

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

2012 JUL 16 P 1:51

**IN THE MATTER OF THE HEARING CALLED
BY THE OIL CONSERVATION COMMISSION
FOR THE PURPOSE OF CONSIDERING:**

**APPLICATION OF CIMAREX ENERGY CO. OF
COLORADO FOR A NON-STANDARD OIL SPACING
AND PRORATION UNIT, AN UNORTHODOX WELL
LOCATION, AND COMPULSORY POOLING, LEA
COUNTY, NEW MEXICO.**

**Case No. 14,764 (*de novo*)
Order No. R-13533**

MOTION TO DISMISS

Cimarex Energy Co. ("Cimarex") moves the Commission for an order dismissing the appeal *de novo*, and in support thereof, states:

1. Division Order No. R-13533 (i) approved a 160-acre non-standard oil spacing and proration unit (project area) in the Bone Spring formation comprised of the E/2E/2 of Section 33, Township 19 South, Range 34 East, NMPM, and (ii) pooled all uncommitted mineral interests in the Bone Spring formation underlying the E/2E/2 of Section 33. The well unit is dedicated to the Chaparral 33 Fed. Com. Well No. 3, a horizontal well to be drilled at a surface location in the NE/4NE/4, with a terminus in the SE/4SE/4, of Section 33.

2. Order No. R-13533 pooled a number of people, including Tom Beall, Carolyn Beall, and Fuel Products, Inc., who are working interest owners in the well unit.

3. At the Examiner hearing, Tom Beall, Carolyn Beall, Fuel Products, Inc., Pear Resources, and Gardenia Investments, Ltd. entered appearances in the case before the Examiner, and have appealed Order No. R-13533 to the Commission.

4. Applicant requests that the appeal be dismissed, for the following reasons:

(a) Subsequent to the entry of Order No. R-13533, Tom Beall, Carolyn Beall, and Fuel Products, Inc. signed Cimarex's operating agreement, and thus are no longer subject to Order No. R-13533. **See Exhibit A** (the affidavit of Mark Compton).

(b) Pear Resources and Gardenia Investments, Ltd. do not working interests in the well unit, and hence are not subject to Order No. R-13533. **Id.**

5. For the foregoing reasons, the appeal is moot.
6. Opposing counsel does not concur in this motion.

WHEREFORE, Cimarex requests that the appeal be dismissed.

Respectfully submitted,



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

Attorney for Cimarex Energy Co. of
Colorado

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing pleading was served upon the following counsel of record this 16th day of July, 2012 by facsimile transmission and U.S. Mail:

Adam G. Rankin
Holland & Hart LLP
P.O. Box 2208
Santa Fe, New Mexico 87504
(505) 983-6043



James Bruce

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

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Case No. 14,764 (*de novo*)
Order No. R-13533

AFFIDAVIT OF MARK COMPTON

COUNTY OF MIDLAND)
) ss.
STATE OF TEXAS)

Mark Compton, being duly sworn upon his oath, deposes and states:

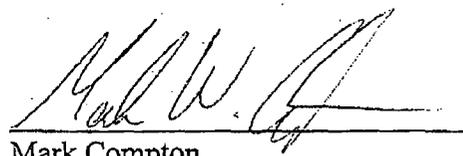
1. I am over the age of 18, and have personal knowledge of the matters stated herein.
2. I am a landman for Cimarex Energy Co. ("Cimarex").
3. Cimarex is the operator of the Chaparral 33 Fed. Com. Well No. 3, a horizontal well to be drilled at a surface location in the NE/4NE/4, with a terminus in the SE/4SE/4, of Section 33, Township 19 South, Range 34 East, NMPM (the "well"). A 160-acre non-standard oil spacing and proration unit (project area) in the Bone Spring formation, comprised of the E/2E/2 of Section 33, is dedicated to the well.
4. Order No. R-13533 force pooled a number of people into the well, including Tom Beall, Carolyn Beall, and Fuel Products, Inc., who are working interest owners in the well unit. A listing of working interest owners in the well unit is attached hereto as **Exhibit 1**.

EXHIBIT

A

5. Subsequent to the entry of Order No. R-13533, Tom Beall, Carolyn Beall, and Fuel Products, Inc. signed Cimarex's operating agreement covering the E/2E/2 of Section 33, and are no longer subject to Order No. R-13533. Attached hereto as Exhibit 2 are the signature pages to Cimarex's operating agreement, signed and notarized by Tom Beall, Carolyn Beall, and Fuel Products, Inc., together with the cover letter enclosing the signature pages.

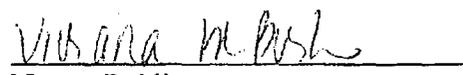
6 Pear Resources and Gardenia Investments, Ltd. do not own working interests in the well unit, and are not subject to Order No. R-13533. Exhibit 1.



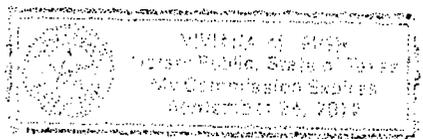
Mark Compton

SUBSCRIBED AND SWORN TO before me this 16th day of July 2012 by Mark Compton.

My Commission Expires September 30, 2012



Notary Public



Parties	1st Proposal (Proposed to leasehold parties)	Retraction letters	2nd proposal (Proposed to leasehold and contractual parties)	3rd proposal (Proposed to missing parties produced by Read&Stevens)	Form of JOA	Chaparral No. 3	Chaparral No. 4	Chaparral No. 5	Chaparral No. 6	Comment	% in Spacing Unit
Magnum Hunter											69.956895
XEC (via Term Assignments)											1.312500
Carolyn Beall	08/02/10	8/11/2010	1/13/2011			X	X	X	X	Hearing notice not picked up at P.O. box. Called and left message with Tom Beall on 1/16/12. He will call back left message. Called 1/17/12 - left message about participation. Talked to Tom Beall - see comments.	0.50 APO
Richard B. Moncrief Grantors Trust	08/02/10	8/11/2010	1/13/2011			X	X	X	X	Participating - Sending executed JOA back (1/16/12 - per phone message.)	0.628592
Fuel Products, Inc.	08/02/10	8/11/2010	1/13/2011			X	X	X	X	Hearing notice not picked up at P.O. box. Called and left message with Tom Beall on 1/16/12. He will call back. He will call back left message. Called 1/17/12 - left message about participation. Talked to Tom Beall - see comments.	0.750000

EXHIBIT

1

Oil Conservation Division
Case No. _____
Exhibit No. 2

W.A. Moncrief Jr. Trust	08/02/10	8/11/2010	1/13/2011			X	X	X	X	Participating. Sent JOA on 1/3/12. Spoke with representative on phone about JOA area and well costs. Mr. Moncrief to sign JOA and will send back.	1.885776
Lee Wiley Moncrief 3988	08/02/10	8/11/2010	1/13/2011			X	X	X	X	Called and discussed proposal on 1/11/12 with Debbie Coughlin. Wants to farmout. Sent farmout agreement to Janet Cunningham on 1/11/12. Sent another email on 1/13/12 to follow up. Sent additional email asking about W.A. Moncrief trust on 1/16/12. 1/18/12 - Janet C. replied and said they will farmout. Will look at next week.	0.628592
Michael J. Moncrief 2008 Trust A	08/02/10	8/11/2010	1/13/2011			X	X	X	X	Several conversations with Jerry Goodwin - participating. Sent JOA again 1/5/12. email on 1/13/12.	0.628592
Robert H. Watson (Watson Production Co.)	08/02/10	8/11/2010				X	X	X	X		
Charles B. Read (R & S Partner)	08/02/10	8/11/2010	1/13/2011			X	X	X	X	Will do what R&S does.	4.500000
CLM Production Co.	08/02/10	8/11/2010				X	X	X	X	Several conversations in past. Participating - Sent JOA again on 1/5/12. Spoke to John Maxey. Reviewing JOA.	0.500000
William A. Bradshaw, III (Linson Oil & Gas LLC)	08/02/10	8/11/2010				X	X	X	X		
James B. Read (Diamond Star Production Co., LLC)	08/02/10	8/11/2010				X	X	X	X		
Susan M. Rodrigue (Stevens Rodrigue)	08/02/10	8/11/2010				X	X	X	X		
Jessica and Tyler Rodrigue Trust			1/13/2011			X	X	X	X		0.031250
Watson Properties, LLC			01/19/11			X	X	X	X	Granted T.A. to XEC	
William V. Palmer	08/02/10	8/11/2010	1/13/2011			X	X	X	X		
Laura K. Read (R&S Part.)	08/02/10	8/11/2010	1/13/2011	2/7/2011		X	X	X	X		0.250000

BPO
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Bernadine Glenn	08/03/10	8/11/2010	4/19/2011 01/19/11	2/7/2011		X	X	X	X		0.50 APO
										Spoke with Jim Reedy on multiple occasions. 1/17/12 - Cimarex and R&S agree to terms on JOA. Cimarex will give them an election at end of verticle as requested to get them signed up under JOA.	7.937500
Read S. Stevens, Inc.	08/07/10	8/11/2010	1/13/2011	2/4/2011		X	X	X	X		
										Participating per conversation - No response to JOA sent on 1/5/12.	0.125000
Bradon P. Shaw	08/07/10	8/11/2010	4/19/2011 01/19/11	2/7/2011		X	X	X	X		
Betsy Read Young	08/07/10	8/11/2010	1/13/2011	3/8/2011		X	X	X	X	See R&S Comments	0.50 APO
First Century Oil, Inc. (R&S Partner)	08/07/10	8/11/2010	1/13/2011	4/9/2011		X	X	X	X	See R&S Comments	2.500000
CDR Oil Properties, LLC (R&S Partner)			1/13/2011	3/8/2011		X	X	X	X	See R&S Comments	
Diamond Star Production Co., LLC (R&S Partner) James B Read			1/13/2011 01/19/11	2/7/2011		X	X	X	X		0.50 APO
										Will probably participate and wants TA with BI. Sold down to CAZA. Send JOA again on 1/5/2012. Left message 1/13/12. Spoke with Bill Bradshaw and he sent JOA to Caza for evaluation.	0.500000
Lincoln Oil & Gas LLC			1/13/2011	2/7/2011		X	X	X	X		
Peppy Acq. Inc	08/07/10	8/11/2010	1/13/2011	3/8/2011		X	X	X	X	Granted T.A. to XEC	
Steven Rodriguez				2/7/2011		X	X	X	X		0.031250
VROOMAN				3/19/2011		X	X	X	X		
Cactus Operating Company, LLC				3/19/2011		X	X	X	X		0.375000
Apache Corporation **											

** We may have Term Assignment

100.000000

Thomas M. Beall
550 West Texas Avenue, Suite 330
P.O. Box 3098
Midland, TX 79702
432-687-0008

May 21, 2012

HAND DELIVERED TO:

Cimarex Energy Co.
Attn: Mr. Mark Compton
600 N. Marienfeld St., Suite 600
Midland, TX 79701

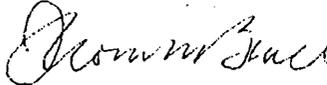
RE: Chaparral 33 Federal Com #3
E/2E/2 Section 33, T-19-S, R-34-E,
Lea County, New Mexico

Gentlemen:

Please find enclosed signature pages for your new proposed Joint Operation Agreement dated February 15th, 2012 for the captioned proposed well. AFE's for this well have already been delivered to you signed and dated on 3/13/2012 by Thomas M. Beall and Fuel Products, Inc. Another AFE is attached for convenience. Although a Joint Operating Agreement for this well was signed by Carolyn R. Beall and returned to you through Read & Stevens, Inc., we have enclosed herewith her acknowledged signature.

Thank you for your kind assistance in the matter.

Sincerely,


Thomas M. Beall

Enclosures

RECEIVED BY: _____

DATE: _____

EXHIBIT 2

A.A.P.L. FORM 610 - MODEL FORM OPERATING AGREEMENT - 1989

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First Century Oil, Inc.

By _____

Type or print name

Title _____

Date _____

Tax ID or S.S. No. _____

Charles B. Read

By _____

Type or print name

Title _____

Date _____

Tax ID or S.S. No. _____

Fuel Products, Inc.

By Thomas M. Beall

THOMAS M. BEALL - PRESIDENT
Type or print name

Title _____

Date _____

Tax ID or S.S. No. _____

CLM Production Company

By _____

Type or print name

Title _____

Date _____

Tax ID or S.S. No. _____

Lincoln Oil & Gas, LLC

By _____

Type or print name

Title _____

Date _____

Tax ID or S.S. No. _____

A.A.P.L. FORM 610 - MODEL FORM OPERATING AGREEMENT - 1989

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William V. Palmer, LLC

By _____

Type or print name

Title _____

Date _____

Tax ID or S.S. No. _____

Thomas M. Beall

By Thomas M. Beall

THOMAS M. BEALL
Type or print name

Title _____

Date _____

Tax ID or S.S. No. _____

Laura K. Read

By _____

Type or print name

Title _____

Date _____

Tax ID or S.S. No. _____

Marion P. Riley

By _____

Type or print name

Title _____

Date _____

Tax ID or S.S. No. _____

Steven Rodrigue

By _____

Type or print name

Title _____

Date _____

Tax ID or S.S. No. _____

A.A.P.L. FORM 610 - MODEL FORM OPERATING AGREEMENT - 1989

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Unknown Trustees of the Jessica and Tyler Rodrigue Trust

By _____

Type or print name

Title _____

Date _____

Tax ID or S.S. No. _____

Spiral Inc.

By _____

Type or print name

Title _____

Date _____

Tax ID or S.S. No. _____

HHB Limited Partnership

By _____

Type or print name

Title _____

Date _____

Tax ID or S.S. No. _____

Carolyn Beall

By Carolyn R Beall

Type or print name

Title _____

Date _____

Tax ID or S.S. No. _____

James B. Read

By _____

Type or print name

Title _____

Date _____

Tax ID or S.S. No. _____

1 Acknowledgment in representative capacity:

2 State of Texas)

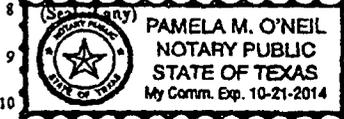
3) ss.

4 County of Midland)

5 This instrument was acknowledged before me on

6 21st day of May 2012 by Thomas M. Beall as President

7 of Fuel Products Inc, a New Mexico Corporation



Pamela M. O'Neil

Title (and Rank) Notary

My commission expires: 10/21/14

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13 Acknowledgment in representative capacity:

14 State of Texas)

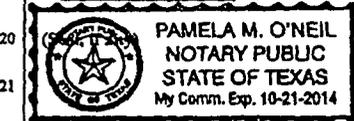
15) ss.

16 County of Midland)

17 This instrument was acknowledged before me on

18 21st day of May 2012 by Thomas M. Beall as

19 of



Pamela M. O'Neil

Title (and Rank) Notary

My commission expires: 10/21/14

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24 Acknowledgment in representative capacity:

25 State of Texas)

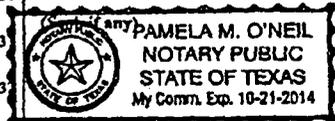
26) ss.

27 County of Midland)

28 This instrument was acknowledged before me on

29 21st day of May 2012 by Carolya Beall as

30 of



Pamela M. O'Neil

Title (and Rank) Notary

My commission expires: 10/21/14

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