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March 15, 2011

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

Dear Florene:

Enclosed for filing, on behalf of Nadel and Gussman Permian, L.L.C., are an original and one copy of an application for compulsory pooling, etc., together with a proposed advertisement. The advertisement has also been e-mailed to the Division. Please set this matter for the April 14, 2011 Examiner hearing. Thank you.

Very truly yours,



James Bruce

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

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Case 14624

Parties Being Pooled

Joe Marion Bohannon

Fred Bohannon

Marvin J. Bohannon

Marianne Bohannon Jost

Lynette Layton Childrens Trust

Mary Loiuse Hubbart

Brian Scott Manning

Gail McCleave

Patsy Madden Carmoney

Nearburg Exploration Company, LLC

Yates Petroleum Corporation

BEFORE THE NEW MEXICO OIL CONSERVATION DIVISION

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.

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Case No. 14624

APPLICATION

Nadel and Gussman Permian L.L.C. applies for an order (i) approving a non-standard oil spacing and proration unit in the Glorieta-Yeso formation in the E $\frac{1}{2}$ W $\frac{1}{2}$ of Section 7, Township 19 South, Range 26 East, N.M.P.M., Eddy County, New Mexico, and (ii) pooling all mineral interests from the surface to the top of the Glorieta-Yeso formation in the NE $\frac{1}{4}$ NW $\frac{1}{4}$ of Section 7, and in the Glorieta-Yeso formation underlying the non-standard unit, and in support thereof, states:

1. Applicant is an interest owner in Section 7, and has the right to drill a well thereon.
2. Applicant proposes to drill the Long Branch Well No. 2 to a depth sufficient to test the Glorieta-Yeso formation. Applicant seeks to dedicate (i) the NE $\frac{1}{4}$ NW $\frac{1}{4}$ of Section 7 to the well to form a standard 40 acre oil spacing and proration unit, and (ii) the E $\frac{1}{2}$ W $\frac{1}{2}$ of Section 7 to the well to form a non-standard 160 acre oil spacing and proration unit (project area), for any formations and/or pools developed on 40 acre spacing within that vertical extent. The well is a horizontal well with a surface location in the NE $\frac{1}{4}$ NW $\frac{1}{4}$, and a terminus in the SE $\frac{1}{4}$ SW $\frac{1}{4}$, of Section 7.
3. Applicant has in good faith sought to obtain the voluntary joinder of all other mineral interest owners in the E $\frac{1}{2}$ W $\frac{1}{2}$ Section 7 for the purposes set forth herein.

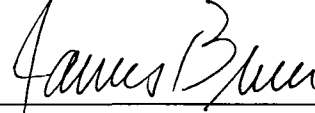
4. Although applicant attempted to obtain voluntary agreements from all mineral interest owners to participate in the drilling of the wells or to otherwise commit their interests to the wells, certain interest owners have failed or refused to join in dedicating their interests. Therefore, applicant seeks an order pooling all mineral interest owners in the E $\frac{1}{2}$ W $\frac{1}{2}$ Section 7, pursuant to NMSA 1978 §§70-2-17, 18.

5. Approval of the non-standard unit and the pooling of all mineral interests underlying the E $\frac{1}{2}$ W $\frac{1}{2}$ Section 7 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. Approving a non-standard oil spacing and proration unit (project area) in the Glorieta-Yeso formation in the E $\frac{1}{2}$ W $\frac{1}{2}$ of Section 7;
- B. Pooling all mineral interests (i) in the NE $\frac{1}{4}$ NW $\frac{1}{4}$ of Section 7, and (ii) the E $\frac{1}{2}$ W $\frac{1}{2}$ of Section 7, from the surface to the base of the Glorieta-Yeso formation;
- C. Designating applicant as operator of the well;
- E. Considering the cost of drilling and completing the well, and allocating the costs 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 and completing the well in the event a working interest owner elects not to participate in the well.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "James Bruce", written over a horizontal line.

James Bruce
Post Office Box 1056
Santa Fe, New Mexico 87504
(505) 982-2043

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

PROPOSED ADVERTISEMENT

Case No. 14624 :

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. Applicant seeks an order approving a 160-acre non-standard oil spacing and proration unit (project area) in the Glorieta-Yeso formation comprised of the E/2W/2 of Section 7, Township 19 South, Range 26 East, NMPM. Applicant further seeks the pooling of all mineral interests (i) from the surface to the top of the Glorieta-Yeso formation in the NE/4NW/4 of Section 7, and (ii) the Glorieta-Yeso formation underlying the non-standard spacing and proration unit (project area), for all pools or formations developed on 40 acre spacing within that vertical extent. The units are to be dedicated to the Long Branch Well No. 2, a horizontal well with a surface location in the NE/4NW/4, and a terminus in the SE/4SW/4, of Section 7. Also to be considered will be the cost of drilling and completing the well and the allocation of the cost thereof, as well as actual operating costs and charges for supervision, designation of applicant as operator of the well, and a 200% charge for the risk involved in drilling and completing the well. The units are located approximately 4 miles northwest of Lakewood New Mexico.

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