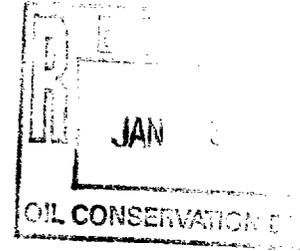


**STATE OF NEW MEXICO
ENERGY, MINERALS AND NATURAL RESOURCES DEPARTMENT
OIL CONSERVATION DIVISION**



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

CASE NO. 11613
(De Novo)

APPLICATION OF BURLINGTON
RESOURCES OIL & GAS COMPANY
FOR COMPULSORY POOLING,
LEA COUNTY, NEW MEXICO.

PRE-HEARING STATEMENT

This Prehearing Statement is submitted by Campbell, Carr & Berge & Sheridan, P.A., as required by the Oil Conservation Division.

APPEARANCES OF PARTIES

APPLICANT

Burlington Resources Oil
& Gas Company

name, address, phone and
contact person

ATTORNEY

W. Thomas Kellahin, Esq.
Kellahin & Kellahin
Post Office Box 2265
Santa Fe, New Mexico 87504-2265

INTERESTED PARTY

Penwell Energy, Inc
c/o Mark Wheeler
600 Marienfeld
Midland, TX 79701
(915) 683-2534

ATTORNEY

William F. Carr, Esq.
Campbell, Carr, Berge & Sheridan, P.A.
Post Office Box 2208
Santa Fe, New Mexico 87504
(505) 988-4421

STATEMENT OF CASE

APPLICANT

(Please make a concise statement of what is being sought with this application and the reasons therefore.)

OTHER PARTY

(Please make a concise statement of the basis for opposing this application or otherwise state the position of the party filing this statement.)

Penwell Energy, Inc., will present testimony in support of its application for compulsory pooling of this acreage and the designation of Penwell Energy, Inc. as the operator of this acreage. (See Case 11622).

PROPOSED EVIDENCE

APPLICANT

WITNESSES (Name and expertise)	EST. TIME	EXHIBITS
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OTHER PARTY

WITNESSES (Name and expertise)	EST. TIME	EXHIBITS
Mark Wheeler, Land	15 Min.	Approximately 5
John Thoma, Geology	10 Min.	Approximately 4
Bill Pierce, Engineering	10 Min.	Approximately 3
A. J. Losee, Working Interest Owner	10 Min.	None

PROCEDURAL MATTERS

(Please identify any procedural matters which need to be resolved prior to hearing)

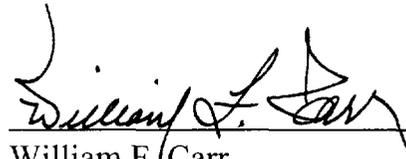
Penwell will request that this case be consolidated for the purpose of hearing with Case 11622.


Signature

CERTIFICATE OF SERVICE

I hereby certify that I have caused a true and correct copy of the foregoing Pre-Hearing Statement to be hand-delivered this 13th day of January, 1997 to the following counsel of record:

W. Thomas Kellahin, Esq.
Kellahin & Kellahin
117 North Guadalupe Street
Santa Fe, New Mexico 87501



William F. Carr