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June 12, 2006

Holland & Hart
110 N. Guadalupe, Suite 1
Santa Fe, New Mexico 87501
Attn: Ms. Ocean Munds-Dry
e-mail: omundsdry@hollandhart.com
Office: (505) 988-4421
Facsimile: (505) 983-6043

New Mexico Oil Conservation Division
1220 South Saint Francis
Santa Fe, New Mexico 87505
Attn: Hearing Examiner
Facsimile: (505) 476-3462
Office: (505) 476-3470

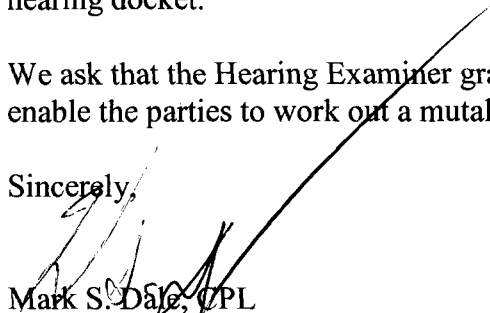
Re: Bass Enterprises Production
Application for Compulsory Pooling
E/2 Sec 25, T23S, R29E N.M.P.M.,
Eddy County, New Mexico

Dear Ms. Ocean Munds-Dry and OCD Hearing Examiner:

In response to Ms. Ocean Munds-Dry Certified Letter and Pooling Application received Monday, June 12, 2006, XTO hereby requests an extension of time from the July 6, 2006 hearing docket.

We ask that the Hearing Examiner grant this extension until Thursday, August 3, 2006 to enable the parties to work out a mutually acceptable agreement.

Sincerely,


Mark S. Dale, CPL
Division Landman – Permian Basin

cc: New Mexico Oil Conversation Division
1625 North French Drive
Hobbs, New Mexico 88240
Attn: Mr. Paul Kautz
Office: (505) 393-6161
Facsimile: (505) 393-0720

Kameron Fivecoat – Reservoir Engineer
Charles Ways – Senior Geologist
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369 Montezuma, No. 213
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June 6, 2006

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

AFFECTED INTEREST OWNERS

Re: Application of BEPCo., L.P. for compulsory pooling, Eddy County, New Mexico.

Ladies and Gentlemen:

This letter is to advise you that BEPCo., L.P. has filed the enclosed application with the New Mexico Oil Conservation Division seeking the compulsory pooling of certain spacing and proration units in the E/2 of Section 25, Township 23 South, Range 29 East, NMPM, Eddy County, New Mexico. Said units will be dedicated to its Remuda Basin 25 State Well No. 1 which it proposes to drill at a standard location 1980 feet from the South line and 660 feet from the East line of Section 25 to test all formations from the surface to the base of the Morrow formation.

This application has been set for hearing before a Division Examiner on July 6, 2006. You are not required to attend this hearing, but as an owner of an interest that may be affected by this application, you may appear and present testimony. Failure to appear at that time and become a party of record will preclude you from challenging the matter at a later date.

Parties appearing in cases are required by Division Rule 1208.B to file a Pre-Hearing Statement with the Oil Conservation Division's Santa Fe office located at 1220 South Saint Francis Drive, Santa Fe, New Mexico 87505, four days in advance of a scheduled hearing, but at least on the Thursday preceding the hearing. This statement must include: the names of the parties and their attorneys; a concise statement of the case; the names of all witnesses the party will call to testify at the hearing; the approximate time the party will need to present its case; and identification of any procedural matters that are to be resolved prior to the hearing.

Sincerely,

Ocean Munds-Dry
Ocean Munds-Dry
ATTORNEY FOR BEPCo., L.P.

REMUDA BASIN 21 ST. #1
OASEN 21 ST. #1
SEC 25, T23S, R29E
EDDY CO. NEW MEXICO

ORIGINAL TO:

KARL & FINECOAT
CC: JOSH RADEN
CC: CHANG WAYS

1057 PLUS 20090
NOW 10567 16.077

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

**IN THE MATTER OF THE APPLICATION
OF BEPCO, L.P. FOR COMPULSORY
POOLING, EDDY COUNTY, NEW MEXICO.**

CASE NO. _____

APPLICATION

BEPCo., L.P., ("Bass") through its undersigned attorneys, hereby makes application to the Oil Conservation Division pursuant to the provisions of N.M. Stat. Ann. § 70-2-17 (2006), for an order pooling all mineral interests from the surface to the base of the Morrow formation in the following described spacing and proration units located in the E/2 of Section 25, Township 23 South, Range 29 East, N.M.P.M., Eddy County, New Mexico: the E/2 for all formations and/or pools developed on 320-acre spacing which includes but is not necessarily limited to the Undesignated Laguna Grande-Wolfcamp Gas Pool, the Undesignated Nash Draw-Atoka Gas Pool, the Undesignated Nash Draw-Strawn Gas Pool and the Undesignated Remuda-Wolfcamp Gas Pool; the SE/4 for all formations and/or pools developed on 160-acre spacing within this vertical extent; and the NE/4 SE/4 for all formations and/or pools developed on 40-acre spacing which includes but is not necessarily limited to the Undesignated Nash Drawn-Delaware Pool and the Undesignated Remuda-Wolfcamp Pool and in support of its application states:

1. Bass is a working interest owner in the E/2 of said Section 25 and has the right to drill thereon.
2. Bass proposes to dedicate the above-referenced spacing or proration unit to its Remuda Basin 25 State Well No. 1 to be drilled at a standard location 1980 feet from the South line and 660 feet from the East line (Unit I) of said Section 25, NMPM, Eddy County, New

Mexico, to an approximate depth of 14,200 feet to test any and all formations from the surface to the base of the Morrow formation.

3. Bass has sought and been unable to obtain a voluntary agreement for the development of these lands from certain interest owners in the subject spacing unit who are identified on **Exhibit A** to this application.


4. Said pooling of interests will avoid the drilling of unnecessary wells, will prevent waste and will protect correlative rights.

5. In order to permit Bass to obtain its just and fair share of the oil and gas underlying the subject lands, all mineral interests should be pooled, and Bass should be designated the operator of the well to be drilled.

WHEREFORE, BEPCo., L.P. requests this application be set for hearing before a Division Examiner on July 6, 2006 and, after notice and hearing as required by law, the Division enter its order:

- A. pooling all mineral interests in the subject spacing and proration units,
- B. designating Bass operator of these units and the well to be drilled thereon,
- C. authorizing Bass to recover its costs of drilling, equipping and completing the well,
- D. approving the actual operating charges and costs of supervision while drilling and after completion, together with a provision adjusting the rates pursuant to the COPAS accounting procedures, and
- E. imposing a penalty for the risk assumed by Bass in drilling and completing the well against any working interest owner who does not voluntarily participate in the drilling of the well.

Respectfully submitted,
HOLLAND & HART LLP

By: 
WILLIAM F. CARR
OCEAN MUNDS-DRY
Post Office Box 2208
Santa Fe, New Mexico 87504
Telephone: (505) 988-4421

ATTORNEYS FOR BEPCo., L.P.

EXHIBIT A

**APPLICATION OF
BEPCo., L.P.
FOR COMPULSORY POOLING
SECTION 25, TOWNSHIP 23 SOUTH, RANGE 29 EAST, N.M.P.M.
EDDY COUNTY, NEW MEXICO.**

Devon Energy Corporation
20 N. Broadway
Oklahoma City, OK 73102-8260

XTO Energy, Inc.
810 Houston Street
Fort Worth, Texas 76102

CASE _____:

Application of BEPCo., L.P. for compulsory pooling, Eddy County, New Mexico. Applicant in the above-styled cause seeks an order pooling all mineral interests from the surface to the base of the Morrow formation in the following described spacing and proration units located in the E/2 of Section 25, Township 23 South, Range 29 East, N.M.P.M., Eddy County, New Mexico: the E/2 for all formations and/or pools developed on 320-acre spacing which includes but is not necessarily limited to the Undesignated Laguna Grande-Wolfcamp Gas Pool, the Undesignated Nash Draw-Atoka Gas Pool, the Undesignated Nash Draw-Strawn Gas Pool and the Undesignated Remuda -Wolfcamp Gas Pool; the SE/4 for all formation and/or pools developed on 160-acre spacing within this vertical extent; and the NE/4 SE/4 for all formation and/or pools developed on 40-acre spacing which includes but is not necessarily limited to the Undesignated Nash Drawn-Delaware Pool and the Undesignated Remuda -Wolfcamp Pool. Said unit is to be dedicated to its Remuda Basin 25 State Well No. 1 to be drilled at a standard location 1980 feet from the South line and 660 feet from the East line (Unit I) of said Section 25 to an approximate depth 14,200 feet. Also to be considered will be the cost of drilling and completing said well and the allocation of the cost thereof as well as actual operating costs and charges for supervision, designation of BEPCo., L.P. as operator of the well and a charge for risk involved in drilling said well. Said area is located approximately 9 miles east of Loving, New Mexico.