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FILED
DEC 10 2013

BEFORE THE CORPORATION COMMISSION
OF THE STATE OF OKLAHOMA

APPLICANT: XTO ENERGY INC.
RELIEF SOUGHT: INCREASED WELL DENSITY
LEGAL DESCRIPTION: SECTION 31,
TOWNSHIP 3 SOUTH,
RANGE 4 EAST,
JOHNSTON COUNTY, OKLAHOMA

COURT CLERK'S OFFICE - OKC
) CORPORATION COMMISSION
) OF OKLAHOMA
) CAUSE CD NO.
)
) 201 308248
)
)
)

APPLICATION

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

1. Parties: Applicant, XTO Energy Inc., 810 Houston Street, Ft. Worth, TX 76102, is the owner of oil and gas leasehold interests within the lands described in the caption hereof. The Respondents to this Application are shown on the Exhibit "A" attached hereto.

2. Allegation of Facts:

a. By Order No. 539787, dated May 24, 2007, this Commission designated Section 31, Township 3 South, Range 4 East, Johnston County, Oklahoma, as a 640-acre drilling and spacing unit for the Woodford common source of supply.

b. The well pattern and density prescribed by said Order are not adequate when taking into consideration the changed conditions which now prevail as compared to conditions known when such well pattern and density were first ordered. It is now necessary to drill nine additional wells on said unit in order to effectuate the maximum recovery of hydrocarbons from said common source of supply. In order to prevent waste and protect the correlative rights of the parties in the reservoir, Applicant should be allowed to drill nine additional wells on said unit.

c. There is one well on the above-described lands producing from the above-named common source of supply.

d. The nine additional wells requested by Applicant are necessary to effectively and efficiently drain a portion of the common source of supply (reservoir) covered by the drilling and spacing unit established by said Order which cannot be effectively and efficiently drained by any existing well within said drilling and spacing unit.

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

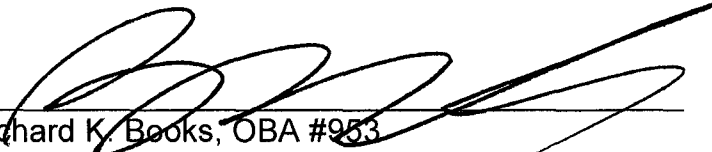
OKLA CORP COMM
RECEIPT 1404380224
Date: 12/10/2013 Time: 11:53
Case: 201308248 CD Cashier: CBN
Payer: XTO
\$100.00
Check: 1112
771 OIL&GAS/TRAM/PUB APP

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APPLICATION

4. Relief Sought: Applicant requests that the Order described above be amended to authorize nine additional wells on the unit comprised of Section 31, Township 3 South, Range 4 East, Johnston County, Oklahoma, to test the Woodford common source of supply, and that Applicant or some other party be designated as Operator of such wells.

WHEREFORE, Applicant prays that after notice and hearing as required by law, the Order amending said Order authorizing nine additional wells on the above-described unit be issued.

Respectfully submitted,



Richard K. Books, OBA #953
ELIAS, BOOKS, BROWN & NELSON
Two Leadership Square
211 North Robinson; Ste. 1300
Oklahoma City, Oklahoma 73102
(405) 232-3722
ATTORNEY FOR APPLICANT

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EXHIBIT "A"

RESPONDENTS WITH KNOWN ADDRESSES:

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|-----|---|-----|--|
| 1. | A.E. Ewell Investment Co.
P.O. Box 1781
Ardmore, OK 73402 | 11. | C.B. Investment Company
P.O. Box 749
Weatherford, OK 73096 |
| 2. | Antero Resources Corporation
1625 17th St., Ste. 300
Denver, CO 80202 | 12. | Catherine Eva Hefner c/o GHK Company
6305 Waterford Blvd., Ste. 300
Oklahoma City, OK 73118 |
| 3. | Arbuckle Mountain Minerals, LP
P.O. Box 12705
Dallas, TX 75225 | 13. | Chapman Energy, L.L.C.
P.O. Box 1425
Ardmore, OK 73402 |
| 4. | Auburn Energy, Ltd. c/o Rhodes Fielding Corp.
P.O. Box 6634
Edmond, OK 73083 | 14. | Chapman Minerals, L.L.C.
P.O. Box 1754
Ardmore, OK 73402 |
| 5. | Austin Trust Company, Successor Trustee of the
Susan Brown Barry Oil, Gas, and Minerals Trust
2009
336 S. Congress Ave., Ste. 100
Austin, TX 78704 | 15. | Charles Ray Hefner c/o GHK Company
6305 Waterford Blvd., Ste. 300
Oklahoma City, OK 73118 |
| 6. | BBT Enterprises Ltd.
1717 Main St., Ste. 5880
Dallas, TX 75201 | 16. | Cheyenne Petroleum Corporation
P.O. Box 191388
Dallas, TX 75219 |
| 7. | Betty G. Mount
c/o H. B. Mount
P. O. Box 14010
Tulsa, OK 74159 | 17. | Collier Properties, Inc.
P.O. Box 1146
Ardmore, OK 73402 |
| 8. | Betty Galt Brown Marital Trust Created by the
Last Will and Testament of Earl A. Brown
c/o Austin Trust Company
336 S. Congress Ave., Ste. 100
Austin, TX 78704 | 18. | Cope Oil & Gas Properties, Inc.
4624 NW 61st St.
Oklahoma City, OK 73122 |
| 9. | Betty Galt Brown, Trustee of the Betty Galt
Brown Marital Trust dated January 29, 1999
c/o Austin Trust Company
336 S. Congress Ave., Ste. 100
Austin, TX 78704 | 19. | Cylania B. Mount, Darl A. Mount and Ronald S.
Mount, as Co-Trustees of the Trust Created by
the Will of Stanley A. Mount
110 Wentwood Dr.
Murphy, TX 75094 |
| 10. | BMNW Resources, LLC
4925 Greenville Ave., Ste. 841
Dallas, TX 75206 | 20. | Daube Ranch and Mineral Limited Partnership
P.O. Box 38
Ardmore, OK 73402 |
| | | 21. | David N. Wilkes, Successor Trustee for the
Sadie Wilkes Trust
P.O. Box 1506
Stafford, TX 77497 |

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| 22. | Delaware River Resources, Inc. c/o Stephen Metzler of SAMCO
1800 W. Big Beaver Rd., Ste. 100
Troy, MI 48084 | 33. | Glamm Royalty Company, Inc.
P.O. Box 1781
Ardmore, OK 73402 |
| 23. | Dexter Capital Company, LLC
1278 Glenneyre St., Ste. 287
Laguna Beach, CA 92651 | 34. | Gordon Marcum II
2 Pine Briar Cir.
Houston, TX 77056 |
| 24. | Earl A. Brown, Jr.
336 S. Congress Ave., Ste. 100
Austin, TX 78704 | 35. | Gordon Minerals, LLC
1023 Landmark Rd.
Ardmore, OK 73401 |
| 25. | Edward E. Robbs
734 Knobb Hill Ct.
Argyle, TX 76226 | 36. | Heath Asset Management
4925 Greenville Ave., Ste. 915
Dallas, TX 75206 |
| 26. | Elizabeth D. Ewell Estate c/o Elizabeth Cashman, Trustee
P.O. Box 2782
Ardmore, OK 73402 | 37. | Jane Royalty Corporation
P.O. Box 1781
Ardmore, OK 73402 |
| 27. | Ewell Royalty Co.
P.O. Box 1781
Ardmore, OK 73401 | 38. | Janna S. Poland, as Trustee of the Poland Mineral Trust
P.O. Box 121877
Fort Worth, TX 76121 |
| 28. | First Presbyterian Church
1001 NW 25th St.
Oklahoma City, OK 73106 | 39. | John K. Applegate
8302 Venita Ave.
Lubbock, TX 79424 |
| 29. | First Presbyterian Church of Oklahoma City, Oklahoma
1001 NW 25th St.
Oklahoma City, OK 73106 | 40. | Jordex Investment Company
10 W. Main, Ste. 208
Ardmore, OK 73401 |
| 30. | Fred C. Mount Living Revocable Trust dated February 24, 2010
7913 E. Galveston St.
Broken Arrow, OK 74014 | 41. | Larry Marcum
P.O. Box 2782
Midland, TX 79702 |
| 31. | Fred LeRoy Mount
6412 E. Dallas St.
Broken Arrow, OK 74014 | 42. | Marian Dalrymple a/k/a Marian Meaders Belew
2200 Andover Square #504
Little Rock, AR 72227 |
| 32. | George Schnerk, Trustee of Schnerk Revocable Trust
18003 Old Preston Ct.
Dallas, TX 75252 | 43. | Michael Greer and Vickie Greer, Trustees of the Michael & Vickie Greer Family Trust dated 1/10/07
19800 McArthur Blvd., Ste. 650
Irvine, CA 92612 |

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| 44. | Michael S. Mount
c/o Trek Oil and Gas
3555 Timmons Ln., Ste. 115
Houston, TX 77027 | 56. | Poland Mineral Trust under instrument dated
December 22, 2004
P.O. Box 121877
Fort Worth, TX 76121 |
| 45. | Mineshaft Royalties
P.O. Box 12705
Dallas, TX 75225 | 57. | Pride Energy
4641 E. 91st St.
Tulsa, OK 74137 |
| 46. | Montgomery Petroleum, Inc.
P.O. Box 600490
Dallas, TX 75360 | 58. | Reach Petroleum, LLC
2657 Mariposa Cir.
Plano, TX 75075 |
| 47. | Mount Pecan Ranch, Inc.
10971 N. 115th Rd.
Beggs, OK 74421 | 59. | Robert A. Hefner IV
c/o GHK Company
6305 Waterford Blvd., Ste. 300
Oklahoma City, OK 73118 |
| 48. | Nancy G. Cheek, L.L.C.
P.O. Box 368
Ardmore, OK 73402 | 60. | Robert A. Hefner, III, Trustee of the Charles Ray
Hefner Trust created under Article IV of the Last
Will and Testament of Robert A. Hefner, Jr.
c/o GHK Company
6305 Waterford Blvd., Ste. 300
Oklahoma City, OK 73118 |
| 49. | Nickel Hill Land & Cattle Co., LP
1023 Landmark Rd.
Ardmore, OK 73401 | 61. | Robert A. Hefner, III, Trustee of the Robert A.
Hefner IV Trust created under Article IV of the
Last Will and Testament of Robert A. Hefner, Jr.
c/o GHK Company
6305 Waterford Blvd., Ste. 300
Oklahoma City, OK 73118 |
| 50. | Nirvana Minerals, LP
5423 Tanbark Rd.
Dallas, TX 75229 | 62. | Robert L. Cromwell and Mary Ann Cromwell,
Trustees of the Cromwell Family Trust of
December 3, 2004
3300 N. Preston Dr.
Oklahoma City, OK 73122 |
| 51. | Oracle Resources Oklahoma, LP
13140 Coit Rd., Ste. 515, LB 138
Dallas, TX 75240 | 63. | Robert Phillips Luke
1402 Camden Way
Oklahoma City, OK 73116 |
| 52. | Oracle Resources, LTD
13140 Coit Rd., Ste. 515, LB 138
Dallas, TX 75240 | 64. | Robert Quillin
1345 SW Cardinell Dr.
Portland, OR 97201 |
| 53. | Orville Scott Chapman
2736 Springhill Dr.
Grapevine, TX 76051 | 65. | Sadie Wilkes LLC
P.O. Box 1506
Stafford, TX 77497 |
| 54. | Parkinson Royalty Co., Inc.
P.O. Box 1781
Ardmore, OK 73402 | | |
| 55. | Peter S. Terpstra, Trustee
14343 Torrey Chase Blvd., Ste. B
Houston, TX 77014 | | |

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| 66. | Sara M. Colella
208 Blue Bonnet Blvd.
San Antonio, TX 78209 | 78. | The Goddard Investment Company, Inc.
8117 Preston Rd., Ste. 610
Dallas, TX 75225 |
| 67. | SCE Petroleum, L.L.C.
P.O. Box 5250
Edmond, OK 73083 | 79. | The Greg & Nancy Vance Family Limited
Partnership
c/o Production Gathering Co.
8080 N. Central Expwy., Ste. 1090
Dallas, TX 75206 |
| 68. | Shannon Gray Barker, Trustee of the Shannon
Gray Barker Trust under Trust Agreement dated
October 6, 1997 and her successor trust
c/o Keith R. Gray, Attorney-in-Fact
P.O. Box 368
Ardmore, OK 73402 | 80. | The Hefner Company, Inc.
P.O. Box 2177
Oklahoma City, OK 73101 |
| 69. | Source Oil and Gas, LLC
1230 Oak View Ct.
Oak Point, TX 75068 | 81. | Thornton D. Mount
406 Crocus Rd.
Gunnison, CO 81230 |
| 70. | St. Francis Oil & Gas LLC
P.O. Box 2782
Midland, TX 79702 | 82. | Troy K. Walker
P.O. Box 130483
The Woodlands, TX 77393 |
| 71. | Stroube Energy Corporation
18202 Preston Rd., Ste. D 9249
Dallas, TX 75252 | 83. | Trust Created by the Will of Stanley A. Mount,
Gary A. Mount, Sharon J. Mount, Darl A. Mount,
K. Tim Mount, and the Mount Pecan Ranch, Inc.
110 Wentwood Dr.
Murphy, TX 75094 |
| 72. | T. C. Craighead & Co.
P.O. Box 576
Ardmore, OK 73402 | 84. | Vicki M. Scott
1472 VT Route 114
East Burke, VT 05832 |
| 73. | Texoma Partners, LP
19800 McArthur Blvd., Ste. 650
Irvine, CA 92612 | 85. | Virginia J. Gordon
1023 Landmark Rd.
Ardmore, OK 73401 |
| 74. | The C.B. Goddard Investment Company
8117 Preston Rd., Ste. 610
Dallas, TX 75225 | 86. | Waveland Drilling Partners 2006 A
19800 McArthur Blvd., Ste. 650
Irvine, CA 92612 |
| 75. | The Crowell Family Trust
P. O. Box 1815
Bethany, OK 73008 | 87. | Waveland Drilling Partners 2006- B, LP
19800 McArthur Blvd., Ste. 650
Irvine, CA 92612 |
| 76. | The GHK Company, a limited partnership
6305 Waterford Blvd., Ste. 300
Oklahoma City, OK 73118 | 88. | Waveland Energy
19800 McArthur Blvd., Ste. 650
Irvine, CA 92612 |
| 77. | The Goddard Company
P.O. Box 1485
Ardmore, OK 73402 | 89. | Waveland Energy Ventures
19800 McArthur Blvd., Ste. 650
Irvine, CA 92612 |

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| 90. | Wells Fargo Energy Captial, Inc.
1000 Louisiana St., 9th Floor
Houston, TX 77002 | 106. | Unknown heirs, successors and assigns of
Raymond L. Mount, deceased |
| 91. | Whitmar Exploration Company
555 17th St., Ste. 880
Denver, CO 80202 | 107. | Unknown heirs, successors and assigns of
Renee S. Pedro, deceased |
| 92. | WMRT Mid-Continent, LLC
555 17th St., Ste. 880
Denver, CO 80202 | 108. | Unknown heirs, successors and assigns of Ruth
Barckew, deceased |
| 93. | XYR Oil and Gas, LLC
6141 Prestondell Ct.
Dallas, TX 75240 | 109. | Unknown heirs, successors and assigns of Ruth
Marie Mount, deceased |
| <u>RESPONDENTS WITH UNKNOWN ADDRESSES:</u> | | 110. | Unknown heirs, successors and assigns of Verda
Meaders, deceased |
| 94. | Betty Powell | 111. | Unknown heirs, successors and assigns of
Yvonne T. Mount, deceased |

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| 94. | Betty Powell |
| 95. | J. C. Barcklow |
| 96. | Unknown heirs, successors and assigns of Alma
Riggins, deceased |
| 97. | Unknown heirs, successors and assigns of Dan
Grigsby Poland, deceased |
| 98. | Unknown heirs, successors and assigns of
Houston B. Mount, deceased |
| 99. | Unknown heirs, successors and assigns of
Jeanette H. (Hoyle) Poland, deceased |
| 100. | Unknown heirs, successors and assigns of
Jeanette Young Poland, deceased |
| 101. | Unknown heirs, successors and assigns of
Katherine P. Collier, deceased |
| 102. | Unknown heirs, successors and assigns of Oakla
M. Spears, deceased |
| 103. | Unknown heirs, successors and assigns of Pearl
M. Wood, deceased |
| 104. | Unknown heirs, successors and assigns of R.P.
Poland, deceased |
| 105. | Unknown heirs, successors and assigns of Ray
G. Poland, deceased |