

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

IN THE MATTER OF THE HEARING CALLED
BY THE OIL CONSERVATION DIVISION FOR
THE PURPOSE OF CONSIDERING:

ORIGINAL

APPLICATION OF MATADOR PRODUCTION CASE NO. 15498
COMPANY FOR COMPULSORY POOLING AND
APPROVAL OF AN UNORTHODOX WELL LOCATION,
EDDY COUNTY, NEW MEXICO.

REPORTER'S TRANSCRIPT OF PROCEEDINGS

EXAMINER HEARING

September 29, 2016

Santa Fe, New Mexico

BEFORE: MICHAEL McMILLAN, CHIEF EXAMINER
WILLIAM V. JONES, TECHNICAL EXAMINER
DAVID K. BROOKS, LEGAL EXAMINER

This matter came on for hearing before the
New Mexico Oil Conservation Division, Michael McMillan,
Chief Examiner, William V. Jones, Technical Examiner,
and David K. Brooks, Legal Examiner, on Thursday,
September 29, 2016, at the New Mexico Energy, Minerals
and Natural Resources Department, Wendell Chino
Building, 1220 South St. Francis Drive, Porter Hall,
Room 102, Santa Fe, New Mexico.

REPORTED BY: Mary C. Hankins, CCR, RPR
New Mexico CCR #20
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1 APPEARANCES

2 FOR APPLICANT MATADOR PRODUCTION COMPANY:

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1 (11:28 a.m.)

2 EXAMINER McMILLAN: Call Case Number 15498,
3 application of Matador Production Company for compulsory
4 pooling and approval of an unorthodox well location,
5 Eddy County, New Mexico.

6 Call for appearances.

7 MS. KESSLER: Mr. Examiners, Jordan Kessler
8 on behalf of the Applicant.

9 EXAMINER McMILLAN: The Applicant may be
10 sworn at this time.

11 Thank you very much.

12 (Mr. Goodwin and Ms. Conrad sworn.)

13 MS. KESSLER: Mr. Examiners, I would note
14 for the record that the exhibits do say "Case Numbers
15 15491 and 15498," which were originally consolidated for
16 hearing. As you heard this morning, Case Number 15491
17 was dismissed by CAZA. It will just be Case Number
18 15498.

19 TREY GOODWIN,
20 after having been duly sworn under oath, was
21 questioned and testified as follows:

22 DIRECT EXAMINATION

23 BY MS. KESSLER:

24 Q. Please state your name for the record and tell
25 the Examiners by whom you're employed and in what

1 capacity.

2 A. Trey Goodwin. I work for Matador Resources as
3 a senior landman.

4 Q. Have you previously testified before the
5 Division?

6 A. Yes.

7 Q. Were your credentials as a petroleum landman
8 accepted and made a matter of record?

9 A. Yes.

10 Q. Are you familiar with the application in this
11 case?

12 A. Yes.

13 Q. Are you familiar with the status of the lands
14 in the subject area?

15 A. Yes.

16 MS. KESSLER: Mr. Examiners, I would tender
17 Mr. Goodwin as an expert in petroleum land matters.

18 EXAMINER McMILLAN: So qualified.

19 Q. (BY MS. KESSLER) Please turn to Exhibit 1 and
20 identify this exhibit and explain what Matador seeks
21 under this application.

22 A. Yes. This is our C-102 permit plat for our
23 Brantley State Com 13-24 South-27 East, Rustler Breaks
24 22H well. We're seeking to create a 320-acre project
25 area comprising of the north half of this section,

1 Section 13, Township 24 South, Range 27 East, in Eddy
2 County. This is where we're seeking to pool the
3 uncommitted interest owners. The pool name here is the
4 Black River, Wolfcamp, East Gas Pool, with a pool code
5 of 97442. And we're also seeking approval of an
6 unorthodox location here.

7 Q. And you're seeking to pool the uncommitted
8 interests in the Wolfcamp Formation, correct?

9 A. Yes, that's correct.

10 Q. What is Exhibit 2?

11 A. Exhibit 2 is a Midland map showing the leases
12 in the project area.

13 Q. Are there both state and fee leases in this
14 project area?

15 A. Yes.

16 Q. Is Exhibit 3 the same Midland map that is also
17 showing the spacing units, the 320-acre spacing units,
18 that were used for notice of the unorthodox location?

19 A. Yes.

20 Q. Why are you seeking an unorthodox location?

21 A. We believe that it will be the most efficient
22 way to develop this section.

23 Q. And that it will result in the least amount of
24 waste, also, correct?

25 A. Yes.

1 Q. Looking at Exhibit 4, is this an ownership
2 breakdown and summary of interests in the proposed
3 spacing unit?

4 A. Yes. This is a breakdown of Matador's interest
5 with the uncommitted interests. Here you can see
6 Matador has over 97 percent of the working interest in
7 this section, and the uncommitted interest came out to
8 just under 3 percent.

9 Q. You're seeking to pool a working interest
10 owner, as well as some unleased mineral interest owners,
11 correct?

12 A. Yes.

13 Q. Is Exhibit 5 a copy of the well-proposal letter
14 that you sent to each of the uncommitted interest
15 owners?

16 A. Yes.

17 Q. And what date was this letter sent?

18 A. April 1st, 2016.

19 Q. And did you subsequently become aware that
20 Chevron also owned an interest in the subject acreage?

21 A. Yes.

22 Q. Is Exhibit 6 a letter that was sent to Chevron?

23 A. Yes, it is.

24 Q. This is a well-proposal letter, correct?

25 A. Yes. This one is dated July 20th, 2016.

1 Q. And did each of these well-proposal letters
2 that you sent to the various interest owners include an
3 AFE?

4 A. Yes.

5 Q. Are the costs reflected on the AFE consistent
6 with what operators are charging for drilling similar
7 wells in the area?

8 A. Yes.

9 Q. Has Matador estimated overhead and drilling
10 costs for drilling and producing the well?

11 A. Yes, 7,000 for drilling and 700 a month to
12 produce.

13 Q. Are these costs in line with what other
14 operators in the area charge for similar wells?

15 A. Yes.

16 Q. Do you ask that the administrative costs be
17 incorporated into any order from the hearing?

18 A. Yes.

19 Q. And adjusted in accordance with the appropriate
20 accounting procedures?

21 A. Yes.

22 Q. For any uncommitted interest owners, do you
23 request a 200 percent risk penalty?

24 A. Yes.

25 Q. And in addition to sending well-proposal

1 letters, what other efforts did you undertake to reach
2 an agreement with the uncommitted parties?

3 A. We sent JOAs, leases. We made phone calls. We
4 sent emails. We checked online databases and tax
5 records for any interest owners where we had unlocatable
6 parties. I know one of them that was unlocatable, we
7 were able to identify a family member and are working
8 with them to -- they're helping us with the interest.
9 And as soon as we reach an agreement with them, then
10 we'll take them off the pooling. Chevron had elected to
11 participate in the well, so they've actually sent their
12 proposal back to us electing to participate. We're just
13 now waiting on the JOA. As soon as we get that back
14 from them, then we'll take them off of the well. And
15 we've had several JOAs that we've negotiated with
16 Chevron in the past, so I don't see an issue.

17 Q. If you reach an agreement with any of those
18 parties, will that agreement supersede the terms of any
19 pooling order?

20 A. Yes.

21 Q. And did you also recently reach an agreement
22 with CAZA?

23 A. Yes, we did.

24 Q. Did you also publish notice of this hearing?

25 A. Yes, we did. We received an undeliverable

1 letter back from Legends Natural Gas.

2 Q. So are we requesting a two-week continuance for
3 additional notice of publication --

4 A. Yes.

5 Q. -- directed to interest owners?

6 A. Yes.

7 Q. And they're the affected party under the
8 request for a nonstandard location, correct?

9 A. That's correct.

10 Q. Moving back, is Exhibit 7 an affidavit prepared
11 by my office with attached letters providing notice of
12 this hearing to the pooled parties and affected parties?

13 A. Yes.

14 Q. And this is a standard spacing unit, so there
15 were no notice -- there was no offset notice, correct?

16 A. That's correct.

17 Q. Were Exhibits 1 through 6 prepared by you or
18 compiled under your direction and supervision?

19 A. Yes.

20 MS. KESSLER: Mr. Examiners, I'd move
21 admission of Exhibits 1 through 8.

22 EXAMINER McMILLAN: Exhibits 1 through 8
23 may now be accepted as part of the record.

24 (Matador Production Company Exhibit Numbers
25 1 through 8 are offered and admitted into

1 evidence.)

2 CROSS-EXAMINATION

3 BY EXAMINER McMILLAN:

4 Q. Are there any depth severances?

5 A. Not in the Wolfcamp Formation, no, sir.

6 Q. I did not clearly hear the name of the pool.

7 Is it the Black River, Wolfcamp, East?

8 A. Yes, sir. Yes, sir. It's the Black River,
9 Wolfcamp, East Gas Pool, yes, sir.

10 Q. And it's 97442?

11 A. Yes, sir.

12 Q. Do you have the API number?

13 A. Actually, I'm sure it's in here somewhere.

14 MS. KESSLER: I don't know that it's
15 included in this exhibit, Mr. Examiner.

16 THE WITNESS: It might not be available.

17 EXAMINER McMILLAN: We can figure that out.

18 CROSS-EXAMINATION

19 BY EXAMINER JONES:

20 Q. So the C-102 is a predrill C-102?

21 A. Yes, sir.

22 EXAMINER McMILLAN: It looks like it's
23 the -- one of the interests you're compulsory pooling is
24 the same one that was done for all the cases earlier
25 this morning?

1 THE WITNESS: Yes, sir. Yes, sir. That's
2 correct.

3 Q. (BY EXAMINER JONES) So this well's going to be
4 a north-half well?

5 A. Yes, sir.

6 Q. And so is CAZ -- CAZA's in this well?

7 A. They were. And that's -- you know, we actually
8 reached an agreement with them. It was actually closed
9 on Tuesday. But we will be operating the north half of
10 this section, and they will -- they've changed their
11 orientation to east-west in the south half, and so
12 they'll be operating in the south half of this section.

13 Q. Congratulations.

14 A. Thank you very much. Appreciate it.

15 Q. That worked out.

16 A. Yes. Thank you.

17 MS. KESSLER: It took some effort.

18 EXAMINER JONES: That's not easy to do.

19 THE WITNESS: Yeah, I know. It took a
20 little while, but both parties are happy with it. So --

21 EXAMINER BROOKS: No questions.

22 EXAMINER McMILLAN: Thank you very much.

23 THE WITNESS: Thank you.

24 MS. KESSLER: The API is 30-015-43774.

25 EXAMINER McMILLAN: 43774. Thank you.

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LAUREN CONRAD,

after having been previously sworn under oath, was
questioned and testified as follows:

DIRECT EXAMINATION

BY MS. KESSLER:

Q. Can you please state your name for the record
and tell the Examiners by whom you are employed and in
what capacity.

A. Yes. My name is Lauren Conrad. I work for
Matador as a reservoir engineer.

Q. Have you previously testified before the
Division?

A. I have not.

Q. Can you please outline your educational
background?

A. Yes. I was awarded my bachelor's of science in
petroleum engineering from the University of Texas at
Austin in May of 2011.

Q. What is your work history since that time?

A. Yes. I went to work for Encana Oil & Gas for
around three-and-a-half years in several engineering
capacities. I started out in drilling engineering in
the Haynesville for about a year, worked as a production
and facilities engineer in the Eaglebine Formation in
East Texas, and worked in the San Juan Basin as a

1 completions engineer with them as well.

2 Then I came to work for Matador. It's been
3 over two years now that I've been a reservoir engineer
4 for Matador. And during that time, I've focused
5 specifically on the area around the area in question
6 here in New Mexico of the Delaware Basin that entire
7 time for Matador.

8 Q. During your time with Matador, have your
9 responsibilities as an engineer included routinely
10 evaluating the geology of the Permian Basin?

11 A. Yes. A large part of my role as a reservoir
12 engineer is to evaluate our well projects and lease
13 projects on a geologic basis, as well as an operational
14 and economic basis as well.

15 Q. Are you a member of any professional
16 associations?

17 A. Yes. I'm a member of the Society of Petroleum
18 Engineers.

19 Q. And do you have any professional
20 certifications?

21 A. I have passed my FE exam, and as such, I'm an
22 engineer in training.

23 Q. Are you familiar with the application that's
24 been filed in this case?

25 A. Yes.

1 Q. And are you familiar with the Wolfcamp
2 Formation and the geology in the subject acreage?

3 A. Yes, I am.

4 MS. KESSLER: Mr. Examiners, I would tender
5 Ms. Conrad as an expert petroleum engineer.

6 EXAMINER McMILLAN: So qualified.

7 Q. (BY MS. KESSLER) Let's turn to Exhibit 9 and if
8 you can please identify this exhibit and walk us through
9 it.

10 A. Yes. Exhibit 9 is a locator map to show where
11 the Brantley acreage is. In relation to the Delaware
12 Basin in New Mexico, we see it there in sort of southern
13 Eddy County.

14 Q. What is Exhibit 10?

15 A. Exhibit 10 is our structure map of the top of
16 the Wolfcamp Formation. We'll see the Brantley acreage
17 project area -- the 320-acre project area for the
18 Brantley State there highlighted in yellow with the red
19 outline, the wellbore of the Brantley there in blue as
20 indicated in the legend. And we've got, as I mentioned,
21 the structure of the Wolfcamp plotted here. We see
22 about a -- very consistent gentle dip to the east about
23 one to two degrees.

24 Q. Based on the structure in this section, have
25 you identified any geologic impediments?

1 A. We have not.

2 Q. And what is the line labeled A to A prime?

3 A. Yes. We've labeled on this map our -- the
4 wells that we will be using for the cross section in the
5 next exhibit. You'll see a well to the west of our
6 Brantley section, one on section and one off to the
7 east, to exemplify what we expect out of the Wolfcamp
8 Formation in this area.

9 Q. Did you prepare a cross section for the
10 Examiners?

11 A. Yes.

12 Q. Is that Exhibit 11?

13 A. Yes, it is.

14 Q. Can you please walk us through this exhibit?

15 A. In Exhibit 11, we're seeing the same wells that
16 I just described, from the A in the west to A prime in
17 the east. We've drawn the red line to indicate where
18 we're proposing to drill the Brantley well. It's kind
19 of in the middle of the Wolfcamp interval there, what
20 Matador calls the Wolfcamp B.

21 Q. Have you identified the formation as being
22 fairly continuous across this proposed spacing unit?

23 A. Yes. As you can see, we've plotted the top of
24 the Wolfcamp down to the base of the Wolfcamp entire
25 interval, and we see a consistent 2,000-foot thickness

1 across this length of the lateral.

2 Q. What is Exhibit 12?

3 A. Exhibit 12 is our isopach map of that interval
4 that we were just looking at, the top to the base of the
5 Wolfcamp. You'll see it's just in a little more detail
6 of what we expect out of the thickness of the Wolfcamp
7 in this area.

8 Q. What conclusions have you drawn based on your
9 study of this area?

10 A. We've concluded that there are no geologic
11 impediments in this area, major faults or otherwise and
12 that we expect to see continuous -- or we expect the
13 Wolfcamp to be productive in this interval across the
14 lateral length.

15 Q. Do you believe that horizontal well drilling is
16 the best method to develop this reservoir?

17 A. Yes. My studies do indicate that horizontal
18 drilling is best to develop the Wolfcamp in this area.

19 Q. What is Exhibit 13?

20 A. Exhibit 13 is our construction diagram of the
21 planned Brantley well. Of note is that we do plan to
22 perforate no closer than 330 feet from the east and west
23 lines of Section 13 here.

24 Q. So the location will be unorthodox?

25 A. Yes.

1 Q. In your opinion, will granting Matador's
2 application be in the best interest of conservation, for
3 the prevention of waste and the protection of
4 correlative rights?

5 A. Yes.

6 Q. And were Exhibits 9 through 13 prepared under
7 your supervision?

8 A. Yes, they were.

9 MS. KESSLER: Mr. Examiners, I'd move
10 admission of Exhibits 9 through 13.

11 EXAMINER McMILLAN: Exhibits 9 through 13
12 may now be accepted as part of the record.

13 (Matador Production Company Exhibit Numbers
14 9 through 13 are offered and admitted
15 into evidence.)

16 CROSS-EXAMINATION

17 BY EXAMINER McMILLAN:

18 Q. And you expect every quarter section to
19 contribute equally to the reserves of production in the
20 well?

21 A. I do.

22 EXAMINER McMILLAN: Go ahead, Will.

23 CROSS-EXAMINATION

24 BY EXAMINER JONES:

25 Q. If you had your wish list on logging tools,

1 what would you do here?

2 A. I have to echo the sentiments from earlier
3 cases. We like to see a full suite of gamma ray
4 resistivity and porosity logs. PE is additionally
5 useful as well.

6 Q. But nobody is doing logging while drilling, at
7 least it looks like no sources downhole while drilling
8 the lateral?

9 A. Simply the gamma ray and mud logs in our case.

10 Q. It seems like that's all we ever hear.
11 Probably in the Haynesville you did some; is that
12 correct?

13 A. I was a part of some logging while drilling --
14 drilling projects at the time, yes.

15 Q. Yeah.

16 A. It wasn't a solid practice at the time. It
17 wasn't necessarily on every single well.

18 Q. What about the stress direction and choosing to
19 drill this well? Do you have evidence about stress
20 direction?

21 A. Yes. We -- actually, Matador, as well as other
22 companies, have come up and testified to specifically in
23 this area of the Basin, we think that the stress
24 direction is more of a 45-degree orientation. So
25 Matador's opinion is that north-south versus east-west

1 should produce the same productivity out of your wells
2 and the same production with your well.

3 Q. But as far as gathering that data, is that --
4 is that from oriented dipole sonics, or is it from FMIs,
5 or is it from microseismic on your frac jobs or what?

6 A. Some of that would be considered proprietary, I
7 suppose. But there is evidence as far as the large
8 faults in the area, and we have seen some rose diagrams
9 of fracture orientation within the wellbore while we're
10 fracturing. But yeah, we don't -- we don't necessarily
11 have a particular microseismic study in this area that
12 we would testify to.

13 Q. The Wolfcamp, is it overpressure here?

14 A. Yes, sir.

15 Q. So how much overpressure is it?

16 A. We calculate well over your normal pressure of
17 .4 through 3 psi per foot. We're close to .5, for
18 estimates, in the area.

19 Q. So what pound mud would you drill it with?

20 A. You know, I don't have that number off the top
21 of my head. I don't have the --

22 Q. More than around 10 pound or so maybe?

23 A. Yes or -- I was thinking 9 to 10.

24 Q. 9 to 10?

25 A. I wouldn't want to testify to that in this

1 area.

2 Q. More than freshwater mud anyway?

3 A. Yes, definitely.

4 Q. And the reservoir type out here, it is -- what
5 is this? Is this really a gas reservoir?

6 A. Yes. It is a retrograde -- sorry -- a
7 retrograde condensate gas, yes. And we do have tests
8 that proves that fact.

9 Q. Okay. So the best way to -- this particular
10 well, is it going to affect the whole Wolfcamp
11 vertically or only like -- what kind of half length are
12 you guys expecting? And not just that, but what kind of
13 an influence vertically and laterally are you expecting?

14 A. Yes. I would say that we're in the early
15 stages of understanding exactly the -- especially the
16 vertical influence that we would expect from this
17 wellbore and the completion resulting from that. We --
18 we believe that our half lengths are such that the 330
19 spacing is appropriate for the area, but I would say
20 it's not fully understood at this time.

21 Q. Yeah.

22 What about reservoir models? Do you have
23 anybody else you work with, reservoir engineers, or do
24 they throw you out there by yourself?

25 A. In this particular area, I do have one

1 reservoir engineering coworker that covers the same
2 portion of the Delaware Basin for Matador. There are
3 others that cover other sort of areal extents as well.
4 We collaborate at times.

5 Q. Do you have time to set up a simulation model?

6 A. We have some modeling efforts. I can't say
7 that we are fully confident, especially, to testify to
8 what we believe the results of those studies would be.

9 Q. I mean, what I'm getting at is the density of
10 your horizontal wells. Are you working on how dense you
11 should be drilling these wells?

12 A. Yes, we are.

13 Q. Okay. Okay.

14 A. Definitely.

15 Q. And do you have do the economics also?

16 A. Yes, I do.

17 Q. Okay. So you sell it to management, or you
18 provide it to your team and they sell it to management?

19 A. Yes. Sometimes I directly do the selling, as
20 you're saying. Yes.

21 Q. And as far as the decline behavior, is it
22 extremely hyperbolic to begin with?

23 A. Yes.

24 Q. So it's a limited-fracture-dominated reservoir
25 at the beginning?

1 A. Yes.

2 Q. And what's the life of the well, do you think,
3 before it reaches its economic limit?

4 A. We see 20 to 30 years before we reach economic
5 limit. Uh-huh.

6 Q. What economic limit do you look at?

7 A. With volatile oil prices, that changes pretty
8 much on a week-to-week basis. But, I mean, we're --
9 I've seen, like I said, 17, 20, 25, upwards to 30
10 approximate years.

11 Q. It's extremely flat, isn't it?

12 A. Yes. Well, that's the predicted behavior of
13 the wells at that time. I can't say that we have,
14 especially in this Basin, in this formation, any sort of
15 evidence -- or any horizontal wells that have produced
16 that length of time. So as you've mentioned, it is an
17 estimate of the behavior at that time.

18 Q. Okay. But -- so the retrograde behavior -- the
19 retrograde type of reservoir, how does that influence
20 your rate-time analysis?

21 A. Yes. Largely, to me, it influences the GOR
22 that I expect. I -- I -- based on retrograde condensate
23 models in general, I expect an increase in GOR over
24 time. But that's the large amount of how I let the
25 reservoir type influence the shape of my curves in

1 general.

2 Q. Okay. Thanks very much.

3 A. Sure.

4 EXAMINER McMILLAN: Actually, I have a
5 question for the landman.

6 WITNESS GOODWIN: Yes, sir.

7 EXAMINER McMILLAN: This area is not part
8 of the big pool, is it?

9 WITNESS GOODWIN: Yes, sir, it is.

10 EXAMINER McMILLAN: Okay. Then I'm
11 confused in your NSL application, because I thought the
12 big pools were going to have 330 offsets.

13 MS. KESSLER: Mr. Examiner, since those
14 have not yet been approved, we're continuing to request
15 them with the hope that the application does become
16 approved.

17 EXAMINER McMILLAN: Oh, okay. All right.
18 Thank you.

19 WITNESS GOODWIN: Yes. No problem.

20 EXAMINER JONES: We have received inquiries
21 from other operators about when it's going to be
22 approved.

23 EXAMINER McMILLAN: Okay. And Case Number
24 15498 --

25 Thank you very much.

1 Case Number 15498 shall be taken under
2 advisement -- wait, wait -- for two weeks.

3 EXAMINER JONES: October 13th.

4 EXAMINER McMILLAN: Yeah, October 13th.

5 (Case Number 15498 concludes, 11:53 a.m.)
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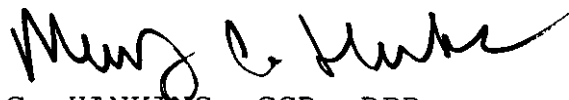
1 STATE OF NEW MEXICO
2 COUNTY OF BERNALILLO
3

4 CERTIFICATE OF COURT REPORTER

5 I, MARY C. HANKINS, Certified Court
6 Reporter, New Mexico Certified Court Reporter No. 20,
7 and Registered Professional Reporter, do hereby certify
8 that I reported the foregoing proceedings in
9 stenographic shorthand and that the foregoing pages are
10 a true and correct transcript of those proceedings that
11 were reduced to printed form by me to the best of my
12 ability.

13 I FURTHER CERTIFY that the Reporter's
14 Record of the proceedings truly and accurately reflects
15 the exhibits, if any, offered by the respective parties.

16 I FURTHER CERTIFY that I am neither
17 employed by nor related to any of the parties or
18 attorneys in this case and that I have no interest in
19 the final disposition of this case.

20 
21

22 MARY C. HANKINS, CCR, RPR
23 Certified Court Reporter
24 New Mexico CCR No. 20
25 Date of CCR Expiration: 12/31/2016
Paul Baca Professional Court Reporters