

November 5, 2015 letter to COG Operating LLC requesting amendment to
1/20/2012 JOA to delete Article XVI.E, or waiver thereof

Oil Conservation Division

Case No. 15404 & 15405

Exhibit No. 9



November 5, 2015

COG Operating LLC
600 West Illinois Avenue
Midland, Texas 79701

Attention Ms. Rita Buress

RE: Letter dated September 30, 2015 – AMENDMENT TO JOINT OPERATING AGREEMENT

Article XVI, Paragraph "E" of that certain Joint Operating Agreement dated January 20, 2012, between Burnett Oil Co., Inc. as Operator, and Burnett Oil Company, et al., as Non-operator covering the W/2 and W/2 E/2 of Section 12, W/2 of Section 13, and all of Section 24, Township 17 South, Range 31 East, NMPM, Eddy County, New Mexico, except for the wellbore for the Knockabout Fed #1 Well (the "JOA").

Dear Rita,

Reference is made to our letter dated September 30, 2015, wherein Burnett requested that all parties to the JOA amend the same to delete Article XVI, Paragraph "E" thereof. A copy of the September 30, 2015, letter is included herewith.

All parties to the JOA have agreed to delete the provision with the exception of Ard Oil Ltd., Ard Energy Group, Ltd. (collectively "Ard") and COG. Ard has suggested to us that the provision is not enforceable as to it and we would tend to agree. Pursuant to the provision, Burnett and the other parties to the JOA are contractually precluded from attempting to obtain an assignment of Ard's working interest in the contract area in which such interest has lapsed. As you are aware, when the JOA was signed the Ard interest was subject to a term assignment in favor of COG. The term assignment has lapsed as to certain lands covered thereby; and Burnett has now proposed the drilling of two wells on the contract area.

In May of this year, Burnett was furnished a reassignment(s) dated effective October 13, 2013, from COG to Ard of the lapsed interest. Further, COG has elected to go non-consent in the drilling of the recently proposed Burnett Nosler 12 DB4H well (the only well of the two COG has an interest in). Insofar as this is evidence that COG does not desire the Ard interest, nor want to take a new assignment of the Ard interest in the lapsed acreage, we would ask that COG allow Burnett, or another party to the JOA, to try and negotiate with Ard for its interest. Burnett has proposed both the Nosler 12 DB4H and EG6H wells to Ard and proposed that it join the JOA. To date, Ard has declined to participate on these terms. We would like to negotiate with Ard on different terms, but are precluded from doing so by the referenced provision in the JOA.

If amending the JOA to delete Article XVI, Paragraph "E" in its entirety as we originally proposed is problematic for COG, Burnett would alternatively propose that COG waive the provision in writing as to the Ard interest only as to the Nosler 12 DB4H and EG6H wells, or even the first of the two wells drilled.

In a phone conversation with Mr. Joseph Scott of COG on October 16, COG suggested that it would consider agreeing to the amendment if Burnett would agree to move the surface location for the Nosler 12 DB4H well out of Section 11 (or perhaps both well locations out of Section 11). Please understand that Burnett has received approved APD's for the wells, the same filed with the BLM June 22, 2015, and at this point feels this request is unreasonably burdensome. Nonetheless, Burnett stands ready to provide any reasonable accommodation to COG with regard to surface locations. We have initiated multiple lines of communication with COG to see if we can come to a solution whereby both parties will have adequate surface locations to develop their respective leaseholds.

We greatly appreciate your prompt attention to this request. If you have questions or would like to discuss this matter further please do not hesitate to contact us.

Respectfully Submitted,

A handwritten signature in black ink, appearing to read "Coley Means", with a stylized flourish at the end.

Coley Means

enclosure

CCCC

September 30, 2015

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

RE: AMENDMENT TO JOINT OPERATING AGREEMENT
Article XVI, Paragraph "E" of that certain Joint Operating Agreement dated January 20, 2012, between Burnett Oil Co., Inc. as Operator, and Burnett Oil Company, et al., as Non-operator covering the W/2 and W/2 E/2 of Section 12, W/2 of Section 13, and all of Section 24, Township 17 South, Range 31 East, NMPM, Eddy County, New Mexico, except for the wellbore for the Knockabout Fed #1 Well.

Ladies and Gentlemen:

Reference is made to Article XVI, Paragraph "E" of the captioned operating agreement. We have included herewith a copy of the provision for your convenience. By this letter, Burnett Oil Co., Inc. is requesting your agreement to delete Article XVI, Paragraph "E" in its entirety. The captioned operating agreement shall otherwise remain unchanged. This is a request to amend the captioned joint operating agreement, and if executed by you, shall constitute your agreement to amend said operating agreement as set forth herein.

If you are agreeable to this request, please sign and return one duplicate original of this letter to the undersigned at the address below. Burnett will circulate evidence of the amendment to you if all of the parties to the operating agreement agree to amend the same as provided herein. Should you have any questions regarding this matter, please do not hesitate to contact us.

Sincerely,



David S. Rhodes
Vice President of Land

COG Operating, LLC agrees to delete in its entirety Article XVI, Paragraph "E" of that certain Joint Operating Agreement dated January 20, 2012, between Burnett Oil Co., Inc. as Operator, and Burnett Oil Company, et al., as Non-operator, covering the W/2 and W/2 E/2 of Section 12, W/2 of Section 13, and all of Section 24, Township 17 South, Range 31 East, NMPM, Eddy County, New Mexico, except for the wellbore for the Knockabout Fed #1 Well.

Agreed to this ____ day of _____, 2015.

By:
Name:
Title:

Coley Means

From: Coley Means
Sent: Thursday, November 05, 2015 5:09 PM
To: jscott@concho.com; 'rburess@concho.com'; 'rita.buress@concho.com'
Cc: David Rhodes
Subject: 1-20-2012 JOA amendment
Attachments: LA - Delete XVI.E 1-20-12 JOA.pdf; Letter - COG req.2 XVI.E 11.5.15.pdf

Tracking:	Recipient	Delivery	Read
	jscott@concho.com		
	'rburess@concho.com'		
	'rita.buress@concho.com'		
	David Rhodes	Delivered: 11/5/2015 5:09 PM	Read: 11/9/2015 7:59 AM
	jamesbruc@aol.com		

Rita and Joseph,

Please see the attached letter. The original is being sent to Rita via FedEx. Feel free to call with any questions.

Thanks,

PS. Joseph, I am not sure I have Rita's correct email address. Will you please ensure she receives this email? Thank you.

COLEY MEANS
LAND MANAGER

BURNETT OIL CO., INC.
BURNETT PLAZA – SUITE 1500
801 CHERRY STREET – UNIT #9
FORT WORTH, TX 76102-6881
DIRECT: (817) 583-8761
FAX: (817) 332-7832
CMEANS@BURNETTOIL.COM

Coley Means

From: Rita Buress <rburess@concho.com>
To: Coley Means
Sent: Thursday, November 05, 2015 5:50 PM
Subject: Read: [External] 1-20-2012 JOA amendment

Your message

To:
Subject: 1-20-2012 JOA amendment
Sent: Thursday, November 05, 2015 3:50:29 PM (UTC-08:00) Pacific Time (US & Canada)

was read on Thursday, November 05, 2015 3:50:24 PM (UTC-08:00) Pacific Time (US & Canada).

Coley Means

From: postmaster@burnettoil.com
Sent: Friday, November 06, 2015 10:55 AM
To: Coley Means
Subject: Delivery Notification - FedEx Shipment 774914747547 Delivered

The message or attachment did not reach the intended recipient(s). Please contact your help desk for assistance:

From: prvs=575214627a=bounce@nds.fedex.com
To: cmeans@burnettoil.com
Date: Fri, 06 Nov 2015 16:55:04 GMT
Subject: FedEx Shipment 774914747547 Delivered

Reason: content policy violation
Action: quarantine

Full message header:

Received: from unknown [204.135.8.98] (EHLO mx28.infosec.fedex.com)
by s12p02m013.mxlogic.net(mxl_mta-8.5.0-3) over TLS secured channel
with ESMTP id 76bdc365.0.13438718.00-2244.27180942.s12p02m013.mxlogic.net (envelope-from
<prvs=575214627a=bounce@nds.fedex.com>);
Fri, 06 Nov 2015 09:55:03 -0700 (MST)
DKIM-Signature: v=1; a=rsa-sha256; d=fedex.com; s=edc; c=relaxed/relaxed;
q=dns/txt; i=@fedex.com; t=1446828902; x=1447433702;
h=From:Sender:Reply-To:Subject:Date:Message-ID:To;
bh=fYqHAI6htqvoQKsl3vVYoZ9YnZ1Uv+pP/0Qldybgvy0=;
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X-AuditID: cc870862-f79356d000003117-26-563cdb662ea1
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(using TLS with cipher DHE-RSA-AES256-SHA (256/256 bits))
(Client did not present a certificate)
by mx28.infosec.fedex.com (FedEx MX) with SMTP id 6C.54.12567.66BDC365; Fri, 6 Nov 2015 10:55:02 -0600
(CST)
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by prh22034.prod.fedex.com (Sentrion-MTA-4.3.1/Sentrion-MTA-4.2.0) with ESMTP id tA6Gt1EH012526
for <cmeans@burnettoil.com>; Fri, 6 Nov 2015 16:55:01 GMT
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by pje02813.sac.fedex.com (8.13.8/8.13.8) with ESMTP id tA6Gs8NC030063
for <cmeans@burnettoil.com>; Fri, 6 Nov 2015 16:55:01 GMT
Date: Fri, 6 Nov 2015 10:55:01 -0600 (CST)
From: trackingupdates@fedex.com
Reply-To: trackingmail@fedex.com
To: cmeans@burnettoil.com

Message-ID: <1829663354.67692711446828901129.JavaMail.nds@pje02813.sac.fedex.com>
Subject: FedEx Shipment 774914747547 Delivered
MIME-Version: 1.0
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boundary="-----_Part_6769215_1016927740.1446828901129"
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X-FX-NDS-LEVEL-ENV: R+mLbZi/7ko=
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ywUAAA==

End of notification.

ORIGIN ID: GLEA (817) 332-5108
COLEY MEANS
801 CHERRY ST - UNIT #9
BURNETT PLAZA STE 1500
FORT WORTH TX 76102
UNITED STATES US

SHIP DATE: 05NOV15
ACTWGT: 0.50 LB
CAD: 105230249INET3670
BILL SENDER

TO RITA BURESS

COG OPERATING LLC
600 WEST ILLINOIS AVENUE
ONE CONCHO TOWER
MIDLAND TX 79701

(432) 685-4304

REF

PO

DEPT



J152015091091uv

IRN# 7749 1474 7547

NOV 10:30A
OVERNIGHT

ALMAFA

TX-US LBB
79701



After printing this label:

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2. Fold the printed page along the horizontal line.
3. Place label in shipping pouch and affix it to your shipment so that the barcode portion of the label can be read and scanned.

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Shipment Receipt

Address Information

Ship to:

Rita Buress
COG Operating LLC
600 West Illinois Avenue
One Concho Tower
MIDLAND, TX
79701
US
4326854304

Ship from:

Coley Means

801 Cherry St - Unit #9
Burnett Plaza, Ste 1500
Fort Worth, TX
76102
US
8173325108

Shipment Information:

Tracking no.: 774914747547
Ship date: 11/05/2015
Estimated shipping charges: 25.89

Package Information

Pricing option: FedEx Standard Rate
Service type: Priority Overnight
Package type: FedEx Envelope
Number of packages: 1
Total weight: 0.50 LBS
Declared Value: 0.00 USD
Special Services:
Pickup/Drop-off: Drop off package at FedEx location

Billing Information:

Bill transportation to: coleysfedx-455
Your reference:
P.O. no.:
Invoice no.:
Department no.:

2nd Request Declared Value - 1st

Thank you for shipping online with FedEx ShipManager at fedex.com.

Please Note

FedEx will not be responsible for any claim in excess of \$100 per package, whether the result of loss, damage, delay, non-delivery, misdelivery, or misinformation, unless you declare a higher value, pay an additional charge, document your actual loss and file a timely claim. Limitations found in the current FedEx Service Guide apply. Your right to recover from FedEx for any loss, including intrinsic value of the package, loss of sales, income interest, profit, attorney's fees, costs, and other forms of damage whether direct, incidental, consequential, or special is limited to the greater of \$100 or the authorized declared value. Recovery cannot exceed actual documented loss. Maximum for items of extraordinary value is \$1000, e.g., jewelry, precious metals, negotiable instruments and other items listed in our Service Guide. Written claims must be filed within strict time limits; Consult the applicable FedEx Service Guide for details. The estimated shipping charge may be different than the actual charges for your shipment. Differences may occur based on actual weight, dimensions, and other factors. Consult the applicable FedEx Service Guide or the FedEx Rate Sheets for details on how shipping charges are calculated.

Coley Means

From: Coley Means
Sent: Friday, July 17, 2015 10:19 AM
To: David Rhodes
Subject: JOA - Maljamar (Ard)
Attachments: JOA Maljamar HZ 8.1.15.docx; JOA Maljamar HZ 8.1.15_COPAS.docx; JOA Maljamar HZ 8.1.15_Exhibit A.docx; JOA Maljamar HZ 8.1.15_Exhibit D.docx

Here is a draft of a JOA between Burnett and Ard Oil / Ard Energy. We can discuss when you get back.

Thanks,

COLEY MEANS
LANDMAN

BURNETT OIL CO., INC.
BURNETT PLAZA – SUITE 1500
801 CHERRY STREET – UNIT #9
FORT WORTH, TX 76102-6881
DIRECT: (817) 583-8761
FAX: (817) 332-7832
CMEANS@BURNETTOIL.COM

Coley Means

From: Coley Means
Sent: Thursday, August 06, 2015 4:50 PM
To: Coley Means
Subject: ard interest

Ard Oil, Ltd.
224 West 4th Street
PH5
Fort Worth, Texas 76102
Phone: (817)
Facsimile:
Contact: Julian Ard
E-Mail:

Ard Energy Group, Ltd.
224 West 4th Street
PH5
Fort Worth, Texas 76102
Phone: (817)
Facsimile:
Contact: Julian Ard
E-Mail:

4. PERCENTAGES OR FRACTIONAL INTERESTS OF THE PARTIES TO THIS AGREEMENT:

<u>Name</u>	<u>Working Interest</u>
Burnett Oil Company	89.1656250%
Ard Oil, Ltd.	10.5010416%
Ard Energy Group, Ltd.	0.3333334%

COLEY MEANS
LANDMAN

BURNETT OIL CO., INC.
BURNETT PLAZA – SUITE 1500
801 CHERRY STREET – UNIT #9
FORT WORTH, TX 76102-6881
DIRECT: (817) 583-8761
FAX: (817) 332-7832
CMEANS@BURNETTOIL.COM