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2009 SEP 29 P 3:44

September 25, 2009

Hand delivered

Florene Davidson
Oil Conservation Division
1220 South St. Francis Drive
Santa Fe, New Mexico 87505

Dear Florene:

Enclosed for filing, on behalf of Cimarex Energy Co., are an original and one copy of two amended applications for a non-standard unit and compulsory pooling (Case Nos. 14351 and 14352), together with proposed advertisement. The advertisements have also been e-mailed to the Division. Please set these matters for the October 29, 2009 hearing.

Very truly yours,



James Bruce

Attorney for Cimarex Energy Co.

Parties Being Pooled

H.N. Smith and Ethel Smith
address unknown

R.D. Collier and Jimmy Collier
address unknown

Delbert Bassett
4601 Lake Park Drive
Arlington, Texas 76016

Nell Blackerby
4601 Lake Park Drive
Arlington, Texas 76016

George H. Williams
address unknown

Lois M. Combs Williams
address unknown

BEFORE THE NEW MEXICO OIL CONSERVATION DIVISION

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APPLICATION OF CIMAREX ENERGY CO.
FOR A NON-STANDARD OIL SPACING AND
PRORATION UNIT AND COMPULSORY POOLING,
CHAVES COUNTY, NEW MEXICO.

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Case No. 13451

AMENDED APPLICATION

Cimarex Energy Co. applies for an order (i) approving a non-standard oil spacing and proration unit in the Abo/Wolfcamp formation comprised of Lot 3, NE $\frac{1}{4}$ SW $\frac{1}{4}$, and N $\frac{1}{2}$ SE $\frac{1}{4}$ (the N $\frac{1}{2}$ S $\frac{1}{2}$) of Section 18, Township 15 South, Range 31 East, N.M.P.M., Chaves County, New Mexico, and (ii) pooling all mineral interests from the surface to the base of the Abo/Wolfcamp formation underlying the NE $\frac{1}{4}$ SE $\frac{1}{4}$ of Section 18, and the Abo/Wolfcamp formation underlying the non-standard unit, and in support thereof, states:

1. Applicant is an interest owner in the N $\frac{1}{2}$ S $\frac{1}{2}$ of Section 18, and has the right to drill a well thereon.
2. Applicant proposes to drill its Franklin 18 Fee Well No. 3, located in the NE $\frac{1}{4}$ SE $\frac{1}{4}$ of Section 18, to a depth sufficient to test the Abo/Wolfcamp formation. Applicant seeks to dedicate (i) the NE $\frac{1}{4}$ SE $\frac{1}{4}$ of Section 18 to the well to form a standard 40 acre oil spacing and proration unit, and (ii) the N $\frac{1}{2}$ S $\frac{1}{2}$ of Section 18 to the well to form a non-standard 159.24 acre oil spacing and proration unit (project area), for any formations and/or pools developed on 40 acre spacing within that vertical extent. The well is horizontal well, with a surface location 1980 feet from the south line and 330 feet from the east line, and a terminus 1980 feet from the south line and 375 feet from the west line, of Section 18.
3. Applicant has in good faith sought to obtain the voluntary joinder of all other mineral interest owners in the N $\frac{1}{2}$ S $\frac{1}{2}$ of Section 18 for the purposes set forth herein.

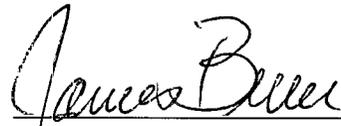
4. Although applicant attempted to obtain voluntary agreements from all mineral interest owners to participate in the drilling of the well or to otherwise commit their interests to the well, certain interest owners have failed or refused to join in dedicating their interests. Therefore, applicant seeks an order pooling all mineral interest owners in the N $\frac{1}{2}$ S $\frac{1}{2}$ of Section 18, pursuant to NMSA 1978 §70-2-17.

5. The approval of the non-standard unit and the pooling of all mineral interests underlying the N $\frac{1}{2}$ S $\frac{1}{2}$ of Section 18 will prevent the drilling of unnecessary wells, prevent waste, and protect correlative rights.

WHEREFORE, applicant requests that, after notice and hearing, the Division enter its order:

- A. Approving a non-standard oil spacing and proration unit (project area) in the Abo/Wolfcamp formation comprised of the N $\frac{1}{2}$ S $\frac{1}{2}$ of Section 18;
- B. Pooling all mineral interests in (i) the NE $\frac{1}{4}$ SE $\frac{1}{4}$ of Section 18, and (ii) the N $\frac{1}{2}$ S $\frac{1}{2}$ of Section 18, from the surface to the base of the Abo/Wolfcamp formation;
- C. Designating Cimarex Energy Co. of Colorado as operator of the well;
- D. Considering the cost of drilling and completing the well, and allocating the cost among the well's working interest owners;
- E. Approving actual operating charges and costs charged for supervision, together with a provision adjusting the rates pursuant to the COPAS accounting procedure; and
- F. Setting a 200% charge for the risk involved in drilling and completing the well in the event a working interest owner elects not to participate in the well.

Respectfully submitted,

A handwritten signature in cursive script that reads "James Bruce". The signature is written in black ink and is positioned above a horizontal line.

James Bruce
Post Office Box 1056
Santa Fe, New Mexico 87504
(505) 982-2043

Attorney for Cimarex Energy Co.

PROPOSED ADVERTISEMENT

Case No. 14351: (Radvertised)

Application of Cimarex Energy Co. for approval of a non-standard oil spacing and proration unit and compulsory pooling, Chaves County, New Mexico. Cimarex Energy Co. seeks an order approving a 159.24-acre non-standard oil spacing and proration unit (project area) in the Abo/Wolfcamp formation comprised of Lot 3, NE/4SW/4, and N/2SE/4 (the N/2S/2) of Section 18, Township 15 South, Range 31 East, NMPM. Applicant further seeks the pooling all mineral interests from the surface to the base of the Abo/Wolfcamp formation underlying (i) the NE/4SE/4 of Section 18 to form a standard 40 acre oil spacing and proration unit, and (ii) the N/2S/2 of Section 18 to form a non-standard 159.24-acre oil spacing and proration unit (project area), for any formations and/or pools developed on 40 acre spacing within that vertical extent. The units are to be dedicated to the Franklin 18 Fee Well No. 3, a horizontal well to be drilled at a surface location 1980 feet from the south line and 330 feet from the east line, with a terminus 1980 feet from the south line and 375 feet from the west line, of Section 18. 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 Cimarex Energy Co. of Colorado as operator of the well, and a 200% charge for the risk involved in drilling and completing the well. The units are located approximately 14 miles north-northeast of Loco Hills, New Mexico.

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