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**FILED**  
DEC 26 2013

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

APPLICANT: DEVON ENERGY PRODUCTION COMPANY,  
L.P.

CAUSE CD NO.

RELIEF SOUGHT: LOCATION EXCEPTION

201 308695

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 the right to drill a horizontal well to the common sources of supply named below underlying 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 That heretofore by Order No. 613113 and by an Order to be entered in Cause CD No. 201308694, this Commission designated Section 5-19N-3E, Payne County, Oklahoma, as a 640-acre horizontal drilling and spacing unit for the production of hydrocarbons from the Marmaton, Cherokee, Mississippian, Woodford, Misener, Hunton, Sylvan, Viola and Simpson common sources of supply, and designated the unit well to be drilled no closer than 660 feet from the unit boundary as to the Marmaton, Cherokee, Mississippian, Misener, Hunton, Viola and Simpson and 660 feet to the unit boundary as to the Woodford and Sylvan.

OKLA CORP COMM  
RECEIPT 1404820066  
Date: 12/26/2013 Time: 15:03  
Case: 201308695 CD Cashier: RBS  
Payor: DEVON ENERGY \$100.00  
71 DTL&SAS/TRAN/PUD APP

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2.2 Applicant proposes to drill a horizontal well for the purpose of testing the Marmaton, Cherokee, Mississippian, Woodford, Misener, Hunton, Sylvan, Viola and Simpson common sources of supply which horizontal well would be located:

**As to the Marmaton, Cherokee, Mississippian, Woodford, Misener, Hunton and Sylvan**

1st perforation: no closer than 150 feet from the north line and no closer than 330 feet from the west line of Section 5-19N-3E, Payne County, Oklahoma

last perforation: no closer than 150 feet from the south line and no closer than 330 feet from the west line of Section 5-19N-3E, Payne County, Oklahoma

**As to the Viola and Simpson**

1st perforation: no closer than 330 feet from the north line and no closer than 330 feet from the west line of Section 5-19N-3E, Payne County, Oklahoma

last perforation: no closer than 330 feet from the south line and no closer than 330 feet from the west line of Section 5-19N-3E, Payne County, Oklahoma

The entire length of the lateral will be cemented such that the perforations will be isolated from the beginning and end point of the lateral in order to protect the correlative rights of the offset units.

2.3 The location of Applicant's proposed horizontal well will not comply with the orders of the Commission and an exception must be granted so that Applicant may drill a horizontal well at the proposed location.

2.4 In order to prevent waste and to protect correlative rights, Applicant desires an exception to the prescribed unit well location for the common sources of supply named above so that said horizontal well may be drilled by Applicant or some other party:

**As to the Marmaton, Cherokee, Mississippian, Woodford, Misener, Hunton and Sylvan**

1st perforation: no closer than 150 feet from the north line and no closer than 330 feet from the west line of Section 5-19N-3E, Payne County, Oklahoma

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last perforation: no closer than 150 feet from the south line and no closer than 330 feet from the west line of Section 5-19N-3E, Payne County, Oklahoma

**As to the Viola and Simpson**

1st perforation: no closer than 330 feet from the north line and no closer than 330 feet from the west line of Section 5-19N-3E, Payne County, Oklahoma

last perforation: no closer than 330 feet from the south line and no closer than 330 feet from the west line of Section 5-19N-3E, Payne County, Oklahoma

The entire length of the lateral will be cemented such that the perforations will be isolated from the beginning and end point of the lateral in order to protect the correlative rights of the offset units.

3. **LEGAL AUTHORITY:** Title 52 O.S. 1971, §87.1.

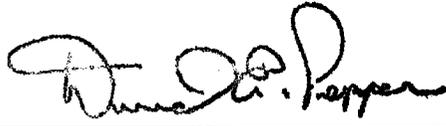
4. **RELIEF SOUGHT:** The Commission should issue an order granting Applicant, or some other party designated at the time of hearing, an exception to the well location prescribed for the above-named common sources of supply so that said horizontal well may be located at the proposed location as set out above, and further order and authorize said horizontal well to produce a full allowable from said common sources of supply or an allowable as established by the Commission at the time of the hearing.

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WHEREFORE, Applicant prays that after notice and hearing as required by law, the well location and allowable as requested by Applicant be permitted.

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.**

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**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 not know and cannot ascertain whether an individual respondent is living or deceased, or respondents with a last known address that are no longer deliverable, or whether a corporation 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. Red Fork USA Investments Inc.  
1437 S. Boulder Avenue, Suite 700  
Tulsa, OK 74119
  
2. Tiptop Energy Production US LLC  
PO Box 2406  
Oklahoma City, OK 73101