

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

**IN THE MATTER OF THE APPLICATION
OF HUNTINGTON ENERGY, L.L.C.
FOR COMPULSORY POOLING,
SAN JUAN COUNTY, NEW MEXICO.**

CASE NO. 12842

APPLICATION

HUNTINGTON ENERGY, L.L.C. ("Huntington"), 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 base of the Dakota formation through the base of the Pennsylvanian formations in the following gas spacing units in Section 15, Township 31 North, Range 11 West, NMPM, San Juan County, New Mexico: all of Section 15 for all formations and/or pools developed on 640-acre spacing; the W/2 for all formations and/or pools developed on 320-acre spacing; and the SW/4 for all formations and/or pools developed on 160-acre spacing. These pooled units are to be dedicated to the Huntington Energy, L.L.C. Bandy Well No. 1 which will be drilled as a wildcat well at a standard gas well location in Section 15. In support of its application Huntington states:

1. Huntington is a working interest owner in all formations below the Dakota formation in said Section 15, on which it proposes to drill its Bandy Well No. 1 at a standard location 1750 feet from the South and 1685 feet from West lines of said Section 15 to a depth sufficient to test any and all formations from the base of the Dakota through the base of the Pennsylvanian formations.

2. The Oil and Gas lease covering the E/2 SW/4 of said Section 15 on which Huntington proposes to drill its well does not contain a pooling clause.

3. Huntington has sought and been unable to obtain voluntary agreement for pooling from certain royalty interest owners in this spacing and proration unit 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.

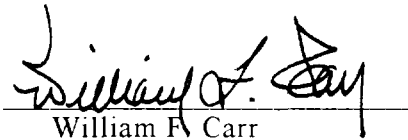
5. In order to permit Huntington to obtain its just and fair share of the oil and gas underlying the subject lands, all mineral interests should be pooled, and Huntington should be designated the operator of the well.

WHEREFORE, Huntington energy, L.L.C. requests that this application be set for hearing before an Examiner of the Oil Conservation Division on March 21, 2002, 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 unit,
and
- B. designating Huntington Energy, L.L.C. operator of the unit and the well
to be drilled thereon.

Respectfully submitted,

HOLLAND & HART LLP

By: 
William F. Carr

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

ATTORNEYS FOR HUNTINGTON ENERGY,
L.L.C.

EXHIBIT A

**Huntington Energy, L.L.C.
Bandy Well No. 1
1750' FSL, 1685'FWL, Sec. 15-T31N-R11W, NMPM
San Juan County, New Mexico**

Mizel Resources, a trust, as amended and
restated U/A/D January 30, 1992
Morris Mizel Trustee
3600 South Yosemite, #810
Denver, Colorado 80237

Robert Witten and Frederic S Nathan,
Trustees U/W Barbara Witten F/B/O Andrew
Witten, Elizabeth Witten and Judith Witten
535 East 86th Street
New York, New York 10028

Samuel Mizel and Deanna Mizel, Trustees of
the Samuel Mizel Irrevocable Trust
Post Office Box 703
Broken Arrow, Oklahoma 74013

Judy G. Zweiback, as Trustee of the Judy G.
Zweiback 1998 Revocable Trust
8914 Farnam Court
Omaha, Nebraska 68114

Daniel Henry Raffkind and Myra Gimp
Raffkind, as Trustees of the Raffkind
Revocable Trust
Created by Instrument Dated 6-1-89
3800 Danbury
Amarillo, Texas 79701

Judy G. Zweiback, as Trustee of the Judy G.
Zweiback 1998 Revocable Trust
8707 Woolworth
Omaha, Nebraska 68124

CASE 12842

Application of Huntington Energy, L.L.C. for compulsory pooling San Juan County, New Mexico. Applicant in the above-styled cause seeks an order pooling all mineral interests in all formations from the base of the Dakota formation to the base of the Pennsylvanian formations in Section 15, Township 31 North, Range 11 West, NMPM, San Juan County, New Mexico as follows: all of Section 15 for all formations and/or pools developed on 640-acre spacing; the W/2 for all formations and/or pools developed on 320-acre spacing; and the SW/4 for all formations and/or pools developed on 160-acre spacing. These pooled units are to be dedicated to the Bandy Well No. 1 which will be drilled as a wildcat well at a standard location 1750 feet from the South line and 1685 feet from the West line of said Section 15. Said area is located approximately 4 miles North of Aztec, New Mexico.

HOLLAND & HART^{LLP}
ATTORNEYS AT LAW

DENVER • ASPEN
BOULDER • COLORADO SPRINGS
DENVER TECH CENTER
BILLINGS • BOISE
CHEYENNE • JACKSON HOLE
SALT LAKE CITY • SANTA FE
WASHINGTON, D.C.

P.O. BOX 2208
SANTA FE, NEW MEXICO 87504-2208
110 NORTH GUADALUPE, SUITE 1
SANTA FE, NEW MEXICO 87501-6525

TELEPHONE (505) 988-4421
FACSIMILE (505) 983-6043

William F. Carr

wcarr@hollandhart.com

February 28, 2002

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Judy G. Zweiback, as Trustee of the
Judy G. Zweiback 1998 Revocable Trust
8707 Woolworth
Omaha, Nebraska 68124

Re: Application of Huntington Energy, L.L.C. for compulsory pooling, San
Juan County, New Mexico.

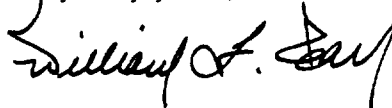
Ladies and Gentlemen:

This letter is to advise you that Huntington Energy, L.L.C. has filed the enclosed application with the New Mexico Oil Conservation Division seeking the force pooling of all mineral interests from the base of the Dakota formation through the base of the Pennsylvanian formations in certain spacing and proration units in Section 15, Township 31 North, Range 11 West, N.M.P.M., San Juan County, New Mexico. Huntington proposes to dedicate the referenced pooled units to its Bandy Well No. 1 which will be drilled at a standard location 1750 feet from the South line and 1685 feet from the West line of said Section 15.

This application has been set for hearing before a Division Examiner on March 7, 2002. You are not required to attend this hearing, but as an owner of an interest that may be affected by this application, you may appear and present testimony. Failure to appear at that time and become a party of record will preclude you from challenging the matter at a later date.

Parties appearing in cases are required by Division Rule 1208.B to file a Pre-hearing Statement three days in advance of a scheduled hearing. This statement must include: the names of the parties and their attorneys; a concise statement of the case; the names of all witnesses the party will call to testify at the hearing; the approximate time the party will need to present its case; and identification of any procedural matters that are to be resolved prior to the hearing.

Very truly yours,



William F. Carr
ATTORNEY FOR HUNTINGTON ENERGY,
L.L.C.

HOLLAND & HART^{LLP}
ATTORNEYS AT LAW

February 28, 2002

Page 2

Enclosures

cc: Mr. Steven J. Goetzinger
Huntington Energy, L.L.C.
6301 Waterford Boulevard, Suite 400
Oklahoma City, Oklahoma 73118