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BEFORE THE CORPORATION COMMISSION OF THE STATE OF OKLAHOMA

APPLICANT: LINN OPERATING, INC., AS AGENT FOR LINN ENERGY HOLDINGS, LLC)

RELIEF SOUGHT: AMEND PLAN OF UNITIZATION)

LEGAL DESCRIPTION: NORTHEAST CHEROKEE UNIT IN ALL OR PARTS OF SECTIONS 19, 20, 21, 22, 29 AND 30, TOWNSHIP 27 NORTH, RANGE 10 WEST, AND SECTIONS 23, 24, 25 AND 26, TOWNSHIP 27 NORTH, RANGE 11 WEST, ALFALFA COUNTY, OKLAHOMA)

Cause CD No. 201 202306

FILED
APR 12 2012

COURT CLERK'S OFFICE - OKLAHOMA CORPORATION COMMISSION OF OKLAHOMA

APPLICATION

1. Parties:

(A) Applicant: Linn Operating, Inc., as Agent for Linn Energy Holdings, LLC, 14000 Quail Springs Parkway, Suite 5000, Oklahoma City, OK 73134 (405) 241-2200. Linn Energy Holdings, LLC is the owner of a working interest in the Northeast Cherokee Unit and Linn Operating, Inc., as Agent for Linn Energy Holdings, LLC, is the Operator of said Northeast Cherokee Unit covering the lands described in the caption hereof.

(B) Parties entitled to Notice: See Exhibit "A" attached hereto.

2. Allegation of facts:

(A) The Oklahoma Corporation Commission has heretofore, by **Order No. 51652**, established the **Northeast Cherokee Unit underlying all or Parts of Sections 19, 20, 21, 22, 29 and 30, Township 27 North, Range 10 West, and Sections 23, 24, 25 and 26, Township 27 North, Range 11 West, Alfalfa County, Oklahoma** as a secondary recovery unit for the Basal Pennsylvanian (Cherokee) common source of supply.

(B) The Plan of Unitization ("Plan") for said Northeast Cherokee Unit ("Unit") provides in part that the Operating Committee shall have general control of the Unit including decisions as to the drilling of wells, operations of the Unit, etc. as set forth in Section 8.2 of the Plan.

(C) Section 8.2.5 provides that the Operating Committee shall have the power and duty:

"To pass upon and approve or disapprove all costs and estimates of costs and any proposed expenditures by the Unit Operator; provided, that the Operating Committee shall permit without prior approval by it the incurring of normal operating expenses and any proposed expenditure by the Unit Operator of not more than Ten Thousand Dollars (\$10,000); and provided further that the approval by the Operating Committee of the drilling of any well or wells or carrying out any specific project of development or operation shall mean and include the approval of all necessary expenditures in drilling, completing and equipping such well or wells or carrying out such project."

(D) The above provision was part of a Plan of Unitization adopted in 1963 by Order No. 51652. However, subsequent to that date inflation and increased costs currently render such a low limitation of expenditure on the Operator unduly burdensome and cumbersome. Therefore, in order to effectively operate the Unit in such a manner as to benefit all Owners in the Unit, the provisions of said Section 8.2.5 should be amended so as to raise the single expenditure limitation from Ten Thousand Dollars (\$10,000) to Fifty

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Thousand Dollars (\$50,000). Applicant has already obtained approval of 74.734051% of the working interest owners in the Unit to such an increase in the expenditure limit as required by statute.

3. Legal Authority: Title 52, Okla. Stat., Sec. 287.10.

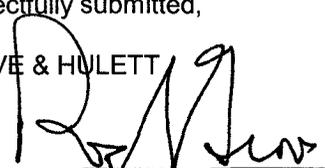
4. Relief Sought: Applicant request that the Plan of Unitization for the Northeast Cherokee Unit approved by Order No. 51652 be amended as follows:

A. To modify the provisions of Section 8.2.5 of the Plan so as to raise the single expenditure limitation therein from Ten Thousand Dollars (\$10,000) to Fifty Thousand Dollars (\$50,000); and

B. For such other relief as the Applicant may be entitled based on the evidence presented, and possibly make the Order effective on some date prior to the entry of the final order.

Respectfully submitted,

GROVE & HULETT



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204 North Robinson, Suite 1000
Oklahoma City, OK 73102
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Facsimile: (405) 609-6501
Email: roger@grovehulett.com
ATTORNEYS FOR APPLICANT

EXHIBIT A

Parts of Sections 2, 3, 10, 11, 12, 13 and 14, Township 2 South, Range 3 West, Alfalfa County, Oklahoma

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|--|--|--|
| 1. ALICE BLACKLEDGE
ANDERSON
602 N 7TH ST
ENID, OK 73701-3328 | 12. CLARENCE E HELLER
CHARITABLE FOUNDATION
C/O BRUCE HIRSCH
44 MONTGOMERY ST STE
1970
SAN FRANCISCO, CA 94104 | 24. LUCIEN LIMITED
PARTNERSHIP
C/O BANK OF OK AGENT
(#628992018)
PO BOX 1588
TULSA, OK 74101-1588 |
| 2. BETTYE JO DOROUGH REV
LIVING TRUST
7616 SANDLEWOOD DR
OKLAHOMA CITY, OK 73132-
3947 | 13. CYCO CORP
24990 PENNYROYAL DRIVE
BONITA SPRINGS, FL 34134 | 25. MATZLIACH LP
PO BOX 5850
DENVER, CO 80217-5850 |
| 3. BILL GINDER TRUST
C/O VICKI COFFMAN,
SUCCESSOR TRUSTEE
1807 W CHEROKEE AVE
ENID, OK 73703-5402 | 14. DDC FAMILY LLC
11548 TWISTED OAK RD
OKLAHOMA CITY, OK 73120-
5336 | 26. MORRISON-LAW OIL CO
PO BOX 14936
OKLAHOMA CITY, OK 73113-
0936 |
| 4. BOBBIE LOU GENTRY LIV
TRUST
C/O B L GENTRY & R W
MCMAHON JR TRUSTEES
510 SOUTH QUINCY
TULSA, OK 74120 | 15. ESTATE OF EDWIN H UNGER
C/O RUTH R UNGER IND
EXECUTRIX
BY REBECCA CURRIER AIF
2405 GULF AVE
MIDLAND, TX 79705 | 27. MPJ ENERGY LLC
6204 WATERFORD BLVD APT
4
OKLAHOMA CITY, OK 73118-
1105 |
| 5. BOBBYE COFFMAN
5114 W 16TH AVE
AMARILLO, TX 79106-4419 | 16. FULLER ENERGY, LLC
C/O LAURIE DAVIS FULLER
1024 NW 71ST
OKLAHOMA CITY, OK 73116-
7148 | 28. NEELEY FAMILY LLC
C/O SUSAN N. COOK,
MANAGER
200 DISCOVERY BAY LN APT 6
HOT SPRINGS, AR 71913-7086 |
| 6. BROUGHTON PETROLEUM
INC
PO BOX 1389
SEALY, TX 77474-1389 | 17. GAYE W. BLACKLEDGE
3801 55TH ST
LUBBOCK, TX 79413-4619 | 29. OKMAR OIL COMPANY
2020 N BRAMBLEWOOD
WICHITA, KS 67206-1094 |
| 7. CEDAR FARMS
INVESTMENTS, LLC
PO BOX 20745
OKLAHOMA CITY, OK 73156-
0745 | 18. HAROLD R BLACKLEDGE
PO BOX 571
WATONGA, OK 73772 | 30. PAUL D BLACKLEDGE
PO BOX 102
JET, OK 73749-0102 |
| 8. CHESAPEAKE EXPLORATION
LLC
P.O. BOX 18496
OKLAHOMA CITY, OK 73154-
0496 | 19. JAMES RAY BLACKLEDGE
PO BOX 283
JET, OK 73749-0283 | 31. PIERCE ENERGY, LLC
C/O LISA DAVIS PIERCE
1024 NW 71ST ST
OKLAHOMA CITY, OK 73116-
7148 |
| 9. CHESTER R. BLACKLEDGE
LIVING TRUST
C/O CHESTER & N.J.
BLACKLEDGE TRST
4116 NW 31ST ST
OKLAHOMA CITY, OK 73112-
3139 | 20. JBS ENERGY LLC
11548 TWISTED OAK RD
OKLAHOMA CITY, OK 73120-
5336 | 32. POCO OIL CO
13103 HOLSTON HILLS DR
HOUSTON, TX 77069-2608 |
| 10. CHEW PROPERTIES LLC
PO BOX 489
TULSA, OK 74101-0489 | 21. KIRKPATRICK OIL & GAS LLC
1001 W WILSHIRE BLVD STE
202
OKLAHOMA CITY, OK 73116-
7017 | 33. POST FAMILY REVOCABLE
TRUST
5900 MOSTELLER DR UNIT 41
OKLAHOMA CITY, OK 73112-
4601 |
| 11. CIR OIL LLC
C/O HOGANTAYLOR LLP
11600 NORTH BROADWAY
STE 300
OKLAHOMA CITY, OK 73114 | 22. L WAYNE BLACKEDGE
3601 WESTERHAM DR
CLERMONT, FL 34711-6948 | 34. REX D ARCHER II
6153 N MOTTOX RD
KANSAS CITY, MO 64151-2579 |
| | 23. LEE C ARCHER
505 BEACHLAND BLVD PMB
261
VERO BEACH, FL 32963-1710 | 35. ROBERT M BEREN LP
2020 N BRAMBLEWOOD
WICHITA, KS 67206-1094 |

36. ROWSEY ENERGY, LLC
C/O LYNN DAVIS ROWSEY
1024 NW 71ST ST
OKLAHOMA CITY, OK 73116-
7148
37. SETH W HERNDON
PO BOX 702158
TULSA, OK 74170-2158
38. TARRANT PROPERTY
MANAGEMENT, LLC
PO BOX 35
JET, OK 73749-0035
39. THE DAVON GROUP
PO BOX 14665
OKLAHOMA CITY, OK 73113-
0665
40. TRICIA LAW
PO BOX 13768
OKLAHOMA CITY, OK 73113-
1768
41. WANDA L DAVIDSON
PO BOX 293
MOUNT IDA, AR 71957-0293

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