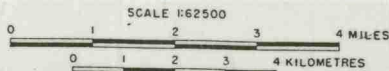


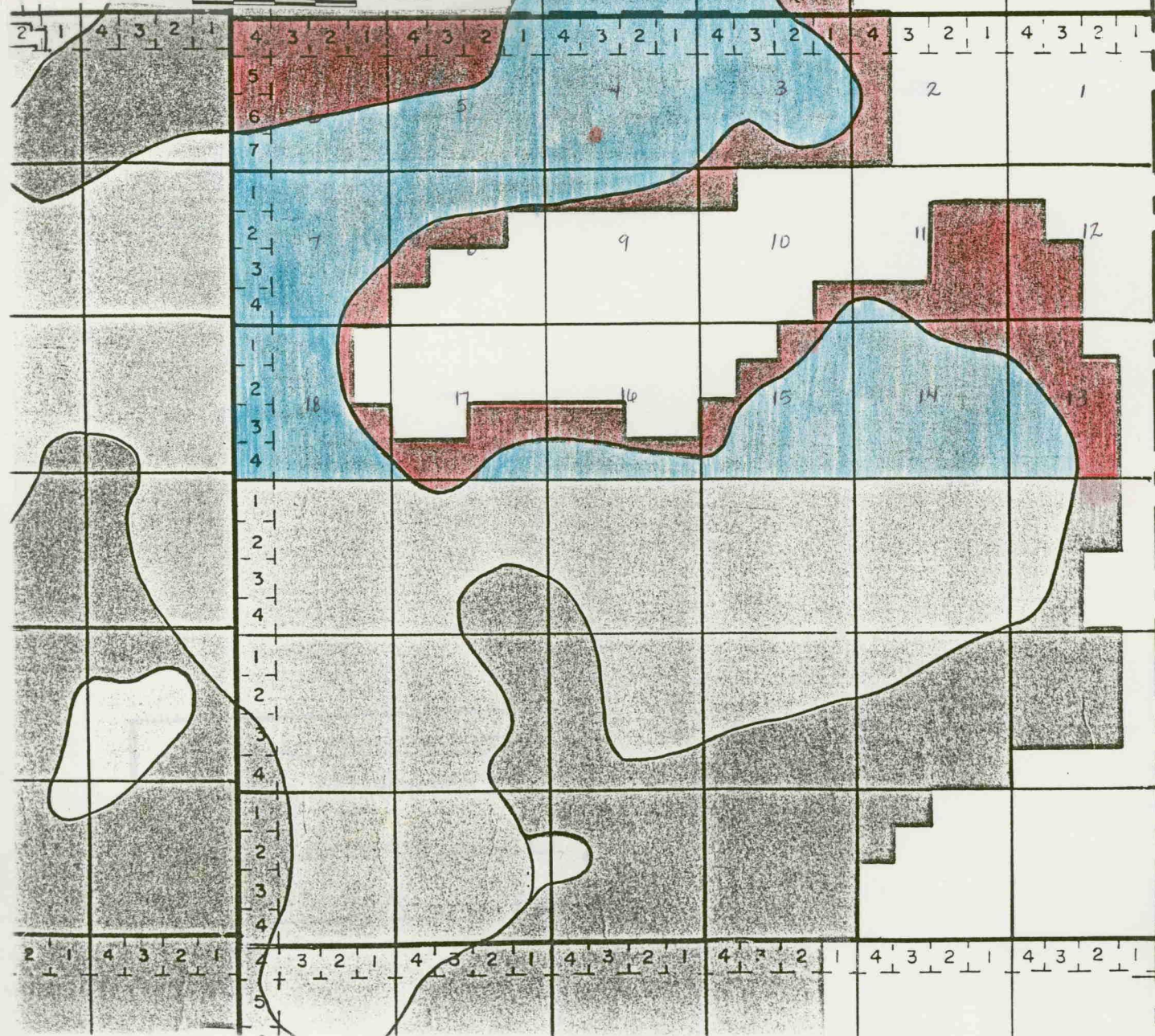
- MEASURED POTASH RESERVES (POTASH ENCLAVE):**  
Resources for which tonnage is computed from dimensions revealed in workings and drill holes. The grade is computed from the results of detailed sampling. A minimum of three data points in any one ore zone meeting quality and thickness standards, no more than 1 1/2 miles (2.4 km) apart, have been used to delineate measured reserves.
- INDICATED POTASH RESERVES:**  
Resources for which tonnage and grade are computed partly from specific measurements, samples, or production data and partly from projection for a reasonable distance on geologic evidence. The sites available for inspection, measurement, and sampling are too widely, or otherwise inappropriately, spaced to permit the mineral bodies to be outlined completely or the grade established throughout.
- INFERRED POTASH RESOURCES:**  
Resources which are probable, but tonnage and grade cannot be computed due to the absence of specific data. Lithologic descriptions and Gamma Logs indicate probable mineralizations, and the data can be reasonably correlated.
- BARREN AND/OR MINOR POTASH MINERALIZATION AREAS:**  
Composed of subeconomic resources that would require a substantially higher market value or a major cost-reducing technology for economical production. Subeconomic resources also include other bitter mineral not presently being recovered.
- FIRST-MINED AREAS:**  
Partly extracted areas in one or more ore zones.
- SECOND-MINED AREAS:**  
Areas where potash ores have been completely mined or lost during mining in one or more zones. Ore zone(s) above and/or below the mine level(s) may contain resources of proven or potential value.
- CARLSBAD KNOWN POTASH LEASING AREAS BOUNDARY:**  
Effective February 22, 1984, and pursuant to authority contained in the Act of March 3, 1879 (43 U.S.C. 31), as supplemented by Reorganization Plan No. 3 of 1950 (43 U.S.C. 1451, note), and 220 Departmental Manual No. 2 and Secretary's Order No. 2948. Boundary delineates and defines a total of 365,488 acres (1,479 km<sup>2</sup>).
- BOUNDARY OF THE WASTE ISOLATION PILOT PLANT (WIPP) AREA**



CO.  
2  
3  
4

EDDY  
2  
3  
4

CO.  
LEA



32°15'



LEV CO.  
EDDY CO.

BEFORE EXAMINER CATANACH  
OIL CONSERVATION DIVISION

Water EXHIBIT NO. 2

CASE NO: 10049

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

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

CASE NO. 10049  
Order No. R-9286

APPLICATION OF SANTA FE ENERGY  
OPERATING PARTNERS, L. P. FOR  
COMPULSORY POOLING, EDDY COUNTY,  
NEW MEXICO.

ORDER OF THE DIVISION

BY THE DIVISION:

This cause came on for hearing at 8:15 a.m. on August 22, 1990, at Santa Fe, New Mexico, before Examiner David R. Catanach.

NOW, on this 19<sup>th</sup> day of September, 1990, the Division Director, having considered the testimony, the record, and the recommendations of the Examiner, and being fully advised in the premises,

FINDS THAT:

(1) Due public notice having been given as required by law, the Division has jurisdiction of this cause and the subject matter thereof.

(2) The applicant, Santa Fe Energy Operating Partners, L.P., seeks an order pooling all mineral interests from the surface to the base of the Morrow formation underlying the following described acreage in Section 4, Township 23 South, Range 31 East, NMPM, Eddy County, New Mexico, in the following manner:

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Order No. R-9286  
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The S/2 to form a standard 320-acre gas spacing and proration unit for any and all formations and/or pools developed on 320-acre gas spacing within said vertical extent which presently includes but is not necessarily limited to the Undesignated West Sand Dunes-Atoka Gas Pool and the Undesignated Los Medanos-Morrow Gas Pool;

The SW/4 to form a standard 160-acre gas spacing and proration unit for any and all formations and/or pools developed on 160-acre spacing within said vertical extent;

The SE/4 SW/4 to form a standard statewide 40-acre oil spacing and proration unit for any and all formations and/or pools developed on 40-acre oil spacing within said vertical extent which presently includes the Undesignated Los Medanos-Bone Spring Pool.

(3) Said unit(s) are to be dedicated to the applicant's proposed P.G. Federal "4" Well No. 1 to be drilled at a standard location thereon.

(4) At the time of the hearing, the applicant testified that due to certain "Potash" restrictions, the proposed well will likely have to be directionally drilled from a proposed surface location 900 feet from the North line and 1980 feet from the West line (Unit C) of said Section 4 to a standard bottomhole location 660 feet from the South line and 1980 feet from the West line (Unit N) of said Section 4.

(5) Due to the directional drilling considerations, the applicant also proposed at the hearing that the subject application be amended to pool only that interval from the top of the Bone Spring formation to the base of the Morrow formation in the manner described in Finding No. (2) above.

(6) The applicant has the right to drill and proposes to drill its P.G. Federal "4" Well No. 1 at the tentative location described above.

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(7) Yates Petroleum Corporation, a 50% working interest owner in the proposed proration unit(s), appeared at the hearing in opposition to the application on the basis that the applicant has not made a good faith effort to secure voluntary agreement.

(8) The evidence and testimony presented indicates that the applicant has made a good faith effort to secure voluntary agreement with Yates Petroleum Corporation, but has been unable to do so.

(9) To avoid the drilling of unnecessary wells, to protect correlative rights, to avoid waste, and to afford to the owner of each interest in said unit(s) the opportunity to recover or receive without unnecessary expense his just and fair share of the production in any pool completion resulting from this order, the subject application should be approved by pooling all mineral interests, whatever they may be, within said unit(s).

(10) The applicant should be designated the operator of the subject well and unit(s).

(11) Any non-consenting working interest owner should be afforded the opportunity to pay his share of estimated well costs to the operator in lieu of paying his share of reasonable well costs out of production.

(12) Any non-consenting working interest owner who does not pay his share of estimated well costs should have withheld from production his share of the reasonable well costs plus an additional 200 percent thereof as a reasonable charge for the risk involved in the drilling of the well.

(13) Any non-consenting interest owner should be afforded the opportunity to object to the actual well costs but actual well costs should be adopted as the reasonable well costs in the absence of such objection.

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(14) Following determination of reasonable well costs, any non-consenting working interest owner who has paid his share of estimated costs should pay to the operator any amount that reasonable well costs exceed estimated well costs and should receive from the operator any amount that paid estimated well costs exceed reasonable well costs.

(15) \$5000.00 per month while drilling and \$500.00 per month while producing should be fixed as reasonable charges for supervision (combined fixed rates); the operator should be authorized to withhold from production the proportionate share of such supervision charges attributable to each non-consenting working interest, and in addition thereto, the operator should be authorized to withhold from production the proportionate share of actual expenditures required for operating the subject well, not in excess of what are reasonable, attributable to each non-consenting working interest.

(16) All proceeds from production from the subject well which are not disbursed for any reason should be placed in escrow to be paid to the true owner thereof upon demand and proof of ownership.

(17) Upon the failure of the operator of said pooled unit to commence the drilling of the well to which said unit(s) are dedicated on or before December 1, 1990, the order pooling said unit(s) should become null and void and of no effect whatsoever.

(18) Should all the parties to this forced pooling reach voluntary agreement subsequent to entry of this order, this order shall thereafter be of no further effect.

(19) The operator of the well and unit(s) shall notify the Director of the Division in writing of the subsequent voluntary agreement of all parties subject to the forced pooling provisions of this order.

(20) Prior to commencing drilling operations, the applicant should be required to obtain Division approval for the proposed directional drilling operation and any other applicable Division rule exceptions.

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IT IS THEREFORE ORDERED THAT:

(1) All mineral interests, whatever they may be, from the top of the Bone Spring formation to the base of the Morrow formation underlying the following described acreage in Section 4, Township 23 South, Range 31 East, NMPM, Eddy County, New Mexico, is hereby pooled in the following manner:

The S/2 to form a standard 320-acre gas spacing and proration unit for any and all formations and/or pools developed on 320-acre gas spacing within said vertical extent which presently includes but is not necessarily limited to the Undesignated West Sand Dunes-Atoka Gas Pool and the Undesignated Los Medanos-Morrow Gas Pool;

The SW/4 to form a standard 160-acre gas spacing and proration unit for any and all formations and/or pools developed on 160-acre spacing within said vertical extent;

The SE/4 SW/4 to form a standard statewide 40-acre oil spacing and proration unit for any and all formations and/or pools developed on 40-acre oil spacing within said vertical extent which presently includes the Undesignated Los Medanos-Bone Spring Pool.

(2) Said unit(s) are to be dedicated to the applicant's proposed P.G. Federal "4" Well No. 1 to be directionally drilled from a tentative surface location 900 feet from the North line and 1980 feet from the West line (Unit C) of said Section 4 to a standard bottomhole location 660 feet from the South line and 1980 feet from the West line (Unit N) of said Section 4.

PROVIDED HOWEVER THAT, the operator of said unit(s) shall commence the drilling of said well on or before the 1st day of December, 1990, and shall thereafter continue the drilling of said well with due diligence to a depth sufficient to test the Morrow formation.

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PROVIDED FURTHER THAT, in the event said operator does not commence the drilling of said well on or before the 1st day of December, 1990, Ordering Paragraph No. (1) of this order shall be null and void and of no effect whatsoever, unless said operator obtains a time extension from the Division Director for good cause shown.

PROVIDED FURTHER THAT, should said well not be drilled to completion, or abandonment, within 120 days after commencement thereof, said operator shall appear before the Division Director and show cause why Ordering Paragraph No. (1) of this order should not be rescinded.

(3) Santa Fe Energy Operating Partners, L. P. is hereby designated the operator of the subject well and unit(s).

(4) After the effective date of this order and within 90 days prior to commencing said well, the operator shall furnish the Division and each known working interest owner in the subject unit an itemized schedule of estimated well costs.

(5) Within 30 days from the date the schedule of estimated well costs is furnished to him, any non-consenting working interest owner shall have the right to pay his share of estimated well costs to the operator in lieu of paying his share of reasonable well costs out of production, and any such owner who pays his share of estimated well costs as provided above shall remain liable for operating costs but shall not be liable for risk charges.

(6) The operator shall furnish the Division and each known working interest owner an itemized schedule of actual well costs within 90 days following completion of the well; if no objection to the actual well costs is received by the Division and the Division has not objected within 45 days following receipt of said schedule, the actual well costs shall be the reasonable well costs; provided however, if there is objection to actual well costs within said 45-day period the Division will determine reasonable well costs after public notice and hearing.



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(7) Within 60 days following determination of reasonable well costs, any non-consenting working interest owner who has paid his share of estimated well costs in advance as provided above shall pay to the operator his pro rata share of the amount that reasonable well costs exceed estimated well costs and shall receive from the operator his pro rata share of the amount that estimated well costs exceed reasonable well costs.

(8) The operator is hereby authorized to withhold the following costs and charges from production:

(A) The pro rata share of reasonable well costs attributable to each non-consenting working interest owner who has not paid his share of estimated well costs within 30 days from the date the schedule of estimated well costs is furnished to him.

(B) As a charge for the risk involved in the drilling of the well, 200 percent of the pro rata share of reasonable well costs attributable to each non-consenting working interest owner who has not paid his share of estimated well costs within 30 days from the date the schedule of estimated well costs is furnished to him.

(9) The operator shall distribute said costs and charges withheld from production to the parties who advanced the well costs.

(10) \$5000.00 per month while drilling and \$500.00 per month while producing are hereby fixed as reasonable charges for supervision (combined fixed rates); the operator is hereby authorized to withhold from production the proportionate share of such supervision charges attributable to each non-consenting working interest, and in addition thereto, the operator is hereby authorized to withhold from production the proportionate share of actual expenditures required for operating such well, not in excess of what are reasonable, attributable to each non-consenting working interest.

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(11) Any unleased mineral interest shall be considered a seven-eighths (7/8) working interest and a one-eighth (1/8) royalty interest for the purpose of allocating costs and charges under the terms of this order.

(12) Any well costs or charges which are to be paid out of production shall be withheld only from the working interest's share of production, and no costs or charges shall be withheld from production attributable to royalty interests.

(13) All proceeds from production from the subject well which are not disbursed for any reason shall immediately be placed in escrow in Eddy County, New Mexico, to be paid to the true owner thereof upon demand and proof of ownership; the operator shall notify the Division of the name and address of said escrow agent within 30 days from the date of first deposit with said escrow agent.

(14) Should all parties to this forced pooling order reach voluntary agreement subsequent to entry of this order, this order shall thereafter be of no further effect.

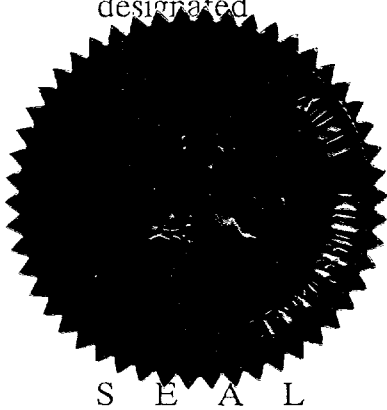
(15) The operator of the well and unit(s) shall notify the Director of the Division in writing of the subsequent voluntary agreement of all parties subject to the forced pooling provisions of this order.

(16) Prior to commencing drilling operations, the applicant shall be required to obtain Division approval for the proposed directional drilling operation and any other applicable Division rule exceptions.

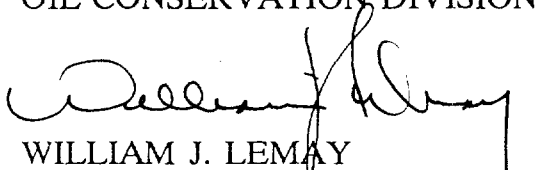
(17) Jurisdiction of this cause is retained for the entry of such further orders as the Division may deem necessary.

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DONE at Santa Fe, New Mexico, on the day and year hereinabove  
designated



STATE OF NEW MEXICO  
OIL CONSERVATION DIVISION

  
WILLIAM J. LEMAY  
Director