

2/2/17

BEFORE THE CORPORATION COMMISSION OF THE STATE OF OKLAHOMA

APPLICANT: NOSLEY SCOOP, LLC AND NOSLEY ACQUISITION, LLC AND JONES ENERGY, LLC

RELIEF SOUGHT: POOLING

LEGAL DESCRIPTION: SECTION 24, TOWNSHIP ) CAUSE CD NO. 201700900  
12 NORTH, RANGE 6 WEST, CANADIAN COUNTY, )  
OKLAHOMA ) ORDER NO. **671066**

**ORDER OF THE COMMISSION**

1. Hearing Date and Place: The 5th day of May, 2017, and reopened on the 10th day of May and 8th day of November, 2017, Jim Thorpe Building, Oklahoma City, Oklahoma.
2. Appearances: Charles L. Helm, Attorney, appeared for the Applicant, Nosley Scoop, LLC and Nosley Acquisition, LLC and Jones Energy, LLC; Eric King, Attorney, appeared for 89 Energy, LLC; and Robert Gray, Attorney, appeared for Titan Resources.
3. Notice and Jurisdiction: Notice has been given as required and the Commission has jurisdiction of the subject and the persons. With regard to each respondent, if any, whose address is listed as unknown in the Application on file in this Cause, or whose address is listed as known in such Application, but on whom the Applicant was unable to deliver notice because such address is apparently no longer valid, the Administrative Law Judge conducted an adjudicative inquiry into the factual issue of due diligence and determined that the Applicant has made a diligent effort to locate the whereabouts of such respondent using available primary and secondary sources, and service by publication with regard to such respondent has been duly and legally made and the Commission, after examining the records and proof of publication, approves the process.
4. Amendments: At the time of hearing, the Application was amended to dismiss the following respondent: Vail Consulting LP.
5. Relief Requested: To pool and adjudicate the rights and equities of the owners named in Exhibit "A" attached hereto (including respondents listed primarily as curative), in the Mississippian, Woodford and Hunton common sources of supply underlying Section 24, Township 12 North, Range 6 West, Canadian County, Oklahoma, and to designate Jones Energy, LLC as Operator. The proposed initial well for unit development is a **multiunit horizontal well** with a portion of the completion interval in Section 24, Township 12 North, Range 6 West, and a portion in Section 13, Township 12 North, Range 6 West, all in Canadian County, Oklahoma.

6. **Relief Granted:** The requested relief is granted and the rights and equities of all owners named in Exhibit "A" attached hereto are hereby pooled, adjudicated and determined in the lands described in the caption hereof for the following common sources of supply:

<u>Common Source of Supply</u>	<u>Spacing Order No.</u>
Mississippian	669416
Woodford	669416
Hunton	669416

said owners named in Exhibit "A" attached hereto must make an election to the Operator, Jones Energy, LLC, within twenty (20) days from the date of this Order. That, each owner, subject hereto, may make any of the elections as to all or any part of the interest of such owner in the unit and must give notice as to which of the elections stated in Paragraph 6 herein, such owner accepts.

Applicant has proposed a plan of development of the separate common sources of supply in the drilling and spacing units involved herein in the lands covered hereby and has proposed to commence such plan of development of such units by an initial well (**being a multiunit horizontal well**) under such plan so as to test the productive possibilities of the separate common sources of supply involved herein in the lands covered hereby. The Commission has recommended an Interim Order approving a multiunit horizontal well, with a portion of the completion interval of such multiunit horizontal well to be located in one or more of the 640-acre drilling and spacing units formed for the Mississippian, Woodford and Hunton common sources of supply in said Section 24, Township 12 North, Range 6 West, and with a portion of such completion interval to be located in one or more of the 640-acre drilling and spacing units formed for the Mississippian, Woodford and Hunton common sources of supply in Section 13, Township 12 North, Range 6 West, all in Canadian County, Oklahoma. The proper allocation factor for allocating the cost of and the production and proceeds from such multiunit horizontal well is to be 66.5% for Section 24, Township 12 North, Range 6 West, Canadian County, Oklahoma, and 33.5% for Section 13, Township 12 North, Range 6 West, Canadian County, Oklahoma. The portion of the completion interval of such multiunit horizontal well in one or more of the 640-acre drilling and spacing units formed for the separate common sources of supply involved herein in said Section 24 shall be treated as a well in each such unit and shall constitute the initial well to be drilled under the above-described plan of development of the units covered hereby in said Section 24. The portion of the costs incurred in connection with and the production and proceeds from the above described multiunit horizontal well to be allocated to the 640-acre drilling and spacing units formed for the separate common sources of supply covered hereby in said Section 24 will be determined by the allocation factor established by the Commission in the above described pending multiunit horizontal well proceeding.

- a. **Participate:** To participate in the development of the unit and common sources of supply by agreeing to pay such owner's proportionate part of the actual cost of the well or wells covered hereby and by paying, as set out below, to the Operator such owner's proportionate part of the estimated completed well cost thereof, or by securing or furnishing security for such payment satisfactory to the Operator, within ten (10) days from the date of a spud notice to be sent not more than sixty (60) days prior to anticipated spud, as follows:

Completed as a dry hole	- \$2,135,437.00
Completed for production	- \$7,381,228.00

The ALLOCATED COMPLETED for production of costs for owners in Section 24, Township 12 North, Range 6 West, Canadian County, Oklahoma, has been determined to be 66.5% of the completed for production costs as recommended for the Order to issue in Cause CD No. 201702654-T.

Provided, however, that in the event an owner elects to participate in said well by paying his proportionate part of the costs thereof and fails or refuses to pay or to secure the payment of such owner's proportionate part of the completed well cost as set forth herein, or fails or refuses to pay or make an arrangement with the Operator for the payment thereof, all within the periods of time as prescribed in this Order, then such owner shall be deemed to have elected to accept the option provided in Paragraph 6(b) below; provided, that if an owner's interest has burdens that exceed the total royalty provided in Paragraph 6(b) below, then in that event, such owner shall be deemed to have accepted the option provided in Paragraph 6(c) below; provided, that if an owner's interest has burdens that exceed the total royalty provided in Paragraph 6(c) below, then in that event, such owner shall be deemed to have accepted the option provided in Paragraph 6(d) below; provided, that if an owner's interest has burdens that exceed the total royalty provided in Paragraph 6(d) below, then in that event, such owner shall be deemed to have accepted the option provided in Paragraph 6(e) below; provided, that if an owner's interest has burdens that exceed the total royalty provided in Paragraph 6(e) below, then in that event, such owner shall be deemed to have accepted the option provided in Paragraph 6(f) below; provided, that if an owner's interest has burdens that exceed the total royalty provided in Paragraph 6(f) below, then in that event, such owner shall be deemed to have accepted the option provided in Paragraph 6(g) below. Thereupon the payment of such cash bonus shall be made by the Applicant within thirty-five (35) days after the last day of which such defaulting owner under this Order, should have paid his proportionate part of such owner's costs or should have made satisfactory arrangements for the payment thereof.

- b. **Cash Consideration: (\$5,500.00 per acre and a 1/8 total royalty, as more fully described herein)** To accept \$5,500.00 per acre cash as a fair, reasonable and equitable bonus to be paid unto each owner who elects not to participate in the cost thereof; such cash bonus to be paid by the Applicant within thirty-five (35) days from the date of this Order and when so paid shall be satisfaction in full for all rights and interests of such owner in the unit covered hereby, except for any normal 1/8 royalty interest, as defined in 52 O.S., Section 87.1 (e) (1977). To elect this option, a respondent must be capable of delivering at least an 87.5% net revenue interest to the Applicant, at the time elections are due herein.
- c. **Cash Consideration: (\$5,300.00 per acre and a 3/16 total royalty, as more fully described herein)** To accept \$5,300.00 per acre cash plus an overriding royalty or excess royalty of 1/16 of 8/8 as a fair, reasonable and equitable bonus to be paid unto each owner who elects not to participate in the cost thereof; such cash bonus to be paid by Applicant within thirty-

five (35) days from the date of this Order and when so paid shall be satisfaction in full for all rights and interests of such owner in the unit covered hereby, except for any normal 1/8 royalty interest, as defined in 52 O.S., Section 87.1 (e) (1977); provided, however, in the event any owner's interest is subject to a royalty, overriding royalty, or other burden on production in excess of the normal 1/8 royalty as defined herein, then, such excess royalty, overriding royalty, or other burden shall be charged against the 1/16 of 8/8 overriding or excess royalty as herein set forth, and the same shall be reduced by the amount of any such excess. To elect this option, a respondent must be capable of delivering at least an 81.25% net revenue interest to the Applicant, at the time elections are due herein.

- d. **Cash Consideration: (\$5,200.00 per acre and a 1/5 total royalty, as more fully described herein)** To accept \$5,200.00 per acre cash plus an overriding royalty or excess royalty of 7.5% of 8/8 as a fair, reasonable and equitable bonus to be paid unto each owner who elects not to participate in the cost thereof; such cash bonus to be paid by Applicant within thirty-five (35) days from the date of this Order and when so paid shall be satisfaction in full for all rights and interests of such owner in the unit covered hereby, except for any normal 1/8 royalty interest, as defined in 52 O.S., Section 87.1 (e) (1977); provided, however, in the event any owner's interest is subject to a royalty, overriding royalty, or other burden on production in excess of the normal 1/8 royalty as defined herein, then, such excess royalty, overriding royalty, or other burden shall be charged against the 7.5% of 8/8 overriding or excess royalty as herein set forth, and the same shall be reduced by the amount of any such excess. To elect this option, a respondent must be capable of delivering at least an 80% net revenue interest to the Applicant, at the time elections are due herein.
- e. **Cash Consideration: (\$5,000.00 per acre and a 22.5% total royalty, as more fully described herein)** To accept \$5,000.00 per acre cash plus an overriding royalty or excess royalty of 10% of 8/8 as a fair, reasonable and equitable bonus to be paid unto each owner who elects not to participate in the cost thereof; such cash bonus to be paid by Applicant within thirty-five (35) days from the date of this Order and when so paid shall be satisfaction in full for all rights and interests of such owner in the unit covered hereby, except for any normal 1/8 royalty interest, as defined in 52 O.S., Section 87.1 (e) (1977); provided, however, in the event any owner's interest is subject to a royalty, overriding royalty, or other burden on production in excess of the normal 1/8 royalty as defined herein, then, such excess royalty, overriding royalty, or other burden shall be charged against the 10% of 8/8 overriding or excess royalty as herein set forth, and the same shall be reduced by the amount of any such excess. To elect this option, a respondent must be capable of delivering at least a 77.5% net revenue interest to the Applicant, at the time elections are due herein.
- f. **Cash Consideration: (\$2,000.00 per acre and a 1/4 total royalty, as more fully described herein)** To accept \$2,000.00 per acre cash plus an overriding royalty or excess royalty of 1/8 of 8/8 as a fair, reasonable and equitable bonus to be paid unto each owner who elects not to participate in the cost thereof; such cash bonus to be paid by Applicant within thirty-five (35) days from the date of this Order and when so paid shall be satisfaction in full for all rights and interests of such owner in the unit covered hereby, except for any normal 1/8

royalty interest, as defined in 52 O.S., Section 87.1 (e) (1977); provided, however, in the event any owner's interest is subject to a royalty, overriding royalty, or other burden on production in excess of the normal 1/8 royalty as defined herein, then, such excess royalty, overriding royalty, or other burden shall be charged against the 1/8 of 8/8 overriding or excess royalty as herein set forth, and the same shall be reduced by the amount of any such excess. To elect this option, a respondent must be capable of delivering at least a 75% net revenue interest to the Applicant, at the time elections are due herein.

- g. **Cash Consideration (Overburdened Interest): (\$10.00 and deliver to Operator the interest as burdened)** To accept \$10.00 cash as a fair, reasonable and equitable bonus to be paid unto each owner who elects not to participate in the cost thereof; such cash bonus to be paid by Applicant within thirty (30) days from the date of this Order and when so paid shall be satisfaction in full for all rights and interests of such owner in the unit covered hereby. This option is available only to those owners who have a working interest or the right to drill that had burdens of record at the time the Application was filed herein and said burdens reduce said owner's interest to a net revenue of below 75%. If an owner's interest is so burdened, they shall receive \$10.00 and deliver the burdened interest to the Operator for no additional consideration.
- h. **Deferred Election**: The target interval in the initial well to be drilled under the pooling order to issue is the Woodford common source of supply. The Applicant/Operator has plans to develop the Mississippian and Hunton common sources of supply in the unit being pooled. Owners being pooled herein are required to elect from the options provided in Paragraph 6 herein within twenty (20) days from the date of the Order. Any owner can elect within the twenty (20) day period to limit their election to the Woodford common source of supply and reserve the right to a deferred election for the Mississippian and Hunton common sources of supply. Such deferred election, as to the Mississippian and Hunton, must be made within the twenty (20) day election period. In the event an owner timely elects the deferred election as to the Mississippian and Hunton common sources of supply, the bonus consideration provided in Paragraph 6 herein shall be split and allocated to 45% to the Mississippian, 45% to the Woodford, and 10% to the Hunton common sources of supply. Owners failing to affirmatively elect the deferred election in the Mississippian and Hunton shall receive 100% of the bonus described in Paragraph 6 in the event such owner fails to elect to participate.
7. **Failure to Elect**: In the event any owner fails to elect within the time and in the manner as set out above which of the alternatives set forth in Paragraph 6 above, any such owner accepts, then such owner shall be deemed to have accepted the cash bonus plus total royalty as set out in Paragraph 6(b). In the event any such owner's interest is burdened greater than the total royalty provided in Paragraph 6(b), then said owner will be deemed to have elected the option provided in Paragraph 6(c). In the event any such owner's interest is burdened greater than the total royalty provided in Paragraph 6(c), then said owner will be deemed to have elected the option provided in Paragraph 6(d). In the event any such owner's interest is burdened greater than the total royalty provided in Paragraph 6(d), then said owner will be deemed to have elected the option provided in Paragraph

6(e). In the event any such owner's interest is burdened greater than the total royalty provided in Paragraph 6(e), then said owner will be deemed to have elected the option provided in Paragraph 6(f). In the event any such owner's interest is burdened greater than the total royalty provided in Paragraph 6(f), then said owner will be deemed to have elected the option provided in Paragraph 6(g). In the event any owner elected to do other than participate in said well by paying his pro rata share of the costs thereof, or fails to make one of the elections provided above, such owner shall be deemed to have relinquished unto Applicant all of such owner's right, title, and interest or claim in and to the unit well or wells, except for any normal 1/8 royalty interest and other share in production to which such owner may be entitled by reason of any election hereunder.

8. Participation in Subsequent Wells: Only those owners electing to participate in the initial well or those owners who elected a deferred election for the Mississippian and Hunton common sources of supply will be allowed to participate in subsequent wells drilled on the drilling and spacing unit covered hereby. Owners electing or deemed to have elected the cash consideration plus royalty provided in Paragraph 6(b), 6(c), 6(d), 6(e), 6(f) or 6(g) above shall receive no additional cash consideration for subsequent wells, unless they elected the deferred election for the Mississippian and Hunton provided in Paragraph 6(h) above.

a. Election on Subsequent Wells: In the event a participating party in the initial well or those owners who elected a deferred election for the Mississippian and Hunton common sources of supply proposes the drilling of a subsequent well they shall notify those owners who elected to participate in the initial well or those owners who elected a deferred election for the Mississippian and Hunton common sources of supply of their proposal to drill a subsequent well, and said owners will have twenty (20) days from the receipt of said proposal to elect to the Operator whether to participate in said subsequent well or accept the options in lieu of participation provided in Paragraph 6(b), 6(c), 6(d), 6(e), 6(f) and 6(g) above, as further modified by Paragraph 6(h) above. The proposal shall include the proposed costs of the subsequent well and owners electing to participate must pay their proportionate share of said costs to the Operator within twenty-five (25) days from the receipt of the proposal. Owners failing to elect within the period provided or those owners electing to participate but failing to pay within the period provided shall be deemed to have elected not to participate in the subsequent well and shall thereafter receive the consideration provided in Paragraph 6(b) herein for all subsequent wells, unless they have burdens exceeding the total royalty provided in Paragraph 6(b) in which event they will receive the consideration provided in Paragraph 6(c) above, unless they have burdens exceeding the total royalty provided in Paragraph 6(c) in which event they will receive the consideration provided in Paragraph 6(d) above, unless they have burdens exceeding the total royalty provided in Paragraph 6(d) in which event they will receive the consideration provided in Paragraph 6(e) above, unless they have burdens exceeding the total royalty provided in Paragraph 6(e) in which event they will receive the consideration provided in Paragraph 6(f) above, unless they have burdens exceeding the total royalty provided in Paragraph 6(f) in which event they will receive the consideration provided in Paragraph 6(g) above, with

bonuses to be paid within thirty-five (35) days after the end of the election period. Any time an owner elects or is deemed to have elected not to participate in a subsequent well, then that owner shall be deemed to have relinquished unto the Applicant all of such owner's right, title, and interest or claim in and to the proposed well, except for any share in production to which such owner may be entitled by reason of any election hereunder and shall not be allowed to participate in future wells drilled on the drilling and spacing unit covered hereby, provided that said proposed subsequent well is commenced within 180 days from the date of the proposal. If a well is not commenced timely, the parties receiving the proposal shall be returned to the position they were in prior to the well proposal. That the Oklahoma Corporation Commission shall retain jurisdiction over the drilling and completion costs proposed for subsequent wells. A "subsequent well" shall not include or cover any sidetrack operation in the initial unit well or any subsequent well covered hereby when said sidetrack operation is conducted only to straighten the hole or to drill around junk in the hole or to overcome other mechanical difficulties. No parties shall have the right to make any subsequent elections as to any such sidetrack operation described in the preceding sentence. A sidetrack operation, however, for any other reason shall be considered a "subsequent well" and shall fall within the terms set forth herein.

9. Operator: Jones Energy, LLC  
8308 North May Avenue  
Suite 100  
Oklahoma City, Oklahoma 73120

an owner of the right to drill in said drilling and spacing unit is designated Operator of the unit well and common sources of supply covered hereby, subject to the provision in Paragraph 10 below, and all elections required in Paragraph 6 hereof shall be communicated to said Operator in writing at the address above as required in this Order. All written elections must be mailed and postmarked within the election period as set forth in Paragraph 6 above. That said Operator has a current plugging bond or financial statement on file with the Corporation Commission.

10. Commencement of Operations: That Operator commence operations for the drilling or other operations with respect to the initial well covered hereby within 365 days from the date of this Order, or this Order shall be of no force and effect, except as to the payment of bonuses. That Operator may complete said well or wells in several separate zones being pooled. That all prospective zones may not necessarily be completed during the initial completion, but rather, may be done in a reasonably prudent time and manner.
11. Escrow Account: If any payments of bonus due and owing under this Order cannot be made because the person entitled thereto cannot be located or is unknown, then said bonus shall be paid into an escrow account within ninety (90) days after this Order and shall not be commingled with any funds of the Applicant or Operator. Any royalty payments or other payments due to such person shall be paid into an escrow account by the holder of such funds. Responsibility for filing reports with the Commission as required by law and Commission Rules as to bonus, royalty or other payments deposited into escrow accounts shall be with the applicable holder. Such funds deposited in said

escrow accounts shall be held for the exclusive use of and sole benefit of the person entitled thereto. It shall be the responsibility of the Operator to notify all other holders of this provision and of the Commission Rules regarding unclaimed monies under pooling orders. If any payment of bonus due and owing under this Order cannot be made for any other reason, then such bonus shall be paid into an escrow account and shall not be commingled with any funds of the Applicant or Operator. Any royalty payments or other payments due to such person shall be paid into an escrow account by the holder of such funds.

12. Operator Lien: That Operator, in addition to any other rights provided herein, shall have a lien, as set out in 52 O.S., Section 87.1 (e) (1977), on the interest of any owner, subject to this Order, who has elected to participate in the well covered hereby by paying such owner's proportionate part of the costs thereof.
13. Filing of Affidavit: That the Applicant, or its Attorney, shall file with the Secretary of the Commission, within ten (10) days from the date of this Order, an Affidavit stating that a copy of said Order was mailed within three (3) days from the date of this Order, to all parties pooled by this Order, whose addresses are known.
14. Special Finding: That Applicant exercised due diligence to locate each of the respondents subject to the Application in this Cause and that a bona fide effort was made to reach an agreement with each respondent. That the Applicant has not agreed with all such respondents in such drilling and spacing unit to pool their interest and to develop the drilling and spacing unit and common source of supply as a unit; that the Applicant has proposed the drilling of a well on said unit and to develop said common source of supply. That the Operator, hereinabove named, is the owner of the right to drill on said drilling and spacing unit and to develop and produce said common source of supply. The initial well is a proposed multiunit horizontal well, targeting the Woodford common source of supply. Additionally, parties who elect a cash bonus or are deemed to have elected a cash bonus will be required to provide a W9 Form to receive said bonus payment. Applicant's evidence shows that there were burdens placed on owner's interest years ago during vertical development. Said burdens now create a negative asset and are greater than current fair market value. As a result, Applicant provided an option in Paragraph 6(h) herein for the overburdened interest.



15. Conclusion: The relief requested is necessary to prevent or to assist in preventing the various types of waste of oil or gas prohibited by statute, or any of said wastes, and to protect or assist in protecting the correlative rights of interested parties. Such requested relief, as set forth above, should be granted, and IT IS SO ORDERED.

DONE AND PERFORMED this 12 day of December, 2017.

CORPORATION COMMISSION OF OKLAHOMA

Dana L. Murphy  
DANA L. MURPHY, Chairman  
J. Todd Hiatt  
J. TODD HIATT, Vice Chairman  
Bob Anthony  
BOB ANTHONY, Commissioner

ATTEST:

Peggy Mitchell  
PEGGY MITCHELL, Commission Secretary

REPORT OF THE ADMINISTRATIVE LAW JUDGE

THE FOREGOING FINDINGS AND ORDER ARE THE REPORT AND RECOMMENDATIONS OF THE ADMINISTRATIVE LAW JUDGE.

Keith Thomas  
KEITH THOMAS, Administrative Law Judge

11/22/17  
Date

Donald P. ...  
Reviewer

11/22/17  
Date

Approved as to form and content: C. Helm

**EXHIBIT "A"**

APPLICANT: NOSLEY SCOOP, LLC AND NOSLEY ACQUISITION, LLC AND JONES ENERGY, LLC  
CAUSE CD NO.: 201700900

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**RESPONDENTS WITH KNOWN ADDRESSES**

1. **CASTLE CREEK DESIGN, LLC**  
**2520 LOST LAKE LN**  
**YUKON, OK 73099**
2. **BEACON E&P RESOURCES, LLC**  
**1600 BROADWAY, SUITE 1800**  
**DENVER, CO 80202**
3. **MEADOWS OIL & GAS CORP.**  
**609 S. KELLY AVE, SUITE G**  
**EDMOND, OK 73003**
4. **NOSLEY SCOOP, LLC**  
**807 LAS CIMAS PARKWAY**  
**AUSTIN, TX 78746**
5. **GDA INVESTMENTS, INC.**  
**20622 DEER SPRINGS CIRCLE**  
**OKLAHOMA CITY, OK 73012**
6. **89 ENERGY, LLC**  
**105 N. HUDSON AVE, SUITE 650**  
**OKLAHOMA CITY, OK 73102**
7. **K.R.M. PETROLEUM CORPORATION**  
**GRAND CENTRE**  
**5400 N. GRAND BLVD. #450**  
**OKLAHOMA CITY, OK 73112**
8. **STERLING ASSET AND INCOME FUND L.P. A-2**  
**GRAND CENTRE**  
**5400 N. GRAND BLVD. #450**  
**OKLAHOMA CITY, OK 73112**
9. **STERLING ASSET AND INCOME FUND L.P. A-3**  
**GRAND CENTRE**  
**5400 N. GRAND BLVD. #450**  
**OKLAHOMA CITY, OK 73112**
10. **PRIMEENERGY MANAGEMENT CORPORATION**  
**GRAND CENTRE**  
**5400 N. GRAND BLVD. #450**  
**OKLAHOMA CITY, OK 73112**
11. **PRIMEENERGY CORPORATION**  
**GRAND CENTRE**  
**5400 N. GRAND BLVD. #450**  
**OKLAHOMA CITY, OK 73112**
12. **PRIME OPERATING COMPANY**  
**GRAND CENTRE**  
**5400 N. GRAND BLVD. #450**  
**OKLAHOMA CITY, OK 73112**
13. **PRIMEENERGY ASSET AND INCOME FUND, L.P. A-1**  
**GRAND CENTRE**  
**5400 N. GRAND BLVD. #450**  
**OKLAHOMA CITY, OK 73112**
14. **PRIMEENERGY ASSET AND INCOME FUND, L.P. A-2,**  
**GRAND CENTRE**  
**5400 N. GRAND BLVD. #450**  
**OKLAHOMA CITY, OK 73112**
15. **PRIMEENERGY ASSET AND INCOME FUND, L.P. A-3**  
**GRAND CENTRE**  
**5400 N. GRAND BLVD. #450**  
**OKLAHOMA CITY, OK 73112**
16. **PRIMEENERGY ASSET AND INCOME FUND, L.P. AA-**  
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**GRAND CENTRE**  
**5400 N. GRAND BLVD. #450**  
**OKLAHOMA CITY, OK 73112**
17. **PRIMEENERGY ASSET AND INCOME TRUST A-1**  
**GRAND CENTRE**  
**5400 N. GRAND BLVD. #450**  
**OKLAHOMA CITY, OK 73112**
18. **BENCHMARK ENERGY COMPANY**  
**1400 MCCURDY ROAD**  
**DUNCAN, OK 73533**

EXHIBIT "A"  
(Continued)

APPLICANT: NOSLEY SCOOP, LLC AND NOSLEY ACQUISITION, LLC AND JONES ENERGY, LLC  
CAUSE CD NO.: 201700900  
PAGE TWO

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RESPONDENTS WITH KNOWN ADDRESSES

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|---|---|
| 19. JACK T. CURTIS<br>P.O. BOX 1901<br>PAMPA, TX 79066  | 29. MARJORIE ANN PATTON<br>C/O FLORENCE JOY MYRICK<br>110 COTTONWOOD DRIVE<br>YUKON, OK 73099   |
| 20. H.C. GRADY, JR. INC.<br>120 WEST KINGSMILL AVENUE #313<br>PAMPA, TX 79065   | 30. LINDA BETH SCIANO<br>C/O FLORENCE JOY MYRICK<br>110 COTTONWOOD DRIVE<br>YUKON, OK 73099   |
| 21. C.A. WINBORN<br>831 INDIGO RUN DR.<br>BULVERDE, TX 78163  | 31. MARJORIE ANN PATTON<br>C/O MATT WHEATLEY<br>11504 BIRDIE CT.<br>YUKON, OK 73099   |
| 22. W.H. WINBORN<br>831 INDIGO RUN DR.<br>BULVERDE, TX 78163  | 32. LINDA BETH SCIANO<br>C/O MATT WHEATLEY<br>11504 BIRDIE CT.<br>YUKON, OK 73099   |
| 23. GENE DEVERS<br>107 OAK GLEN DR.<br>GREENVILLE, TX 75402   | 33. BESSIE JEAN YOWELL<br>C/O RICHARD FOGG, AIF<br>421 SOUTH ROCK ISLAND AVENUE<br>EL RENO, OK 73036  |
| 24. LINDA DEVERS<br>107 OAK GLEN DR.<br>GREENVILLE, TX 75402  | 34. *RAF EXPLORATION, INC.<br>6300 NW EXPRESSWAY<br>OKLAHOMA CITY, OK 736173  |
| 25. <b>B.F. DORMAN, DEC'D</b><br><b>C/O PAULINE S. DORMAN</b><br><b>3650 VANCE ST APT 107</b><br><b>WHEAT RIDGE, CO 80033</b> | 35. <b>*FORSYTHE FAMILY TRUST DATED THE 14TH</b><br><b>DAY OF MARCH, 1996</b><br><b>DAVID L. FORSYTHE AND JERRY J. FORSYTHE,</b><br><b>AS TRUSTEES</b><br><b>11078 240<sup>TH</sup> ST.</b><br><b>BLANCHARD, OK 73010</b> |
| 26. KAREN SCHROEDER<br>503 E. RICHMOND AVE.<br>DAYTON, WA 99328   | 36. *EDWARD N. ADCOCK<br>77 CALLE VENTOSO W<br>SANTE FE, NM 87506   |
| 27. LINDSEY MICHELLE MAGUIRE, A/K/A<br>LINDSEY M. CARTER<br>967 PACK SADDLE COURT<br>HENDERSON, NV 89014                      |   |
| 28. <b>HOMER C. YOWELL</b><br><b>C/O JOAN YOWELL</b><br><b>14001 N PIEDMONT RD</b><br><b>PIEDMONT, OK 73078</b>               |   |

EXHIBIT "A"  
(Continued)

APPLICANT: NOSLEY SCOOP, LLC AND NOSLEY ACQUISITION, LLC AND JONES ENERGY, LLC  
CAUSE CD NO.: 201700900  
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RESPONDENTS WITH KNOWN ADDRESSES

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| 37. <b>*FRANCIS S. COMPTON</b><br><b>2818 FRONTIER DR.</b><br><b>MIDLAND, TX 79705</b><br><b>(UNCLAIMED)</b>   | 45. <b>*CHILDRESS ROYALTY COMPANY</b><br>411 W. 5TH ST<br>JOPLIN, MO 64801   |
| 38. <b>*LAMAR E. LLOYD</b><br>P.O. BOX 90037<br>HOUSTON, TX 77290  | 46. <b>*C.F. LAWRENCE AND ASSOC., INC.</b><br><b>P O BOX 2418</b><br><b>MIDLAND, TX 79702</b>                                    |
| 39. <b>(DISMISSED)</b>   | 47. <b>*PHOENIX HYDROCARBONS OPERATING, CORP.</b><br>808 WEST WALL STREET<br>MIDLAND, TX 79701                                   |
| 40. <b>*LAUREN M. MUNN AND RICHARD W. MUNN, CO-</b><br><b>TRUSTEES OF THE MMV AND JLM FAMILY TRUST</b><br>63 N. GREENVINE CIRCLE<br>SPRING, TX 77382   | 48. <b>*THE HEFNER CORPORATION</b><br>P.O. BOX 2177<br>OKLAHOMA CITY, OK 73101   |
| 41. <b>*ALPINE ROYALTIES LLC</b><br>15601 DALLAS PARKWAY, SUITE 900<br>ADDISON, TX 75001   | 49. <b>*ARBUCKLES ENTERPRISES, INC.</b><br>P.O. BOX 5250<br>EDMOND, OK 73083   |
| 42. <b>*RODNEY J. LAUBACH AND/OR ADELINE B.</b><br><b>LAUBACH, TRUSTEES OF THE ADELINE B.</b><br><b>LAUBACH REVOCABLE TRUST,</b><br>DATED MAY 14, 1998<br>P.O. BOX 270488<br>OKLAHOMA CITY, OK 73137 | 50. <b>*ANNE J. MITCHELL TRUST, UNDER THE WILL OF</b><br><b>LOUIS A. WALSTROM, JR.</b><br>16255 E PURDUE PL.<br>AURORA, CO 80013 |
| 43. <b>*GFB ACQUISITION-I, L.P.</b><br>C/O GREGORY F. BAIANO<br>2804 BLUEBIRD LN.<br>MIDLAND, TX 79705   | 51. <b>*RITA L. MILLER</b><br><b>6800 LEETSDALE DR. APT 500</b><br><b>DENVER, CO 80224</b>                                       |
| 44. <b>*ELAND ENERGY, INC.</b><br>KNOLL TRACE PLAZA<br>16400 DALLAS PARKWAY, STE. 100<br>DALLAS, TX 75248  | 52. <b>*SAM BURK, JR.</b><br><b>1855 LOW MEADOW BLVD UNIT 14</b><br><b>CASTLE ROCK, CO 80109</b>                                 |
|  | 53. <b>*JOHN WILLIAM BARNETT</b><br><b>1555 CALIFORNIA ST APT 405</b><br><b>DENVER, CO 80202-4277</b>                            |

EXHIBIT "A"  
(Continued)

APPLICANT: NOSLEY SCOOP, LLC AND NOSLEY ACQUISITION, LLC AND JONES ENERGY, LLC  
CAUSE CD NO.: 201700900  
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RESPONDENTS WITH KNOWN ADDRESSES

- 54. \*DONALD L. HANSEN, SR. ROYALTY CO., L.L.C.  
C/O DONALD L. HANSEN, SR., MANAGING MEMBER  
9713 S. 99TH EAST AVE  
TULSA, OK 74133
- 55. \*CARTER PRODUCTION CO.  
P O BOX 33129  
TULSA, OK 74153
- 56. \*NORMAN G. WALLACE  
C/O FRONA M. WALLACE  
4130 E 31ST ST., APT. 4019  
TULSA, OK 74135
- 57. \*MARLIS E. SMITH TRUST  
4703 S. ELIZABETH CT.  
ENGLEWOOD, CO 80113
- 58. \*JAMES D. MORRISON  
9279 E. 58TH ST.  
TULSA, OK 74145

**\*Respondents listed for curative purposes.**

RESPONDENTS WITH UNKNOWN ADDRESSES

- 59. HALE CATTLE CO.
- 60. ANGELA DEVERS
- 61. MARK DEVERS

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.