

BEFORE THE CORPORATION COMMISSION
OF THE STATE OF OKLAHOMA

APPLICANTS:	CHESAPEAKE OPERATING, INC. AND)	
	CHESAPEAKE EXPLORATION, L.L.C.)	
)	Cause CD No.
RELIEF SOUGHT:	POOLING)	201106994
)	
LEGAL	SECTION 23)	Order No.
DESCRIPTION:	TOWNSHIP 11 NORTH)	596889
	RANGE 21 WEST OF THE IM)	
	BECKHAM COUNTY, OKLAHOMA)	

ORDER OF THE COMMISSION

This Cause came on for hearing before William Peterson, Administrative Law Judge for the Corporation Commission of Oklahoma, on April 10, 2012, in the assigned Administrative Law Judge's courtroom, Jim Thorpe Building, Oklahoma City, Oklahoma, for the purpose of hearing, taking testimony and reporting his findings and recommendations to the Commission.

Emily P. Smith, attorney, appeared for Applicants, Chesapeake Operating, Inc. and Chesapeake Exploration, L.L.C. Ron Barnes, attorney, entered an appearance for Samson Resources Company. Fred Gist, attorney, entered an appearance for Baker Petroleum and Investments, Inc. David Sharp entered an appearance and waiver of notice. Michael Grellner entered an appearance and waiver of notice. Marty A. Gore and Amy S. Gore entered an appearance and waiver of notice.

The Administrative Law Judge heard the Cause and filed his report with the Commission, which report has been considered and the Commission therefore finds as follows:

FINDINGS

1. This is an application for an order pooling the interests, designating an Operator, providing for the development of the unit and adjudicating the rights and equities of oil and gas owners in the Permian, Virgilian, Missourian and Des Moines separate common sources of supply underlying the 640-acre drilling and spacing unit consisting of Section 23, Township 11 North, Range 21 West of the IM, Beckham County, Oklahoma, as spaced by Order No. 595003.

2. Notice has been given by publication as required by Commission rules and Affidavits of Publication have been filed. Those owners whose names and addresses were attainable have been given actual notice by certified mail and regular mail. An adjudicative inquiry was conducted by the Administrative Law Judge into the sufficiency of the search to ascertain the names and addresses of all owners and if a diligent effort had been made to locate all affected interest owners. Applicants have made a meaningful and diligent search of all reasonably available sources at hand to ascertain those parties that are entitled to notice and the whereabouts of those entitled to notice but who were served only by publication. The Commission approves the publication service given herein as meeting statutory requirements and the minimum standards of state and federal due process so that notice has been given in all respects as required by law and by the rules of the Commission, and the Commission has jurisdiction over the subject matter and the parties. At the hearing, the following respondents were dismissed: Nos. 3, 6, 8, 19, 29, 36, 37, 38, 41, 42, 44, 50, 51, 60, 63, 67, 72, 79, 97, 100, 101, 102, 103, 104, 105, 111, 112, 113, 118, 119, 121, 122, 123, 127, 130, 133, 135, 136, 137, 139, 144, 157, 168, 169, 171, 174, 177, 179, 181, 182, 183, 185, 188,

189, 191, 193, 198, 200, 208, 215, 218, 219, 223, 234, 236, 238, 242, 250, 254, 257 and 260. The following respondents were amended to address unknown: Nos. 4, 12, 27, 58, 59, 69, 77, 85, 86, 95, 107, 138, 143, 147, 149, 150, 153, 156, 158, 199, 224, 226, 255 and 258. The addresses were amended for the following respondents: Nos. 24, 68, 162 and 194. Additionally, Respondent No. 194 was shifted to curative. The name was corrected for Respondent No. 148 (Michael Grellner) via a waiver of notice submitted. David Sharp and Marty A. Gore and Amy S. Gore were added as respondents via waivers of notice submitted. The Respondents to this matter are shown on the Exhibit "A" attached hereto.

3. The Applicants are the owners of an interest in the area covered by the Application and Applicants/Operator have furnished the Oklahoma Corporation Commission with a plugging agreement and surety or a financial statement, as required by law and by the rules of the Commission.

4. The Applicants, owners of the right to drill a well on said drilling and spacing unit and to develop and produce said common sources of supply, have not agreed with all of the other such owners in such drilling and spacing unit to pool their interests and to develop the drilling and spacing unit and common sources of supply as a unit; that Applicants made a bona fide effort to reach an agreement with each Respondent; and the Commission should issue an order requiring such owners to pool and develop the drilling and spacing unit and common sources of supply covered hereby on a unit basis.

5. The Applicants propose to develop said unit and the common sources of supply therefor as a unit by the drilling of a well or wells thereon and, to avoid the drilling of unnecessary wells and to protect correlative rights, all owners should be required to pool and develop the unit and common sources of supply covered hereby as a unit, upon the terms and conditions set out in the "Order" below, all of which are found hereby, after a consideration of the substantial evidence in this Cause, to be just and reasonable and will afford each owner in the unit the opportunity to recover or receive without unnecessary expense his just and fair share of the production from the unit.

6. In the interest of the prevention of waste and the protection of correlative rights, this Application should be granted, and the rights of all owners pooled and adjudicated.

ORDER

IT IS THEREFORE ORDERED by the Corporation Commission of Oklahoma as follows:

1. Applicants are hereby authorized to develop Section 23, Township 11 North, Range 21 West of the IM, Beckham County, Oklahoma, as a 640-acre drilling and spacing unit for the Permian, Virgilian, Missourian and Des Moines separate common sources of supply, and the rights and equities of all oil and gas owners covered hereby are pooled, adjudicated and determined as set forth below.

2. a. The estimated well costs are:

Completed for production -	\$11,196,900.00
Completed as a dry hole -	\$7,661,700.00

- b. **\$3,500.00 per acre cash (for a total royalty of 1/8)**, is a fair, reasonable and equitable bonus to be paid unto each owner who elects not to participate in said development by paying such owner's proportionate part of the cost thereof. Such cash bonus plus, when paid as set out in this Order, is satisfaction in full for all rights and interests of such owner in the drilling and spacing unit covered hereby, except for any normal 1/8 royalty interest, as defined in 52 O.S. § 87.1(e).
- c. **\$3,000.00 per acre cash, plus an overriding or excess royalty of 1/16 (for a total royalty of 3/16)**, is a fair, reasonable and equitable bonus to be paid unto each owner who elects not to participate in said development by paying such owner's proportionate part of the cost thereof. Such cash bonus plus overriding or excess royalty, when paid as set out in this Order, is satisfaction in full for all rights and interests of such owner in the drilling and spacing unit covered hereby, except for any normal 1/8 royalty interest, as defined in 52 O.S. § 87.1(e).
- d. **\$2,500.00 per acre cash, plus an overriding or excess royalty of 7.5% (for a total royalty of 1/5)**, is a fair, reasonable and equitable bonus to be paid unto each owner who elects not to participate in said development by paying such owner's proportionate part of the cost thereof. Such cash bonus plus overriding or excess royalty, when paid as set out in this Order, is satisfaction in full for all rights and interests of such owner in the drilling and spacing unit covered hereby, except for any normal 1/8 royalty interest, as defined in 52 O.S. § 87.1(e).
- e. **\$750.00 per acre cash, plus an overriding or excess royalty of 1/8 (for a total royalty of 1/4)**, is a fair, reasonable and equitable bonus to be paid unto each owner who elects not to participate in said development by paying such owner's proportionate part of the cost thereof. Such cash bonus plus overriding or excess royalty, when paid as set out in this Order, is satisfaction in full for all rights and interests of such owner in the drilling and spacing unit covered hereby, except for any normal 1/8 royalty interest, as defined in 52 O.S. § 87.1(e).

PROVIDED, however, that any excess royalty, overriding royalty or other payments out of production shall be charged against the overriding or excess royalty, or overriding royalty, as herein above set forth, and same shall be reduced by the amount of any such excess.

PROVIDED, further, that in the event that the oil and gas interest of any owner is subject to any royalty, overriding royalty, or other payments out of production which create a burden on such interest in excess of the burdens set out in paragraph 2b above, the owner of any such interest shall not be entitled to the option provided in paragraph 2b above, but shall be required to either participate or to accept the options provided in paragraphs 2c, 2d or 2e, above.

PROVIDED, further, in the event the oil and gas interest of any owner is subject to any royalty, overriding royalty, or other payments out of production which create a burden on such interest in excess of the burdens set out in paragraph 2c above, the owner of any such interest shall not be entitled to the option provided in paragraph 2c above, but shall be required to either participate or to accept the options provided in paragraphs 2d or 2e, above.

PROVIDED, further, in the event the oil and gas interest of any owner is subject to any royalty, overriding royalty, or other payments out of production which create a burden on such interest in excess of the burdens set out in paragraph 2c above, the owner of any such interest shall not be entitled to the option provided in paragraph 2d above, but shall be required to either participate or to accept the option provided in paragraph 2e, above.

3. Each owner, subject hereto, may make any of the elections as to all or any part of the interest of such owner in the unit and must give notice as to which of the elections stated in paragraphs 3a, 3b, 3c or 3d or 3e herein such owner accepts.

- a. To participate in the development of the unit and common sources of supply by agreeing to pay such owner's proportionate part of the actual cost of such development and operation of the unit and common sources of supply covered hereby, which shall include a reasonable monthly charge for supervision and overhead, and, as to the initial well proposed hereunder, by paying, as set out herein, to Applicants such owner's proportionate part of the estimated completed for production cost of the proposed well, as set out in paragraph 2a above, or by furnishing security for such payment satisfactory to the Applicants. In all events, such owner's cost in said well shall not exceed its proportionate part of the actual or the reasonable cost thereof which shall be determined by the Commission in the event there is a dispute as to such cost. The payment of such owner's proportionate part of the estimated completed for production cost of said well, or the furnishing of security therefor, shall be accomplished within 25 days from the date of this Order, such owner's proportionate part of the costs of, and of the production from, such well and units, to be in proportion to the number of acres such owner has in the units; or,
- b. To receive the cash bonus and statutory royalty, as set out in paragraph 2b above, which cash bonus shall be paid or tendered by Applicants, if same can be paid or tendered, within 35 days from the date of this Order; or,
- c. To receive the cash bonus plus overriding or excess royalty, as set out in paragraph 2c above, which cash bonus shall be paid or tendered by Applicants, if same can be paid or tendered, within 35 days from the date of this Order; or,
- d. To receive the cash bonus plus overriding or excess royalty, as set out in paragraph 2d above, which cash bonus shall be paid or tendered by Applicants, if same can be paid or tendered, within 35 days from the date of this Order; or,

- e. To receive the cash bonus plus overriding or excess royalty, as set out in paragraph 2e above, which cash bonus shall be paid or tendered by Applicants, if same can be paid or tendered, within 35 days from the date of this Order.

IF ANY PAYMENT OF BONUS DUE AND OWING UNDER THIS ORDER CANNOT BE MADE because the person entitled thereto cannot be located or is unknown, then said bonus shall be paid into an escrow account within 90 days after this Order and shall not be commingled with any funds of the Applicants or Operator. Any royalty payments or other payments due to such person shall be paid into an interest bearing escrow account by the holder of such funds. Responsibility for filing reports with the Commission as required by law and Commission rules as to bonus, royalty or other payments deposited into escrow accounts shall be with the applicable holder. Such funds deposited in said escrow accounts shall be held for the exclusive use of, and the sole benefit of, the person entitled thereto.

4. Each owner of the right to drill in said drilling and spacing unit to said common sources of supply covered hereby, who has not agreed to develop said units as a unit, other than Applicants, may elect any of the alternatives set out in paragraph 3 above as to all or any part of the interest which such party owns, said election to be made to Applicants, in writing within 20 days from the date of this Order. In the event any owner fails to elect within the time and in the manner as set out above which of the alternatives set forth in paragraph 3 above, any such owner accepts, then such owner shall be deemed to have elected to receive the highest cash bonus and lowest royalty for which said interest qualifies. An interest qualifies for a particular royalty in question when the sum of the owner's net revenue interest, together with all overriding royalties and other burdens on such interest, and the royalty in question, do not exceed 1.00. In the event any owner elects to do other than participate in said well by paying his pro rata share of the costs thereof, or fails to make any election provided above, or, having elected to participate, fails to timely furnish payment of costs or security therefor, such owner shall be deemed to have relinquished unto Applicants all of such owner's right, title, interest or claim in and to the drilling and spacing unit, except for any normal 1/8 royalty interest, defined above, or other share in production to which such owner may be entitled by reason of an election hereunder. The initial or deemed election made by any owner not to participate shall be binding as to the owner, their heirs, representatives, agents, successors, assigns or estate for the first and all subsequent wells drilled pursuant to this Order.

5. Only those owners electing to participate in the initial well will be allowed to participate in subsequent wells drilled on the drilling and spacing unit covered hereby. Owners electing or deemed to have elected any option other than participation in the initial well shall receive no additional cash consideration for subsequent wells, but shall receive the royalty (and excess royalty, if applicable) provided therein for subsequent wells. In the event Applicants propose the drilling of a subsequent well, it shall notify those owners who participated in the prior well of its intent to drill a subsequent well. Such notice shall be sent by certified mail, return receipt requested, and shall be accompanied by an AFE which sets forth the anticipated cost of the well and the well location. Each owner who participated in the prior well shall have 20 days from the receipt of said notice to elect, to the Applicants, in writing, whether said owner elects to participate in said subsequent well, or, if not, which of the alternatives set forth in paragraph 3 above such owner elects. Owners electing to participate must pay to Applicants their proportionate share of said costs, or furnish security satisfactory to Applicants therefor, within 25 days from the receipt of said notice. Those owners failing to elect to the Applicants within the period provided, or those owners electing to participate but failing to pay or secure costs within the period provided, shall be deemed to have

elected not to participate in the subsequent wells. Said owner's right to participate in the proposed well and all future wells shall be transferred to the operator and said owner shall receive the greatest bonus and lowest royalty for which such interest qualifies herein. An interest qualifies for a particular royalty in question when the sum of the owner's net revenue interest, together with all overriding royalties and other burdens on such interest, and the royalty in question, do not exceed 1.00. Any time an owner elects or is deemed to have elected not to participate in a subsequent well, then that owner shall not be allowed to participate in future wells drilled on the drilling and spacing unit covered hereby and shall be deemed to have forfeited all rights in such future wells, except the right to receive royalty (if any) to which that owner may be entitled. The Commission shall retain jurisdiction to determine the reasonableness of actual drilling and completion costs of subsequent wells. In the event operations for the proposed well are not commenced within 180 days after the date of the notice, then the proposal shall terminate and new notice must be resubmitted.

For purposes of this paragraph 5, any owner who participates in the risk and expense of a well drilled under this Order shall notify the Applicants of any assignment or transfer of its interest in the drilling and spacing unit. The Applicants shall then be obligated to mail the written proposal described above to that assignee, or transferee.

The term subsequent well for purposes of this paragraph shall not be deemed to include any sidetracking or other operation with respect to the initial or any subsequent well, and shall not be deemed to be any well that is drilled as a replacement or substitute well for the initial or any subsequent well covered hereby, by virtue of any mechanical or other problems arising directly in connection with the drilling, completing, equipping or producing of any such well, and no party subject to this Order shall have the right to make any subsequent elections as to any such sidetracking, replacement well, or substitute well.

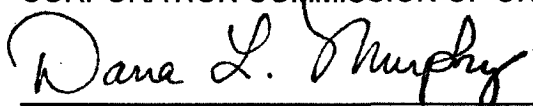
6. The Applicants, in addition to any other rights provided herein, shall have a lien, as set out in 52 O.S. § 87.1(e), on the interest of any owner, subject to this Order, who has elected to participate in the well covered hereby by paying such owner's proportionate part of the costs thereof; provided, however, that in the event an owner elects to participate in said well by paying his proportionate part of the costs thereof and fails or refuses to pay or to secure the payment of such owner's proportionate part of the completed for production cost as set out in paragraph 2a above, or fails or refuses pay or make an arrangement with the Applicants for the payment thereof, all within the periods of time as prescribed in this Order, then such owner shall be deemed to have elected to receive the highest cash bonus for which such interest qualifies and such owner shall be deemed to have relinquished unto Applicants all of such owner's right, title, interest or claim in and to the drilling and spacing unit, except for any normal 1/8 royalty interest, defined above, or other share in production to which such owner may be entitled by reason of an election hereunder. Thereupon, the payment of such cash bonus shall be made by the Applicants within 35 days after the last day on which such defaulting owner, under this Order, should have paid his proportionate part of such costs or should have made satisfactory arrangements for the payments thereof.

7. Chesapeake Exploration, L.L.C., acting by and through its agent, Chesapeake Operating, Inc., P.O. Box 18496, Oklahoma City, Oklahoma 73154, is designated Operator of the drilling and spacing units and separate common sources of supply covered hereby. **All elections must be communicated to said Operator in writing at the address above as required in this order marked to the attention of Michael Pickens.**

8. The operator must commence operations for the drilling or other operations with respect to the initial well covered hereby within 365 days from the date of this Order and diligently prosecute the same to completion in a reasonably prudent manner, or this Order shall be of no force and effect, except as to the payment of bonus.

9. The Applicants or their attorney shall file with the Secretary of the Commission, within 10 days from the date of this Order, an affidavit stating that a copy of said Order was mailed within 3 days from the date this Order to all parties pooled by this Order, whose addresses are known.

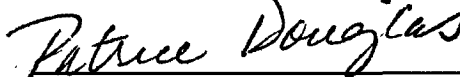
CORPORATION COMMISSION OF OKLAHOMA



DANA L. MURPHY, Chair



BOB ANTHONY, Vice Chairman



PATRICE DOUGLAS, Commissioner

DONE AND PERFORMED THIS 25 day of April 2012.

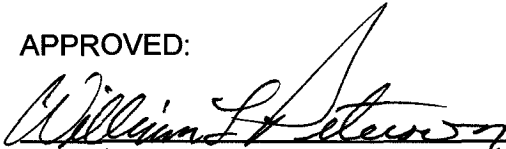
BY ORDER OF THE COMMISSION


PEGGY MITCHELL, Commission Secretary

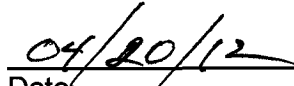
REPORT OF THE ADMINISTRATIVE LAW JUDGE

The foregoing findings and order are the report and recommendations of the Administrative Law Judge.

APPROVED:



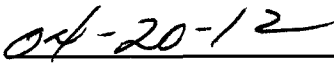
Administrative Law Judge



Date

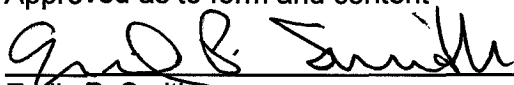


Reviewer



Date

Approved as to form and content



Emily P. Smith

EXHIBIT "A"

Respondents dismissed from application:

- | | | | |
|-----|---|------|---|
| 3. | Aileen J. Watts
40 Regent Lane
Chico, CA 95973 | 51. | Ellen R. Galloway
9611 Bedford Ave
Omaha, NE 68134 |
| 6. | Amy Viola Higdon
P. O. Box 887
Ringling, OK 73456 | 60. | First State Bank, Canute, OK
3030 NW Expressway, Ste. 130
Oklahoma City, OK 73112 |
| 8. | Anthony (Tony) Martin
c/o Route 4, Box 6640
Elk City, OK 73644 | 63. | Flora Atchley aka Flora Delores Atchley
5346 NW Cherry Avenue
Lawton, OK 73505 |
| 19. | Brenita Lynn Henry a/k/a Brenita Henry
602 N. Locust Ave.
Elk City, OK 73644 | 67. | G. M. Thorn
3108 E. Neal Ave
Kingman, AZ 86409 |
| 29. | Cleda Dowdell and L.T. Dowdell
Address Unknown | 72. | Geraldine Wright
1904 Alta Vista
Alice, TX 78332 |
| 36. | Dara J. Taylor
6466 Ponderosa Way
Magalia, CA 95954 | 79. | Henrietta A. Janning
c/o 10580 N. 2100 Road
Canute, OK 73626 |
| 37. | Darryl Craig Van Alstine
6164 Tennessee Ave.
St. Louis, MO 63111-2323 | 97. | Jason Graham and Stacy Graham
303 N. Booth Ave.
Elk City, OK 73644 |
| 38. | Darryl Lynn Wilson
1227 Cottonwood Boulevard
Billings, MT 59105 | 100. | Jimmy Spieker and Carol Spieker
P. O. Box 2273
Elk City, OK 73648 |
| 41. | Dean Stout
615 N. Booth Ave
Elk City, OK 73644 | 101. | Jody R. Malson
12525 23rd Street SW
Belfield, ND 58622 |
| 42. | Debra J. Smoot a/k/a Debbie June
Smoot and Jeffery W. Smoot
P. O. Box 163
Elk City, OK 73648 | 102. | Jody R. Malson
221 Redbud Street
Rhome, TX 76078 |
| 44. | Dennis Harvey Dixon and Christina
Lynne Dixon
22147 N. Frontage Rd.
Clinton, OK 73601 | 103. | Jody R. Malson
P.O. Box 31
Belfield, ND 58622 |
| 50. | Ellen Beth Herring Trust
c/o 1500 Easy St.
Elk City, OK 73644 | 104. | Jody R. Malson
117 Troxell Boulevard
Rhome, TX 76078 |

Chesapeake Operating, Inc. and
Chesapeake Exploration, L.L.C.
Pooling Order
Cause CD No. 201106994

- | | | | |
|------|--|------|---|
| 105. | Jody R. Malson
602 N. Booth Avenue
Elk City, OK 73644 | 136. | Lois Faye Fish
P. O. Box 1394
Elk City, OK 73648 |
| 111. | Kathy Bell
P. O. Box 1544
Elk City, OK 73648 | 137. | Lonnie Myers, AIF for Lindon Lowder
703 E. 7th
Elk City, OK 73644 |
| 112. | Keely Irene Higdon
13998 NE North Drive
Fletcher, OK 73541 | 139. | Louis L. McGuire and Lorraine McGuire
2212 Ventura Ave
Odessa, TX 79763 |
| 113. | Keely Irene Higdon
P. O. Box 740
Fletcher, OK 73541 | 144. | Martin Edward Wilson
21 Walnut Park
Chico, CA 95928 |
| 118. | Kyle Boyd Van Alstine
Address Unknown | 157. | Nellie Vaughn
407 Brantley Street, APT F3
Opp, AL 36467 |
| 119. | L. Doug Stevens, Sr. a/k/a L. Doug
Stevens and Janet M. Stevens
147 Carter Rd.
Elk City, OK 73644 | 168. | Raymond P. Anderson
1207 N. 10th St.
Ballinger, TX 76821 |
| 121. | Larry G. Fanshier
124 Arline
Borger, TX 79007 | 169. | Rex J. Watts
40 Regent Lane
Chico, CA 95973 |
| 122. | Larry M. Whitely and Karen S. Whitely
510 N Booth
Elk City, OK 73644 | 171. | Robert Brown and Michelle Brown
1606 West A Ave.
Elk City, OK 73644 |
| 123. | Larus Investments, LLC
307 Mary Dr.
Elk City, OK 73644 | 174. | Rodney Ladd Hutton
5180 S. Plainview
Ardmore, OK 73401 |
| 127. | Leon Batson
1613 Tulane Dr
Richardson, TX 75081 | 177. | Rosa Jaquez
508 N. Locust
Elk City, OK 73644 |
| 130. | Lilla Viola Higdon
13998 NE North Drive
Fletcher, OK 73541 | 179. | Rossie M. Trout
116 4th Ave.
Reydon, OK 73660 |
| 133. | Linda K. Smith
P. O. Box 568
Elk City, OK 73644 | 181. | Roy Gehrig House
13209 Oak Hill Dr.
Piedmont, OK 73078 |
| 135. | Linda Sue Gallagher, f/k/a Linda Brinkley
Gallagher
721 N. Wolfley St.
Elk City, OK 73644 | | |

Chesapeake Operating, Inc. and
Chesapeake Exploration, L.L.C.
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182. Ruby L. Anderson and Phillip S. Anderson
1636 N. Fairfield
Amarillo, TX 79107
183. Russell James Van Alstine
14102 Twilight Manor Ct.
Houston, TX 77044-5360
185. Samuel Hunter McClain
1347 South Florence PL
Tulsa, OK 74104
188. Scott House
83 Asphodel
Memphis, TN 38103
189. Season Carnes
P. O. Box 1751
Elk City, OK 73648
191. Sharon Baker and Danny Baker
P. O. Box 1638
Elk City, OK 73648
193. Stan Scarth
P. O. Box 9401
Amarillo, TX 79105
198. TC&T Rentals, Ltd.
2416 W. 42nd St.
Odessa, TX 79764
200. Tenna M. Swint
26338 Highway 82
Park Hill, OK 74451
208. The Eula Farmer Living Trust, under
trust agreement dated November 8,
2004
c/o 513 Maple # 5
Weatherford, OK 73096
215. The Lila I. Farmer Trust under
Agreement dated April 14, 2011
c/o 3421 Venice Blvd.
Oklahoma City, OK 73112
218. The Nola Marguerit Hunt Trust dated
March 28, 2000
c/o 1221 W. Broadway
Elk City, OK 73644
219. The Paula J. Davis Trust, an express
trust
c/o 10637 N.2070 Rd.
Canute, OK 73626
223. The Timothy L. Sinor Revocable Trust,
dated March 16, 2007
184 West Meacham Road
Clinton, OK 73601
234. Thomas Chester (T. C.) Davis, Jr.,
205 Grissom
Elk City, OK 73644
236. Timothy Eugene Davis and Bonnie
Gayle Davis
1102 Colorado Ave.
Elk City, OK 73644
238. Tony Chris Bruner and Alice Yvonne
Bruner
11200 S Air Port Rd
Union City, OK 73090
242. Trust A of the Scarth Family Trust of
August 6, 1991, as amended
c/o 7404 Lynnlee Place
Amarillo, TX 79121
250. Wayne Martin
114 Orchard
Wintersville, OH 43953
254. William Rex Davis
Address Unknown
257. Wilma Lee Harrison
c/o Carla L. Harrison
612 W. 6th St
Elk City, OK 73644
260. Wm. Trigg Music, Jr
1821 N. Randall
Elk City, OK 73644
- Respondents with known addresses:**
7. Ann Clark
c/o 3501 Austrian Pine Pl
Yukon, OK 73099

Chesapeake Operating, Inc. and
Chesapeake Exploration, L.L.C.
Pooling Order
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- | | | | |
|-----|---|-----|---|
| 9. | Arwin Investments
P. O. Box 666
Elk City, OK 73648 | 32. | Cordillera Energy Partners III, LLC
8450 E. Crescent Parkway, Suite 400
Greenwood Village, CO 80111 |
| 10. | Baker Petroleum and Investments, Inc.
16916 Claybridge Circle
Edmond, OK 73012 | 33. | Cory Spieker and Christie Spieker
200 N. Otis
Elk City, OK 73644 |
| 11. | Barbara Salazar
605 N. Booth Ave
Elk City, OK 73644 | 39. | David Lee Loyd, Sr. and Lori Ann Loyd
720 N. Wolfley St.
Elk City, OK 73644 |
| 14. | Billy J. Allen
c/o 7519 Village Green Dr.
Winder Park, FL 32792 | 40. | David R. Watts
3303 F.M. 1960, Suite 145
Houston, TX 77068 |
| 15. | Billy James McFarlin
c/o 213 Grove Avenue
Elk City, OK 73644 | 43. | Delbert R. Grace
4467 Panda Rd.
Diamond, MO 64840 |
| 16. | Bob Hargues
c/o Mary Ann Hargues
402 N. Booth
Elk City, OK 73644 | 45. | Don Stout
614 N. Booth
Elk City, OK 73644 |
| 17. | Bob Holmes
19151 N. Hwy 80
Hulbert, OK 74441 | 46. | Donnie Dale McClain and Terry Guy
Shipley, Trustee
c/o 8704 South Delaware Place
Tulsa, OK 74137 |
| 18. | Bradley Leon Stuart
13227 N. FM 120
Pottsboro, TX 75076 | 47. | Dorothy Jean Mechek, now Dorothy
Jean Hunsperger
2816 W 2nd
Elk City, OK 73644 |
| 23. | Chairman of the Board of County
Commissioners of Beckham County
P. O. Box 600
Sayre, OK 73662 | 49. | Echo Energy Group, LLC
12316-A N May Ave., Suite 314
Oklahoma City, OK 73120 |
| 24. | Charles Michael Webb
6505 Vintner Trail
Joshua, TX 76058 | 53. | Ernest H. Richardson a/k/a Ernie
Richardson
c/o P. O. Box 193
High Rolls, NM 88325 |
| 28. | Cindy Brimer a/k/a Cindy Yvonne West
12469 N. 1730 Road,
Erick, OK 73645 | 55. | Eulice M. Monroe
c/o 2306 Riverview Dr.
Murfreesboro, TN 37129 |
| 31. | Conseco Finance Servicing Corp. f/k/a
Green Tree Financial Servicing
Corporation
7360 South Kyrene Rd
Tempe, AZ 85283 | 56. | Everett Allen
Box 515
Sunray, TX 79086 |

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|-----|--|------|--|
| 57. | Ezra L. Farrar
530 E. 3rd
Elk City, OK 73644 | 89. | J.M. Simmons, Jr. Revocable Living
Trust
c/o 125 West Ridge Road
Norman , OK 73069 |
| 61. | First State Bank, Canute, OK
P.O. Box 430
Canute, OK 73626 | 93. | Jack Snoddy
6700 Stinchcomb Drive
Oklahoma City, OK 73132 |
| 62. | Fleshman Agency, Inc.
P. O. Box 720795
Oklahoma City, OK 73172 | 94. | Jacque Lynne Fleshman 2007
Revocable Trust dated September 17,
2007
c/o P. O. Box 720795
Oklahoma City, OK 73172 |
| 64. | Fonnie Keas and Louise Keas
c/o 14650 Meacham Rd.
Bakersfield, CA 93314 | 96. | James Russell Martin
11445 JN. 1980 Road
Elk City, OK 73644 |
| 65. | Frances M. Knight
1912 S Globe Ave
Portales, NM 88130 | 98. | Jim Burks
2205 37th Terrace
Williston, ND 58801 |
| 68. | Gala Diane Crieder
c/o 5860 S. 249 th Lane
Buckeye, AZ 85326 | 106. | Joe Allen Miraglio, Sr. and W. Ann
Miraglio
530 E. 3RD
Elk City, OK 73644 |
| 70. | Gary Lee Martin
P.O. Box 1401
Elk City, OK 73648 | 108. | Joseph R. Flies, Jr. and Matilda P. Flies
c/o Philip Flies
1977 Pulaski Dr.
Beaufort, SC 29906 |
| 71. | George Ferrell Anderson
7 Broken Bow Circle
Odessa, TX 79763 | 110. | Justin Pike and Lisa Pike
1515 E. 3rd
Elk City, OK 73644 |
| 74. | Grizzly Production Company, LLC
505 West Main
Yukon, OK 73099 | 115. | Kenneth A. Brinkley
710 N. Locust
Elk City, OK 73644 |
| 75. | H. B. Mayfield and Ruby Mayfield
c/o 19375 E. 1100 Road
Elk City, OK 73644 | 116. | Kenneth A. Brinkley
1204 W B Ave
Elk City, OK 73644 |
| 78. | Hazel S. Sowders
c/o P. O. Box 720795
Oklahoma City, OK 73172 | 120. | LaDonna Sue Marshall
6700 Green Meadow Ln
Oklahoma City, OK 73132-3955 |
| 80. | Highland Oil & Gas, L.L.C.
1323 E. 71st Street, Suite 400
Tulsa, OK 74136 | 125. | Lee V. Reyburn, Jr.
1266 Cyndie Ln
Santa Maria, CA 93455 |
| 82. | Huston Energy Corporation
P. O. Box 5318
Enid, OK 73702 | | |

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126. Lee V. Reyburn, Sr.
3493 Bonita Vista Dr.
Santa Rosa, CA 95404
131. Lillie Mae Williams
c/o 5815 Langley Dr
Jacksonville, AR 72076-3965
134. Linda Sinor, as an individual and as
personal representative for Timothy L.
Sinor
184 West Meacham Road
Clinton, OK 73601
141. M. H. Magness
715 N. Main Street
Ferris, TX 75125
145. Marvin Earl Reyburn
3493 Bonita Vista Dr.
Santa Rosa, CA 95404
146. Mel Gene Brinkley
719 N. Booth Avenue
Elk City, OK 73644
148. Michael Grellner
P. O. Box 125
Okarche, OK 73762
151. Mike's Grain Cleaning LLC
10306 N. 1993 Rd.
Hammon, OK 73650
152. Minnie Bowen
120 NE Dunlop St.
Lawton, OK 73507
154. Monty Gale Brinkley
P. O. Box 163
Canute, OK 73626
159. Nelma Jo Wolford
500 N. Tully Rd., Space 37
Turlock, CA 95380
160. Oklahoma Capitol Improvement
Authority
P. O. Box 53488
Oklahoma City, OK 73152
161. Oral Don Stout and Bridget Jane Stout
614 N. Booth
Elk City, OK 73644
162. Phil Hills and Debra Hills
Route 1, Box 82
Seiling, OK 73663
163. Philip Flies
1977 Pulaski Dr.
Beaufort, SC 29906
164. Phillip B. Mayfield
4222 Lockfield St. Apt 810
Houston, TX 77092
166. Ranny Eldon Brinkley
416 N Adams
Elk City, OK 73644
170. Rita Merle Watts
40 Regent Lane
Chico, CA 95973
172. Robert Don Fleshman 2007 Revocable
Trust dated September 17, 2007
c/o P. O. Box 720795
Oklahoma City, OK 73172
173. Robert Henry McLemore
10804 N 2000 Rd
Elk City, OK 73644
175. Ron D. Menacher and Debbie S.
Menacher
622 E. 2nd St.
Elk City, OK 73644
178. Rose R. Watson
3352 US 70
Mead, OK 73449
184. Samson Resources Company
2 West 2nd Street
Tulsa, OK 74103-3103
186. Scarth Trust B
c/o P. O. Box 1488
Amarillo, TX 79105

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187. Scarth-Green, LLC
P.O. Box 1488
Amarillo, TX 79105
190. SFJV 2005, LLC
2780 Lake Vista Drive
Lewisville, TX 75067
192. Sheryl Lynn Doshier
16109 Amber Road
Newalla, OK 74857
196. Sydney Pepper
c/o Rt 4 Box 6500
Elk City, OK 73644
197. Tarrell Lee McCalip
202 N. Otis
Elk City, OK 73644
201. Terry Steven McLemore
c/o 315 Peggy Dr.
Elk City, OK 73644
202. The Alva Jay Davis Revocable Trust,
dated November 5, 2004
c/o Rt. 1 Box 66
Sweetwater, OK 73666
203. The Carolyn S. Comer Revocable Trust
1202 S. Boone
Elk City, OK 73644
204. The Church of God of Prophecy, at Elk
City, OK
c/o 609 E Second Street
Elk City, OK 73644
205. The City of Elk City, a Municipal
Corporation
120 S. Jefferson
Elk City, OK 73644
206. The City of Elk City, Oklahoma, a
Municipal Corporation
320 W. 3rd St.
Elk City, OK 73644
207. The City of Elk City, Oklahoma, a
Municipal Corporation
120 S. Jefferson
Elk City, OK 73644
209. The First State Bank
2600 S. Douglas Blvd.
Midwest City, OK 73130
210. The Georgia K. Rumpfelt Simmons,
Revocable Living Trust dated January
28, 1997
c/o 125 West Ridge Road
Norman, OK 73069
211. The Harrington Family Trust, Dated
December 10, 2008
c/o 416 N. Otis Ave.
Elk City, OK 73644
212. The Heirs, Assigns and Successors in
Interest of O. R. Dowdell
c/o P. O. Box 1030
Clifton, CO 81520-1030
213. The Jason Daniel McClain Trust
c/o 3416 Westway Court
Plano, TX 75093
214. The Leslie Deanne McClain Trust
c/o 1515 Cloverleaf Dr.
Austin, TX 78723
216. The Maedelle M. Wilson Trust, an
express trust
c/o P. O. Box 849
Elk City, OK 73648
221. The Samuel Hunter McClain Trust
c/o 1347 South Florence Place
Tulsa, OK 74104
222. The State of Oklahoma, Department of
Transportation
200 N.E. 21st Street
Oklahoma City, OK 73105
227. The Unknown Heirs, Assigns and
Successors of James L. Reyburn
c/o 1266 Cyndie Ln
Santa Maria, CA 93455
229. The Unknown Heirs, Successors and
Assigns of C. O. Murphree
c/o 10028 Henderson Dr.
Oklahoma City, OK 73139

232. The Unknown Heirs, Successors and
Assigns of Maude Leora Payne-
Murphree
c/o 10028 Henderson Dr.
Oklahoma City, OK 73139

237. TODCO Properties, Inc.
1818 W. Lindsey, Suite A-102
Norman, OK 73069

239. Tonya R. Bruner
11445 N 1980 RD
Elk City, OK 73644-2348

240. Tornado Royalty, LLC
P. O. Box 14735
Oklahoma City, OK 73113

243. Upland Exploration, Inc.
3303 FM 1960, Suite 145
Houston, TX 77068

244. Veldo H. Brewer Company
P. O. Box 308
Holdenville, OK 74848

246. Victor E. Bouldin
713 S. Main Street
Borger, TX 79007

247. W. T. Barten
c/o 2647 Falmouth Rd.
Maitland, FL 32751

248. W.T. Music and Carolyn Music
c/o 1821 N. Randall
Elk City, OK 73644

249. Wanda L. McLemore
10804 N 2000 Rd
Elk City, OK 73644

251. Wendy Yvonne Fabbri
14650 Meacham Rd
Bakersfield, CA 93314

252. Wichita Falls and Northwestern Railway
Company now Wichita, Jackson and
Tillman Railroad Company
700 Jefferson
Wichita Falls, TX 76304

253. William D. Watts
1203 Royal Adelaide
College Station, TX 77845

259. Wm. Trigg Music
c/o Wm. Trigg Music, Jr.
1821 N. Randall
Elk City, OK 73644

Respondents with unknown addresses

1. Addie Akins
Unknown Address

2. Addie May Walker
Unknown Address

4. Alda B. McCown
Unknown Address

5. The Alden V. Wilson Trust
Unknown Address

12. Bart Harrison
Unknown Address

13. Barton Payne
Unknown Address

20. C.H. Phillips
Unknown Address

21. Calvin Allen
Address Unknown

22. Cary Plemmons
Unknown Address

25. Charlie L. Webb
Unknown Address

26. Cheyenne Holdings, LLC
Address Unknown

27. Chickasha Cotton Oil Company
Unknown Address

30. Concepcion Castro
Address Unknown

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|-----|--|------|--|
| 34. | Cynthia L. Plemmons
Unknown Address | 87. | J. N. Miller
Unknown Address |
| 35. | Dan Rudder and Doris Rudder
Unknown Address | 88. | J.H. Platts and Opal F. Platts
Unknown Address |
| 48. | Earnest Castro
Address Unknown | 90. | J.R. (Bobbie) Plemmons
Unknown Address |
| 52. | Emma Smallwood, aka Emma McKean
Address Unknown | 91. | J.R. Morgan and Lillie Maude Morgan
Unknown Address |
| 54. | Ethel Early
Unknown Address | 92. | J.W. Plemmons
Unknown Address |
| 58. | F.W. Bodurtha
Unkown Address | 95. | James L. Reyburn
Unknown Address |
| 59. | Faye Hudson
Unknown Address | 99. | Jimmie Florence Morrison Dyer, formerly
Jimmie Florence Morrison
Unknown Address |
| 66. | Frank J. Ford
Unknown Address | 107. | John D. Vaughn
Unknown Address |
| 69. | Garland Pierce
Unknown Address | 109. | Joy E. Cross
Address Unknown |
| 73. | Grace Igo
Address Unknown | 114. | Keith Allen
Address Unknown |
| 76. | Harold Brinkley
Address Unknown | 117. | Kenneth Allen
Unknown Address |
| 77. | Harry Delbert Dove
Unknown Address | 124. | Lee Masters
Unknown Address |
| 81. | Hilra J. Cook and Lee Otta Cook
Address Unknown | 128. | Leonard Allen
Unknown Address |
| 83. | Ila Plemmons
Unknown Address | 129. | Lewis Crawford
Unknown Address |
| 84. | Imogene Rogers
Unknown Address | 132. | Lillie Rose
Unknown Address |
| 85. | Iva Mae Martin
Unknown Address | 138. | Lorene A. Black
Unknown Address |
| 86. | J. E. Vaughn
Unknown Address | | |

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|------|---|------|---|
| 140. | Lydia J. Eggleston
Unknown Address | 217. | The McKenzie Family Living Trust
Address Unknown |
| 142. | Maranda Roach
Unknown Address | 220. | The Samuel and Ruby Murphy Living
Trust, dated 9/16/1994
Address Unknown |
| 143. | Margie Garner
Unknown Address | 224. | The Unknown Heir, Assigns and
Successors of Josie Burks
Unknown Address |
| 147. | Melvin L. Grace
Unknown Address | 225. | The Unknown Heirs of
Opal T. House, deceased
Unknown Address |
| 149. | Mike Phenix
Unknown Address | 226. | The Unknown Heirs, Assigns and
Successors in Interest of Macie Kathryn
Wingo
Unknown Address |
| 150. | Mike's Grain Cleaning LLC
Unknown Address | 228. | The Unknown Heirs, Assigns and
Successors of William Thurmond
Farmer
Address Unknown |
| 153. | Monroe Brinkley
Unknown Address | 230. | The Unknown Heirs, Successors and
Assigns of Laverne S. Webb, deceased
Address Unknown |
| 155. | Mrs. F. B. Johnson
Unknown Address | 231. | The Unknown Heirs, Successors and
Assigns of Margaret L. Rylant, deceased
Address Unknown |
| 156. | Myrtle Vaughn a/k/a Myrtle Vaughn
Lewis
Unknown Address | 233. | Thelma Jones
Address Unknown |
| 158. | Nellie Vaughn
Unknown Address | 235. | Thomas H. Lewis and Neva Jean Lewis
Address Unknown |
| 165. | R. M. Calvert and Roxie May Calvert
Unknown Address | 241. | Trena Beth Lucas
Unknown Address |
| 167. | Ray T. Francis and Lillie M. Francis
Address Unknown | 245. | Vernon Glen Payne
Unknown Address |
| 176. | Ronald Patrick Webb
Address Unknown | 255. | William Weas
Unknown Address |
| 180. | Roy C. Reyburn
Address Unknown | 256. | Willie Plemmons
Unknown Address |
| 195. | Stephen Benham and Theresa Benham
Unknown Address | | |
| 199. | Tenna M. Swint
Unknown Address | | |

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258. Wilma Lee Harrison
Unknown Address

Respondent listed for curative purposes:

194. State of Oklahoma – Department of
Transportation
200 NE 23rd
Oklahoma City, OK 73105

Respondents added via waivers of notice:

261. David Sharp
P.O. Box 86
Leedey, OK 73654

262. Marty A. Gore and Amy S. Gore
P.O. Box 6
Seiling, OK 73663