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

**APPLICATION OF AMEREDEV OPERATING, LLC
FOR COMPULSORY POOLING,
LEA COUNTY, NEW MEXICO.**

CASE NO. 16395 (amended and re-advertised)

AMENDED APPLICATION

Ameredev Operating, LLC (“Ameredev”) (OGRID No. 372224), through its undersigned attorneys, hereby files this amended application with the Oil Conservation Division pursuant to the provisions of N.M. Stat. Ann. § 70-2-17, for an order pooling all uncommitted interest in the Wolfcamp formation in the 640.96-acre spacing unit comprised of the W/2W/2 of Section 5, the W/2W/2 of Section 8, the E/2E/2 of Section 6 and the E/2E/2 of Section 7, Township 25 South, Range 36 East, NMPM, Lea County, New Mexico. In support of its application, Ameredev states:

1. Ameredev is a working interest owner in the proposed horizontal spacing unit and has the right to drill thereon.
2. Ameredev proposes to dedicate the above-referenced spacing unit to the proposed **Pine Straw Fed Com 25 36 08 No. 101H Well**. This well will be horizontally drilled from a surface location in the SW/4 SW/4 (Unit M) of Section 8 to a bottom hole location in the NW/4 NW/4 (Lot 4) of Section 5.
3. Pursuant to NMAC 19.15.16.15(B)(1)(b), Ameredev will incorporate the proximity tracts into its horizontal spacing unit. Incorporating the proximity tracts, the completed interval for the well will remain within the standard offset required by the statewide rules set forth in 19.15.15 NMAC.

4. Ameredev has sought and been unable to obtain voluntary agreement for the development of these lands from all of the working interest owners in the subject spacing unit.

5. The pooling of interests will avoid the drilling of unnecessary wells, will prevent waste, and will protect correlative rights.

6. In order to permit Ameredev to obtain its just and fair share of the oil and gas underlying the subject lands, all uncommitted interests in the horizontal spacing unit should be pooled and Ameredev Operating, LLC should be designated the operator of this proposed horizontal well and spacing unit.

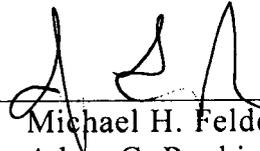
WHEREFORE, Ameredev requests that this amended application be set for hearing before an Examiner of the Oil Conservation Division on January 24, 2019, and, after notice and hearing as required by law, the Division enter an order:

- A. Pooling all uncommitted interests in the horizontal spacing unit;
- B. Designating Ameredev Operating, LLC operator of this spacing unit and the horizontal well to be drilled thereon;
- C. Authorizing Ameredev to recover its costs of drilling, completing, and equipping the well;
- D. Approving the actual operating charges and costs of supervision while drilling and after completion, together with a provision adjusting the rates pursuant to the COPAS accounting procedures; and
- E. Imposing a 200% penalty for the risk assumed by Ameredev in drilling and completing the well against any working interest owner who does not voluntarily participate in the drilling of the well.

Respectfully submitted,

HOLLAND & HART LLP

By:



Michael H. Feldewert

Adam G. Rankin

Jordan L. Kessler

Julia Broggi

Post Office Box 2208

Santa Fe, NM 87504

505-998-4421

505-983-6043 Facsimile

mfeldewert@hollandhart.com

arankin@hollandhart.com

jlkessler@hollandhart.com

jbroggi@hollandhart.com

ATTORNEYS FOR AMEREDEV OPERATING, LLC

CASE 16395 (amended and re-advertised): Amended application of Ameredev Operating, LLC for compulsory pooling, Lea County, New Mexico. Applicant in the above-styled cause seeks an order pooling all uncommitted interest in the Wolfcamp formation in the 640.96-acre spacing unit comprised of the W/2W/2 of Section 5, the W/2W/2 of Section 8, the E/2E/2 of Section 6 and the E/2E/2 of Section 7, Township 25 South, Range 36 East, NMPM, Lea County, New Mexico. Said unit is to be dedicated to the proposed **Pine Straw Fed Com 25 36 08 No. 101H Well**, which will be horizontally drilled from a surface location in the SW/4 SW/4 (Unit M) of Section 8 to a bottom hole location in the NW/4 NW/4 (Lot 4) of Section 5. Ameredev will incorporate the proximity tracts into its horizontal spacing unit. Incorporating the proximity tracts, the completed interval for the well will remain within the standard offset required by the statewide rules set forth in 19.15.15 NMAC. Also, to be considered will be the cost of drilling and completing the well and the allocation of the cost thereof as well as actual operating costs and charges for supervision, designation of Ameredev Operating, LLC as operator of the well, and a 200% charge for risk involved in drilling said well. Said area is located approximately 7 miles northwest of Jal, New Mexico.