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FILED
JUL 27 2013

BEFORE THE CORPORATION COMMISSION OF OKLAHOMA

<u>APPLICANT:</u>	GULF EXPLORATION, L.L.C.)	COURT CLERK'S OFFICE - OKC
)	CORPORATION COMMISSION
)	OF OKLAHOMA
<u>RELIEF SOUGHT:</u>	POOLING)	CAUSE CD NO.
)	201304833
<u>LAND COVERED:</u>	SECTION 5, TOWNSHIP 2 SOUTH,)	
	RANGE 23 WEST, JACKSON)	
	COUNTY, OKLAHOMA)	

APPLICATION

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

1. Parties: The Applicant is Gulf Exploration, L.L.C. Its business address is 9701 North Broadway Extension, Oklahoma City, Oklahoma 73114. The Applicant is the owner of the right to drill a well to the common sources of supply named below underlying the lands described in the caption hereof by virtue of valid and subsisting oil and gas leases owned by Applicant covering portions of said land. The name and address of each party being made a respondent to this application is as shown on the Exhibit "A" attached hereto and made a part hereof.

2. Allegation of Facts:

a. Section 5, Township 2 South, Range 23 West, Jackson County, Oklahoma, constitutes a 640-acre horizontal well drilling and spacing unit, as defined by Title 52, §87.1, Oklahoma Statutes, established as such by the Order to be issued in Cause CD No. 201 304832 for the Atoka, Morrow, Chester, Barnett Shale, Meramec, Chappel and Osage common sources of supply; in addition, said Order to be issued in said cause will establish said Section 5 as a non-horizontal or conventional drilling and spacing unit for the Cisco, Canyon Group, Strawn and Arbuckle common sources of supply; within each of said horizontal well units and conventional drilling and spacing units there are two or more separately owned tracts or there are undivided interests separately owned for which the owners have not agreed to pool their oil and gas interests and to drill and to develop each of said drilling and spacing units and common sources of supply as a unit.

b. 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 each respondent and has made a bona fide effort to reach an agreement as to the development of the unit with each respondent located by such search.

c. Applicant proposes to drill a well on said horizontal well drilling and spacing units and said non-horizontal drilling and spacing units to test the common sources of supply named below, and to avoid the drilling of unnecessary wells, the prevention of waste, and the protection of correlative rights requires that the Commission order all owners to pool their

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POOLING APPLICATION
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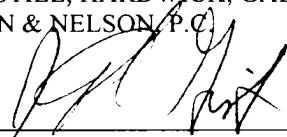
interests and to drill and develop the drilling and spacing units and common sources of supply as a unit.

3. Legal Authority: The relief sought by this application is authorized by Title 52, Oklahoma Statutes, §87.1.

4. Relief Sought: Applicant requests that the Commission pool the interests and adjudicate the rights and equities of oil and gas owners in the Atoka, Morrow, Chester, Barnett Shale, Meramec, Chappel and Osage common sources of supply underlying the 640-acre horizontal well drilling and spacing unit comprised of the Section 5, Township 2 South, Range 23 West, Jackson County, Oklahoma; pool the interests and adjudicate the rights and equities of oil and gas owners in the Cisco, Canyon Group, Strawn and Arbuckle common sources of supply underlying the 640-acre non-horizontal well drilling and spacing unit comprised of said governmental Section 3; and designate Gulf Exploration, L.L.C. or some other owner as operator, all to be upon such terms and conditions are just and reasonable and which will afford all of such owners the opportunity to recover or receive without unnecessary expense their just and fair share of all hydrocarbon substances produced therefrom, and that the Commission make definite provisions for the payment of all actual costs and expenses, not to exceed reasonable costs and expenses of drilling and development, including a reasonable charge for supervision. The Applicant shall request at the hearing that the order provide that any owner electing an alternative to participation in the initial well drilled thereunder shall be deemed to have relinquished all of its working interests and right to drill in the units and common sources of supply named herein as to such well and any wells drilled subsequent thereto. Applicant may propose that the order to issue in this cause provide a method for proposal of subsequent wells and for response to such proposal by owners who elect to participate in the initial well. In addition, Applicant may request that the order issued herein provide that the Applicant/Operator shall have a period of twelve (12) months from the date of said order within which to commence operations to drill or rework the initial well covered by said order. Applicant may request such additional relief as the Commission deems appropriate.

WHEREFORE, Applicant prays that, after notice and hearing as required by law, all oil and gas interests be pooled and the rights and equities of all oil and gas owners be adjudicated.

Respectfully submitted,
HALL, ESTILL, HARDWICK, GABLE,
GOLDEN & NELSON, P.C.



J Fred Gist, OBA #3390
2900 Chase Tower
100 North Broadway
Oklahoma City, OK 73102
Telephone: (405) 553-2828
ATTORNEYS FOR APPLICANT

EXHIBIT "A"
GULF EXPLORATION, L.L.C.
POOLING
SECTION 5-2S-23W
JACKSON COUNTY, OKLAHOMA

**RESPONDENTS WITH KNOWN
ADDRESSES:**

1. Atchley Resources, Inc.
13903 Quail Pointe Drive
Oklahoma city, OK 73112
2. Bakken HBT, LP
2000 McKinney Ave Ste 1700
Dallas, TX 75201
3. Barbara P. Dallow
5205 East County Rd 52
Fort Collins, CO 80524
4. Barnett-Atoka LLC
100 N. Broadway, Suite 3200
Oklahoma City, OK 73102
5. Betty Frankley
33746 Bayside Lane
Dana Point, CA 92629
6. Comanche Fork Investments, L.L.C.
1601 Elm Street, Suite 3000
Dallas, TX 75201
7. Continental Land Resources, L.L.C
P.O. Box 2170
Edmond, OK 73083
8. Cummings Oil Company
5400 N Grand Boulevard, Suite 100
Oklahoma City, OK 73112
9. Donald R. Goss
19 South Park Street
San Angelo, TX 76901
10. Drover's Trail Land Co.
P.O. Box 3315
Oklahoma City, OK 73101-3315
11. Earl F. Poytress
P.O. Box 3176
Montrose, CO 81402
12. Eldorado's Big Sandy L.L.C
841 South Kelley Avenue, Suite 130
Edmond, OK 73003
13. Gaedeke Energy, LLC
3710 Rawlins Street, Suite 1000
Dallas, TX 75219
14. Gaedeke Holdings VII, LTD
3710 Rawlins Street, Suite 1000
Dallas, TX 75219
15. Gaedeke Oil and Gas Operating, LLC
3710 Rawlins Street, Suite 1000
Dallas, TX 75219
16. Garrett and Company Resources, LLC
9701 N. Broadway Extension
Oklahoma City, OK 73114
17. Gary Majors Revocable Trust
P.O. Drawer 696
Weleetka, OK 74880
18. Gerald N. Furseth Revocable Trust
Dated April 29, 1998
827 NW 63rd Street, Suite 201
Oklahoma City, OK 73116
19. GLB Exploration, Inc.
7716 Melrose Lane
Oklahoma City, OK 73127

EXHIBIT "A"
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| 20. Greg & Nancy Vance Family Limited Partnership Production Gathering Company, LP
8080 N Central Expressway,
Suite 1090
Dallas, TX 75206 | 29. Louis S. Crawford
2078 Fawn Grove Court
Colorado Springs, CO 80906 |
| 21. HCM Energy Holdings, LLC
2215 York Road, Suite 500
Oak Brook, IL 60523 | 30. MacKellar, Inc.
P.O. Box 18298
Oklahoma City, OK 73154 |
| 22. Hugh B. Garnett, Jr
PO Box 849
Pottsboro, TX 75076 | 31. Malissa J Reeder
2401 Goldenrod Street Apt 208
Bakersfield, CA 93308 |
| 23. Hunt Oil Company
1445 Ross as Filed
Dallas, TX 75202 | 32. Mitchell Minerals, LLC
P.O. Box 488
Henryetta, OK74437 |
| 24. Jan G Lee, Verna G. Lee, Dal B. Lee & Kim Willson (Mckee) JTWROS
441 Pyrite Drive Northeast
Rio Rancho, NM 87124 | 33. Mound Rock Investments, L.L.C.
1601 Elm Street, Suite 3000
Dallas, TX 75201 |
| 25. Jean G. Moore
101 Ridgeside Road
Chattanooga, TN 37411 | 34. Muskegon Development Company
FBO Western Production LLC
1425 South Mission Road
Mt. Pleasant, MI 48858 |
| 26. Jones-Kalkman Mineral Company
P.O. Box 2518
Ardmore, OK 73402 | 35. Nirvana Minerals, L.P.
5423 Tanbark Road
Dallas, TX 75229 |
| 27. Josephine Bowie M Bowie, Trustee
Trust Agreement dated Oct 13,1977
Boesche, McDermott & Eskridge
800 W One OK Plaza 100 5th Street
Tulsa OK, 74103 | 36. Panther Energy Company, L.L.C.
15 E. 5th Street, Suite 2100
Tulsa, OK 74103 |
| 28. Legacy Energy Company, LLC
277 S. Rose Street, Suite 3300
Kalamazoo, MI 49007 | 37. Paul L. Crawford, Sole Heir of Louis S. Crawford, Trustee of Crawford Family Revocable Trust II
2078 Fawn Grove Court
Colorado Springs, CO 80906 |

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| 38. Paul L. Crawford, Sole Heir of Louis S. Crawford, Trustee of Crawford Family Revocable Trust II
2078 Fawn Grove Court
Colorado Springs, CO 80906 | 47. Ramsey Family Investments, LLC
OK LLC
P.O. Box 910
Ada, OK 74821 |
| 39. Paxton Energy, LLC
132 N. Otsego Avenue
Gaylord, MI 49735 | 48. Ray R. Morris Minerals LLC
8807 South Rice Ave
Houston, TX 77096 |
| 40. Paxton Resources, LLC
132 N. Otsego Avenue
Gaylord, MI 49735 | 49. Red Willow Mid-Continent, L.L.C.
P.O. Box 369
14933 Highway 172
Ignacio, CO 81137 |
| 41. PetroHawk Properties, L.P.
6100 S. Yale Ave., Suite 500
Tulsa, OK 74136 | 50. Riata Petroleum Corporation
2170 E. Chestnut St.
Sterling, CO 80751 |
| 42. PetroHawk Properties, L.P.
8550 United Plaza Blvd.
Baton Rouge, LA 70809-2256 | 51. Richard Warren Morris
2938 McKinley Street NW
Washington, DC 20015 |
| 43. Potts Exploration, LLC
100 N. Broadway, Suite 3200
Oklahoma City, OK 73102-88017 | 52. Robert L. Stephenson Living Trust
100 N. Broadway, Suite 3200
Oklahoma City, OK 73102-8807 |
| 44. Potts Family, LLC
100 N. Broadway, Suite 3200
Oklahoma city, OK 73102-8807 | 53. The Jane T Eberhardt Revocable Trust
U/A Dated 12/9/09- Jane T Eberhardt,
Trustee
PO Box 744
Chickasha, OK 73023 |
| 45. Questar Exploration and Production
Company
6100 S. Yale Ave., Ste. 900
Tulsa, OK 74136 | 54. The John Burch Mayo Trust
Dated April 8, 1976
Liberty Bank and Trust Company of
Tulsa, NA And Richard E. Wright III
Trustees
815 Philtower Building
427 South Boston
Tulsa, OK 74103 |
| 46. R.D. Davis & Assoc., LLC
2000 S. Dairy Ashford Road, Suite
450
Houston, TX 77077 | |

- 55. The Margery Mayo Feagin Trust
Declaration of Trust dated 7-15-1982
Margery Mayo Feagin, Trustee
2145 East 29th Street
Tulsa, OK 74114
- 56. Tilford Pinson Exploration, LLC
841 South Kelly Avenue, Suite 130
Edmond, OK 73003
- 57. Trendwell Energy Corporation
10 E. Bridge Street, Suite 200
Rockford, MI 49341
- 58. Victory Oil Company
461 W 6th Street, Suite 300
San Pedro, CA 90731
- 59. Walters Family Survivors Trust U/A of
the Walters Family Trust dated 7-26-
1996
Ann C.T. Walters, Trustee
P.O. Box 744
Chickasha, OK 73023
- 60. Western Production, LLC
1425 South Mission Road
Mount Pleasant, MI 48858
- 61. William E. Owen
P.O. Box 720563
Oklahoma City, OK 73172
- 62. Wm Hendrick
410 Philtower Building
Tulsa, OK 74103
- 63. Wolverine Gas and Oil Company of
Oklahoma, LLC
One Riverfront Plaza, 55 Campau, NW
Grand Rapids, MI 49503-2616

- 64. Yale Oil Association, Inc.
6 NE 63rd Street, Suite 425
Oklahoma City, Ok 73105

**RESPONDENTS WITH UNKNOWN
ADDRESSES:**

- 65. Alice L. Pendleton
- 66. Edward S. Goss
- 67. Gayle Pendleton
- 68. Harry F. Goss
- 69. J Hiram Tandy
- 70. L.J. Williams
- 71. Louis S. Crawford
- 72. M.R. Williams
- 73. OKCAL Properties LP
- 74. Pearl B. Foster
- 75. Stephen A. Lucas
- 76. Walter K. Jones

**RESPONDENTS NAMED FOR
CURATIVE PURPOSES WITH
KNOWN ADDRESSES:**

- 77. Equity Trust Company d/b/a/
Sterling Trust FBO: Al Keller Roth
IRA #T053444
101 Park Avenue, Suite 410
Oklahoma City, OK 73102
- 78. Equity Trust Company d/b/a/
Sterling Trust FBO: Bruce Steinberg
Roth IRA #T008589 formerly First
Regional Bank
P.O. Box 12269
La Jolla, CA 92037

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79. Equity Trust Company d/b/a/
Sterling Trust FBO: Lynn Malone
Roth IRA #T050335
101 Park Avenue, Suite 410
Oklahoma City, OK 73102

and, if any of the above-named individuals are deceased, the unknown heirs, executors, administrators, devisees, trustees, successor trustees and assigns, immediate and remote, of any such deceased person; and, if any of the above named corporations or companies are no longer in existence, then the unknown successors and assigns of any such corporation or company.