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May 5, 1998

HAND-DELIVERED

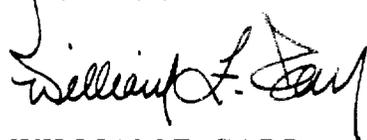
Lori Wrotenbery, Director
Oil Conservation Division
New Mexico Department of Energy,
Minerals and Natural Resources
2040 South Pacheco Street
Santa Fe, New Mexico 87505

Re: Application of Penwell Energy, Inc. for Compulsory Pooling, Lea County,
New Mexico

Dear Ms Wrotenbery:

Enclosed in triplicate is the Application of Penwell Energy, Inc. in the above-referenced case as well as a copy of a legal advertisement. Penwell Energy, Inc. respectfully requests that this matter be placed on the docket for the May 28, 1998 Examiner hearings.

Very truly yours,

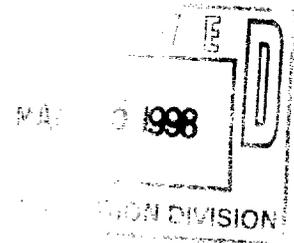


WILLIAM F. CARR

WFC:mlh

Enclosures

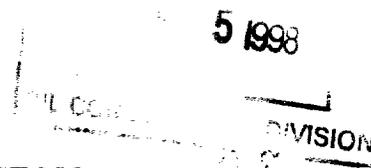
cc: Mark Wheeler (w/enclosures)
Penwell Energy Inc.
1100 ARCO Building
600 Marienfeld
Midland, TX 79701



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

IN THE MATTER OF THE APPLICATION
OF PENWELL ENERGY, INC. FOR
COMPULSORY POOLING,
LEA COUNTY, NEW MEXICO.

CASE NO. _____



APPLICATION

PENWELL ENERGY, INC. ("Penwell"), through its undersigned attorneys, hereby makes application pursuant to the provisions of NMSA 1978, Section 70-2-17, for an order pooling all mineral interests from the surface to the base of the Delaware formation underlying the SE/4 NW/4 for all formations developed on 40-acre spacing of Section 5, Township 24 South, Range 33 East, NMPM, Lea County, New Mexico, and in support thereof states:

1. Penwell is a working interest owner in the SE/4 NW/4 of said Section 5 and has the right to drill thereon.
2. Penwell proposes to drill its Tumbleweed "5" State Well No. 1 at a standard location in the SE/4 NW/4 of Section 5 to a depth sufficient to test any and all formations from the surface to the base of the Delaware formation, Brinninstool-Delaware Pool.
3. Penwell has sought and been unable to obtain either voluntary agreement for pooling or farmout from Camterra Resources Partners LTD, Post Office Box 2069, Marshall, Texas 75671, an owner of working interest in the SE/4 NW/4 of said Section 5.

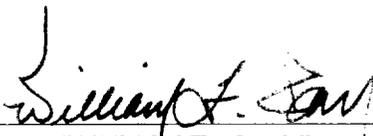
4. Said pooling of interests will be in the best interest of conservation, the prevention of waste and the protection of correlative rights.

5. In order to permit Penwell to proceed with its efforts to obtain its just and fair share of the oil and gas underlying the subject lands, all mineral interests should be pooled, and Penwell should be designated the operator of the well to be drilled.

WHEREFORE, Penwell Energy, Inc. prays that this application be set for hearing before an Examiner of the Oil Conservation Division on May 28, 1998 and, after notice and hearing as required by law, the Division enter its order pooling the lands, including provisions designating Penwell Energy, Inc. operator of the SW/4 NW/4 of said Section 5.

Respectfully submitted,

CAMPBELL, CARR, BERGE,
& SHERIDAN, P.A.

By: 
WILLIAM F. CARR
Post Office Box 2208
Santa Fe, New Mexico 87504
Telephone: (505) 988-4421

ATTORNEYS FOR PENWELL ENERGY, INC.

CASE 98-100 :

Application of Penwell Energy, Inc. for compulsory pooling, Lea County, New Mexico. Applicant in the above-styled cause seeks an order pooling all mineral interests from the surface to the base of the Delaware formation underlying the SE/4 NW/4 for all formations developed on 40-acre spacing in Section 5, Township 24 South, Range 33 East, NMPM. Applicant proposes to dedicate this pooled unit to its Tumbleweed "5" State Well No. 1 to be drilled at a standard location in the SE/4 NW/4 of said Section 5 to test any and all formations from the surface to the base of the Delaware formation, Brinninstool-Delaware Pool. Also to be considered will be the, designation of applicant as operator of the well. Said area is located approximately 25 miles northwest of Jal, New Mexico.

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