



NEW MEXICO ENERGY, MINERALS
& NATURAL RESOURCES DEPARTMENT

OIL CONSERVATION DIVISION
2040 South Pacheco Street
Santa Fe, New Mexico 87505
(505) 827-7131

AMENDED COMMINGLING ORDER CTB-399
(Second Amendment)

Bass Enterprises Production Company
P.O. Box 2760
Midland, Texas 79702

Attention: John R. Smitherman

The above named company is hereby authorized to commingle Southwest Poker Lake Delaware Pool (96047) production from the following leases:

Lease: Poker Lake Unit Well No.98 (Federal Lease No.NMNM-0506-A)
Description: SW/4 NW/4 of Section 30, Township 24 South, Range 31 East, and,

Lease: Poker Lake Unit Well No.128 (State Lease No.B-10685)
Description: NE/4 SW/4 of Section 36, Township 24 South, Range 30 East, and,

Lease: Poker Lake Unit Well No.139 (Federal Lease No.NM-030453)
Description: NW/4 SE/4 of Section 24, Township 24 South, Range 30 East, and,

Lease: Poker Lake Unit Delaware 'B' Participating Agreement
Description: All wells and locations described in Exhibit 'A' attached hereto.

all in Eddy County, New Mexico.

Production shall be allocated to each lease by separately metering the production from each lease prior to commingling.


NOTE: This installation shall be installed and operated in accordance with the applicable provisions of Rule 303 of the Division Rules and Regulations and the Division "Manual for the Installation and Operation of Commingling Facilities." It is the responsibility of the producer to notify the transporter of this commingling authority.

FURTHER: The operator shall notify the Artesia district office upon implementation of the commingling process.

REMARKS: Production shall be stored in the Poker Lake Unit No.78 tank battery facility located in Unit A, Section 25, Township 24 South, Range 30 East, NMPM, Eddy County, New Mexico.

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DONE at Santa Fe, New Mexico, on this 28th day of May, 1998


LORI WROTENBERY,
Division Director

LW/BES/kv

cc: Oil Conservation Division - Artesia
State Land Office - Oil & Gas Division
Bureau of Land Management - Carlsbad

EXHIBIT 'A'**POKER LAKE UNIT DELAWARE 'B' PARTICIPATING AGREEMENT****Wells Approved for Commingling - Amended Division Order CTB-399**

<i>Well Name & Number</i>	<i>Qtr/Qtr Section</i>	<i>Lease Number</i>
Poker Lake Unit No.78	NE/4 NE/4, Section 25	LC-061705-B
Poker Lake Unit No.80	SW/4 SW/4, Section 19	LC-061705-B
Poker Lake Unit No.82	SE/4 SE/4, Section 24	NM-030453
Poker Lake Unit No.83	NW/4 NW/4, Section 30	NM-0506-A
Poker Lake Unit No.84	SW/4 NE/4, Section 36	B-10685 - State Lease
Poker Lake Unit No.85	SE/4 SE/4, Section 25	LC-061705-B
Poker Lake Unit No.86	NW/4 SW/4, Section 19	LC-061705-B
Poker Lake Unit No.87	NW/4 NE/4, Section 25	LC-061705-B
Poker Lake Unit No.89	SW/4 NE/4, Section 25	LC-061705-B
Poker Lake Unit No.92	NE/4 SE/4, Section 24	NM-030453
Poker Lake Unit No.93	SE/4 NE/4, Section 24	NM-030453
Poker Lake Unit No.100	SE/4 SE/4, Section 24	NM-030456
Poker Lake Unit No.103	SE/4 NW/4, Section 25	LC-061705-B
Poker Lake Unit No.105	NW/4 NE/4, Section 36	E2206 - State Lease
Poker Lake Unit No.106	NE/4 SW/4, Section 25	NM-030456
Poker Lake Unit No.108	NW/4 SE/4, Section 25	NMNM157779
Poker Lake Unit No.111	SW/4 SE/4, Section 25	NMNM157779
Poker Lake Unit No.114	SE/4 NW/4, Section 36	B-10685 - State Lease
Poker Lake Unit No.115	NE/4 NW/4, Section 26	B-10685 - State Lease
Poker Lake Unit No.118	SE/4 SW/4, Section 25	LC-061705-A

All located in Township 24 South, Range 30 East,
Except Well Nos.80 and 86 in Range 31 East, NMPM, Eddy County, New Mexico.