

BEFORE THE CORPORATION COMMISSION OF THE STATE OF OKLAHOMA

APPLICANT: BASIS RESOURCES GROUP, LLC

RELIEF SOUGHT: POOLING

LANDS COVERED: SW/4 NE/4 Section 14, TOWNSHIP 9
NORTH, RANGE 8 EAST, HUGHES COUNTY,
OKLAHOMA

CAUSE CD NO.
201401443

ORDER NO.
623698

ORDER OF THE COMMISSION

This cause came on for hearing before Michael Porter, Administrative Law Judge for the Corporation Commission of Oklahoma, on the 25th day of March, 2014, at 8:30 a.m. in the Commission Courtroom, Jim Thorpe Building, Oklahoma City, Oklahoma, pursuant to notice given as required by law and the Rules of the Commission for the purpose of hearing, taking testimony and reporting the findings and recommendations to the Commission.

David E. Pepper, Attorney, appeared for the Applicant, BASIS RESOURCES GROUP, LLC.

The Administrative Law Judge heard the cause and filed a report with the Commission, which report has been considered, and the Commission, therefore, finds as follows:

FINDINGS

1. That this is the Application of Basis Resources Group, LLC for an order pooling interests and adjudicating rights and equities of oil and gas owners in the Calvin, Red Fork, Bartlesville, Booch, Gilcrease, Union Valley Lime, Cromwell, Hunton, Viola, First Wilcox and Second Wilcox common sources of supply underlying SW/4 NE/4 Section 14-9N-8E, Hughes County, Oklahoma.

2. That at the time of the hearing, certain Respondents were dismissed as reflected on Exhibit "A" attached hereto.

3. That the Commission has jurisdiction over the subject matter herein; that notice has been given in all respects as required by law and the rules of the Commission.

4. That SW/4 NE/4 Section 14-9N-8E, Hughes County, Oklahoma is a 40-acre drilling and spacing unit for the production of hydrocarbons from the Calvin, Red Fork, Bartlesville, Booch, Gilcrease, Union Valley Lime, Cromwell, Hunton, Viola, First Wilcox and Second Wilcox common sources of supply, heretofore established by Order No. 183643.

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5. That Basis Resources Group, LLC is the owner of the right to drill wells on said drilling and spacing unit and to develop and produce said common sources of supply, has made a bona fide effort to reach an agreement with all of the other such owners in such drilling and spacing unit, as set forth on Exhibit "A", to pool their interests and to develop the drilling and spacing unit and common sources of supply as a unit, and the Commission should issue an order requiring such owners to pool and develop the drilling and spacing unit and common sources of supply covered hereby as a unit.

6. That Basis Resources Group, LLC proposes to drill a well in SW/4 NE/4 Section 14-9N-8E, Hughes County, Oklahoma, to a depth sufficient to test the Calvin, Red Fork, Bartlesville, Booch, Gilcrease, Union Valley Lime, Cromwell, Hunton, Viola, First Wilcox and Second Wilcox common sources of supply, and that to protect correlative rights, all owners should be required to pool and develop the unit and common sources of supply covered hereby as a unit, upon the terms and conditions set out in "Order" below, all of which are found hereby, after a consideration of the substantial evidence in this cause, to be just and reasonable and will afford each owner in the unit the opportunity to recover or receive without unnecessary expense his just and fair share of the production from the unit.

7. That in the interest of the prevention of waste and the protection of correlative rights, this Application should be granted, and the rights of all owners pooled and adjudicated.

ORDER

IT IS THEREFORE ORDERED by the Corporation Commission of Oklahoma as follows:

1. That Basis Resources Group, LLC proposes to drill a well in SW/4 NE/4 Section 14-9N-8E, Hughes County, Oklahoma, a drilling and spacing unit for the Calvin, Red Fork, Bartlesville, Booch, Gilcrease, Union Valley Lime, Cromwell, Hunton, Viola, First Wilcox and Second Wilcox common sources of supply, and to develop said unit and the common sources of supply thereunder as a unit, and the rights and equities of all oil and gas owners covered hereby are pooled, adjudicated and determined.

Well Costs:

2a. That estimated well costs are:

Completed as a dry hole - \$311,400.00
Completed for production - \$585,900.00

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**Cash bonus of \$125 per acre plus a total royalty of 1/8
as more fully set forth below:**

2b. That \$125 per acre is a fair, reasonable and equitable cash bonus to be paid unto each owner who elects not to participate in said well by paying such owner's proportionate part of the costs thereof; such cash bonus when paid as set out in this Order should be satisfaction in full for all rights and interests of such owner in the well covered hereby, except for any normal 1/8 royalty interest as defined in 52 O.S. Section 87.1(e); provided that any party unable to deliver a 7/8 interest shall be required to elect option 2c or to participate in the drilling of the well;

**Cash bonus of \$100 per acre plus a total royalty of 3/16
as more fully set forth below:**

2c. That \$100 per acre, plus a proportionate share of an overriding or excess royalty of 1/16 of 8/8 is a fair, reasonable and equitable cash bonus to be paid unto each owner who elects not to participate in said well by paying such owner's proportionate part of the costs thereof; such cash bonus when paid as set out in this Order should be satisfaction in full for all rights and interests of such owner in the well covered hereby, except for any normal 1/8 royalty interest as defined in 52 O.S. Section 87.1(e); provided that any party unable to deliver a 13/16 interest shall be required to elect option 2d or to participate in the drilling of the well;

No cash bonus plus a total royalty of 1/5 as more fully set forth below:

2d. In lieu of such cash bonus, an owner may elect to have delivered unto him, as his just and fair share of production from such well, in addition to the normal 1/8 royalty interest as defined in 52 O.S. Section 87.1(e), his proportionate part of an excess or overriding royalty of 7.5% of 8/8 on oil and gas from any well drilled under this Order, same to be delivered into the lease tank or the pipeline to which said well is connected, free and clear of all costs, expenses and risks incurred in or in connection with the drilling, testing, completing, equipping, operating and producing of the well covered hereby.

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Provided, however, in the event the oil and gas interest of any owner is subject to any royalty, overriding royalty or other payments out of production which will create a burden on such interests, in excess of the normal 1/8 royalty defined above, then such excess royalty, overriding royalty or other payment out of production should be charged against the overriding royalty as hereinabove set forth, and the same should be reduced by the amount of any such excess.

3. That any owner of the right to drill in said drilling and spacing unit who has not agreed with Basis Resources Group, LLC to develop said unit and common sources of supply shall be afforded the following election as to all or any portion of his interest:

- 3a. 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 costs of the well covered hereby, and by paying, as set out herein, to Applicant, such owner's proportionate part of the estimated completed for production costs thereof as set out in paragraph 2a above, or by securing or furnishing security for such payment satisfactory to the Applicant; in all events, such owner's cost in said well should not exceed his proportionate part of the actual or reasonable costs thereof which should be determined by the Commission in the event there is a dispute as to such costs; the payment of such owner's proportionate part of the estimated costs of said well, or the securing of such costs or the furnishing of security therefor, as aforesaid, should be accomplished within 25 days from the date of this Order, such owner's proportionate part of the costs of and the production from such well and unit to be in proportion to the number of acres such owner has in the unit, provided that if the securing of such costs or the furnishing of security of such costs is not accomplished within 25 days then said owner shall be deemed to have failed to elect and shall receive the option set out in paragraph 4 below; or
- 3b. To receive the cash bonus, plus share of production as set out in paragraphs 2b or 2c above, which cash bonus shall be paid or tendered, by Applicant, if same can be paid or tendered, within 35 days from the date of this Order, after receipt of an executed Internal Revenue Service Form W-9, or if same cannot be paid or tendered, a fund therefor created for the use and benefit of any owner accepting, or deemed to have accepted, such cash bonus, plus share of production.

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3c. To receive in lieu of the cash bonus, plus overriding or excess royalty, as set out in paragraphs 2b or 2c above, the just and fair share of production as set out in paragraph 2d above.

4. That each owner of the right to drill in said drilling and spacing unit to said common sources of supply covered hereby who has not agreed to develop said unit as a unit, other than Applicant, should be required to select which of the alternatives set out in paragraph 3 above, such owner accepts, in writing, within 20 days from the date of this Order; in the event any owner fails to elect, in the time and in the manner as set out above, which of the alternatives set forth in paragraph 3 above any such owner accepts, then such owner shall be deemed to have accepted the cash bonus, plus the share of production, as set out in paragraph 2b above; in the event any owner elects to do other than participate in said well by paying his proportionate share of the costs thereof, or fails to make an election provided above, such owner shall be deemed to have relinquished unto Applicant, all of such owner's right, title, interest or claim in and to the unit well, except for any normal 1/8 royalty interest, defined above, or other share in production to which such owners may be entitled by reason of an election hereunder.

5. Only those owners electing to participate in the initial well drilled hereunder will be allowed to participate in subsequent wells drilled on the drilling and spacing unit and common sources of supply covered hereby. Owners electing or deemed to have elected the cash consideration plus excess royalty provided in paragraphs 2b or 2c above, for the initial well shall thereafter receive no additional cash consideration for subsequent wells, but shall receive the royalty it originally elected to receive or was deemed to have elected to receive. Owners electing paragraph 2d above shall receive the same royalty in any subsequent well.

6. In the event Applicant or other owner that participates in the initial well and all subsequent wells proposes the drilling of a subsequent well it shall notify those owners who elected to participate in the initial well herein of its intent to drill a subsequent well by certified mail and said owners will have 20 days from the receipt of said notice to elect whether to participate in said subsequent well or elect alternatives 2b, 2c, or 2d set forth above. The notice provided by the proposing party shall include the estimated dry hole costs and estimated completed well costs of the subsequent well and owners electing to participate must pay, or make satisfactory arrangements with the Operator to secure the payment of, their proportionate share of said completed well costs within 25 days from the receipt of notice from the proposing party. Those owners failing to elect within the period provided or those owners electing to participate but failing to pay their share of costs within the period provided shall be deemed to have elected not to participate in the subsequent well and shall receive the option set forth in paragraph 2b above. Any cash bonus due under the provisions of this section shall be paid within thirty-five (35) days of the date of the receipt of the well proposal. Anytime an owner elects or is deemed to have elected not to participate in a subsequent well, then that owner shall not be allowed to participate in future wells drilled on the drilling and

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spacing units covered hereby. The Oklahoma Corporation Commission shall retain jurisdiction over the drilling and completion costs proposed by Applicant for subsequent wells. Any well proposal made under this provision shall expire after 180 days if no well has been commenced.

7. That Applicant, in addition to any other rights provided in this Order, shall have a lien on the entire mineral leasehold estate or rights owned by the other owners therein and upon each such owner's share of the production from the unit and common sources of supply covered by this Order in order to secure the payment in full of such owner's share of the cost incurred in the development and operation upon said unit. Such liens shall be separable as to each separate owner within such unit, shall be in addition to all other rights and remedies available to the Applicant or Operator, or both, under this Order or applicable law, or both, and shall remain liens until the owner or owners drilling or operating any well located in such unit have been paid the entire amount due under the terms of this Order. By this Order, the Commission specifically authorizes and orders that the owner or owners drilling or operating, or paying for the drilling or for the operation of, one or more wells in the unit for the benefit of all the participants therein, shall be entitled to production from each such well (and the proceeds from the sale of such production) which would be received by the owner or owners for whose benefit each such well was drilled or operated, after paying their royalty, until the owner or owners drilling or operating such well or wells, as applicable, have been paid the amount due under the terms of this Order or any orders settling any dispute concerning the unpaid amount.

8. If any payment of bonus, royalty payments or other payments due and owing under this Order cannot be made because the person entitled thereto cannot be located or is unknown, then said bonus, royalty payments or other payments shall be paid into an escrow account in a financial institution within ninety days (90) after this Order and shall not be commingled with any funds of the Applicant or Operator. Provided, however, that the Commission shall retain jurisdiction to grant to financially solid and stable holders an exception to the requirement that such funds be paid into an escrow account with a financial institution and permit such holder to escrow such funds within such holder's organization. Responsibility for filing reports with the Commission as required by law and Commission rule as to bonus, royalty or other payments escrowed hereunder shall be with the applicable holder. Such escrowed funds shall be held for the exclusive use of, and the 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.

9. Basis Resources Group, LLC is designated operator of the unit well and common sources of supply covered hereby, and all elections shall be communicated to said operator at the address shown below as required in this Order.

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Basis Resources Group, LLC
6422-A North Santa Fe Avenue
Oklahoma City, OK 73116

10. That Basis Resources Group, LLC_ must commence operations for the drilling and other operations with respect to the initial well covered hereby within one hundred eighty (180) days from the date of this Order, or this Order shall be null and void except as to the payment of cash bonuses to the owners having elected that alternative under the terms of this Order.

11. That 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 this Order was mailed within three (3) days from the date of this Order to all parties pooled by this Order whose addresses are known.

DONE AND PERFORMED this 8 day of April, 2014.

CORPORATION COMMISSION OF OKLAHOMA

Bob Anthony

BOB ANTHONY, Chairman

Patrice Douglas

PATRICE DOUGLAS, Vice Chairman

Dana L. Murphy

DANA L. MURPHY, Commissioner

ATTEST:

Peggy Mitchell

Peggy Mitchell, Secretary

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REPORT OF THE ADMINISTRATIVE LAW JUDGE

The foregoing findings and order are the report and recommendations of the Administrative Law Judge.

Approved:

Michael Forte 2 April 2014
Administrative Law Judge Date

[Signature] 4-4-14
Technical Reviewer Date

APPROVED AS TO FORM AND CONTENT:

[Signature]
David E. Pepper

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EXHIBIT "A"

RESPONDENTS POOLED:

- | | |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Estate of Eugene C. Aldridge, deceased
J. Bart Aldridge, Executor
PO Box 830650
Richardson, TX 75080 | 12. DISMISSED |
| 2. DISMISSED | 13. Bank of America, N.A., Trustee fbo Eula May
Johnston
PO Box 2546
Fort Worth, TX 76113 |
| 3. Estate of Marjory Aldridge, deceased
17405 E. 34 th Terrace
Independence, MO 64055 | 14. DISMISSED |
| 4. DISMISSED | 15. Harry J. Schaefer, III and Suzanna M. Dean,
Co-Trustees of the Margaret K. Replogle
Mineral Trust dated December 11, 1990
2801 NW 57th St.
Oklahoma City, OK 73112 |
| 5. Jamie Edwards Murphy, Katherine Edwards
Yarborough & Judith L. Traub, Successor
Co-Trustees, Louise R. Edwards Trust
PO Box 54308
Oklahoma City, OK 73154-1308 | 16. Robert Arthur Ellsworth and Marilyn Dell
Ellsworth, Trustees of the Robert Arthur &
Marilyn Dell Ellsworth Trust dated 9/30/97
2800 West Waterloo Road
Edmond, OK 73003 |
| 6. Katherine Prewitt & Mary Frances
Chesser, Trustees
c/o David Prewitt
PO Box 825
Ralls, TX 79357 | 17. Mavis Kay Surdez
614 Virginia
Sabetha, KS 665534 |
| 7. Mary Harper Hall, Sole Trustee, William Lee
Harper Trust dated June 16, 1988,
2305 Wildwood Ct.
Burnsville, MN 55306-5392 | 18. Peter Gerald Kean and Nancy Ellsworth Keane,
Trustees of the Peter and Nancy Keane Trust
dated 11/2/90
1438 Cabrillo Street
San Francisco, CA 94118-3523 |
| 8. DISMISSED | 19. Victoria Key Armstrong
3004 White Oak Ln
Bedford, TX 76021 |
| 9. Lyda Long, L.L.C.
2829 Guilford Lane
Oklahoma City, OK 73120 | 20. Penmark Energy LLC
PO Box 57132
Oklahoma City, OK 73157 |
| 10. Florence Robinson, possibly deceased
325 Kempton St #220
Spring Valley, CA 91977-5810 | 21. DISMISSED |
| 11. DISMISSED | |

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22. Gerald K. Mainard
6350 Winter Park Drive, Suite 301
North Richland Hills, TX 76180
23. Elaine G. Allman aka Elaine G. Howe
PO Box 624
Sulphur, OK 73086-0624
24. Estate of J. Bart Aldridge, Dec'd
17405 E. 34th Terrace
Independence, MO 64055
25. ADDRESS UNKNOWN
26. ADDRESS UNKNOWN
27. ADDRESS UNKNOWN
28. ADDRESS UNKNOWN

**RESPONDENTS POOLED FOR CURATIVE
PURPOSES:**

NONE

RESPONDENTS DISMISSED:

2. VA Johnston, LTD
PO Box 825
Ralls, TX 79357
4. Marilyn Aldridge Harkins
17405 E. 34th Terrace
Independence, MO 64055
8. The Replogle Company, L.L.C.
6405 Avalon Ln
Nichols Hills, OK 73116
11. Diana Houston
132 Cedar Breeze Lane
Chapel Hill, NC 27517
12. Wendell M. Long and Kathleen Long, Trustees
of the Long Family Oil Trust
1109 Glenwood Ave
Nichols Hills, OK 73118

14. Katherine V. Houston, Trustee of the Paul
Houston Trust
3104 Knoll Drive
Falls Church, VA 22042
21. Patricia Key Roberts
1107 Woodlawn Place
Oklahoma City, OK 73118

RESPONDENTS ADDRESS UNKNOWN:

25. The known and unknown heirs of the Estate of
Russell H. Mainard, deceased
ADDRESS UNKNOWN
26. The known and unknown heirs of the Estate of
A.C. Bryant, deceased
ADDRESS UNKNOWN
27. The known and unknown heirs of the Estate of
Manford E. McClain, deceased
ADDRESS UNKNOWN
28. The known and unknown heirs of the Estate of
Florence Robinson, deceased
ADDRESS UNKNOWN