

Brooks

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

**APPLICATION OF COG OPERATING LLC
FOR A NON-STANDARD SPACING AND
PRORATION UNIT AND COMPULSORY
POOLING, EDDY COUNTY, NEW MEXICO.**

CASE NO. 14911

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MOTION TO AMEND ORDER NO. R-13669

COG Operating LLC ("Concho"), the applicant in this matter, hereby moves the Division to amend Order No. R-13669, entered on December 18, 2012, to provide for reasonable charges for supervision of \$5,500 per month while drilling. In support of this motion, Concho states:

1. The Order issued by the Division on December 18, 2012 granted the application of Concho to create a non-standard spacing and proration unit in the N/2 N/2 of Section 1, Township 19 South, Range 25 East, NMPM, Eddy County, New Mexico and pooling uncommitted interest owners in the Unit in order to drill the Clydesdale 1 Fee Well No. 1H at standard surface and bottomhole locations.
2. Ordering paragraph 15 states in pertinent part: "Reasonable charges for supervision (combined fixed rates) are hereby fixed at \$5,000 per month while drilling and \$550 per month while producing..."
3. The transcript of the hearing on this matter reflects that Concho's landman, Stuart Dirks requested "500 a month, drilling; 550 a month while producing." See Tr. 9; 10 (attached). However, it appears the transcript is in error.
4. Attached to this motion is the affidavit of Mr. Dirks and he notes that when he was asked what Concho was requesting for overhead and administrative costs that he said "fifty-five hundred a month, drilling." See Affidavit, para. 4.
5. As Mr. Dirks states, these costs are consistent with what Concho charges in the area for similar wells and what is charged in the COPAS Exhibit to the Joint Operating Agreement. See Affidavit, para. 9.
6. No other parties made an appearance in this matter or opposed the granting of this application. See Order Finding para. 6.

WHEREFORE, Concho respectfully requests that the Division amend Order No. R-13669 as follows:

- A. That the Division modify Finding paragraph 14 and Ordering paragraph 15 to state that \$5,500 per month while drilling is authorized.

Respectfully submitted,

By: Ocean Munds-Dry

Ocean Munds-Dry
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1 with what the company has incurred for drilling similar
2 wells in this area?

3 A. Yes, they are.

4 Q. Has the company made an estimate of the
5 overhead and administrative costs while drilling this
6 well and also while producing this well if successful?

7 A. Yes, we have.

8 Q. Would you please provide those numbers for the
9 Examiners?

10 A. 500 a month, drilling; 550 a month while
11 producing.

12 Q. And are these costs likewise consistent with
13 what the company and other operators in this area charge
14 for similar wells?

15 A. Yes, they are.

16 Q. And does the company request that these figures
17 be incorporated into any order and that the order
18 provide them to be adjusted in accordance with COPAS
19 guidelines?

20 A. Yes, we do.

21 Q. Now, with respect to the formation of the
22 nonstandard union -- first off, has the company brought
23 a geologist today to provide technical testimony in
24 support of the proposed nonstandard union?

25 A. Yes.

**STATE OF NEW MEXICO
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**APPLICATION OF COG OPERATING LLC
FOR A NON-STANDARD SPACING AND
PRORATION UNIT AND COMPULSORY
POOLING, EDDY COUNTY, NEW MEXICO.**

CASE NO. 14911

AFFIDAVIT OF STUART DIRKS

STATE OF TEXAS)
)ss.
COUNTY OF MIDLAND)

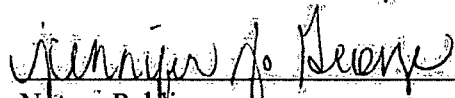
I, Stuart Dirks, being first duly sworn, upon oath, stated as follows:

1. I am a Senior Landman for COG Operating LLC ("Concho"). Part of my responsibilities for Concho include the land-related work for Section 1, Township 19 South, Range 25 East, NMPM, in Eddy County, New Mexico.
2. I testified at the October 18, 2012 hearing in Case No. 14911: Application of COG Operating LLC for a non-standard spacing and proration unit and compulsory pooling, Eddy County, New Mexico.
3. During my testimony, Concho's attorney asked me what overhead and administrative costs while drilling and producing Concho was requesting be incorporated into any order that resulted from the hearing. See Tr. 9, attached.
4. I responded that Concho was requesting fifty-five hundred (\$5500) a month while drilling and five hundred fifty (\$550) a month while producing.
5. No other parties appeared or objected to Concho's application.
6. The New Mexico Oil Conservation Division granted Concho's application on December 18, 2012.
7. However, the Division authorized \$5,000 per month while drilling. See Order No. R-13669, Ordering Para. 15.

8. The difference between what I asked for and what was authorized by the Division appears to have been caused by the transcript. The transcript reports that I asked for "500 a month, drilling..." Tr. 9:10.
9. On behalf of Concho, I request that Order No. R-13669 is amended to allow for \$5500 a month while drilling. This amount is in keeping with what Concho normally charges for similar wells in this area.

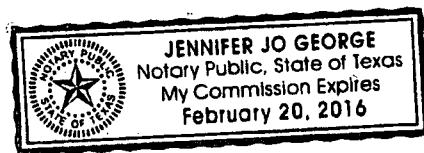

Stuart Dirks

SUBSCRIBED AND SWORN before me this 5th day of February 2013 by Stuart Dirks.


Notary Public

My. Commission Expires: February 20, 2016

Seal



**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. 14911
ORDER NO. R-13669**

**APPLICATION OF COG OPERATING, LLC FOR A NON-STANDARD
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 October 18, November 1 and November 29, 2012 at Santa Fe, New Mexico, before Examiner David K. Brooks.

NOW, on this 18th day of December, 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) COG Operating LLC ("Applicant"), seeks approval of a non-standard 160-acre oil spacing and proration unit and project area ("the Unit") in the San Andres and Yeso formations [Penasco Draw-San Andres-Yeso Associated Pool (Pool Code 50270)] consisting of the N/2 of the N/2 (Units A, B, C and D) of Section 1, Township 19 South, Range 25 East, NMPM, in Eddy County, New Mexico. Applicant further seeks an order pooling all uncommitted interests in the Unit in the Penasco Draw-San Andres-Yeso Associated Pool.

(3) The Unit is to be dedicated to Applicant's Clydesdale 1 Fee Well No. 1H ("the proposed well"), a horizontal well to be drilled from a surface location 380 feet from the North line and 150 feet from the East line (Unit A) of Section 1 to a standard terminus, or bottomhole location, 380 feet from the North line and 330 feet from the West line (Unit D) of Section 1. The entire completed interval of the proposed well will

be within the prescribed setbacks from the outer boundaries of the project area, so that the well's location will be orthodox.

(4) Spacing in the Penasco Draw-San Andres-Yeso Associated Pool is governed by statewide Rule 15.9.A, 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 to the effect that:

(a) this area is suitable for development by horizontal drilling, with horizontal oriented either north-south or east-west, with no particular advantage to either orientation; and

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

(6) No other party appeared at the hearing, or otherwise opposed 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 some unlocated owners in the Unit. Accordingly, provision should be made to escrow funds for the account of such owners.

(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) COG Operating LLC 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 \$5,000 per month while drilling and \$550 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) All lands included in the Unit are fee lands.

IT IS THEREFORE ORDERED THAT:

(1) A non-standard 160-acre oil spacing and proration unit (the Unit) is hereby established in the Penasco-San Andres-Yeso Associated Pool (Pool Code 50270), consisting of the N/2 N/2 of Section 1, Township 19 South, Range 25 East, NMPM, in Eddy County, New Mexico.

(2) Pursuant to the application of COG Operating LLC, all uncommitted interests, whatever they may be, in the oil and gas in the Penasco-San Andres-Yeso Associated Pool underlying the Unit, are hereby pooled.

(3) The Unit shall be dedicated to Applicant's Clydesdale 1 Fee Well No. 1H ("the proposed well"), a horizontal well to be drilled from a surface location 380 feet from the North line and 150 feet from the East line (Unit A) of Section 1 to a standard terminus, or bottomhole location, 380 feet from the North line and 330 feet from the West line (Unit D) of Section 1.

(4) The operator of the Unit shall commence drilling the proposed well on or before December 25, 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 December 25, 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) COG Operating, LLC (OGRID 229137) 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 \$5,000 per month while drilling and \$550 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.

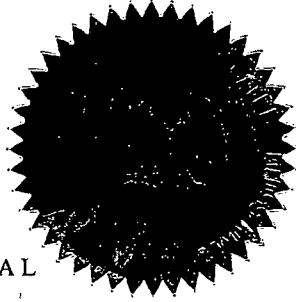
(17) Any unleased mineral interest shall be considered a seven-eighths (7/8) working interest and a one-eighth (1/8) royalty interest for the purpose of allocating costs and charges under this order. Any well costs or charges that are to be paid out of production shall be withheld only from the working 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) 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.



STATE OF NEW MEXICO
OIL CONSERVATION DIVISION

A handwritten signature in dark ink, appearing to read "Jami Bailey".

JAMI BAILEY
Director

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