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January 2, 2001

HAND-DELIVERED

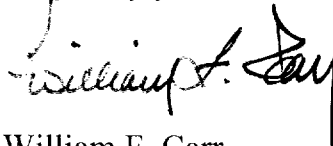
Lori Wrotenbery, Director
Oil Conservation Division
New Mexico Department of Energy,
Minerals and Natural Resources
2040 South Pacheco Street
Santa Fe, New Mexico 87503

Re: Application of Threshold Development Company for Compulsory Pooling,
Lea County, New Mexico.

Dear Ms. Wrotenbery:

Enclosed in triplicate is the Application of Threshold Development Company in the above-referenced case as well as a copy of the legal advertisement. Threshold Development Company requests that this application be set for hearing before a Division Examiner on January 25, 2001.

Very truly yours,



William F. Carr

Enclosures

cc: Mr. Gary Tidmore

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

**IN THE MATTER OF THE APPLICATION
OF THRESHOLD DEVELOPMENT COMPANY
FOR COMPULSORY POOLING,
LEA COUNTY, NEW MEXICO.**

CASE NO. _____

OIL CONSERVATION DIV.
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APPLICATION

THRESHOLD DEVELOPMENT COMPANY ("Threshold"), through its undersigned attorneys, hereby makes application pursuant to the provisions of N.M.Stat. Ann. § 70-2-17, (1978), for an order pooling all mineral interests in all formations from the surface to the base of the Wolfcamp formation in the following manner: the N/2 for all formations and/or pools developed on 320-acre spacing which include but are not necessarily limited to the Undesignated Johnson Ranch-Wolfcamp Pool, and the Undesignated East Triste Draw-Wolfcamp Gas Pool; the NW/4 all formations/pools developed on 160-acre spacing; and the NE/4 NW/4 for all formations/pools developed on 40-acre spacing which includes but is not necessarily limited to the Undesignated East Triste Draw-Bone Spring Pool and the Undesignated East Triste Draw-Delaware Pool, all in Section 28, Township 24 South, Range 33 East, N.M.P.M., Lea County, New Mexico, and in support of this application states:

1. Threshold Development Company is a working interest owner in the N/2 of said Section 28 and has the right to drill thereon.
2. Threshold proposes to dedicate the above-referenced spacing or proration units to its proposed State Com 28 Well No. 1 to be drilled as a wildcat well at a standard location

in the NE/4 NW/4 of said Section 28, to a depth of approximately 14,200 feet to test any and all pooled formations to the base of the Wolfcamp formation.

3. Applicant has sought and been unable to obtain either voluntary agreement for pooling or farmout from certain owners of interest identified on Exhibit A to this application.

4. Said pooling of interests will avoid the drilling of unnecessary wells, will prevent waste and will protect correlative rights.

5. In order to permit the Applicant to obtain its just and fair share of the oil and gas underlying the subject lands, all mineral interests should be pooled, and Threshold Development Company should be designated the operator of the well to be drilled.

WHEREFORE, Threshold Development Company requests that this application be set for hearing before an Examiner of the Oil Conservation Division on January 25, 2001, and, after notice and hearing as required by law, the Division enter its order:

- A. pooling all mineral interests in the subject spacing and proration units,
- B. designating Threshold Development Company operator of the units and the well to be drilled thereon,
- C. authorizing Threshold to recover its costs of drilling, equipping and completing the well,
- D. approving the actual operating charges and costs of supervision while drilling and after completion, together with a provision adjusting the rates pursuant to the COPAS accounting procedures, and
- E. imposing a penalty for the risk assumed by Threshold in drilling and

completing the well against any working interest owner who does not voluntarily participate in the drilling of the well.

Respectfully submitted,

HOLLAND & HART
AND
CAMPBELL & CARR

By: 

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

ATTORNEYS FOR THRESHOLD
DEVELOPMENT COMPANY

EXHIBIT A

Energen Resources Corporation
3300 North A Street, Building 4 Suite, Suite 100
Midlan, Texas 79705

Attention: Mr. Ken Gray

Prize Operating Company
3500 William D. Tate Ave., Suite 200
Grapevine, Texas 76051

Attention: Mr. Rick Farrell

CASE _____: **Application of Threshold Development Company for compulsory pooling, Lea, New Mexico.** Applicant in the above-styled cause seeks an order pooling all mineral interests in all formations developed on 320-acre spacing from the surface to the base of the Wolfcamp formation, in N/2 of Section 28, Township 24South, Range 33 East, N.M.P.M. in the following manner: the N/2 for all formations/pools developed on 320-acre spacing which includes but is not necessarily limited to the Undesignated Johnson Ranch-Wolfcamp Gas Pool and the Undesignated East Triste Draw-Wolfcamp Pool, the NW/4 for all formations/pools developed on 160-acre spacing, and the NE/4 NW/4 for all formations/pools developed on 40-acre spacing which includes but is not necessarily limited to the Undesignated East Triste Draw-Bone Spring Pool and the Undesignated Triste Draw-Delaware Pool. Said units are to be dedicated to the State Com Well No. 1 to be drilled at a standard location in the NE/4 NW/4 of said Section 28. Also to be considered will be the cost of drilling and completing said well and the allocation of the cost thereof as well as actual operating costs and charges for supervision, designation of applicant as operator of the well and a charge for risk involved in drilling said well. Said area is located approximately 8 miles east-southeast of the intersection of Highway 128 with the Eddy-Lea County line.

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