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Attorney at Law

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April 21, 2009

HAND DELIVERED

Mr. Mark Fesmire, P.E., Director
Oil Conservation Division
1220 South Saint Francis Drive
Santa Fe, New Mexico 87505

Case 14324

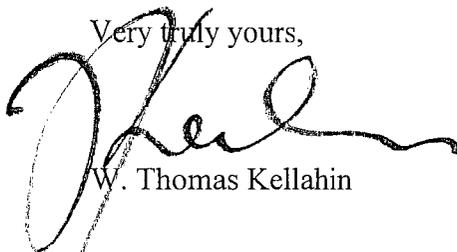
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Re: Application of Burlington Resources Oil & Gas Company LP
For Compulsory Pooling, San Juan County, New Mexico
Parts of Sections 19 & 30, T30N, R9W to be dedicated to the
Mansfield Well 2B (Directional Wellbore) for Mesaverde and Dakota
Commingled Production

Dear Mr. Fesmire:

On behalf of Burlington Resources Oil & Gas Company LP, please find enclosed our referenced application which we request be set for hearing on the Examiner's docket now scheduled for Tuesday, June 2, , 2009. Also enclosed is our proposed advertisement of this case for the NMOCD docket.

Very truly yours,



W. Thomas Kellahin

cc: Burlington Resources Oil & Gas Company LP
Attn: Alan Alexander

CASE 4324: Application of Burlington Resources Oil & Gas Company LP for compulsory pooling, San Juan County, New Mexico. Applicant seeks an order pooling all mineral interests in the Dakota formation underlying the following described acreage: Lots 1-4, E/2W/2 of Section 19 and Lots 1-2, E/2NW/4 of Section 30, T30N, R9W, NMPM, San Juan County, New Mexico, dedicated to a existing non-standard 310.56-acre gas spacing and proration unit (NSP Order R-35 and NSP Order R-2046) for the Mesaverde and Dakota formations respectively spaced on 320-acre spacing. This unit is to be dedicated to its Mansfield No. 2B well to be drilled and completed as a directional wellbore with a surface location in Unit B and a bottomhole location in Unit F of Section 19 for downhole commingled wellbore for production from the Dakota and Mesaverde formations. Also to be considered will be the costs of drilling and completing said well 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 well and, pursuant to Commission Order R-11992, a 200% charge for the risk involved in this well. This unit is located approximately 11 miles south-east of the Aztec, New Mexico.

IN THE ABSENCE OF OBJECTION, THIS APPLICATION WILL BE TAKEN UNDER ADVISEMENT

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

**IN THE MATTER OF THE APPLICATION OF
BURLINGTON RESOURCES OIL & GAS COMPANY LP
FOR COMPULSORY POOLING
SAN JUAN COUNTY, NEW MEXICO.**

CASE NO. 14324

APPLICATION

Burlington Resources Oil & Gas Company LP. ("Burlington") by its attorneys, Kellahin & Kellahin, seeks an order pooling all mineral interests in the Mesaverde and Dakota formations underlying the following described acreage: Lots 1-4, E/2W/2 of Section 19 and Lots 1-2, E/2NW/4 of Section 30, T30N, R9W, NMPM, San Juan County, New Mexico, dedicated to a existing non-standard 310.56-acre gas spacing and proration unit (NSP Order R-35 and NSP Order R-2046) for the Mesaverde and Dakota formation spaced on 320-acre spacing. This unit is to be dedicated to its Mansfield No. 2B well to be drilled and completed as a directional wellbore with a surface location in Unit B and a bottomhole location in Unit F of Section 19 for downhole commingled wellbore for production from the Dakota and Mesaverde formations. Also to be considered will be the costs of drilling and completing said well 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 well and, pursuant to Commission Order R-11992, a charge 200% charge for the risk involved in this well.

In support of its application Burlington states:

(1) Burlington, an affiliate of ConocoPhillips Company, is a working interest owner and the proposed operator for the Mansfield Well No. 2B well to be dedicated Lots 1-4, E/2W/2 of Section 19 and Lots 1-2, E/2NW/4 of Section 30, T30N, R9W, NMPM, San Juan County, New Mexico, dedicated to a existing non-standard 310.56-acre gas spacing and proration unit

(2) Burlington has proposed to drill, complete and operate the Mansfield Well No. 2B well and if productive to downhole commingle Dakota and Mesaverde production. See Division form C-102 attached as Exhibit "A"

(3) By letter dated April 17, 2009, Burlington proposed the drilling of this well to the working interest owners.

(4) The subject 320-acre spacing unit is located within the Blanco-Mesaverde Gas Pool and the Basin-Dakota Gas Pool.

(5) Burlington despite reasonable effort has been unable to obtain the voluntary agreement from certain interest owners 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.

(6) In accordance with the Division's notice requirements, a copy of this application has been sent to the parties whose interest is to be pooled as listed on Exhibit "B" notifying each 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 June 2, 2009.

WHEREFORE, Burlington, as applicant, requests that this application be set for hearing on June 2, 2009 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 this well at a standard well location upon terms and conditions which include:

(a) Burlington Resources Oil & Gas Company LP be named operator.

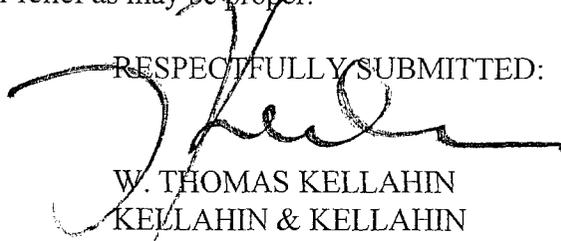
(b) Provisions for applicant and all working interest owners to participate in the costs of drilling, completing, equipping and operating the well;

(c) 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, including a risk factor penalty of 200%;

(d) 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;

(e) For such other and further relief as may be proper.

RESPECTFULLY SUBMITTED:

A handwritten signature in black ink, appearing to read 'W. Thomas Kellahin', written over the typed name and address.

W. THOMAS KELLAHIN
KELLAHIN & KELLAHIN
706 Gonzales Road
Santa Fe, New Mexico 87501
(505) 982-4285

DISTRICT I
1825 N. French Dr., Hobbs, N.M. 88240

State of New Mexico
Energy, Minerals & Natural Resources Department

Form C-102
Revised October 12, 2005

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

Submit to Appropriate District Office
State Lease - 4 Copies
Fee Lease - 3 Copies

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 MANSFIELD | | Well Number 2 B |
| GRID No. | Operator Name BURLINGTON RESOURCES OIL & GAS COMPANY LP | | Elevation 6162' |

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 |
|---------------|---------|----------|-------|---------|---------------|------------------|---------------|----------------|----------|
| B | 19 | 30N | 9W | | 1279' | NORTH | 2567' | EAST | SAN JUAN |

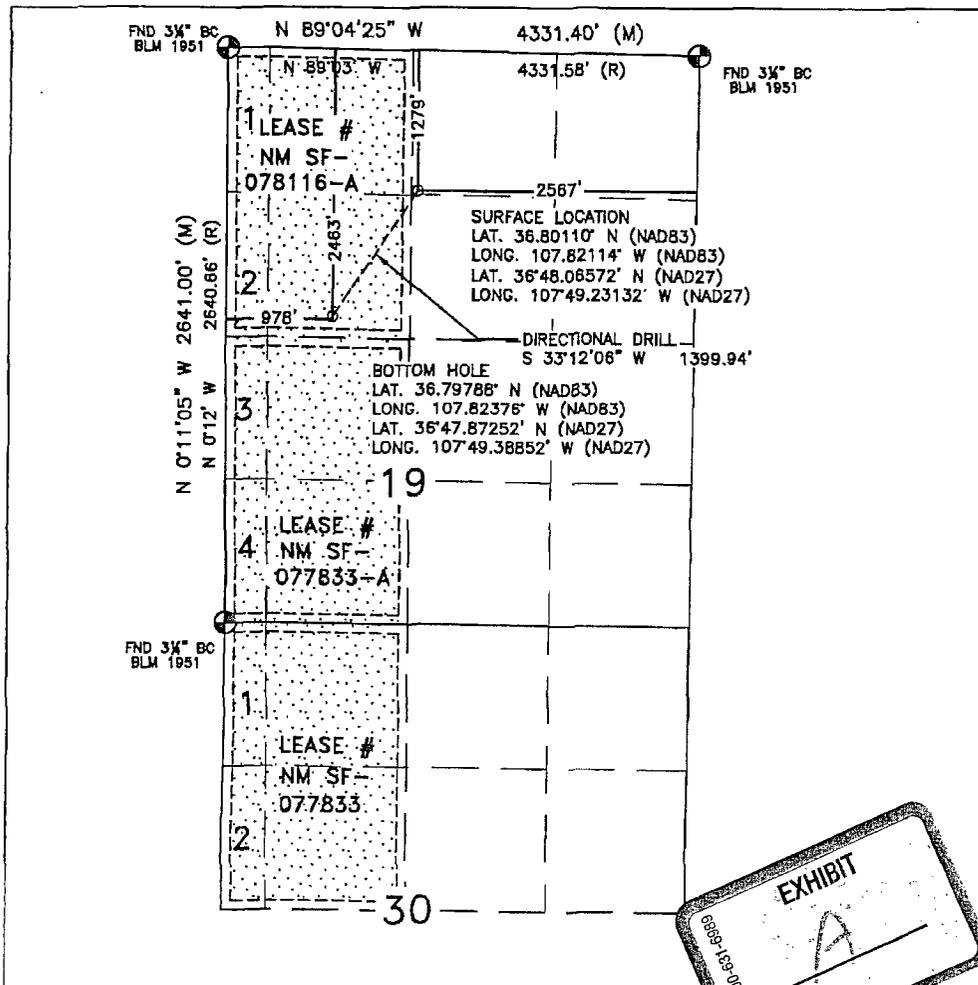
¹¹ Bottom Hole Location If Different From Surface

| UL or lot no. | Section | Township | Range | Lot Idn | Feet from the | North/South line | Feet from the | East/West line | County |
|---------------|---------|----------|-------|---------|---------------|------------------|---------------|----------------|----------|
| F | 19 | 30N | 9W | | 2463' | NORTH | 978' | WEST | SAN JUAN |

| | | | |
|---|-------------------------------|----------------------------------|-------------------------|
| ¹² Dedicated Acres 310.56 Acres - (W/2) | ¹³ Joint or Infill | ¹⁴ Consolidation Code | ¹⁵ Order No. |
|---|-------------------------------|----------------------------------|-------------------------|

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

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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 or a compulsory pooling order heretofore entered by the division.

Signature _____ Date _____

Printed Name _____

¹⁸ SURVEYOR CERTIFICATION

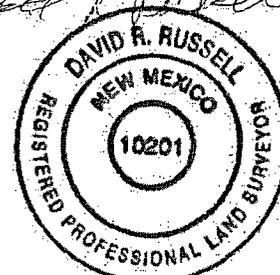
I hereby certify that the well location shown on this plat was plotted from field notes of actual surveys made by me or under my supervision, and that the same is true and correct to the best of my belief.

MAY 1, 2008

Date of Survey

Signature and Seal of Professional Surveyor:

David Russell



DAVID RUSSELL

Certificate Number 10201

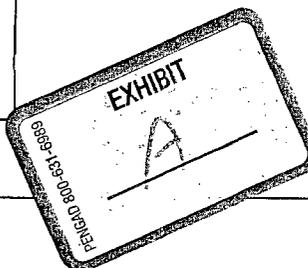


Exhibit "B"

Four Star Oil & Gas Company
Attn: Barbara Nelms
11111 South Wilcrest
Houston, TX 77099

Koch Exploration Company, LLC
Attn: Morgan Connor, Land Manager
9777 Pyramid Court
Suite 210
Englewood, CO 80112