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APPEARANCES

FOR APPLICANT MATADOR PRODUCTION COMPANY:

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1 (3:09 p.m.)

2 EXAMINER McMILLAN: Calling 20592?

3 MR. BRUCE: Yes, sir.

4 EXAMINER McMILLAN: Let me find the file.

5 Is that combined?

6 MR. BRUCE: No. They're two separate

7 Matador cases.

8 EXAMINER McMILLAN: I would like to call

9 Case 20592, application of Matador Production Company

10 for compulsory pooling, Eddy County, New Mexico.

11 Call for appearances.

12 MR. BRUCE: Mr. Examiner, Jim Bruce of

13 Santa Fe representing the Applicant.

14 I have two witnesses.

15 EXAMINER McMILLAN: Okay.

16 Any other appearances?

17 Get sworn in.

18 (Mr. Helbing and Mr. Collier sworn.)

19 ROBERT HELBING,

20 after having been first duly sworn under oath, was

21 questioned and testified as follows:

22 DIRECT EXAMINATION

23 BY MR. BRUCE:

24 Q. Would you please state your name for the record

25 and who you're employed by and in what capacity?

1           A.    Robert Helbing.  I work for Matador Resources  
2 Company.  I'm a landman.

3           **Q.    Have you previously testified before the**  
4 **Division?**

5           A.    No.

6           **Q.    Well, let's start going through your**  
7 **educational and employment background.  Where did you**  
8 **get your undergraduate degree?**

9           A.    I got my energy commerce degree from Texas Tech  
10 University, graduated in May 2018.

11          **Q.    And what did you do thereafter?**

12          A.    I immediately came to work full time with  
13 Matador and also spent a summer interning with Matador  
14 in 2017.

15          **Q.    And during that time, have you always been**  
16 **working as a landman with responsibility in Eddy and Lea**  
17 **Counties, New Mexico?**

18          A.    Yes.

19          **Q.    Are you a member of any professional**  
20 **organizations?**

21          A.    Yes, PBLA and AAPL.

22          **Q.    And as part of your employment with Matador,**  
23 **are you also required to participate in at least 40**  
24 **hours of continuing education each year?**

25          A.    Yes.

1           **Q.    Are you familiar with the application filed in**  
2 **this case?**

3           A.    Yes.

4           **Q.    And are you familiar with the status of the**  
5 **lands in this case?**

6           A.    Yes.

7                         MR. BRUCE:  Mr. Examiner, I tender  
8 Mr. Helbing as an expert petroleum landman.

9                         EXAMINER McMILLAN:  I just want you to know  
10 I've got my priorities in life set right.  At  
11 Thanksgiving, I'm going to see Tech play basketball.

12                        THE WITNESS:  Good choice.

13                        MR. BRUCE:  Who are they playing?

14                        EXAMINER McMILLAN:  They're playing in a  
15 tournament in Vegas.

16           **Q.    (BY MR. BRUCE) Let's turn to Exhibit Number 1,**  
17 **Mr. Helbing.  Does this exhibit show the unit Matador**  
18 **seeks to pool in the application?**

19           A.    Yes.

20           **Q.    And what is the acreage description?**

21           A.    It is the east half 320 acres of Sections 28,  
22 23 South, 29 East, Eddy County.

23           **Q.    And are you seeking to force pool the Wolfcamp**  
24 **Formation?**

25           A.    Yes.

1           **Q.    What type of lands are involved with this**  
2 **application?**

3           A.    It's federal lands, so two separate federal  
4 leases.

5           **Q.    And they're highlighted in different colors on**  
6 **this plat?**

7           A.    Yes.

8           **Q.    Are there any depth severances in the Wolfcamp**  
9 **Formation in this well unit?**

10          A.    No.

11          **Q.    Move on to Exhibit 2. Can you identify -- I**  
12 **believe it's in two parts. Can you identify Exhibits 2A**  
13 **and 2B?**

14          A.    Yes. These are the draft C-102s for the  
15 Anderson Laing Fed Com 208H and 228H, again outlining  
16 the east half of the 320 stand-up spacing unit.

17          **Q.    And are these wells in the Purple Sage;**  
18 **Wolfcamp Gas Pool?**

19          A.    Yes.

20          **Q.    And will the completed interval in each well**  
21 **comply with the setback requirements in the special pool**  
22 **rules?**

23          A.    Yes.

24          **Q.    And is 2B simply the plat for the 228 well?**

25          A.    Yes. Correct.

1           **Q.    Is the 228 a slightly deeper target than the**  
2 **Wolfcamp?**

3           A.    It is.

4           **Q.    What is Exhibit 3?**

5           A.    This is a summary of the interests in the unit  
6 showing that we're just seeking to pool XTO's 50 percent  
7 interest.

8           **Q.    We'll get to your proposal letters in a while,**  
9 **but has Matador been in contact with XTO?**

10          A.    Yes.

11          **Q.    What is the status of those discussions?**

12          A.    We're actively working on the -- voluntary  
13 joinder, working on the JOA between the two parties.

14          **Q.    Okay.  And if you reach agreement on that, will**  
15 **you notify the Division so that XTO will not be subject**  
16 **to a pooling order?**

17          A.    Yes.

18          **Q.    What is -- there is a second page under Exhibit**  
19 **3.  What is that?**

20          A.    This second page is a list of the overriding  
21 royalty interest owners in the unit.

22          **Q.    And do you seek to pool them?**

23          A.    Yes.

24          **Q.    For communitization purposes?**

25          A.    Yes, sir.

1 Q. And what are Exhibits 4A and B?

2 A. These are copies of the well proposals that  
3 were sent to XTO Holdings with a copy of the AFEs for  
4 the 208H and 228H attached.

5 Q. And did each letter contain or include an AFE  
6 for each of the wells?

7 A. Yes.

8 Q. Just looking at the AFEs, what are the  
9 approximate costs of the two wells?

10 A. For the Anderson Laing 208H, the approximate  
11 cost listed is 7,805,007. And flipping to B, the  
12 approximate cost for the Anderson Laing 228H is  
13 8,236,305.

14 Q. And that well is somewhat deeper than the 208  
15 well; is that correct?

16 A. Yes.

17 Q. And are the costs reflected on the two AFEs  
18 fair and reasonable and consistent with the costs of  
19 other similar wells drilled by Matador and other  
20 operators in this area?

21 A. Yes.

22 Q. What overhead rates do you request?

23 A. We're requesting 8,000 per month drilling and  
24 800 per month producing.

25 Q. And are these costs similar to what other

1 operators in this area charge for wells of this type?

2 A. Yes.

3 Q. And are these the costs that are also proposed  
4 in the JOA?

5 A. Yes.

6 Q. Do you request that these overhead rates be  
7 adjusted as provided by the COPAS accounting procedure?

8 A. Yes.

9 Q. And did you inform me of the names to notice  
10 for this hearing?

11 A. Yes, I did.

12 Q. And is Exhibit 5 my Affidavit of Notice to the  
13 working interest owner and the overriding royalty  
14 interest owners in this well?

15 A. Yes.

16 Q. Now, there were a couple of returned envelopes,  
17 Primavera Resources and the Curtis Neeley Management  
18 Trust. Apparently, those are unlocatable interests?

19 A. Yes. So those addresses we have are -- field  
20 brokers run title out there, and they check public  
21 records and give us a list of what people need to be --  
22 the current addresses for all the parties.

23 Q. Okay. Check the public records. And do this  
24 commonly check Internet records?

25 A. Yes. They'll also check Internet, so forth.

1           Q.    And based on what you've told me, has Matador  
2 either made a good-faith effort to obtain the voluntary  
3 joinder of owners in the well or to locate those  
4 interest owners?

5           A.    Yes.

6                         MR. BRUCE:  And, Mr. Examiner, at the back  
7 page of Exhibit 5 is the Affidavit of Publication in the  
8 Carlsbad newspaper.  That shows that all the interest  
9 owners also received publication notice.

10          Q.    (BY MR. BRUCE) Do you request that Matador  
11 Production Company be designated operator of the well?

12          A.    Yes.

13          Q.    And do you request the maximum cost plus 200  
14 percent risk charge if XTO does not voluntarily join in  
15 the well?

16          A.    Yes.

17          Q.    And in your opinion, will the granting of this  
18 application be in the interest of conservation and the  
19 prevention of waste?

20          A.    Yes.

21          Q.    And were Exhibits 1 through 5 either prepared  
22 by you or compiled under your direction and supervision  
23 or compiled from company business records?

24          A.    Yes.

25                         MR. BRUCE:  Mr. Examiner, I move the

1 admission of Exhibits 1 through 5.

2 EXAMINER McMILLAN: Exhibits 1 through 5  
3 may now be accepted as part of the record.

4 (Matador Production Company Exhibit Numbers  
5 1 through 5 are offered and admitted into  
6 evidence.)

7 MR. BRUCE: One thing. I did ask that  
8 Mr. Helbing be recognized as an expert petroleum  
9 landman. I don't know if you ruled.

10 EXAMINER McMILLAN: So qualified.

11 MR. BRUCE: And I have no further questions  
12 for the witness.

13 CROSS-EXAMINATION

14 BY EXAMINER MURPHY:

15 **Q. Tab 3, the Summary of Interests, Matador has 50**  
16 **percent interest?**

17 A. Yes, ma'am. Matador has a lease that covers in  
18 that east half of Section 28, the east half-east half,  
19 and XTO has the west half-east half.

20 **Q. And so they have the other 50 percent?**

21 A. Yes, ma'am. So these add up to 100 percent.

22 **Q. And you have talked to them?**

23 A. Yes. We're talking with them right now and  
24 actively working on a JOA with them. I spoke with their  
25 landman before coming out here, and they mentioned they

1 didn't have any problems with that, help move everything  
2 along.

3 Q. Why didn't they help move it along and you  
4 wouldn't be here?

5 And so the one well is a tad deeper, 1,000  
6 feet more?

7 A. Yes. The 228H, yes, ma'am.

8 Q. And it's the same pad?

9 A. Yes, ma'am.

10 Q. Okay.

11 CROSS-EXAMINATION

12 BY EXAMINER COSS:

13 Q. Well, now I have questions.

14 So this Tab Exhibit 3 here, it says that  
15 between these two owners that's 100 percent. What is on  
16 the next page?

17 A. Those are just overriding royalty interest  
18 owners.

19 Q. Can you explain to me what that means?

20 A. They don't have a working interest in the unit,  
21 but --

22 MR. BRUCE: It's a non-cost-bearing  
23 interest carved out of the working interest, and it's  
24 necessary to join them in for purposes of a pooling  
25 designation order or communitization agreement.

1 Q. (BY EXAMINER COSS) I had one more question.

2 Those are all my questions. Thank you.

3 EXAMINER McMILLAN: Do you have anything?

4 CROSS-EXAMINATION

5 BY EXAMINER BRANCARD:

6 Q. So does a special pool order require 320

7 minimum?

8 MR. BRUCE: The Purple Sage; Wolfcamp Gas  
9 Pool is spaced on 320 acres with 330-foot setbacks.

10 EXAMINER BRANCARD: So it's a gas pool?

11 MR. BRUCE: Yes.

12 EXAMINER BRANCARD: Thanks.

13 EXAMINER COSS: Does it matter if you're  
14 intending to extract gas from these wells, not oil?

15 MR. BRUCE: The geologist can tell you, but  
16 it produces both oil and gas. Depending on where you  
17 complete in the Wolfcamp, it might be more oily or more  
18 gassy.

19 EXAMINER COSS: Does it matter if you  
20 intend to produce oil from it --

21 EXAMINER McMILLAN: Well, that's -- that's  
22 an ugly mess.

23 MR. BRUCE: We don't want to talk about  
24 that.

25 (Laughter.)

1 EXAMINER McMILLAN: Yeah, we don't want to  
2 talk about that.

3 If a well produces any -- if a well  
4 produces any gas from a gas pool, it's considered a gas  
5 well.

6 EXAMINER COSS: Okay. But they're --

7 EXAMINER McMILLAN: Right. So --

8 MR. BRUCE: In this formation, they will  
9 produce both.

10 EXAMINER MURPHY: This is a special one.

11 EXAMINER McMILLAN: Yeah. This is a  
12 special one. That's what you have to realize about  
13 drilling rights.

14 EXAMINER COSS: Seems like everyone is  
15 special.

16 EXAMINER MURPHY: There you go.

17 (Laughter.)

18 EXAMINER BRANCARD: So this would be --  
19 this would be a -- this would be a standard horizontal  
20 spacing unit for a horizontal gas well.

21 MR. BRUCE: It would actually be a  
22 standard --

23 EXAMINER McMILLAN: Spacing unit.

24 MR. BRUCE: -- spacing unit for a vertical  
25 gas well.

1 EXAMINER McMILLAN: Yeah.

2 EXAMINER COSS: Is the intent to capture  
3 and sell gas?

4 MR. BRUCE: Hardly. Hardly. Sure. It  
5 pays the bills.

6 EXAMINER McMILLAN: These operations.

7 Okay. Thanks.

8 THE WITNESS: Thank you.

9 CLARK COLLIER,

10 after having been previously sworn under oath, was  
11 questioned and testified as follows:

12 DIRECT EXAMINATION

13 BY MR. BRUCE:

14 **Q. Would you please state your name and city of**  
15 **residence for the record?**

16 A. My name is Clark Collier. I live in Dallas,  
17 Texas.

18 **Q. Who do you work for and in what capacity?**

19 A. I work for Matador Resources Company as a  
20 geologist.

21 **Q. And Matador Resources and Matador Petroleum are**  
22 **related entities; is that correct?**

23 A. Yes, sir.

24 **Q. How long have you been with Matador?**

25 A. For -- I guess since the spring of 2015, so

1 three or four years.

2 Q. What are your responsibilities in the Permian  
3 Basin?

4 A. I work on a team who manages the development  
5 and acquisition of properties in Eddy and Lea Counties.

6 Q. Have you previously testified before the  
7 Division?

8 A. I have.

9 Q. And were your credentials as an expert  
10 petroleum geologist accepted as a matter of record?

11 A. Yes.

12 Q. Were your credentials -- excuse me.

13 And are you familiar with the application  
14 filed in this case?

15 A. Yes.

16 Q. And have you conducted a geologic study of the  
17 lands that are the subject of this application?

18 A. Yes.

19 MR. BRUCE: Mr. Examiner, I tender  
20 Mr. Collier as an expert petroleum geologist.

21 EXAMINER McMILLAN: So qualified.

22 Q. (BY MR. BRUCE) Mr. Collier, what is Exhibit 6?

23 A. This is the locator map identifying the project  
24 area for the Anderson Laing wells in Eddy County.

25 Q. And what is Exhibit 7?

1           A.    This is a structure map on the top of the  
2    Wolfcamp, and you can see our project area highlighted  
3    in yellow.  And we've indicated where the wellbore  
4    locations are.  In this case there is only one well  
5    there because the wellbores are stacked.  You can see  
6    the contour intervals are in 50-foot increments, and  
7    they're dipping gently to the east at about 1 to 2  
8    degrees.  I've also indicated the control points.  Those  
9    black dots with the Z values and negative subsea values  
10   should correlate with the structure map.  I've also  
11   indicated offset well -- offset Wolfcamp producers that  
12   are highlighted in orange on this map.

13           **Q.    And all the nearby wells are stand-up wells?**

14           A.    They are in this case.  Yes.

15           **Q.    But in this general area, there are a lot of**  
16   **lay-down wells also; is that correct?**

17           A.    There are, yes, if you were to extend out this  
18   map.  And we have drilled a lot of lay-down wells a few  
19   miles to the east -- excuse me -- to the west.

20           **Q.    So it appears in this place -- in this area --**  
21   **in this immediate area that stand-up wells are favored,**  
22   **but there is really no firm conviction either way in the**  
23   **Wolfcamp in this general area?**

24           A.    I would agree with that.

25           **Q.    Is there any faulting in this area?**

1 A. Not to our knowledge.

2 **Q. Are there any pinch-outs in the Wolfcamp?**

3 A. Not to our knowledge.

4 **Q. And do you see any other geologic impediments**  
5 **to drilling horizontal wells in this area?**

6 A. No.

7 **Q. What is Exhibit 8?**

8 A. This exhibit is a copy of the map -- the  
9 structure map from the previous exhibit, but in this  
10 case, we're highlighting the three-well cross section  
11 that will be on the next exhibit. So it's from A to A  
12 prime, roughly from south to north through the Laguna  
13 Grande Unit #1, Cochiti 28 Federal 1 and the Laguna  
14 Salado South Unit #1.

15 **Q. Are these logs from older deeper gas wells?**

16 A. Yes. I believe -- I believe so. I actually  
17 don't know what formations they're produced from, but  
18 they cover our zone of interest.

19 **Q. Probably Morrow gas wells?**

20 A. Probably.

21 **Q. And do these well logs which -- moving on to**  
22 **Exhibit 9, do they, in your opinion, accurately reflect**  
23 **the Wolfcamp Formation in this area?**

24 A. Yes, sir.

25 **Q. Could you discuss the cross section for the**

1 **examiner?**

2 A. Sure. So this cross section -- I believe it's  
3 Exhibit 10; is that right? Exhibit 9. Sorry.

4 **Q. 9.**

5 A. So this is that three-well section. And as you  
6 can see, we've indicated the top of the Wolfcamp and the  
7 base of the Wolfcamp. The well in the middle actually  
8 didn't penetrate or at least the logs didn't cover the  
9 entirety of the Wolfcamp, but it did cover our Wolfcamp  
10 A zone there, so we include it in this cross section.  
11 We've also highlighted the two intervals that we're  
12 interested in in drilling here. So we have a Wolfcamp A  
13 zone at the top and then our deeper what we call the  
14 Wolfcamp B zone at the bottom.

15 **Q. Is that an approximately 1,000 feet difference?**

16 A. It is.

17 **Q. And is each of the zones you intend to test in**  
18 **the Wolfcamp continuous across the length of the**  
19 **wellbore?**

20 A. Yes, they are.

21 **Q. And in your opinion, will each quarter section**  
22 **in the well unit contribute more or less equally to**  
23 **production from each well?**

24 A. Yes.

25 **Q. And from a geologic perspective, can the**

1 acreage be efficiently and economically developed by  
2 horizontal wells?

3 A. Yes.

4 Q. And finally, what is shown on Exhibit 10?

5 A. So this is a wellbore schematic showing the  
6 Anderson Laing #208H, and we've indicated the  
7 surface-hole location, as well as the boundaries for the  
8 project area. And we are showing that we will be  
9 abiding by the setbacks as per the Purple Sage Pool.

10 Q. In your opinion, will the granting of this  
11 application be in the interest of conservation and the  
12 prevention of waste?

13 A. Yes.

14 Q. And were Exhibits 6 through 10 prepared by you  
15 or under your supervision?

16 A. Yes.

17 MR. BRUCE: Mr. Examiner, I move the  
18 admission of Exhibits 6 through 10.

19 EXAMINER McMILLAN: Exhibits 6 through 10  
20 may now be accepted as part of the record.

21 (Matador Production Company Exhibit Numbers  
22 6 through 10 are offered and admitted into  
23 evidence.)

24 MR. BRUCE: I have no further questions of  
25 the witness.

CROSS-EXAMINATION

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BY EXAMINER MURPHY:

**Q. On Exhibit 9, Wolfcamp A and B --**

A. Yes, ma'am.

**Q. -- and you have a target interval in red?**

A. Yes.

**Q. How thick is that? About 75 feet or no? I can't tell. I'm sorry.**

A. Right. So are you asking about the -- both of them in this case?

**Q. Yeah. Yeah.**

A. Okay. So we've highlighted kind of a general target for what we target in the A.

And then in the B, I think I probably have about 100 feet covered there on the bottom, maybe 50 feet up there, 50 to 75 feet on the -- on the top. When we actually get to drilling -- we'll focus in on a narrower target when we drill the well, probably about 20 to 40 feet on both of those.

**Q. So is that a sandstone?**

A. The upper target in the Wolfcamp A, our primary target there is a sandstone, but the Wolfcamp B is primarily a shale.

**Q. Okay.**

## CROSS-EXAMINATION

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BY EXAMINER COSS:

**Q. What other -- and maybe this is common knowledge and practice in the basin, but what other attributes of those logs makes you hone in on those two zones?**

A. So the porosity track is on the far right. And on the logs that show porosity over our target intervals, we're highlighted a 10 percent cutoff in red. So you might have to squint and zoom in there, but we generally see a higher porosity in those zones. The sandstones that continue through the Wolfcamp A in the area, we call those the X and the Y. Sometimes you see a Z sand. We've drilled numerous wells in those zones, and they're some of our best. So we believe those sand packages carry higher relative porosity and permeability and act as very good reservoirs that get charged by the surrounding source rock in the Wolfcamp.

And then the deeper Wolfcamp B wells, primarily a shale. It's high TOC, a very good source rock. And, again, we've -- we've drilled a lot of wells in that zone, and they've been economic, successful wells for us.

**Q. And what happens when you go into -- it looks like there are sands above and below that zone. What**

1 **happens if you go into those?**

2 A. In the sands above and below the -- which  
3 target?

4 **Q. The lower one.**

5 A. The lower one? So the lower gamma ray there, I  
6 don't believe those are sandstones. There is a lot of  
7 carbonate debris deposits in the -- in the Wolfcamp B,  
8 and those tend to read lower on the gamma ray. I assume  
9 that's what you're seeing there. Yeah. And it also has  
10 a higher resistivity signature, and the porosity drops  
11 as well. So those are -- those are tighter carbonate --

12 **Q. Those are limestones?**

13 A. Those are limestones. Yes, sir.

14 **Q. Okay. Did you hang this cross section on any**  
15 **interval.**

16 A. This is a structural cross section, so it's  
17 just hung on zero subsea.

18 **Q. Okay. And do you have any hypotheses on why**  
19 **it's gas -- more gas rich in the area versus oil rich**  
20 **and what type of marker you're seeing to suggest that?**

21 A. So why is the Wolfcamp gassier in Eddy County?  
22 Is that -- is that your question?

23 **Q. Yeah.**

24 A. So I think it has to do with the regional  
25 heat -- the heat flow, and Eddy County seems to be

1 higher than it is in Lea County. So that might have to  
2 do with -- it's kind of -- it's a broader tectonic  
3 explanation, I guess, if you want to go -- go down that  
4 route. But we believe that there is a higher thermal  
5 maturity on -- in -- on the west side of the basin than  
6 the east side. So the source rock is just more mature.  
7 There's been more gas that's been expelled into the --  
8 into the reservoirs.

9 Q. Okay. I know that's kind of -- I don't know  
10 that it has any bearing on what we're talking about.

11 Oh, and third on this well design, the 10A,  
12 it seems as though the well pad -- I don't know if this  
13 is oriented. It veers to the right of the page and back  
14 on the left. Is that intentional?

15 A. Okay. The back-build?

16 Q. Uh-huh.

17 A. Is that what you're -- yes. That's a technique  
18 we usually employ in our wells. It allows us to  
19 maximize our horizontal length within the setback area.  
20 So we actually won't produce behind that dashed line,  
21 which is at the edge of the -- which is the setback. So  
22 we just back-build as far as we can without getting off  
23 of our lease, and that way we can maximize the  
24 producible horizontal length.

25 Q. Thank you. Those are all my questions.

1 MR. BRUCE: I have nothing further to  
2 present, Mr. Examiner. I'd ask that the matter be taken  
3 under advisement.

4 EXAMINER McMILLAN: Case Number 20592 shall  
5 be taken under advisement.

6 Thank you.

7 (Case Number 20592 concludes, 3:34 p.m.)

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1 STATE OF NEW MEXICO  
2 COUNTY OF BERNALILLO

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4 CERTIFICATE OF COURT REPORTER

5 I, MARY C. HANKINS, Certified Court  
6 Reporter, New Mexico Certified Court Reporter No. 20,  
7 and Registered Professional Reporter, do hereby certify  
8 that I reported the foregoing proceedings in  
9 stenographic shorthand and that the foregoing pages are  
10 a true and correct transcript of those proceedings that  
11 were reduced to printed form by me to the best of my  
12 ability.

13 I FURTHER CERTIFY that the Reporter's  
14 Record of the proceedings truly and accurately reflects  
15 the exhibits, if any, offered by the respective parties.

16 I FURTHER CERTIFY that I am neither  
17 employed by nor related to any of the parties or  
18 attorneys in this case and that I have no interest in  
19 the final disposition of this case.

20 DATED THIS 13th day of September 2019.

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23 MARY C. HANKINS, CCR, RPR  
24 Certified Court Reporter  
New Mexico CCR No. 20  
Date of CCR Expiration: 12/31/2019  
Paul Baca Professional Court Reporters

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