

EXHIBIT 3B

Compulsory Pooling hearing before the Oil Conservation Division September 18, 2008
Case 14184

SUPPORTING DOCUMENTATION

RONNIE MILES CPL
OIL GAS & MINERAL PROPERTIES
PO BOX 3841
ROSWELL NEW MEXICO 88202
575 623-6453
575 623-4457 fax
575 626-1467 cell

June 4,2008

Township 18 South, Range 34 East NMPM
Section 28: N/2
Containing 320 Acres more or less

<u>MINERAL OWNERSHIP</u>	<u>INTEREST</u>	<u>LEASE STATUS</u>
State of New Mexico	100.000000%	Held by Production

OPERATING RIGHTS TRACT "A" W/2NW/4 & W/2NE/4 160 ac.

Yarbough Oil, L.P. PO Box 1769 Eunice, N.M. 88231	100.00000%	Surface to 6000ft. Subject to JOA 10/08/57 Phillip Armour, etal (Not recorded) Assignment from Anadarko 8/16/95 Bk 521/828
Conoco-Phillips 3300 N. "A" St. # 6 Midland, Tx. 79705	100.000000%	Below 6000 ft. Assignment from Ambassador Oil Bk 163/393 5/20/58

OPERATING RIGHTS TRACT "B" E/2NW/4 & E/2NE/4 160 ac.

Yarbough Oil, L.P. PO Box 1769 Eunice, NM 88231	100.000000%	Surface to 6000ft Including The Queen Formation 4545-4875ft. as in Anadarko's NM State "U" # 3 well Assignment from Anadarko 8/16/95
	98.4375%	Below 6000 ft. As of 1-1-1990 All Producing Formations, including the E/2NE/4 committed to the TONTO DEEP UNIT 5/16/58 Bk 144/482-513
TXO Production 900 Wilco Building Midland, Tx. 79702	98.4375%	Below 6000 ft. All Non-Producing Formations after 1-1-1990 Assignment from Anadarko 1/1/90 Bk 447/246
Harvey E. Yates Co. PO Box 1933 Roswell, NM 88202	1.5625%	Below 6000 ft. Assignment from Charles M. Moon, Jr. effective 6/9/94 Bk 975/575

ROYALTY 12.500000% State of New Mexico

OVERRIDING ROYALTY

Earl Levick, etal
(See attached for addresses)

14.683300%

← Assignment from Ambassador Oil
9/21/57 Bk 126/367

8.353
6.25

Guest Petroleum, Inc.
PO Box 805
Edmound, OK. 73083

5.000000%

Assignment from Est. of Charles
M. Moon, Jr. 10/21/ 2005
Bk 1520/635

Conclusions presented herein are based upon the landmans review of the Lea
County, New Mexico records as indexed by the abstractor used . Plant posted
through 5/17/2008.
Landman Derry Moore

Megan Albrecht

From: Philip Wood [pwood@gmtexploration.com]
Sent: Tuesday, June 24, 2008 4:02 PM
To: Megan GMT Albrecht
Subject: Fw: Conoco

FYI

Philip G. Wood
Vice President of Land

GMT Exploration Company, LLC
1560 Broadway Suite 800
Denver, CO 80202
720-946-3028

----- Original Message -----

From: Jack Graham
To: Philip Wood
Sent: Tuesday, June 24, 2008 3:22 PM
Subject: Conoco

Just left a voice mail with my old boss at Burlington Resources. His title is now Land Supervisor, Mid-Continent Business Unit, North Area for Conoco Philips. Maybe he can help us out.

_____ Information from ESET NOD32 Antivirus, version of virus signature database 3215 (20080624)

The message was checked by ESET NOD32 Antivirus.

<http://www.eset.com>

Megan Albrecht

From: Jack Graham [Jack@allarcompany.com]
Sent: Wednesday, July 02, 2008 2:02 PM
To: Megan Albrecht; Philip Wood
Subject: Conoco, TXo

Good and bad news on this front. Bad news is that the Permian Basin assets for Conoco are handled out of Houston now. The good news is that I got two names to contact in Houston and I vaguely know one of them. I have calls into both people and will try to track down who we will need to make the proposal to.

TXO is long gone, supposedly they merged into Marathon. I don't know anyone at Marathon. If you guys have a contact to start with let me know. Otherwise, I'll just pick a name out of the AAPL directory and start from there.

Megan Albrecht

From: Jack Graham [Jack@allarcompany.com]
Sent: Monday, July 07, 2008 10:30 AM
To: Philip Wood; Megan Albrecht
Subject: Contacts

I just got off the phone with a landman at Marathon (which I think inherited the TXO acreage via merger). I am still working on the Conoco angle. Do we know what terms we want to offer for a term assignment to these partners. My Marathon contact said it would expedite the process if we combined the term assignment terms into the well proposal in the event they don't want to participate.

THE ALLAR COMPANY

P. O. Box 1567
735 Elm Street
Graham, Texas 76450.7567

OIL & GAS PROPERTIES
Telephone: 940.549.0077
Telecopier: 940.549.0742
e-mail: allar@allarcompany.com

July 29, 2008

VIA CERTIFIED MAIL

ConocoPhillips Company
600 N. Dairy Ashord St.
Houston, TX 77079-1175

Attn: Mr. Thomas Scarbrough

Re: GMT's NW Raptor #43-28 Federal Com #1
1980' FSL & 860' FEL
Section 28-T18S-R34E
Lea County, NM

Dear Mr. Scarbrough:

GMT Exploration Co. LLC and The Allar Company (collectively called "GMT") hereby propose to drill the captioned well, a vertical Morrow well, to a total vertical depth of 13,800', for a total completed cost of \$4,651,156, see attached AFE.

As we discussed in our telephone conversation a few weeks ago, ConocoPhillips ("Conoco") owns 100% of the operating rights to the W/2NE/4 in Section 28-T18S-R34E below 6000', which is a portion of The State of New Mexico lease number E-1632. The captioned well is being proposed as a standup proration unit encompassing the east half of said section 28.

Should Conoco choose to participate in the drilling of said well, please sign one copy of this letter and the attached AFE and return to the undersigned at the letterhead address within thirty (30) days of receipt of this letter.

If Conoco is not interested in the project, GMT hereby offers to purchase a term assignment for two (2) years for five hundred (\$500) dollars per acre and delivering Conoco an overriding royalty interest equal to the difference between existing burdens and seventy-five (75%) percent net revenue interest, proportionately reduced to Conoco's interest, in The State of New Mexico lease number E-1632. This term assignment would include not only the W/2NE/4 but also the W/2 NW/4 of Section 28 and the E/2SE/4 of Section 27 in T18S-R34E, which Conoco appears to own a similar interest under lease E-1632.

To help you in this matter, I am enclosing a copy of the original lease and any assignments that we have found that appear to pertain to your interest. If you should happen to have any

questions regarding this well proposal or the documents please contact the undersigned at
(904) 549-0077.

Sincerely,

THE ALLAR COMPANY



John Chiles Graham

Encl.

Cc: Philip G. Wood, GMT Exploration Company, LLC

_____ ConocoPhilips hereby elects to participate in the NW Raptor #43-28 Federal Com # 1

_____ ConocoPhilips hereby elects NOT to participate in the NW Raptor #43-28 Federal Com
#1 and wishes to make a term assignment of its interest in The State of New Mexico Lease
number E-1632.

CONOCOPHILIPS COMPANY

By: _____

Name: _____

Title: _____

Date: _____

THE ALLAR COMPANY

P. O. Box 1567
735 Elm Street
Graham, Texas 76450.7567

OIL & GAS PROPERTIES
Telephone: 940.549.0077
Telecopier: 940.549.0742
e-mail: allar@allarcompany.com

July 29, 2008

VIA CERTIFIED MAIL

Marathon Oil Company
200 N. Loraine St., Ste. 1310, USTO-LAND
Midland, TX 79702

Attn: Mr. Josef Rusnak

Re: GMT's NW Raptor #43-28 Federal Com #1
1980' FSL & 860' FEL
Section 28-T18S-R34E
Lea County, NM

Dear Mr. Rusnak:

GMT Exploration Co. LLC and The Allar Company (collectively called "GMT") hereby propose to drill the captioned well, a vertical Morrow well, to a total vertical depth of 13,800', for a total completed cost of \$4,651,156, please see attached AFE.

As we discussed in our telephone conversation a few weeks ago, Marathon Oil Company ("Marathon") owns 98.4375% of the operating rights in all depths in the E/2NE/4, less and except the Queen Formation, in Section 28-T18S-R34E, which is a portion of The State of New Mexico lease number E-1632. The captioned well is being proposed as a standup proration unit encompassing the east half of said section 28.

Should Marathon choose to participate in the drilling of said well, please sign one copy of this letter and the attached AFE and return to the undersigned at the letterhead address within thirty (30) days of receipt of this letter.

If Marathon is not interested in the project, GMT hereby offers to purchase a term assignment for two (2) years for five hundred (\$500) dollars per acre and delivering Marathon an overriding royalty interest equal to the difference between existing burdens and seventy-five (75%) percent net revenue interest, proportionately reduced to Marathon's interest, in The State of New Mexico lease number E-1632. This term assignment would include not only the E/2NE/4 but also the E/2NW/4 of Section 28 in T18S-R34E, which Marathon appears to own a similar interest under lease E-1632.

To help you in this matter, I am enclosing a copy of the original lease and any assignments that we have found that appear to pertain to your interest. If you should happen to have any

GMT's NW Raptor #43-28 Federal Com #1
1980' FSL & 860' FEL
Section 28-T18S-R34E
Lea County, NM
Page 2 of 2

questions regarding this well proposal or the documents please contact the undersigned at
(904) 549-0077.

Sincerely,

THE ALLAR COMPANY



John Chiles Graham

Encl.

Cc: Philip G. Wood, GMT Exploration Company, LLC

_____ Marathon Oil Company hereby elects to participate in the NW Raptor #43-28 Federal
Com # 1

_____ Marathon Oil Company hereby elects NOT to participate in the NW Raptor #43-28
Federal Com #1 and wishes to make a term assignment of its interest in The State of New
Mexico Lease number E-1632.

MARATHON OIL COMPANY

By: _____

Name: _____

Title: _____

Date: _____

THE ALLAR COMPANY

P. O. Box 1567
735 Elm Street
Graham, Texas 76450.7567

OIL & GAS PROPERTIES

Telephone: 940.549.0077
Telecopier: 940.549.0742
e-mail: allar@allarcompany.com

July 29, 2008

VIA CERTIFIED MAIL

Harvey E. Yates Company
P.O. Box 1933
Roswell, NM 88202-1933

Attn: Mr. Vernon Dyer

Re: GMT's NW Raptor #43-28 Federal Com #1
1980' FSL & 860' FEL
Section 28-T18S-R34E
Lea County, NM

Dear Mr. Dyer:

GMT Exploration Co. LLC and The Allar Company (collectively called "GMT") hereby propose to drill the captioned well, a vertical Morrow well, to a total vertical depth of 13,800', for a total completed cost of \$4,651,156, please see attached AFE.

Harvey E. Yates Company ("HEYCO") owns 1.5625% of the operating rights in all depths in the E/2NE/4, less and except the Queen Formation, in Section 28-T18S-R34E, which is a portion of The State of New Mexico lease number E-1632. The captioned well is being proposed as a standup proration unit encompassing the east half of said section 28.

Should HEYCO choose to participate in the drilling of said well, please sign one copy of this letter and the attached AFE and return to the undersigned at the letterhead address within thirty (30) days of receipt of this letter.

If HEYCO is not interested in the project, GMT hereby offers to purchase a term assignment for two (2) years for five hundred (\$500) dollars per acre and delivering HEYCO an overriding royalty interest equal to the difference between existing burdens and seventy-five (75%) percent net revenue interest, proportionately reduced to HEYCO's interest, in The State of New Mexico lease number E-1632. This term assignment would include not only the E/2NE/4 but also the E/2NW/4 of Section 28 and the W/2SE/4 of Section 27 in T18S-R34E, which HEYCO appears to own a similar interest under lease E-1632.

To help you in this matter, I am enclosing a copy of the original lease and any assignments that we have found that appear to pertain to your interest. If you should happen to have any

questions regarding this well proposal or the documents please contact the undersigned at (904) 549-0077.

Sincerely,

THE ALLAR COMPANY



John Chiles Graham

Encl.

Cc: Philip G. Wood, GMT Exploration Company, LLC

_____ Harvey E. Yates Company hereby elects to participate in the NW Raptor #43-28 Federal Com # 1

_____ Harvey E. Yates Company hereby elects NOT to participate in the NW Raptor #43-28 Federal Com #1 and wishes to make a term assignment of its interest in The State of New Mexico Lease number E-1632.

HARVEY E. YATES COMPANY

By: _____

Name: _____

Title: _____

Date: _____

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Harvey E. Yates Company
Attn: Mr. Vernon Dyer
P.O. Box 1933
Roswell, NM 88202-1933

2. Article Number
(Transfer from)

7007 2680 0001 9466 6279

PS Form 3811, February 2004

Domestic Return Receipt

102595-02-M-1540

COMPLETE THIS SECTION ON DELIVERY

A. Signature

A. Carreon

- ☐ Agent
☐ Addressee

B. Received by (Printed Name)

A. Carreon

C. Date of Delivery

8/4/05

- D. Is delivery address different from item 1? ☐ Yes
If YES, enter delivery address below: ☐ No

3. Service Type

- ☒ Certified Mail ☐ Express Mail
☐ Registered ☐ Return Receipt for Merchandise
☐ Insured Mail ☐ C.O.D.

4. Restricted Delivery? (Extra Fee)

☐ Yes

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Marathon Oil Company
Attn: Mr. Josef Rusnak
USTO-LAND
200 N. Loraine St., Ste. 1310
Midland, TX 79702

2. Article Number
(Transfer from)

7006 0100 0006 4950 3919

PS Form 3811, February 2004

Domestic Return Receipt

102595-02-M-1540

COMPLETE THIS SECTION ON DELIVERY

A. Signature

X Lois Webb

- ☒ Agent
☐ Addressee

B. Received by (Printed Name)

Lois Webb

C. Date of Delivery

8-6-08

- D. Is delivery address different from item 1? ☐ Yes
If YES, enter delivery address below: ☐ No

3. Service Type

- ☒ Certified Mail ☐ Express Mail
☐ Registered ☐ Return Receipt for Merchandise
☐ Insured Mail ☐ C.O.D.

4. Restricted Delivery? (Extra Fee)

☐ Yes

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

ConocoPhillips Company
Attn: Mr. Thomas Scarbrough
600 N. Dairy Ashford St.
Houston, TX 77079-1175

2. Article Number
(Transfer from)

7006 0100 0006 4950 3926

PS Form 3811, February 2004

Domestic Return Receipt

102595-02-M-1540

COMPLETE THIS SECTION ON DELIVERY

A. Signature

X Tom Scarbrough

- ☐ Agent
☐ Addressee

B. Received by (Printed Name)

Tom Scarbrough

C. Date of Delivery

8/4/08

- D. Is delivery address different from item 1? ☐ Yes
If YES, enter delivery address below: ☐ No

3. Service Type

- ☒ Certified Mail ☐ Express Mail
☐ Registered ☐ Return Receipt for Merchandise
☐ Insured Mail ☐ C.O.D.

4. Restricted Delivery? (Extra Fee)

☐ Yes

Megan Albrecht

From: Jack Graham [jack@allarcompany.com]
Sent: Wednesday, August 20, 2008 3:24 PM
To: 'Megan Albrecht'; pwood@gmtexploration.com
Subject: RE: SW/4 of Sec. 27 & force pooling Sec. 28 & 27
Attachments: image001.png

I spoke with Marathon, Conoco and left a message with HEYCO. Marathon should not be a problem, they indicated they will respond before any force pooling hearing. Conoco had not even started looking at it, but their landman said he would circulate the proposal. They did say that a 2 year term assignment was out of the question.

Megan Albrecht

From: Jack Graham [jack@allarcompany.com]
Sent: Monday, September 08, 2008 3:55 PM
To: 'Megan Albrecht'; pwood@gmtexploration.com
Subject: FW:
Attachments: DOC004.ZIP; DOC005.ZIP

I haven't even read it, but wanted to get the proposal to you.

-----Original Message-----

From: Rusnak, Joe [mailto:jfrusnak@marathonoil.com]
Sent: Monday, September 08, 2008 4:40 PM
To: jack@allarcompany.com
Subject:

Jack, per our phone conversation the attached file DOC004 contains a letter agreement setting out the terms under which Marathon is willing to grant a term assignment. Attached file DCC005 contains our form of term assignment for your review. I apologize for the delay in getting you a response on this proposal/request and hope it has not caused much inconvenience. Call if you have any questions. Thanks, Joe.

J. F. Rusnak
Senior Landman
200 N. Loraine, Ste 1310
Midland, Texas 79702
Fax (713)499-6747
Phone (432)688-1407



**Marathon
Oil Company**

World Wide Exploration
200 N. Loraine, Ste. 1310
Midland, Texas 79702
Telephone 432-688- 1407
Facsimile 713-499-6747
Email JFRusnak@MarathonOil.com

September 8, 2008

Mr. John Chiles Graham
THE ALLAR COMPANY
P. O. Box 1567
Graham, Texas 76450-7567

Re: GMT's NW Raptor #43-28 Federal Com # 1
Our LSE 004278 - State of New Mexico E-1632
Section 28; E/2NE/4, E/2NW/4,
T-18-S, R-34-E, N.M.P.M.,
Lea County, New Mexico

Dear Mr. Graham:

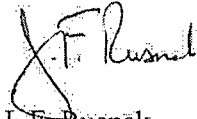
Marathon Oil Company ("Marathon") through the above referenced Oil and Gas Lease, has acquired the E/2NE/4 and E/2NW/4 Section 28, T-18-S, R-34-E as to all depths except the Queen Formation. You, through correspondence dated July 29, 2008 expressed The Allar Company's ("Allar") proposal to drill the above referenced well and in the event Marathon declined to participate, requested Marathon consider a term assignment whereby Allar would explore for Oil and Gas on the referenced property. Marathon declines to participate in the referenced well but would be willing to enter into a trade covering Marathon's interest in the referenced tracts under the following terms:

1. Bonus consideration of \$500 per net mineral acre,
2. One (1) year term,
3. Marathon to deliver a 75% net revenue interest lease, retaining the difference between 25% and lease burdens as an override,
4. The terms of the trade called for in this letter will be set out on Marathon's form of Term Assignment, a copy of which is attached for your review,
5. This letter contains the complete agreement between the parties and supersedes all prior written and/or oral discussions.

If the foregoing meets with your understanding of our agreement, please sign and return one (1) copy of this letter. Upon receipt of a signed copy of this letter, I will prepare the necessary

instruments to complete this transaction. If you have any questions or need additional information please give me a call at (432) 688-1407. Thank you.

Yours truly,



J. F. Rusnak
Senior Landman

Enclosure

AGREED TO AND ACCEPTED THIS _____
DAY OF _____ 2008.

THE ALLAR COMPANY

By: _____
Its: _____

From: Melissa Randle [mailto:mrandle@HEYCOENERGY.COM]

Sent: Friday, September 05, 2008 6:10 PM

To: Steve Denny

Cc: Melissa Randle

Subject: NW Raptor #43-28 Federal Com #1

Mr. Graham:

I tried to call and received no answer at 940-549-0077. We are looking over your proposal to drill the captioned well. Before I can complete the process for management approval, I must have a copy of your proposed JOA. In most cases, Harvey E. Yates Company (HEYCO) participates in the drilling of a well, but we need more information to make our final decision. HEYCO will not sign letter ballots or AFE's without reviewing the JOA. Please expedite the mailing of a copy of your proposed Joint Operating Agreement. Is this a N/2 proration unit? Please call me if you have any questions concerning this matter.

Melissa Randle
Land Manager
HEYCO Energy Group
P. O. Box 1933
Roswell, New Mexico 88202
575-623-6601
mrandle@heycoenergy.com

Megan Albrecht

From: Jack Graham [jack@allarcompany.com]
Sent: Thursday, September 11, 2008 9:47 AM
To: 'Megan Albrecht'
Subject: FW: NW Raptor #43-28 Federal Com #1
Attachments: image001.gif; image001.gif; image001.gif; image001.gif

From: Melissa Randle [mailto:mrandle@HEYCOENERGY.COM]
Sent: Wednesday, September 10, 2008 6:18 PM
To: Jack Graham
Cc: Melissa Randle
Subject: RE: NW Raptor #43-28 Federal Com #1

Mr. Graham – I need to spend time printing and reviewing your attachments, but a quick glance makes me ask if Harvey E. Yates Company is the only outstanding party to be on your force pool docket and what is your immediate deadline to spud this well? The force pool notice from Jim Bruce lists ConocoPhillips and Marathon and mentions a time restraint for drilling the well. At this point, I will not be able to have management review and decide whether to participate and sign the JOA and AFE until next week. Will you present geology at the hearing? Thanks, Melissa

-----Original Message-----

From: Jack Graham [mailto:jack@allarcompany.com]
Sent: Wednesday, September 10, 2008 1:19 PM
To: Melissa Randle
Subject: FW: NW Raptor #43-28 Federal Com #1

Ms. Randle –

Attached is the JOA for the well.

Megan Albrecht

From: Jack Graham [jack@allarcompany.com]
Sent: Thursday, September 11, 2008 10:33 AM
To: 'Megan Albrecht'; Jack Graham
Cc: 'Philip Wood'
Subject: RE: NW Raptor 43-28 pooling

I spoke with Conoco. They are evacuating offices in Houston because of the Hurricane, but indicated they would term assign the 80 acres for 6 months. He said he would try to get a blank term assignment out so we could look at the language. He also said they would not be contesting the pooling.

Left a message with Marathon and told them we are OK with their form of Term Assignment. Hopefully, we can wrap this one up pretty quickly.

Megan Albrecht

From: Jack Graham [jack@allarcompany.com]
Sent: Thursday, September 11, 2008 12:39 PM
To: 'Megan Albrecht'; 'Philip Wood'
Subject: FW: GMT NW Raptor # 43-28 Federal Com # 1

From: Allar Company [mailto:allar@allarcompany.com]
Sent: Thursday, September 11, 2008 11:42 AM
To: Jack Graham; Win Graham
Subject: FW: GMT NW Raptor # 43-28 Federal Com # 1

From: Scarbrough, Thomas J. [mailto:Tom.Scarbrough@conocophillips.com]
Sent: Thursday, September 11, 2008 11:29 AM
To: allar@allarcompany.com
Subject: GMT NW Raptor # 43-28 Federal Com # 1

Jack:

ConocoPhillips Company is in receipt of your well proposal dated July 29, 2008 and Amended Application for Compulsory Pooling dated September 3, 2008. Be advised that COP does not wish to participate in the drilling of the subject well and does not plan to attend the pooling hearing.

Subject to final management approval, ConocoPhillips Company would be agreeable to grant a 6 month Term Assignment covering W2NE of Section 28-18S-34E only, for a cash consideration of \$500/acre (\$40,000), delivering a 75% net revenue lease, with ConocoPhillips retaining as an ORRI the difference between 75% and existing burdens.

As I mentioned, I will be out of the office until Monday due to hurricane Ike preparedness. Talk to you next week.

Tom Scarbrough, CPL
Staff Landman
ConocoPhillips Company
600 N. Dairy Ashford, 3WL-14066
Houston, Texas 77079
Phone: 832-486-2338
Fax: 832-486-2674
Tom.Scarbrough@ConocoPhillips.Com