

BEFORE THE CORPORATION COMMISSION OF THE STATE OF OKLAHOMA

APPLICANT: SANDRIDGE EXPLORATION AND)
PRODUCTION, L.L.C.)
RELIEF SOUGHT: POOLING)
LEGAL DESCRIPTION: SECTION 36, TOWNSHIP)
26 NORTH, RANGE 7)
WEST, GRANT COUNTY,)
OKLAHOMA)

Cause CD No. 201306261

FILED
SEP 23 2013

APPLICATION

COURT CLERK'S OFFICE - OKC
CORPORATION COMMISSION
OF OKLAHOMA

1. Parties:

Applicant is: SandRidge Exploration and Production, L.L.C., 123 Robert S. Kerr Avenue, Oklahoma City, OK 73102-6406 (405) 429-5500. Applicant owns working interests or the right to drill under valid oil and gas leases covering a portion of the mineral interest in the lands described in the caption hereof. Respondents are: Parties listed on Exhibit "A" attached hereto.

2. Allegation of Facts:

(A) The Oklahoma Corporation Commission has heretofore, by **Order No. 606193**, established the lands described in the caption hereof as a 640-acre horizontal drilling and spacing unit for the **Mississippian** common sources of supply.

(B) The Applicant is proposing to develop the lands described in the caption hereof for each of the common sources of supply listed in paragraph 2(A) above. At this time, Applicant is intending to penetrate each of the common sources of supply named above in the well proposed and intend to treat each of those common sources of supply in the pooling Order to issue herein as an aggregate.

(C) The Respondents are the owners of oil and gas leasehold interests or unleased minerals, or parties who claim to be such an owner, underlying the drilling and spacing unit described hereinabove with whom Applicant has been unable to enter into an agreement for the development of said unit, the sharing of the costs thereof, and the production therefrom. The Applicant has exercised due diligence to locate the respondents and made a bona fide effort to reach an agreement with such respondents as to how the unit shall be developed, but have been unable to reach such agreement as of this time.

(D) At the time of hearing Applicant may request up to one year from the date of the pooling order within which to commence operations for the initial well to be drilled under the terms of said pooling order.

3. Legal Authority: Title 52, Okla. Stat., Sec. 87.1

4. Relief Sought: Applicant requests that the Corporation Commission pool the interests and adjudicate the rights and equities of the oil and gas owners in the land described in the caption hereof for the common sources of supply listed above, all to be upon such terms and conditions as 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, and designating the Applicant or some other party as Operator. The Order will provide that any owner electing an alternative to participation in the well drilled thereunder shall be deemed to have relinquished all of its working interest and right to drill in the unit and common sources of supply named herein as to such well and any wells drilled subsequent thereto to the Applicant and Applicant may request up to one year from the date of the order within which to commence operations for the initial well to be drilled thereunder.

Respectfully submitted,

GROVE & HULETT



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ATTORNEYS FOR APPLICANT

EXHIBIT A

Section 36, Township 26 North, Range 7 West, Grant County, Oklahoma

1. Chesapeake Exploration, LLC and
Chesapeake Energy Corporation
P.O. Box 18496
Oklahoma City, OK 73154
2. Louise A. Hannon, deceased, and Howland
Bancroft, Jr., presumed heir
211 Jefferson Davis Hwy, Apt 202 North
Arlington, VA 22202
3. Louise A. Hannon, deceased, and Jane
Bancroft, presumed heir
P.O. Box 386
Kent, CT 06757
4. QEP Energy Company
6100 South Yale, Suite 900
Tulsa, OK 74136
5. Tiptop Oil & Gas US, LLC
P.O. Box 2406
Oklahoma City, OK 73101
6. Universal Resources Corporation
2601 NW Expressway, Suite 1200E
Oklahoma City, OK 73112

ALL OF THE ABOVE, IF LIVING OR IN
EXISTENCE. AND IF NOT LIVING OR IN
EXISTENCE. THEN THEIR UNKNOWN HEIRS,
EXECUTORS, ADMINISTRATORS, DEVISEES,
TRUSTEES, SUCCESSORS AND ASSIGNS,
IMMEDIATE AND REMOTE