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November 17, 2009

Hand delivered

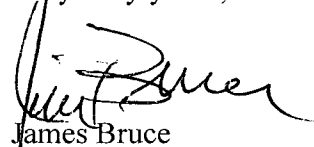
Florene Davidson
Oil Conservation Division
1220 South St. Francis Drive
Santa Fe, New Mexico 87505

Case 14407

Dear Florene:

Enclosed for filing, on behalf of Cimarex Energy Co., are an original and one copy of two applications for a non-standard unit and compulsory pooling, together with proposed advertisements. The advertisements have also been e-mailed to the Division. Please set these matters for the December 17, 2009 hearing.

Very truly yours,



James Bruce

Attorney for Cimarex Energy Co.

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Parties Being Pooled

Valley Forge 20 State Com. Well No. 1

Allie M. Lee Trust
c/o Wells Fargo Bank, N.A.
580 West Texas Avenue
Midland, Texas 79701

Attention: Myra Wiggins

Occidental Permian Limited Partnership
Suite 110
5 Greenway Plaza
Houston, Texas 77046

Attention: Robbie Abraham

B.P. Exploration, Inc.
c/o BP America Production Company
WL-1 6.110
501 Westlake Park Boulevard
Houston, Texas 77079

Attention: Don Thompson

Valley Forge 20 State Com. Well No. 1

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580 West Texas Avenue
Midland, Texas 79701

Attention: Myra Wiggins

B.P. Exploration, Inc.
c/o BP America Production Company
WL-1 6.110
501 Westlake Park Boulevard
Houston, Texas 77079

Attention: Don Thompson

Anadarko Petroleum Corporation
P.O. Box 1330
Houston, Texas 77251

Attention: David Ward

Wayne Bissett
P.O. Box 2101
Midland, Texas 79702

Mitchell Minerals, LLC
RR@ Box 10A
Haskell, Oklahoma 74436

Sigyn Lund
1052 Montgomery Road
Altamonte Springs, Florida 32714

Clare Lundbecke Fraser
133 East 64th Street
New York, New York 10021

Don Kidwell
2305 Metz Place 79705

Douglas C. Koch
P.O. Box 540244
Houston, Texas 77254

BEFORE THE NEW MEXICO OIL CONSERVATION DIVISION

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APPLICATION OF CIMAREX ENERGY CO.
FOR A NON-STANDARD OIL SPACING AND
PRORATION UNIT AND COMPULSORY POOLING,
CHAVES COUNTY, NEW MEXICO.

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Case No. 14407

APPLICATION

Cimarex Energy Co. applies for an order (i) approving a non-standard oil spacing and proration unit in the Abo/Wolfcamp formation comprised of the N $\frac{1}{2}$ S $\frac{1}{2}$ of Section 20, Township 15 South, Range 31 East, N.M.P.M., Chaves County, New Mexico, and (ii) pooling all mineral interests in the Abo/Wolfcamp formation underlying the non-standard unit, and in support thereof, states:

1. Applicant is an interest owner in the N $\frac{1}{2}$ S $\frac{1}{2}$ of Section 20, and has the right to drill a well thereon.

API -

2. Applicant proposes to drill its Valley Forge 20 State Com. Well No. 2, to a depth sufficient to test the Abo/Wolfcamp formation, and seeks to dedicate N $\frac{1}{2}$ S $\frac{1}{2}$ of Section 20 to the well to form a non-standard 160.00 acre oil spacing and proration unit (project area) for any formations and/or pools developed on 40 acre spacing within that vertical extent. The well is a horizontal well, with a surface location 1980 feet from the south line and 375 feet from the west line, and a terminus 1980 feet from the south line and 375 feet from the east line, of Section 20.

3. Applicant has in good faith sought to obtain the voluntary joinder of all other mineral interest owners in the N $\frac{1}{2}$ S $\frac{1}{2}$ of Section 20 for the purposes set forth herein.

4. Although applicant attempted to obtain voluntary agreements from all mineral interest owners to participate in the drilling of the well or to otherwise commit their interests to the well, certain interest owners have failed or refused to join in dedicating their interests.

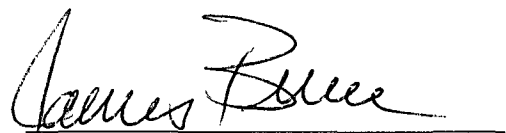
Therefore, applicant seeks an order pooling all mineral interest owners in the N½S½ of Section 20, pursuant to NMSA 1978 §70-2-17.

5. The approval of the non-standard unit and the pooling of all mineral interests underlying the N½S½ of Section 20 will prevent the drilling of unnecessary wells, prevent waste, and protect correlative rights.

WHEREFORE, applicant requests that, after notice and hearing, the Division enter its order:

- A. Approving a non-standard oil spacing and proration unit (project area) in the Abo/Wolfcamp formation comprised of the N½S½ of Section 20;
- B. Pooling all mineral interests in the N½S½ of Section 20 in the Abo/Wolfcamp formation;
- C. Designating Cimarex Energy Co. of Colorado as operator of the well;
- D. Considering the cost of drilling and completing the well, and allocating the cost among the well's working interest owners;
- E. Approving actual operating charges and costs charged for supervision, together with a provision adjusting the rates pursuant to the COPAS accounting procedure; and
- F. Setting a 200% charge for the risk involved in drilling and completing the well in the event a working interest owner elects not to participate in the well.

Respectfully submitted,



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

Attorney for Cimarex Energy Co.

PROPOSED ADVERTISEMENT

Case No. 14467 :

Application of Cimarex Energy Co. for a non-standard oil spacing and proration unit and compulsory pooling, Chaves County, New Mexico. Cimarex Energy Co. seeks an order approving a non-standard oil spacing and proration unit (project area) in the Abo/Wolfcamp formation comprised of the N/2S/2 of Section 20, Township 15 South, Range 31 East, NMPM, to form a non-standard 160.00-acre oil spacing and proration unit (project area), and pooling all mineral interests in the Abo/Wolfcamp formation underlying the non-standard unit. The unit is to be dedicated to the Valley Forge 20 State Com. Well No. 2, a horizontal well to be drilled at a surface location 1980 feet from the south line and 375 feet from the west line, with a terminus 1980 feet from the south line and 375 feet from the east line, of Section 20. Also to be considered will be the cost of drilling and completing the well and the allocation of the cost thereof, as well as actual operating costs and charges for supervision, designation of Cimarex Energy Co. of Colorado as operator of the well, and a 200% charge for the risk involved in drilling and completing the well. The unit is located approximately 13 miles north-northeast of Loco Hills, New Mexico.

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