

BEFORE THE CORPORATION COMMISSION OF THE STATE OF OKLAHOMA

APPLICANT: CALYX ENERGY, LLC

RELIEF SOUGHT: POOLING

LEGAL DESCRIPTION: SECTION 29, TOWNSHIP) CAUSE CD NO. 201303038
19 NORTH, RANGE 3 EAST, PAYNE COUNTY,)
OKLAHOMA) ORDER NO. **613518**

ORDER OF THE COMMISSION

1. Hearing Date and Place: This cause came on for hearing before Michael Norris, Administrative Law Judge for the Oklahoma Corporation Commission of the State of Oklahoma, on the 4th day of June, 2013.
2. Appearances: Charles L. Helm, Attorney, appeared for the Applicant, Calyx Energy, LLC.
3. Notice and Jurisdiction: Notice has been given as required and the Commission has jurisdiction of the subject and the persons. With regard to each respondent, if any, whose address is listed as unknown in the Application on file in this Cause, or whose address is listed as known in such Application, but on whom the Applicant was unable to deliver notice because such address is apparently no longer valid, the Administrative Law Judge conducted an adjudicative inquiry into the factual issue of due diligence and determined that the Applicant has made a diligent effort to locate the whereabouts of such respondent using available primary and secondary sources, and service by publication with regard to such respondent has been duly and legally made and the Commission, after examining the records and proof of publication, approves the process.
4. Amendments: At the time of hearing, the Application was amended to dismiss the following respondents: Farmers Union Co-Operative Royalty Company; Jeanette I. Maupin; Roy J. Wallace; Wedel Resources, LLC, an Oklahoma Limited Liability Company; Clifford G. Webster; Diane C. Williams; Eugene D. Mullin; Jessica MacBeth; Marilyn Scofield; Norvell Royalty Co., Inc.; Panhandle Royalty Company; Stillwater National Bank and Trust Company, Trustee of the Smith Family Trust for the Benefit of Curtis R. Keeler; Stillwater National Bank and Trust Company, Trustee of the Smith Family Trust for the Benefit of Gretchen Keeler Ryan; Florence M. Webster; Florence M. Williams; Jerry Douglas Ward; Susie M. Webster; and William C. Webster a/k/a William C. Webster, Sr.
5. Relief Requested: To pool and adjudicate the rights and equities of the owners named in Exhibit "A" attached hereto (including respondents listed primarily as curative) underlying the lands described in the caption hereof, and to designate the Applicant as operator. Applicant requested a "unit" pooling order covering owners' rights in all wells drilled and produced on the described drilling and spacing unit.

6. **Relief Granted:** The requested relief is granted and the rights and equities of all owners named in Exhibit "A" attached hereto are hereby pooled, adjudicated and determined in the lands described in the caption hereof for the following common sources of supply:

<u>Common Source of Supply</u>	<u>Spacing Order No.</u>
Mississippian	612294
Woodford	612294
Misener-Hunton	612294
Sylvan	612294

said owners named in Exhibit "A" attached hereto must make an election within twenty (20) days from the date of this Order. That, 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 Paragraph 6 herein, such owner accepts.

- a. **Participate:** 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 the well or wells covered hereby and by paying, as set out below, to Operator such owner's proportionate part of the estimated completed well cost thereof, or by securing or furnishing security for such payment satisfactory to the Operator, within ten (10) days from the date of a spud notice to be sent not more than thirty (30) days prior to spud, as follows:

Completed as a dry hole	- \$1,173,920.00
Completed for production	- \$2,891,515.00

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 well cost as set forth herein, or fails or refuses to pay or make an arrangement with the Operator 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 accept the option provided in Paragraph 6(b) below; provided, that if an owner's interest has burdens that exceed the total royalty provided in Paragraph 6(b) below, then in that event, such owner shall be deemed to have accepted the option provided in Paragraph 6(c) below; provided, that if an owner's interest has burdens that exceed the total royalty provided in Paragraph 6(c) below, then in that event, such owner shall be deemed to have accepted the option provided in Paragraph 6(d) below; provided, that if an owner's interest has burdens that exceed the total royalty provided in Paragraph 6(d) below, then in that event, such owner shall be deemed to have accepted the option provided in Paragraph 6(e) below. Thereupon the payment of such cash bonus shall be made by Operator within thirty-five (35) days after the last day of which such defaulting owner under this Order, should have paid his proportionate part of such owner's costs or should have made satisfactory arrangements for the payment thereof.

- b. **Cash Consideration: (\$250.00 per acre and a 1/8 total royalty, as more fully described herein)** To accept \$250.00 per acre cash as a fair, reasonable and equitable bonus to be paid unto each owner who elects not to participate in the cost thereof; such cash bonus to be paid by Applicant within thirty-five (35) days from the date of this Order and when so paid shall be satisfaction in full for all rights and interests of such owner in the unit covered hereby, except for any normal 1/8 royalty interest, as defined in 52 O.S., Section 87.1 (e) (1977). To elect this option, a respondent must be capable of delivering at least an 87.5% net revenue interest to the Applicant and/or Operator, at the time elections are due herein.
- c. **Cash Consideration: (\$200.00 per acre and a 3/16 total royalty, as more fully described herein)** To accept \$200.00 per acre cash plus an overriding royalty or excess royalty of 1/16 of 8/8 as a fair, reasonable and equitable bonus to be paid unto each owner who elects not to participate in the cost thereof; such cash bonus to be paid by Applicant within thirty-five (35) days from the date of this Order and when so paid shall be satisfaction in full for all rights and interests of such owner in the unit covered hereby, except for any normal 1/8 royalty interest, as defined in 52 O.S., Section 87.1 (e) (1977); provided, however, in the event any owner's interest is subject to a royalty, overriding royalty, or other burden on production in excess of the normal 1/8 royalty as defined herein, then, such excess royalty, overriding royalty, or other burden shall be charged against the 1/16 of 8/8 overriding or excess royalty as herein set forth, and the same shall be reduced by the amount of any such excess. To elect this option, a respondent must be capable of delivering at least an 81.25% net revenue interest to the Applicant and/or Operator, at the time elections are due herein.
- d. **Cash Consideration: (\$100.00 per acre and a 1/5 total royalty, as more fully described herein)** To accept \$100.00 per acre cash plus an overriding royalty or excess royalty of 7.5% of 8/8 as a fair, reasonable and equitable bonus to be paid unto each owner who elects not to participate in the cost thereof; such cash bonus to be paid by Applicant within thirty-five (35) days from the date of this Order and when so paid shall be satisfaction in full for all rights and interests of such owner in the unit covered hereby, except for any normal 1/8 royalty interest, as defined in 52 O.S., Section 87.1 (e) (1977); provided, however, in the event any owner's interest is subject to a royalty, overriding royalty, or other burden on production in excess of the normal 1/8 royalty as defined herein, then, such excess royalty, overriding royalty, or other burden shall be charged against the 7.5% of 8/8 overriding or excess royalty as herein set forth, and the same shall be reduced by the amount of any such excess. To elect this option, a respondent must be capable of delivering at least an 80% net revenue interest to the Applicant and/or Operator, at the time elections are due herein.
- e. **Consideration in Lieu of Cash: (No cash bonus and a 1/4 total royalty, as more fully described herein)** To accept in lieu of such cash bonus plus an excess royalty, an owner may elect to have delivered unto him, as his just and fair share of the production from such well, in addition to the normal 1/8 royalty interest as defined in 52 O.S. Section 87.1 (e) (1977), his proportionate part of an undivided 1/8 of 8/8 on oil, casinghead gas, natural gas and natural gas condensate, produced from any well drilled under this Order, same to be delivered into the lease tank or into the pipe line to which said well is connected, free and

clear of all costs, expenses, and risks incurred in or in connection with the drilling, testing, completing, equipping, operating and producing of the well covered hereby. Provided, however, in the event any owner's interest is subject to a royalty, overriding royalty or other burden on production in excess of the normal 1/8 royalty as defined, herein, then, such excess royalty, overriding royalty or other burden shall be charged against the 1/8 of 8/8 overriding or excess royalty as herein set forth, and the same shall be reduced by the amount of any such excess.

7. Failure to Elect: 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 6 above, any such owner accepts, then such owner shall be deemed to have accepted the cash bonus plus total royalty as set out in Paragraph 6(b). In the event any such owner's interest is burdened greater than the total royalty provided in Paragraph 6(b), then said owner will be deemed to have elected the option provided in Paragraph 6(c). In the event any such owner's interest is burdened greater than the total royalty provided in Paragraph 6(c), then said owner will be deemed to have elected the option provided in Paragraph 6(d). In the event any such owner's interest is burdened greater than the total royalty provided in Paragraph 6(d), then said owner will be deemed to have elected the option provided in Paragraph 6(e). In the event any owner elected to do other than participate in said well by paying his pro rata share of the costs thereof, or fails to make one of the elections provided above, such owner shall be deemed to have relinquished unto Operator all of such owner's right, title, and interest or claim in and to the unit well or wells, except for any normal 1/8 royalty interest and other share in production to which such owner may be entitled by reason of any election hereunder.

8. Participation in Subsequent Wells: 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 the cash consideration plus royalty provided in Paragraph 6(b), 6(c) or 6(d) above shall receive no additional cash consideration for subsequent wells, but shall receive the royalty provided therein for subsequent wells. Owners electing or deemed to have elected the consideration in lieu of cash provided in Paragraph 6(e) above shall receive the total royalty provided therein for subsequent wells.
 - a. Election on Subsequent Wells: In the event the Operator proposes the drilling of a subsequent well they shall notify those owners who elected to participate in the initial well of their proposal to drill a subsequent well, and said owners will have twenty (20) days from the receipt of said proposal to elect to the Operator whether to participate in said subsequent well or accept the options in lieu of participation provided in Paragraph 6(b), 6(c), 6(d) and 6(e) above. The proposal shall include the proposed costs of the subsequent well and owners electing to participate must pay their proportionate share of said costs to the Operator within twenty-five (25) days from the receipt of the proposal. Owners failing to elect within the period provided or those owners electing to participate but failing to pay within the period provided shall be deemed to have elected not to participate in the subsequent well and shall thereafter receive the consideration provided in Paragraph 6(b) herein for all subsequent wells, unless they have burdens exceeding the total royalty provided in Paragraph 6(b) in which event they will receive the consideration provided in Paragraph 6(c) above, unless they

have burdens exceeding the total royalty provided in Paragraph 6(c) in which event they will receive the consideration provided in Paragraph 6(d) above, unless they have burdens exceeding the total royalty provided in Paragraph 6(d) in which event they will receive the consideration provided in Paragraph 6(e) above, with bonuses to be paid within thirty-five (35) days after the end of the election period. Any time an owner elects or is deemed to have elected not to participate in a subsequent well, then that owner shall be deemed to have relinquished unto Operator all of such owner's right, title, and interest or claim in and to the proposed well, except for any share in production to which such owner may be entitled by reason of any election hereunder and shall not be allowed to participate in future wells drilled on the drilling and spacing unit covered hereby. That the Oklahoma Corporation Commission shall retain jurisdiction over the drilling and completion costs proposed by Applicant for subsequent wells. Operations for any well proposed pursuant to this paragraph must be commenced within 180 days from the date of the proposal, or said proposal is void. In order for a proposal to be valid, all regulatory approval must be obtained, including but not limited to increased density and location exceptions.

A "subsequent well" shall not include or cover any sidetrack operation in the initial unit well or any subsequent well covered hereby when said sidetrack operation is conducted only to straighten the hole or to drill around junk in the hole or to overcome other mechanical difficulties. No parties shall have the right to make any subsequent elections as to any such sidetrack operation described in the preceding sentence. A sidetrack operation, however, for any other reason shall be considered a "subsequent well" and shall fall within the terms set forth herein.

9. Operator: Calyx Energy, LLC
10820 East 45th Street
Suite 208
Tulsa, Oklahoma 74146

an owner of the right to drill in said drilling and spacing unit is designated Operator of the unit well and common sources of supply covered hereby, subject to the provision in Paragraph 10 below, and all elections required in Paragraph 6 hereof shall be communicated to said Operator in writing at the address above as required in this Order. All written elections must be mailed and postmarked within the election period as set forth in Paragraph 6 above. That said Operator has a current plugging bond or financial statement on file with the Corporation Commission.

10. Commencement of Operations: That Operator 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 shall diligently prosecute the same to completion in a reasonable prudent manner, or this Order shall be of no force and effect, except as to the payment of bonuses. That Operator may complete said well or wells in several separate zones being pooled. That all prospective zones may not necessarily be completed during the initial completion, but rather, may be done in a reasonably prudent time and manner.

11. Escrow Account: If any payments 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 ninety (90) days after this Order and shall not be commingled with any funds of the Applicant or Operator. Any royalty payments or other payments due to such person shall be paid into an 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 sole benefit of the person entitled thereto. It shall be the responsibility of the Operator to notify all other holders of this provision and of the Commission Rules regarding unclaimed monies under pooling orders. If any payment of bonus due and owing under this Order cannot be made for any other reason, then such bonus shall be paid into an escrow account and shall not be commingled with any funds of the Applicant or Operator. Any royalty payments or other payments due to such person shall be paid into an escrow account by the holder of such funds.
12. Operator Lien: That Operator, in addition to any other rights provided herein, shall have a lien, as set out in 52 O.S., Section 87.1 (e) (1977), 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.
13. Filing of Affidavit: That the Applicant, or its Attorney, shall file with the Secretary of the Commission, within ten (10) days from the date of this Order, an Affidavit stating that a copy of said Order was mailed within three (3) days from the date of this Order, to all parties pooled by this Order, whose addresses are known.
14. Special Finding: That Applicant exercised due diligence to locate each of the respondents subject to the Application in this Cause and that a bona fide effort was made to reach an agreement with each respondent. That the Applicant has not agreed with all such respondents in such drilling and spacing unit to pool their interest and to develop the drilling and spacing unit and common sources of supply as a unit; that the Applicant has proposed the drilling of a well on said unit and to develop said common sources of supply. That the Operator, hereinabove named, is the owner of the right to drill on said drilling and spacing unit and to develop and produce said common sources of supply. The initial well is intended as a horizontal Mississippian well. Applicant's evidence shows the Mississippian in the area is not as thick as it may be in other areas and the potential exists to drill out of zone in the Woodford, Misener-Hunton and Sylvan, which as a unit, are all very thin zones. Additionally, fracture stimulation in the Mississippian can effect the Woodford, Misener-Hunton and Sylvan, which are below the Mississippian.

15. Conclusion: The relief requested is necessary to prevent or to assist in preventing the various types of waste of oil or gas prohibited by statute, or any of said wastes, and to protect or assist in protecting the correlative rights of interested parties. Such requested relief, as set forth above, should be granted, and IT IS SO ORDERED.

DONE AND PERFORMED this 8th day of July, 2013.

CORPORATION COMMISSION OF OKLAHOMA

Patrice Douglas

PATRICE DOUGLAS, Chairman

Bob Anthony

BOB ANTHONY, Vice Chairman

Dana L. Murphy

DANA L. MURPHY, Commissioner

ATTEST:

Peggy Mitchell
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.

Michael D. Norris
MICHAEL NORRIS, Administrative Law Judge

7-2-13

Date

Susan R. Osburn
Reviewer

6-7-02-13

Date

Approved as to form and content: [Signature]

EXHIBIT "A"

APPLICANT: CALYX ENERGY, LLC
CAUSE CD NO.: 201303038

RESPONDENTS WITH KNOWN ADDRESSES

1. (SEE BELOW)
2. DAVID A. ROBERSON, II
P. O. BOX 8
ADA, OK 74821
3. DEVON ENERGY CORPORATION D/B/A DEVON
PRODUCTION COMPANY, LP
333 W. SHERIDAN
OKLAHOMA CITY, OK 73102
4. (DISMISSED)
5. JAMES W. STRIEGEL
4454 SPRUCE ST.
KEIFER, OK 74041
6. (DISMISSED)
7. JEFFERY D. SPITLER AND MELODY J. SPITLER
4015 E. 19TH
STILLWATER, OK 74074
8. (SEE BELOW)
9. JULIE A. WARD
5408 APACHE CREEK COVE
AUSTIN, TX 78735
10. JUNE S. DOUGHTY
914 CAROL ST.
JEFFERSON CITY, MO 65101
11. KENNETH L. SNEAD AND SHEILA THOMAS,
CO-TRUSTEES OF THE DONNA M. SNEAD TRUST
DATED APRIL 17, 2009
4419 E. 19TH AVE.
STILLWATER, OK 74074
12. LEAH DELL WARD CHAPUT AND BERNARD R.
CHAPUT
31309 41ST PLACE SW
FEDERAL WAY, WA 98023
13. MIKE E. FLOWERS AND DEBBIE A. FLOWERS
P. O. BOX 1422
ADA, OK 74821
14. PECOS V. BRIDENSTINE AND DIANE R.
BRIDENSTINE
1302 W. 92ND STREET
PERKINS, OK 74059
15. PURE ROYALTY CORPORATION
C/O DON L. LADEN
1710 S. TRENTON
TULSA, OK 74120
16. (DISMISSED)
17. SOONER TREND LEASING, LLC
C/O MCNAMARA, INBODY & PARRISH, PLLC
BOULDER TOWERS, STE. 1210
1437 SOUTH BOULDER AVE.
TULSA, OK 74119
18. SUNSET CONSULTING, INC.
4813 CORBETT DR.
NORMAN, OK 73072
19. (SEE BELOW)
20. TIPTOP ENERGY PRODUCTION US, LLC,
A DELAWARE LIMITED LIABILITY COMPANY
P. O. BOX 2406
OKLAHOMA CITY, OK 73101
21. TRUEVINE OPERATING, LLC
P. O. BOX 1422
ADA, OK 74821
22. VELMA JEAN WARD PROHASKA
P. O. BOX 1856
BOISE, ID 83707

EXHIBIT "A"
(Continued)

APPLICANT: CALYX ENERGY, LLC
CAUSE CD NO.: 201303038
PAGE TWO

RESPONDENTS WITH KNOWN ADDRESSES

- | | |
|---|---|
| 23. (DISMISSED) | 35. (DISMISSED) |
| 24. *AIMEE LLOYD A/K/A AIMEE LOYD
3809 S. CONGRESS #465
AUSTIN, TX 78704 | 36. (DISMISSED) |
| 25. (DISMISSED) | 37. *PAUL RANDOLPH
13 MINER COURT
CASCADE, ID 83611 |
| 26. (SEE BELOW) | 38. *RALPH E. YOST
17405 W. 92ND
COYLE, OK 73027 |
| 27. (DISMISSED) | 39. *RANDY J. WEDEL A/K/A RANDALL J. WEDEL
AND MARY A. WEDEL A/K/A MARY ANN WEDEL
4101 S. FAIRGROUNDS RD.
STILLWATER, OK 74074 |
| 28. *DUKE MINERALS, LLC
C/O MCNAMARA, INBODY & PARRISH, PLLC
BOULDER TOWERS, STE 1210
1437 SOUTH BOULDER AVE.
TULSA, OK 74119 | 40. *SAM B. ROSE
P. O. BOX 721691
NORMAN, OK 73070 |
| 29. *ERNEST CULLEN PACE
P. O. BOX 313
RIPLEY, OK 74062 | 41. *STANLEY M. WARD
8001 E. ETOWAH RD.
NOBLE, OK 73068 |
| 30. (DISMISSED) | 42. (DISMISSED) |
| 31. *IRMGARD R. LINSENMEYER AND MARY A.
WEDEL, POA FOR IRMGARD LINSENMEYER
4101 S. FAIRGROUNDS RD.
STILLWATER, OK 74074 | 43. (DISMISSED) |
| 32. (DISMISSED) | 44. *TOM P. CLEVELAND AND LORITTA L.
CLEVELAND, TRUSTEES OF THE CLEVELAND
LIVING TRUST DATED 5/9/2012
16713 AUTUMNWOOD DR.
EDMOND, OK 73012 |
| 33. (DISMISSED) | |
| 34. *MARY J. GAUGER
501 SW CREEK RIDGE DR.
GRAIN VALLEY, MO 64029 | |

EXHIBIT "A"
(Continued)

APPLICANT: CALYX ENERGY, LLC
CAUSE CD NO.: 201303038
PAGE THREE

RESPONDENTS WITH UNKNOWN ADDRESSES

45. ANNA MARIE CLELAND
46. *BARBARA MCKINLEY COLLUM
47. *CAMP A. JONES AND LAURA JONES
48. CLELA YOST
49. *DIANA WARD LERAY
50. EARL WAYNE STANDLEY AND THOMAS GLENN STANDLEY A/K/A THOMAS GLEN STANDLEY
51. *EUDORA MCKINLEY
52. EUGENE G. WARD A/K/A EUGENE GLEN WARD
53. (DISMISSED)
54. (DISMISSED)
55. *FRED K. BOOTH
56. HAZEL WARD ADCOCK, TRUSTEE UNDER THE HAZEL WARD ADCOCK REVOCABLE TRUST DATED 1/21/00
57. *J. H. LLOYD AND FERN B. LLOYD, TRUSTEES OF THE J. H. LLOYD AND FERN B. LLOYD TRUST DATED 4/29/1992
58. (DISMISSED)
59. *JOSEPH G. MCKINLEY
60. *JOY MARDELL GREEN
61. KATHLEEN LOUISE BULLOCK
62. *LENA GREEN
63. *MARCELLA D. WEBSTER
64. *MARY LUCAS
65. *MICHAEL MCKINLEY
66. *PEARL BACUS WARD
67. PEARL MAY PACE
68. *PHILIP D. WARD
69. *RALPH D. WEBSTER
70. *RICHARD F. WARD
71. *ROCKWELL JOHNSON
72. *SHIRLEY MCKINLEY, NOW STRIEGEL A/K/A SHIRLEY IRENE MCKINLEY-STRIEGEL
73. *STEPHANIE WARD
74. (DISMISSED)
75. *TIMOTHY MCKINLEY
76. UPTON D. WARD
77. *VIRGIL MCKINLEY
78. *VIRGINIA MCKINLEY RANDOLPH
79. (DISMISSED)
80. *WILLIAM C. WEBSTER, JR.
81. *WILLIAM MCKINLEY

1. ARLETHA MILLER
(LAST KNOWN ADDRESS)
C/O CARLENE MATTSON
5627 MILLRUN AVE.
GARDEN CITY, ID 83714

19. THOMAS HALBROOK WARD
(LAST KNOWN ADDRESS)
1236 S. FULTON
TULSA, OK 74112

8. JOSE MEDRANO AND CHARMANE MEDRANO
(LAST KNOWN ADDRESS)
4307 E. 19TH ST.
STILLWATER, OK 74074

26. *DENNIS WILLIAMS
(LAST KNOWN ADDRESS)
422 N. DURRELL
AZUSA, CA 91702

***Respondents listed for curative purposes.**

If living, or if deceased, the known and unknown heirs, devisees, executors, administrators, successors, trustees and/or assigns, immediate and remote, of the above named parties.