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FILED
DEC 26 2013

**BEFORE THE CORPORATION COMMISSION OF THE STATE OF OKLAHOMA
COURT CLERK'S OFFICE - OKC
CORPORATION COMMISSION
OF OKLAHOMA**

APPLICANT: DEVON ENERGY PRODUCTION COMPANY,
L.P.

CAUSE CD NO.

RELIEF SOUGHT: ESTABLISH HORIZONTAL DRILLING
AND SPACING UNITS

201 308694

LANDS COVERED: SECTION 5, TOWNSHIP 19 NORTH,
RANGE 3 EAST, PAYNE COUNTY, OKLAHOMA

APPLICATION

COMES NOW the Applicant, Devon Energy Production Company, L.P., and shows the Honorable Corporation Commission the following:

1. PARTIES:

1.1 Applicant is: Devon Energy Production Company, L.P.
Devon Energy Center
333 W. Sheridan Ave.
Oklahoma City, OK 73102

Applicant is the owner of oil and gas leasehold interests in the lands described in the caption hereof.

1.2 Respondents are set out on the Exhibit "A" attached hereto and made a part hereof.

2. ALLEGATION OF FACTS:

2.1 Applicant alleges that underlying Section 5-19N-3E, Payne County, Oklahoma, there are the prospective common sources of supply named below which are expected to be encountered and that the protection of correlative rights and the prevention of waste require that proper drilling and spacing units and well locations be established as follows:

OKLA CORP COM
RECEIPT 1404820066
Date: 12/26/2013 Time: 15:01
Case: 201308694 CD Cashier: RBS
Payor: DEVON ENERGY
Check: 74833 \$100.00
71 OILGAS/TRAN/PUD APP

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COMMON SOURCE OF SUPPLY	CLASSIFICATION	DEPTH	UNIT SIZE-ACRES
MARMATON	OIL AND GAS CONDENSATE		640-ACRES HORIZONTAL
CHEROKEE	OIL AND GAS CONDENSATE		640-ACRES HORIZONTAL
MISSISSIPPIAN	OIL AND GAS CONDENSATE		640-ACRES HORIZONTAL
WOODFORD	OIL AND GAS CONDENSATE		640-ACRES HORIZONTAL
MISENER	OIL AND GAS CONDENSATE		640-ACRES HORIZONTAL
HUNTON	OIL AND GAS CONDENSATE		640-ACRES HORIZONTAL
SYLVAN	OIL AND GAS CONDENSATE		640-ACRES HORIZONTAL
VIOLA	OIL AND GAS CONDENSATE		640-ACRES HORIZONTAL
SIMPSON	OIL AND GAS CONDENSATE		640-ACRES HORIZONTAL

2.2 That heretofore by Order No. 613113, this Commission established 640-acre horizontal drilling and spacing units for the production of oil from the Mississippian, Woodford, Misener, Hunton, Sylvan and Viola common sources of supply underlying Section 9-19N-3E, Payne County, Oklahoma. The trend of development within and without the area covered by Order No. 613113 indicate that the same should be extended to include within its purview Section 5-19N-3E, Payne County, Oklahoma.

2.3 That a 640-acre horizontal drilling and spacing unit should be established for the Marmaton, Cherokee and Simpson common sources of supply underlying Section 5-19N-3E, Payne County, Oklahoma, by establishing new spacing.

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2.4 That said horizontal unit should be formed as a governmental section, with the permitted well to be drilled no closer than 660 feet to the unit boundary as to the Marmaton, Cherokee, Mississippian, Misener, Hunton, Viola and Simpson and 330 feet to the unit boundary as to the Woodford and Sylvan.

2.5 Any order entered in this cause shall supercede existing non-developed non-horizontal drilling and spacing units. Any order entered in this cause may exist concurrently with producing non-horizontal drilling and spacing units.

3. LEGAL AUTHORITY: Title 52 O.S.A. §87.1.

4. RELIEF SOUGHT:

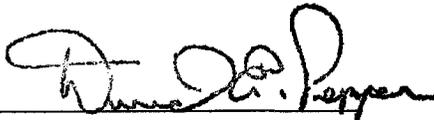
4.1 Applicant requests that the Commission establish a 640-acre horizontal drilling and spacing unit for the Mississippian, Woodford, Misener, Hunton, Sylvan and Viola common sources of supply underlying Section 5-19N-3E, Payne County, Oklahoma, by extending the purview of Order No. 613113. Additionally, Applicant request that the Commission establish a 640-acre horizontal drilling and spacing unit for the Marmaton, Cherokee and Simpson common sources of supply underlying Section 5-19N-3E, Payne County, Oklahoma, by establishing new spacing. Further, the unit should be formed as a governmental section, with the permitted well to be drilled no closer than 660 feet to the unit boundary as to the Marmaton, Cherokee, Mississippian, Misener, Hunton, Viola and Simpson and 330 feet to the unit boundary as to the Woodford and Sylvan.

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WHEREFORE, Applicant prays that after notice and hearing as required by law, that the drilling and spacing unit as requested by the Applicant with the appropriate well locations and exceptions thereto, be ordered as above.

Respectfully submitted,

HARTZOG CONGER CASON & NEVILLE

By: 

David E. Pepper, OBA # 7035
1600 Bank of Oklahoma Plaza
201 Robert S. Kerr Avenue
Oklahoma City, OK 73102
(405) 235-7000

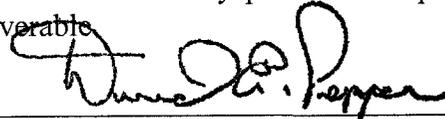
ATTORNEYS FOR APPLICANT
DEVON ENERGY PRODUCTION COMPANY, L.P.

For more information regarding this Application, contact Theo Coleman, Blue Star Land Services, P.O. Box 720894, Norman, OK 73070, 405-321-1397.

CERTIFICATE OF MAILING

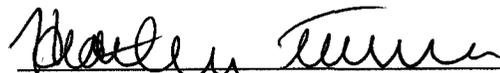
The undersigned, of lawful age, being first duly sworn upon oath, states: I am the Attorney for the above-named Applicant. I certify that on or before the 31st day of December, 2013, I mailed by first class United States mail, proper postage prepaid thereof, a copy of the Notice of Hearing on file in this cause and this Application to the respondents, named on the Exhibit "A" attached to this Application, at their respective mailing addresses.

That the Applicant has, with due diligence and after inquiry of every possible source for information, attempted to locate the names and addresses of all respondents that should be receiving notice of this hearing before the Corporation Commission. For respondents that Applicant does to know and cannot ascertain whether an individual respondents are living or deceased, or respondents with a last known address that are no longer deliverable, or whether a corporations or other business entities respondents are existing, Applicant desires to obtain service by publication upon said respondents whose addresses are unknown or are undeliverable.



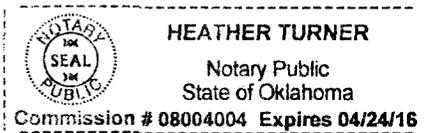
David E. Pepper

Subscribed and sworn to before me this 27th day of December, 2013.



NOTARY PUBLIC

My Commission Expires:



(SEAL)

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EXHIBIT "A"

1. Albert L. Hemphill and Donna W. Hemphill,
Trustees of the Albert L. Hemphill and Donna
W. Hemphill Revocable Living Trust dated May
25, 2005
13403 S. 124th East Avenue
Broken Arrow, OK 74011
2. Alfred L. Doty
23 Lake View Lane
Huntsville, TX 77340
3. Alfred L. Doty
475 Elkins Lake
Huntsville, TX 77340
4. Alfred L. Doty
Mary Louise Doty, deceased
23 Lake View Lane
Huntsville, TX 77340
5. Alfred L. Doty
Mary Louise Doty, deceased
475 Elkins Lake
Huntsville, TX 77340
6. Arrington Davis, LLC
4846 Knickerbocker Drive
Houston, TX 77035
7. Charles H. Ritter and Sherry D. Ritter
4419 East Airport Road
Stillwater, OK 74075
8. Charles L. Henderson
4925 Richmond Road
Amelia Court House, VA 23002
9. Cochran Industrial Corporation
PO Box 1427
Cushing, OK 74023
10. Dale E. Armstrong, Sole Trustee of the Dale and
Jane Armstrong Trust Under Revocable Trust
Agreement dated May 22, 2002
2609 N. Brush Creek Road
Stillwater, OK 74075
11. Donald George Wagner and Katherine Elizabeth
Stocking Wagner, Trustees of the Wagner
Family Revocable Trust, dated the 16th day of
October, 2013, or the successor in trust
2007 N. Glenwood Drive
Stillwater, OK 74075
12. Donna W. Hemphill
John E. Wilson, deceased
13403 S. 124th East Avenue
Broken Arrow, OK 74011
13. Flint Resources Company, L.L.C.
1625 West 21st Street
Tulsa, OK 74107
14. Heritage Trust Company, N. A., Agent
Malinda Berry Fischer, Trustee of the Malinda
Berry Fischer 2003 Revocable Trust dated
October 24, 2003
P.O. Box 21708
Oklahoma City, OK 73156-1708
15. James A. Griffith, Trustee of the James A.
Griffith Revocable Trust
4920 S. Cottontail Lane
Stillwater, OK 74074
16. James Pappan, Personal Representative of the
Estate of Roy Otis Pappan, deceased, Payne
County Case No. PB-2012-13
475 Alapaha River Drive
Alapaha, GA 31622

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17. James Pappan, Personal Representative of the Estate of Roy Otis Pappan, deceased, Payne County Case No. PB-2012-13
PO Box 27
Douglas, GA 31534
18. James Pappan, Personal Representative of the Estate of Roy Otis Pappan, deceased, Payne County Case No. PB-2012-13
PO Box 6
Alapaha, GA 31622
19. James R. Bradley and Joyce H. Bradley, Trustees of the Bradley Family 2013 Revocable Trust u/t/a dated October 30, 2013
2001 Faircloud Drive
Edmond, OK 73034
20. Janet R. Griffith and James A. Griffith, Trustees of the Harriet Virginia "Gina" Griffith Irrevocable Trust dated September 2, 2008
5505 W. 19th Ave., Suite 102
Stillwater, OK 74074
21. Janet R. Griffith and James A. Griffith, Trustees of the Harriet Virginia "Gina" Griffith Irrevocable Trust dated September 2, 2008
P.O. Box 1747
Stillwater, OK 74076
22. Karen A. Jenkins
1318 Donna Drive
Redfield, AR 72132
23. Kenneth Ray Rains and Mary Nell Rains
3404 W. Lakeview Road
Stillwater, OK 74075
24. Kenneth Ray Rains and Mary Nell Rains
P.O. Box 264
Stillwater, OK 74076
25. Marcel J. Silberman
11104 Blue Stem Back Road
Oklahoma City, OK 73162
26. Marcel J. Silberman
2929 Post Oak Blvd., Apt. 1204
Houston, TX 77056
27. Marcel J. Silberman
Arthur Silberman
11104 Blue Stem Back Road
Oklahoma City, OK 73162
28. Marcel J. Silberman
Arthur Silberman
2929 Post Oak Blvd., Apt. 1204
Houston, TX 77056
29. Marguerite Ann Schroeder Wilson
1005 Janna's Trail
Edmond, OK 73012
30. Mary E. Fulton
Ollie Opal Johnson, deceased
210 N. Maguire Ave., Apt. 117
Tucson, AZ 85710
31. Merrilee Buck Trost
3216 Fir Avenue
Alameda, CA 94502
32. Merrilee Buck Trost
Ruth Lee Buck, a/k/a Cecilia Brock-Buck, deceased
3216 Fir Avenue
Alameda, CA 94502
33. Nancy Ellen Griffith Dvorak
1014 S. Acorn Lane
Stillwater, OK 74074
34. Nelson Wayne Stafford
Grace E. Graham, deceased
215 W. Montgomery St.
Thayer, KS 66776
35. Nelson Wayne Stafford
Mae Stafford
215 W. Montgomery St.
Thayer, KS 66776

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|-----|--|-----|--|
| 36. | Nigliazzo Oil & Gas, LLC
P.O. Box 591117
San Antonio, TX 78259 | 48. | LeRoy F. Brock
ADDRESS UNKNOWN |
| 37. | Norman Smola and Jane Smola, Trustees of the
Norman Smola Revocable Trust dated August 2,
2001
3306 N. Fairgrounds Road
Stillwater, OK 74075 | 49. | Roy C. Brock, deceased
ADDRESS UNKNOWN |
| 38. | Patsy Lou Mott
110 E. Lakeview Road, Apt. A2
Stillwater, OK 74075 | 50. | George R. Brock
ADDRESS UNKNOWN |
| 39. | Patsy Lou Mott
1529 Hanson Circle
Stillwater, OK 74075 | 51. | Charles P. Hall and Pansy E. Hall
ADDRESS UNKNOWN |
| 40. | Patsy Lou Mott
1810 N. Washington Street
Stillwater, OK 74075 | | |
| 41. | Recon Resources, LLC
25 Highland Park Village 100-308
Dallas, TX 75205 | | |
| 42. | Renita Burt
10394 Longleaf Dr.
Parker, CO 80134 | | |
| 43. | Schroeder Farm, LLC
3420 E. 44th St.
Stillwater, OK 74074 | | |
| 44. | T.D. Berry Investment Co., Inc.
P.O. Box 518
Stillwater, OK 74074 | | |
| 45. | Thelma W. Wall
1802 Florinda Drive
Orlando, FL 32804 | | |
| 46. | Tiptop Energy Production US LLC
PO Box 2406
Oklahoma City, OK 73101 | | |
| 47. | L.G. Kerns
ADDRESS UNKNOWN | | |

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EXHIBIT "A"

THE FOLLOWING RESPONDENT(S), IF LIVING OR IF DECEASED, THEIR UNKNOWN HEIRS, DEVISEES, EXECUTORS, ADMINISTRATORS, SUCCESSORS, TRUSTEES OR ASSIGNS, IMMEDIATE AND REMOTE, OR THE UNKNOWN SUCCESSORS, TRUSTEES OR ASSIGNS, IF ANY, OF ANY DISSOLVED CORPORATION, COMPANY OR PARTNERSHIP OR THE UNKNOWN SUCCESSOR(S) OF ANY TRUSTEE, CONSERVATOR OR ATTORNEY-IN-FACT:

1. L.G. Kerns
ADDRESS UNKNOWN
2. LeRoy F. Brock
ADDRESS UNKNOWN
3. Roy C. Brock, deceased
ADDRESS UNKNOWN
4. George R. Brock
ADDRESS UNKNOWN
5. Charles P. Hall and Pansy E. Hall
ADDRESS UNKNOWN

**All 4,5,6,7,8,9, 19N-3E
All 31,32,33, 20N-3E
Payne County**

31, 20N-3E 2,15,16	32, 20N-3E 22,27	33, 20N-3E
6, 19N-3E 2,15,16,18	5, 19N-3E	4, 19N-3E 3,6,7,8,9,10, 19,21
7, 19N-3E 1,4,5,7,8,10,11, 12,13,14,17,18	8, 19N-3E 1,4,5,6,7,8,9, 11,12,13,14,17, 18,24	9, 19N-3E 6,7,20,23,25,26

Source No.	Common Source of Supply	Acre	Product	S/L	Order No.	Lands Affected
1.	987 Skinner Sand	40	Oil		272157 **	All 7, W/2 8, 19N-3E
2.	1029 Red Fork Sand	20	Oil	SU	31007	W/2 NW 6, 19N-3E W/2 W/2 31, 20N-3E
3.	1322 Cleveland Sand	20	Oil	SU	34249	All 4, 19N-3E *
4.	1367 Cleveland Sand	40	Oil		272157 **	All 7,8, 19N-3E
5.	2416 Red Fork Sand	40	Oil		272157 **	All 7, W/2 8, 19N-3E
6.	12862 Lower Layton Peru Sand Unconformity Sand (Burgess)	40	Oil		160924 167061	E/2 8, W/2 9, 19N-3E E/2 4, E/2 9, 19N-3E
7.	12862 Prue Sand	40	Oil		160924 167061 272157 **	E/2 8, W/2 9, 19N-3E E/2 4, E/2 9, 19N-3E All 7, W/2 8, 19N-3E
8.	12862 Oswego Limestone Misener Sand	40	Oil		160924 167061 272157 **	E/2 8, 19N-3E E/2 4, 19N-3E All 7, W/2 8, 19N-3E
9.	12862 Lower Skinner Red Fork Sand	40	Oil		160924 167061	E/2 8, 19N-3E E/2 4, 19N-3E
10.	12862 Mississippi Limestone	40	Oil		167061 272157 **	E/2 4, 19N-3E All 7, 19N-3E
11.	17172 True Layton Sand	40	Oil		272157 **	All 7, W/2 8, 19N-3E
12.	17172 Bartlesville Sand	40	Oil		272157 **	All 7,8, 19N-3E

13.	17173	First Wilcox Sand Second Wilcox Sand Viola Lime ***	40	Oil		272157 **	All 7,8, 19N-3E
14.	18719	Tonkawa Hunton Lime	40	Oil		272157 **	All 7,8, 19N-3E
15.	19648	Osage Layton Checkerboard Lime Cleveland Big Lime Oswego Upper Skinner	40	Oil		256617	NW 6, 19N-3E W/2 NW & SW 31, 20N-3E
16.	19649	Lower Skinner Mississippian Misener-Hunton Viola First Wilcox Second Wilcox	40	Oil		256617	NW 6, 19N-3E W/2 NW & SW 31, 20N-3E
17.	20692	Chester	40	Oil		272157	All 7,8, 19N-3E
18.	21766	Wabaunsee Shawnee	160	Gas		297476	SE 6, All 7,8, 19N-3E
19.	22728	Starr Valley Cleveland Sand Unit				328164	SW NE & W/2 SE & E/2 SE SW 4, 19N-3E
20.	24599	Tonkawa Sand Simpson Dolomite First Wilcox Second Wilcox Arbuckle	40	Oil		361152	E/2 SW 9, 19N-3E
21.	33317	Avant Layton Checkerboard Big Lime Oswego Prue Skinner Red Fork Mississippian Woodford Misener Viola First Wilcox Second Wilcox	40	Oil		583978	NW NW 4, 19N-3E
22.	34295	Mississippian Woodford	640	Oil		610302	All 32, 20N-3E ****
23.	35473	Mississippian Woodford Sylvan Viola	640	Oil		613113	All 9, 19N-3E ****
24.	35638	Mississippian Woodford Sylvan Viola	640	O & GC		609084	All 8, 19N-3E ****
25.	35892	Cleveland Skinner Red Fork	160	PG		613113	All 9, 19N-3E
26.	35893	Big Lime Oswego Misener-Hunton	640	Oil		613113	All 9, 19N-3E ****
27.	CD-201 307482	Red Fork (USA) Investments, Inc. D.B.A. Redfork Energy					All 32, 20N-3E ****

* Spacing Superseded by Starr Valley Cleveland Sand Unit (So. 22728)

** Nomenclature for extension is different than the nomenclature for the initial spacing of this source

*** Spacing Superseded for Duration of 640A Horizontal Unit (So. 35638)

**** Horizontal Unit