

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

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

**APPLICATION OF COG OPERATING LLC
FOR A NON-STANDARD SPACING AND PRORATION
UNIT AND COMPULSORY POOLING,
LEA COUNTY, NEW MEXICO.**

CASE NO. 14886

COG's SECOND AMENDED PRE-HEARING STATEMENT

This second amended pre-hearing statement is submitted by COG Operating LLC
("COG") for the above referenced matters.

APPEARANCES

APPLICANT

COG Operating LLC
One Concho Center
600 West Illinois Avenue
Midland, Texas 79701

ATTORNEY

Michael H. Feldewert
Adam G. Rankin
Holland & Hart, LLP
Post Office Box 2208
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OTHER PARTIES

Devon Energy Production Company, L.P.
Chisos, Ltd.

ATTORNEY

James Bruce
Post Office Box 1056
Santa Fe, New Mexico 87504
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STATEMENT OF THE CASE

COG Operating LLC seeks an order (1) creating a non-standard 160-acre, more or less, spacing and proration unit comprised of the N/2 N/2 of Section 6, Township 19 South, Range 32 East, NMPM, Lea County, New Mexico; and (2) pooling all mineral interests in the Bone Spring formation underlying this acreage to form a 160-acre, more or less, project area in this formation. COG proposes to dedicate the above-referenced spacing and proration unit as the project area for its proposed Haas 6 Federal Com #1H Well to be horizontally drilled from a surface location 330 feet from the North line and 380 feet from the East line to a bottom hole location 380 feet from the North line and 330 feet from the West line of Section 6 to test the Bone Spring formation in this area.

Recently, COG has been able to reach agreement with Devon Energy Production Company, LP ("Devon") on the orientation of the horizontal wells in the subject area, resulting in Devon dismissing its competing pooling applications under Case Nos. 14893, 14894, 14895, and 14896. Accordingly, this is no longer a contested hearing and COG is not aware of any other party that intends to enter an appearance.

APPLICANT'S PROPOSED EVIDENCE

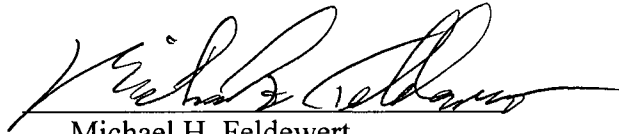
WITNESS Name and Expertise	ESTIMATED TIME	EXHIBITS
Caleb Hopson, Petroleum Landman	Approx. 20 min.	Approx. 5
Ward Whiteman, Petroleum Geologist	Approx. 20 min	Approx. 5

PROCEDURAL MATTERS

None at this time.

Respectfully submitted,

HOLLAND & HART, LLP



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ATTORNEYS FOR COG OPERATING LLC

CERTIFICATE OF SERVICE

I hereby certify that on October 11, 2012, I served a copy of COG's Amended Prehearing Statement to the following via electronic mail to:

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