

Cimarex Energy Co.
600 N. Marienfeld St.
Suite 600
Midland, Texas 79701
PHONE 432.571.7800



August 25, 2011

Pecos Air Inc.
Attn: Robert Armstrong
P. O. Box 1973
Roswell, NM 88202

Certified Mail-Return Receipt Requested No. 91 7108 2133 3938 9332 2216

Re: Offer to Acquire Term Assignment
S/2SE/4, SE/4SW/4 and NW/4NW/4
Section 33, Township 19 South, Range 34 East,
As to all depths lying from the base of the
Delaware formation to the top of the Wolfcamp
Formation,
Lea County, NM

Dear Mr. Armstrong:

Cimarex Energy Co. ("Cimarex") is interested in acquiring a term assignment from you covering all of your leasehold interest in the above referenced lands. It is our understanding that you own a 3.75% leasehold interest in the S/2SE/4, SE/4SW/4 and NW/4NW/4 of Section 33, as to all depths lying from the base of the Delaware formation to the top of the Wolfcamp formation.

Cimarex hereby offers to pay you the sum of \$1,000 per net mineral acre in exchange for a two (2) year term assignment of your interest, delivering a 75% net revenue interest, in all the above acreage, proportionate to your interest. Under the term assignment, you will retain an ORRI equal to the positive difference, if any, between 25% and existing burdens, proportionately reduced. Your interest will be conveyed, and the override retained, pursuant to the Term Assignment of Oil & Gas Lease enclosed herewith.

Please note, we have enclosed pertinent pages from the title opinion dated May 13, 2011, that relate to your interest. Please note the opinion does not reflect you have any ownership in the NW/4NW/4 Section 33, the opinion shows Read & Stevens, Inc. owns 69% leasehold interest. Please send us any agreement or document that vests title in you to the 3.75% leasehold interest mentioned above. Closing and completing the payment for the Term Assignment of Oil & Gas Lease as described above will occur once these items are received.

Oil Conservation Division
Case No. _____
Exhibit No. 4E

If the foregoing terms are acceptable to you, please execute in the space provided below signifying your acceptance and return the curative items along with a fully executed original of the Term Assignment attached hereto to me at the letterhead address. Once received, Cimarex will record the Term Assignment in the applicable public records, and provide you with a recorded copy when available. This offer will expire thirty (30) days from the date hereof and is subject to withdrawal at any time.

Cimarex currently has the Chaparral 33 Federal Com. #3 and Chaparral 33 Federal Com. #4 on our rig schedule with the first well to be spud within the next 3 months. Please expedite this offer and call us if you have any questions.

Yours very truly,



Steve Burke, CPL
 Contract Landman
 Cimarex Energy, Co.
 Phone: (432) 571-7827
 Fax: (432) 571-7840

Attachments

Package ID: 9171082133393893322216 E-CERTIFIED

SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY	
<ul style="list-style-type: none"> Complete Items 1, 2, and 3. Also complete Item 4 if Restricted Delivery is desired. Print your name and address on the reverse so that we can return the card to you. Attach this card to the back of the mailpiece, or on the front if space permits. 	A. Signature x <i>Carol Ledgewood</i> <input type="checkbox"/> Agent <input type="checkbox"/> Addressee	
1. Article Addressed to: Pecos Air Inc. Attn: Robert Armstrong P.O. Box 1973 Roswell, NM 88202	B. Received by (Printed Name) <i>Carol Ledgewood</i>	C. Date of Delivery <i>8-29-11</i>
2. Article Number (Transfer from service label)	D. Is delivery address different from Item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No	
Offer to Acquire August 25, 2011	3. Service Type <input type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail <input type="checkbox"/> Registered <input type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.	
PS Form 3811, February 2004	4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes 91 7108 2133 3938 9332 2216 Domestic Return Receipt Form 3811-02-M-1540	

Agreed to and accepted on the date indicated below:

Dated this ____ day of _____, 2011.

Signature: _____

Title: _____

Please return to:

**Cimarex Energy Co.
600 N. Marienfeld Street, Suite 600
Midland, TX 79701
Attn: Steve Burke**

**Offer to Acquire Term Assignment
August 25, 2011**

Cimarex Energy Co.
600 N. Marienfeld St.
Suite 600
Midland, Texas 79701
PHONE 432.571.7800



August 25, 2011

William V. Palmer, LLC
Attn: William V. Palmer
3226 Anderson Place
Lovington, NM 88260

Certified Mail-Return Receipt Requested No. 91 7108 2133 3938 9332 2254

Re: Offer to Acquire Term Assignment
S/2SE/4, SE/4SW/4 and NW/4NW/4
Section 33, Township 19 South, Range 34 East,
As to all depths lying from the base of the
Delaware formation to the top of the Wolfcamp
Formation,
Lea County, NM

Dear Mr. Palmer:

Cimarex Energy Co. ("Cimarex") is interested in acquiring a term assignment from you covering all of your leasehold interest in the above referenced lands. It is our understanding that you own a 1.50% leasehold interest in the S/2SE/4, SE/4SW/4 and NW/4NW/4 of Section 33, as to all depths lying from the base of the Delaware formation to the top of the Wolfcamp formation.

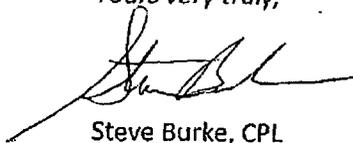
Cimarex hereby offers to pay you the sum of \$1,000 per net mineral acre in exchange for a two (2) year term assignment of your interest, delivering a 75% net revenue interest, in all the above acreage, proportionate to your interest. Under the term assignment, you will retain an ORRI equal to the positive difference, if any, between 25% and existing burdens, proportionately reduced. Your interest will be conveyed, and the override retained, pursuant to the Term Assignment of Oil & Gas Lease enclosed herewith.

Please note, we have enclosed pertinent pages from the title opinion dated May 13, 2011, that relate to your interest. Please note the opinion does not reflect you have any ownership in the NW/4NW/4 Section 33, the opinion shows Read & Stevens, Inc. owns 69% leasehold interest. Please send us any agreement or document that vests title in you to the 1.50% leasehold interest mentioned above. Also enclosed are pages from the title opinion related to Requirements B-1 and R which relate to your interest. These requirements address William V. Palmer, LLC as a stranger to title; and the title attorney concludes ownership of the 1.50% interest in the abovementioned lands is in Cactus Operating LLC. Please secure any curative documents called for in this requirement. Closing and completing the payment for the Term Assignment of Oil & Gas Lease as described above will occur once these items are cured.

If the foregoing terms are acceptable to you, please execute in the space provided below signifying your acceptance and return the curative items along with a fully executed original of the Term Assignment attached hereto to me at the letterhead address. Once received, Cimarex will record the Term Assignment in the applicable public records, and provide you with a recorded copy when available. This offer will expire thirty (30) days from the date hereof and is subject to withdrawal at any time.

Cimarex currently has the Chaparral 33 Federal Com. #3 and Chaparral 33 Federal Com. #4 on our rig schedule with the first well to be spud within the next 3 months. Please expedite this offer and call us if you have any questions.

Yours very truly,



Steve Burke, CPL
 Contract Landman
 Cimarex Energy, Co.
 Phone: (432) 571-7827
 Fax: (432) 571-7840

Attachments

Information VICES	Package ID: 9171082135393893322254	E-CERTIFIED
	Destination ZIP Code: 88260	1ST CLASS FLAT
Customer Reference:		PBP Account #: 35644897
Recipient:		
SENDER: COMPLETE THIS SECTION		COMPLETE THIS SECTION ON DELIVERY
<ul style="list-style-type: none"> Complete Items 1, 2, and 3. Also complete Item 4 if Restricted Delivery is desired. Print your name and address on the reverse so that we can return the card to you. Attach this card to the back of the mailpiece, or on the front if space permits. 		A. Signature <input checked="" type="checkbox"/> Agent <input checked="" type="checkbox"/> Addressee
1. Article Addressed to: <div style="border: 1px solid black; padding: 5px; width: fit-content;"> William V. Palmer, LLC Attn: William V. Palmer 3226 Anderson Place Lovington, NM 88260 </div>		B. Received by (Printed Name) C. Date of Delivery D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No
2. Article Number (Transfer from service label)		3. Service Type <input type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail <input type="checkbox"/> Registered <input type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.
4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes		91 7108 2133 3938 9332 2254

Offer to Acquire
 August 25, 2004

PS Form 3811, February 2004

Domestic Return Receipt

102595-02-M-1540

Agreed to and accepted on the date indicated below:

Dated this ____ day of _____, 2011.

Signature: _____

Title: _____

Please return to:

**Cimarex Energy Co.
600 N. Mariefeld Street, Suite 600
Midland, TX 79701
Attn: Steve Burke**

**Offer to Acquire Term Assignment
August 25, 2011**

Cimarex Energy Co.
600 N. Marienfeld St.
Suite 600
Midland, Texas 79701
PHONE 432.571.7800



August 25, 2011

Watson Properties, LLC
Attn: Bob Watson
3905 Futura Drive
Roswell, NM 88201

Certified Mail-Return Receipt Requested No. 91 7108 2133 3938 9332 2193

Re: Offer to Acquire Term Assignment
S/2SE/4, SE/4SW/4 and NW/4NW/4
Section 33, Township 19 South, Range 34 East,
As to all depths lying from the base of the
Delaware formation to the top of the Wolfcamp
Formation,
Lea County, NM

Dear Mr. Watson:

Cimarex Energy Co. ("Cimarex") is interested in acquiring a term assignment from you covering all of your leasehold interest in the above referenced lands. It is our understanding that you own a 1.50% leasehold interest in the S/2SE/4, SE/4SW/4 and NW/4NW/4 of Section 33, as to all depths lying from the base of the Delaware formation to the top of the Wolfcamp formation.

Cimarex hereby offers to pay you the sum of \$1,000 per net mineral acre in exchange for a two (2) year term assignment of your interest, delivering a 75% net revenue interest, in all the above acreage, proportionate to your interest. Under the term assignment, you will retain an ORRI equal to the positive difference, if any, between 25% and existing burdens, proportionately reduced. Your interest will be conveyed, and the override retained, pursuant to the Term Assignment of Oil & Gas Lease enclosed herewith.

Please note, we have enclosed pertinent pages from the title opinion dated May 13, 2011, that relate to your interest. Please note the opinion does not reflect you have any ownership in the NW/4NW/4 Section 33, the opinion shows Read & Stevens, Inc. owns 69% leasehold interest. Please send us any agreement or document that vests title in you to the 1.50% leasehold interest mentioned above. Also enclosed are pages from the title opinion related to Requirement F-2 which relate to your interest. Please secure any curative documents called for in this requirement. Closing and completing the payment for the Term Assignment of Oil & Gas Lease as described above will occur once these items are cured.

Agreed to and accepted on the date indicated below:

Dated this ____ day of _____, 2011.

Signature: _____

Title: _____

Please return to:

**Cimarex Energy Co.
600 N. Marienfeld Street, Suite 600
Midland, TX 79701
Attn: Steve Burke**

**Offer to Acquire Term Assignment
August 25, 2011**

Cimarex Energy Co.
600 N. Marienfeld St.
Suite 600
Midland, Texas 79701
PHONE 432.571.7800



August 25, 2011

Bernadine Glenn
10-D Townpark Lane
Charleston, SC 29412

Certified Mail-Return Receipt Requested No. 91 7108 2133 3938 9332 2155

Re: Offer to Acquire Term Assignment
S/2SE/4, SE/4SW/4 and NW/4NW/4
Section 33, Township 19 South, Range 34 East,
As to all depths lying from the base of the
Delaware formation to the top of the Wolfcamp
Formation,
Lea County, NM

Dear Ms. Glenn:

Cimarex Energy Co. ("Cimarex") is interested in acquiring a term assignment from you covering all of your leasehold interest in the above referenced lands. It is our understanding that you own a 2.00% leasehold interest in the S/2SE/4, SE/4SW/4 and NW/4NW/4 of Section 33, as to all depths lying from the base of the Delaware formation to the top of the Wolfcamp formation.

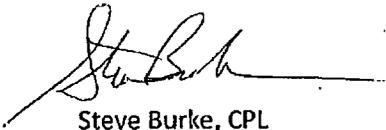
Cimarex hereby offers to pay you the sum of \$1,000 per net mineral acre in exchange for a two (2) year term assignment of your interest, delivering a 75% net revenue interest, in all the above acreage, proportionate to your interest. Under the term assignment, you will retain an ORRI equal to the positive difference, if any, between 25% and existing burdens, proportionately reduced. Your interest will be conveyed, and the override retained, pursuant to the Term Assignment of Oil & Gas Lease enclosed herewith.

Please note, we have enclosed pertinent pages from the title opinion dated May 13, 2011, that relate to your interest. Please note the opinion does not reflect you have any ownership in the NW/4NW/4 Section 33, the opinion shows Read & Stevens, Inc. owns 69% leasehold interest. Please send us any agreement or document that vests title in you to the 2.00% leasehold interest mentioned above. Closing and completing the payment for the Term Assignment of Oil & Gas Lease as described above will occur once these items are received.

If the foregoing terms are acceptable to you, please execute in the space provided below signifying your acceptance and return the curative items along with a fully executed original of the Term Assignment attached hereto to me at the letterhead address. Once received, Cimarex will record the Term Assignment in the applicable public records, and provide you with a recorded copy when available. This offer will expire thirty (30) days from the date hereof and is subject to withdrawal at any time.

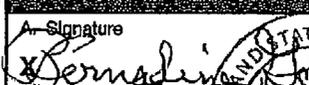
Cimarex currently has the Chaparral 33 Federal Com. #3 and Chaparral 33 Federal Com. #4 on our rig schedule with the first well to be spud within the next 3 months. Please expedite this offer and call us if you have any questions.

Yours very truly,



Steve Burke, CPL
 Contract Landman
 Cimarex Energy, Co.
 Phone: (432) 571-7827
 Fax: (432) 571-7840

Attachments

nation ces	Package ID: 9171082133393893322155 Destination ZIP Code: 29412 Customer Reference:	E-CERTIFIED 1ST CLASS FLAT
SENDER: COMPLETE THIS SECTION		COMPLETE THIS SECTION ON DELIVERY
<ul style="list-style-type: none"> ■ Complete items 1, 2, and 3. Also complete Item 4 if Restricted Delivery is desired. ■ Print your name and address on the reverse so that we can return the card to you. ■ Attach this card to the back of the mailpiece, or on the front if space permits. 		A. Signature 
1. Article Addressed to: <div style="border: 1px solid black; padding: 5px; width: fit-content;"> Bernadine Glenn 10-D Townpark Lane Charleston, SC 29412 </div>		B. Received by (Printed Name) Bernadine Glenn
		C. Date of Delivery 12/19/04
		D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input checked="" type="checkbox"/> No
		3. Service Type <input type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail <input type="checkbox"/> Registered <input type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.
		4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes
2. Article Number (Transfer from service label)		91 7108 2133 3938 9332 2155
PS Form 3811, February 2004 Domestic Return Receipt 102595-02-M-1540		

Offer to Acquire Term Assignment
 August 25, 2011

Agreed to and accepted on the date indicated below:

Dated this ____ day of _____, 2011.

Signature: _____

Title: _____

Please return to:

**Cimarex Energy Co.
600 N. Marienfeld Street, Suite 600
Midland, TX 79701
Attn: Steve Burke**

**Offer to Acquire Term Assignment
August 25, 2011**

Cimarex Energy Co.
600 N. Marienfeld St.
Suite 600
Midland, Texas 79701
PHONE 432.571.7800



August 25, 2011

Lincoln Oil & Gas LLC
Attn: Land Dept.
701 Three Cross
Roswell, NM 88201

Certified Mail-Return Receipt Requested No. 91 7108 2133 3938 9332 2209

Re: Offer to Acquire Term Assignment
S/2SE/4, SE/4SW/4 and NW/4NW/4
Section 33, Township 19 South, Range 34 East,
As to all depths lying from the base of the
Delaware formation to the top of the Wolfcamp
Formation,
Lea County, NM

Dear Sir/Madam:

Cimarex Energy Co. ("Cimarex") is interested in acquiring a term assignment from you covering all of your leasehold interest in the above referenced lands. It is our understanding that you own a 2.00% leasehold interest in the S/2SE/4, SE/4SW/4 and NW/4NW/4 of Section 33, as to all depths lying from the base of the Delaware formation to the top of the Wolfcamp formation.

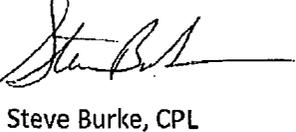
Cimarex hereby offers to pay you the sum of \$1,000 per net mineral acre in exchange for a two (2) year term assignment of your interest, delivering a 75% net revenue interest, in all the above acreage, proportionate to your interest. Under the term assignment, you will retain an ORRI equal to the positive difference, if any, between 25% and existing burdens, proportionately reduced. Your interest will be conveyed, and the override retained, pursuant to the Term Assignment of Oil & Gas Lease enclosed herewith.

Please note, we have enclosed pertinent pages from the title opinion dated May 13, 2011, that relate to your interest. Please note the opinion does not reflect you have any ownership in the NW/4NW/4 Section 33, the opinion shows Read & Stevens, Inc. owns 69% leasehold interest. Please send us any agreement or document that vests title in you to the 2.00% leasehold interest mentioned above. Also enclosed are pages from the title opinion related to Requirement S which relate to your interest. Please secure any curative documents called for in this requirement. Closing and completing the payment for the Term Assignment of Oil & Gas Lease as described above will occur once these items are cured.

If the foregoing terms are acceptable to you, please execute in the space provided below signifying your acceptance and return the curative items along with a fully executed original of the Term Assignment attached hereto to me at the letterhead address. Once received, Cimarex will record the Term Assignment in the applicable public records, and provide you with a recorded copy when available. This offer will expire thirty (30) days from the date hereof and is subject to withdrawal at any time.

Cimarex currently has the Chaparral 33 Federal Com. #3 and Chaparral 33 Federal Com. #4 on our rig schedule with the first well to be spud within the next 3 months. Please expedite this offer and call us if you have any questions.

Yours very truly,



Steve Burke, CPL
 Contract Landman
 Cimarex Energy, Co.
 Phone: (432) 571-7827
 Fax: (432) 571-7840

Attachments

E-CERTIFIED	Package ID: 917108213339389332209 Destination ZIP Code: 88201	E-CERTIFIED 1ST CLASS FLAT
SENDER: COMPLETE THIS SECTION <ul style="list-style-type: none"> Complete Items 1, 2, and 3. Also complete Item 4 if Restricted Delivery is desired. Print your name and address on the reverse so that we can return the card to you. Attach this card to the back of the mailpiece, or on the front if space permits. 		COMPLETE THIS SECTION ON DELIVERY A. Signature <i>Kelly Bradshaw</i> <input type="checkbox"/> Agent <input type="checkbox"/> Addressee B. Received by (Printed Name) <i>Kelly Bradshaw</i> C. Date of Delivery <i>8-30-11</i> D. Is delivery address different from Item 1? <input type="checkbox"/> Yes <input type="checkbox"/> No If YES, enter delivery address below:
1. Article Addressed to: Lincoln Oil & Gas, LLC Attn: Land Dept 701 Three Cross Roswell, NM 88201		3. Service Type <input type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail <input type="checkbox"/> Registered <input type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.
2. Article Number (Transfer from service label)		4. Restricted Delivery? (Extra Fee) <input checked="" type="checkbox"/> Yes
		91 7108 2133 3938 9332 2209

Offer to Acquire T
 August 25, 2011

PS Form 3811, February 2004

Domestic Return Receipt

102585-02-M-11-00

Agreed to and accepted on the date indicated below:

Dated this ____ day of _____, 2011.

Signature: _____

Title: _____

Please return to:

**Cimarex Energy Co.
600 N. Marienfeld Street, Suite 600
Midland, TX 79701
Attn: Steve Burke**

**Offer to Acquire Term Assignment
August 25, 2011**

Cimarex Energy Co.
600 N. Marienfeld St.
Suite 600
Midland, Texas 79701
PHONE 432.571.7800



August 25, 2011

CLM Production Company
Attn: Land Dept.
P. O. Box 881
Roswell, NM 88202

Certified Mail-Return Receipt Requested No. 91 7108 2133 3938 9332 2223

Re: Offer to Acquire Term Assignment
S/2SE/4, SE/4SW/4 and NW/4NW/4
Section 33, Township 19 South, Range 34 East,
As to all depths lying from the base of the
Delaware formation to the top of the Wolfcamp
Formation,
Lea County, NM

Dear Sir/Madam:

Cimarex Energy Co. ("Cimarex") is interested in acquiring a term assignment from you covering all of your leasehold interest in the above referenced lands. It is our understanding that you own a 2.00% leasehold interest in the S/2SE/4, SE/4SW/4 and NW/4NW/4 of Section 33, as to all depths lying from the base of the Delaware formation to the top of the Wolfcamp formation.

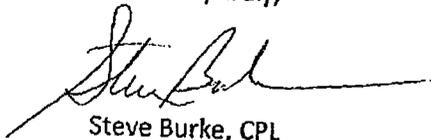
Cimarex hereby offers to pay you the sum of \$1,000 per net mineral acre in exchange for a two (2) year term assignment of your interest, delivering a 75% net revenue interest, in all the above acreage, proportionate to your interest. Under the term assignment, you will retain an ORRI equal to the positive difference, if any, between 25% and existing burdens, proportionately reduced. Your interest will be conveyed, and the override retained, pursuant to the Term Assignment of Oil & Gas Lease enclosed herewith.

Please note, we have enclosed pertinent pages from the title opinion dated May 13, 2011, that relate to your interest. Please note the opinion does not reflect you have any ownership in the NW/4NW/4 Section 33, the opinion shows Read & Stevens, Inc. owns 69% leasehold interest. Please send us any agreement or document that vests title in you to the 2.00% leasehold interest mentioned above. Closing and completing the payment for the Term Assignment of Oil & Gas Lease as described above will occur once these items are received.

If the foregoing terms are acceptable to you, please execute in the space provided below signifying your acceptance and return the curative items along with a fully executed original of the Term Assignment attached hereto to me at the letterhead address. Once received, Cimarex will record the Term Assignment in the applicable public records, and provide you with a recorded copy when available. This offer will expire thirty (30) days from the date hereof and is subject to withdrawal at any time.

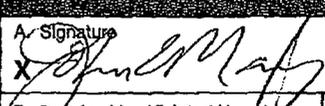
Cimarex currently has the Chaparral 33 Federal Com. #3 and Chaparral 33 Federal Com. #4 on our rig schedule with the first well to be spud within the next 3 months. Please expedite this offer and call us if you have any questions.

Yours very truly,



Steve Burke, CPL
 Contract Landman
 Cimarex Energy, Co.
 Phone: (432) 571-7827
 Fax: (432) 571-7840

Attachments

Information Services	Package ID: 9171082133393893322223	E-CERTIFIED
	Destination ZIP Code: 88202	1ST CLASS FLAT
Customer Reference:		
Recipient:		
SENDER: COMPLETE THIS SECTION		COMPLETE THIS SECTION ON DELIVERY
<ul style="list-style-type: none"> Complete Items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired. Print your name and address on the reverse so that we can return the card to you. Attach this card to the back of the mailpiece, or on the front if space permits. 		A. Signature  <input type="checkbox"/> Agent <input type="checkbox"/> Addressee
1. Article Addressed to:		B. Received by (Printed Name)
CLM Production Company Attn: Land Dept P.O. Box 881 Roswell, NM 88202		C. Date of Delivery 8/30/11
2. Article Number (Transfer from service label)		D. Is delivery address different from Item 1? If YES, enter delivery address below:
91 7108 2133 3938 9332 2223		<input type="checkbox"/> Yes <input type="checkbox"/> No
3. Service Type		<input type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail <input type="checkbox"/> Registered <input type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.
4. Restricted Delivery? (Extra Fee)		<input type="checkbox"/> Yes
PS Form 3811, February 2004 Domestic Return Receipt 102595-02-M-1540		

Offer to Acquire Term Assignment
 August 25, 2011

Agreed to and accepted on the date indicated below:

Dated this ____ day of _____, 2011.

Signature: _____

Title: _____

Please return to:

**Cimarex Energy Co.
600 N. Marlenfeld Street, Suite 600
Midland, TX 79701
Attn: Steve Burke**

**Offer to Acquire Term Assignment
August 25, 2011**

Cimarex Energy Co.
600 N. Marlenfeld St.
Suite 600
Midland, Texas 79701
PHONE 432.571.7800



August 25, 2011

Marion P. Riley
1105 San Juan
Roswell, NM 88201

Certified Mail-Return Receipt Requested No. 91 7108 2133 3938 9332 2230

Re: Offer to Acquire Term Assignment
S/2SE/4, SE/4SW/4 and NW/4NW/4
Section 33, Township 19 South, Range 34 East,
As to all depths lying from the base of the
Delaware formation to the top of the Wolfcamp
Formation,
Lea County, NM

Dear Marion:

Cimarex Energy Co. ("Cimarex") is interested in acquiring a term assignment from you covering all of your leasehold interest in the above referenced lands. It is our understanding that you own a 0.50% leasehold interest in the S/2SE/4, SE/4SW/4 and NW/4NW/4 of Section 33, as to all depths lying from the base of the Delaware formation to the top of the Wolfcamp formation.

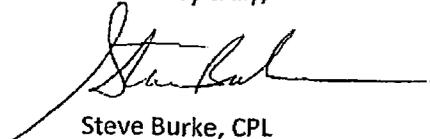
Cimarex hereby offers to pay you the sum of \$1,000 per net mineral acre in exchange for a two (2) year term assignment of your interest, delivering a 75% net revenue interest, in all the above acreage, proportionate to your interest. Under the term assignment, you will retain an ORRI equal to the positive difference, if any, between 25% and existing burdens, proportionately reduced. Your interest will be conveyed, and the override retained, pursuant to the Term Assignment of Oil & Gas Lease enclosed herewith.

Please note, we have enclosed pertinent pages from the title opinion dated May 13, 2011, that relate to your interest. Please note the opinion does not reflect you have any ownership in the NW/4NW/4 Section 33, the opinion shows Read & Stevens, Inc. owns 69% leasehold interest. Please send us any agreement or document that vests title in you to the 0.50% leasehold interest mentioned above. Closing and completing the payment for the Term Assignment of Oil & Gas Lease as described above will occur once these items are received.

If the foregoing terms are acceptable to you, please execute in the space provided below signifying your acceptance and return the curative items along with a fully executed original of the Term Assignment attached hereto to me at the letterhead address. Once received, Cimarex will record the Term Assignment in the applicable public records, and provide you with a recorded copy when available. This offer will expire thirty (30) days from the date hereof and is subject to withdrawal at any time.

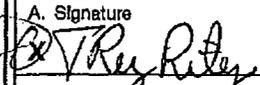
Cimarex currently has the Chaparral 33 Federal Com. #3 and Chaparral 33 Federal Com. #4 on our rig schedule with the first well to be spud within the next 3 months. Please expedite this offer and call us if you have any questions.

Yours very truly,



Steve Burke, CPL
 Contract Landman
 Cimarex Energy, Co.
 Phone: (432) 571-7827
 Fax: (432) 571-7840

Attachments

Information Services	Package ID: 917108213339389332230	E-CERTIFIED
	Destination ZIP Code: 88201	1ST CLASS FLAT
Customer Reference:	Recipient: _____	PBP Account #: 35644897
Address: _____		Serial #: 3132785
SENDER: COMPLETE THIS SECTION		COMPLETE THIS SECTION ON DELIVERY
<ul style="list-style-type: none"> <input checked="" type="checkbox"/> Complete Items 1, 2, and 3. Also complete Item 4 if Restricted Delivery is desired. <input checked="" type="checkbox"/> Print your name and address on the reverse so that we can return the card to you. <input checked="" type="checkbox"/> Attach this card to the back of the mailpiece, or on the front if space permits. 		A. Signature <input type="checkbox"/> Agent  <input type="checkbox"/> Addressee B. Received by (Printed Name) <input type="checkbox"/> Yes T. RILEY <input type="checkbox"/> No C. Date of Delivery 8/27/11 D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No
1. Article Addressed to: <div style="border: 1px solid black; padding: 5px; margin-top: 10px;"> Marion P. Riley 1105 San Juan Roswell, NM 88201 </div>		3. Service Type <input type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail <input type="checkbox"/> Registered <input type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.
2. Article Number (Transfer from service label)		4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes
		91 7108 2133 3938 9332 2230

PS Form 3811, February 2004

Domestic Return Receipt

102595-02-M-1510

Offer to Acquire Term Assignment
 August 25, 2011

Agreed to and accepted on the date indicated below:

Dated this ____ day of _____, 2011.

Signature: _____

Title: _____

Please return to:

**Cimarex Energy Co.
600 N. Marienfeld Street, Suite 600
Midland, TX 79701
Attn: Steve Burke**

**Offer to Acquire Term Assignment
August 25, 2011**
