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Attorneys for Utah Securities Division

**BEFORE THE DIVISION OF SECURITIES
OF THE DEPARTMENT OF COMMERCE OF THE STATE OF UTAH**

IN THE MATTER OF:

**NORTHSTAR ENERGY, INC.,
LARRY M. KOONCE,
PAUL M. ESPOSITO**

Respondent.

WITNESS and EXHIBIT LISTS

**Docket No. SD-05-0041
Docket No. SD-05-0042
Docket No. SD-05-0043**

The State of Utah, Department of Commerce, Division of Securities, submits the following list of witnesses and exhibits for the hearing scheduled for January 26, 2012:

WITNESSES

1. Larry M. Koonce, Respondent
2. Paul M. Esposito, Respondent
3. Benjamin Johnson, Expert Witness
Utah Securities Division
160 East 300 South
Salt Lake City, Utah 84111
(801) 530-6600

4. Nadene Adams
Utah Securities Division
160 East 300 South
Salt Lake City, Utah 84111
(801) 530-6600
5. Gary Bowen
Formerly with the Utah Securities Division
160 East 300 South
Salt Lake City, Utah 84111
6. Witnesses listed by the Respondent not included above.
7. Rebuttal Witnesses as may be necessary.

EXHIBITS

1. Form D Notice of Sale of Securities pursuant to Regulation D, Section 4(6), and/or Uniform limited Offering Exemption, received by the Utah Division of Securities July 14, 2005.
2. CRD/IARD report of State of Texas September 2, 2003, Cease and Desist disciplinary order against Respondents.
3. Northstar Energy, Inc. Website general solicitation.

DATED this 20th day of December, 2011.



D. Scott Davis
Assistant Attorney General

CERTIFICATE OF SERVICE

The undersigned certifies that on the ____ day of December, 2011 a copy of the was served on counsel for the Respondent as follows:

Via U.S. Mail

CRAIG G. ONGLEY, Attorney at Law
KANE RUSSELL COLEMAN & LOGAN PC
3700 Thanksgiving Tower
1601 Elm Street
Dallas, Texas 75201 Telephone



EXHIBIT 1

FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden
hours per response 16.00

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY
Prefix Serial
DATE RECEIVED

RECEIVED
JUL 14 2005

Department of Commerce
Division of Securities

Name of Offering () check if this is an amendment and name has changed, and indicate change.
Northstar Las Raices Multiwell Prospect Joint Venture

Filing Under (Check box(es) that apply): () Rule 504 () Rule 505 (X) Rule 506 () Section 4(6) () ULOE
Type of Filing: (X) New Filing () Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer () check if this is an amendment and name has changed, and indicate change.

Northstar Las Raices Multiwell Prospect Joint Venture

Table with 3 columns: Field Name, Address (Number and Street, City, State, Zip Code), Telephone Number (Including Area Code). Rows include Address of Executive Offices (740 Lexington Drive, Plano, TX 75075) and Address of Principal Business Operations.

Brief Description of Business

drilling, owning, and operating four hydrocarbon wells in Webb County, Texas

Type of Business Organization

- () corporation () limited partnership, already formed (X) other (please specify):
() business trust () limited partnership, to be formed general partnership

Actual or Estimated Date of Incorporation or Organization: Month Year (0)4 (0)5 (X) Actual () Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) TX

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Esposito, Paul M., Jr.

on CEO with disclosure

Full Name (Last name first, if individual)

740 Lexington Drive, Plano, TX 75075

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Koonce, Larry M.

on CEO with disclosure

Full Name (Last name first, if individual)

740 Lexington Drive, Plano, TX 75075

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

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Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No
 Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? \$14,355.00
3. Does the offering permit joint ownership of a single unit? Yes No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)
 Texas Securities Partners, Inc. *on CRD UT Approved*

Business or Residence Address (Number and Street, City, State, Zip Code)
 740 Lexington Drive, Bldg. B, Plano, TX 75075

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
 (Check "All States" or check individual States) All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
 (Check "All States" or check individual States) All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
 (Check "All States" or check individual States) All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ _____	\$ _____
Equity	\$ _____	\$ _____
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ _____	\$ _____
Partnership Interests	\$ 4,306,500.00	\$ 14,355.00
Other (Specify _____)	\$ _____	\$ _____
Total	\$ 4,306,500.00	\$ 14,355.00

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	_____	\$ _____
Non-accredited Investors	1	\$ 14,355.00
Total (for filings under Rule 504 only)	_____	\$ _____

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505	_____	\$ _____
Regulation A	_____	\$ _____
Rule 504	_____	\$ _____
Total	_____	\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs	<input type="checkbox"/>	\$ _____
Legal Fees	<input type="checkbox"/>	\$ _____
Accounting Fees	<input type="checkbox"/>	\$ _____
Engineering Fees	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately)	<input checked="" type="checkbox"/>	\$ 645,975.00
Other Expenses (identify) <u>organization, syndication, marketing</u>	<input checked="" type="checkbox"/>	\$ 50,000.00
Total	<input type="checkbox"/>	\$ 695,975.00

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS:

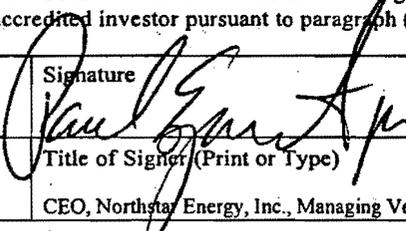
b. Enter the difference between the aggregate offering price given in response to Part C—Question 1 and total expenses furnished in response to Part C—Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$ 3,610,525.00

5. Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C—Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees	<input checked="" type="checkbox"/> \$ 55,000.00	<input type="checkbox"/> \$ _____
Purchase of real estate	<input checked="" type="checkbox"/> \$ 201,242.00	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Other (specify): <u>turnkey drilling and testing contract</u>	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ 2,162,158.00
<u>turnkey completion costs</u>	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ 1,192,125.00
Column Totals	<input type="checkbox"/> \$ 256,242.00	<input type="checkbox"/> \$ 3,354,283.00
Total Payments Listed (column totals added)	<input type="checkbox"/> \$ <u>3,610,525.00</u>	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Northstar Las Raices Multiwell Prospect Joint Venture	Signature 	Date 7-12-05
Name of Signer (Print or Type) Paul M. Esposito, Jr.	Title of Signer (Print or Type) CEO, Northstar Energy, Inc., Managing Venturer	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

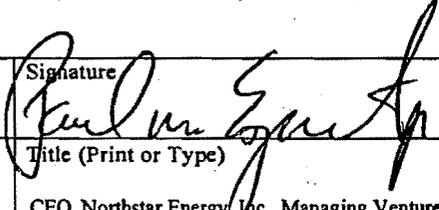
E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? Yes No

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
Northstar Las Raices Multiwell Prospect Joint Venture		7-12-05
Name (Print or Type)	Title (Print or Type)	
Paul M. Esposito, Jr.	CEO, Northstar Energy Inc., Managing Venturer	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA									
CO									
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MO									
MT									
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT	X		partnership interests \$4,306,500.00			1	\$14,355.00		X
VT									
VA									
WA									
WV									
WI									

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY									
PR									

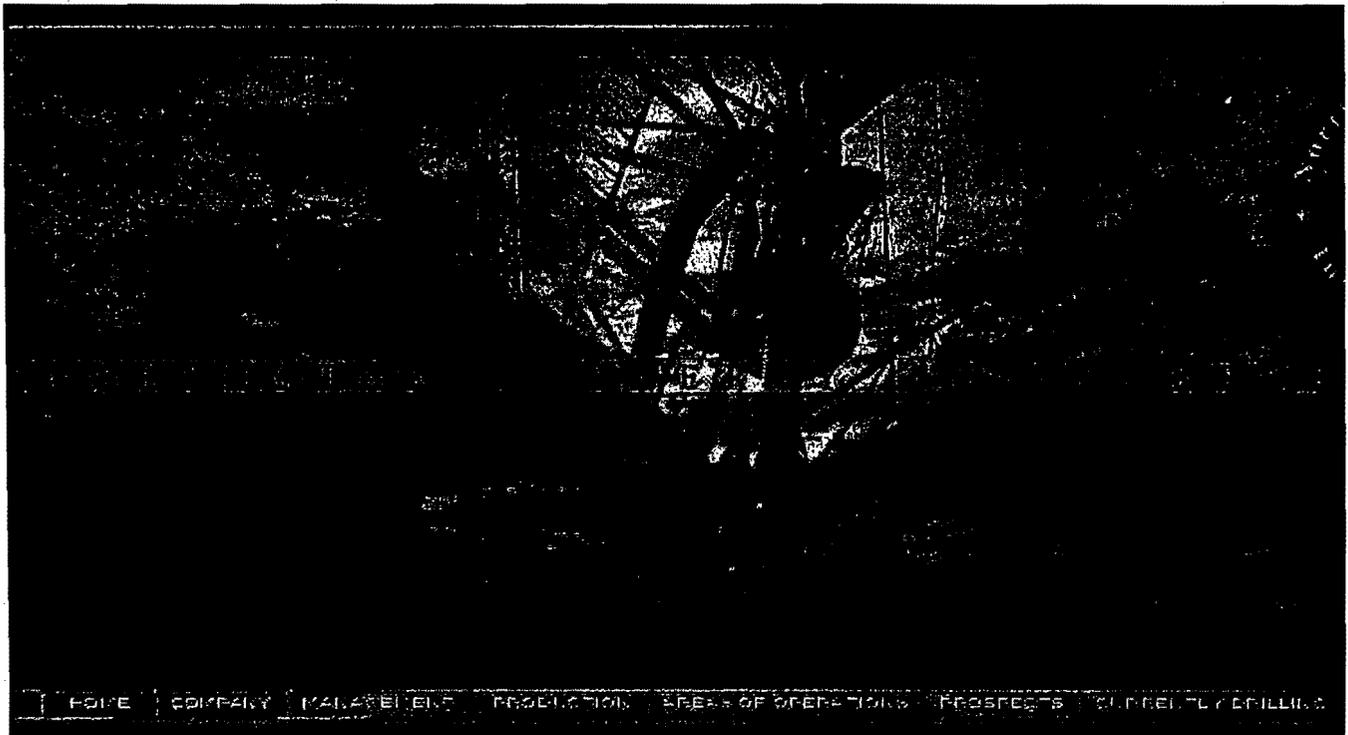
EXHIBIT 2

Reportable Events:

Regulatory Action DRP Content

1. Regulatory Action Initiated By: TEXAS
2. Principal Sanction: Censure
Other Sanctions: CEASE AND DESIST
3. Date initiated: 09/02/2003
4. Docket/Case Number: SSB DKT NO 03-36;ORDER NO
CDO/FIN-1533
5. Employing Firm: NORTHSTAR ENERGY INC
6. Principal Product Type: Other
Other Product Types: INTERESTS IN OIL & GAS LEASES
7. Allegations:
NORTHSTAR ENERGY, INC. OFFERED AND SOLD UNREGISTERED SECURITIES
IN THE FORM OF OIL AND GAS LEASE INTERESTS WHILE THE COMPANY WAS
UNREGISTERED FOR APPROXIMATELY 3 YEARS. RESPONDENTS NORTHSTAR
ENERGY, INC., LARRY M. KOONCE AND PAUL M. ESPOSITO ENTERED INTO A
DISCIPLINARY ORDER WHICH ORDERED THEM TO CEASE AND DESIST
VIOLATING THE REGISTRATION PROVISIONS OF THE TEXAS SECURITIES ACT
AND TO PAY AN ADMINISTRATIVE FINE OF \$75,000.
8. Current Status: Final
9. Appealed to:
10. Resolution: Order
11. Final Order:
12. Resolution Date/Explanation: 09/02/2003
13. (A) Resolution Detail:
Monetary/Fine Sanction (Amount: \$75000), Cease and
Desist/Injunction Sanction
(B) Other Sanctions:
(C) Sanction Detail:
NORTHSTAR ENERGY, INC. WAS ASSESSED AN ADMINISTRATIVE FINE OF
\$75,000
14. Comment:

EXHIBIT 3



HOME COMPANY MANAGEMENT PRODUCTION AREAS OF OPERATIONS PROSPECTS CURRENTLY DRILLING

ABOUT NORTHSTAR

Welcome to Northstar Energy Online!

At Northstar Energy we are building a better tomorrow for our clients and future generations. Northstar Energy Inc., is an independent producer of oil and gas that is licensed by...

[READ MORE](#)



INVESTMENTS

U.S. Energy Outlook - Investment Opportunities - Tax Advantages

Interested in Oil and Gas Investments? Questions? Want more info? Consider the following.....

INFORMATION &

***Attention: All Drilling Participants:

* **DRILLING Complete** on the Exxon-Willo (Mills 15-3) in Val Verde County, Texas, **WE GAS!!....**

***NOW DRILLING** on the Davis #5 Offset W Lavaca County, Texas...

Updated:

CURRENT DR

The Northstar Las Raices Prospect

Located in Webb County, Texas, this oil and gas program includes four wells to be drilled in its currently producing field...

Lead M

LIVE W

Northstar Live Action Video

[READ MORE](#)

Have you downloaded your FREE questionnaire?

Thank you for visiting our website. We would love to answer any questions you may have. If you haven't already, would you take a moment to sign our guestbook? Also, be sure and download your FREE questionnaire! This short form will help us know how to best serve you and get helpful answers to you right away!

[READ MORE](#)

NORTHSTAR ENERGY, INC.

Learn more about Northstar Energy

This section explores the purpose, vision, and history of Northstar Energy.

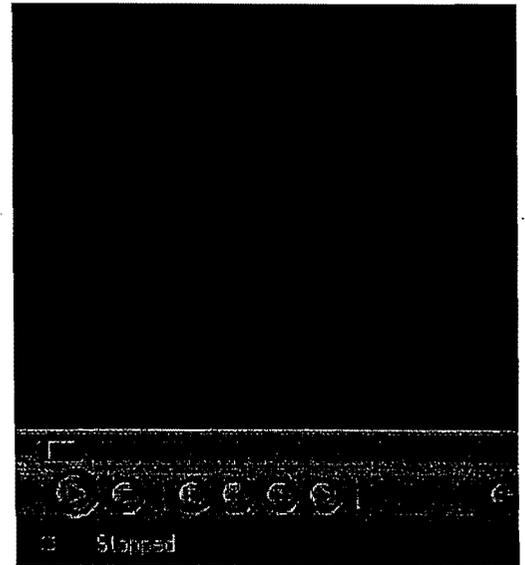
[READ MORE](#)

<p>NEWSLETTER Subscribe to the NSE newsletter here. go »</p>	<p>AFFILIATIONS NSE associations and affiliations go »</p>
<p>RECOGNITION Kudos for Northstar! Feedback from our clients. go »</p>	<p>GUESTBOOK Want to know more? Contact us for more information. go »</p>

RECOMMENDED READING

For those who would really like to learn more, we have listed a few of our favorite publications...

[READ MORE](#)



Northstar's on-site video cam, current loca #5 Well now being drilled by Nabors Drillir Lavaca County, Texas. The video cam is offline, feed is from last video shot on 7/1 weather).

IMAGE G

Recent Images from Northstar Energy



Davis #5 Drilling Rig



Davis 5 Rig Floor



Hydri

PROD

Production pictures, video, and well in

The photographs, video, and narrative on th pages were taken from a variety of Northsta across the great state of Texas...

Are you a current Northstar Energy client?

If so,
Login
here.

NORTHSTAR CI

Forgot your password ?



PROSPECTS	PRODUCTION	MANAGEMENT	ARTICLES	NSE
<p>Northstar Energy offers, to qualified investors, the opportunity to participate in the drilling of oil and gas wells. In our search for oil and gas, Northstar utilizes the most proven geological tools...</p> <p>READ MORE</p>	<p>The photographs, video, and narrative on the following pages were taken from a variety of Northstar sites across the great state of Texas...</p> <p>READ MORE</p>	<p>The members of the Northstar's Board of Directors are elected annually and hold office until their successors are elected and qualified. Northstar's officers are chosen by, and serve...</p> <p>READ MORE</p>	<p>For those who would really like to learn more, we have listed a few of our favorite publications...</p> <p>READ MORE</p>	<p>This sec available clients o access t please c Northsta associat registrat instructi</p>

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740 Lexington Drive Plano, TX 75075

Toll Free: 800-561-1558 Phone: 972-769-8838 Fax: 972-769-0880

Email: northstar@northstarenergyinc.com Web: www.northstarenergyinc.com

*This website is purely informative in nature, and is not intended to be any form of solicitation. Northstar Energy, Inc. is a privately held international corporation with world-wide headquarters in Plano, Texas USA and is not affiliated with any company bearing the same name, private, public, or LLC in the U.S. or abroad.

Programming and Hosting by IMMD Web Design, LLC

PROSPECTS

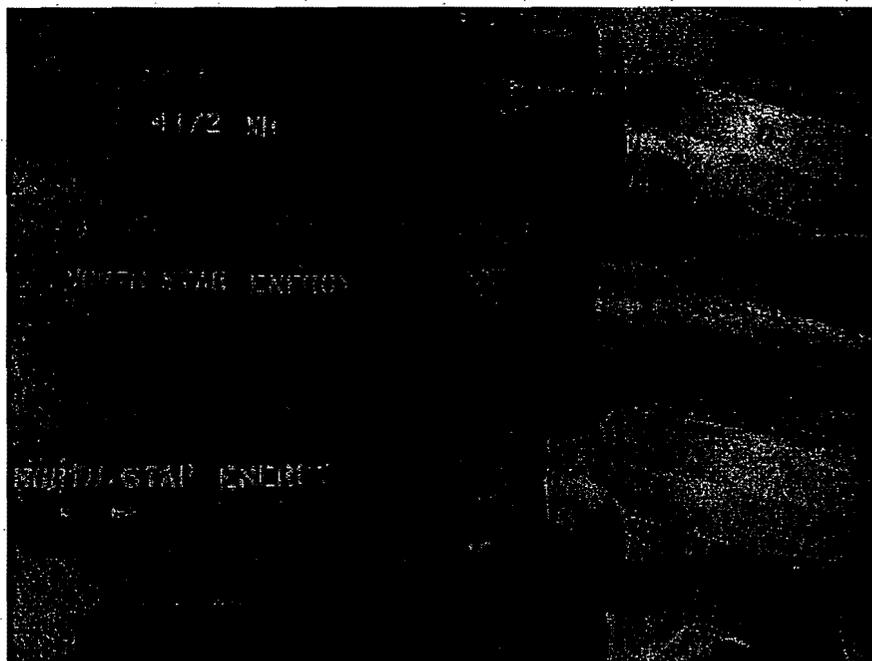
Interested in prospective drilling operations?

Northstar Energy offers, to qualified investors, the opportunity to participate in the drilling of oil and gas wells. In our search for oil and gas, Northstar utilizes the most proven geological tools available such as advanced 3D and 2D seismic, isopach and structure mapping, and advanced well control. We do business with highly qualified and experienced industry professionals including Halliburton, Schlumberger, Baker Hughes, Weatherford, Patterson-UTI Drilling, and Nabors Drilling to name just a few.

If you are interested in our most current offering, or future offerings, and would like to know if you qualify, you can either go to our guestbook and fill in your information or you can fill out our questionnaire and fax (972) 769-0880 or mail it to us at the address on the bottom of this page. Of course, you can also call us at 1-800-561-1558 or email northstar@northstarenergyinc.com. Click below to see one example of 3D seismic that we have utilized in the past...

-Now let's go drill a well!!

(THERE ARE SIGNIFICANT RISKS ASSOCIATED WITH INVESTING IN OIL AND GAS VENTURES. THIS IS NOT A SOLICITATION TO BUY OR AN OFFER TO SELL ANY SECURITIES. ANY SUCH SOLICITATION OR OFFER WILL ONLY BE MADE THROUGH A PRIVATE PLACEMENT MEMORANDUM ACCOMPLISHED IN ACCORDANCE WITH SEC REGULATION D, RULE 506.)



Have you
downloaded your
FREE

questionnaire?
Example: Advanced 3-D Seismic Graph »

Site Map

WE PRODUCE!!!

VIDEO GALLERY

WALLIS WELL #1 (VIDEOS 1-5)

WALLIS WELL #1 CONT'D... (VIDEOS 6-10)

EXXON-WILLO (VIDEOS 1-5)

EXXON-WILLO (VIDEOS 6-8)

OPERATIONS

NORTHSTAR ENERGY OPERATIONS

INVESTMENTS

U.S. ENERGY OUTLOOK - INVESTMENT OPPORTUNITIES - TAX
ADVANTAGES

PROSPECTS

INTERESTED IN PROSPECTIVE DRILLING OPERATIONS?

EXAMPLE: ADVANCED 3-D SEISMIC GRAPH

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COMPANY | MANAGEMENT | PRODUCTION | AREAS OF OPERATION | PROSPECTS | CURRENTLY DRILLING | GALLERY | CONTACT

CURRENT DRILLINGS

The Northstar Las Raices Prospect

Located in Webb County, Texas, this oil and gas drilling program includes four wells to be drilled inside of a currently producing field, each of the four wells will be drilled to a depth of 7,300 feet during the months of June and July 2005. Contact a Northstar associate for more info.

The Northstar Firecat Two Well Prospect

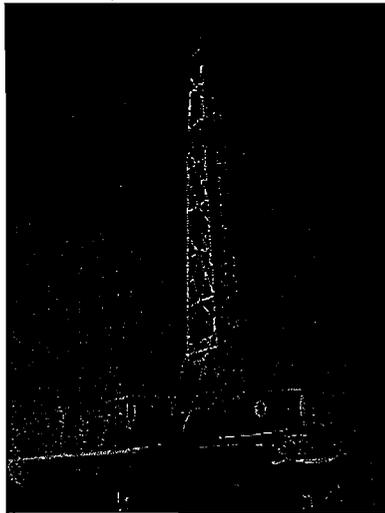
This seismic anomaly "Bright Spot" drilling program located in Grimes County, Texas includes two wells to be drilled for natural gas and oil to depths of 5,200 feet each. Drilling activities are scheduled during the months of June and July 2005.

The Northstar Sweet Home Davis #5 Offset Well

This 3D seismic "Bright Spot" drilling program located in Lavaca County, Texas will be drilling to a total depth of 12,400 feet and will offset one of Northstar's most successful natural gas wells. Drilling activities are scheduled to begin end of June-July 2005 time frame.

The Northstar Exxon-Willo Prospect

Located in Val Verde County, Texas, drilling activities began in December of 2004 with the **first of three wells** included in the air drilling program. A fourth (offset) well is currently being drilled. Pictured below is the drilling of the first well (Mills 18-4) and compressor units used during the air drilling process....



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