

CIMAREX ENERGY CO
Form 10-K
February 28, 2007

united states

securities and exchange commission

Washington, D C 20549

Form 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2006

OR

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Commission file number 001-31446

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

(Address of principal executive offices including ZIP code)

(303) 295-3995

(Registrant's telephone number)

Securities Registered Pursuant to Section 12(b) of the Act:

Title of Each Class
Common Stock (\$.01 par value)

Name of each exchange on which registered
New York Stock Exchange

Securities Registered Pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES NO

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Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. YES NO

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer (as defined in Rule 12b-2 of the Securities Exchange Act of 1934). (Check One):

Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). YES NO

Aggregate market value of the voting stock held by non-affiliates of Cimarex Energy Co. as of June 30, 2006 was approximately \$3,403,194,051.

Number of shares of Cimarex Energy Co. common stock outstanding as of February 15, 2007 was 83,245,444.

Documents Incorporated by Reference: Portions of the Registrant's Proxy Statement for its 2007 Annual Meeting of Stockholders are incorporated by reference into Part III of this Form 10-K.

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GLOSSARY

Bbl/d Barrels (of oil) per day

Bbls Barrels (of oil)

Bcf Billion cubic feet

Bcfe Billion cubic feet equivalent

MBbls Thousand barrels

Mcf Thousand cubic feet (of natural gas)

Mcfe Thousand cubic feet equivalent

MMBbls Million barrels

MMBtu Million British Thermal Units

MMcf Million cubic feet

MMcf/d Million cubic feet per day

MMcfe Million cubic feet equivalent

MMcfe/d Million cubic feet equivalent per day

Net Acres Gross acreage multiplied by working interest percentage

Net Production Gross production multiplied by net revenue interest

NGL Natural gas liquids

Tcf Trillion cubic feet

Tcfe Trillion cubic feet equivalent

One barrel of oil is the energy equivalent of six Mcf of natural gas.

PART I

Forward-Looking Statements

Throughout this Form 10-K, we make statements that may be deemed forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. All statements, other than statements of historical facts, that address activities, events, outcomes and other matters that Cimarex plans, expects, intends, assumes, believes, budgets, predicts, forecasts, projects, estimates or anticipates (and other similar expressions) will, should or may occur in the future are forward-looking statements. These forward-looking statements are based on management's current belief, based on currently available information, as to the outcome and timing of future events. When considering forward-looking statements, you should keep in mind the risk factors and other cautionary statements in this Form 10-K. Forward-looking statements include statements with respect to, among other things:

- *amount, nature and timing of capital expenditures;*
- *drilling of wells;*
- *reserve estimates;*
- *timing and amount of future production of oil and natural gas;*
- *operating costs and other expenses;*
- *cash flow and anticipated liquidity;*
- *estimates of proved reserves, exploitation potential or exploration prospect size; and*
- *marketing of oil and natural gas.*

We caution you that these forward-looking statements are subject to all of the risks and uncertainties, many of which are beyond our control, incident to the exploration for and development, production and sale of oil and gas. These risks include, but are not limited to, commodity price volatility, inflation, lack of availability of goods and services, environmental risks, drilling and other operating risks, regulatory changes, the uncertainty inherent in estimating proved oil and natural gas reserves and in projecting future rates of production and timing of development expenditures and other risks described herein.

Reserve engineering is a subjective process of estimating underground accumulations of oil and natural gas that cannot be measured in an exact way. The accuracy of any reserve estimate depends on the quality of available data and the interpretation of such data by our engineers. As a result, estimates made by different engineers often vary from one another. In addition, the results of drilling, testing and production activities may justify revisions of estimates that were made previously. If significant, such revisions could change the timing of future production and development drilling. Accordingly, reserve estimates are generally different from the quantities of oil and natural gas that are ultimately recovered.

Should one or more of the risks or uncertainties above or elsewhere in this Form 10-K cause our underlying assumptions to be incorrect, our actual results and plans could differ materially from those expressed in any forward-looking statements.

All forward-looking statements, express or implied, included in this Form 10-K and attributable to Cimarex are qualified in their entirety by this cautionary statement. This cautionary statement should also be considered in connection with any subsequent written or oral forward-looking statements that Cimarex or persons acting on its behalf may issue. Cimarex does not undertake any obligation to update any forward-looking statements to reflect events or circumstances after the date of filing this Form 10-K with the Securities and Exchange Commission, except as required by law.

ITEM 1. BUSINESS

General

Cimarex Energy Co. is an independent oil and gas exploration and production company. Our operations are mainly located in Texas, Oklahoma, New Mexico, Louisiana and the Gulf of Mexico. Proved oil and gas reserves as of year-end 2006 totaled nearly 1.45 Tcfe, consisting of 1.1 Tcf of gas and 59.8 million barrels of oil and natural gas liquids. Of total proved reserves, 75 percent are gas and 80 percent are classified as proved developed. We operate the wells that account for 73 percent of our total proved reserves and approximately 70 percent of production.

Cimarex was formed in February 2002 as a wholly owned subsidiary of Tulsa-based Helmerich & Payne, Inc. On September 30, 2002, Cimarex was completely spun off to Helmerich and Payne shareholders and simultaneously merged with Denver-based Key Production Company, Inc. Our common stock began trading on the New York Stock Exchange on October 1, 2002 under the symbol XEC.

On June 7, 2005, Cimarex acquired Dallas-based Magnum Hunter Resources, Inc. in a \$1.5 billion stock-for-stock merger plus assumption of liabilities. Proved reserves acquired totaled 886.7 billion cubic feet equivalent (Bcfe), of which 60 percent were gas and 73 percent proved developed. The transaction effectively tripled our proved reserves and doubled our production.

Our corporate headquarters are located at 1700 Lincoln Street, Suite 1800, Denver, Colorado 80203 and our main telephone number at that location is (303) 295-3995.

Our Web site address is www.cimarex.com. There you will find our news releases, annual reports, proxy statements, 10-Ks, 10-Qs, 8-Ks, insider (Section 16) filings and all other SEC filings. We have also posted our Code of Ethics, Code of Business Conduct, Corporate Governance Guidelines, Audit Committee Charter and Governance Committee Charter. Copies of these documents are also available in print upon a written or telephone request to our Corporate Secretary.

Business Strategy

Our basic business approach is centered on profitable reinvestment of the cash flow generated by our producing properties in drilling new wells that have the potential to grow our production and proved reserves and to add value for the benefit of our investors. A cornerstone to our approach is detailed evaluation of each drilling decision based on its risk-adjusted discounted after-tax cash flow rate of return on investment. Our analysis includes estimates and assessments of potential reserve size, geologic and mechanical risks, expected costs and future production profiles.

During 2006, we drilled 558 gross wells and invested \$1,049 million on exploration and development. Our integrated teams of geoscientists, landmen, and petroleum engineers continually generate new prospects to maintain a rolling portfolio of drilling opportunities in different basins with varying geologic characteristics. We have a centralized exploration management system that measures actual results and provides feedback about drilling results to the originating exploration teams in order to help them improve and refine future investment decisions. We believe that our detailed technical analysis and disciplined risk assessment is a competitive advantage and best positions us to continue to achieve attractive economic rates of return and consistent increases in proved reserves and production.

While our primary focus is drilling, we do consider acquisition and merger opportunities that allow us to either enhance our competitive position in existing core areas or to add new areas. The Magnum Hunter acquisition significantly increased our presence in the Permian Basin and enhanced our Mid-Continent operations in the Texas Panhandle.

Business Segments

Cimarex has one reportable segment (exploration and production).

Exploration and Development Activity Overview

Our operations are currently focused in the Mid-Continent region which consists of Oklahoma, the Texas Panhandle and southwest Kansas; the Permian Basin region of west Texas and southeast New Mexico; the upper Gulf Coast areas of Texas, south Louisiana and Mississippi; and the Gulf of Mexico.

A summary of our 2006 exploration and development activity by region is as follows.

	Exploration and Development Capital (in millions)	Gross Wells Drilled	Net Wells Drilled	Completion Rate	12/31/06 Proved Reserves (Bcfe)
Mid-Continent	\$ 350	302	186	97 %	595
Permian Basin	331	167	119	96 %	563
Gulf Coast	211	49	28	65 %	105
Gulf of Mexico	128	16	6	44 %	44
Western/Other	29	24	7	71 %	142
	\$ 1,049	558	346	91 %	1,449

Company-wide, we participated in drilling 558 gross wells during 2006, with an overall completion rate of 91 percent. On a net basis, 316 of 346 total wells drilled during 2006 were completed as producers.

Our 2006 exploration and development expenditures (E&D) totaled \$1,049 million and resulted in 201 Bcfe of proved reserve additions from drilling. Of total expenditures, 33 percent were invested in projects located in the Mid-Continent area; 32 percent in the Permian Basin; 20 percent in the Gulf Coast; and 12 percent in the Gulf of Mexico.

Mid-Continent

Our Mid-Continent operations cover the Anadarko and Arkoma basins of central and southeastern Oklahoma, the Hugoton Basin of southwest Kansas and the Texas Panhandle. We drilled 302 gross (186 net) Mid-Continent wells during 2006, completing 97 percent as producers. The bulk of this activity occurred in the Texas Panhandle and the Anadarko Basin. Full-year 2006 drilling investment in this area totaled \$350 million, or 33% of total E&D capital.

We drilled 86 gross (59 net) Texas Panhandle wells with 98 percent being completed as producers. Most of these wells targeted the Granite Wash formation in Roberts and Hemphill counties at depths ranging from 11,000-14,000 feet. Drilling activity in the Granite Wash remains active with 75-100 wells planned for 2007.

We drilled 92 (18 net) Anadarko Basin wells, of which 98 percent were completed as producers. The drilling activity mainly targets the Red Fork and Clinton Lake/Atoka formations at depths ranging from 12,000-15,000 feet. Gross proved reserves for these wells averaged 1.3 Bcfe. We expect to continue an active program in this area, drilling a similar number of wells in 2007 as in 2006.

We have a large inventory of recompletion and in-fill drilling locations in several exploitation projects, including the Cumberland, Madill and Caddo fields in southern Oklahoma and the Panoma field in the Texas Panhandle. The Panoma field area targets the Brown Dolomite formation at depths of approximately 2,200 feet. In 2006 we drilled 80 gross (79 net) wells at Panoma with a 100% success rate, increasing field production by 3.2 MMcfe/d.

Permian Basin

In the Permian Basin our operations cover both west Texas and southeast New Mexico. In total, we drilled 167 gross (119 net) wells completing 161 gross (115 net) as producers in the Permian Basin during 2006. Full-year 2006 drilling investment in this area totaled \$331 million, or 32% of total E&D capital.

Southeast New Mexico drilling totaled 69 gross (47 net) wells with 94% being completed as producers. The primary formations we target in this area are comprised of Pennsylvanian-aged Morrow, Atoka and Strawn sandstones and conglomerate gas reservoirs at depths ranging from 11,500-14,000 feet.

In West Texas, a total of 98 gross (72 net) wells were drilled, of which 98% were successful. Included in the West Texas program is exploitation of the Westbrook Unit (90% working interest) where 44 infill wells have been drilled and completed in the Clearfork formation at 3,200 feet.

Other geologic targets in West Texas include the Devonian, Ellenburger, Bone Spring and Spraberry. We drilled or participated in 21 (seven net) Devonian wells in the Arbol de Nada field in Winkler and Ector Counties, Texas; five gross (five net) Ellenburger wells in the Will-O field in Val Verde County, Texas; and six gross (2.7 net) Bone Spring wells in the War-Wink field in Ward County, Texas.

Gulf Coast /Gulf of Mexico

Our onshore Gulf Coast focus area generally encompasses coastal Texas, south Louisiana and Mississippi. Our Gulf of Mexico operations are primarily located in offshore Louisiana in water depths less than 300 feet and covering approximately one million gross acres. We obtained all of our offshore position through the Magnum Hunter acquisition. Our Gulf Coast and Gulf of Mexico effort is generally characterized by a greater reliance on 3-D seismic information for prospect generation, larger potential reserves per well, greater drilling depths and lower success rates.

During 2006 we drilled 49 gross (28 net) Gulf Coast wells, realizing a 65 percent success rate. A significant portion of the drilling occurred in Liberty County, Texas. Targeting the Yegua and Cook Mountain formations at 10,500 feet, we drilled 14 gross (nine net) Liberty County wells with a success rate of 64 percent. Gulf of Mexico 2006 drilling consisted of 16 gross (6.7 net) wells, of which 44% were successful.

Western/Other

Our Western/Other region principally includes operations in California, Michigan, North Dakota and Wyoming. We drilled 24 gross (7.2 net) wells in the Western/Other region completing only 17 gross (0.2 net) as producers. Included in this area is the Riley Ridge Unit gas development project in Sublette County, Wyoming.

Production and Pricing Information

The following table sets forth certain information regarding the company's production volumes and the average oil and gas prices received:

	Years Ending December 31,		
	2006	2005	2004
Production Volumes			
Gas (MMcf)	124,733	100,272	63,611
Oil (MBbls)	6,529	4,804	2,641
Equivalent (MMcfe)	163,907	129,096	79,457
Net Average Daily Volumes:			
Gas (MMcf)	341.7	274.7	173.8
Oil (MBbl)	17.9	13.2	7.2
Equivalent (MMcfe)	449.1	353.7	217.1
Average Sales Price			
Gas (\$/Mcf)	\$ 6.50	\$ 8.05	\$ 5.76
Oil (\$/Bbl)	\$ 61.96	\$ 55.25	\$ 40.19

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Combined oil and gas production volumes increased 27 percent to 449.1 MMcfe per day. Gas production in 2006 rose 24 percent to 341.7 MMcf per day and oil production increased 36 percent to 17,887 barrels per day. The increase in volumes primarily stems from the inclusion of production from Magnum Hunter operations beginning June 7, 2005 and exploration and development drilling.

The weighted-average gas price we received during 2006 was \$6.50 per Mcf, which was 19 percent lower than the \$8.05 per Mcf average price we received during 2005. Our annual average realized oil price during 2006 increased by 12 percent to \$61.96 per barrel from \$55.25 per barrel in 2005. Gas prices fell in 2006 as compared to 2005 as a result of a number of factors including lower demand because of warm winter weather, no significant hurricane activity causing supply disruptions in the Gulf of Mexico and rising storage levels relative to historic averages.

Cimarex assumed Magnum Hunter's oil and gas commodity swap and collar contracts as part of the merger. These instruments did not qualify for hedge accounting treatment and as such they are not included in the above average sales prices. In third quarter of 2006, we entered into natural gas collars for calendar 2007 and 2008 for 80,000 and 40,000 MMBtu per day, respectively. The collars have been executed to settle against regional delivery points that correspond with our Mid-Continent production. Beginning in January 2007, these instruments will affect average sales prices to the extent that the benchmark prices fall outside the collar range. For a discussion of derivatives, see Note 5 of Notes to Consolidated Financial Statements contained herein.

The following table summarizes Cimarex's daily production by region for the full-year 2006 and the second-half of 2005. The second-half 2005 volumes reflect the production increases as a result of the Magnum Hunter acquisition.

	2006 Average Daily Production			Second-half
	Oil (MBbl/d)	Gas (MMcf/d)	Total (MMcfe/d)	2005 Avg. (MMcfe/d)
Mid-Continent	4.7	152.5	180.7	175.3
Permian Basin	8.1	83.8	132.4	130.1
Gulf Coast	3.2	61.8	80.7	84.4
Gulf of Mexico	1.6	36.2	45.9	37.9
Other	0.3	7.4	9.4	10.5
	17.9	341.7	449.1	438.2

Our largest producing area is the Mid-Continent region which averaged 180.7 MMcfe per day making-up 40 percent of our total 2006 production. We grew our 2006 production in this region as a result of successful drilling programs in the Texas Panhandle and the Anadarko Basin. The Permian Basin contributed 132.4 MMcfe per day in 2006, which was 29 percent of our total production for this period. The current year production increased as a result of successful Morrow drilling in southeast New Mexico and West Texas secondary oil projects and development drilling. Gulf Coast production was 80.7 MMcfe per day during 2006, or 18 percent of total production. Gulf Coast volumes decreased in 2006 as a result of natural decline in our wells which were only partially offset by exploration success. Production from the Gulf of Mexico totaled 45.9 MMcfe per day, or 10 percent of our total 2006 production. Our second-half 2005 Gulf of Mexico production rate of 37.9 MMcfe per day was negatively impacted by hurricanes.

We have field offices located near our major concentrations of operated properties and have a centralized production management team in our Tulsa office.

Acquisitions and Divestitures

Cimarex completed its acquisition of Magnum Hunter Resources, Inc, on June 7, 2005. Magnum Hunter was an independent oil and gas exploration and production company with operations concentrated

in the Permian Basin of West Texas and southeast New Mexico and in the Gulf of Mexico. Magnum's oil and gas properties were valued at \$1.8 billion and resulted in the addition of 886.7 Bcfe of proved reserves (73 percent proved developed).

Various interests in oil and gas properties were sold during 2006, with proceeds totaling \$4.5 million. Proceeds from the sales were recorded as a reduction to oil and gas properties, as prescribed under the full cost method of accounting. Proved reserves associated with the sold properties approximated 2.5 billion cubic feet equivalent. We also recognized a \$19.8 million gain on sale of certain limited partnership interests in oil and gas properties. Net sales consideration received via distributions from these affiliated partnerships totaled \$59.3 million.

Marketing

Our oil and gas production is sold under various short-term arrangements at market-responsive prices. We sell our oil at various prices directly or indirectly tied to field postings and monthly futures contract prices on the New York Mercantile Exchange (NYMEX). Our gas is sold under pricing mechanisms related to either monthly index prices on pipelines where we deliver our gas or the daily spot market. Revenues are recognized as gas is delivered and are reflected net of gas purchases in the Consolidated Statement of Operations included in this report.

We sell our oil and gas to a broad portfolio of customers. Our largest customer accounted for 11 percent of 2006 revenues. Because over two-thirds of our gas production is from wells in Kansas, Oklahoma, Texas and Louisiana, most of our customers are either from those states or nearby end-user market centers. We regularly monitor the credit worthiness of all our customers and may require parental guarantees, letters of credit or prepayments when we deem such security is necessary.

Employees

We employed 734 people on December 31, 2006. None of our employees are subject to collective bargaining agreements.

Competition

The oil and gas industry is highly competitive. Competition is particularly intense for prospective undeveloped leases and purchases of proved oil and gas reserves. There is also competition for rigs and related equipment we use to drill for and produce oil and gas. Our competitive position is also highly dependent on our ability to recruit and retain geological, geophysical and engineering expertise. We compete for prospects, proved reserves, oil-field services and qualified oil and gas professionals with major and diversified energy companies and other independent operators that have larger financial, human and technological resources than we do.

We compete with integrated, independent and other energy companies for the sale and transportation of oil and gas to marketing companies and end users. The oil and gas industry competes with other energy industries that supply fuel and power to industrial, commercial and residential consumers. Many of these competitors have financial and human resources substantially larger than those of Cimarex. The effect of these competitive factors on Cimarex cannot be predicted.

Title to Oil and Gas Properties

We undertake title examination and perform curative work at the time we lease undeveloped acreage, prepare for the drilling of a prospect or acquire proved properties. We believe that the titles to our properties are good and defensible, and are in accordance with industry standards. Our oil and gas properties are subject to customary royalty interests contracted for in connection with the acquisition of

title, liens incidental to operating agreements, tax liens and other burdens and minor encumbrances, easements and restrictions.

Government Regulation

Oil and gas production and transportation is subject to many varying and complex federal and state regulations. In recent years, we have been most directly affected by federal and state environmental regulations and energy conservation rules. We are indirectly affected by federal and state regulation of pipelines and other oil and gas transportation systems. Compliance with such laws and regulations increases our overall cost of business, but has not had a material adverse effect on our operations or financial condition.

Most of the states in which we conduct operations regulate the size of well spacing units, drilling density within productive formations and the unitization or pooling of properties. In addition, state conservation laws establish limits on the maximum rate of production from wells, generally prohibit the venting or flaring of natural gas and impose certain requirements regarding the ratability of production. The effect of these regulations is to often limit the amounts of oil and natural gas that we can produce from our wells and to limit the number of wells or locations at which we can drill.

Environmental Regulation. Various federal, state and local laws regulating the discharge of materials into the environment, or otherwise relating to the protection of the environment, directly impact oil and gas exploration, development and production operations, and consequently may impact our operations and costs. These laws and regulations govern, among other things, emissions to the atmosphere, discharges of pollutants into waters, underground injection of waste water, the generation, storage, transportation and disposal of waste materials, and protection of public health, natural resources and wildlife. These laws and regulations may impose substantial liabilities for noncompliance and for any contamination resulting from our operations and may require the suspension or cessation of operations in affected areas. To date, we have not expended any material amounts to comply with such regulations, and management does not currently anticipate that future compliance will have a materially adverse effect on our consolidated financial position or results of operations.

We are committed to environmental protection and believe we are in substantial compliance with applicable environmental laws and regulations. We routinely obtain permits for our facilities and operations in accordance with the applicable laws and regulations. There are no known issues that have a significant adverse effect on the permitting process or permit compliance status of any of our facilities or operations. We have made, and will continue to make, expenditures in our efforts to comply with environmental regulations and requirements. These costs are considered a normal, recurring cost of our ongoing operations and not an extraordinary cost of compliance with government regulations.

Gas Gathering and Transportation. The Federal Energy Regulatory Commission (FERC) requires interstate gas pipelines to provide open access transportation. Interstate pipelines have implemented this requirement by modifying their tariffs and implementing new services and rates. These changes have provided us with additional market access and more fairly applied transportation services and rates. FERC continues to review and modify its open access and other regulations applicable to interstate pipelines.

Under the Natural Gas Policy Act (NGPA), natural gas gathering facilities are expressly exempt from FERC jurisdiction. What constitutes gathering under the NGPA has evolved through FERC decisions and judicial review of such decisions. We believe that our gathering systems meet the test for non-jurisdictional gathering systems under the NGPA and that our facilities are not subject to federal regulations. Although exempt from federal regulatory oversight, our natural gas gathering systems and services may receive regulatory scrutiny by state agencies.

Additional proposals and proceedings that might affect the oil and gas industry are pending before the U.S. Congress, FERC, state legislatures, state agencies and the courts. We cannot predict when or whether any such proposals may become effective and what effect they will have on our operations. We do not anticipate that compliance with existing federal, state and local laws, rules or regulations will have a material adverse effect upon our capital expenditures, earnings or competitive position.

In addition to using our own gathering facilities, we may use third-party gathering services or interstate transmission facilities (owned and operated by interstate pipelines) to ship our gas to markets.

Federal and State Income Taxation

Cimarex and the petroleum industry in general are affected by both federal and state income tax laws. We have considered the effects of these provisions on our operations and do not anticipate that there will be any undisclosed impact on our capital expenditures, earnings or competitive position.

Certain Risks

The following risks and uncertainties, together with other information set forth in this Form 10-K, should be carefully considered by current and future investors in our securities. If any of the following risks and uncertainties develop into actual events, this could have a material adverse affect on our business, financial condition or results of operations and could negatively impact the value of our common stock.

Low oil and gas prices could adversely affect our financial results and future rate of growth in proved reserves and production.

Our revenues and results of operations are highly dependent on oil and gas prices. The prices we receive for our production are based on prevailing market conditions and are influenced by many factors that are beyond our control. Historically, oil and gas prices have fluctuated widely. For example, in 2006 we sold our gas at an average price of \$6.50 per Mcf, which was 19 percent lower than our 2005 average sales price of \$8.05 per Mcf. Conversely, our average 2006 oil price of \$61.96 per barrel was 12 percent higher than the price we received in 2005 of \$55.25 per barrel.

In recent years, oil prices have responded to changes in supply and demand stemming from actions taken by the Organization of Petroleum Exporting Countries, worldwide economic conditions, growing transportation and power generation needs, and other events. Factors affecting gas prices have included domestic supplies; the level and price of natural gas imports into the U.S.; weather conditions; the economy and the price and level of alternative sources of energy such as nuclear power, hydroelectric power, coal, and other petroleum products.

Our proved oil and gas reserves and production volumes will decrease in quantity unless we successfully replace the reserves we produce with new discoveries or acquisitions. For the foreseeable future, we expect to make substantial capital investments for the exploration and development of new oil and gas reserves to replace the reserves we produce and to increase our total proved reserves. Historically, we have paid for these types of capital expenditures with cash flow provided by our production operations. Because low oil and gas prices would negatively affect the amount of cash flow available to fund these capital investments, they could also affect our future rate of growth. Low prices may also reduce the amount of oil and gas that we can economically produce and may cause us to curtail, delay or defer certain exploration and development projects. We may be required under accounting rules to write down the carrying value of our properties or impair goodwill when gas and oil prices are low. Moreover, our ability to borrow under our bank credit facility and to raise additional debt or equity capital to fund acquisitions would also be impacted.

Our use of hedging arrangements could result in financial losses or reduce our income.

To reduce our exposure to fluctuations in natural gas prices, we have entered into hedging arrangements for a portion of our natural gas production. These hedging arrangements expose us to risk of financial loss in some circumstances, including when:

- production is less than expected;
- the counterparty to the hedging contract defaults on its contract obligations; or
- there is a change in the expected differential between the underlying price in the hedging agreement and actual prices received.

Failure of our exploration and development program to find commercial quantities of new oil and gas reserves could negatively affect our financial results and future rate of growth.

Most of our wells produce from reservoirs characterized by high levels of initial production and declines which stabilize within three to five years. In order to replace the reserves depleted by production and to maintain or grow our total proved reserves and overall production levels, we must locate and develop new oil and gas reserves or acquire producing properties from others. While we may from time to time seek to acquire proved reserves, our main business strategy is to grow through drilling. Without successful exploration and development, our reserves, production and revenues could decline rapidly, which would negatively impact our results of operations and reduce our ability to raise capital.

Exploration and development involves numerous risks, including the risk that no commercially productive oil or gas reservoirs will be discovered. Exploration and development can also be unprofitable, not only from dry wells, but from productive wells that do not produce sufficient reserves to return a profit.

We often are uncertain as to the future cost or timing of drilling, completing and producing wells. Our drilling operations may be curtailed, delayed or canceled as a result of several factors, including unforeseen poor drilling conditions, title problems, unexpected pressure or irregularities in formations, equipment failures, accidents, adverse weather conditions, compliance with environmental and other governmental requirements, and the cost of, or shortages or delays in the availability of, drilling rigs and related equipment.

The high-rate production characteristics of our properties subject us to high reserve replacement needs and require significant capital expenditures to replace our reserves.

Unless we conduct successful development activities or acquire properties containing proved reserves, our proved reserves will decline as they are produced. Producing natural gas and oil reservoirs are generally characterized by declining production rates that vary depending on reservoir characteristics and other factors. Because of the high-rate production profiles of our properties, replacing produced reserves is more difficult for us than for companies whose reserves have longer-life production profiles. This imposes greater reinvestment risk for our company as we may not be able to continue to economically replace our reserves.

Our proved reserve estimates may be inaccurate and future net cash flows are uncertain.

Estimates of proved oil and gas reserves and their associated future net cash flow necessarily depend on a number of variables and assumptions. Among others, changes in any of the following factors may cause estimates to vary considerably from actual results:

- production rates, reservoir pressure, and other subsurface information;
- future oil and gas prices;

- assumed effects of governmental regulation;
- future operating costs;
- future property, severance, excise and other taxes incidental to oil and gas operations;
- capital expenditures;
- workover and remedial costs; and
- Federal and state income taxes.

Our proved oil and gas reserve estimates are prepared by Cimarex engineers in accordance with guidelines established by the Securities and Exchange Commission (SEC). DeGolyer and MacNaughton, independent petroleum engineers, reviewed our reserve estimates for properties that comprised at least 80 percent of the discounted future net cash flows before income taxes, using a 10 percent discount rate, as of December 31, 2006.

The values referred to in this report should not be construed as the current market value of our proved reserves. In accordance with SEC guidelines, the estimated discounted net cash flow from proved reserves is based on prices and costs as of the date of the estimate, whereas actual future prices and costs may be materially different.

We deliver oil and gas through pipelines that we do not own. The marketability of our production depends in part upon the availability, proximity and capacity of these pipelines. These facilities may not always be available to us in the future. The lack of availability of these facilities for an extended period of time could negatively affect revenues.

Competition in our industry is intense and many of our competitors have greater financial and technological resources.

We operate in the competitive area of oil and gas exploration and production. Many of our competitors are large, well-established companies that have larger operating staffs and greater capital resources than we do. These companies may be able to pay more for exploratory prospects and productive oil and gas properties and may be able to define, evaluate, bid for and purchase a greater number of properties and prospects than our financial or human resources permit.

We are subject to complex laws and regulations that can adversely affect the cost, manner or feasibility of doing business.

Exploration, development, production and sale of oil and gas are subject to extensive Federal, state and local laws and regulations, including complex environmental laws. We may be required to make large expenditures to comply with environmental and other governmental regulations. Failure to comply with these laws and regulations may result in the suspension or termination of our operations and subject us to administrative, civil and criminal penalties. Matters subject to regulation include discharge permits for drilling operations, drilling bonds, spacing of wells, unitization and pooling of properties, environmental protection, and taxation. Our operations create the risk of environmental liabilities to the government or third parties for any unlawful discharge of oil, gas or other pollutants into the air, soil or water. In the event of environmental violations, we may be charged with remedial costs. Pollution and similar environmental risks generally are not fully insurable. Such liabilities and costs could have a material adverse effect on our financial condition and results of operations.

Our limited ability to influence operations and associated costs on properties not operated by us could result in economic losses that are partially beyond our control.

Other companies operate approximately 30 percent of our net production. Our success in properties operated by others depends upon a number of factors outside of our control, including timing and amount of capital expenditures, the operator's expertise and financial resources, approval of other participants in drilling wells, selection of technology and maintenance of safety and environmental standards. Our dependence on the operator and other working interest owners for these projects could prevent the realization of our targeted returns on capital in drilling or acquisition activities.

Our business involves many operating risks that may result in substantial losses for which insurance may be unavailable or inadequate.

Our operations are subject to hazards and risks inherent in drilling for oil and gas, such as fires, natural disasters, explosions, formations with abnormal pressures, casing collapses, uncontrollable flows of underground gas, blowouts, surface cratering, pipeline ruptures or cement failures, and environmental hazards such as natural gas leaks, oil spills and discharges of toxic gases. Any of these risks can cause substantial losses resulting from injury or loss of life, damage to or destruction of property, natural resources and equipment, pollution and other environmental damages, regulatory investigations and penalties, suspension of our operations and repair and remediation costs. In addition, our liability for environmental hazards may include conditions created by the previous owners of properties that we purchase or lease.

We maintain insurance coverage against some, but not all, potential losses. We do not believe that insurance coverage for all environmental damages that could occur is available at a reasonable cost. Losses could occur for uninsurable or uninsured risks, or in amounts in excess of existing insurance coverage. The occurrence of an event that is not fully covered by insurance could harm our financial condition and results of operation.

We have outstanding Convertible Notes which are convertible into our common stock.

We have outstanding \$125 million of Convertible Notes (face value) that mature on December 15, 2023. The Convertible Notes will be convertible into a combination of cash and common stock of Cimarex upon the happening of certain events. In general, upon conversion of a Convertible Note, the holder would receive cash equal to the principal amount of the Convertible Note and Cimarex common stock for the Convertible Note's conversion value in excess of such principal amount. The number of Cimarex common shares into which the Convertible Notes are convertible is dependent upon the conversion value in excess of the principal amount of the Convertible Notes and our future common stock price. Any such conversion will be dilutive to our existing shareholders.

Our acquisition activities may not be successful, which may hinder our replacement of reserves and adversely affect our results of operations.

We evaluate opportunities and engage in bidding and negotiating for acquisitions, some of which are substantial. Under certain circumstances, we may pursue acquisitions of businesses that complement or expand our current business and acquisition and development of new exploration prospects that complement or expand our prospect inventory. We may not be successful in identifying or acquiring any material property interests, which could hinder us in replacing our reserves and adversely affect our financial results and rate of growth. Even if we do identify attractive opportunities, there is no assurance that we will be able to complete the acquisition of the business or prospect on commercially acceptable terms. If we do complete an acquisition, we must anticipate difficulties in integrating its operations,

systems, technology, management and other personnel with our own. These difficulties may disrupt our ongoing operations, distract our management and employees and increase our expenses.

Competition for experienced, technical personnel may negatively impact our operations.

Our exploratory and development drilling success depends, in part, on our ability to attract and retain experienced professional personnel. The loss of any key executives or other key personnel could have a material adverse effect on our operations. As we continue to grow our asset base and the scope of our operations, our future profitability will depend on our ability to attract and retain qualified personnel, particularly individuals with a strong background in geology, geophysics, engineering and operations.

There are inherent limitations in all control systems, and misstatements due to error or fraud may occur and not be detected.

While Cimarex has taken actions designed to address compliance with the internal control, disclosure control and other requirements of the Sarbanes-Oxley Act of 2002 and the rules and regulations promulgated by the SEC implementing these requirements, there are inherent limitations in its ability to control all circumstances. See Item 9A of this report for a complete discussion of controls and procedures. Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our internal controls and disclosure controls will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. In addition, the design of a control system must reflect the fact that there are resource constraints and the benefit of controls must be relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, in our company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple errors or mistakes. Further, controls can be circumvented by individual acts of some persons, by collusion of two or more persons, or by management override of the controls. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, a control may be inadequate because of changes in conditions, such as growth of the company or increased transaction volume, or the degree of compliance with the policies or procedures may deteriorate. Because of inherent limitations in a control system, misstatements due to error or fraud may occur and not be detected.

The Cimarex certificate of incorporation, by-laws and stockholders rights plan include provisions that could discourage an unsolicited corporate takeover and could prevent stockholders from realizing a premium on their investment.

The certificate of incorporation and by-laws of Cimarex provide for a classified board of directors with staggered terms, restrict the ability of stockholders to take action by written consent and prevent stockholders from calling a meeting of the stockholders. In addition, Delaware General Corporation Law imposes restrictions on business combinations with interested parties. Cimarex also has adopted a stockholders rights plan. The stockholders rights plan, the certificate of incorporation and the by-laws may have the effect of delaying, deferring or preventing a change in control of Cimarex, even if the change in control might be beneficial to Cimarex stockholders.

ITEM 2. PROPERTIES

Oil and Gas Properties and Reserves

All of our proved reserves and undeveloped acreage are located in the United States. We have varying levels of ownership interests in our properties consisting of working, royalty and overriding royalty interests. We operate the wells that comprise 73 percent of our proved reserves.

Our engineers estimate our proved oil and gas reserve quantities in accordance with guidelines established by the SEC. DeGolyer and MacNaughton, independent petroleum engineers, reviewed our reserve estimates for those properties that comprised at least 80 percent of the discounted value of the projected future net cash flow before income taxes as of December 31, 2006. All information in this Form 10-K relating to oil and gas reserves is net to our interest unless stated otherwise. See Note 17, Supplemental Oil and Gas Disclosures, in Notes to Consolidated Financial Statements for further information. The following table sets forth the present value and estimated volume of our oil and gas proved reserves: