

DATE: 12/1/2016	SUSPENSE	ENGINEER: MAM	LOGGED IN: 12/2/2016	TYPE: CTB	APP NO: PMAM16 33731104
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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 _____

- CTB
 - Matador Production Company
 228937

- [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

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 2016 DEC - 1 A.M. 3:30

Well
 - Cimarron 16193
 RN State Com
 133H
 30025-429X
 - Cimarron 16193
 3425 State
 133H

- [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.

Jordan L. Kessler		Attorney	12/1/16
Print or Type Name	Signature	Title	Date
		jlkessler@hollandhart.com	
		e-mail Address	

HOLLAND & HART^{LLP}



Jordan L. Kessler

Associate

Phone (505) 988-4421

Fax (505) 983-6043

jlkessler@hollandhart.com

December 1, 2016

VIA HAND DELIVERY

David Catanach
Oil Conservation Division
New Mexico Department of Energy,
Minerals and Natural Resources
1220 South Saint Francis Drive
Santa Fe, New Mexico 87505

RECEIVED
DEC 1 1 16 PM 30

Re: Application of Matador Production Company for administrative approval for off-lease measurement and approval to surface commingle (lease commingle) oil and gas production from the spacing units comprised of the E/2 E/2 of Section 16 and the W/2 E/2 of Section 16, Township 19 South, Range 34 East, NMPM, Lea County, New Mexico.

Dear Mr. Catanach,

Matador Production Company (OGRID No. 228937) seeks administrative approval for off-lease measurement and approval to surface lease commingle oil and gas production from the Quail Ridge; Bone Spring Pool (Pool Code 50460) *from all existing and future wells and existing and future leases* drilled in the following areas of diverse ownership in Township 19 South, Range 34 East, NMPM, in Lea County, New Mexico:

(a) The 160-acre standard spacing unit comprised of the E/2 E/2 of Section 16. This pooled spacing unit is currently dedicated to the Cimarron 16 19 34 State RN No. 134H Well (API No. 30-025-42352). This well produces from the Quail Ridge; Bone Spring Pool (Pool Code 50460). The spacing unit is subject to Division Order R-13960, which pooled certain uncommitted interest owners for the Cimarron 16 19 34 State RN No. 134H Well.

(b) The 160-acre standard spacing unit comprised of the W/2 E/2 of Section 16. This pooled spacing unit is currently dedicated to the Cimarron State Com 16-19S-34E RN No. 133H Well (API No. 30-025-42979). This well will produce from the Quail Ridge; Bone Spring Pool (Pool Code 50460). The spacing unit is subject to Division Order R-14097, which pooled certain uncommitted interest owners for the Cimarron State Com 16-19S-34E RN No. 133H Well.

Pursuant to NMAC 19.15.12.7, approved spacing units with diverse ownership are considered separate leases for surface commingling purposes. Matador seeks authority to surface commingle production according to the provisions of NMAC 19.15.12.10.C *from all existing and*

Holland & Hart LLP

Phone (505) 988-4421 **Fax** (505) 983-6043 **www.hollandhart.com**

110 North Guadalupe Suite 1 Santa Fe, New Mexico 87501 **Mailing Address** P.O. Box 2208 Santa Fe, NM 87504-2208

Aspen Boulder Carson City Colorado Springs Denver Denver Tech Center Billings Boise Cheyenne Jackson Hole Las Vegas Reno Salt Lake City Santa Fe Washington, D.C. ☉

HOLLAND & HART^{LLP}



future wells in these separate areas of diverse ownership at a surface facility located in the NE/4 NE/4 (Unit A) of Section 16. Pursuant to 19.15.12.10(C)(4)(g), Matador also seeks authority to commingle production from future leases located in the W/2 of Section 16, Township 19 South, Range 34 East, NMPM, Lea County, New Mexico, with notice provided only to interest owners within future leases. Prior to commingling, gas production from each well will be separately metered using individual test separators with calibrated orifice meters that are manufactured to AGA specifications. Oil production from each well will also be separately metered using a turbine meter.

Exhibit 1 is a land plat showing Matador's current development and gathering system in the subject area. The plat identifies the wellbores, the spacing units, and the common surface facility located in the NE/4 NE/4 (Unit A) of Section 16. The acreage is all state lands.

Exhibit 2 is a completed Application for Surface Commingling (Diverse Ownership) and Off-Lease Measurement Form C-107-B. The record ownership and elections are identical in these two leases. However, the wells will be on different payout schedules, necessitating an application with diverse ownership.

Exhibit 3 is an in depth engineering explanation of Matador's commingling process.

Exhibit 4 is a C-102 for each of the wells, both drilled and planned to be drilled, within the existing spacing units.

Exhibit 5 is a diagram of the surface facilities.

Exhibit 6 is a list of the interests affected by this request for approval to off-lease measure and surface commingle oil and gas production. A copy of this application with all attachments has been sent by certified mail to all affected parties advising them that if they have an objection they must file it in writing with the division within 20 days from the date the division receives Matador's application.

Your attention to this matter is appreciated.

Sincerely,

Jordan L. Kessler

ATTORNEY FOR

MATADOR PRODUCTION COMPANY

Cimarron State Gathering Land Plat

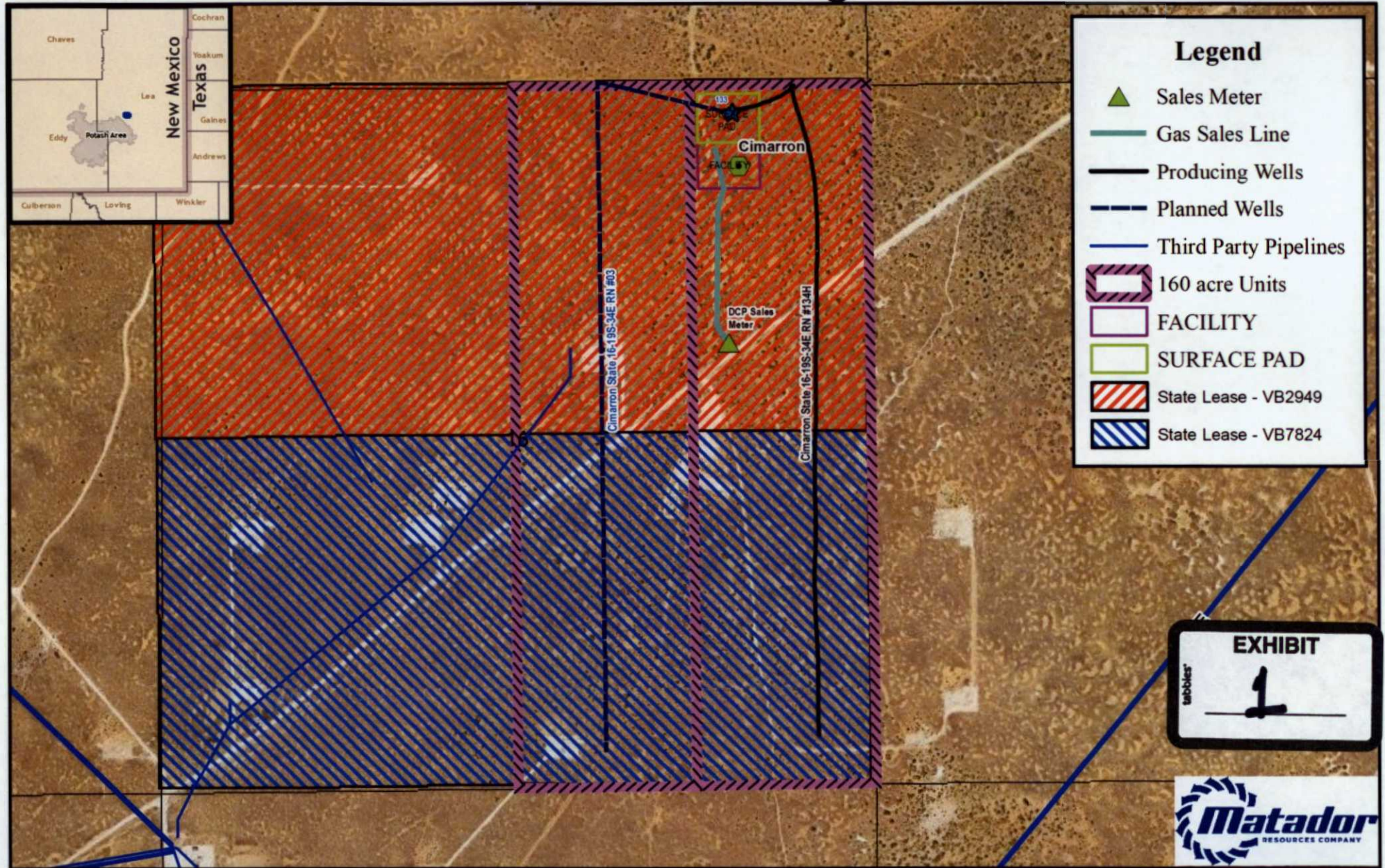


EXHIBIT
1



GIS Standard Map Disclaimer:
This cartographic product is for informational purposes and may not have been prepared for, or be suitable for, legal, engineering, or surveying purposes. Users of this information should review or consult the primary data and information sources to ascertain the suitability of the information.

1:12,000
1 inch = 1,000 feet

0 500 1,000 2,000 3,000 4,000 Feet

Southeast New Mexico

Date: November 9, 2016
Filename: CimarronPlat
Coordinate System: NAD 1927 StatePlane New Mexico East FIPS 3001
Projection: Transverse Mercator; Datum: North American 1927; Units: Foot US
Sources: IHS; ESRI

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 IV
1220 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 DIVISION
1220 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: Matador Production Company
OPERATOR ADDRESS: 5400 LBJ Freeway Tower 1 Suite 1500 Dallas, TX 75240
APPLICATION TYPE:

☐ Pool Commingling ☒ Lease Commingling ☐ Pool and Lease Commingling ☐ Off-Lease Storage and Measurement (Only if not Surface Commingled)

LEASE TYPE: ☒ Fee ☐ State ☐ Federal

Is 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- Quail Ridge: Bone Spring Code: 50460
(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)

(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 attach 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.

EXHIBIT

2

(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: Rakesh Patel TITLE: Production Engineer DATE: 11/29/2016

TYPE OR PRINT NAME Rakesh Patel TELEPHONE NO.: (575) 623-2476

E-MAIL ADDRESS: rpate1@matadorresources.com

MRC Permian Company

One Lincoln Centre • 5400 LBJ Freeway • Suite 1500 • Dallas, Texas 75240
Voice 575.627.2476 • Fax 972.629.2176
rpatel@matadorresources.com

Rakesh Patel
Production Engineer

August 31, 2016

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

Re: Application of Matador Production Company for administrative approval for off-lease measurement and approval to surface commingle (lease commingle) production from the spacing units comprised of the E/2 of Section 16, Township 19 South, Range 34 East, NMPM, Lea County, New Mexico (the "Lands")

To Whom This May Concern,

Matador Production Company ("Matador"), OGRID: 228937, requests to commingle production from the Cimarron 16 19 34 RN State 134H well unit with the Cimarron 16 19 34 RN State Com 133H well unit. Both wells and future wells located on the Lands will be metered through a test separator. The commingling will occur after individual measurement at each well test separator. Oil is separated and metered by a turbine meter before commingling into a common oil line which flows into tanks for storage and sales. Gas exiting each well test separator is measured by an orifice meter and flows into one gathering line which is measured for total flow before exiting the battery for sales to a third party midstream company.

Each well on the Lands has and will have its own test separator with an oil turbine meter and gas orifice meter manufactured and assembled in accordance with American Petroleum Institute (API) and American Gas Association (AGA) specifications. All primary and secondary Electronic Flow Measurement (EFM) equipment is tested and calibrated by a reputable third party measurement company in accordance with industry guidelines.

The flow stream from each wellhead is the water, oil, and gas leave the wellbore and flow into a wellhead test separator which separates the oil, gas, and water. The oil is metered through a turbine meter which is calibrated with appropriate shrink factors base on individual tests. This process ensures each meter is accurately accounting for the oil produced from each individual well. After the oil is metered, it is then sold out of oil tanks to third party purchasers. The gas is measured on a volume basis by an orifice meter and supporting EFM equipment in accordance with API Chapter 21.1. After the gas is measured, it is sent into a gathering line where it is commingled with gas from the other wells located on the Lands. The gathering line gas is then metered by another orifice meter to show the total volume of gas leaving the tank battery traveling to the Third Party Pipeline has its own orifice meter that measures the gas for custody transfer. At this point, Matador has its own orifice meter to confirm the measurement for all the commingled gas that is sold. This meter is also calibrated periodically to ensure measurement accuracy.

EXHIBIT

3

In conclusion, all oil and gas produced on the Lands is and will be metered at each wellhead and allocated correctly using the same measurement equipment as the pipeline sales measurement specifications accepted by API and AGA as industry standard.

Regards,
MATADOR PRODUCTION COMPANY

A handwritten signature in black ink, appearing to read 'Rakesh Patel', written in a cursive style.

Rakesh Patel
Production Engineer

EXHIBIT

4

FORM C-102

Revised August 1, 2011

Submit one copy to appropriate

District Office

State of New Mexico
Energy, Minerals & Natural Resources
Department
OIL CONSERVATION DIVISION
1220 South St. Francis Dr.
Sante Fe, NM 87505

☐ AMENDED REPORT

District I
1425 N. French Dr., Hobbs, NM 88240
Phone: (575) 393-6161 Fax: (575) 393-0720
District II
517 S. Post St., Artesia, NM 88210
Phone: (575) 748-1283 Fax: (575) 748-9720
District III
1000 Rio Bureau Road, Aztec, NM 87410
Phone: (505) 334-6178 Fax: (505) 334-6170
District IV
1220 S. St. Francis Dr., Santa Fe, NM 87505
Phone: (505) 476-3460 Fax: (505) 476-3462

WELL LOCATION AND ACREAGE DEDICATION PLAT

API Number 30-025-48979	Pool Code 50460	Pool Name QUAIL RIDGE; BONE SPRING
Property Code	Property Name CIMARRON STATE 18-18S-34E RN	Well Number #133H
OGUID No. 228937	Operator Name MATADOR PRODUCTION COMPANY	Elevation 3825'

10 Surface Location

UL or lot no.	Section	Township	Range	Lot No.	Feet from the	North/South line	Feet from the	East/West line	County
A	18	19-S	34-E	-	250'	NORTH	1015'	EAST	LEA

UL or lot no.	Section	Township	Range	Lot No.	Feet from the	North/South line	Feet from the	East/West line	County
0	18	19-S	34-E	-	240'	SOUTH	1508'	EAST	LEA

Dedicated Acres 180.00	John or Infill	Consolidation Code	Order No. 12-14097
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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.

<p>FIRST PERFORATION POINT NEW MEXICO EAST NAD 1927 X=737044 Y=607044 LAT.: N 32.6884882 LONG.: W 103.5810983</p> <p>LAST PERFORATION POINT NEW MEXICO EAST NAD 1927 X=737088 Y=607024 LAT.: N 32.6537687 LONG.: W 103.5810790</p> <p>BOTTOM HOLE LOCATION NEW MEXICO EAST NAD 1927 X=737088 Y=607044 LAT.: N 32.6538414 LONG.: W 103.5810748</p>	<p>17 OPERATOR CERTIFICATION I hereby certify that the information contained herein is true and correct to the best of my knowledge and belief, and that this information either was a working interest or mineral interest in the land underlying the proposed well, or has a right to drill this well at this location pursuant to a contract with an owner of such a mineral or working interest, or to a voluntary pooling agreement or a compulsory pooling order hereinafter entered by the Division.</p> <p><i>Jeffrey M. Lierly</i> 12-16-15 Signature Date JEFFREY M. LIERLY Operator Name <i>Jeffrey M. Lierly, Matador Resources Co.</i> E-mail Address</p> <p>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 to the best of my belief.</p> <p>08/18/2016 Date of Survey Signature of Surveyor <i>Jeffrey M. Lierly</i> Surveyor Name JEFFREY M. LIERLY Surveyor License No. 18329</p>
--	---

District I
1625 N. French Dr., Hobbs, NM 88240
Phone: (575) 393-6161 Fax: (575) 393-0720
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811 S. First St., Artesia, NM 88210
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Phone: (505) 334-6178 Fax: (505) 334-6170
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Phone: (505) 476-3460 Fax: (505) 476-3462

State of New Mexico
Energy, Minerals & Natural Resources
Department
OIL CONSERVATION DIVISION
1220 South St. Francis Dr.
Santa Fe, NM 87505

FORM C-102

Revised August 1, 2011

HOBBS OCO

Submit one copy to appropriate

District Office

JUN 8 4 2015

☐ AMENDED REPORT

RECEIVED

WELL LOCATION AND ACREAGE DEDICATION PLAT

API Number 30-025-48352	Pool Code 50460	Pool Name Quail Ridge; Bone Spring
Property Code	Property Name CIMARRON 16 19 34 STATE RN	Well Number #134H
OGRIID No.	Operator Name MATADOR PRODUCTION COMPANY	Elevation 3825'

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
A	16	19-S	34-E	-	250'	NORTH	985'	EAST	LEA

UL or lot no.	Section	Township	Range	Lot Idn	Feet from the	North/South line	Feet from the	East/West line	County
P	16	19-S	34-E	-	350'	SOUTH	404'	EAST	LEA

Dedicated Acres	Joint or Infill	Consolidation Code	Order No. R-13960
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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.

<p>SURFACE LOCATION NEW MEXICO EAST NAD 1927 X=738164 Y=607129 LAT.: N 32.6667123 LONG.: W 103.5584071</p>		<p>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 information either owns a working interest or undivided 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 of such a mineral or working interest, or to a voluntary pooling agreement or a compulsory pooling order heretofore entered by the division.</p> <p>Signature: <i>Chris Carleton</i> Date: 6/18/15 Printed Name: Chris Carleton E-mail Address: carleton@matadorresources.com</p>
<p>PENETRATION POINT NEW MEXICO EAST NAD 1927 X=738739 Y=606802 LAT.: N 32.6658010 LONG.: W 103.5575478 MD = 11003'</p>		<p>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 to the best of my belief.</p> <p>12/21/2014 Date of Survey Signature and Seal of Professional Surveyor MICHAEL B. BROWN NEW MEXICO 16329 SURVEYOR</p>
<p>FIRST TAKE POINT NEW MEXICO EAST NAD 1927 X=738777 Y=608540 LAT.: N 32.6650806 LONG.: W 103.5574290 MD = 11271'</p>		
<p>LAST TAKE POINT NEW MEXICO EAST NAD 1927 X=738785 Y=602582 LAT.: N 32.6542023 LONG.: W 103.5574979 MD = 15231'</p>		
<p>BOTTOM HOLE LOCATION NEW MEXICO EAST NAD 1927 X=738786 Y=602455 LAT.: N 32.6538517 LONG.: W 103.5574985</p>		

AFFECTED PARTIES

MRC Permian Company
5400 LBJ Freeway
One Lincoln Centre, Ste 1500
Dallas, TX 75240-1017
7016 1370 0000 0803 8473

Amtex Energy Inc
P. O. Box 3418
Midland, TX 79702-3418
7016 1370 0000 0803 8282

New Mexico State Land Office
Commissioner of Public Lands
P. O. Box 1148
Santa Fe, NM 87504-1148
7016 1370 0000 0803 8299

Sally Meader Roberts
1806 Hughes Street
Midland, TX 79705-8330
7016 1370 0000 0803 8305

Sage Resources Ltd
5400 LBJ Freeway
One Lincoln Centre, Suite 1500
Dallas, TX 75240-1017
7016 1370 0000 0803 8312

Stewart Royalty Inc
4011 N Midland Drive
Midland, TX 79707
7016 1370 0000 0803 8329

Mark A Trieb
1717 Arts Plaza, Suite 2001
Dallas, TX 75201
7016 1370 0000 0803 8336

Philip C. Vogel
5611 Glen Pines Drive
Houston, TX 77069
7016 1370 0000 0803 8466



HOLLAND & HART ^{LLP}



Jordan L. Kessler

Associate

Phone (505) 988-4421

Fax (505) 983-6043

jlkessler@hollandhart.com

December 1, 2016

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

TO: ALL AFFECTED PARTIES

Re: Application of Matador Production Company for administrative approval for off-lease measurement and approval to surface commingle (lease commingle) oil and gas production from the spacing units comprised of the E/2 E/2 of Section 16 and the W/2 E/2 of Section 16, Township 19 South, Range 34 East, NMPM, Lea County, New Mexico.

Ladies and Gentlemen:

Enclosed is a copy of the above-referenced application which was filed with the New Mexico Oil Conservation Division on this date. Any objection to this application must be filed in writing within twenty days from this date at the Division's Santa Fe office located at 1220 South St. Francis Drive, Santa Fe, New Mexico, 87505. If no objection is received within this twenty-day period, this application may be approved administratively by the Division.

If you have any questions about this application, please contact the following:

Dana Arnold
Matador Production Company
972-371-5284
darnold@matadorresources.com

Sincerely,

Jordan L. Kessler
ATTORNEY FOR
MATADOR PRODUCTION COMPANY

Holland & Hart LLP

Phone (505) 988-4421 **Fax** (505) 983-6043 **www.hollandhart.com**

110 North Guadalupe Suite 1 Santa Fe, New Mexico 87501 **Mailing Address** P.O. Box 2208 Santa Fe, NM 87504-2208

Aspen Boulder Carson City Colorado Springs Denver Denver Tech Center Billings Boise Cheyenne Jackson Hole Las Vegas Reno Salt Lake City Santa Fe Washington, D.C. ☐

Production Summary Report
API: 30-025-42352
CIMARRON 16 19 34 RN STATE #134H

		Production		
Year	Pool	Month	Oil(BBLS)	Gas(MCF)
2016	[50460] QUAIL RIDGE;BONE SPRING	Apr	6426	3161
2016	[50460] QUAIL RIDGE;BONE SPRING	May	6797	3166
2016	[50460] QUAIL RIDGE;BONE SPRING	Jun	5902	2834
2016	[50460] QUAIL RIDGE;BONE SPRING	Jul	6037	2983
2016	[50460] QUAIL RIDGE;BONE SPRING	Aug	5810	2849
2016	[50460] QUAIL RIDGE;BONE SPRING	Sep	5898	3050
CUM			165548	72970