

KELLAHIN AND KELLAHIN

ATTORNEYS AT LAW

EL PATIO BUILDING

117 NORTH GUADALUPE

POST OFFICE BOX 2265

SANTA FE, NEW MEXICO 87504-2265

TELEPHONE (505) 982-4285
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W. THOMAS KELLAHIN*

*NEW MEXICO BOARD OF LEGAL SPECIALIZATION
RECOGNIZED SPECIALIST IN THE AREA OF
NATURAL RESOURCES-OIL AND GAS LAW

JASON KELLAHIN (RETIRED 1991)

October 13, 1999

TO:

**NOTICE OF THE HEARING OF THE FOLLOWING NEW MEXICO
OIL CONSERVATION DIVISION CASE:**

***Re: Application of Burlington Resources Oil & Gas Company
for Compulsory Pooling, San Juan County, New Mexico***

On behalf of Burlington Resources Oil & Gas Company, please find enclosed our application for compulsory pooling of the following acreage in Section 36, T27N, R8W as follows: for (i) a 320-acre gas spacing unit consisting of the W/2 of this section for Mesaverde gas production to be dedicated to the proposed Brookhaven Com Well No. 8 to be located in the NW/4 and to the Brookhaven Com Well No. 8-A to be located in the SW/4 of this section (ii) for a standard 160-acre gas spacing unit consisting of the NW/4 of this section for Chacra gas production to be dedicated to the Brookhaven Com Well No. 8 and (ii) for a standard 160-acre gas spacing unit consisting of the SW/4 of this section for Chacra gas production to be dedicated to the Brookhaven Com Well No. 8-A. This application has been set for hearing on the New Mexico Oil Conservation Division Examiner's docket now scheduled for November 4, 1999. The hearing will be held at the Division hearing room located at 2040 S. Pacheco, Santa Fe, New Mexico.

As an interest owner who may be affected by this application, we are notifying you of your right to appear at the hearing and participate in this case, including the right to present evidence either in support of or in opposition to the application. Failure to appear at the hearing may preclude you from any involvement in this case at a later date.

Pursuant to the Division's Memorandum 2-90, you are further notified that if you desire to appear in this case, then you are requested to file a Pre-Hearing Statement with the Division not later than 4:00 PM on Friday, October 29, 1999, with a copy delivered to the undersigned.

Very truly yours,



W. Thomas Kellahin

cc: Burlington Resources Oil & Gas Company

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

**IN THE MATTER OF THE APPLICATION
OF BURLINGTON RESOURCES OIL & GAS
COMPANY FOR COMPULSORY POOLING,
SAN JUAN COUNTY, NEW MEXICO.**

CASE NO. _____

APPLICATION

Comes now BURLINGTON RESOURCES OIL & GAS COMPANY, by its attorneys, Kellahin & Kellahin, and in accordance with Section 70-2-17(c) (1978) applies to the New Mexico Oil Conservation Division for an order pooling all owners of mineral interests in the Mesaverde formation and the Chacra formation underlying the following described acreage within Section 36, T27N, R8W, NMPM, San Juan County, New Mexico, in the following manner:

- (i) a 320-acre gas spacing unit consisting of the W/2 of this section for gas production from the Blanco-Mesaverde Gas Pool to be dedicated to the proposed Brookhaven Com Well No. 8 to be located in the NW/4 and to the Brookhaven Com Well No. 8-A to be located in the SW/4 of this section;
- (ii) for a standard 160-acre gas spacing unit consisting of the NW/4 of this section for gas production from the Otero-Chacra Gas Pool to be dedicated to the Brookhaven Com Well No. 8; and
- (iii) for a standard 160-acre gas spacing unit consisting of the SW/4 of this section for gas production from the Otero-Chacra Gas Pool to be dedicated to the Brookhaven Com Well No. 8-A.

Applicant seeks to be designated as the operator of these wells. Said units are to be dedicated to Burlington Resources Oil & Gas Company's Brookhaven Com Wells No. 8 and 8-A which are to be drilled as "dual completions" at a standard gas well locations within this section.

In support of its application, Burlington Resources Oil & Gas Company ("Burlington") states:

1. Burlington is a 63.427118% working interest owner in the Mesaverde formation in the W/2 of Section 36, T27N, R8W, NMPM, San Juan County, New Mexico and is the proposed operator for:

(a) the Brookhaven Com Well No. 8 to be located within Unit C of this section and drilled as a dual completion gas well in the Blanco Mesaverde Gas Pool and the Otero-Chacra Gas Pool; and

(b) the Brookhaven Com Well No. 8-A to be located within the SW/4 of this section and drilled as a dual completion gas well in the Blanco Mesaverde Gas Pool and the Otero-Chacra Gas Pool.

2. By Letter Agreement dated May 24, 1952 this proposed spacing unit was included within acreage subject to a November 27, 1951 farmout/operating agreements between Brookhaven Oil Company and San Juan Production Company (collectively the "GLA-46 Agreement") which set forth a drilling obligation for 18 Mesaverde wells to be drilled within the contract area. *18th DRILLED around 1956.*

*BR's
Assignment
on
GLA-46*

3. This drilling obligation has been satisfied.

4. Thereafter and only by unanimous agreement made on an individual well basis, did the parties decide to make any future well subject to the GLA-46 Agreement.

5. Burlington is the successor to San Juan Production Company and Energy Resources Corporation (formerly Total Minatome) and others are successors to Brookhaven Oil Company, (the "GLA-46 Group")

6. On July 30, 1998, Burlington proposed to the other working interest owners in this spacing unit the drilling of the Brookhaven Com Well No. 8 as a Mesaverde/Chacra dual completion at an estimated well cost of \$427,630.00 to be governed by the parties signing a new joint operating agreement instead of being subject to the GLA-46 Agreement.

7. In response, by letter dated August 24, 1998, Total Minatome attempted to participate under the terms of the GLA-46 agreements because certain of its provisions are very favorable to Minatome and include (a) the right for Minatome to be a "carried interest" so that Minatome keeps 50 % of its production and Burlington (San Juan) recovers 100 % of Minatome's (Brookhaven) share of costs only out of 50 % of Minatome's share of production and without any penalty; and (b) limits Total Minatome's share of well costs to not more than 50 % of a total well cost not to exceed \$45,000.00.

8. In September, 1998, Burlington was advised that Total Minatome sold its interest to Energy Resources Corporation (successor in name to Taurus Exploration USA, Inc.)

9. On September 18, 1998, Burlington advised the GLA-46 Group, including Energen Resources Corporation, that the GLA-46 Agreement did not apply to this new well proposal and they could either (a) elect to participate by signing a new joint operating agreement or (b) farmout out their interests to Burlington.

10. On August 25, 1999, Burlington advised the GLA-46 Group, including Energy Resources Corporation, that it was withdrawing its offer to drill and complete the Brookhaven Well No. 8 under the terms set forth in its September 18, 1998 letter.

11. On September 15, 1999, Burlington made a second formal request for all working interest owners to sign a new joint operating agreement for this well.

12. On September 15, 1999, Burlington proposed to the other working interest owners in this spacing unit the drilling of a second Mesaverde well in this same spacing unit (the "Brookhaven Com Well No. 3-A" and identified in Burlington's proposal as the Brookhaven Com Well No. 9.) as a Mesaverde/Chacra dual completion at an estimated well cost of \$427,630.00 to be governed by the parties signing a new joint operating agreement instead of being subject to the GLA-46 Agreement.

13. Despite its good faith efforts, Burlington has not been able to obtain the voluntary agreement of certain mineral owners as indicated on Exhibit "A".

14. As set forth in Division Order R-10877 and Order R-10878, the Division has already decide this issue in favor of issuing a compulsory order which pooled the GLA-46 Group's interest for the drilling of other wells because:

(a) if the Division does not pool the interests of the GLA-46 Group, and subsequent litigation determines that the GLA-46 Group's interpretation of the GLA-46 Agreement is incorrect, Burlington will be forced to consolidate the interests once again, either by a new agreement or by compulsory pooling. The well will have been drilled by that time, and the GLA-46 Group, in deciding whether or not to voluntarily participate in the well will have knowledge as to its success giving them an unfair advantage over Burlington; or

(b) if Burlington's interpretation of the GLA-46 Agreement is subsequently determined to be incorrect, the GLA-46 Group will have been voluntarily committed under the terms of the GLA-46 Agreement and will simply be dropped from the compulsory pooling order.

15. Pursuant to Section 70-2-17(c) NMSA (1978) and in order to obtain its just and equitable share of production from these wells and these spacing units, Burlington needs an order of the Division pooling the described spacing units and described mineral interests involved.

16. In accordance with the Division's notice requirements, a copy of this application has been sent to the parties to be pooled as shown on Exhibit "A".

17. Burlington requests that this matter be set for a hearing before the Division on the next available Examiner's docket now scheduled for November 4, 1999.

WHEREFORE, Burlington, as applicant, requests that this application be set for hearing on November 4, 1999 before the Division's duly appointed examiner, and that after notice and hearing as required by law, the Division enter its order pooling the mineral interests described in these spacing units for the drilling, completing and operating these wells at standard gas well locations and upon terms and conditions which include:

- (1) Burlington Resources Oil & Gas Company be named operator;
- (2) provisions for applicant and all working interest owners to participate in the costs of drilling, completing, equipping and operating for each well;
- (3) in the event a working interest owner fails to elect to participate in each well, then provision be made to recover out of production the costs of the drilling, completing, equipping and operating for each well including a risk factor penalty of 200 %;
- (4) provision for overhead rates per month drilling and per month operating and a provision providing for an adjustment method of the overhead rates as provided by COPAS;
- (5) for such other and further relief as may be proper.

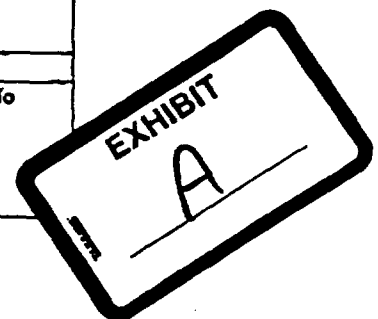
RESPECTFULLY SUBMITTED:

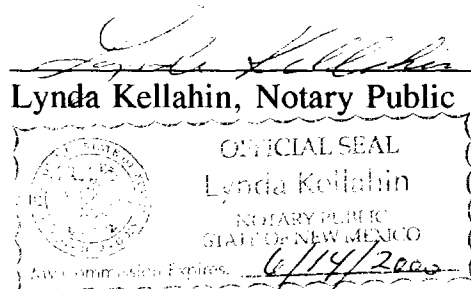
A handwritten signature in black ink, appearing to read 'W. Thomas Kellahin', written over a horizontal line.

W. THOMAS KELLAHIN
KELLAHIN & KELLAHIN
P. O. Box 2265
Santa Fe, New Mexico 87504

| | | | |
|---|------------|------------|----|
| Cross Timbers Oil Company Attn: Win Ryan 810 Houston Street Suite 2000 Fort Worth, TX 76102-6298 | 1.5625% | 0.00% | No |
| Cheryl Potenziani P.O. Box 36600, Station D Albuquerque, NM 87176 | 0.926703% | 0.529544% | No |
| Energen Resources Corporation Attn: Rich Corcoran 2198 Bloomfield Highway Farmington, NM 87401 | 15.049651% | 11.680158% | No |
| Westport Oil & Gas Company Attn: Kent Davis 410 Seventeenth Street, Ste 2300 Denver, CO 80202-4436 | 6.761437% | 5.247607% | No |

| | | | |
|--|-----------|-----------|----|
| Carolyn Nielsen Sedberry C/o Bank of America Attn: Ed DiRe P.O. Box 2546 Fort Worth, TX 76113-2546 | 1.878502% | 1.073430% | No |
| Roger Nielsen 1200 Danbury Drive Mansfield, TX 76063 | 1.878502% | 1.073430% | No |
| C. Fred Luthy Jr. C/o Bank of America Attn: Ed DiRe P.O. Box 2546 Fort Worth, TX 76113-2546 | 1.853198% | 1.058971% | No |
| Cyrene L. Inman C/o Bank of America Attn: Ed DiRe P.O. Box 2546 Fort Worth, TX 76113-2546 | 1.853198% | 1.058970% | No |
| FA & HB Cronican Rev Trust C/o Bank of America Attn: Ed DiRe P.O. Box 2546 Fort Worth, TX 76113-2546 | 1.052185% | 0.601249% | No |
| William C. Briggs C/o Bank of America Attn: Ed DiRe P.O. Box 2546 Fort Worth, TX 76113-2546 | 0.938940% | 0.536537% | No |
| Herbert R. Briggs C/o Bank of America Attn: Ed DiRe P.O. Box 2546 Fort Worth, TX 76113-2546 | 0.939562% | 0.536893% | No |
| Marcia Berger C/o Bank of America Attn: Ed DiRe P.O. Box 2546 Fort Worth, TX 76113-2546 | 0.939252% | 0.536715% | No |
| WWR Enterprises C/o Bank of America Attn: Ed DiRe P.O. Box 2546 Fort Worth, TX 76113-2546 | 0.939252% | 0.536715% | No |





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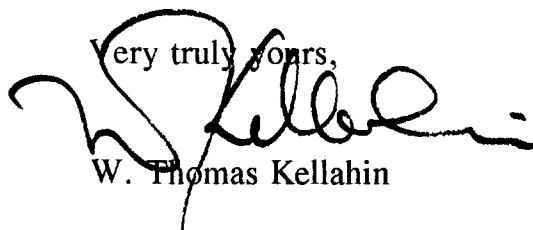
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Very truly yours,



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cc: Burlington Resources Oil & Gas Company

| Working Interest Owner | Mesaverde Interest | Chadwick Interest | Participation |
|---|--------------------|-------------------|---------------|
| Cross Timbers Oil Company Attn: Win Ryan 810 Houston Street Suite 2000 Fort Worth, TX 76102-6298 | 1.5625% | 0.00% | No |
| Cheryl Potenziani P.O. Box 36600, Station D Albuquerque, NM 87176 | 0.926703% | 0.529544% | No |
| Energen Resources Corporation Attn: Rich Corcoran 2198 Bloomfield Highway Farmington, NM 87401 | 15.049651% | 11.680158% | No |
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| Marcia Berger C/o Bank of America Attn: Ed DiRe P.O. Box 2546 Fort Worth, TX 76113-2546 | 0.939252% | 0.536715% | No |
| WWR Enterprises C/o Bank of America Attn: Ed DiRe P.O. Box 2546 Fort Worth, TX 76113-2546 | 0.939252% | 0.536715% | No |



| | | | |
|--|--|--|--|
| I also wish to receive the following services (for an extra fee): 1. <input type="checkbox"/> Addressee's Address 2. <input type="checkbox"/> Restricted Delivery Consult postmaster for fee. | | I also wish to receive the following services (for an extra fee): 1. <input type="checkbox"/> Certified 2. <input type="checkbox"/> Insured 3. <input type="checkbox"/> Return Receipt for Merchandise 4. <input type="checkbox"/> COD | |
| can return this does not number. the date | | 4a. Article Number 2 274 518 192 | |
| 4b. Service Type <input type="checkbox"/> Registered <input type="checkbox"/> Express Mail <input type="checkbox"/> Return Receipt for Merchandise | | 7. Date of Delivery 10.15.99 | |
| 8. Addressee's Address (Only if requested and fee is paid) | | 8. Addressee's Address (Only if requested and fee is paid) | |
| 5. Received By: (Print Name) J. McAndrews | | 5. Received By: (Print Name) J. McAndrews | |
| 6. Signature: (Addressee or Agent) X J. McAndrews | | 6. Signature: (Addressee or Agent) X J. McAndrews | |
| 3. Article Addressed to: Energen Resources MAQ. Inc. 2198 Bloomfield Highway Farmington, NM 87401 Attn: Rich Corcoran | | 3. Article Addressed to: Energen Resources MAQ. Inc. 2198 Bloomfield Highway Farmington, NM 87401 Attn: Rich Corcoran | |

| | | |
|---|--|---|
| <p>3. Article Addressed to:</p> <p>Westport Oil & Gas Co. 410 17th Street Ste. 2300 Denver, CO 80202-4436 Attn: Kent Davis</p> | <p>return this</p> <p>s not</p> <p>iber.</p> <p>date</p> | <p>1. <input type="checkbox"/> Addressee's Address</p> <p>2. <input type="checkbox"/> Restricted Delivery</p> <p>Consult postmaster for fee.</p> |
| <p>3a. Article Number</p> <p>27451P143</p> | <p>4b. Service Type</p> <p><input type="checkbox"/> Registered</p> <p><input type="checkbox"/> Express Mail</p> <p><input type="checkbox"/> Return Receipt for Merchandise</p> <p>7. Date of Delivery</p> <p>11/18</p> | <p>1. <input type="checkbox"/> Certified</p> <p>2. <input type="checkbox"/> Insured</p> <p>3. <input type="checkbox"/> COD</p> |
| <p>5. Received By: (Print Name)</p> | <p>7. Address (Only if requested and fee is paid)</p> | <p>8. Addressee's Address (Only if requested and fee is paid)</p> |

| | | | |
|---|--|--|--|
| SEN Burlington Resources Brookhaven Well No 8 November 4, 1999 10/13/99 | | I also wish to receive the following services (for an extra fee): 1. <input type="checkbox"/> Addressee's Address 2. <input type="checkbox"/> Restricted Delivery Consult postmaster for fee. | |
| in return this oes not umber. ie date | | 4a. Article Number 2274 518 131 | |
| 4b. Service Type <input type="checkbox"/> Registered <input type="checkbox"/> Express Mail <input type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> COD | | 7. Date of Delivery OCT 18 1999 | |
| 5. Received By: (Print Name) | | 8. Addressee's Address (Only if requested and fee is paid) | |
| 6. Signature: (Addressee or Agent) X / / | | 9. Date of Receipt | |
| 3. Article Addressed to: Cross Timbers Oil Co. 810 Houston Street Ste. 2000 Fort Worth, TX 76102-6298 Attn: Win Ryan | | | |
| PS Form 3811, December 1994 | | | |

| | | | |
|--|--|---|--|
| I also wish to receive the following services (for an extra fee): 1. <input type="checkbox"/> Addressee's Address 2. <input type="checkbox"/> Restricted Delivery Consult postmaster for fee. | | I can return this cc does not te number, nd the date | |
| 3. Article Addressed to: Roger Nielsen 1200 Danbury Drive Mansfield, TX 76063 | | 4a. Article Number 2274 518 138 | |
| 4b. Service Type <input type="checkbox"/> Registered <input type="checkbox"/> Express Mail <input type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> COD | | 7. Date of Delivery 10-16-95 | |
| 5. Received By: (Print Name) | | 8. Addressee's Address (Only if requested and fee is paid) | |
| 6. Signature: (Addressee or Agent) X <i>Roger Nielsen</i> | | Domestic Return Receipt | |

PS Form 3811, December 1994

| | | | | | |
|---|--|---|--|---|--|
| Is your RETURN ADDRESS completed on the reverse side? SEN Carlingdon Resources Brookhaven Well No 8 Novemb. 4, 1999 10/13/99 | | an return this does not number. the date | | I also wish to receive the following services (for an extra fee): 1. <input type="checkbox"/> Addressee's Address 2. <input type="checkbox"/> Restricted Delivery Consult postmaster for fee. | |
| 3. Article Addressed to: Cheryl L. Potenziani PO Box 36600 Station D Albuquerque, NM 87176 | | 4a. Article Number 2 274 518 141 | | 4b. Service Type <input type="checkbox"/> Registered <input type="checkbox"/> Express Mail <input type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Certified <input type="checkbox"/> Insured <input type="checkbox"/> COD | |
| 5. Received By: (Print Name) | | 6. Signature: <i>Cheryl L. Potenziani</i> | | 7. Date of Delivery 10/15/99 | |
| 8. Addressee's Address (Only if requested and fee is paid) | | 9. Domestic Return Receipt | | | |
| PS Form 3811, December 1994 | | 102595-97-B-0179 | | | |

| | | |
|---|---|---|
| <p>SF Burlington Resources Brookhaven Well No 8 November 4, 1999 10/13/99</p> | <p>I also wish to receive the following services (for an extra fee):</p> <p>1. <input type="checkbox"/> Addressee's Address 2. <input type="checkbox"/> Restricted Delivery</p> <p>Consult postmaster for fee.</p> | <p>Thank you for using Return Receipt Service.</p> |
| <p>3. Article Addressed to: FA & HB Cronican Rev Trust C/O Bank of America PO Box 2546 Fort Worth, TX 76113-2546 Attn: Ed DiRe</p> | <p>4a. Article Number 2 274 512 135</p> <p>4b. Service Type <input type="checkbox"/> Registered <input type="checkbox"/> Certified <input type="checkbox"/> Express Mail <input type="checkbox"/> Insured <input type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> COD</p> <p>7. Date of Delivery OCT 18 1999</p> | <p>5. Received By: (Print Name) Ed E. W. L. S. P.</p> <p>6. Signature: (Addressee or Agent) X [Signature]</p> |
| <p>8. Addressee's Address (Only if requested and fee is paid)</p> | <p>Domestic Return Receipt</p> | <p>PS Form 3811, December 1994</p> |

SEN' Burlington Resources
Brookhaven Well No 8
November 4, 1999
10/13/99

3. Article Addressed to:
WWR Enterprises
C/O Bank of America
PO Box 2546
Fort Worth, TX 76113-2546
Attn: Ed DiRe

4a. Article Number
2 274 518 139

4b. Service Type
☐ Registered
☐ Express Mail
☐ Return Receipt for Merchandise
☐ COD

7. Date of Delivery

8. Addressee's Address (Only if requested and fee is paid)

5. Received By: (Print Name)
JOE E. WILSON

6. Signature: (Addressee or Agent)
X Joe E. Wilson

PS Form 3811, December 1994

SEN' Burlington Resources
Brookhaven Well No 8
November 4, 1999
10/13/99

3. Article Addressed to:
Herbert R. Briggs
C/O Bank of America
PO Box 2546
Fort Worth, TX 76113-2546
Attn: Ed DiRe

4a. Article Number
2 274 518 137

4b. Service Type
☐ Registered
☐ Express Mail
☐ Return Receipt for Merchandise
☐ COD

7. Date of Delivery

8. Addressee's Address (Only if requested and fee is paid)

5. Received By: (Print Name)
JOE E. WILSON

6. Signature: (Addressee or Agent)
X Joe E. Wilson

PS Form 3811, December 1994

SEN' Burlington Resources
Brookhaven Well No 8
November 4, 1999
10/13/99

3. Article Addressed to:
Cyrene L. Inman
C/O Bank of America
PO Box 2546
Fort Worth, TX 76113-2546
Attn: Ed DiRe

4a. Article Number
2 274 518 134

4b. Service Type
☐ Registered
☐ Express Mail
☐ Return Receipt for Merchandise
☐ COD

7. Date of Delivery

8. Addressee's Address (Only if requested and fee is paid)

5. Received By: (Print Name)
JOE E. WILSON

6. Signature: (Addressee or Agent)
X Joe E. Wilson

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November 4, 1999
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C. Fred Luthy Jr.
C/O Bank of America
PO Box 2546
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Attn: Ed DiRe

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