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FILED

FEB 27 2014

BEFORE THE CORPORATION COMMISSION OF THE STATE OF OKLAHOMA
OKLAHOMA OFFICE - OKC
CORPORATION COMMISSION
OF OKLAHOMA

APPLICANT: SUNDANCE ENERGY OKLAHOMA, LLC,)
DBA SEO, LLC)
RELIEF SOUGHT: POOLING)
LEGAL DESCRIPTION: SECTION 11, TOWNSHIP)
16 NORTH, RANGE 3)
WEST, LOGAN COUNTY,)
OKLAHOMA)

Cause CD No. 201 401465

APPLICATION

1. Parties:

Applicant is: Sundance Energy Oklahoma, LLC, DBA SEO, LLC, 13524 Railway Drive, Suite G, Oklahoma City, OK 73114 (405) 752-1800. 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 will, by an **Order to be issued in a companion spacing case**, establish the lands described in the caption hereof as a 640-acre horizontal drilling and spacing unit for the **Mississippian, Woodford and Misener-Hunton** 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, group or unit.

(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

OKLA CORP COMH
RECEIPT 1406280001
Date: 02/27/2014 Time: 08:34
Case: 201401465 CD Cashier: JRT
Payee: SUNDANCE ENERGY OKLAHOMA LLC
Amount: \$100.00
OIL/GAS/TRAN/PUB APP

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



ROGER A. GROVE OBA No. 3641
204 North Robinson, Suite 1000
Oklahoma City, Oklahoma 73102
Telephone: (405) 795-5480
Facsimile: (405) 609-6501
Email: roger@grovehulett.com

ATTORNEYS FOR APPLICANT

EXHIBIT A

Section 11, Township 16 North, Range 3 West, Logan County, Oklahoma

1. Alvin Lee Graves
3500 N. Anderson Rd
Guthrie, OK 73044
2. Arrakeen Resource Company, Ltd.
9818 Prosper Dr.
Oklahoma City, OK 73151
3. Arrakeen Resource Company, Ltd.
7020 E. 79th St
Tulsa, OK 74133
4. Barbara Beebe
712 Vanguard St
Lakeway, TX 78734
5. Barbara L. Whitten, Trustee of the
Barbara L. Whitten Revocable
Trust
1318 South Stillwell
Pittsburg, KS 66762
6. Barry L. Anderson and Gwendolyn
J. Anderson
518 Hogan Ave
Guthrie, OK 73044
7. Buttram Energies, Inc.
2601 NW Expressway, Suite 501W
Oklahoma City, OK 73112
8. Carl Ganz and Joan Miller Ganz,
Trustees under the will of Mary
Duke Pearlbrook, deceased
528 Kelly St.
Destin, FL 32541
9. Carol S. Denny
4567 Westlake CT
Bel Aire, KS 67220
10. Cathy Denny
c/o Carol S. Denny
4567 Westlake CT
Bel Aire, KS 67220
11. Charles N. Blatt and Mary E. Blatt,
Co-Trustees of the Charles N. Blatt
Family Trust dated September 27,
1993
4608 Canyon Road
Guthrie, OK 73044
12. County Commissioners of the
County of Logan County, State of
Oklahoma
301 E. Harrison
Guthrie, OK 73044
13. D. Hambrook and Willa Hambrook
22410 S. 823 Private Rd. SE
14. David Crow
c/o John David Crow
5004 Augusta Cir
College Station, TX 77845-8983
15. David Harris and Carol A. Harris
5400 W. Canyon Rd
Guthrie, OK 73044
16. David K. Meaders, Julie A.
Meaders and Scott D. Meaders
4425 W. Canyon Rd
Guthrie, OK 73044
17. DCJSD Family, LLC
500 Duffys Way
Guthrie, OK 73044
18. Dennis E. Clark and Cathy J. Clark
514 N. Hogan Ave
Guthrie, OK 73044
19. Devon Energy Production
Company, L.P.
333 West Sheridan Avenue
Oklahoma City, OK 73102
20. Donnell W. Brown, Jr.
2427 W. Georgia Avenue
Chickasha, OK 73018
21. Doyle Leon Pettijohn, Trustee of
the Pettijohn Family Trust dated
April 1, 2013
156 Crooked Stick Lane
Alto, NM 88312
22. Eagle Oil & Gas Co.
5950 Berkshire Lane, Suite 1100
Dallas, TX 75225
23. EDF Capital, LLC
12105 Eleanore Court
San Diego, CA 92131
24. Erma Jean Hutson
703 E. 92nd Street
Perkins, OK 74059
25. Florence Genevieve Wilkins
4375 Capra Way
Ft. Worth, TX 76126
26. Florence Genevieve Wilkins
c/o Galyn Smith Wilkins
7709 Woodside HL
Fort Worth, TX 76179-2832
27. Frances A. MacRory
28. Frances A. MacRory
611 N. Broadway
Guthrie, OK 73044
29. Frances F. Hallock, Jr.
316 Nature Lane
Edmond, OK 73034
30. Frank W. LeForce and Mary H.
LeForce
4801 W. Canyon Rd
Guthrie, OK 73044
31. Gene Robert Graves, II and
Cynthia Graves
548 Rockwood Parc Ct.
Eureka, MO 63025
32. Gene Robert Graves, Sr. a/k/a
Gene R. Graves and Margie
Wyona Graves a/k/a Margie W.
Graves
c/o Gene Robert Graves, II and
Cynthia Graves
548 Rockwood Parc Ct.
Eureka, MO 63025
33. George A. Rigler and Barbara M.
Rigler
2020 Sunset Drive
Ventura, CA 93001
34. Georgia Belle Pettijohn and Leon
Pettijohn, Co-trustees of the
Pettijohn Family Trust, dated
February 12, 1991
156 Crooked Stick Lane
Alto, NM 88312
35. Grant P. Crews and Kay A. Crews
2621 NW 151st St
Edmond, OK 73013
36. Greg & Nancy Vance Family
Limited Partnership
8080 N. Central Expressway, Ste.
1090
Dallas, TX 75206
37. Greg Franklin
10432 East Hefner Road
Jones, OK 73049
38. Greg Ireton
557 Bluestem Dr
Guthrie, OK 73044
39. Hartz Energy Capital, LLC

- c/o Hartz Capital, Inc.
400 Plaza Drive
Secaucus, NJ 07094
40. Helen E. Powers, Trustee of the Helen E. Powers Revocable Trust dated April 23, 1998
c/o The First National Bank and Trust Company, Chickasha, Oklahoma
302 Chickasha Avenue
Chickasha, OK 73018
41. Henry M. Owen and Rose Ann Owen
c/o Suzan Louise Owen
111 Lewis Street
Perkins, OK 74059
42. James E. Donoho and Marjorie H. Donoho
512 N. Hogan Ave
Guthrie, OK 73044
43. James M. Belobraydic
5434 W. Canyon Rd.
Guthrie, OK 73044
44. Jerry H. Corteway and Marsha H. Corteway as Trustees of the Corteway Family Revocable Trust U/A Dated April 1, 1997
5140 W. Canyon Rd
Guthrie, OK 73044
45. Jim Powers
132 Cartgate Court
Advance, NC 27006
46. Jim R. Morton and Ardell Morton, Trustees of the Jim R. Morton, Jr. Living Trust dated May 14, 1990
5110 W. Canyon Rd
Guthrie, OK 73044
47. Jim R. Morton, Jr. and Ardell Morton, Trustees of the Ardell Morton Living Trust dated May 14, 1990
5110 W. Canyon Rd
Guthrie, OK 73044
48. Joan Miller Ganz, now Farmingdale and John William Lyttle, Jr., Trustees under the last will and testament of Ida Miller, deceased
907 Wildwood Rd
Oradell, NJ 07649
49. Joe Powers
6325 N. Villa, Apt. 147
Oklahoma City, OK 73112
50. John Powers
3300 Wildpoint Court
Mansfield, TX 76063
51. John T. Vance Living Trust
6406 Oak Tree Cir.
Edmond, OK 73025
52. John T. Vance Living Trust
P.O. Box 400
Guthrie, OK 73044
53. Kenna June Webb
115 West 19th Street
Owasso, OK 74055
54. Kim Bradford
502 West Thom Street
San Diego, CA 92103
55. Known and Unknown Heirs Lynn E. Denny
c/o William Fay Denny aka William F. Denny aka William Denny
4567 Westlake Ct.
Bel Aire, KS 67220
56. Known and Unknown Heirs of R.H. Crow
c/o John David Crow
5004 Augusta Cir
College Station, TX 77845-8983
57. Known and Unknown Heirs of A.B. Brown
c/o Mrs. Elizabeth Brown
Martindale aka Elizabeth Brown
Martindale aka Elizabeth B.
Martindale aka Elizabeth Anne
Martindale Jackson aka Mary
Elizabeth Martindale
500 E. Anderson Lane, Apt 250J
Austin, TX 78752-1230
58. Known and Unknown Heirs of Flo Jones Denny
c/o Robert Lowell Denny aka
Robert L. Denny aka Robert Denny
672 N. Armour St
Wichita, KS 67206
59. Known and Unknown Heirs of Lloyd McCorkle
c/o Tracy Lynn McCorkle
5625 S. 155th West Ave. Apt. 155
Sand Springs, OK 74063
60. Known and Unknown Heirs of Nell Austin
c/o Edwin and Gail Austin
817 Walnut Creek Rd
Guthrie, OK 73044
61. Known and Unknown Heirs of Robert W. Denny
c/o Robert Lowell Denny aka
Robert L. Denny aka Robert Denny
672 N. Armour St
Wichita, KS 67206
62. Laura Bradford
- 5694 Mission Center Road, #347
San Diego, CA 92108
63. LaVerne A. Dowding and Susan F. Dowding
4301 W. Canyon Rd
Guthrie, OK 73044
64. Lennie R. Crawford and Gina K. Crawford
5551 W. Canyon Road
Guthrie, OK 73044
65. Mary Rebecca Gallagher
1523 Westbury Drive
Shreveport, LA 71105
66. Merle T. Shipman and Norma J. Shipman, Trustees or their successors in trust under the Shipman Living Trust
3727 West College Ave
Guthrie, OK 73044
67. Michael D. Kephart
1417 1st. St.
Coronado, CA 92118
68. Michael D. Kephart
200 Orange Ave., Unit #100
Coronado, CA 92118
69. MJMP Family, LP
13906 Longwood Dr.
Willis, TX 77318
70. Mrs. Elizabeth Brown Martindale aka Elizabeth Brown Martindale aka Elizabeth B. Martindale aka Elizabeth Anne Martindale Jackson aka Mary Elizabeth Martindale
500 E. Anderson Lane, Apt 250J
Austin, TX 78752
71. N. JoAnn Denny
12773 S 198th East Ave
Broken Arrow, OK 74014
72. Osage Exploration and Development, Inc.
2445 Fifth Avenue, Suite 310
San Diego, CA 92101
73. Penn Virginia MC Energy, LLC
840 Gessner, Suite 800
Houston, TX 77024
74. Richard Heidlage aka Richard C. Heidlage, Trustee of the Heidlage Property Revocable Trust
92 Dedham Ave. 92
Newton, MA 02492
75. Robert E. Thompson and Roberta P. Thompson
4725 W. Canyon Rd
Guthrie, OK 73044

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| <p>76. Skip L. Krieser and Marjorie Ann Krieser, Trustee of the Skip L. Krieser Family Trust dated August 11, 2008
4934 W. Canyon Rd
Guthrie, OK 73044</p> <p>77. Sooner Mineral Investments, LLC
508 W. Vandament Ave., Suite 303
Yukon, OK 73099</p> <p>78. Suzan Louise Owen
111 Lewis Street
Perkins, OK 74059</p> <p>79. Teddy J. Hefley a/k/a Teddy J. Bonham
1521 Northhaven Drive
Allen, TX 75002</p> <p>80. The University of Oklahoma Foundation, Inc.
100 W. Timberdell Rd
Norman, OK 73019-5016</p> <p>81. Voyage Energy, L.L.C.
P.O. Box 11232
Midland, TX 79702</p> <p>82. W.R. Yinger
6801 Broadway Ext, Suite 200
Oklahoma City, OK73116</p> <p>83. Willa Hambrook, or any Successor Trustee of the Hambrook Revocable Living Trust dated February 10, 2003
524 North Ely A10
Kennewick, WA 99336</p> <p>84. William Fay Denny aka William F. Denny aka William Denny
4567 Westlake
Bel Aire, KS 67220</p> | <p>Address Unknown</p> <p>89. Known and Unknown Heirs of B. B. Bass
Address Unknown</p> <p>90. Known and Unknown Heirs of Frank Buttram
Address Unknown</p> <p>91. Known and Unknown Heirs of Fred Mosier
Address Unknown</p> <p>92. Known and Unknown Heirs of Frederick E. Denny
Address Unknown</p> <p>93. Known and Unknown Heirs of J.E. Senter
Address Unknown</p> <p>94. Known and Unknown Heirs of Wilbur C. Denny
Address Unknown</p> <p>95. N.H. Crow, if living, or if deceased all Known and Unknown Heirs
Address Unknown</p> <p>96. Robert D. Martindale, if Living, or if Deceased, His Known and Unknown Heirs, Successors and Assigns
Address Unknown</p> |
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- 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

Parties With Unknown Address

85. Belco Royalties, Inc.
Address Unknown
86. Florence E. Smith, if living, or if deceased her Known and Unknown Heirs
Address Unknown
87. Jewell Connie Smith, a/k/a Jewell C. Smith, a/k/a Jewell Connie Smith, if Living, or if Deceased, Her Known and Unknown Heirs, Successors and Assigns
Address Unknown
88. Jon D. Chenault and Christina C. Chenault, if Living, or if Deceased, Their Known and Unknown Heirs, Successors and Assigns