

DATE IN 5/20/20	SUSPENSE	ENGINEER	LOGGED IN	TYPE CTB	APP NO. pDM2015055489
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FAE II Operating LLC [329326]

ABOVE THIS LINE FOR DIVISION USE ONLY

NEW MEXICO OIL CONSERVATION DIVISION

- Engineering Bureau -

1220 South St. Francis Drive, Santa Fe, NM 87505



ADMINISTRATIVE APPLICATION CHECKLIST

THIS CHECKLIST IS MANDATORY FOR ALL ADMINISTRATIVE APPLICATIONS FOR EXCEPTIONS TO DIVISION RULES AND REGULATIONS WHICH REQUIRE PROCESSING AT THE DIVISION LEVEL IN SANTA FE

Application Acronyms:

[NSL-Non-Standard Location] [NSP-Non-Standard Proration Unit] [SD-Simultaneous Dedication]
 [DHC-Downhole Commingling] [CTB-Lease Commingling] [PLC-Pool/Lease Commingling]
 [PC-Pool Commingling] [OLS - Off-Lease Storage] [OLM-Off-Lease Measurement]
 [WFX-Waterflood Expansion] [PMX-Pressure Maintenance Expansion]
 [SWD-Salt Water Disposal] [IPI-Injection Pressure Increase]
 [EOR-Qualified Enhanced Oil Recovery Certification] [PPR-Positive Production Response]

[1] TYPE OF APPLICATION - Check Those Which Apply for [A]

[A] Location - Spacing Unit - Simultaneous Dedication
☐ NSL ☐ NSP ☐ SD

Check One Only for [B] or [C]

[B] Commingling - Storage - Measurement
☐ DHC ☒ CTB ☐ PLC ☐ PC ☐ OLS ☐ OLM

[C] Injection - Disposal - Pressure Increase - Enhanced Oil Recovery
☐ WFX ☐ PMX ☐ SWD ☐ IPI ☐ EOR ☐ PPR

[D] Other: Specify _____

[2] NOTIFICATION REQUIRED TO: - Check Those Which Apply, or ☐ Does Not Apply

[A] ☒ Working, Royalty or Overriding Royalty Interest Owners

[B] ☒ Offset Operators, Leaseholders or Surface Owner

[C] ☐ Application is One Which Requires Published Legal Notice

[D] ☐ Notification and/or Concurrent Approval by BLM or SLO
 U.S. Bureau of Land Management - Commissioner of Public Lands, State Land Office

[E] ☒ For all of the above, Proof of Notification or Publication is Attached, and/or,

[F] ☐ Waivers are Attached

[3] SUBMIT ACCURATE AND COMPLETE INFORMATION REQUIRED TO PROCESS THE TYPE OF APPLICATION INDICATED ABOVE.

[4] **CERTIFICATION:** I hereby certify that the information submitted with this application for administrative approval is **accurate** and **complete** to the best of my knowledge. I also understand that **no action** will be taken on this application until the required information and notifications are submitted to the Division.

Note: Statement must be completed by an individual with managerial and/or supervisory capacity.

Huxley Song
 Print or Type Name

Signature

CEO
 Title

5/19/20
 Date

huxley@faenergyus.com
 e-mail Address

District I

1625 N. French Drive, Hobbs, NM 88240

District II

811 S. First St., Artesia, NM 88210

District III

1000 Rio Brazos Road, Aztec, NM 87410

District IV1220 S. St Francis Dr, Santa Fe, NM
87505

State of New Mexico

Energy, Minerals and Natural Resources Department

Form C-107-B

Revised August 1, 2011

OIL CONSERVATION DIVISION1220 S. St Francis Drive
Santa Fe, New Mexico 87505

Submit the original
application to the Santa Fe
office with one copy to the
appropriate District Office.

APPLICATION FOR SURFACE COMMINGLING (DIVERSE OWNERSHIP)OPERATOR NAME: FAE II Operating, LLCOPERATOR ADDRESS: 11757 Katy Fwy, Ste. 1000, Houston, TX 77079

APPLICATION TYPE:

☐ Pool Commingling ☒ Lease Commingling ☐ Pool and Lease Commingling ☒ Off-Lease Storage and Measurement (Only if not Surface Commingled)
LEASE TYPE: ☐ Fee ☒ State ☐ FederalIs this an Amendment to existing Order? ☐ Yes ☒ No If "Yes", please include the appropriate Order No. _____

Have the Bureau of Land Management (BLM) and State Land office (SLO) been notified in writing of the proposed commingling

☐ Yes ☒ No**(A) POOL COMMINGLING**

Please attach sheets with the following information

(1) Pool Names and Codes	Gravities / BTU of Non-Commingled Production	Calculated Gravities / BTU of Commingled Production		Calculated Value of Commingled Production	Volumes

(2) Are any wells producing at top allowables? ☐ Yes ☐ No(3) Has all interest owners been notified by certified mail of the proposed commingling? ☐ Yes ☐ No.(4) Measurement type: ☐ Metering ☐ Other (Specify)(5) Will commingling decrease the value of production? ☐ Yes ☐ No If "yes", describe why commingling should be approved**(B) LEASE COMMINGLING**

Please attach sheets with the following information

(1) Pool Name and Code: 37240 LANGLEY MATTIX; 7 RVRS-Q-GRAYBURG(2) Is all production from same source of supply? ☒ Yes ☐ No(3) Has all interest owners been notified by certified mail of the proposed commingling? ☒ Yes ☐ No(4) Measurement type: ☐ Metering ☒ Other (Specify) Estimation**(C) POOL and LEASE COMMINGLING**
Please attach sheets with the following information

(1) Complete Sections A and E.

(D) OFF-LEASE STORAGE and MEASUREMENT

Please attached sheets with the following information

(1) Is all production from same source of supply? ☒ Yes ☐ No

(2) Include proof of notice to all interest owners.

(E) ADDITIONAL INFORMATION (for all application types)

Please attach sheets with the following information

(1) A schematic diagram of facility, including legal location.

(2) A plat with lease boundaries showing all well and facility locations. Include lease numbers if Federal or State lands are involved.

(3) Lease Names, Lease and Well Numbers, and API Numbers.

I hereby certify that the information above is true and complete to the best of my knowledge and belief.

SIGNATURE: MBatesTITLE: Engineering TechDATE: 5/19/2020TYPE OR PRINT NAME Marshall BatesTELEPHONE NO.: (713) 253-2885E-MAIL ADDRESS: Marshall@FAEnergyus.com

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May 19, 2020

VIA ONLINE FILING

Mr. Dean McClure
New Mexico Energy, Minerals and Natural Resources Department
1220 South St. Francis Drive
Santa Fe, New Mexico 87505

Re: Application of FAE II Operating, LLC for Administrative Approval to Surface Commingle and Sell Gas Production from the Langlie Mattix 7 Rivers Oil and Gas Pool for the Adele Sowell #2, Cities Thomas #3, and Cities Thomas #4 at the Adele Sowell #1 Tank Battery located in Unit P, Sec. 19, T-24S, R-37E, Lea County, New Mexico

Dear Mr. McClure:

FAE II Operating LLC, OGRID: 329326, requests administrative approval for surface commingling of gas production for its Adele Sowell and Cities Thomas leases located in Section 19, T-24S, R-37E as shown on the map in Exhibit A. The two separate leases are also identified by outline and legend. Exhibit B offers further detail on the relevant leases and wells.

The attached battery diagrams, Exhibits D and E, are accurate schematics of the current facility and the proposed commingled facility, respectively. Each of the Adele Sowell and Cities Thomas wells will connect via 2" gas flowline to a new 4" gas trunkline that will be laid from the Cities Thomas #4 to the Adele Sowell #1 CTB.

Pursuant to paragraph (3) of Subsection C of 19.15.12.10 NMAC, FAE II Operating LLC requests to estimate production on each of these wells as an alternative to individual well measurement, seeing as none have averaged over 15 Mcf/d in the past year as shown in Exhibit F. Should this aspect of our proposal be approved, we would not need to install any orifice (allocation) meter for the purposes of measuring gas production. Total production for the wells will be measured by the lease custody transfer meter on the Adele Sowell #1.

After a review of internal records, the interest owners are not identical for the wells mentioned above. As such, we have notified all relevant parties of our intent to commingle production (see attached letter). The working and royalty interest owners as shown in Exhibit C have been notified of this application by certified mail. Copies of the certified mail receipts are attached as Exhibit G.

This proposed commingling of production is in the interest of conservation and will not result in reduced royalty or improper measurement of production. If there are further questions concerning this application, please feel free to contact the undersigned by email at kevin@faenergyus.com or by telephone at (832) 220-9188.

Very truly yours,



FAE II Operating, LLC

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Exhibit A – Lease Boundaries Map

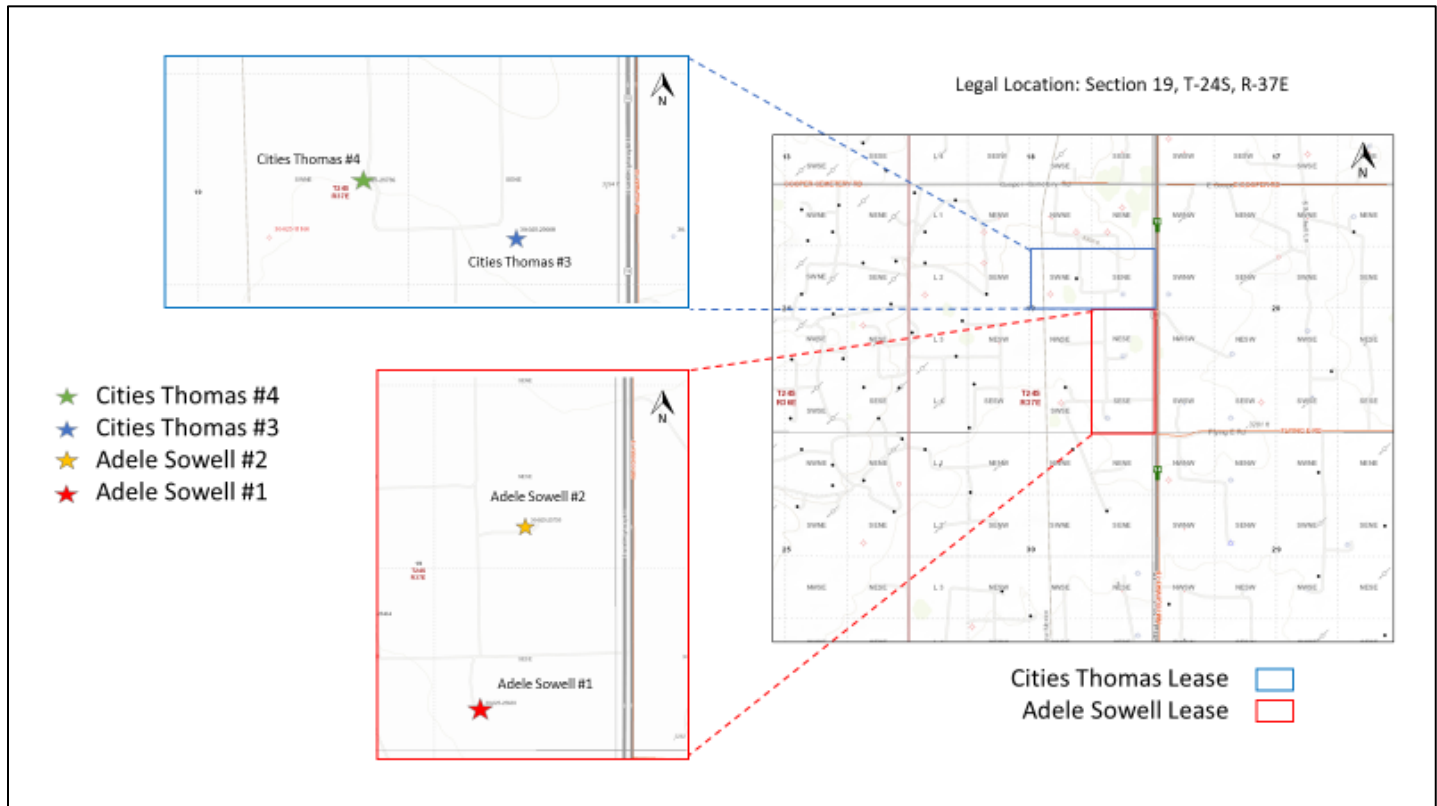


Exhibit B – Lease and Well Information

Well Name	Property No.	API #	Pool ID
Adele Sowell #1	326347	30-025-25630	37240 LANGLIE MATTIX; 7 RVRS-Q-GRAYBURG
Adele Sowell #2	326347	30-025-25755	37240 LANGLIE MATTIX; 7 RVRS-Q-GRAYBURG
Cities Thomas #3	326361	30-025-25608	37240 LANGLIE MATTIX; 7 RVRS-Q-GRAYBURG
Cities Thomas #4	326361	30-025-25756	37240 LANGLIE MATTIX; 7 RVRS-Q-GRAYBURG

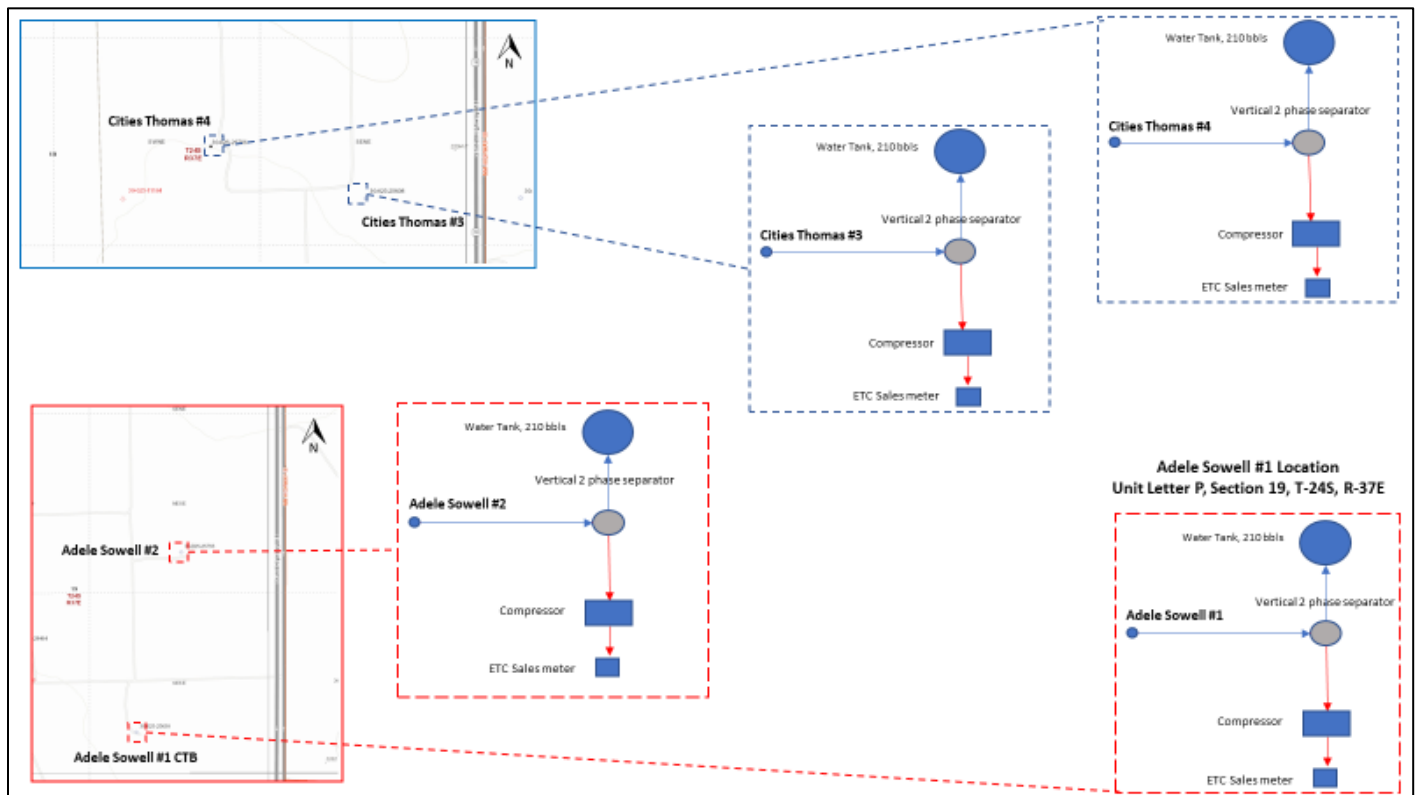
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Exhibit C – Ownership Information

Well Name	Ownership Type	Name	Address
Adele Sowell #1, #2 Cities Thomas #3, #4	Working	FAE II Operating LLC	11757 Katy Fwy Ste. 1000 Houston, TX 77079-1762
Adele Sowell #1, #2 Cities Thomas #3, #4	Royalty	180 Petroleum Inc.	PO Box 1797 Manchaca, TX 78652
Adele Sowell #1, #2 Cities Thomas #3, #4	Royalty	John Edward Bacon	6909 Custer Road #3604 Plano, TX 75023
Adele Sowell #1, #2 Cities Thomas #3, #4	Royalty	Sally Blaine Barnes	226 Valmar St. Kemah, TX 77565
Adele Sowell #1, #2 Cities Thomas #3, #4	Royalty	Lloyd Frank Blaine	706 Alexander Ln. Rockwall, TX 75087
Adele Sowell #1, #2 Cities Thomas #3, #4	Royalty	Ludean E Cantrell C/O Steve Wake	833 Golden Pond Drive Yukon, OK 73099
Adele Sowell #1, #2 Cities Thomas #3, #4	Royalty	Charles Doombos Revocable Trust Diane E. Doombos & Darian D. Kedy, Trustees	PO Box 1797 Manchaca, TX 78652
Adele Sowell #1, #2 Cities Thomas #3, #4	Royalty	Childrens Medical Center Foundation Bokf, N.A. Agent	PO Box 1588 Tulsa, OK 74101-1588
Adele Sowell #1, #2 Cities Thomas #3, #4	Royalty	E G Energy LLC	PO Box 6244 Leawood, KS 66206
Adele Sowell #1, #2 Cities Thomas #3, #4	Royalty	W P & Bulah Luse Foundation Foundation #404-00 Nationsbank Trustee	PO Box 840738 Dallas, TX 75284
Adele Sowell #1, #2 Cities Thomas #3, #4	Royalty	Mobil Producing TX & NM Inc C/O XTO Energy Inc.	PO Box 731917 Dallas, TX 75373-1917
Adele Sowell #1, #2 Cities Thomas #3, #4	Royalty	Oxy USA WTP LP	PO Box 27570 Houston, TX 77227
Adele Sowell #1, #2 Cities Thomas #3, #4	Royalty	James Robert Pruett	13120 Turtle Creek Dr. Oklahoma, OK 73170
Adele Sowell #1, #2 Cities Thomas #3, #4	Royalty	Emilie Blaine Radich Trust	1470 John King Blvd, Apt 1203 Rockwall, TX 75032
Adele Sowell #1, #2 Cities Thomas #3, #4	Royalty	Jennifer Ruffing	80 Lois Ln Ithaca, NY 14850
Adele Sowell #1, #2 Cities Thomas #3, #4	Royalty	Donald Shepherd	3137 Del Rancho Dr. Del City, OK 73115
Adele Sowell #1, #2 Cities Thomas #3, #4	Royalty	SWMF Properties Inc. Bank of America Agent	PO Box 840738 Dallas, TX 75284
Adele Sowell #1, #2 Cities Thomas #3, #4	Royalty	Anna N Thomas C/O Ida Grotie	402 Roosevelt Road Clarksburg, WV 26301
Adele Sowell #1, #2 Cities Thomas #3, #4	Royalty	XTO Energy Inc.	PO Box 730586 Dallas, TX 75373
Adele Sowell #1, #2 Cities Thomas #3	Royalty, Overriding Royalty	ZPZ Delaware I LLC	PO Box 840133 Dallas, TX 75284
Adele Sowell #1	Royalty	D Kirk Edwards	PO Box 14230 Odessa, TX 79768
Adele Sowell #1	Overriding Royalty	Oxy USA WTP LP	PO Box 27570 Houston, TX 77227
Cities Thomas #4	Royalty	Black Stone Minerals Co LP	PO Box 301267 Dallas, TX 75303
Cities Thomas #4	Royalty	Margi Bruns	12711 Colorado Blvd E 505 Thornton, CO 80241
Cities Thomas #4	Royalty	Everett Coon, Jr.	4925 Greenville Ave, Ste 500 Dallas, TX 75206
Cities Thomas #4	Royalty	Doyle Hartman	PO Box 10426 Midland, TX 79702
Cities Thomas #4	Royalty	Tommy L Fort	PO Box 5356 Midland, TX 79704
Cities Thomas #4	Royalty	Montgomery Petroleum	4925 Greenville Ave Ste 915 Dallas, TX 75206
Cities Thomas #4	Royalty	Nail Bay Royalties LP	PO Box 671099 Dallas, TX 75367
Cities Thomas #4	Royalty	Debra Kay Primera	PO Box 28504 Austin, TX 78755
Cities Thomas #4	Royalty	Purnell Morrow Company	4925 Greenville Ave Suite Dallas, TX 75206
Cities Thomas #4	Royalty	Ricky D Raindl	PO Box 142454 Irving, TX 75014
Cities Thomas #4	Royalty	Robert Mitchell Raindl	PO Box 853 Tahoka, TX 79373
Cities Thomas #4	Royalty	RFort Mineral Properties LLC Randall R Fort Mgr.	9716 Admiral Emerson Ave NE Albuquerque, NM 87111-1318
Cities Thomas #4	Royalty	Tritex Production Company	2882 Sandhill Road #117 Menlo Park, CA 94025

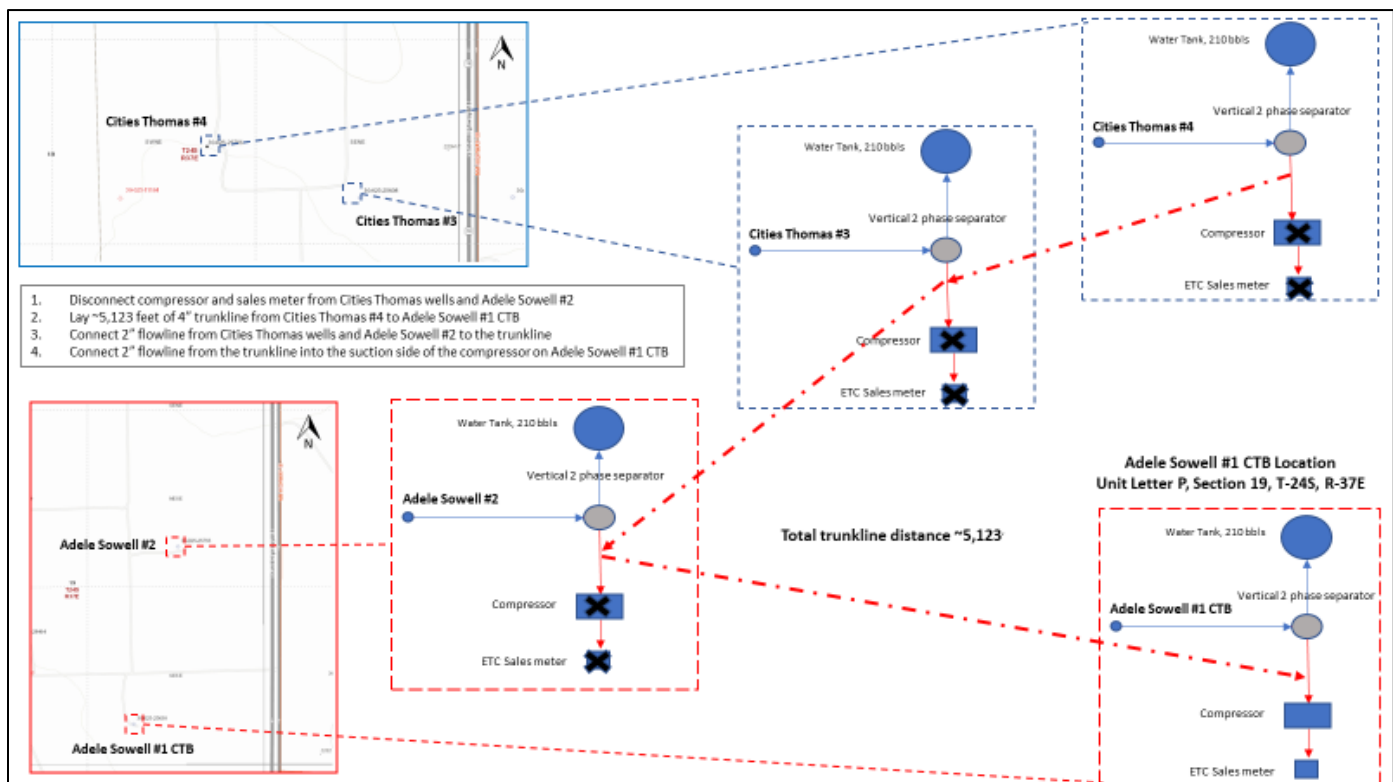
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Exhibit D – Current Facility Layout



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Exhibit E – Proposed Facility Layout



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Exhibit F – 2019 Monthly Gas Production by Well (Mcf)

Month	Adele Sowell #1	Adele Sowell #2	Cities Thomas #3	Cities Thomas #4
January	460	452	54	108
February	267	439	62	139
March	192	412	49	172
April	206	398	59	236
May	175	453	69	286
June	162	376	40	255
July	190	390	24	296
August	164	457	24	291
September	154	442	26	310
October	156	461	43	326
November	155	411	49	278
December	168	434	28	381
Total	2,449	5,125	527	3,078
Average (Mcf/d)	6.71	14.04	1.44	8.43

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Exhibit G – Proof of Mailing

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JAMES GRIFFITH STA HOUSTON, TX 77080
MAY 20 2020

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 City, State, ZIP+4® **Dallas, TX 75206**
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 Sent To **Tommy L. Fort/SPS**
 Street and Apt. No., or PO Box No. **PO Box 5256**
 City, State, ZIP+4® **Midland, TX 79704**
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 Sent To **Doyle Hartman**
 Street and Apt. No., or PO Box No. **500 N. Main**
 City, State, ZIP+4® **Midland, TX 79702**
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 Sent To **Doyle Hartman**
 Street and Apt. No., or PO Box No. **PO Box 10426**
 City, State, ZIP+4® **Midland, TX 79702**
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 Street and Apt. No., or PO Box No.
4925 Greenville Ave. Ste. 500
 City, State, ZIP+4®
Dallas, TX 75206

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 Street and Apt. No., or PO Box No.
12711 Colorado Blvd E. 505
 City, State, ZIP+4®
Thornton CO 80241

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Sent To **USPS**
 Street and Apt. No., or PO Box No.
PO Box 301267
 City, State, ZIP+4®
Dallas, TX 75303

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Sent To **USPS**
 Street and Apt. No., or PO Box No.
207 Delaware I LLC
 City, State, ZIP+4®
PO Box 840133 Dallas, TX 75284

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Sent To **USPS**
 Street and Apt. No., or PO Box No.
PO Box 730586
 City, State, ZIP+4®
Dallas, TX 75373

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Sent To **USPS**
 Street and Apt. No., or PO Box No.
PO Box 27540
 City, State, ZIP+4®
Houston, TX 77227

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Sent To **Mobil Producing TX & NM Inc.**
 Street and Apt. No., or PO Box No.
PO Box 731117
 City, State, ZIP+4®
Dallas, TX 75373-1917

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Sent To **W. P. & Bulah Luse Foundation**
 Street and Apt. No., or PO Box No.
PO Box 840738
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Dallas, TX 75284

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Sent To **E G Energy LLC**
 Street and Apt. No., or PO Box No.
PO Box 6244
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Leawood, KS 66206

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Sent To **D Kirk Edwards**
 Street and Apt. No., or PO Box No.
PO Box 14230
 City, State, ZIP+4®
Odessa, TX 79768

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Sent To **Charles Dombos Revocable Trust**
 Street and Apt. No., or PO Box No.
PO Box 1717
 City, State, ZIP+4®
Manhaca, TX 78652

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Sent To **Ludean E. Cantrell c/o Steve Wake**
 Street and Apt. No., or PO Box No.
833 Golden Pond Drive
 City, State, ZIP+4®
Yukon, OK 73099

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Sent To **Lloyd Frank Blaine**
Street and Apt. No., or PO Box No. **706 Alexander Ln.**
City, State, ZIP+4® **Rockwall, TX 75087**

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Sent To **Sally Blaine Barnes**
Street and Apt. No., or PO Box No. **226 Valmar st.**
City, State, ZIP+4® **Kemah, TX 77565**

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Sent To **John Edward Bacon**
Street and Apt. No., or PO Box No. **6909 Custer Road # 3604**
City, State, ZIP+4® **Plano, Tx 75023**

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Street and Apt. No., or PO Box No. **PO Box 1797**
City, State, ZIP+4® **Manchaca, TX 78652**

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