
From: <Jeremy_Murphrey@oxy.com>
Date: May 27, 2015 at 8:59:58 AM MDT
To: <ccarleton@matadorresources.com>
Cc: <TGoodwin@matadorresources.com>
Subject: Re: Janie Conner TA

Trey,

I received your voice mail. In reference to term assignment I was attempting to give my group an additional option in leu of being force pooled. After speaking with them today they have decided to allow this interest to be force pooled.

Sent from my iPhone

On May 27, 2015, at 9:30 AM, Murphrey, Jeremy D
<Jeremy_Murphrey@oxy.com<mailto:Jeremy_Murphrey@oxy.com>> wrote:

Chris and Trey,

Proceed with naming OXY as a party to be force pooled for the Janie Conner wells.

Sent from my iPhone

On May 22, 2015, at 2:43 PM, Chris Carleton
<ccarleton@matadorresources.com<mailto:ccarleton@matadorresources.com>> wrote:

Jeremy,

As discussed earlier today, we would like to begin reviewing OXY's form term assignment as soon as possible so once OXY's has made a decision on whether to participate we will be able to act quickly to execute the agreement. Please let me know if you have any questions, and I look forward to hearing from you tomorrow.

Thank you,
Chris

Matador Exhibit 11

Chris Carleton
Landman
Matador Resources Company
5400 LBJ Freeway, Suite 1500
Dallas, TX 75240
(972) 371-5430 (office)
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ccarleton@matadorresources.com<<mailto:ccarleton@matadorresources.com>>

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

**APPLICATION OF MATADOR
PRODUCTON COMPANY
FOR A NON-STANDARD OIL SPACING
AND PRORATION UNIT AND COMPULSORY
POOLING, EDDY COUNTY, NEW MEXICO.**

CASE NO. 15301

ORDER NO. _____

ORDER OF THE DIVISION

BY THE DIVISION:

This case came on for hearing at 8:15 a.m. on May 28, 2015, at Santa Fe, New Mexico, before Examiner _____.

NOW, on this ____ day of June, 2015, the Division Director, having considered the testimony, the record and the recommendations of the Examiner,

FINDS THAT:

Due public notice has been given, and the Division has jurisdiction of this case and of the subject matter.

- (1) Matador Production Company ("Matador" or "Applicant"), seeks approval of a non-standard 160-acre, more or less, oil spacing and proration unit (project area) in the Bone Spring formation, the Pierce Crossing, Bone Springs pool (pool code 50371) comprised of the S/2 S/2 of Section 13, Township 24 South, Range 28 East, NMPM, Eddy County, New Mexico. Applicant further seeks an order pooling all uncommitted interests in the unit.
- (2) The above-described unit (the "Unit") is to be dedicated to Applicant's Janie Conner 13-24S-28E RB #124H well (API No. 30-015-43039) a horizontal well with a surface location 415 feet from the South line, 255 feet from the East line (Section 14), and a terminus 331 feet from the South line, 240 feet from the East line (Section 13), drilled to a depth sufficient to test the Bone Spring formation.

The completed interval of the proposed well in the Bone Spring formation will be orthodox.

- (3) The proposed well is within the Pierce Crossing, Bone Springs pool (pool code 50371). Spacing in this pool is governed by statewide Rule 19.15.15.9A. NMAC, which provides for standard 40-acre units, each comprising a governmental quarter-quarter section. The proposed Unit and project area consists of four adjacent quarter-quarter sections.
- (4) Applicant appeared at the hearing through counsel and presented land and geologic evidence to the effect that:
 - a. Notice of the proposed Unit was provided to all working interest owners in the Proposed Unit and all offset operators of the proposed Unit formation by certified mail, return receipt requested and by publication;
 - b. Applicant has successfully drilled several horizontal wells in the area and the Bone Spring formation in this area is suitable for development by horizontal drilling;
 - c. the proposed orientation of the horizontal well West to East is appropriate for the proposed Unit;
 - d. all quarter-quarter sections to be included in the Unit are expected to be productive in the Bone Spring formation, so that the Unit as requested will not impair correlative rights; and
- (5) No other party appeared at the hearing, or otherwise opposed the granting of this application.

The Division concludes that:

- (6) Approval of the proposed unit will enable Applicant to drill a horizontal well that will efficiently produce the reserves underlying the Unit, thereby preventing waste, and will not impair correlative rights.
- (7) Two or more separately owned tracts are included within the Unit, and/or there are royalty interests and/or undivided interests in oil and gas minerals in one or more tracts included in the Unit that are separately owned.
- (8) Applicant is an owner of an oil and gas working interest within the Unit. Applicant has the right to drill and proposes to drill the proposed well to a common source of supply within the Unit.

- (9) Applicant has made a good faith effort to seek voluntary agreement to pool interests but there are interest owners in the Unit that have not agreed to pool their interests.
- (10) To avoid the drilling of unnecessary wells, protect correlative rights, prevent waste and afford to the owner of each interest in the Unit the opportunity to recover or receive without unnecessary expense its just and fair share of hydrocarbons, this application should be approved by pooling all uncommitted interests, whatever they may be, in the oil and gas within the Unit.
- (11) Applicant should be designated the operator of the proposed well and the Unit.
- (12) Any pooled working interest owner who does not pay its share of estimated well costs should have withheld from productions its share of reasonable well costs, plus an additional 200% thereof as a reasonable charge for the risk involved in drilling the well.
- (13) Reasonable charges for supervision (combined fixed rates) should be fixed at \$7,000 per month while drilling and \$700 per month while producing, provided that these rates should be adjusted annually pursuant to Section III.1.A.3 of the COPAS form titled "*Accounting Procedure-Joint Operations.*"

IT IS THEREFORE ORDERED THAT:

- (1) A non-standard 160-acre, more or less, oil spacing and proration unit (the "Unit") is hereby established for the Bone Spring formation, the Pierce Crossing, Bone Springs pool (pool code 50371) comprised of the S/2 S/2 of Section 13, Township 24 South, Range 28 East, NMPM, Eddy County, New Mexico.
- (2) Pursuant to the application of Matador Production Company, all uncommitted interests, whatever they may be, in the oil and gas in the Bone Spring formation underlying the Unit, are hereby pooled.
- (3) The Unit shall be dedicated to the Applicant's Janie Conner 13-24S-28E RB #124H well ("the proposed well") (API No. 30-015-43039) a horizontal well with a surface location 415 feet from the South line, 255 feet from the East line (Section 14), and a terminus 331 feet from the South line, 240 feet from the East line (Section 13), drilled to a depth sufficient to test the Bone Spring formation. The completed interval of the proposed well in the Bone Spring formation will be orthodox.

- (4) The operator of the Unit shall commence the drilling of the proposed well on or before _____ 31, 2015, and shall thereafter continue drilling the proposed well with due diligence to test the Bone Spring formation.
- (5) In the event the operator does not commence drilling the proposed well on or before _____, 2015, Ordering Paragraphs (1) and (2) shall be of no effect, unless the operator obtains a time extension from the Division Director for good cause demonstrated by satisfactory evidence.
- (6) Should the proposed well not be drilled and completed within 120 days after commencement thereof, then Ordering Paragraphs (1) and (2) shall be of no further effect, and the unit and project area created by this order shall terminate, unless the operator appears before the Division Director and obtains an extension of the time for completion of the proposed well for good cause shown by satisfactory evidence. If the proposed well is not completed in all of the quarter-quarter sections included in the proposed Unit within 120 days after commencement of drilling, then the operator shall apply to the Division for an amendment to this Order to contract the Unit so that it includes only those quarter-quarter sections in which the well is completed.
- (7) Upon final plugging and abandonment of the proposed well and any other well drilled on the Unit pursuant to Division Rule 19.15.13.9 NMAC, the pooled Unit created by this order shall terminate, unless this order has been amended to authorize further operations.
- (8) Matador Production Company (OGRID 228937) is hereby designated the operator of the proposed well and the Unit.
- (9) After pooling, uncommitted working interest owners are referred to as pooled working interest owners. ("Pooled working interest owners" are owners of working interests in the Unit, including unleased mineral interests, who are not parties to an operating agreement governing such Unit.) After the effective date of this order, the operator shall furnish the Division and each known pooled working interest owner in the Unit an itemized schedule of estimated costs of drilling, completing and equipping the proposed well to be drilled ("well costs").
- (10) Within 30 days from the date the schedule of estimated well costs is furnished, any pooled working interest owner shall have the right to pay its share of estimated well costs to the operator in lieu of paying its share of reasonable well costs out of production as hereinafter provided, and any such owner who pays its share of estimated well costs as provided above shall remain liable for operating costs but shall not be liable for risk charges. Pooled working interest owners who

elect not to pay their share of estimated well costs as provided in this paragraph shall thereafter be referred to as "non-consenting working interest owners."

- (11) The operator shall furnish the Division and each known pooled working interest owner (including non-consenting working interest owners) an itemized schedule of actual well costs within 90 days following completion of the proposed well. If no objection to the actual well costs is received by the Division, and the Division has not objected, within 45 days following receipt of the schedule, the actual well costs shall be deemed to be reasonable well costs. If there is an objection to actual well costs within the 45-day period, the Division will determine reasonable well costs after public notice and hearing.
- (12) Within 60 days following determination of reasonable well costs, any pooled working interest owner who has paid its share of estimated costs in advance as provided above shall pay to the operator its share of the amount that reasonable well costs exceed estimated well costs and shall receive from the operator the amount, if any, that the estimated well costs it has paid exceed its share of reasonable well costs.
- (13) The operator is hereby authorized to withhold the following costs and charges from production:
 - a. the proportionate share of reasonable well costs attributable to each non-consenting working interest owner; and
 - b. as a charge for the risk involved in drilling the proposed well 200% of the above costs.
- (14) The operator shall distribute the costs and charges withheld from production, proportionately, to the parties who advanced the well costs.
- (15) Reasonable charges for supervision (combined fixed rates) are hereby fixed at \$7,000 per month while drilling and \$700 per month while producing, provided that these rates shall be adjusted annually pursuant to Section III.1.A.3 of the COPAS form titled "*Accounting Procedure-Joint Operations*." The operator is authorized to withhold from production the proportionate share of both the supervision charges and the actual expenditures required from operating the well, not in excess of what are reasonable, attributable to pooled working interest owners.
- (16) Except as provided in Paragraphs (13) and (15) above, all proceeds from production from the proposed well that are not disbursed for any reason shall be held for the account of the person or persons entitled thereto pursuant to the Oil

and Gas Proceeds Payment Act (NMSA Sections 70-10-1 through 70-10-6, as amended). If not disbursed, such proceeds shall be turned over to the appropriate authority as and when required by the Uniform Unclaimed Property Act (NMSA 1978 Sections 7-8A-1 through 70-8A-28, as amended).

- (17) Any unleased mineral interests shall be considered a seven-eighths (7/8) working interest and a one-eighth (1/8) royalty interest for the purpose of allocating costs and charges under this order. Any well costs or charges that are to be paid out of production shall be withheld only from the working interests' share of production, and no costs or charges shall be withheld from production attributable to royalty interests or overriding royalty interest.
- (18) Should all the parties to this compulsory pooling order reach voluntary agreement subsequent to entry of this order, this order shall thereafter be of no further effect.
- (19) The operator of the well and the Unit shall notify the Division in writing of the subsequent voluntary agreement of all parties subject to the compulsory pooling provisions of this order.
- (20) Jurisdiction of this case is retained for the entry of such further orders as the Division may deem necessary.

DONE at Santa Fe, New Mexico, on the day and year hereinabove designated.

STATE OF NEW MEXICO
OIL CONSERVATION DIVISION

DAVID CATANACH
DIRECTOR