logan County, Oklahoma, by extending Order No. 603529.

5. 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 units as requested by Applicant, with appropriate well locations and exceptions thereto, be ordered.

Respectfully submitted,

HELM & BOONE



CHARLES L. HELM
Attorney for Applicant

EXHIBIT "A"

APPLICANT: OSAGE EXPLORATION AND DEVELOPMENT, INC.

CAUSE CD NO.:

RESPONDENTS WITH KNOWN ADDRESSES

- | | |
|--|--|
| 1. SLAWSON EXPLORATION COMPANY, INC.
727 NORTH WACO, SUITE 400
WICHITA, KS 67203 | 13. ROCHELLE JOHNSON
3219 NW 127TH
VANCOUVER, WA 98685 |
| 2. U.S. ENERGY DEVELOPMENT CORPORATION
2350 NORTH FOREST ROAD
GETZVILLE, NY 14068 | 14. KENNETH C. GRIFFIN, JR., FAMILY TRUST DATED
MARCH 22, 2005
5615 CIMARRON MANOR
GUTHRIE, OK 73044 |
| 3. PENN VIRGINIA MC ENERGY, LLC
840 GESSNER, STE. 800
HOUSTON, TX 77024 | 15. FRANCES BRISCOE
1906 COUNTRY CLUB DRIVE
SWEETWATER, TX 79556 |
| 4. BRANNON LAND SERVICES, INC.
609 S. KELLY AVE., SUITE E4
EDMOND, OK 73013 | 16. DWANE WASEMILLER
P.O. BOX 75432
OKLAHOMA CITY, OK 73147-0432 |
| 5. CINNAMON RESOURCES, LLC
324 HERITAGE BLVD.
EDMOND, OK 73025-2776 | 17. BETTY B. SAVAGE
C/O NANCY S. BLAKE
2939 DAISY AVE.
LONG BEACH, CA 90805 |
| 6. AMERICA MINERALS, INC.
400 N. WALKER, SUITE 190
OKLAHOMA CITY, OK 73102 | 18. CATHERINE KOENKE
1398 CR 3070
PAWHUSKA, OK 74056 |
| 7. MW OIL INVESTMENT COMPANY, INC.
730 17TH STREET, SUITE 325
DENVER, CO 80202 | 19. JANZEN PROPERTIES, L.L.C.
3028 NORTHWEST 160TH
OKLAHOMA CITY, OK 73013 |
| 8. BETTY J. TIREY, TRUSTEE OF HER SUCCESSOR IN
TRUST UNDER THE BETTY J. TIREY LOVING
TRUST, DATED APRIL 9, 1990
11908 ROSEDALE DRIVE
OKLAHOMA CITY, OK 73162 | 20. PARACLIPTA LAND & MNERALS LIMITED
PARTNERSHIP
P.O. BOX 6387
SAN ANTONIO, TX 78209 |
| 9. LIMESTONE EXPLORATION II, LLC
P.O. BOX 10280
MIDLAND, TX 79701 | 21. THE ELEANOR P. WELCH TRUST, MARYA WELCH
AND KATHLEEN W. BIGNELL, CO-TRUSTEES
1061 FAIRWAY LANE
GUNNISON, CO 81230 |
| 10. WILLIAM E. MOODY, AKA BILL MOODY
144 JAMES ROAD
AMERICAN CANYON, CA 94503 | 22. THE DAVID AND FRANCES MCGUIRE LIVING
TRUST, DAVID AND FRANCES MCGUIRE, INITIAL
TRUSTEES
16926 LONGMIRE ROAD SE
YELM, WA 98597 |
| 11. OPAL BURCHFIELD
1509 DELLWOOD
VALLEJO, CA 94591 | 23. THE JETER REVOCABLE LIVING TRUST, DATED
SEPTEMBER 20, 2005, RICHARD D. JETER AND
SHIRLEY A. JETER, TRUSTEES
13791 SHADOW RIDGE DRIVE
CHINO HILLS, CA 91709 |
| 12. PAUL G. BROWN
342 NORTH PATTON
STOCKTON, CA 95215 | |

EXHIBIT "A"
(Continued)

APPLICANT: OSAGE EXPLORATION AND DEVELOPMENT, INC.
CAUSE CD NO.:
PAGE TWO

RESPONDENTS WITH KNOWN ADDRESSES

- | | |
|---|--|
| 24. ROBERT DEAN MCGUIRE
2486 UNICORNIO ST.
CARLSBAD, CA 92009 | 36. KELLIE E. TERHUNE, AKA KELLIE ELIZABETH
TERHUNE AND MATTHEW D. NEELY
11000 EAST VIA TRANQUILLA
TUCSON, AZ 85749 |
| 25. HOWARD T. BOSWORTH, JR. ESTATE
C/O PETER BOSWORTH
1005 E. COMET PLACE
CLAREMORE, OK 74017 | 37. KAREN KAYE JOHNSON
122 SILVERWOOD PT.
HOT SPRINGS NATIONAL PARK, AR 71913 |
| 26. PANHANDLE ROYALTY COMPANY
5400 NORTH GRAND BOULEVARD, SUITE 300
OKLAHOMA CITY, OK 73112 | 38. GEORGIANNE HOAG SCHMID, AKA GEORGIANNE
RENEE REES
P.O. BOX 324
INDUSTRY, TX 78944 |
| 27. GAIL ANN CUMMINS AKA GAIL ANN MORGAN
5140 SHERMAN DRIVE
THE COLONY, TX 75056 | 39. JANIE H. SCOTT
2223 EAST 24TH STREET
TULSA, OK 74114-2911 |
| 28. ACTONIA GRACE WELDON AKA ACTONIA GRACE
WELDON NEAL
2710 OVERCREST LN
SAPULPA, OK 74066 | 40. MAY F. TREES
4544 EAST 19TH
TUCSON, AZ 85711 |
| 29. KRENGER OIL AND GAS, LLC
1601 EAST 19TH STREET
EDMOND, OK 73013 | 41. ANN E. HOAG
5300 WASHINGTON STREET, BUILDING D-208
HOLLYWOOD, FL 33021 |
| 30. RAMBO LAND COMPANY, LLC
908 NORTHWEST 71ST STREET
OKLAHOMA CITY, OK 73116 | 42. BILL K. HOAG
P.O. BOX 276
JONES, OK 73049 |
| 31. EL DORADO CORPORATION
P.O. BOX 21332
OKLAHOMA CITY, OK 73156 | 43. JENNIFER LOUISE DAVES
707 N. SYCAMORE ST.
JENKS, OK 74037 |
| 32. EVENSON ENERGY, L.L.C.
219 WEST WILSHIRE, SUITE 102B
OKLAHOMA CITY, OK 73116 | 44. MARY H. REID, AKA MARY M. REID, AKA MARY
MARGARET HOAG REID
14016 WILLIAM CIRCLE
OMAHA, NE 68144 |
| 33. JIMMIE K. PATTERSON AND WANDA I. PATTERSON
409 N. PARK ST.
GUTHRIE, OK 73044 | 45. RICHARD GEORGE HOAG
414 OREGON TRAIL
EDMOND, OK 73003 |
| 34. CHARLES ALLEN COX
1493 OLD BARNWOOD AVE.
ZACHARY, LA 70791 | 46. LISA HOAG, FKA LISA KAY HICKS
6906 EAST 75TH COURT
TULSA, OK 74133 |
| 35. TERRY C. TERHUNE, AKA TERRY CHARLES
TERHUNE AND ROXANNE M. TERHUNE
7656 IRON HORSE LANE
INDIANAPOLIS, IN 46256 | 47. JANICE HELEN YANCEY
1640 E. CANTON ST. S.
BROKEN ARROW, OK 74012 |

EXHIBIT "A"
(Continued)

APPLICANT: OSAGE EXPLORATION AND DEVELOPMENT, INC.
CAUSE CD NO.:
PAGE THREE

RESPONDENTS WITH KNOWN ADDRESSES

- | | |
|--|--|
| 48. ANITA C. NIEDERSTADT
1309 WEST NOBLE
GUTHRIE, OK 73044 | 59. WILLIAM DEAN SUTTON, TRUSTEE OF THE
WILLIAM DEAN SUTTON REVOCABLE TRUST
609 S. KELLY, SUITE F1
EDMOND, OK 73003 |
| 49. BRUCE MCCOY
BOX 24
PERKINS, OK 74059 | 60. BLUE DOLPHIN ENERGY, LLC
609 S. KELLY, SUITE F1
EDMOND, OK 73003 |
| 50. FLORENCE LOWDER
620 NORTH GRAND STREET
CRESCENT, OK 73028 | 61. CMO ROYALTY, LLC
P.O. BOX 4887
WICHITA FALLS, TX 76308 |
| 51. MARGARET M. LARUE, TRUSTEE OF THE LARUE
FAMILY IRREVOCABLE TRUST DATED AUGUST 15
2011
74 7TH STREET, UNIT J
CLINTONVILLE, WI 54929 | 62. ARRAKEEN RESOURCES COMPANY, LTD.
13400 THOMPSON ROAD
EDMOND, OK 73013 |
| 52. DAVID ROUT
P.O. BOX 193
CRESCENT, OK 73028 | 63. KIM BRADFORD
502 WEST THORN STREET
SAN DIEGO, CA 92103 |
| 53. GARY WAYNE MCGUIRE
8953 COBBLE CREST LANE
SANDY, UT 84093 | 64. GREG FRANKLIN
10432 EAST HEFNER ROAD
JONES, OK 73049 |
| 54. RICHARD ROUT
8370 EAST DECCA
LONG BEACH, CA 90808 | 65. EDF CAPITAL, LLC
12105 ELEONORE COURT
SAN DIEGO, CA 92131 |
| 55. LEETA JANE MORGAN
P.O. BOX 210
WEATHERFORD, TX 76086 | 66. LAURA BRADFORD
5694 MISSION CENTER ROAD, #347
SAN DIEGO, CA 92108 |
| 56. CHARLES E. GRADY, III AND NICOLA DAYNES
GRADY
6142 CUPERTINO TRAIL
DALLAS, TX 75252 | 67. RODNEY MCCOY
18121 WEST DIXON PLACE
MULHALL, OK 73063 |
| 57. KIGHLINGER, LLC
P.O. BOX 231
HUTCHINSON, KS 67504 | 68. MLB OIL AND GAS LLC
P O BOX 7
BELFIELD ND 58622 |
| 58. T.R. ENERGY, LLC
54 PATTI LYNN LANE
HOUSTON, TX 77024 | 69. STEWART GEOLOGICAL INC
2650 OVERLAND AVENUE
BILLINGS MT 59102 |

EXHIBIT "A"
(Continued)

APPLICANT: OSAGE EXPLORATION AND DEVELOPMENT, INC.
CAUSE CD NO.:
PAGE FOUR

RESPONDENTS WITH KNOWN ADDRESSES

- | | |
|---|---|
| 70. *GERALD D. SMITH, SUCCESSOR TRUSTEE OF THE
W.R. MCNEELY AND ALMA A. MCNEELY TRUST
628 N. BROADWAY
EDMOND, OK 73034 | 73. *MARVA D. BEAVERS
8775 S. MIDWEST BLVD.
GUTHRIE, OK 73044-8249 |
| 71. *HEIRS AND SUCCESSORS OF STELLA E. PARHAM
& SON, ERICK V. PARHAM
C/O DARRYL V. PARHAM
2920 FOREST LANE, APT. 307
DALLAS, TX 75234 | 74. *HEIRS AND SUCCESSORS OF MELBA RAY
RADFORD
C/O REBECCA SUSAN RADFORD
512 S. OKLAHOMA AVE.
BROWNSVILLE, TX 78521 |
| 72. *STEPHEN ROSS ARTHURS, M.D., INC.
322 WEST BOWMAN AVE.
KINGFISHER, OK 73750 | 75. *HEIR AND SUCCESSORS OF RAY SHAFER
C/O MERLE ELIZABETH MCMAHON
9601 CRESTWOOD LANE
ANAHEIM, CA 92804 |

RESPONDENTS WITH UNKNOWN ADDRESSES

- 76. *HEIR AND SUCCESSORS OF RAY SHAFER
- 77. *HEIR AND SUCCESSORS OF RAY SHAFER
- 78. *HEIRS AND SUCCESSORS OF MELBA RAY RADFORD
- 79. *HEIRS AND SUCCESSORS OF THE ETHEL MENDOZA, FKA ETHEL MITCHELL
- 80. *HEIRS AND SUCCESSORS OF MRS. LEO ANNIS, AKA ESTHER H. ANNIS
- 81. *HEIRS AND SUCCESSORS OF CLARENCE E. SETCHELL
- 82. *VELMA SCOTT STEVENSON
- 83. RODNEY MCCOY
- 84. RAY SHAFER
- 85. IMA SHAFER

***Respondents listed for curative purposes.**

If living, or if deceased, the known and unknown heirs, devisees, executors, administrators, successors, trustees and/or assigns, immediate and remote, of the above named parties.

SECTION: _____ TOWNSHIP: _____ RANGE: _____ COUNTY: _____

EXHIBIT "B"

ALL OF 20 & ALL CONTIGUOUS SPACING AS OF 10/31/2012

<p>18-17N-3W</p> <p>(3) (28) (4) (29) (5) (7) (8) (13) (16) (17) (19) (20) (21) (22) (26) (27)</p>	<p>17-17N-3W</p> <p>(8) (17)</p>	<p>16-17N-3W</p> <p>NO CONTIGUOUS SPACING</p>
<p>19-17N-3W</p> <p>(3) (23) (4) (27) (6) (29) (8) (9) (10) (11) (12) (13) (17) (19) (20) (21) (22)</p>	<p>20-17N-3W</p> <p>(3) (22) (4) (23) (6) (27) (8) (29) (9) (10) (11) (12) (13) (17) (19) (20) (21) (22)</p>	<p>21-17N-3W</p> <p>(1) (24) (2) (25) (4) (27) (6) (28) (9) (29) (11) (12) (14) (15) (17) (19) (20) (21) (22)</p>
<p>30-17N-3W</p> <p>(6) (10) (11) (12) (13) (17) (19) (20) (21)</p>	<p>29-17N-3W</p> <p>(3) (27) (4) (29) (6) (30) (9) (10) (11) (12) (13) (18) (19) (20) (21) (22) (23)</p>	<p>28-17N-3W</p> <p>(12) (18) (30)</p>

EXHIBIT "B"
PAGE TWO

	<u>FORMATIONS</u>	<u>ACRES</u>	<u>TYPE</u>	<u>ORDER</u>	<u>LANDS AFFECTED</u>
(1)	1ST WILCOX	80 'SU'	OIL	244070	SW 21
(2)	2ND WILCOX	80 'SU'	OIL	244070	SW 21
(3)	AVANT	80 'SU'	O & G	191507	SE 18
		160	GAS	210472	NE 20
		160	GAS	216088	SE 19, S2 20, NE 29
(4)	BARTLESVILLE	80 'SU'	O & G	191507	SE 18
		80 'SU'	OIL	210472	NE 20
		80 'SU'	OIL	216088	SE 19, S2 20, NE 29
		80 'SU'	OIL	244070	SW 21
(5)	BIG LIME	80 'SU'	OIL	194948	ALL 18
(6)	CARMICHAEL	160	GAS	244070	SW 21
	CARMICHAEL SAND	40	O & G	136545	ALL 19, 20, 29, 30
(7)	CLEVELAND	80 'SU'	O & G	191507	SE 18
(8)	EAST CRESCENT LAYTON SAND UNIT			320833	W2 E2 & W2 17, E2 E2 18, E2 NE 19, S2NE & NW & N2SW20
(9)	ENDICOTT	160	GAS	210472	NE 20
		160	GAS	216088	SE 19, S2 20, NE 29
		160	GAS	244070	SW 21
(10)	HOGSHOOTER LIME	40	O & G	136545	ALL 19, 20, 29, 30
(11)	HOOVER	160	GAS	244070	SW 21
	HOOVER SAND	40	O & G	136545	ALL 19, 20, 29, 30
(12)	HUNTON	40	O & G	136545	ALL 19, 20, 29, 30
		80 'SU'	OIL	244070	SW 21
		640 **	OIL	603529	ALL 28
(13)	LAYTON	40	OIL	213115	E2 SE 18
	LAYTON SAND	40	O & G	136545	ALL 19, 20, 29, 30
(14)	LOWER LAYTON	40	OIL	244070	SW 21
(15)	MIDDLE LAYTON	40	OIL	244070	SW 21
(16)	MISENER-HUNTON	80 'SU'	O & G	191507	SE 18
		80 'SU'	OIL	194948	ALL 18
(17)	MISSISSIPPI LIME	40	O & G	136545	ALL 19, 20, 30
		80 'SU'	OIL	244070	SW 21
		80 'SU'	O & G	54849	W2 17, E2 SE 18

EXHIBIT "B"
PAGE THREE

<u>FORMATIONS</u>	<u>ACRES</u>	<u>TYPE</u>	<u>ORDER</u>	<u>LANDS AFFECTED</u>
(18) MISSISSIPPIAN	640 **	OIL	589339	ALL 29
	640 **	OIL	603529	ALL 28
(19) OSWEGO	80 'SU'	O & G	191507	SE 18
	80 'SU'	OIL	194948	ALL 18
	80 'SU'	OIL	244070	SW 21
OSWEGO LIME	40	O & G	136545	ALL 19, 20, 29, 30
(20) PERRY	160	GAS	244070	SW 21
PERRY GAS SAND	40	O & G	136545	ALL 19, 20, 29, 30
PERRY SAND	80 'SU'	O & G	191507	SE 18
(21) PRUE	80 'SU'	O & G	191507	SE 18
	80 'SU'	OIL	244070	SW 21
PRUE SAND	160	GGC	144059	ALL 19, 20, 29, 30
(22) RED FORK	80 'SU'	O & G	191507	SE 18
	80 'SU'	OIL	210472	NE 20
	80 'SU'	OIL	216088	SE 19, S2 20, NE 29
	80 'SU'	OIL	244070	SW 21
(23) SIMPSON	80 'SU'	OIL	210472	NE 20
	80 'SU'	OIL	216088	SE 19, S2 20, NE 29
(24) SIMPSON DENSE	80 'SU'	OIL	244070	SW 21
(25) SIMPSON DOLOMITE	80 'SU'	OIL	244070	SW 21
(26) SIMPSON GROUP	80 'SU'	O & G	191507	SE 18
(27) SKINNER	80 'SU'	O & G	191507	SE 18
	80 'SU'	OIL	210472	NE 20
	80 'SU'	OIL	216088	SE 19, S2 20, NE 29
	80 'SU'	OIL	244070	SW 21
(28) TONKAWA	80 'SU'	O & G	191507	SE 18
	160	GAS	244070	SW 21
(29) VIOLA	80 'SU'	O & G	191507	SE 18
	80 'SU'	OIL	194948	ALL 18
	80 'SU'	OIL	210472	NE 20
	80 'SU'	OIL	216088	SE 19, S2 20, NE 29
	80 'SU'	OIL	244070	SW 21
(30) WOODFORD	640 **	OIL	589339	ALL 29
	640 **	OIL	603529	ALL 28

<u>FORMATIONS</u>	<u>ACRES</u>	<u>TYPE</u>	<u>ORDER</u>	<u>LANDS AFFECTED</u>
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ORDER 191507 WAS CORRECTED BY ORDER 212449.

ORDER 211876 APPEARS TO BE AN EXACT DUPLICATE OF ORDER 210472.

ORDER 320833 WAS CORRECTED BY ORDER 321032.

** HORIZONTAL UNITS.

PENDING CAUSE 201206927 SEEKS TO ESTABLISH 640 ACRE HORIZONTAL SPACING FOR THE MISSISSIPPIAN, WOODFORD & HUNTON IN SECTION 16 & VACATE EXISTING 80 ACRE HUNTON & MISSISSIPPI LIME SPACING.

PENDING CAUSE 201206743 SEEKS TO ESTABLISH 640 ACRE HORIZONTAL SPACING FOR THE MISSISSIPPIAN IN SECTION 16.