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ATTORNEY AT LAW

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September 10, 2012

CERTIFIED MAIL-RETURNED RECEIPT REQUESTED

TO: NOTICE OF THE HEARING OF THE FOLLOWING
NEW MEXICO OIL CONSERVATION DIVISION CASE:

Re: Case 14906: Application of Burlington Resources Oil & Gas Company
for Compulsory Pooling (W/2 Section 14, T29N, R8W-Lively 4N & 4M
Wells) San Juan, New Mexico

Lively Exploration Company
Attn: Adam Lively
2450 Fondren Ste. 260
Houston Texas 77063

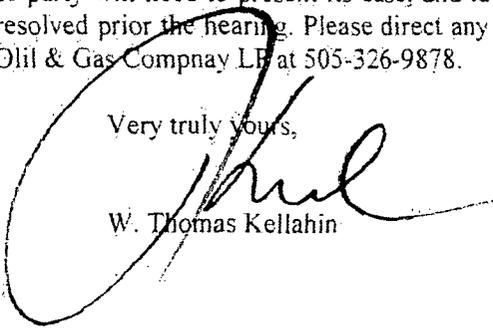
Dear Mr. Lively:

On behalf of Burlington Resources Oil & Gas Company, please find enclosed our application for the referenced case. The hearing for this case will be set on the New Mexico Oil Conservation Division Examiner's docket now scheduled for 8:15 am on October 4, 2012. The hearing will be held at the Division hearing room located at 1220 South Saint Francis Drive, Santa Fe, New Mexico, 87505. (Phone 505-476-3458, Fax 505-476-3462)

You are not required to attend this hearing, but as a party of interest affected by this application, we are notifying you of your right to appear at the hearing and participate in this case, including the right to present evidence either in support of or in opposition to the application. Failure to appear at the hearing may preclude you from any involvement in this case at a later date.

Pursuant Division Rule 1208.B, parties appearing in cases are required to file a Pre-Hearing Statement with the Division not later than 5:00 PM on Thursday, September 27, 2012, with a copy delivered to the undersigned. This statement must include: A concise statement of your position; the names of all witnesses the party will call to testify at the hearing; the approximate time of the party will need to present its case, and identification of any procedural matters that are to be resolved prior the hearing. Please direct any questions to Terry Simcoe of Burlington Resources Oil & Gas Company LP at 505-326-9878.

Very truly yours,


W. Thomas Kellahin

STATE OF NEW MEXICO
ENERGY, MINERALS AND NATURAL RESOURCES DEPARTMENT
OIL CONSERVATION DIVISION

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**IN THE MATTER OF THE APPLICATION OF
BURLINGTON RESOURCES OIL & GAS COMPANY LP
FOR COMPULSORY POOLING
(Lively 4N and Lively 4M)
SAN JUAN COUNTY, NEW MEXICO.**

CASE NO. 14906

AMENDED APPLICATION

Burlington Resources Oil & Gas Company LP ("Burlington"), a wholly owned subsidiary of ConocoPhillips Company, by its attorneys, Kellahin & Kellahin, pursuant to NMSA 1978, Section 70-2-17.C, seeks an order pooling all mineral interests from the top of the Mesaverde formation to the base of the Dakota formation underlying the W/2 of Section 14, T29N, R8W, NMPM, San Juan County, New Mexico, forming a standard 320-acre gas spacing and proration unit for the Mesaverde, Mancos and Dakota formations spaced on 320-acre spacing. This unit is to be dedicated to its (i) Lively 4N Well (API # 30-045-35193) to be drilled and completed at a standard surface well in Unit D with a bottom hole location in Unit E and downhole commingled wellbore for production from Dakota, Mancos and Mesaverde formations and (ii) Lively 4M Well (API # 30-045-35380) to be drilled and completed at a standard well location in Unit O with a bottom hole location in Unit N as a downhole commingled wellbore for production from Dakota, Mancos and Mesaverde formations.

In addition, Burlington requests that the Division invoke the Division's authority to modify the terms of an existing Joint Operating Agreement dated September 10, 1951, pursuant to NMSA 1978, Sec 70-2-17.E, to the extent necessary to comply with the current well spacing and density rules for the Blanco-Mesaverde Gas Pool. Order R-10987-A(1), effective December 2, 2002, for the Basin-Dakota Gas Pool. Order R-10981-B(1), effective January 29, 2002 and for the Basin-Mancos Gas Pool. Order R-12984, effective September 3, 2008 Also to be considered will be the costs of drilling and completing said wells and the allocation of the costs thereof as well as actual operating costs and charges for supervision, designation of applicant as the operator of the wells and, pursuant to Commission Order R-11992, a charge of 200% for the risk involved in these wells.

Burlington Resources Oil & Gas Company
NMOCD Application

In support of its application Burlington states:

BACKGROUND

1. There is no Joint Operating Agreement covering the Mesaverde and Mancos formations for this 320-acre spacing unit.
2. There is a vintage gas operating agreement for the Dakota formation dated September 10, 1951 between San Juan Production Company, predecessor in title to both Burlington Resources Oil & Gas Company LP and Lively Exploration Company, and Largo Natural Gas Company, predecessor in title to ConocoPhillips Company.
3. Lively Exploration Company, as subsequently designated operator, drilled and produced the Dakota formation from the Lively No. 004 Well (API # 30-045-21075) in Unit D. The current status of this wellbore is active.
4. Burlington proposed that the parties enter into a new operating agreement for the Lively 4M and Lively 4N. A new operating agreement is necessary because the existing operating agreement fails to address production from formations other than the Dakota or authorize commingling of production. Additionally, the 1951 operating agreement does not have a gas balancing agreement or provisions for "Subsequent Operations" including infill drilling.
5. Burlington proposed a new AAPL Form 610-1982 operating agreement which contained an accounting procedure and a gas balancing agreement, and was accompanied by a drilling proposal that contained the location for each well, both surface and bottom hole, depth to be drilled, and a complete cost estimate.
6. The Blanco-Mesaverde Gas Pool is currently governed by the "Special Rules and Regulations for the Blanco-Mesaverde Pool" set forth in Order R-10987-A effective February 1, 1999, in which the Commission again modified the well spacing program in the Mesaverde formation to authorize up to four wells within a standard 320-acre spacing unit.
7. The Basin-Dakota Gas Pool is currently governed by the "Special Rules and Regulations for the Basin-Dakota Pool" set forth in Order R-10981-B effective January 29, 2002, in which the Commission again modified the well spacing program in the Dakota formation to authorize up to four wells within a standard 320-acre spacing unit.

8. The Basin-Mancos Gas Pool is currently governed by the "Special Rules and Regulations for the Basin-Mancos Gas Pool" set forth in Order R-12984 effective September 2, 2008, in which the Division adopted a well spacing program for the Mancos that is consistent with those for the Dakota and Mesaverde formation that authorized up to four wells within a standard 320-acre spacing unit.
9. By letter dated July 10, 2012, Burlington, as the successor in interest to the original operator, circulated a Joint Operating Agreement, A.A.P.L. Form 610-1982 Model Form, dated July 10, 2012, to replace the 1951-JOA to now cover from the top of the Mesaverde formation to the base of the Dakota formation and allow for additional Dakota wells.
10. This 2012 JOA provides for the drilling of additional Dakota and Mesaverde wellbores consistent with the current well spacing and density orders for these formations and also provides other contemporary provisions including those for cost allocation procedures, payment default provisions and future proposed operations.
11. By letter dated July 10, 2012, Burlington sent a written well proposal including AFE to Lively Exploration Company that included the Mesaverde and Dakota formations underlying the W/2 of Section 14, T29N, R8W, NMPM, San Juan County, New Mexico, forming a standard 320-acre gas spacing and proration unit for the Mesaverde and Dakota formations spaced on 320-acre spacing. This unit is to be dedicated to its:
 - a. (i) Lively 4N Well (API # 30-045-35193) to be drilled and completed at a standard well location in Unit D with a bottom hole location in Unit E and downhole commingled wellbore for production from Dakota and Mesaverde formations [See form C-102 attached as Exhibit "A"] and,
 - b. (ii) Lively 4M Well (API # 30-045-35380) to be drilled and completed at a standard well location in Unit O with a bottom hole location in Unit N as a downhole commingled wellbore for production from Dakota and Mesaverde formations. [See form C-102 attached as Exhibit "B"]
12. As of August 10, 2012, Lively Exploration Company had failed to voluntarily join in this new 2012 JOA.

REQUESTED RELIEF

13. Burlington contends that the Division has the authority pursuant to the New Mexico Oil & Gas Act, specifically NMSA (1978) section 70-2-17-C and 70-2-17.E to issue a compulsory pooling for the Top of the Mesaverde to the Base of the Dakota and to modify the original 1951 JOA so that these new wells can be drilled because:
 - a. The 1951-JOA is limited such that no Dakota infill wells can be drilled and does not provide for the drilling of any Mesaverde wells or the commingling of that production with the Dakota.
 - b. These new wells are necessary in order to recover Mesaverde and Dakota Gas reserves, which will not otherwise be recovered.
 - c. Waste will occur in the event the Division fails to modify the 1951 JOA because of the lack of Dakota and Mesaverde infill drilling provisions, subsequent operations, commingling of production and the lack of cost allocations provisions that currently preclude Burlington from drilling these wellbores.
 - d. The provisions of Section 70-2-17.E apply and the Division should modify the 1951 JOA to the extent necessary to prevent waste in accordance with these statutory provisions of the New Mexico Oil & Gas Act.
14. Burlington contends that compulsory pooling of the gas formations from the top of the Mesaverde to the base of the Dakota is necessary.

PARTY TO BE POOLED

15. Burlington controls 100% from the top of the Mesaverde to the top of the Dakota and has -0-% working interest in the Dakota; ConocoPhillips has -0-% working interest from the top of the Mesaverde to the base of the Mancos and controls 12.5% of the Dakota working interest; and Lively Exploration Company has -0-% interest from the surface to the base of the Mancos and a 87.5% working interest in the Dakota formation.
16. The subject 320-acre spacing units are located within the Blanco-Mesaverde Gas Pool, Basin-Mancos Gas Pool and the Basin-Dakota Gas Pool.
17. Burlington, despite reasonable effort, has been unable to obtain the voluntary agreement of Lively Exploration Company in this spacing unit. Pursuant to Section 70-2-17.C NMSA (1978), and in order to obtain its just and equitable share of potential production underlying this spacing unit, Burlington needs an

order of the Division pooling the identified and described mineral interests involved in order to protect correlative rights and prevent waste.

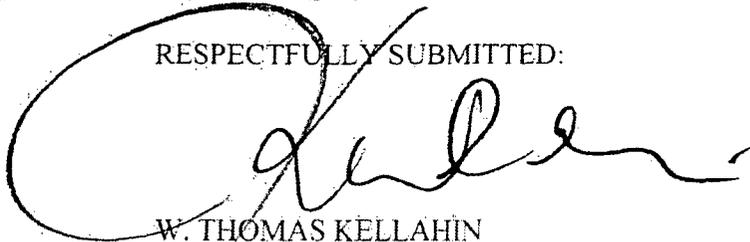
NOTICE

18. In accordance with the Division's notice requirements, a copy of this application has been sent to the Lively Exploration Company, the party whose interests are to be pooled, notifying it of this case and of the applicant's request for a hearing of this matter before the Division on the next available Examiner's docket now scheduled for October 4, 2012.

WHEREFORE, Burlington, as applicant, requests that this application be set for hearing on October 4, 2012 before the Division's duly appointed examiner, and that after notice and hearing as required by law, the Division enter its order pooling the mineral interest described in the appropriate spacing unit for these wells at a standard well location upon terms and conditions which include:

1. Burlington Resources Oil & Gas Company LP be named operator;
2. Modification of the 1951 Joint Operating Agreement;
3. Provisions for applicant and all working interest owners to participate in the costs of drilling, completing, equipping and operating these wells;
4. In the event a mineral interest or working interest owner fails to elect to participate, then provision be made to recover out of production, the costs of the drilling, completing, equipping and operating the well, plus a risk factor penalty of 200%;
5. Provision for overhead rates per month drilling and per month operating and a provision providing for an adjustment method of the overhead rates as provided by COPAS;
6. Provisions for subsequent operations
7. For such other and further relief as may be proper.

RESPECTFULLY SUBMITTED:



W. THOMAS KELLAHIN
KELLAHIN & KELLAHIN
706 Gonzales Road
Santa Fe, New Mexico 87501
Ph 505-982-4285
Fx 505-216-2780
Email tkellahin@comcast.net

Burlington Resources Oil & Gas Company
NMOCD Application

DISTRICT I
1625 N. French Dr., Hobbs, N.M. 88240

State of New Mexico
Energy, Minerals & Natural Resources Department

Form C-102
Revised July 16, 2010

DISTRICT II
1301 W. Grand Avenue, Artesia, N.M. 88210

Submit one copy to appropriate
District Office

DISTRICT III
1000 Rio Brazos Rd., Aztec, N.M. 87410

OIL CONSERVATION DIVISION
1220 South St. Francis Dr.
Santa Fe, NM 87505

DISTRICT IV
1220 S. St. Francis Dr., Santa Fe, NM 87505

AMENDED REPORT

WELL LOCATION AND ACREAGE DEDICATION PLAT

*API Number		*Pool Code		*Pool Name BLANCO MESAVERDE / BASIN DAKOTA	
*Property Code	*Property Name LIVELY			*Well Number 4M	
*OCRD No.	*Operator Name BURLINGTON RESOURCES OIL & GAS COMPANY LP			*Elevation 6937'	

¹⁰ Surface Location

UL or lot no.	Section	Township	Range	Lot Idn	Feet from the	North/South line	Feet from the	East/West line	County
0	14	29N	8W		1215'	SOUTH	2039'	EAST	SAN JUAN

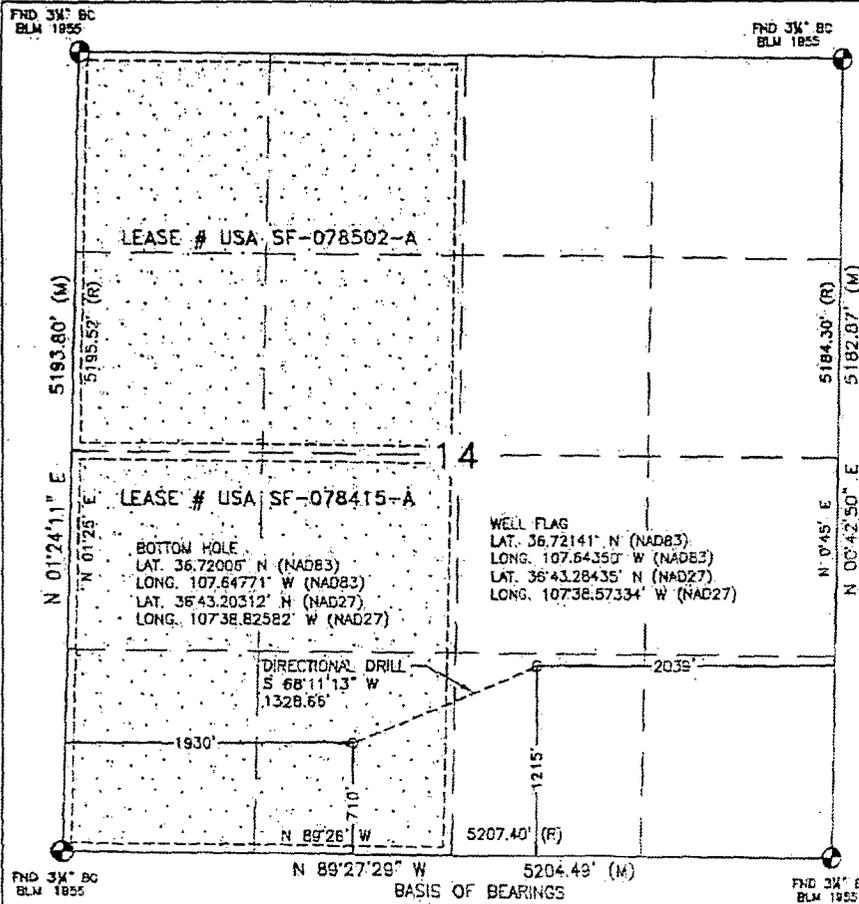
¹¹ Bottom Hole Location If Different From Surface

UL or lot no.	Section	Township	Range	Lot Idn	Feet from the	North/South line	Feet from the	East/West line	County
N	14	29N	8W		710'	SOUTH	1930'	WEST	SAN JUAN

¹² Dedicated Acres 320.00 ACRES - W/2	¹³ Joint or Infill	¹⁴ Consolidation Code	¹⁵ Order No.
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NO ALLOWABLE WILL BE ASSIGNED TO THIS COMPLETION UNTIL ALL INTERESTS HAVE BEEN CONSOLIDATED,
OR A NON-STANDARD UNIT HAS BEEN APPROVED BY THE DIVISION

16



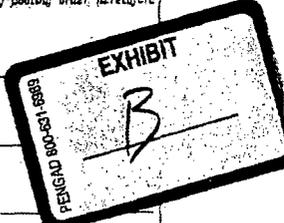
17 OPERATOR CERTIFICATION

I hereby certify that the information contained herein is true and complete to the best of my knowledge and belief, and that this organization either owns a working interest or unleased mineral interest in the land including the proposed bottom hole location or has a right to drill this well at this location pursuant to a contract with an owner of such a mineral or working interest, or to a voluntary pooling agreement or a compulsory pooling order, heretofore entered by the division.

Signature _____

Printed Name _____

E-mail Address _____



18 SURVEYOR CERTIFICATION

I hereby certify that the well location shown on this plat was plotted from field notes of actual surveys made by me or under my supervision, and that the same is true and correct to the best of my belief.

NOVEMBER 2, 2010

Date of Survey _____

Signature and Seal of Professional Surveyor:
David R. Russell

DAVID R. RUSSELL
REGISTERED PROFESSIONAL SURVEYOR
NEW MEXICO
10201

Certificate Number 10201