

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

**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.**

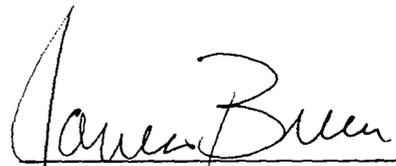
Case No. 14,883

AFFIDAVIT OF NOTICE

COUNTY OF SANTA FE)
) ss.
STATE OF NEW MEXICO)

James Bruce, being duly sworn upon his oath, deposes and states:

1. I am over the age of 18, and have personal knowledge of the matters stated herein.
2. I am an attorney for Nadel and Gussman Permian, L.L.C..
3. Nadel and Gussman Permian, L.L.C. has conducted a good faith, diligent effort to find the names and correct addresses of the offset operators or working interest owners entitled to receive notice of the application filed herein.
4. Notice of the application was provided to the offsets by certified mail. Copies of the notice letter and certified return receipts are attached hereto as Exhibit 1.
5. Applicant has complied with the notice provisions of Division Rules NMAC 19.15.4.9 and 19.15.4.12.C.



James Bruce

SUBSCRIBED AND SWORN TO before me this 20th day of March, 2013 by James Bruce.

My Commission Expires 10-22-13

 OFFICIAL SEAL KERRIE C. ALLEN Notary Public State of New Mexico My Commission Expires <u>10-22-13</u>
--



Notary Public

Oil Conservation Division
Case No. _____
Exhibit No. 12

JAMES BRUCE
ATTORNEY AT LAW

POST OFFICE BOX 1056
SANTA FE, NEW MEXICO 87504

369 MONTEZUMA, NO. 213
SANTA FE, NEW MEXICO 87501

(505) 982-2043 (Phone)
(505) 660-6612 (Cell)
(505) 982-2151 (Fax)

jamesbruc@aol.com

November 8, 2012

CERTIFIED MAIL – RETURN RECEIPT REQUESTED

To: Persons on Exhibit A

Ladies and gentlemen:

Enclosed are copies of four applications for non-standard units, *etc.*, filed with the New Mexico Oil Conservation Division by Nadel and Gussman Permian, L.L.C., regarding a well in the E½W½ of Section 24, Township 18 South, Range 26 East, N.M.P.M., Eddy County, New Mexico. This matter is scheduled for hearing at 8:15 a.m. on Thursday, November 29, 2012, at the Division's offices at 1220 South St. Francis Drive, Santa Fe, New Mexico 87505. **The Division requires applicant to notify offset operators or working interest owners of the non-standard unit portion of the application, and you offset one or more of the well units.** As an offset operator or lessee, you have the right to enter an appearance and participate in the case. Failure to appear will preclude you from contesting this matter at a later date.

You are required to notify (in writing) the Division, and the undersigned, by Wednesday, November 21, 2011 if you intend to participate in the hearing.

Very truly yours,



James Bruce

Attorney for Nadel and Gussman Permian, L.L.C.

EXHIBIT 1

EXHIBIT A

Yates Petroleum Corporation
105 South Fourth Street
Artesia, New Mexico 88201

OXY USA Inc.
5 Greenway Plaza
Houston, Texas 77046

Lime Rock Resources
Suite 4600
1111 Bagby Street
Houston, Texas 77002

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Yates Petroleum Corporation
105 South Fourth Street
Artesia, New Mexico 88201

2. Article Number (Transfer from service label) **7010 0780 0002 3932 3982**

PS Form 3811, February 2004

Domestic Return Receipt **UGP**

102595-02-M-1540

COMPLETE THIS SECTION ON DELIVERY

A. Signature Agent Addressee
J. Delgado

B. Received by (Printed Name) **J. Delgado** C. Date of Delivery **11-13-12**

D. Is delivery address different from item 1? Yes
If YES, enter delivery address below: No

3. Service Type
 Certified Mail Express Mail
 Registered Return Receipt for Merchandise
 Insured Mail C.O.D.

4. Restricted Delivery? (Extra Fee) Yes

U.S. Postal Service™

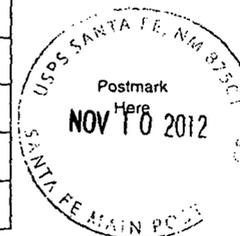
CERTIFIED MAIL™ RECEIPT

(Domestic Mail Only; No Insurance Coverage Provided)

For delivery information visit our website at www.usps.com

OFFICIAL USE

Postage \$ _____
 Certified Fee _____
 Return Receipt Fee (Endorsement Required) _____
 Restricted Delivery Fee (Endorsement Required) _____
 Total Postage & Fees \$ _____



7010 0780 0002 3932 3975

Sent To **OXY USA Inc.**
5 Greenway Plaza
Houston, Texas 77046

Street, Apt. No., or PO Box No.
 City, State, ZIP+4

PS Form 3800, August 2006

See Reverse for Instructions

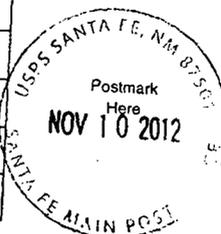
U.S. Postal Service™
CERTIFIED MAIL™ RECEIPT

(Domestic Mail Only; No Insurance Coverage Provided)

For delivery information visit our website at www.usps.com

OFFICIAL USE

Postage \$ _____
 Certified Fee _____
 Return Receipt Fee (Endorsement Required) _____
 Restricted Delivery Fee (Endorsement Required) _____
 Total Postage & Fees \$ _____



Sent To **Yates Petroleum Corporation**
105 South Fourth Street
Artesia, New Mexico 88201

Street, Apt. No., or PO Box No.
 City, State, ZIP+4

PS Form 3800, August 2006

See Reverse for Instructions

7010 0780 0002 3932 3982

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- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

OXY USA Inc.
5 Greenway Plaza
Houston, Texas 77046

2. Article Number (Transfer from service label)

7010 0780 0002 3932 3975

PS Form 3811, February 2004

Domestic Return Receipt **UGP**

102595-02-M-1540

COMPLETE THIS SECTION ON DELIVERY

A. Signature Agent Addressee
J. Delgado

B. Received by (Printed Name) _____ C. Date of Delivery _____

D. Is delivery address different from item 1? Yes
If YES, enter delivery address below: No

3. Service Type
 Certified Mail Express Mail
 Registered Return Receipt for Merchandise
 Insured Mail C.O.D.

4. Restricted Delivery? (Extra Fee) Yes

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Lime Rock Resources
Suite 4600
1111 Bagby Street
Houston, Texas 77002

2. Article Number

(Transfer from service label)

7010 0780 0002 3932 3968

PS Form 3811, February 2004

Domestic Return Receipt

NO P

102595-02-M-1540

COMPLETE THIS SECTION ON DELIVERY

A. Signature

X *Nick Patel* Agent
 Addressee

B. Received by (Printed Name) C. Date of Delivery

Nick Patel 11/13/12

D. Is delivery address different from item 1? Yes

If YES, enter delivery address below: No

Pat 213

3. Service Type

- Certified Mail Express Mail
- Registered Return Receipt for Merchandise
- Insured Mail C.O.D.

4. Restricted Delivery? (Extra Fee) Yes

7010 0780 0002 3932 3968

U.S. Postal Service™

CERTIFIED MAIL™ RECEIPT

(Domestic Mail Only; No Insurance Coverage Provided)

For delivery information visit our website at www.usps.com

OFFICIAL USE

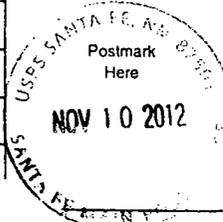
Postage \$

Certified Fee

Return Receipt Fee
(Endorsement Required)

Restricted Delivery Fee
(Endorsement Required)

Total Postage & Fees \$



Sent To Lime Rock Resources
Suite 4600
Street, Apt. No., or PO Box No. 1111 Bagby Street
Houston, Texas 77002
City, State, ZIP+4

PS Form 3800, August 2006

See Reverse for Instructions

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. 14883
ORDER NO. R-13698

APPLICATION OF NADEL AND GUSSMAN PERMIAN, L.L.C. FOR 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 1, 2012, and again at 8:15 a.m. on March 21, 2013, at Santa Fe, New Mexico, before Examiner David K. Brooks.

NOW, on this 12th day of April, 2013, 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 [Atoka-Glorieta-Yeso Pool (Pool Code 3250)] consisting of the E/2 of the W/2 (Units N, K, F and C) of Section 24, Township 18 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.
- (3) The Unit is to be dedicated to Applicant's Super Chief Well No. 1H ("the proposed well"), a horizontal well to be drilled from a surface location 250 feet from the South line and 1650 feet from the West line (Unit N) of Section 24 to a standard terminus, or bottomhole location, in the Yeso formation, 330 feet from the North line and 1650 feet from the West line (Unit C) of Section 24. The well's completed interval will

be entirely located with the applicable 330-foot setbacks from the outer boundaries of the Project Area.

(4) Spacing in the Atoka-Glorieta-Yeso Pool 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; and

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

(6) DHA, LLC; Yates Petroleum Corporation; Yates Industries, LLC; Yates Brothers; John A. Yates Trust for Peggy A. Yates; Martin Yates; Charborough Holdings, LLC; Charborough Energy, LLC; Legacy Royalty, LLC; and COG Operating LLC all appeared at the hearing through counsel, but these parties presented no evidence and did not oppose the 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 also many 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) 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."

IT IS THEREFORE ORDERED THAT:

(1) A non-standard 160-acre oil spacing and proration unit (the Unit) is hereby established in the Glorieta and Yeso formations [Atoka-Glorieta-Yeso Pool (Pool Code 3250)] consisting of the E/2 of the W/2 (Units N, K, F and C) of Section 24, Township 18 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 Super Chief Well No. 1H ("the proposed well"), a horizontal well to be drilled from a surface location 250 feet from the South line and 1650 feet from the West line (Unit N) of Section 24 to a standard terminus, or bottomhole location, in the Yeso formation, 330 feet from the North line and 1650 feet from the West line (Unit C) of Section 24. The well's completed interval will be entirely located within the applicable 330-foot setbacks from the outer boundaries of the Project Area.

(4) The operator of the Unit shall commence drilling the proposed well on or before April 15, 2014, 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 April 15, 2014, 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 19.1513.9 NMAC, the pooled unit created by this Order shall terminate, unless this order has been amended to authorize further operations.

(8) Nadel & Gussman Permian, L.L.C. (OGRID 155615) 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.

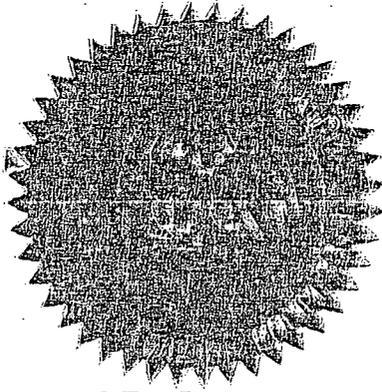
(17) Any unleased mineral interest shall be considered a seven-eighths ($7/8$) working interest and a one-eighth ($1/8$) royalty interest for the purpose of allocating costs and charges under this order. Any well costs or charges that are to be paid out of production shall be withheld only from the working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

A handwritten signature in cursive script, appearing to read "Jami Bailey".

JAMI BAILEY
Director