

Exhibits 1 through 10

EXHIBIT #2
OWNERSHIP BREAKDOWN
SILVERTON "31" FEDERAL NO. 1 WELL

SW/4 SW/4 Section 31, T-22-S, R-32-E, NMPM, Lea County, New Mexico

	<u>W. I.</u>
Enron Oil & Gas Company/Santa Fe Energy Operating Partners, L.P.	50.0% *
Mitchell Energy Corporation	50.0%

* Pursuant to Joint Venture Agreement

**BEFORE THE
OIL CONSERVATION DIVISION**
Santa Fe, New Mexico

m:\letters\pjt93\nmocc.sil

Case No. 10740 Exhibit No. 2

Submitted by: Enron Oil & Gas Company

Hearing Date: June 17, 1993



Santa Fe Energy Operating Partners, L.P.

Santa Fe Pacific Exploration Company
Managing General Partner

June 16, 1993

Mr. David R. Catanach
Mr. Michael E. Stogner
NMOC Examiner

Re: NMCD Docket No. 17-93
Case No. 10740
SW/4 SW/4 Section 31,
T-22-S, R-32-E
Eddy County, New Mexico

Gent Lemen:

Please allow this letter to serve as notice of a Santa Fe Energy Operating Partners, L.P., and Enron Oil and Gas Company Joint Venture covering the leasehold and mineral interest under consideration in the captioned case No. 10740, wherein Enron Oil and Gas Company will serve as Operator.

Yours very truly,

SANTA FE ENERGY OPERATING PARTNERS, L.P.
By: Santa Fe Pacific Exploration Company,
Managing General Partner

By: Gary Green
Gary Green, Division Landman

GG:pr

pr2655

Central Division
560 W. Texas, Suite 1330
Midland, Texas 79701
916/687-3551

COMPULSORY POOLING APPLICATION CASE NO. 10740
NEGOTIATIONS WITH MITCHELL ENERGY CORPORATION

June 15, 1993

Enron offered alternative farmout arrangement to Mitchell Energy in order to secure additional locations in support of Enron taking the risk of drilling the Silverton Federal "31" No. 1 Well. Mitchell Energy would not agree to support the well with additional locations but did agree not to protest the force pooling hearing and the 200% maximum penalty offer by the NMOCD.

June 14, 1993

Discussions between Enron and Mitchell Energy ensued negotiating alternative deal structures and at this point Mitchell Energy advised that it planned to protest Enron's hearing if a suitable arrangement could not be reached.

June 13, 1993

Discussions with Mitchell Energy took place acknowledging receipt via fax from Mitchell Energy of a farmout proposal in lieu of joinder on the well. Discussions ensued as to the merit of an override versus a non-consent in the well with Enron advising Mitchell Energy unless it could secure alternative locations that the preferable compromise would be of the non-consent penalty.

June 11, 1993

Enron received faxed written response to Enron's well proposal of April 28, 1993 wherein Mitchell Energy indicated its desire to farmout its interest in lieu of joining in the test. A copy of this letter is enclosed with Exhibits.

May 24, 1993

Letter was drafted and sent via certified mail advising Mitchell Energy of the force pooling action.

May 21, 1993

Discussions took place with Mitchell Energy to request a decision concerning proposal of the Silverton "31" Federal No. 1 Well. Mitchell Energy had been advised on this occasion as well as additional times that Enron would be filing a force pooling notice due to some farmout expirations in the area. Mitchell Energy advised they had no problem with such action and would try to enter into an acceptable arrangement in the near future.

May 10, 1993

Discussions took place with Mitchell Energy requesting an election and reminding them of Enron's obligations to drill a well in the area.

May 5, 1993

Discussions took place with Mitchell Energy concerning this prospect in connection with other joint prospects and requesting some feedback from Mitchell Energy concerning Enron's well proposal.

April 29, 1993

Discussions with Mitchell Energy concerning response to Enron's well proposal and speculation as to what Mitchell Energy's response would be to the proposal.

April 28, 1993

Well proposal was sent via certified return receipt mail to Mitchell Energy proposing the Silverton "31" Federal No. 1 Well accompanied by an AFE. This was received by Mitchell Energy on April 30, 1993.

ALL ABOVE CONVERSATIONS TOOK PLACE BETWEEN PATRICK J. TOWER WITH ENRON AND LARRY CUNNINGHAM WITH MITCHELL ENERGY

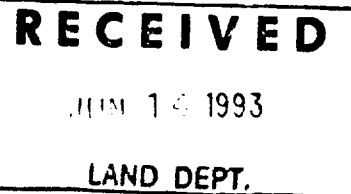
**BEFORE THE
OIL CONSERVATION DIVISION
Santa Fe, New Mexico**

Case No. 10740 Exhibit No. 3

Submitted by: Enron Oil & Gas Company

Hearing Date: June 17, 1993

June 11, 1993



RETURN RECEIPT REQUESTED

Enron Oil & Gas Company
P. O. Box 2267
Midland, Texas 79702

Attention: Mr. Patrick J. Tower

BEFORE THE
OIL CONSERVATION DIVISION
Santa Fe, New Mexico

RE: Silverton "31" Federal No. 1
660' FSL & 660' FWL Section 31
Township 22 South, Range 32 East
Lea County, New Mexico

Case No. 10740 Exhibit No. 4

Submitted by: Enron Oil & Gas Company

Hearing Date: June 17, 1993

Gentlemen:

Reference is made to your letter dated April 28, 1993, proposing to drill the captioned well. Mitchell Energy Corporation, with a 50% interest, desires to farmout its interest to Enron in support of its drilling this well. Mitchell offers to farmout to Enron based on the following general terms:

- (1) Enron agrees to drill a 8,450' Delaware test at the captioned location on or before September 1, 1993.
- (2) Upon completion of the test well as a commercial producer of oil and/or gas, Enron would earn 100% of Mitchell's interest in the proration unit for the well (SW/4 SW/4 Section 31) from surface down to 100' below total depth.
- (3) Mitchell would reserve an overriding royalty interest of 12.50% thus delivering Enron a 75.00% net revenue. Mitchell would not reserve an option to convert the overriding royalty to a working interest after payout.

MITCHELL ENERGY CORPORATION 1000 INDEPENDENCE PLAZA
400 W. ILLINOIS, MIDLAND, TEXAS 79701 915/682-5396
A subsidiary of Mitchell Energy & Development Corp.

These terms are general in nature and the complete terms would be set out in a formal contract to be prepared by Mitchell. Final contract terms are subject to Mitchell Management approval.

If these terms are acceptable to Enron, the proper Enron official should sign and return one (1) copy of this letter to the undersigned.

Should you have any questions, do not hesitate to call me. Thank you.

Sincerely,

MITCHELL ENERGY CORPORATION



Larry D. Cunningham
District Landman

LDC/jm

Enclosures

cc: Jim Bruce

I AGREE TO THE TERMS AS STATED ABOVE

ENRON OIL AND GAS COMPANY

BY: _____

TITLE: _____

DATE: _____

Is your RETURN ADDRESS completed on the reverse side?	SENDER: <ul style="list-style-type: none">• Complete items 1 and 2 for additional services.• Complete items 3, 4 & 5.• Print your name and address on the reverse of this form so that we can return this card to you.• Attach this form to the front of the mailpiece, or on the back if space does not permit.• Write "Return Receipt Requested" on the mailpiece below the article number.• The Return Receipt will show to whom the article was delivered and the date delivered.		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: Mitchell Energy Corporation Attn: Mr. Larry Cunningham 400 West Illinois, Suite 1000 Midland, Texas 79701		4a. Article Number P 322 183 156		
			4b. Service Type <input type="checkbox"/> Registered <input type="checkbox"/> Insured <input checked="" type="checkbox"/> Certified <input type="checkbox"/> COD <input type="checkbox"/> Express Mail <input checked="" type="checkbox"/> Return Receipt for Merchandise		
	5. Signature (Addressee) <i>Kendall Price</i>		7. Date of Delivery 4-30-93		
	6. Signature (Agent)		8. Addressee's Address (Only if requested and fee is paid)		
PS Form 3811, December 1991 ☆ U.S.G.P.O. : 1992-307-530				DOMESTIC RETURN RECEIPT	

Thank you for using Return Receipt Service.

ENRON

Oil & Gas Company

P. O. Box 2267 Midland, Texas 79702 (915) 686-3600

April 28, 1993

Mitchell Energy Corporation
400 West Illinois, Suite 1000
Midland, Texas 79701

CERTIFIED-RETURN RECEIPT

Attention: Mr. Larry Cunningham

Re: Silverton "31" Federal No. 1
660' FSL & 660' FWL Section 31, 22S, 32E
Lea County, New Mexico
Silverton Prospect

Gentlemen:

Enron Oil & Gas Company proposes to drill the referenced Delaware well as set forth on the attached AFE. The proration unit to be assigned to this well will be the SW/4SW/4 Section 31 (40 acres).

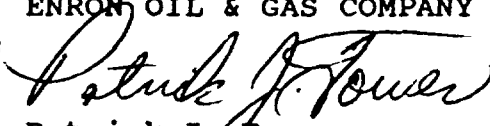
It is requested that Mitchell join in the drilling of this well. If it is your election to participate, please sign in the space provided below and return one copy of this letter and one signed copy of the AFE to my attention at the letterhead address. We are preparing an Operating Agreement per our discussion, and will forward same in the very near future.

In the event you are not interested in joining, Enron would entertain negotiations towards a mutual trade, i.e., Farmout, etc.

Your prompt and favorable response is most appreciated.

Sincerely,

ENRON OIL & GAS COMPANY


Patrick J. Tower
Project Landman

_____ Elect to participate in the proposed well.

MITCHELL ENERGY CORPORATION

BY: _____

DATE: _____

Title: _____

Part of the Enron Group of Energy Companies

ENRON
Oil & Gas Company

Drilling AFE

AFE No.	100098		
Enron W. I.	45.00000%	BCP	25.00000% ACP
Enron AFE Amt (DHC)	\$119,835		
(CWC)	\$185,260		
Division	MIDLAND		
AFE Beg. Date	04-20-93	AFE Ending Date	
Budget Year	1993	Budget Type	
Intention (54)	X	Oil	
Re-Entry		Gas	

AFE Type

X	Wildcat(31)	Development(32)
X	Drilling	X Completion

Lease & Well No.	Total Depth	Water Depth
Silverton "31" Federal No. 1	8,450' Delaware	
Location & Survey	Producing Horizon	Spud Date
680' FSL & 680' FWL		
Operator	Regulatory Field	DD&A Field
Enron Oil & Gas Company	Wildcat	Sand Dunes
Sec-Twn-Rng	County & State	
Section 31, T22S-R32E	Lea County, New Mexico	

AFE Description
Drill and complete a 8,450' Pumping Delaware Oil Well

Intangible Well Cost (Dollars)

Code	Description	Drilling	Completion	Total
401	Access, Location & Roads	\$16,000	\$1,000	\$18,000
402	Rig Move			0
403	Footage Cost 8,450' @ \$14.50/ft.	122,500		122,500
404	Day Work Cost 1/2 Day @ \$5,000	2,500		2,500
406	Bits, Reamers & Stabilizers			0
406	Fuel			0
407	Water	13,000		13,000
408	Mud & Chemicals	3,500		3,500
409	Cementing & Service	18,000	14,000	32,000
410	Coring			0
411	OH Logging & Testing	8,000	2,000	10,000
412	Mud Logging	3,800		3,800
413	Perforating		2,500	2,500
414	Stimulation		30,000	30,000
415	Transportation	2,200	1,000	3,200
416	Drilling Overhead 13 + 7 Days @ \$188/day	2,400	1,300	3,700
417	Equipment Rental	3,000	1,000	4,000
418	Completion Rig 7 Days @ \$1,200/day		8,400	8,400
419	Other Drilling Expense	8,000	1,000	9,000
420	Fishing & Equip. lost in hole			0
421	Environmental & Safety Charges	3,000	1,000	4,000
422	Directional Drilling			0
423	Equipment Usage			0
424	Supervision	5,200	2,800	8,000
431	Communications			
432	MWD Logging			
Total Intangibles		\$210,100	\$66,000	\$276,100

Tangible Well Cost (Dollars)

FEET		SIZE	GRADE \$ /FT				
101			Conductor Casing				\$0
102	700	11-3/4	Surface Casing	H-40	13.70	9,600	9,600
103	4,000	8-5/8	Intermediate Casin	K	9.21	36,900	36,900
103	500	8-5/8	Intermediate Casin	S	12.34	6,200	6,200
104	7,500	6-1/2	Production Casing	J-15.5	5.75		42,900
104	950'	6-1/2	Production Casing	J-17.0	8.20		5,900
104			Tie-Back Casing				0
104	8,300	2-7/8	Tubing Cond "B"	N-80	2.00	16,600	16,600
106			Tubing				0
107	Well Head Equipment and Tree					3,500	2,500
108	Tanks *						6,000
108	Tanks *						23,000
109	Flow Lines						23,000
109	Flow Lines						3,000
110	Valves & Fittings						3,000
110	Valves & Fittings						7,000
111	Rods						7,000
111	Rods						20,000
112	Pumping Equipment - Surface						20,000
112	Pumping Equipment - Surface						30,000
113	Production Equipment - Subsurface						30,000
113	Production Equipment - Subsurface						4,800
114	Engines & Motors						4,800
114	Engines & Motors						12,000
115	Heater-Treater & Separators *						12,000
115	Heater-Treater & Separators *						17,000
116	Other Equipment						17,000
116	Other Equipment						3,000
117	Buildings						3,000
117	Buildings						0
118	Metering Equipment						0
118	Metering Equipment						2,000
119	Non-Controllable Equipment						2,000
119	Non-Controllable Equipment						0
120	Liner Equipment						0
120	Liner Equipment						0
122	Construction Cost					6,000	6,000
			Total Tangibles			\$56,200	\$195,700
			Total Well Cost			\$266,300	\$261,700
							\$528,000

Enron Approval

Division					
By W. D. Smeltzer	Date 4/25/93	By Mary C. Thomas	Date 4/25/93	By	Date
By	Date	By	Date	By	Date
Joint Operator Approval					
Firm	By	Title	Date		

*Cost on first well, will be eliminated on subsequent wells.

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

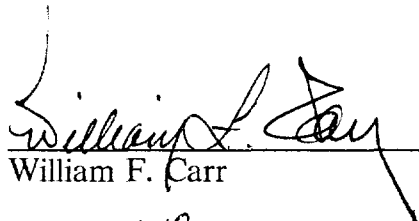
IN THE MATTER OF THE APPLICATION
OF ENRON OIL AND GAS COMPANY
FOR COMPULSORY POOLING,
LEA COUNTY, NEW MEXICO.

CASE NO. 10740

AFFIDAVIT

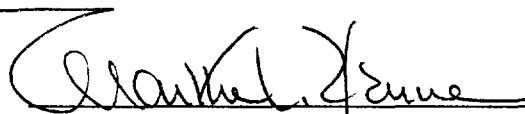
STATE OF NEW MEXICO)
) ss.
COUNTY OF SANTA FE)

William F. Carr, attorney in fact and authorized representative of Enron Oil and Gas Company, the Applicant herein, being first duly sworn, upon oath, states that in accordance with the notice provisions of Rule 1207 of the New Mexico Oil Conservation Division the Applicant has attempted to find the correct addresses of all interested persons entitled to receive notice of this application and that notice has been given at the addresses shown on Exhibit "A" attached hereto as provided in Rule 1207.



William F. Carr

SUBSCRIBED AND SWORN to before me this 16th day of June, 1993.



Notary Public

My Commission Expires:

August 19, 1995

BEFORE THE
OIL CONSERVATION DIVISION
Santa Fe, New Mexico

Case No. 10740 Exhibit No. 5

Submitted by: Enron Oil & Gas Company

Hearing Date: June 17, 1993

EXHIBIT A

Mitchell Energy Corporation
1000 Independence Plaza
400 W. Illinois
Midland, TX 79701
Attn: Larry Cunningham

Mitchell Energy Corporation
Post Office Box 4000
The Woodlands, TX 77380

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

MICHAEL B. CAMPBELL
WILLIAM F. CARR
BRADFORD C. BERGE
MARK F. SHERIDAN
WILLIAM P. SLATTERY

PATRICIA A. MATTHEWS
MICHAEL H. FELDEWERT
DAVID B. LAWRENZ

JACK M. CAMPBELL
OF COUNSEL

JEFFERSON PLACE
SUITE 1 - 110 NORTH GUADALUPE
POST OFFICE BOX 2208
SANTA FE, NEW MEXICO 87504-2208
TELEPHONE: (505) 988-4421
TELECOPIER: (505) 983-6043

May 24, 1993

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Mitchell Energy Corporation
Post Office Box 4000
The Woodlands, TX 77380

Re: Application of Enron Oil and Gas Company for Compulsory Pooling, Lea
County, New Mexico

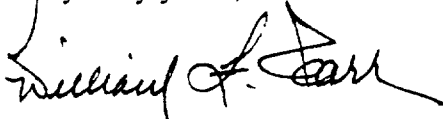
Gentlemen:

This letter is to advise you that Enron Oil and Gas Company has filed the enclosed application with the New Mexico Oil Conservation Division seeking the force pooling of certain mineral interests in all formations to the base of the Delaware formation, in and under the SW/4 SW/4 of Section 31, Township 22 South, Range 32 East, N.M.P.M., Lea County, New Mexico. Enron Oil and Gas Company proposes to dedicate the referenced pooled unit to its Silverton 31 Federal No. 1 Well located 660 feet from the South and West lines of said Section 31.

This application has been set for hearing before a Division Examiner on June 17, 1993. You are not required to attend this hearing, but as an owner of an interest that may be subject to pooling, 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 have been requested by the Division (Memorandum 2-90) to file a Prehearing Statement substantially in the form prescribed by the Division. Prehearing statements should be filed by 4:00 o'clock p.m. on the Friday before a scheduled hearing.

Very truly yours,



WILLIAM F. CARR
ATTORNEY FOR ENRON OIL AND GAS COMPANY
WFC:mlh
cc: Patrick J. Tower



Receipt for
Certified Mail

No Insurance Coverage Provided
Do not use for International Mail
(See Reverse)

Sent to Mitchell Energy Corporation	
Street and No. Post Office Box 4000	
P.O. State and ZIP Code The Woodlands, TX 77380	
Postage	\$
Certified Fee	
Special Delivery Fee	
Restricted Delivery Fee	
Return Receipt Showing to Whom & Date Delivered	
Return Receipt Showing to Whom, Date, and Addressee's Address	
TOTAL Postage & Fees	\$
Postmark or Date May 24, 1993	

PS Form 3800, June 1991

PS Form 3811, Mar. 1988 U.S.G.P.O. 1988-212-865 DOMESTIC RETURN RECEIPT

SENDER: Complete items 1 and 2 when additional articles are desired, and complete items 3 and 4. Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for rates and check boxes for additional services requested.

1. ☐ Show to whom delivered, date, and addressee's address. 2. ☐ Restricted Delivery (Extra charge)

1. Article Addressed to: Mitchell Energy Corporation Post Office Box 4000 The Woodlands, TX 77380	4. Article Number P 087 492 192
5. Signature of Agent X	Type of Service: <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Certified <input type="checkbox"/> Express Mail <input type="checkbox"/> Insured <input type="checkbox"/> COD <input type="checkbox"/> Return Receipt for Merchandise
6. Signature of Addressee X	Always obtain signature of addressee or agent and DATE DELIVERED.
7. Date of Delivery	8. Addressee's Address (ONLY if requested and fee paid)

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

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WILLIAM F. CARR
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May 24, 1993

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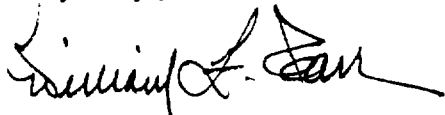
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Very truly yours,



WILLIAM F. CARR
ATTORNEY FOR ENRON OIL AND GAS COMPANY
WFC:mlh
cc: Patrick J. Tower



P 087 492 193

Receipt for
Certified Mail

No Insurance Coverage Provided
Do not use for International Mail
(See Reverse)

Sent to Attn: Larry Cunningham Mitchell Energy Corporation	
Street and No. 400 W. Illinois	
P.O. State and ZIP Code Midland, TX 79701	
Postage	\$
Certified Fee	
Special Delivery Fee	
Restricted Delivery Fee	
Return Receipt Showing to Whom & Date Delivered	
Return Receipt Showing to Whom, Date, and Addressee's Address	
TOTAL Postage & Fees	\$
Postmark or Date May 24, 1993	

PS Form 3800, June 1991

SENDER: Complete items 1 and 2 when additional services are desired, and both items 3 and 4. Put your address in the "RETURN TO:" Space on the reverse side. Failure to do this will prevent the card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check boxes for additional service(s) requested. 1. <input checked="" type="checkbox"/> Show to whom delivered, date, and addressee's address. (From charge)		4. Article Number P 087 492 193	
3. Article Addressed to: Mitchell Energy Corporation 1000 Independence Plaza 400 W. Illinois Midland, TX 79701 Attn: Larry Cunningham		Type of Service: <input type="checkbox"/> Registered <input type="checkbox"/> Insured <input checked="" type="checkbox"/> Certified <input type="checkbox"/> COD <input type="checkbox"/> Express Mail <input type="checkbox"/> Return Receipt for Merchandise Always obtain signature of addressee or agent and DATE DELIVERED.	
5. Signature - Addressee <input checked="" type="checkbox"/> <i>Larry Cunningham</i>		6. Addressee's Address (ONLY if requested and fee paid) Same	
6. Signature - Agent <input checked="" type="checkbox"/> <i>Larry Cunningham</i>			
7. Date of Delivery <input checked="" type="checkbox"/>			

PS Form 3811, Mar. 1988 * U.S.G.P.O. 1988-212-885 DOMESTIC RETURN RECEIPT