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May 25, 2012

Hand delivered

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

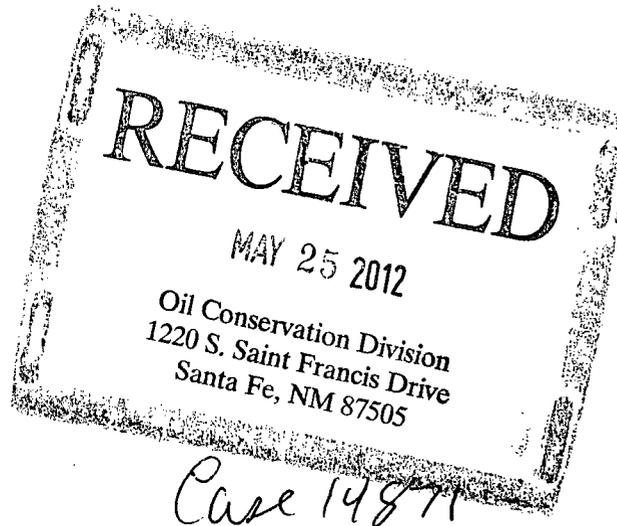
Dear Florene:

Enclosed for filing, on behalf of Mack Energy Corporation, are an original and one copy of an application for compulsory pooling, together with a proposed advertisement. The advertisement has also been e-mailed to the Division. Please set this matter for the June 25, 2012 Examiner hearing.

Very truly yours,


James Bruce

Attorney for Mack Energy Corporation



Parties Being Notified

ConocoPhillips Company
P.O. Box 2197
Houston, Texas 77252

BEFORE THE NEW MEXICO OIL CONSERVATION DIVISION

APPLICATION OF MACK ENERGY CORPORATION FOR COMPULSORY POOLING, LEA COUNTY, NEW MEXICO.

RECEIVED
Case No. 1987

May 25 2012

APPLICATION

Oil Conservation Division
1221 S. Saint Francis Drive
Albuquerque, NM 87505

Mack Energy Corporation applies for an order pooling all mineral interests from the surface to the base of the San Andres formation underlying the SE $\frac{1}{4}$ SW $\frac{1}{4}$ of Section 8, Township 17 South, Range 32 East, N.M.P.M., Lea County, New Mexico, and in support thereof, states:

1. Applicant is an operator in the SE $\frac{1}{4}$ SW $\frac{1}{4}$ of Section 8, and has the right to drill a well thereon.
2. Applicant proposes to drill its Pintail Fed. Well No. 2 at an orthodox location to a depth sufficient to test the San Andres formation, and seeks to dedicate the SE $\frac{1}{4}$ SW $\frac{1}{4}$ of Section 8 to the well to form a standard 40 acre oil spacing and proration unit for any formations and/or pools developed on 40 care spacing in that vertical extent.
3. Applicant has in good faith sought to obtain the voluntary joinder of all other mineral interest owners in the SE $\frac{1}{4}$ SW $\frac{1}{4}$ of Section 8 for the purposes set forth herein.
4. Although applicant attempted to obtain voluntary agreements from all mineral interest owners to participate in the drilling of the well or to otherwise commit their interests to the well, certain interest owners have failed or refused to join in dedicating their interests. Therefore, applicant seeks an order pooling all mineral interest owners in the SE $\frac{1}{4}$ SW $\frac{1}{4}$ of Section 8, pursuant to NMSA 1978 §70-2-17.

5. The pooling of all mineral interests underlying the SE $\frac{1}{4}$ SW $\frac{1}{4}$ of Section 8 will prevent the drilling of unnecessary wells, prevent waste, and protect correlative rights.

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

- A. Pooling all mineral interests in the SE $\frac{1}{4}$ SW $\frac{1}{4}$ of Section 8 from the surface to the base of the San Andres formation;
- B. Designating applicant as operator of the well;
- C. Considering the cost of drilling the well, and allocating the cost among the well's working interest owners;
- D. Approving actual operating charges and costs charged for supervision, together with a provision adjusting the rates pursuant to the COPAS accounting procedure; and
- E. Setting a 200% charge for the risk involved in drilling the well in the event a working interest owner elects not to participate in the well.

Respectfully submitted,



James Bruce
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Santa Fe, New Mexico 87504
(505) 982-2043

Attorney for Mack Energy Corporation