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August 19, 1997

HAND DELIVERED

Mr. Michael Stogner
Oil Conservation Division
2040 South Pacheco
Santa Fe, New Mexico 87504

RECEIVED
AUG 19 1997
Oil Conservation Division

RE: Parker & Parsley OCD Case Nos.
11703 and 11704 -- statutory
unitization and water
injection project for
secondary recovery

Dear Mike:

In July you and I spoke by phone in regard to the referenced cases and the order which will be issued by the OCD in connection therewith.

At the end of our discussion, we concluded that it may help with your handling of the issuance of the order on the referenced cases if I submit to you a proposed order which Parker & Parsley believes to be justified by the testimony presented at the hearing on February 6, 1997. I now have such a proposed order in hand and a copy is enclosed herewith. (At your suggestion, the Exxon "Avalon Unit" order was used extensively as a reference in the preparation of the enclosed proposal.) This proposed order also includes a proposed Exhibit "A" with the tabulations for the wells involved in the cases. Also enclosed for your convenience in editing this proposed order is a diskette on which you will find not only the proposed order, but the Exhibit "A" as well. This document and the exhibit were prepared using Word Perfect 5.1.

Our client respectfully requests that expedited issuance of the order be given. Mr. Scott Lackey of Parker & Parsley's office in Midland tells me that they have a drilling program in place which calls for at least one of the unit wells to be commenced within the next couple of weeks. As you know, rig

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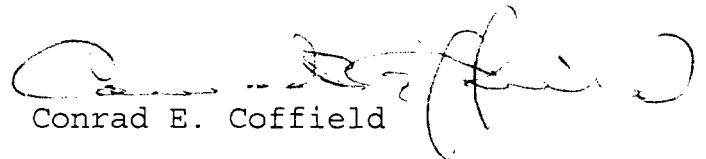
availability is again a problem, so whatever help you can give to them on this score will be greatly appreciated.

When you and I spoke by phone concerning the issuance of this order, you suggested that after we submit to you the requested order that I should phone you from time to time to discuss the project. Accordingly, with this in mind, I would normally expect to phone you next Monday, August 26. However, I see by my calendar that I must be away from town all of next week, so I shall try to reach you on this coming Friday, August 22 to see if there is anything further you may need from us on this matter.

With best regards.

Very truly yours,

HINKLE, COX, EATON,
COFFIELD & HENSLEY


Conrad E. Coffield

Enclosures

Copies w/o enclosures (via fax):

Alan Beers, Parker & Parsley, Midland Office
Scott Lackey, Parker & Parsley, Midland Office

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

**ORDER NO. R-_____, AUTHORIZING
PARKER & PARSLEY DEVELOPMENT,
L.P. TO INSTITUTE A WATERFLOOD
PROJECT AND APPROVING STATUTORY
UNITIZATION ON THE WEST LUSK
(DELAWARE) UNIT, WEST LUSK
DELAWARE POOL, LEA COUNTY,
NEW MEXICO,**

**APPLICATION OF PARKER & PARSLEY
DEVELOPMENT, L.P. FOR A WATERFLOOD
PROJECT AND FOR QUALIFICATION FOR
THE RECOVERED OIL TAX RATE PURSUANT
TO THE "NEW MEXICO ENHANCED OIL
RECOVERY ACT" FOR SAID PROJECT,
LEA COUNTY, NEW MEXICO.**

Case No. 11704

**APPLICATION OF PARKER & PARSLEY
DEVELOPMENT L.P. FOR STATUTORY
UNITIZATION, LEA COUNTY,
NEW MEXICO.**

**Case No. 11703
Order No. R-_____**

ORDER OF THE DIVISION

BY THE DIVISION:

This cause came on for hearing at 8:15 a.m. on February 6, 1997, in Santa Fe, New Mexico, before Examiner Michael E. Stogner.

NOW, on this _____ day of _____, 1997, the Division Director, having considered the testimony, the record, and the recommendations of the Examiner, and being fully advised in the premises,

FINDS THAT:

(1) Due public notice having been given as required by law, the Division has jurisdiction of this cause and the subject matter thereof.

(2) The applicant in Case No. 11703, Parker & Parsley Development, L.P., ("Parker & Parsley"), seeks the statutory unitization, pursuant to the "Statutory Unitization Act", Sections 70-7-1 through 70-7-21, NMSA (1978), for the purpose of establishing a secondary recovery project, of all mineral interests in the West Lusk Delaware Pool comprising 1,520 acres, more or less, of Federal lands in Lea County, New Mexico, said unit to henceforth be known as the West Lusk (Delaware) Unit Area; the applicant further seeks approval of the "Unit Agreement" and "Unit Operating Agreement", which were submitted at the time of the hearing in evidence as applicant's Exhibit Nos. 2A and 2B.

(3) In Case No. 11704, Parker & Parsley seeks authority:

(a) to institute a waterflood project in its proposed West Lusk (Delaware) Unit Area by the injection of water into the West Lusk Delaware Pool; and

(b) to qualify this project for the recovered oil tax rate pursuant to the "New Mexico Enhanced Oil Recovery Act" (Laws 1992, Chapter 38, Sections 1 through 5); and

(4) The applicant proposes that said unit comprise the following described area in Lea County, New Mexico:

Township 19 South, Range 32 East, NMPM

Section 20: All
Section 21: NW $\frac{1}{4}$, N $\frac{1}{2}$ SW $\frac{1}{4}$
Section 29: All
containing 1,520 acres, more or less.

(5) The horizontal confines of said unit are within the governing limits, as specified by Division General Rule 104.A(2), of the West Lusk Delaware Pool with the proposed area having been reasonably defined by development.

(6) The vertical limits or "unitized formation" of said unitized area is that interval sometimes known as the "6,400 foot zone" and described as extending from 6,474 feet to 6,508 feet beneath the surface, in the Delaware formation, as found in the Lusk Deep Unit "A" Well No. 17, located at 330 feet from the north line and 330 feet from the east line of Section 20, Township 19 South, Range 32 East, N.M.P.M. Lea County, New Mexico or stratigraphic equivalents thereof.

(7) The proposed Unit Area contains six separate tracts of land, the working interests in which are owned by five different interest owners. Parker & Parsley operates all tracts. There are thirty-six royalty and overriding royalty interest owners in the proposed Unit Area.

(8) At the time of the hearing, the owners of 100% of the working interest, and the owners of 100% of the royalty and more than 94% of the overriding royalty interest, had voluntarily joined in the proposed unitization. The royalty owner approval is as to federal lands owned by the United States. The U.S. Bureau of Land Management has indicated its preliminary approval by designating the unit as logical for conducting secondary recovery operations.

(9) The applicant has conducted negotiations with interest owners within the proposed unit area for over a year. Therefore, the applicant has made a good faith effort to secure voluntary unitization within the above-described Unit Area.

(10) All interested parties who have not agreed to unitization were notified of the hearing by applicant. At the hearing in this matter, only the applicant appeared herein.

(11) The applicant proposes to institute a waterflood project at an expected cost of \$3,600,000.00 for the secondary recovery of oil and associated gas, condensate, and all associated liquefiable hydrocarbons within and to be produced from the proposed Unit Area. The estimated reserves recoverable from the waterflood project are 1.3 million barrels of oil.

(12) The proposed unitized method of operation as applied to the West Lusk (Delaware) Unit is feasible and will result with reasonable probability in the increased recovery of substantially more oil and gas from the unitized portion of the West Lusk Delaware Pool than would otherwise be recovered without unitization.

(13) The estimated additional costs of such operations will not exceed the estimated value of the additional oil so recovered plus a reasonable profit.

(14) The applicant's Exhibit Nos. 2A and 2B in this case, being the Unit Agreement and the Unit Operating Agreement, should be incorporated by reference into this order.

(15) The unitized management, operation and further development of the West Lusk (Delaware) Unit Area, as proposed, is reasonably necessary to effectively increase the ultimate recovery of oil and gas from the unitized portion of the West Lusk Delaware Pool.

(16) The West Lusk (Delaware) Unit Agreement and the West Lusk (Delaware) Unit Operating Agreement provide for unitization and unit operation of the West Lusk (Delaware) Unit Area upon terms and conditions that are fair, reasonable and equitable, and include:

(a) a participation formula which will result in fair, reasonable and equitable allocation to the separately-owned tracts of the Unit Area of all oil and

gas that is produced from the Unit Area and which is saved, being the production that is (i) not used in the conduct of unit operations, or (ii) unavoidably lost;

(b) a provision for the credits and charges to be made in the adjustment among the owners in the Unit Area for their respective investments in wells, tanks, pumps, machinery, materials and equipment contributed to the unit operators;

(c) a provision governing how the costs of unit operations including capital investments shall be determined and charged to the separately-owned tracts and how said costs shall be paid, including a provision providing when, how and by whom such costs shall be charged to each owner, or the interest of such owner, and how his interest may be sold and the proceeds applied to the payment of his costs;

(d) a provision for carrying any working interest owner on a limited or carried basis payable out of production, upon terms and conditions which are just and reasonable, and which allow an appropriate charge of interest for such service payable out of production, upon such terms and conditions determined by the Division to be just and reasonable;

(e) a provision designating the Unit Operator and providing for supervision and conduct of the unit operations, including the selection, removal and substitution of an operator from among the working interest owners to conduct the unit operations;

(f) a provision for a voting procedure for decisions on matters to be decided by the working interest owners in respect to which each working interest owner shall have a voting interest equal to his unit participations; and

(g) a provision specifying the time when the unit operation shall commence and the manner in which, and the circumstances under which, the operations shall terminate and for the settlement of accounts upon such termination.

(17) The statutory unitization of the West Lusk (Delaware) Unit Area is in conformity with the above findings, and will prevent waste and protect correlative rights of all interest owners within the proposed Unit Area, and should therefore be approved as requested by Parker & Parsley.

(18) Exhibit "A", attached hereto and made a part hereof, lists the 12 proposed injection wells (3 of which are to be new drills) for the initial waterflood project.

(19) The waterflood pattern to be utilized initially is to be a 80-acre fivespot comprising the 12 aforementioned water injection wells and 16 producing wells.

(20) The present Delaware oil producing wells within the subject project area and interval are in an advanced state of depletion and should therefore be properly classified as "stripper wells".

(21) The operator of the proposed West Lusk (Delaware) Unit Waterflood Project should take all steps necessary to ensure that the injected water enters and remains confined to only the proposed injection interval and is not permitted to escape from that interval and migrate into other formations, producing intervals, pools, or onto the surface from injection, production, or plugged and abandoned wells.

(22) Injection should be accomplished through lined or otherwise corrosion-resistant tubing installed in a packer set within 300 feet of the upper most injection perforation; the casing-tubing annulus in each well should be filled with an inert fluid and equipped with an approved gauge or leak-detection device. The supervisor of the Hobbs District Office of the Division may authorize the setting of the casing-tubing isolation device at a shallower depth if appropriate.

(23) Prior to commencing injection operations, each injection well should be pressure tested throughout the interval from the surface down to the proposed upper most perforation to assure mechanical integrity of each well.

(24) The injection wells or pressurization system for each well should be so equipped as to limit injection pressure at the wellhead to no more than 1800 psi; however, the Division Director should have the authority to administratively authorize a pressure increase upon a showing by the operator that such higher pressure will not result in the fracturing of the injection formation or conflicting strata.

(25) The operator should give advance notification to the supervisor of the Hobbs District Office of the Division of the date and time of the installation of injection equipment and of the mechanical integrity pressure-tests in order that the same may be witnessed.

(26) The proposed waterflood project should be approved and the project should be governed by the provisions of Rule Nos. 701 through 708 of the Oil Conservation Division Rules and Regulations.

(27) The applicant further requests that the subject waterflood project be approved by the Division as a qualified Enhanced Oil Recovery project ("EOR") pursuant of the "Enhanced Oil Recovery Act" (Laws 1992, Chapter 38, Sections 1 through 5).

(28) The evidence presented indicates that the subject waterflood project meets all the criteria for approval.

(29) To be eligible for the EOR credit, prior to commencing injection operations the operator must request from the Division a Certificate of Qualification, which Certificate will specify the proposed project area as described above.

(30) At such time as a positive production response occurs and within five years from the date of the Certificate of Qualification, the operator must apply to the Division for certification of a positive production response, which application shall identify the area actually benefiting from enhanced recovery operations, and identifying the specific wells which the operator believes are eligible for the credit. The Division may review the application administratively or set it for hearing. Based upon evidence presented, the Division will certify to the Department of Taxation and Revenue those lands and wells which are eligible for the credit.

(31) The injection authority granted herein for the proposed injection wells should terminate one year after the effective date of his order if the operator has not commenced injection operations into the subject wells, provided however, the Division, upon written request by the operator, may grant an extension thereof for good cause shown.

IT IS THEREFORE ORDERED THAT:

(1) The application of Parker & Parsley Development, L.P. ("Parker & Parsley") Case No. 11,703 for the West Lusk (Delaware) Unit, covering 1,520 acres, more or less, of Federal lands in the West Lusk Delaware Pool, Lea County, New Mexico is hereby approved for statutory unitization, for the purpose of establishing a secondary recovery project, pursuant to the "Statutory Unitization Act", Section 70-7-1 through 70-7-21, NMSA (1978).

(2) The West Lusk (Delaware) Unit Agreement, and the West Lusk (Delaware) Unit Operating Agreement, which were submitted to the Division at the time of the hearing as Exhibits 2A and 2B, respectively, are hereby incorporated by reference into this order.

(3) The lands herein designated the West Lusk (Delaware) Unit Area shall comprise the following described acreage in Lea County, New Mexico:

TOWNSHIP 19 SOUTH, RANGE 32 EAST, NMPM

Section 20: All

Section 21: NW $\frac{1}{4}$, N $\frac{1}{2}$ SW $\frac{1}{4}$

Section 29: All

containing 1,520 acres more or less.

(4) The vertical limits or "unitized formation" of said unitized area shall include that interval sometimes known as the "6,400 foot zone" and described as extending from

6,474 feet to 6,508 feet beneath the surface, in the Delaware formation, as found in the Lusk Deep Unit "A" Well No. 17, located at 330 feet from the north line and 330 feet from the east line of Section 20, Township 19 South, Range 32 East, Lea County, New Mexico or stratigraphic equivalents thereof.

(5) Since the parties owning the required statutory minimum percentage of interest in the Unit Area have approved, ratified, or indicated their preliminary approval of the Unit Agreement and the Unit Operating Agreement, the interests of all person within the Unit Area are hereby unitized whether or not such persons have approved the Unit Agreement or the Unit Operating Agreement in writing.

(6) The applicant as Unit operator shall notify in writing the Division Director of any removal or substitution of said Unit operator by any other working interest owner within the Unit Area.

IT IS FURTHER ORDERED THAT:

(7) Parker & Parsley is hereby authorized to institute a waterflood project in its West Lusk (Delaware) Unit Area by the injection of water into the West Lusk Delaware Pool, as found in that stratigraphic interval between 6,474 feet and 6,508 feet beneath the surface, as found in the Lusk Deep Unit "A" Well No. 17, located at 330 feet from the north line and 330 feet from the east line of Section 20, Township 19 south, Range 32 East, Lea County, New Mexico through thirteen certain wells as further described in Exhibit "A" attached hereto and made a part hereof.

(8) In compliance with Division General Rule 701.G(3), the initial waterflood project area, for allowable and tax credit purposes, shall comprise all acreage designated herein as comprising the West Lusk (Delaware) Unit Area.

(9) The applicant must take all steps necessary to ensure that the injected water only enters and remains confined to the proposed injection interval and is not permitted to escape to other formations or onto the surface from injection, production, or plugged and abandoned wells.

IT IS FURTHER ORDERED THAT:

(10) Injection shall be accomplished through lined or otherwise corrosion-resistant tubing installed in a packer set within 300 feet of the upper most injection perforation; the casing-tubing annulus in each well shall be filled with an inert fluid and equipped with an approved gauge or leak-detection device. The supervisor of the Hobbs District Office of the Division can authorize the setting of the casing-tubing isolation device at a shallower depth if appropriate.

(11) The 12 water injection wells or pressurization system shall be initially equipped with a pressure control device or acceptable substitute which will limit the surface injection pressure to no more than 1800 psi.

(12) The Division Director shall have the authority to administratively authorize a pressure limitation in excess of the 1800 psi herein authorized upon a showing by the operator that such higher pressure will not result in the fracturing of the injection formation or confining strata.

(13) Prior to commencing injection operations, each injection well shall be pressure tested throughout the interval from the surface down to the proposed upper most perforation to assure mechanical integrity of each well.

(14) The operator shall give advance notification to the supervisor of the Hobbs District Office of the Division of the date and time of the installation of injection equipment and of the mechanical integrity pressure-test in order that the same may be witnessed.

(15) The applicant shall immediately notify the supervisor of the Hobbs District Office of the Division of the failure of the tubing, casing or seal bore assembly in any of the injection wells, the leakage of water or oil from or around any producing well, or the leakage of water or oil from any plugged and abandoned well within the project area, and shall take such steps as may be timely and necessary to correct such failure or leakage.

(16) The applicant shall conduct injection operations in accordance with Division Rule Nos. 701 through 708 and shall submit monthly progress reports in accordance with Division Rule Nos. 706 and 1115.

FURTHERMORE:

(17) The subject waterflood project is hereby approved as an Enhanced Oil Recovery Project ("EOR") pursuant to the "Enhanced Oil Recovery Act" (Laws 1992, Chapter 38, Sections 1 through 5).

(18) The approved "project area" shall initially comprise the entire Unit Area as described in Decretory Paragraph No. (2) above.

(19) To be eligible for the EOR credit, prior to commencing injection operations the operator must request from the Division a Certificate of Qualification, which certificate will specify the proposed project area as described above.

(20) At such time as a positive production response occurs and within five years from the date of the Certificate of Qualification, the operator must apply to the Division for certification of a positive production response, which application shall identify the area

actually benefiting from enhanced recovery operations, and identifying the specific wells which the operator believes are eligible for the credit. The Division may review the application administratively or set it for hearing. Based upon evidence presented, the Division will certify to the Department of Taxation and Revenue those lands and wells which are eligible for the credit.

(21) The injection authority granted herein for the proposed injection wells shall terminate one year after the effective date of this order if the operator has not recommended injection operations into the subject wells, provided however, the Division, upon written request by the operator, may grant an extension thereof for good cause shown.

FURTHERMORE:

(22) Jurisdiction of this cause 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.

EXHIBIT "A"

PARKER & PARSLEY DEVELOPMENT, L.P. INITIAL PLAN OF OPERATION

LUSK WEST (DELAWARE) UNIT

PRODUCERS CONVERTED TO INJECTORS

"OLD" LEASE NAME	WELL NO.	WORK PLAN	FOOTAGE	SEC UNIT	TOP DEPTH	BOTTOM DEPTH	FEDERAL TRACT #	PROPOSED "NEW" UNIT NAME	WELL NO.
AMOCO FEDERAL	# 2	Convert to Injector	990'FNL & 1850'FWL	21 C	6488'	6513'	LC-065710	LWDU	#103
LUSK DEEP UNIT A	#12	Convert to Injector	1680'FNL & 2300'FEL	20 G	6446'	6479'	LC-065710-A	LWDU	#007
LUSK DEEP UNIT A	#14	Convert to Injector	330'FNL & 330'FEL	20 O	6452'	6460'	LC-065710-A	LWDU	#015
LUSK DEEP UNIT A	#17	Convert to Injector	330'FNL & 330'FEL	20 A	6474'	6508'	LC-065710-A	LWDU	#001
LUSK DEEP UNIT A	#20	Convert to Injector	660'FEL & 2310'FSL	20 I	6468'	6490'	LC-065710-A	LWDU	#009
MOBIL FEDERAL	# 4	Convert to Injector	1650'FWL & 2310'FSL	21 K	6468'	6476'	LC-0175774	LWDU	#111
S.A. BOWMAN FEDERAL	# 5	Convert to Injector	2310'FSL & 2160'FWL	29 K	6418'	6446'	LC-063586	LWDU	#911
SOUTHERN CAL FED	# 4	Convert to Injector (now Strawn)	1650'FSL & 990'FEL	29 I	6432'	6448'	LC-063586	LWDU	#909
MOBIL FEDERAL	# 1	Convert to Injector (SQZ UPR DL)	1650'FNL & 330'FWL	21 E	6469'	6498'	LC-0175774	LWDU	#105

NEW DRILL INJECTORS & PRODUCERS

"OLD" LEASE NAME	WELL NO.	WORK PLAN	FOOTAGE	SEC UNIT	TOP DEPTH	BOTTOM DEPTH	FEDERAL TRACT #	PROPOSED "NEW" UNIT NAME	WELL NO.
SOUTHERN CAL FEDERAL	#10	Drill Injector	2000'FEL & 450'FSL	28 O	6425E'	6450E'	LC-063586	LWDU	#915
SOUTHERN CAL FEDERAL	#11	Drill Injector	300'FEL & 330'FNL	29 A	6425E'	6450E'	LC-063586	LWDU	#901
SOUTHERN CAL FEDERAL	#12	Drill Injector	1650'FEL & 2200'FNL	29 G	6425E'	6450E'	LC-063586	LWDU	#907
LUSK DEEP UNIT A	#21	Drill Producer	990'FSL & 990'FEL	20 P	6460E'	6480E'	LC-065710-A	LWDU	#018
LUSK DEEP UNIT A	#22	Drill Producer	1850'FNL & 1800'FWL	20 F	6460E'	6480E'	LC-065710-A	LWDU	#006
SOUTHERN CAL FEDERAL	#13	Drill Producer	810'FSL & 1140'FEL	29 P	6420E'	6440E'	LC-063586	LWDU	#916

ACTIVE PRODUCERS

"OLD" LEASE NAME	WELL NO.	WORK PLAN	FOOTAGE	SEC UNIT	TOP DEPTH	BOTTOM DEPTH	FEDERAL TRACT #	PROPOSED "NEW" UNIT NAME	WELL NO.
AMOCO FEDERAL	# 1	Producer (SQZ UPR DL)	660'FNL & 330'FSL	21 D	6489'	6519'	LC-065710	LWDU	#104
LUSK DEEP UNIT A	# 4	Producer	1980'FSL & 1980'FEL	20 J	6462'	6478'	LC-065710-A	LWDU	#010
LUSK DEEP UNIT A	#19	Producer	330'FNL & 1656'FEL	20 B	6468'	6481'	LC-065710-A	LWDU	#002
MOBILE FEDERAL	# 2	Producer	1850'FNL & 1650'FWL	21 F	6468'	6510'	LC-0175774	LWDU	#106
MOBILE FEDERAL	# 3	Producer	2310'FSL & 330'FWL	21 L	6478'	6485'	LC-0175774	LWDU	#112
S.A. BOWMAN FEDERAL	# 4	Producer (TAD-RWTP)	990'FSL & 1859'FEL	29 N	6428'	6441'	LC-063586	LWDU	#914
SOUTHERN CAL FEDERAL	# 9	Producer (SQZ LWR DL)	660'FWL & 1980'FSL	29 L	6389'	6402'	LC-063586	LWDU	#912
SOUTHERN CAL FEDERAL	# 6	Producer	990'FSL & 660'FWL	29 M	6389'	6399'	LC-063586	LWDU	#913
SOUTHERN CAL FEDERAL	# 1	Producer	1980'FNL & 660'FEL	29 H	6448'	6466'	LC-063586	LWDU	#908
SOUTHERN CAL FEDERAL	# 5	Producer	1980'FSL & 1980'FEL	29 J	6425'	6450'	LC-063586	LWDU	#910
LUSK DEEP UNIT A	#15	Producer (SQZ UPR DL)	1651'FNL & 330'FEL	20 H	6467'	6492'	LC-065710-A	LWDU	#008
SOUTHERN CAL FEDERAL	# 7	Producer (SQZ UPR DL)	2210'FNL & 2260'FWL	29 F	6429'	6442'	LC-063586	LWDU	#906
SOUTHERN CAL FEDERAL	# 8	Producer (SQZ UPR DL)	990'FNL & 1900'FEL	28 B	6446'	6468'	LC-063586	LWDU	#902