

BEFORE THE CORPORATION COMMISSION  
OF THE STATE OF OKLAHOMA

<b>APPLICANT:</b>	APACHE CORPORATION	)	CAUSE CD NO.
		)	201204125-T
<b>RELIEF SOUGHT:</b>	AMENDMENT OF POOLING ORDER NO. 573054 (CHANGE OF OPERATOR)	)	REPLACEMENT FOR FAX FILLED ON
		)	<b>JUL 03 2012</b>
<b>LAND COVERED:</b>	SECTION 34, TOWNSHIP 16 NORTH, RANGE 24 WEST, ROGER MILLS COUNTY, OKLAHOMA.	)	FILED / RECEIVED
		)	JUL 05 2012
		)	COURT CLERK'S OFFICE - TULSA
		)	CORPORATION COMMISSION
		)	OF OKLAHOMA

**APPLICATION FOR CHANGE OF OPERATOR**

1. **PARTIES:**

Applicant is **Apache Corporation**. Its address is 6120 S. Yale, Suite 1500, Tulsa, Oklahoma 74136, **Telephone (918) 491-4900**. It is the owner of oil and gas leasehold interests within Section 34, Township 16 North, Range 24 West, Roger Mills County, Oklahoma. The parties being made respondents to this application are set out on the Exhibit "A" attached hereto.

2. **ALLEGATION OF FACTS:**

(A) The Corporation Commission entered Pooling Order No. 573054 on January 25, 2010, pooling oil and gas interests in the Tonkawa Formation and Douglas Formation common sources of supply for the 640-acre drilling and spacing unit consisting of Section 34, Township 16 North, Range 24 West, Roger Mills County, Oklahoma. Highland Oil and Gas L.L.C. ("Highland") was designated as the unit operator by that order.

(B) There is one (1) well in Section 34 under the terms of Order No. 573054. The Giles No. 1-34H is currently producing under the terms thereof.

(C) Apache Corporation ("Apache") has acquired the oil and gas interests of Highland in Section 34 and seeks to be designated as operator under Order No. 573054 for all wells drilled, or to be drilled, under the terms thereof. Accordingly, Apache seeks to amend Pooling Order No. 573054 to delete Highland as unit operator and to substitute Apache as unit operator.

3. **LEGAL AUTHORITY:**

The relief requested is authorized by Title 52, Okl. Stat. Ann., Section 87.1(e) and the rules of the Oklahoma Corporation Commission.

OKLA CORP COMB  
 DATE: 07/05/2012  
 CASE: 201204125  
 FILER: APACHE CORPORATION  
 23485  
 OKLAHOMA/TULSA  
 APP  
 610040

CAUSE CD NO. 201204125-T  
AMENDMENT OF POOLING ORDER NO. 573054 (CHANGE OF OPERATOR)  
SECTION 34-16N-24W, ROGER MILLS, OKLAHOMA  
APACHE CORPORATION

4. **RELIEF SOUGHT**

An order amending Pooling Order No. 573054 which pooled oil and gas interests in the Tonkawa Formation and Douglas Formation common sources of supply for the 640-acre drilling and spacing unit consisting of Section 34, Township 16 North, Range 24 West, Roger Mills County, Oklahoma, so as to delete Highland Oil and Gas L.L.C. as unit operator; and, to designate Apache Corporation as the operator for all wells drilled, or to be drilled, under the terms of such Order. Except as amended hereunder the order is to remain in full effect as to all common sources of supply originally described in that order.

**APACHE CORPORATION**



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**ATTORNEY FOR THE APPLICANT**

**EXHIBIT "A"**

1. L.J. Pundt, Jr., Trustee of the Locket J. Pundt Living Trust dated 3/18/79  
3250 Kennesaw View Drive  
Marietta, GA 30064
2. Chesapeake Exploration, LLC and Chesapeake Operating  
P. O. Box 18496  
Oklahoma City, OK 73154
3. CHK Cleveland Tonkawa, LLC  
6100 North Western Ave.  
Oklahoma City, OK 73118
4. Larchmont Resources, LLC  
P.O. Box 18756  
Oklahoma City, OK 73154
5. Samson Resources Company  
2 West Second Street  
Tulsa, OK 74103-3103
6. TPG ORRI Holdings, LP  
c/o TPG Capital Advisors, LLC  
301 Commerce Street, Suite 3300  
Fort Worth, TX 76102
7. Cleveland Tonkawa Royalty Partners, LP  
c/o GSO Capital Partners, LP  
345 Park Avenue, 31st Floor  
New York, NY 10154
8. Katherine Ann Butler  
210 East Fairfax Street  
Falls Church, VZ 22046
9. John Owens Pundt  
P.O. Box 3577A  
Chamblee Tucker Rd., Suite 130  
Atlanta, GA 30341
10. Mary Elizabeth Butler  
22 Alexander Court  
Owings Mills, MD 21117
11. Gloria Ann McAfee  
2244 East 25th Place  
Tulsa, OK 74114
12. Shirley Ann Butler Smith  
1943 Kilburn Drive NE  
Atlanta, GA 30324
13. Anne Madell Long McCarver  
127 Rhode Island Avenue  
Newport, RI 02840
14. James Lockett Pundt, Jr.  
3250 Kennesaw View Drive  
Marietta, GA 30064