

Brooks

NADEL AND GUSSMAN PERMIAN, LLC
601 N. MARIENFELD, SUITE 508
MIDLAND, TEXAS 79701
OFFICE (432) 682-4429
FAX (432) 682-4325

Case 14624

March 9, 2012

CERTIFIED MAIL-RETURN RECEIPT REQUESTED

Marvin J. Bohannon
4857 Del Aire Drive
Del City, OK 73115

Re: **NOTIFICATION OF ELECTION**
Compulsory Pooling
Well: Long Branch Well No. 2H API #30-015-38519
Dedication: E/2 W/2 of Section 7, T19S, R26E, NMPM
Eddy County, New Mexico
NMOCD Case 14624, Order R-13509

RECEIVED OGD
2012 MAR 16 P 1:54

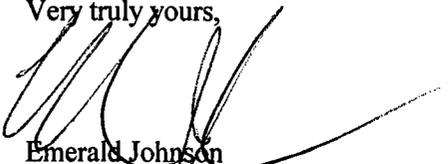
Dear Mr. Bohannon:

On behalf of Nadel and Gussman Permian, L.L.C. and in accordance with the terms of the New Mexico Oil Conservation Division Order R-13509, copy enclosed, I am providing you with notice of your right to elect to participate in the drilling, completion and production of this well into the Glorieta and Yeso formations pursuant to this order.

Nadel and Gussman Permian, L.L.C.'s records indicate that you have either an unleased mineral interest owner or are a working interest owner in this 160-acre spacing unit for all formations from top of the Glorieta to the base of the Yeso formation in this well. Should you desire to participate in this well and avoid the payment of the 200% risk factor out of its share of production, then within thirty days of the date you receive this letter, then Nadel and Gussman Permian, L.L.C., located at Suite 508, 601 North Marienfeld, Midland, Texas 79701 must receive a cashier's check for your percentage of the completed well costs and a letter signed by you agreeing to participate in this well pursuant to this pooling order. Enclosed is a copy of the AFE for this well, which is the same as AFE, introduced at the hearing.

If you decide not to participate then you need do nothing further. In that event, Nadel and Gussman Permian, L.L.C. will pay your share of the costs of drilling and completing the well and will recover your share out of production plus an additional 200%.

Very truly yours,



Emerald Johnson
Land Manager

cc: Director NMOCD-Santa Fe

**NADEL AND GUSSMAN PERMIAN, LLC
601 N. MARIENFELD, SUITE 508
MIDLAND, TEXAS 79701
OFFICE (432) 682-4429
FAX (432) 682-4325**

March 9, 2012

CERTIFIED MAIL-RETURN RECEIPT REQUESTED

Marvin J. Bohannon
P.O. Box 82219
Oklahoma City, OK 73148

Re: **NOTIFICATION OF ELECTION**
Compulsory Pooling
Well: Long Branch Well No. 2H API #30-015-38519
Dedication: E/2 W/2 of Section 7, T19S, R26E, NMPM
Eddy County, New Mexico
NMOCD Case 14624, Order R-13509

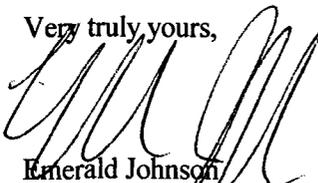
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Emerald Johnson
Land Manager

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MIDLAND, TEXAS 79701
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March 9, 2012

CERTIFIED MAIL-RETURN RECEIPT REQUESTED

Marvin J. Bohannon
42 Turtle Rock Ct.
Spring, TX 77381

Re: **NOTIFICATION OF ELECTION**
Compulsory Pooling
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Dedication: E/2 W/2 of Section 7, T19S, R26E, NMPM
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NMOCD Case 14624, Order R-13509

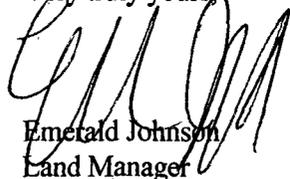
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Land Manager

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March 9, 2012

CERTIFIED MAIL-RETURN RECEIPT REQUESTED

Marvin J. Bohannon
11000 May Avenue
Oklahoma City, OK 73120

Re: **NOTIFICATION OF ELECTION**
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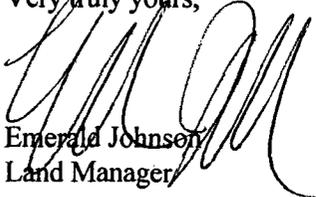
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Land Manager

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March 9, 2012

CERTIFIED MAIL-RETURN RECEIPT REQUESTED

Patsy Madden Carmoney
7411- 16th Manor South
Vero Beach, FL 32966

Re: **NOTIFICATION OF ELECTION**
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Well: Long Branch Well No. 2H API #30-015-38519
Dedication: E/2 W/2 of Section 7, T19S, R26E, NMPM
Eddy County, New Mexico
NMOCD Case 14624, Order R-13509

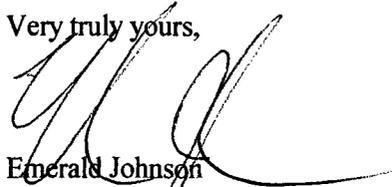
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March 9, 2012

CERTIFIED MAIL-RETURN RECEIPT REQUESTED

Patsy Madden Carmoney
515 Palmer Mill Rd.
Monticello, FL 32344

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Dedication: E/2 W/2 of Section 7, T19S, R26E, NMPM
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NMOCD Case 14624, Order R-13509

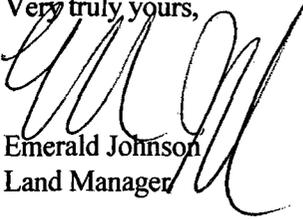
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Land Manager

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March 9, 2012

CERTIFIED MAIL-RETURN RECEIPT REQUESTED

Patsy Madden Carmoney
5080 Vandecar Rd.
Farewell, MI 48622

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Dedication: E/2 W/2 of Section 7, T19S, R26E, NMPM
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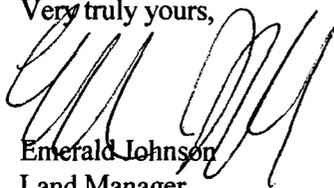
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March 9, 2012

CERTIFIED MAIL-RETURN RECEIPT REQUESTED

Patsy Madden Carmoney
287 Beverly Ct.
Melbourne, FL 32951

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Dedication: E/2 W/2 of Section 7, T19S, R26E, NMPM
Eddy County, New Mexico
NMOCD Case 14624, Order R-13509

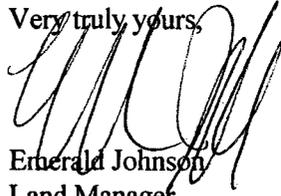
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Emerald Johnson
Land Manager

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March 9, 2012

CERTIFIED MAIL-RETURN RECEIPT REQUESTED

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P.O. Box 510518
Melbourne Beach, FL 32951

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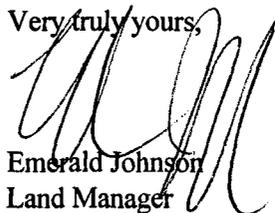
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FAX (432) 682-4325**

March 9, 2012

CERTIFIED MAIL-RETURN RECEIPT REQUESTED

Mary Louise Hubbart
840 Cleveland Road
Bogart, GA, 30622

Re: **NOTIFICATION OF ELECTION**
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Well: Long Branch Well No. 2H API #30-015-38519
Dedication: E/2 W/2 of Section 7, T19S, R26E, NMPM
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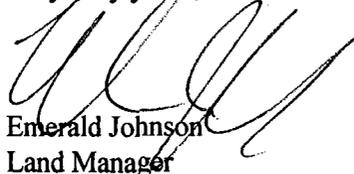
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March 9, 2012

CERTIFIED MAIL-RETURN RECEIPT REQUESTED

Mary Louise Hubbart
17617 Midway Rd 155
Dallas, TX 75287

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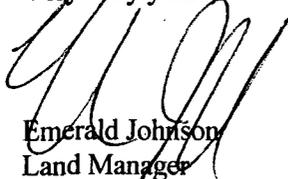
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March 9, 2012

CERTIFIED MAIL-RETURN RECEIPT REQUESTED

Mary Louise Hubbard
165 Forrestbrook Dr 906
Lewisville, TX 75067

Re: **NOTIFICATION OF ELECTION**
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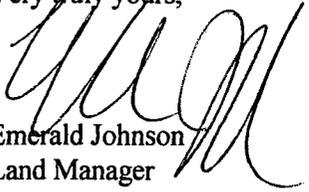
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March 9, 2012

CERTIFIED MAIL-RETURN RECEIPT REQUESTED

Mary Louise Hubbart
1125 Prospect Dr.
Flower Mound, TX 75028

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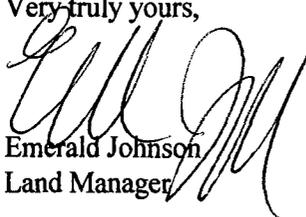
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If you decide not to participate then you need do nothing further. In that event, Nadel and Gussman Permian, L.L.C. will pay your share of the costs of drilling and completing the well and will recover your share out of production plus an additional 200%.

Very truly yours,


Emerald Johnson
Land Manager

cc: Director NMOCD-Santa Fe

**NADEL AND GUSSMAN PERMIAN, LLC
601 N. MARIENFELD, SUITE 508
MIDLAND, TEXAS 79701
OFFICE (432) 682-4429
FAX (432) 682-4325**

March 9, 2012

CERTIFIED MAIL-RETURN RECEIPT REQUESTED

Mary Louise Hubbart
4100 Morriss Rd.
Flower Mound, TX 75028

Re: NOTIFICATION OF ELECTION
Compulsory Pooling
Well: Long Branch Well No. 2H API #30-015-38519
Dedication: E/2 W/2 of Section 7, T19S, R26E, NMPM
Eddy County, New Mexico
NMOCD Case 14624, Order R-13509

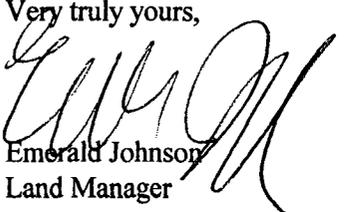
Dear Ms. Hubbart:

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Very truly yours,


Emerald Johnson
Land Manager

cc: Director NMOCD-Santa Fe

**NADEL AND GUSSMAN PERMIAN, LLC
601 N. MARIENFELD, SUITE 508
MIDLAND, TEXAS 79701
OFFICE (432) 682-4429
FAX (432) 682-4325**

March 9, 2012

CERTIFIED MAIL-RETURN RECEIPT REQUESTED

Gail McClease
6701 Whittset
North Highlands, CA 95660

Re: NOTIFICATION OF ELECTION
Compulsory Pooling
Well: Long Branch Well No. 2H API #30-015-38519
Dedication: E/2 W/2 of Section 7, T19S, R26E, NMPM
Eddy County, New Mexico
NMOCD Case 14624, Order R-13509

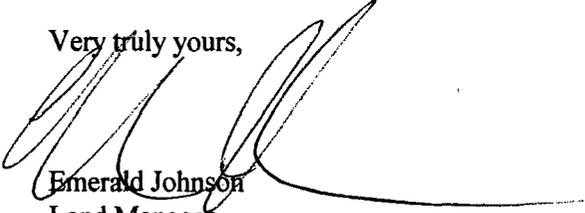
Dear Ms. McClease:

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Very truly yours,


Emerald Johnson
Land Manager

cc: Director NMOCD-Santa Fe

**NADEL AND GUSSMAN PERMIAN, LLC
601 N. MARIENFELD, SUITE 508
MIDLAND, TEXAS 79701
OFFICE (432) 682-4429
FAX (432) 682-4325**

March 9, 2012

CERTIFIED MAIL-RETURN RECEIPT REQUESTED

Gail McClease
8083 Mariners Dr.
Stockton, CA 95219

Re: NOTIFICATION OF ELECTION
Compulsory Pooling
Well: Long Branch Well No. 2H API #30-015-38519
Dedication: E/2 W/2 of Section 7, T19S, R26E, NMPM
Eddy County, New Mexico
NMOCD Case 14624, Order R-13509

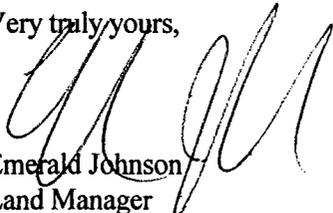
Dear Ms. McClease:

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Emerald Johnson
Land Manager

cc: Director NMOCD-Santa Fe

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601 N. MARIENFELD, SUITE 508
MIDLAND, TEXAS 79701
OFFICE (432) 682-4429
FAX (432) 682-4325**

March 9, 2012

CERTIFIED MAIL-RETURN RECEIPT REQUESTED

Gail McClease
601 Cranberry Ln.
El Dorado Hills, CA 95762

Re: **NOTIFICATION OF ELECTION**
Compulsory Pooling
Well: Long Branch Well No. 2H API #30-015-38519
Dedication: E/2 W/2 of Section 7, T19S, R26E, NMPM
Eddy County, New Mexico
NMOCD Case 14624, Order R-13509

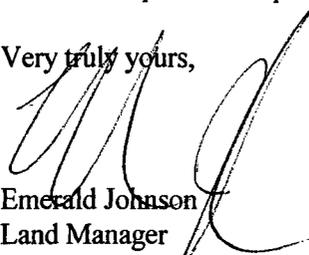
Dear Ms. McClease:

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MIDLAND, TEXAS 79701
OFFICE (432) 682-4429
FAX (432) 682-4325**

March 9, 2012

CERTIFIED MAIL-RETURN RECEIPT REQUESTED

Gail McClease
1911 Douglas Blvd Ste. 84
Roseville, CA 95661

Re: NOTIFICATION OF ELECTION
Compulsory Pooling
Well: Long Branch Well No. 2H API #30-015-38519
Dedication: E/2 W/2 of Section 7, T19S, R26E, NMPM
Eddy County, New Mexico
NMOCD Case 14624, Order R-13509

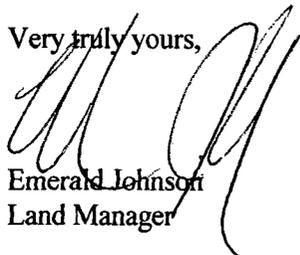
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Emerald Johnson
Land Manager

cc: Director NMOCD-Santa Fe

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601 N. MARIENFELD, SUITE 508
MIDLAND, TEXAS 79701
OFFICE (432) 682-4429
FAX (432) 682-4325**

March 9, 2012

CERTIFIED MAIL-RETURN RECEIPT REQUESTED

Fred Bohannon
5242 S. Colombia
Tulsa, OK 74105

Re: NOTIFICATION OF ELECTION
Compulsory Pooling
Well: Long Branch Well No. 2H API #30-015-38519
Dedication: E/2 W/2 of Section 7, T19S, R26E, NMPM
Eddy County, New Mexico
NMOCD Case 14624, Order R-13509

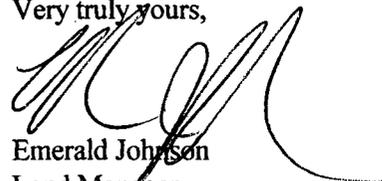
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Emerald Johnson
Land Manager

cc: Director NMOCD-Santa Fe

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601 N. MARIENFELD, SUITE 508
MIDLAND, TEXAS 79701
OFFICE (432) 682-4429
FAX (432) 682-4325**

March 9, 2012

CERTIFIED MAIL-RETURN RECEIPT REQUESTED

Fred Bohannon
14502 Valley View Rd.
Shawnee, OK 74804

Re: NOTIFICATION OF ELECTION
Compulsory Pooling
Well: Long Branch Well No. 2H API #30-015-38519
Dedication: E/2 W/2 of Section 7, T19S, R26E, NMPM
Eddy County, New Mexico
NMOCD Case 14624, Order R-13509

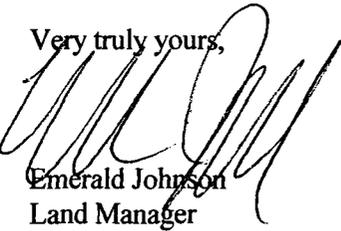
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Land Manager

cc: Director NMOCD-Santa Fe

**NADEL AND GUSSMAN PERMIAN, LLC
601 N. MARIENFELD, SUITE 508
MIDLAND, TEXAS 79701
OFFICE (432) 682-4429
FAX (432) 682-4325**

March 9, 2012

CERTIFIED MAIL-RETURN RECEIPT REQUESTED

Fred Bohannon
P.O. Box 521125
Tulsa, OK 74152

Re: **NOTIFICATION OF ELECTION**
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Well: Long Branch Well No. 2H API #30-015-38519
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Eddy County, New Mexico
NMOCD Case 14624, Order R-13509

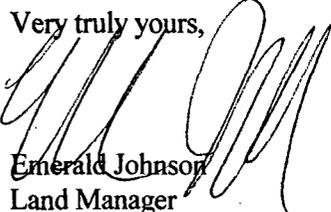
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Very truly yours,


Emerald Johnson
Land Manager

cc: Director NMOCD-Santa Fe

AUTHORITY FOR EXPENDITURE

NADEL AND GUSSMAN PERMIAN, LLC

Date: 9/19/2011

Prepared By: Jason Goss

Prospect Name: Gunsmoke Prospect

County, State: Eddy County, New Mexico

Projected Total Depth: 7054' MD 2,760' TVD (2,960 Pilot Hole)

Lease / Well Number: Long Branch #2H

Location: Sec. 7 - T19S - R26E

SHL: 330' FNL, 2310' FWL

BHL: 330' FSL, 2310' FWL

Primary Objectives: Yeso

NOTES

Daywork Contract - Horiz Oil Well - Closed Loop Mud System- Moyno Pump
 Assumes Packers Plus type Installation, pilot hole and logs
 Assumes regulatory agent approves casing program
 Note all pipe prices may be subject to increase due to market fluctuations.

It is recognized that the amounts provided here are estimates only and approval of this authorization shall extend to actual costs incurred in conducting the operations specified, whether more or less than estimated.

Intan. Drilling Costs BCP	COSTS
4-02 Abandonment & Cleanup	\$ 30,000
1-10 Abstracts & Title Opinions	\$ -
4-87 Well Control Insurance 7054' MD \$/Ft: 0.684	\$ 4,825
4-01 Legal, Permits & Fees	\$ 5,000
4-67 Staking Location & Surveys	\$ 1,250
4-36 Location, Road & ROW, Frac Pit	\$ 105,000
4-15 IDC Daywork Days: 17 \$/Day: 13500	\$ 229,500
4-14 Mobilization / Demobilization	\$ 85,000
4-66 Rig Fuel Days: 17 \$/Day: 3000	\$ 51,000
4-24 IDC Footage \$/Ft:	\$ -
4-72 Supervision Days: 17 \$/Day: 650	\$ 11,050
4-18 Drilling Overhead (Administrative Services)	\$ 10,000
4-03 Bits & Reamers	\$ 28,180
4-61 Rentals Surface	\$ 68,480
4-62 Rentals Sub-Surface	\$ 29,400
4-62 Drill Pipe Rental Days: 13 \$/Day: 1700	\$ 22,100
4-16 Directional Drilling Expense Days: 10 \$/Day: 12500	\$ 125,000
4-31 Inspection - Drill String	\$ 10,000
4-04 Well Control & Testing	\$ 5,000
4-45 Miscellaneous IDC	\$ 5,000
4-52 Mud Logging & Geo Steering Days: 13 \$/Day: \$ 2,567	\$ 33,375
4-08 Contract Labor	\$ 8,000
4-78 Transportation	\$ 10,500
4-05 Surface Casing Crews	\$ 3,500
4-06 Surface Cement and Cement Services & possible 1"	\$ 30,000
4-23 Surface Float Equipment & Centralizers	\$ 2,000
4-05 Intermediate Casing Crews	\$ 6,000
4-06 Intermediate Cement and Cement Services, kick off plug	\$ 30,000
4-23 Intermediate Float Equipment & Centralizers	\$ 5,000
4-51 Mud & Additives	\$ 55,000
4-12 Corrosion Control & Chem.	\$ 5,000
4-84 Water	\$ 15,693
4-85 Water / Mud Disposal CRI	\$ 60,000
Contingency (5%)	\$ 54,493
TOTAL	\$ 1,144,345

Intan. Formation Testing BCP	COSTS
4-39 Logging & Wireline	\$ 15,000
4-21 Drill Stem - Formation Tests	\$ -
4-12 Coring & Analysis (Sidewall Cores)	\$ 10,000
Contingency (5%)	\$ 1,250
TOTAL	\$ 26,250

Tangible Lease & Well Equipment BCP	COSTS
6-72 Surface Casing 9-5/8" \$/Ft: 25 Feet: 1000	\$ 25,000
6-32 Intermediate Csg 7" 26# \$/Ft: 28 Feet: 3050	\$ 85,400
" \$/Ft: Feet:	\$ -
" \$/Ft: Feet:	\$ -
6-84 Wellhead	\$ 9,000
6-76 Cattle Guards, Gates, Fences	\$ 10,000
Contingency (5%)	\$ 6,470
TOTAL EQUIPMENT	\$ 135,870

Intan. Comp. Costs ACP	COSTS
5-02 Abandonment & Cleanup	\$ (30,000)
5-12 IDC Daywork Days: 2 \$/Day: 13500	\$ 27,000
4-66 Rig Fuel Days: 2 \$/Day: 3000	\$ 6,000
5-84 Drilling Rig Supervision Days: 2 \$/Day: 650	\$ 1,300
5-05 Production Casing Crews	\$ 12,000
5-08 Production Casing Cement & Services	\$ -
5-08 Prod. Float Equipment & Centralizers	\$ -
5-09 Completion / Swab Unit Days: 4 \$/Day: 2500	\$ 10,000
5-84 Compl. Rig Supervision Days: 6 \$/Day: 650	\$ 3,900
5-18 Administrative Services	\$ 1,867
5-48 Mud & Chemicals	\$ 2,400
5-66 Water	\$ 40,000
5-32 Logging, Perforations & Wireline	\$ -
5-62 Rentals Subsurface	\$ -
5-61 Rentals Surface, Frac Tanks, Transfer Svcs	\$ 40,000
5-53 Nitrogen Service & Coiled Tubing Days: 2 \$/Day: 28000	\$ 56,000
5-22 Fishing	\$ -
5-80 Stimulation	\$ 850,000
5-92 Transportation	\$ 8,000
5-77 Contract Labor & Roustabout	\$ 9,000
5-04 Bits & Reamers	\$ 7,500
5-11 Couplings & Fittings	\$ 9,500
5-28 Location & Road Expense	\$ 10,000
5-40 Miscellaneous IDC	\$ -
5-31 Pipe Inspection & Recondition (inspect rental drill pipe)	\$ 2,500
5-68 Pumping Services; Kill Truck set OH packers, open toe sub	\$ 6,000
5-21 Testing	\$ -
5-40 Well Control Insurance Days: 6 \$/Day: 350	\$ 2,100
Contingency (5%)	\$ 53,753
TOTAL	\$ 1,128,820

Tangible Well Equipment ACP	COSTS
6-60 Prod. Csg / Liners 4.5" \$/Ft: 13.5 Feet: 4404	\$ 59,454
" \$/Ft: Feet:	\$ -
6-80 Tubing 2-7/8" \$/Ft: 6.5 Feet: 2300	\$ 14,950
6-84 Wellhead	\$ 2,500
6-68 Rods and Pump, Moyno	\$ 65,000
6-56 Packers Plus Tools	\$ 250,000
Contingency (5%)	\$ 19,595
TOTAL EQUIPMENT	\$ 411,499

Tangible Lease & Battery Equipment ACP	COSTS
6-64 Pumping Units & Engines	\$ -
6-16 Gas Processing & Dehy	\$ -
6-24 Heater Treater	\$ 15,000
6-76 Tanks & Accessory Equipment	\$ 86,000
6-40 Pipeline	\$ -
6-42 Flowline	\$ 5,000
6-12 Controllable Valves	\$ 9,000
6-44 Misc. Controllable Equipment	\$ 6,000
Contingency (5%)	\$ 6,050
TOTAL EQUIPMENT	\$ 127,050

TOTAL DRILLING	\$ 1,306,465
TOTAL INTANGIBLE	\$ 2,299,415

TOTAL COMPLETION	\$ 1,667,369
TOTAL TANGIBLE	\$ 674,419

Joint Interest Approval

Company:

Company: Nadel and Gussman Permian, LLC

By: _____ Date: _____

By: Jason Goss Date: 9/19/2011

TOTAL DRY HOLE COST	\$ 1,342,480
TOTAL WELL COST	\$ 2,973,834

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

IN THE MATTER OF THE HEARING
CALLED BY THE OIL CONSERVATION
DIVISION FOR THE PURPOSE OF
CONSIDERING:

CASE NO. 14624
ORDER NO. R-13509

APPLICATION OF NADEL AND GUSSMAN PERMIAN, L.L.C., FOR
APPROVAL OF A NON-STANDARD OIL SPACING AND PRORATION UNIT
AND COMPULSORY POOLING, EDDY COUNTY, NEW MEXICO.

ORDER OF THE DIVISION

BY THE DIVISION:

This case came on for hearing at 8:15 a.m. on November 10 and December 1, 2011 at Santa Fe, New Mexico, before Examiner David K. Brooks.

NOW, on this 30th day of January, 2012, the Division Director, having considered the testimony, the record and the recommendations of the Examiner,

FINDS THAT:

(1) Due public notice has been given, and the Division has jurisdiction of this case and of the subject matter.

(2) Nadel and Gussman Permian, L.L.C. ("Applicant"), seeks approval of a non-standard 160-acre oil spacing and proration unit and project area ("the Unit") in the Glorieta and Yeso formations consisting of the E/2 of the W/2 of Section 7, Township 19 South, Range 26 East, NMPM, in Eddy County, New Mexico. Applicant further seeks an order pooling all uncommitted interests in the Unit in the Glorieta and Yeso formations. Applicant also seeks compulsory pooling of a 40-acre unit comprising the NE/4 NW/4 of Section 7 for all pools and formations spaced on 40 acres from the surface to the top of the Glorieta; however, that request is denied in this Order, as indicated below.

(3) The Unit is to be dedicated to Applicant's Long Branch Well No. 2H ("the proposed well"), a horizontal well to be drilled from a standard surface location 330 feet from the North line and 2310 feet from the West line (Unit C) of Section 7. The well will penetrate the Glorieta formation at approximately the surface location and continue

horizontally in the Glorieta-Yeso to a standard terminus, or bottomhole location, 330 feet from the South line and 2310 feet from the West line (Unit N) of Section 7.

(4) This is a wildcat area in the Glorieta and Yeso formations. Accordingly, spacing is governed by statewide Rule 19.15.15.9.A NMAC, which provides for standard 40-acre units, each comprising a governmental quarter-quarter section. The Unit consists of four adjacent quarter-quarter sections.

(5) Applicant appeared at the hearing through counsel and presented geologic evidence by affidavit to the effect that:

(a) this area is suitable for development by horizontal drilling;

(b) all quarter-quarter sections to be included in the Unit are expected to be productive in the Glorieta-Yeso, so that formation of the Unit as requested will not impair correlative rights.

(6) DHA Oil and Gas Operators appeared at the hearing through counsel but did not present evidence and did not oppose the granting of this application.

The Division concludes that:

(7) Approval of the proposed non-standard unit will enable Applicant to drill a horizontal well that will efficiently produce the reserves underlying the Unit, thereby preventing waste, and will not impair correlative rights.

(8) Two or more separately owned tracts are embraced within the Unit, and/or there are royalty interests and/or undivided interests in oil and gas minerals in one or more tracts included in the Unit that are separately owned.

(9) Applicant is an owner of an oil and gas working interest within the Unit. Applicant has the right to drill and proposes to drill the proposed well to a common source of supply within the Unit at the proposed location.

(10) There are interest owners in the Unit that have not agreed to pool their interests. There are unlocated interest owners. Hence, a need may arise to escrow funds.

(11) To avoid the drilling of unnecessary wells, protect correlative rights, prevent waste and afford to the owner of each interest in the Unit the opportunity to recover or receive without unnecessary expense its just and fair share of hydrocarbons, this application should be approved by pooling all uncommitted interests, whatever they may be, in the oil and gas within the Unit.

(12) Nadel and Gussman Permian, L.L.C. should be designated the operator of the proposed well and of the Unit.

(13) Any pooled working interest owner who does not pay its share of estimated well costs should have withheld from production its share of reasonable well costs plus an additional 200% thereof as a reasonable charge for the risk involved in drilling the well.

(14) Reasonable charges for supervision (combined fixed rates) should be fixed at \$6,000 per month while drilling and \$600 per month while producing, provided that these rates should be adjusted annually pursuant to Section III.1.A.3. of the COPAS form titled "Accounting Procedure-Joint Operations."

(15) Applicant's request for compulsory pooling of a 40-acre unit comprising the NE/4 of the NW/4 of Section 7 for pools or formations from the surface to the top of the Glorieta should be denied because Applicant did not show that it intends to complete the well within that depth range, and did not demonstrate a reasonable method of allocating well costs to owners of the proposed 40-acre unit.

IT IS THEREFORE ORDERED THAT:

(1) A non-standard 160-acre wildcat oil spacing and proration unit (the Unit) is hereby established in the Glorieta and Yeso formations, consisting of the E/2 W/2 of Section 7, Township 19 South, Range 26 East, NMPM, in Eddy County, New Mexico.

(2) Pursuant to the application of Nadel and Gussman Permian, L.L.C., all uncommitted interests, whatever they may be, in the oil and gas in the Glorieta and Yeso formations underlying the Unit, are hereby pooled.

(3) The Unit shall be dedicated to Applicant's Long Branch Well No. 2H ("the proposed well"), a horizontal well to be drilled from a standard surface location 330 feet from the North line and 2310 feet from the West line (Unit C) of Section 7. The proposed well will penetrate the Glorieta formation at approximately the surface location and continue horizontally in the Glorieta-Yeso to a standard terminus, or bottomhole location, 330 feet from the South line and 2310 feet from the West line (Unit N) of Section 7.

(4) The operator of the Unit shall commence drilling the proposed well on or before January 31, 2013, and shall thereafter continue drilling the well with due diligence to test the Yeso formation.

(5) In the event the operator does not commence drilling the proposed well on or before January 31, 2013, Ordering Paragraphs (1) and (2) shall be of no effect, unless the operator obtains a time extension from the Division Director for good cause demonstrated by satisfactory evidence.

(6) Should the proposed well not be drilled and completed within 120 days after commencement thereof, then Ordering Paragraphs (1) and (2) shall be of no further effect, and the unit and project area created by this order shall terminate, unless operator

appears before the Division Director and obtains an extension of the time for completion of the proposed well for good cause shown by satisfactory evidence. If the proposed well is not completed in all of the quarter-quarter sections included in the proposed unit within 120 days after commencement of drilling, then the operator shall apply to the Division for an amendment to this Order to contract the Unit so that it includes only those quarter-quarter sections in which the well is completed.

(7) Upon final plugging and abandonment of the proposed well and any other well drilled on the Unit pursuant to Division Rule 13.9, the pooled unit created by this Order shall terminate, unless this order has been amended to authorize further operations.

(8) Nadel and Gussman Permian, L.L.C. is hereby designated the operator of the well and of the Unit.

(9) After pooling, uncommitted working interest owners are referred to as pooled working interest owners. ("Pooled working interest owners" are owners of working interests in the Unit, including unleased mineral interests, who are not parties to an operating agreement governing the Unit.) After the effective date of this order, the operator shall furnish the Division and each known pooled working interest owner in the Unit an itemized schedule of estimated costs of drilling, completing and equipping the proposed well ("well costs").

(10) Within 30 days from the date the schedule of estimated well costs is furnished, any pooled working interest owner shall have the right to pay its share of estimated well costs to the operator in lieu of paying its share of reasonable well costs out of production as hereinafter provided, and any such owner who pays its share of estimated well costs as provided above shall remain liable for operating costs but shall not be liable for risk charges. Pooled working interest owners who elect not to pay their share of estimated well costs as provided in this paragraph shall thereafter be referred to as "non-consenting working interest owners."

(11) The operator shall furnish the Division and each known pooled working interest owner (including non-consenting working interest owners) an itemized schedule of actual well costs within 90 days following completion of the proposed well. If no objection to the actual well costs is received by the Division, and the Division has not objected, within 45 days following receipt of the schedule, the actual well costs shall be deemed to be the reasonable well costs. If there is an objection to actual well costs within the 45-day period, the Division will determine reasonable well costs after public notice and hearing.

(12) Within 60 days following determination of reasonable well costs, any pooled working interest owner who has paid its share of estimated costs in advance as provided above shall pay to the operator its share of the amount that reasonable well costs exceed estimated well costs and shall receive from the operator the amount, if any, that the estimated well costs it has paid exceed its share of reasonable well costs.

(13) The operator is hereby authorized to withhold the following costs and charges from production:

- (a) the proportionate share of reasonable well costs attributable to each non-consenting working interest owner; and
- (b) as a charge for the risk involved in drilling the well, 200% of the above costs.

(14) The operator shall distribute the costs and charges withheld from production, proportionately, to the parties who advanced the well costs.

(15) Reasonable charges for supervision (combined fixed rates) are hereby fixed at \$6,000 per month while drilling and \$600 per month while producing, provided that these rates shall be adjusted annually pursuant to Section III.1.A.3. of the COPAS form titled "Accounting Procedure-Joint Operations." The operator is authorized to withhold from production the proportionate share of both the supervision charges and the actual expenditures required for operating the well, not in excess of what are reasonable, attributable to pooled working interest owners.

(16) Except as provided in Paragraphs (13) and (15) above, all proceeds from production from the well that are not disbursed for any reason shall be placed in escrow in Eddy County, New Mexico, to be paid to the true owner thereof upon demand and proof of ownership. The operator shall notify the Division (Attention: Records Clerk) of the name and address of the escrow agent not later than one year from the date of issuance of this Order.

(17) Any unleased mineral interest shall be considered a seven-eighths (7/8) working interest and a one-eighth (1/8) royalty interest for the purpose of allocating costs and charges under this order. Any well costs or charges that are to be paid out of production shall be withheld only from the working interests' share of production, and no costs or charges shall be withheld from production attributable to royalty interests.

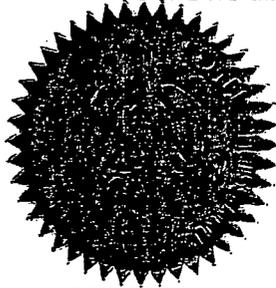
(18) Should all the parties to this compulsory pooling order reach voluntary agreement subsequent to entry of this order, this order shall thereafter be of no further effect.

(19) The operator of the well and Unit shall notify the Division in writing of the subsequent voluntary agreement of all parties subject to the compulsory pooling provisions of this order.

(20) Applicant's request for compulsory pooling of a 40-acre unit comprising the NE/4 NW/4 of Section 7, Township 19 South, Range 26 East, for depths from the surface to the top of the Glorieta is hereby denied.

(21) Jurisdiction of this case 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.



SEAL

STATE OF NEW MEXICO
OIL CONSERVATION DIVISION

JAMI BAILEY
Director