

Gray, Ken

From: Cody Reid <CReid@rkixp.com>
Sent: Friday, December 21, 2012 4:38 PM
To: Gray, Ken
Subject: Harroun Trust

Ken,
I didn't get a chance to call but wanted to give you a heads-up that our guys aren't crazy about the dilution. We'd prefer to see the wells re-proposed to stay within Section 31. Will talk after the new year.

Thanks,

Cody Reid
RKI Exploration & Production, LLC
210 Park Avenue, Suite 900
Oklahoma City, OK 73102
Ph: 405.996.5767
Fax: 405.949.2223

PLEASE NOTE THE FOLLOWING ADDRESS CHANGE EFFECTIVE 9/6/2012:

210 Park Avenue, Suite 900
Oklahoma City, OK 73102

Oil Conservation Division
Case No. 3A
Exhibit No. 3A

Gray, Ken

From: Cody Reid <CReid@rkixp.com>
Sent: Thursday, January 03, 2013 6:21 PM
To: Gray, Ken
Subject: RE: Harroun Trust

Ken,
Would you all be available to stop by next week? Tuesday or Wednesday morning?

From: Gray, Ken [<mailto:Ken.Gray@dvn.com>]
Sent: Wednesday, December 26, 2012 1:45 PM
To: Cody Reid
Subject: RE: Harroun Trust

Thanks Cody, yes let's talk next week for sure. I don't think there's much interest in changing gears at this point, everyone seems to be agreeable and headed in the same direction. I'll give you a call next week.

From: Cody Reid [<mailto:CReid@rkixp.com>]
Sent: Friday, December 21, 2012 4:38 PM
To: Gray, Ken
Subject: Harroun Trust

Ken,
I didn't get a chance to call but wanted to give you a heads-up that our guys aren't crazy about the dilution. We'd prefer to see the wells re-proposed to stay within Section 31. Will talk after the new year.

Thanks,

Cody Reid
RKI Exploration & Production, LLC
210 Park Avenue, Suite 900
Oklahoma City, OK 73102
Ph: 405.996.5767
Fax: 405.949.2223

PLEASE NOTE THE FOLLOWING ADDRESS CHANGE EFFECTIVE 9/6/2012:

210 Park Avenue, Suite 900
Oklahoma City, OK 73102

Confidentiality Warning: This message and any attachments are intended only for the use of the intended recipient(s), are confidential, and may be privileged. If you are not the intended recipient, you are hereby notified that any review, retransmission, conversion to hard copy, copying, circulation or other use of all or any portion of this message and any attachments is strictly prohibited. If you are not the intended recipient, please notify the sender immediately by return e-mail, and delete this message and any attachments from your system.

Gray, Ken

From: Gray, Ken
Sent: Tuesday, January 08, 2013 11:27 AM
To: 'Cody Reid'
Subject: RE: Harroun Trust

Cody, thanks for setting up the meeting, we obviously have a different way of looking at the economics of these laterals. In any event, if you can't or don't want to join the extended lateral, we will gladly take a farmout/term assignment. Just let me know.

From: Cody Reid [<mailto:CReid@rkixp.com>]
Sent: Tuesday, January 08, 2013 8:55 AM
To: Gray, Ken
Subject: RE: Harroun Trust

Oklahoma.

Thanks,
Cody

From: Gray, Ken [<mailto:Ken.Gray@dvn.com>]
Sent: Tuesday, January 08, 2013 8:56 AM
To: Cody Reid
Subject: RE: Harroun Trust

Which tower?

From: Cody Reid [<mailto:CReid@rkixp.com>]
Sent: Tuesday, January 08, 2013 8:49 AM
To: Gray, Ken
Subject: RE: Harroun Trust

Our reception area is on the 9th floor.

From: Gray, Ken [<mailto:Ken.Gray@dvn.com>]
Sent: Monday, January 07, 2013 11:13 AM
To: Cody Reid
Subject: RE: Harroun Trust

We'll be there. Probably reservoir engineer, geology, maybe operations and land from our group.

From: Cody Reid [<mailto:CReid@rkixp.com>]
Sent: Monday, January 07, 2013 11:06 AM
To: Gray, Ken
Subject: RE: Harroun Trust

9:30?

Thanks,

Gray, Ken

From: Cody Reid <CReid@rkixp.com>
Sent: Tuesday, January 22, 2013 8:59 AM
To: Gray, Ken
Subject: RE: Harroun Trust

Ken, I'll check on it.

Thanks,
Cody

From: Gray, Ken [<mailto:Ken.Gray@dvn.com>]
Sent: Monday, January 21, 2013 9:31 AM
To: Cody Reid
Subject: RE: Harroun Trust

Cody, are we any closer on a decision from Khody on the Harroun Trust wells?

From: Cody Reid [<mailto:CReid@rkixp.com>]
Sent: Tuesday, January 08, 2013 11:43 AM
To: Gray, Ken
Subject: RE: Harroun Trust

Thanks, Ken. Again, I appreciate you all coming over. I'll be in touch.

Cody

From: Gray, Ken [<mailto:Ken.Gray@dvn.com>]
Sent: Tuesday, January 08, 2013 11:27 AM
To: Cody Reid
Subject: RE: Harroun Trust

Cody, thanks for setting up the meeting, we obviously have a different way of looking at the economics of these laterals. In any event, if you can't or don't want to join the extended lateral, we will gladly take a farmout/term assignment. Just let me know.

From: Cody Reid [<mailto:CReid@rkixp.com>]
Sent: Tuesday, January 08, 2013 8:55 AM
To: Gray, Ken
Subject: RE: Harroun Trust

Oklahoma.

Thanks,
Cody

From: Gray, Ken [<mailto:Ken.Gray@dvn.com>]
Sent: Tuesday, January 08, 2013 8:56 AM
To: Cody Reid
Subject: RE: Harroun Trust

Gray, Ken

From: Cody Reid <CReid@rkixp.com>
Sent: Wednesday, February 06, 2013 8:16 AM
To: Gray, Ken
Subject: RE: Harroun Trust

I'll follow up. I know most folks are at NAPE this week so it'll probably be next week.

Thanks,
Cody

From: Gray, Ken [<mailto:Ken.Gray@dvn.com>]
Sent: Wednesday, February 06, 2013 8:01 AM
To: Cody Reid
Subject: RE: Harroun Trust

Cody, any movement on the Harroun Trust wells?

From: Cody Reid [<mailto:CReid@rkixp.com>]
Sent: Tuesday, January 22, 2013 8:59 AM
To: Gray, Ken
Subject: RE: Harroun Trust

Ken, I'll check on it.

Thanks,
Cody

From: Gray, Ken [<mailto:Ken.Gray@dvn.com>]
Sent: Monday, January 21, 2013 9:31 AM
To: Cody Reid
Subject: RE: Harroun Trust

Cody, are we any closer on a decision from Khody on the Harroun Trust wells?

From: Cody Reid [<mailto:CReid@rkixp.com>]
Sent: Tuesday, January 08, 2013 11:43 AM
To: Gray, Ken
Subject: RE: Harroun Trust

Thanks, Ken. Again, I appreciate you all coming over. I'll be in touch.

Cody

From: Gray, Ken [<mailto:Ken.Gray@dvn.com>]
Sent: Tuesday, January 08, 2013 11:27 AM
To: Cody Reid
Subject: RE: Harroun Trust

Gray, Ken

From: Cody Reid <CReid@rkixp.com>
Sent: Thursday, February 14, 2013 5:57 PM
To: Gray, Ken
Subject: RE: Harroun

I'll see what I can find out.

Thanks,
Cody

From: Gray, Ken [<mailto:Ken.Gray@dvn.com>]
Sent: Thursday, February 14, 2013 3:40 PM
To: Cody Reid
Subject: Harroun

Cody, I got a little more information about the meeting that I thought was going to take place a week or so ago and I think I got some misinformation, seems as though there was a phone conversation between Ronnie and Chuck Lundeen about a possible trade of interests but its not clear to me if that discussion involved the Harroun area. Do you know anything or can you ask around and see if you can get some more detail?

Confidentiality Warning: This message and any attachments are intended only for the use of the intended recipient(s), are confidential, and may be privileged. If you are not the intended recipient, you are hereby notified that any review, retransmission, conversion to hard copy, copying, circulation or other use of all or any portion of this message and any attachments is strictly prohibited. If you are not the intended recipient, please notify the sender immediately by return e-mail, and delete this message and any attachments from your system.

Gray, Ken

From: Cody Reid <CReid@rkixp.com>
Sent: Thursday, February 28, 2013 1:22 PM
To: Gray, Ken
Subject: RE: Harroun Trust

Just got your message. I'll check on this again.

Thanks,
Cody

From: Gray, Ken [<mailto:Ken.Gray@dvn.com>]
Sent: Thursday, February 28, 2013 1:22 PM
To: Cody Reid
Subject: RE: Harroun Trust

Cody, is there something else that we can do to move this along?

From: Cody Reid [<mailto:CReid@rkixp.com>]
Sent: Wednesday, February 06, 2013 8:16 AM
To: Gray, Ken
Subject: RE: Harroun Trust

I'll follow up. I know most folks are at NAPE this week so it'll probably be next week.

Thanks,
Cody

From: Gray, Ken [<mailto:Ken.Gray@dvn.com>]
Sent: Wednesday, February 06, 2013 8:01 AM
To: Cody Reid
Subject: RE: Harroun Trust

Cody, any movement on the Harroun Trust wells?

From: Cody Reid [<mailto:CReid@rkixp.com>]
Sent: Tuesday, January 22, 2013 8:59 AM
To: Gray, Ken
Subject: RE: Harroun Trust

Ken, I'll check on it.

Thanks,
Cody

From: Gray, Ken [<mailto:Ken.Gray@dvn.com>]
Sent: Monday, January 21, 2013 9:31 AM
To: Cody Reid
Subject: RE: Harroun Trust

Gray, Ken

From: Cody Reid <CReid@rkixp.com>
Sent: Thursday, March 14, 2013 3:13 PM
To: Gray, Ken
Cc: Sitton, Sam
Subject: RE: Harroun Trust

Ken,
Sounds good. Do you want to submit the first draft?

Thanks,
Cody

From: Gray, Ken [mailto:Ken.Gray@dvn.com]
Sent: Thursday, March 14, 2013 2:00 PM
To: Cody Reid
Cc: Sitton, Sam
Subject: RE: Harroun Trust

Cody, as we discussed before, we would be willing to enter into a letter agreement for the purpose of giving Khody additional time for evaluation, with the understanding that Khody would either elect to participate as proposed, including a signed JOA, or grant us a term assignment for \$1000 per acre delivering a 75% NRI, or agree to some kind of trade. If we can do that letter agreement in the next few days I'll be glad to dismiss the pooling as to Khody. We can continue to discuss a trade during the 30 day extension but specific trade possibilities would need to be identified. If you have some trade proposals, we need to start looking at them. I also think we could probably make more headway on a trade at our level. As far as spreading Khody's interest across the 4 well program, I can't speak for Chevron, Oxy, etal but I would certainly make that proposal to them but I can't make that a contingency on our trade.

Having said all that, even if we proceed with the hearing next week, there will still be time to come to an agreement before an election is due under any order that is issued.

Let me know what you want to do.

From: Cody Reid [mailto:CReid@rkixp.com]
Sent: Thursday, March 14, 2013 11:22 AM
To: Gray, Ken
Subject: RE: Harroun Trust

Ken,
As we discussed yesterday, I believe we can work something out within 30 days if Devon dismisses Khody from the pooling. I believe there are some trade discussions going on above our level...if that doesn't pan out then we would like for our interest to be equalized across the sections.

Please advise if you will dismiss Khody from the pooling.

Thanks,
Cody

From: Gray, Ken [<mailto:Ken.Gray@dvn.com>]
Sent: Tuesday, March 12, 2013 3:33 PM
To: Cody Reid
Subject: RE: Harroun Trust

If you need an extension for the purpose of making a decision on the well proposal, why don't we agree to dismiss Khody from the pooling with the understanding to a 2 week extension and at the end of the 2 weeks, Khody agrees to participate or grant us a 2 year term assignment. We have acquired several t.a.s from some of the other small owners for \$1000 per acre for a 75% NRI leasehold. Let me know.

From: Cody Reid [<mailto:CReid@rkixp.com>]
Sent: Tuesday, March 12, 2013 11:50 AM
To: Gray, Ken
Subject: RE: Harroun Trust

Ken,

Would you consider a 2-week extension on the pooling hearing? A little more time to work this out would benefit both parties.

Thanks,
Cody

From: Gray, Ken [<mailto:Ken.Gray@dvn.com>]
Sent: Thursday, February 28, 2013 1:22 PM
To: Cody Reid
Subject: RE: Harroun Trust

Cody, is there something else that we can do to move this along?

From: Cody Reid [<mailto:CReid@rkixp.com>]
Sent: Wednesday, February 06, 2013 8:16 AM
To: Gray, Ken
Subject: RE: Harroun Trust

I'll follow up. I know most folks are at NAPE this week so it'll probably be next week.

Thanks,
Cody

From: Gray, Ken [<mailto:Ken.Gray@dvn.com>]
Sent: Wednesday, February 06, 2013 8:01 AM
To: Cody Reid
Subject: RE: Harroun Trust

Cody, any movement on the Harroun Trust wells?

From: Cody Reid [<mailto:CReid@rkixp.com>]
Sent: Tuesday, January 22, 2013 8:59 AM
To: Gray, Ken
Subject: RE: Harroun Trust

Ken, I'll check on it.