

CIMAREX ENERGY CO
Form S-3MEF
April 17, 2007

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As filed with the United States Securities and Exchange Commission on April 17, 2007

Registration No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

FORM S-3

Registration Statement Under the Securities Act of 1933

CIMAREX ENERGY CO.*

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

45-0466694
(I.R.S. Employer Identification No.)

**1700 Lincoln Street, Suite 1800
Denver, Colorado 80203-4518
(303) 295-3995**

(Address, including zip code, and telephone number, including area code,
of registrant's principal executive offices)

**Paul Korus
Cimarex Energy Co.
1700 Lincoln Street, Suite 1800
Denver, Colorado 80203-4518
(303) 295-3995**

(Name, address, including zip code, and telephone number, including area code,
of agent for service)

With copies to:

**Thomas A. Richardson
Charles D. Maguire, Jr.
Holme Roberts & Owen LLP
1700 Lincoln Street, Suite 4100
Denver, Colorado 80203
(303) 861-7000**

**Stephan J. Feder
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, NY 10017
(212) 455-2000**

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, please check the following box.

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of earlier effective registration statement for the same offering. 333-142016

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|--|---|----------------------------|
| Senior Notes due 2017 | \$50,000,000(1) | \$1,535(2) |
| Subsidiary Guarantees | (3) | (3) |

(1) The registrant previously registered an aggregate principal amount of \$300,000,000 of Senior Notes due 2017 on the Registration Statement on Form S-3 (File No. 333-142016). In accordance with Rule 462(b) promulgated under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of no more than 20% of the maximum aggregate offering price of the securities eligible to be sold under the related Registration Statement on Form S-3 (File No. 333-142016) is hereby registered.

(2) Calculated pursuant to Rule 457(o) under the Securities Act. The registrant previously registered an aggregate principal amount of \$300,000,000 of Senior Notes due 2017 on the Registration Statement on Form S-3 (File No. 333-142016), for which a filing fee of \$9,210 was previously paid.

(3) In accordance with Rule 457(n), no separate fee is payable with respect to the Subsidiary Guarantees.

* Includes certain subsidiaries of Cimarex Energy Co. identified on the following page.

TABLE OF ADDITIONAL REGISTRANT GUARANTORS

| Exact Name of Registrant Guarantors as Specified in its Charter(1) | State or Other Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification Number |
|---|---|--|
| Brock Gas Systems & Equipment, Inc. | Texas | 84-1438790 |
| Cimarex California Pipeline LLC | Colorado | 20-8785697 |
| Cimarex Energy Co. of Colorado | Texas | 75-1074365 |
| Cimarex Texas LLC | Colorado | 20-2424750 |
| Cimarex Texas L.P. | Texas | 20-2424688 |
| Columbus Energy Corp. | Colorado | 84-0891713 |
| Columbus Energy L.P. | Texas | 84-1473120 |
| Columbus Gas Services, Inc. | Delaware | 84-0396094 |
| Columbus Texas, Inc. | Nevada | 84-1472414 |
| Conmag Energy Corporation | Texas | 20-8596953 |
| Hunter Gas Gathering, Inc. | Texas | 73-1222501 |
| Key Production Company, Inc. | Delaware | 84-1089744 |
| Key Production Texas L.P. | Texas | 20-2424799 |
| Key Texas LLC | Colorado | 20-2424839 |
| Magnum Hunter Production, Inc. | Texas | 75-2589131 |
| Oklahoma Gas Processing, Inc. | Delaware | 73-1566476 |
| PEC (Delaware), Inc. | Delaware | 73-1567808 |
| Pintail Energy, Inc. | Delaware | 01-0615093 |
| Prize Energy Resources, L.P. | Delaware | 73-1565425 |
| Prize Operating Company | Delaware | 73-1565426 |
| Trapmar Properties, Inc. | Texas | 75-1896997 |

(1) The address for each registrant guarantor is 1700 Lincoln Street, Suite 1800, Denver, Colorado 80203-4518, telephone (303) 295-3995.

Explanatory note

We are filing this registration statement with the Securities and Exchange Commission pursuant to Rule 462(b) and General Instruction IV of Form S-3, both as promulgated under the Securities Act of 1933, as amended. This registration statement relates to the public offering of debt securities contemplated by the automatic shelf registration statement on Form S-3 (File No. 333-142016) (the "Prior Registration Statement"), originally filed by us on April 11, 2007, and is being filed for the sole purpose of increasing the maximum aggregate offering price of our Senior Notes due 2017 to be registered by \$50,000,000. The information set forth in the Prior Registration Statement, including the exhibits thereto and each of the documents incorporated therein by reference, is incorporated by reference herein.

The required opinions and consents are listed on the exhibit index attached hereto and filed herewith.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits

The following documents are filed as exhibits to this Registration Statement:

| Exhibit No. | Description |
|--------------------|--|
| 5.1 | Opinion of Holme Roberts & Owen LLP relating to the validity of the securities being registered. |
| 23.1 | Consent of KPMG LLP. |
| 23.2 | Consent of Deloitte & Touche LLP. |
| 23.3 | Consent of Holme Roberts & Owen LLP (included in Exhibit 5.1). |
| 23.4 | Consent of Ryder Scott Company, LP. |
| 23.5 | Consent of DeGolyer and MacNaughton. |
| 24.1 | Power of Attorney (previously filed with the Commission in connection with the Registration Statement on Form S-3 (File No. 333-142016) filed on April 11, 2007 and incorporated herein by reference). |

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Denver and State of Colorado, on April 17, 2007.

CIMAREX ENERGY CO.

By: *

 F.H. Merelli
 Chairman, President and Chief Executive Officer

Pursuant to the requirements of this Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|---------------------------------------|---|----------------|
| * _____ F.H. Merelli | Director, Chairman, President and Chief Executive Officer (Principal Executive Officer) | April 17, 2007 |
| /s/ PAUL KORUS _____ Paul Korus | Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer) | April 17, 2007 |
| * _____ James H. Shonsey | Vice President, Chief Accounting Officer and Controller (Principal Accounting Officer) | April 17, 2007 |
| * _____ Jerry Box | Director | April 17, 2007 |
| * _____ Glenn A. Cox | Director | April 17, 2007 |
| * _____ Cortlandt S. Dietler | Director | April 17, 2007 |
| * _____ Hans Helmerich | Director | April 17, 2007 |

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*

Director April 17, 2007
David A. Hentschel

*

Director April 17, 2007
Paul D. Holleman

*

Director April 17, 2007
Monroe W. Robertson

*

Director April 17, 2007
L. Paul Teague

*By: /s/ PAUL KORUS

Paul Korus, attorney-in fact

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Pursuant to the requirements of the Securities Act of 1933, as amended, each registrant guarantor certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Denver, State of Colorado, on April 17, 2007.

BROCK GAS SYSTEMS & EQUIPMENT, INC.
CIMAREX ENERGY CO. OF COLORADO
COLUMBUS ENERGY CORP.
COLUMBUS GAS SERVICES, INC.
COLUMBUS TEXAS, INC.
CONMAG ENERGY CORPORATION
HUNTER GAS GATHERING, INC.
KEY PRODUCTION COMPANY, INC.
MAGNUM HUNTER PRODUCTION, INC.
OKLAHOMA GAS PROCESSING, INC.
PEC (DELAWARE), INC.
PINTAIL ENERGY, INC.
PRIZE OPERATING COMPANY
TRAPMAR PROPERTIES, INC.

*

F. H. Merelli
Director, Chairman, President and Chief Executive Officer
(Principal Executive Officer)

/s/ PAUL KORUS

Paul Korus
Vice President, Chief Financial Officer and Treasurer and Director
(Principal Financial Officer)

*

James H. Shonsey
Vice President, Chief Accounting Officer and Controller
(Principal Accounting Officer)

CIMAREX CALIFORNIA PIPELINE LLC

/s/ PAUL KORUS

Paul Korus
Chief Financial Officer, Cimarex Energy Co., in its capacity as the
sole member and manager of Cimarex California Pipeline LLC

CIMAREX TEXAS LLC

/s/ PAUL KORUS

Paul Korus
Chief Financial Officer, Cimarex Energy Co., in its capacity as the
sole member and manager of Cimarex Texas LLC

CIMAREX TEXAS L.P.

/s/ PAUL KORUS

Paul Korus
Chief Financial Officer, Cimarex Energy Co., in its capacity as the
general partner of Cimarex Texas L.P.

COLUMBUS ENERGY L.P.

/s/ PAUL KORUS

Paul Korus
Chief Financial Officer, Columbus Energy Corp., in its capacity as the
general partner of Columbus Energy L.P.

KEY PRODUCTION TEXAS L.P.

/s/ PAUL KORUS

Paul Korus
Chief Financial Officer, Key Production Company, Inc., in its
capacity as the general partner of Key Production Texas L.P.

KEY TEXAS LLC

/s/ PAUL KORUS

Paul Korus
Chief Financial Officer, Key Production Company, Inc., in its
capacity as the sole member and manager of Key Texas LLC

PRIZE ENERGY RESOURCES, L.P.

/s/ PAUL KORUS

Paul Korus
Chief Financial Officer, Prize Operating Company, in its capacity as
the general partner of Prize Energy Resources, L.P.

*By: /s/ PAUL KORUS

Paul Korus, attorney-in fact

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