

JUN 30 2014

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

7-29

APPLICANT: PAYROCK ENERGY, L.L.C.)
)
 RELIEF SOUGHT: POOLING) Cause CD No. 201404753
)
 LEGAL DESCRIPTION: Section 17,)
 Township 15 North,)
 Range 6 West of the IM,)
 Kingfisher County, Oklahoma)

APPLICATION

1. Parties.

1.1 Applicant herein is PayRock Energy, L.L.C., whose address for the purposes hereof is 13909 Quail Pointe Drive, Oklahoma City, Oklahoma 73134, Telephone: (405) 608-8074. The attorney for Applicant is John R. Reeves, Seventeenth Floor, One Leadership Square, 211 N. Robinson Avenue, Oklahoma City, Oklahoma 73102, Telephone: (405) 272-5742.

1.2 Applicant is the owner of the right to drill a well into and to produce hydrocarbons from the Mississippian, Woodford, Misener and Hunton separate common sources of supply underlying Section 17, Township 15 North, Range 6 West of the IM, Kingfisher County, Oklahoma.

1.3 The name and last-known address of each party being made a respondent in this cause are set forth in Exhibit "A" attached hereto and made a part hereof. Any individual named in Exhibit "A" is being made a respondent if living, and if any such individual is deceased, then the unknown heirs, executors, administrators, devisees, trustees and assigns, both immediate and remote, of such deceased individual are made respondents herein. Any party listed in Exhibit "A" that is a partnership, corporation or other association is being made a respondent if such entity continues to have legal existence, and if any such entity is dissolved, then the unknown successors, trustees and assigns, both immediate and remote, of such dissolved entity are made respondents herein. Any party designated as a trustee in Exhibit "A" is being made a respondent if presently acting in such capacity as trustee, and if any such party is not presently acting in such capacity as trustee, then the unknown successor or successors to such trustee are made respondents herein

2. Allegation of Facts.

2.1 There is currently pending before the Commission in Cause CD No. 201404472 an application of Applicant to form 640-acre horizontal well units in Section

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17, Township 15 North, Range 6 West of the IM, Kingfisher County, Oklahoma, for the Mississippian, Woodford, Misener and Hunton separate common sources of supply.

2.2 Applicant has proposed a plan of development of the separate common sources of supply in the units involved herein and has proposed to commence such plan of development of such units by an initial well under such plan in the lands involved herein so as to test the productive possibilities of the separate common sources of supply named in paragraph 2.1, above.

2.3 Applicant has exercised due diligence to locate each respondent named herein and has made a bona fide effort to reach an agreement with each such respondent who could be located as to how the units involved in this cause would be developed. The respondents named herein have not agreed with Applicant to pool their interests or made other arrangements with Applicant respecting the proposed plan of development of the separate common sources of supply in the units covered hereby. Therefore, the interests of such oil and gas owners in the separate common sources of supply in the units involved herein should be pooled and the respective rights and equities of such owners should be determined and adjudicated.

2.4 PayRock Energy, L.L.C. or some other party recommended by Applicant should be designated as operator under the order to be entered in this cause of the separate common sources of supply in the units involved herein, including the proposed initial well and any subsequent well or wells drilled under or otherwise covered by Applicant's plan of development of such units.

3. Legal Authority. The relief sought by this application is authorized by 52 O.S. §87.1.

4. Relief Sought. Applicant request the Corporation Commission of Oklahoma to enter an order as follows:

(i) Pooling the interests of the oil and gas owners in the separate common sources of supply in the units described in paragraph 2.1, above, and adjudicating the rights and equities with respect thereto, on the basis of such units as a group or unit or in the aggregate, all to be upon such terms and conditions as are just and reasonable and which will afford such owners the opportunity to recover or receive without unnecessary expense their just and fair share of all hydrocarbon substances produced from such units, making definite provisions for the payment of all actual costs and expenses of developing such units under the plan of development proposed by Applicant, including all costs and expenses of the proposed initial well under such plan of development, as described

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in paragraph 2.2, above, and any subsequent well or wells in the development of the units covered hereby, and requesting up to 365 days within which to commence operations on or in connection with such proposed initial well under such plan of development; and

(ii) Designating PayRock Energy, L.L.C. or some other party recommended by Applicant as operator under the order to be entered in this cause of the separate common sources of supply in the units involved herein, including the proposed initial well and any subsequent well or wells drilled under or otherwise covered by Applicant's plan of development of such units.

DATED this 30th day of June, 2014.

PAYROCK ENERGY, L.L.C.

By: John R. Reeves
John R. Reeves - OBA #7479

CONNER & WINTERS, Limited Liability Partnership
One Leadership Square, 17th Floor
211 North Robinson Avenue
Oklahoma City, OK 73102
Telephone: (405) 272-5742
Telefacsimile: (405) 232-2211
Electronic Mail: occ@cwlaw.com
ATTORNEYS FOR APPLICANT

14960-0059app

Exhibit "A"

1. Newfield Exploration Mid-Continent Inc.
One Williams Center, Suite 1900
Tulsa, OK 74172
2. Newfield Exploration Mid-Continent Inc.
PO Box 21348
Tulsa, OK 74121-1348
3. Kodiak Production Company
505 W Main
Yukon, OK 73099
4. Partnership Properties Co.
PO Box 2250
Denver, CO 80202
5. Clark Resources, Inc.
P.O. Box 7508
Tulsa, OK 74105
6. Clark Resources, Inc.
2424 E. 21st St., Ste 200
Tulsa, OK 74114
7. Van Company Oil and Energy
5108 East 38th Place
Tulsa, OK 74135
8. Van Company Oil and Energy
1406 Terrace Dr.
Tulsa, OK 74104
9. Suess Co.
10828 East Newton St, Ste 113
Tulsa, OK 74116
10. Air-X-Limited Profit Sharing Plan
2230 East 49th
Tulsa, OK 74105
11. Sue N. Johnson Revocable Trust dated
the 28th day of April, 2000, and the
Trustee of such trust
5216 South Toledo Avenue
Tulsa, OK 74135-4004
12. Virgie L. Weinheimer and Jack R.
Weinheimer, as Trustees of the
Weinheimer Gamily Trust, dated August
17, 2001
10001 South Kingston
Tulsa, OK 74137
13. Edward F. Taylor
P.O. Box 996
Angleton, TX 77515
14. Edward F. Taylor
1031 Fairway Dr.
Angleton, TX 77515
15. Myrl J. Norris, Jr.
11902 Ashmead Dr.
Houston, TX 77077
16. Commercial Bank & Trust Co.
PO Box 488
Muskogee, OK 74402
17. Orion National Resources Corporation
a/k/a Orion Natural Resources
Corporation
PO Box 3189
Palos Verdes, CA 90274
18. Westlake Producing Company
590 Cricketfield Ct.
Lake Sherwood, CA 91361
19. Susan Kelly
14 Quail Hallow Rd.
Sulpher, OK 73086
20. Robert Hewitt
644 Hillsdale Ave.
Hillsdale, NJ 07642
21. Commercial Landmark Corporation
Galleria Tower II, Ste 10000
13455Noel Rd.
Dallas, TX 75240
22. First National Bank of Tahlequah
100 S. Muskogee Ave.
Tahlequah, OK 74464

Exhibit "A" Respondent List
PayRock Energy, L.L.C.
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23. American Innovative Royalty Systems
P.O. Box 717
Pointblank, TX 77364
24. Bandera Minerals, LLC
P.O. Box 3326
Tulsa, OK 74101
25. Bandera Minerals, LLC
401 S. Boston Ave, Ste 3000
Tulsa, OK 74103
26. Charles Clement, as Trustee of the
Clement Family Trust u/t/a June 1, 1986
6503 SW Catlow Way
Redmond, OR 97756
27. David Rees, as Successor Trustee of
the Rees Family Trust dated May 31,
1991
18110 Sanctuary Dr.
Eagle River, AK 99577
28. Elaine Johnston Tucker
100 W. 5th Street, Ste 400
Tulsa, OK 74103
29. George Pederson
5809 Great Hampden Road
Edmond, OK 73034
30. Lillian Pederson McAnarney
6429 S. 27th West Ave
Tulsa, OK 74132
31. Portman Minerals, L.L.C
2424 NW 55th PL
Oklahoma City, OK 73112
32. Richard N. Lovett, Sr.
2240 Tewksbury Rd.
Columbus, OH 43221
33. Ronald Thomas Holmes
12133 Rolling Meadow Circle
Anchorage, AK 99516
34. Sandra Gayle Holmes
12133 Rolling Meadow Circle
Anchorage, AK 99516

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