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BEFORE THE CORPORATION COMMISSION OF THE STATE OF OKLAHOMA

APPLICANT: SANDRIDGE EXPLORATION AND PRODUCTION, LLC

RELIEF SOUGHT: MODIFICATION OF POOLING ORDER NO. 376241 (SEPTEMBER 2ND, 1993) TO CHANGE OPERATOR

LEGAL DESCRIPTION: SECTION 24, TOWNSHIP 28 NORTH, RANGE 16 WEST, WOODS COUNTY, OKLAHOMA)
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FILED

JUL 25 2013

COURT CLERK'S OFFICE – OKC
CORPORATION COMMISSION
OF OKLAHOMA

CAUSE CD NO. 201304907

APPLICATION

COMES NOW the Applicant, and shows the Honorable Corporation Commission, as follows:

1. Parties:

Applicant:

SandRidge Exploration and
Production, LLC
123 Robert S. Kerr Ave.
Oklahoma City, Oklahoma 73102-6406

(405) 753-5500

Attorney:

Charles L. Helm, OBA #4059
105 North Hudson
Hightower Building, Suite 700
Oklahoma City, Oklahoma 73102

(405) 232-9000

Respondents: All parties shown on Exhibit "A" hereto, which is incorporated herein and is a part hereof by reference, and their heirs, successors and assigns.

2. Allegation of Facts:

a. That heretofore, by Pooling Order No. 376241 (September 2nd, 1993), the Commission pooled and adjudicated the rights and equities of owners in the Brown Dolomite, Oread, Toronto, Heebner, Douglas, Tonkawa, Avant, Lansing-Kansas City, Dewey, Checkerboard, Oswego, Cherokee and Mississippi common sources of supply underlying the 640-acre unit described as Section 24, Township 28 North, Range 16 West, Woods County, Oklahoma. The Order designated MJM Resources, Inc. as the Operator of the unit well and given 180 days to commence operations. Upon information and belief, the initial unit well, the McOsker No. 1-24 Well, was commenced timely, drilled to a depth sufficient to penetrate all the pooled formations, and completed and is producing from the Lansing-Kansas City common source of supply.

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b. SandRidge Exploration and Production, LLC is an owner in the above described unit and requests they be designated as Operator for subsequent wells to be drilled under the terms of the Pooling Order.

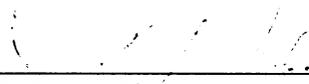
3. Legal Authority: Title 52, Section 87.1, O.S.

4. Relief Sought: Applicant requests the Commission modify Pooling Order No. 376241 (September 2nd, 1993) to change the operator from MJM Resources, Inc. to SandRidge Exploration and Production, LLC, only insofar as development is the unit for subsequent wells to be drilled.

WHEREFORE, Applicant prays that, after notice and hearing as required by law and the Rules of the Commission, the modification as requested by Applicant be permitted.

Respectfully submitted,

HELM & BOONE



CHARLES L. HELM
Attorney for Applicant

EXHIBIT "A"

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RESPONDENTS WITH KNOWN ADDRESSES

1. OXY USA, INC.
PO BOX 841803
DALLAS, TX 75284-1803
2. VASTAR RESOURCES, INC.
200 WESTLAKE PARK BLVD
HOUSTON, TX 77079
3. PACIFIC ENTERPRISES ABC CORPORATION
633 WEST FIFTH STREET, SUITE 5400
LOS ANGELES, CA 90071
4. UNIVERSAL RESOURCES CORPORATION
6100 SOUTH YALE, SUITE 900
TULSA, OK 74136
5. JOHN W. DOOLIN AND KATHERINE E. DOOLIN,
SUCCESSOR TRUSTEES OF THE JOHN B. DOOLIN
TRUST DATED DECEMBER 1, 1992
802 SW "D" AVENUE
LAWTON, OK 73501-4529
6. 88 PETROLEUM COMPANY
PO BOX 1961
COLLEYVILLE, TX 76034-1961
7. BESSEMER TRUST COMPANY OF FLORIDA,
TRUSTEE OF THE JILL A. ROBERTS TRUST
U/A IX NATHAN APPLEMAN TRUST
630 FIFTH AVENUE
NEW YORK, NY 10111
8. BESSEMER TRUST COMPANY OF FLORIDA,
TRUSTEE OF THE SUSAN A. UNTERBERG TRUST
U/A IX NATHAN APPLEMAN TRUST
801 BRICKELL AVE 22
MIAMI, FL 33131-2951
9. HICKORY TIMBERS LIMITED PARTNERSHIP
810 HOUSTON STREET
FORT WORTH, TX 76102
10. CROSS TIMBERS OIL COMPANY, L.P.
810 HOUSTON STREET
FORT WORTH, TX 76102
11. CHARLES F. DOORNBOS,
TRUSTEE OF THE CHARLES F. DOORNBOS
REVOCABLE TRUST
U/T/A DATED AUGUST 1, 1990
BOX 369
BARTLESVILLE, OK 74005
12. GERLOFF LAND & CATTLE, L.L.C.
26411 STATE HIGHWAY 50
FREEDOM, OK 73842
13. STEVEN V. REDGATE AND WIFE, CONNIE S.
REDGATE
PO BOX 197
WAYNOKA, OK 73860
14. TALON INVESTMENTS, L.L.C.
PO BOX 188
FREEDOM, OK 73842
15. JAMES A. GILLESPIE
1121 W. WARNER ROAD, SUITE 109
TEMPE, AZ 85284
16. SIDNEY J. GILLESPIE
3616 E. PALM LANE
PHOENIX, AZ 85008
17. BERNADETTE GILLESPIE WOLFSWINKLE
443 E. 12TH STREET
CASPER, WY 82601
18. FRANK E. GILLESPIE
443 E. 12TH STREET
CASPER, WY 82601
19. PARMER A. GILLESPIE, JR.
4531 CAREFREE TRAIL
PARKER, CO 80134
20. RHONDA G. BRYANS
3333 E. FLORIDA AVENUE, APT 111
DENVER, CO 80210
21. JO ANNE GILLESPIE, TRUSTEE OF THE JO ANNE
GILLESPIE REVOCABLE LIVING TRUST DATED
AUGUST 15, 2008
1311 S. HOUSTON AVE
TULSA, OK 74127
22. CECILE JO GILLESPIE, TRUSTEE OF THE CECILE JO
GILLESPIE REVOCABLE LIVING TRUST DATED
FEBRUARY 12, 2009
3847 S. SAINT LOUIS AVENUE
TULSA, OK 74105
23. SHRODER ASSOCIATES
PO BOX 49948
SARASOTA, FL 34230

EXHIBIT "A"
(Continued)

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RESPONDENTS WITH UNKNOWN ADDRESSES

NONE

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.