

**BEFORE THE BOARD OF OIL, GAS AND MINING
DEPARTMENT OF NATURAL RESOURCES
STATE OF UTAH**

IN THE MATTER OF THE REQUEST FOR AGENCY ACTION OF NEWFIELD PRODUCTION COMPANY FOR AN ORDER MODIFYING THE BOARD'S ORDERS ENTERED IN CAUSE NOS. 139-8, 131-51 AND 139-90 TO ESTABLISH SPECIAL 1280-ACRE (OR SUBSTANTIAL EQUIVALENT) DRILLING UNITS, ON A PILOT BASIS, FOR THE PRODUCTION OF OIL, GAS AND ASSOCIATED HYDROCARBONS FROM THE UPPER WASATCH FORMATION FROM HORIZONTAL WELLS, COMPRISED OF SECTIONS 15 AND 22, T3S, R2W, USM, AND SECTIONS 6 AND 7, T3S, R3W, USM, RESPECTIVELY, DUCHESNE COUNTY, UTAH.

**Docket No. 2013-012
Cause No. 139-103**

INDEX OF ORDERS

<u>NO.</u>	<u>DATE</u>	<u>DESCRIPTION</u>
1.	04/09/2013	Order Granting Leave to Substitute and Replace Exhibit "G"
2.	05/09/2013	Findings of Fact, Conclusions of Law and Order

FILED

MAY 09 2013

**SECRETARY, BOARD OF
OIL, GAS & MINING**

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IN THE MATTER OF THE REQUEST FOR AGENCY ACTION OF NEWFIELD PRODUCTION COMPANY FOR AN ORDER MODIFYING THE BOARD'S ORDERS ENTERED IN CAUSE NOS. 139-8, 131-51 AND 139-90 TO ESTABLISH SPECIAL 1280-ACRE (OR SUBSTANTIAL EQUIVALENT) DRILLING UNITS, ON A PILOT BASIS, FOR THE PRODUCTION OF OIL, GAS AND ASSOCIATED HYDROCARBONS FROM THE UPPER WASATCH FORMATION FROM HORIZONTAL WELLS, COMPRISED OF SECTIONS 15 AND 22, T3S, R2W, USM, AND SECTIONS 6 AND 7, T3S, R3W, USM, RESPECTIVELY, DUCHESNE COUNTY, UTAH

**FINDINGS OF FACT,
CONCLUSIONS OF LAW AND
ORDER**

Docket No. 2013-012

Cause No. 139-103

This Cause came on for hearing before the Utah Board of Oil, Gas and Mining (the "Board") on Wednesday, April 24, 2013, at approximately 1:30 p.m., in the Auditorium of the Utah Department of Natural Resources Building in Salt Lake City. The following Board members were present and participated at the hearing: Chairman James T. Jensen, Ruland J. Gill, Jr., Kelly L. Payne, Chris D. Hansen, Carl F. Kendell and Susan S. Davis. Board Member Michael R. Brown was unable to attend. The Board was represented by Michael S. Johnson, Esq., Assistant Attorney General.

Testifying on behalf of Petitioner Newfield Production Company ("Newfield") were Kelly L. Donohoue – Consulting Landman, Brice A. Caldes – Geologist, and Mike Jensen – Engineering Advisor. Said witnesses were recognized by the Board as experts in petroleum land management, geology and petroleum engineering, respectively, for purposes of this Cause.

Frederick M. MacDonald, Esq., of and for MacDonald & Miller Mineral Legal Services, PLLC, appeared as attorney for Newfield.

The Division of Oil, Gas and Mining (the “Division”) did not file a staff memorandum in this Cause but nevertheless participated in the hearing. Cameron Johnson, Esq., Assistant Attorney General, appeared as attorney for the Division. Mr. Johnson made a statement expressing the Division’s support for the granting of Newfield’s Request for Agency Action dated March 11, 2013 (the “Request”), as conformed to the testimony and other evidence provided at the hearing.

Jerry Kenczka, Assistant Field Manager for Lands and Minerals, Vernal District Office of the United States Bureau of Land Management (“BLM”), acting in its trust capacity on behalf of the Ute Indian Tribe and Indian Allottees and as advisor to the Bureau of Indian Affairs, Uintah & Ouray Agency (“BIA”), made a statement expressing the BLM’s support for the granting of the Request.

Bill Barrett Corporation (“BBC”) and Crescent Point Energy U.S. Corp, (“Crescent Point”), successor by merger to Ute Energy Upstream Holdings LLC, both working interest owners within the lands relevant to the Request, on April 11, 2013, and April 10, 2013, respectively, filed letters with the Board expressing their support for the granting of the Request. Neither BBC nor Crescent Point made an appearance at the hearing.

No other party filed a response to the Request and no other party appeared or participated at the hearing.

The Board, having considered the testimony presented and the exhibits received into evidence at the hearing, being fully advised, and for good cause, hereby makes the following findings of fact, conclusions of law and order in this Cause.

FINDINGS OF FACT

1. Newfield is a Texas corporation with its principal place of business for Rocky Mountain operations in Denver, Colorado. Newfield is duly qualified to conduct business in the State of Utah, and is fully and appropriately bonded with all relevant Federal, Indian and State of Utah agencies.

2. By Order entered on September 20, 1972 in Cause No. 139-8 (the "139-8 Order"), the Board established sectional (640-acre or substantial equivalent) drilling units for the production of oil, gas and associated hydrocarbons from the Lower Green River and Wasatch formations, defined as follows:

that interval from the top of the Lower Green River formation (TGR₃ marker) to the base of the Green River-Wasatch formations (top of Cretaceous), which base is defined as the stratigraphic equivalent of the Dual Induction Log depths of 16,720 feet in the Shell-Ute 1-18B5 well located in the S $\frac{1}{2}$ NE $\frac{1}{4}$ of Section 18, Township 2 South, Range 5 West, U.S.M., and 16,970 feet in the Shell-Brotherson 1-11B4 well located in the S $\frac{1}{2}$ NE $\frac{1}{4}$ of Section 11, Township 2 South, Range 4 West, U.S.M.,

for numerous lands located in the western portion of the greater Altamont-Bluebell field, including subject Sections 6 and 7 of Township 3 South, Range 3 West. Under the original 139-8 Order, only one well may produce on each such unit so established, which must be located in the center of the NE $\frac{1}{4}$ with a tolerance of 660 feet in any direction; provided that an exception to

said tolerance may be granted administratively without a hearing where a topographical exception is deemed needed.

3. By Order entered on October 27, 1983 in Cause No. 131-51 (the "131-51 Order"), the Board established sectional (640-acre or substantial equivalent) drilling units for the production of oil, gas and associated hydrocarbons from the Lower Green River and Wasatch formations, defined as follows:

that interval below the stratigraphic equivalent of 9,600 feet depth in the "E" Log of the Carter #2 Bluebell well located in the SW $\frac{1}{4}$ NW $\frac{1}{4}$, Section 3, Township 1 South, Range 2 West, U.S.M. (which equivalence is the depth 9,530 feet of the SP curve, Dual Induction Log, run March 15, 1968, in the Chevron #1 Blanchard Well located in the NW $\frac{1}{4}$ SE $\frac{1}{4}$ of said curve, Dual Induction Log, run March 15, 1968, in the Chevron #1 Blanchard Well located in the NW $\frac{1}{4}$ SE $\frac{1}{4}$ of said [Section 3]), to the base of the Green River-Wasatch formations,

for numerous lands in the south-central portion of the greater Altamont-Bluebell field, including subject Section 15 of Township 3 South, Range 2 West. Under the original 131-51 Order, only one well may produce on each such unit so established, which must be located no closer than 1,320 feet from the exterior boundary of any governmental section; provided, that an exception to said 1,320-foot limitation may be granted administratively without a hearing where a topographical exception is deemed necessary.

4. By Order entered on May 9, 2012 in Cause No. 139-90 (the "139-90 Order"), the Board first extended the 139-8 Order to numerous lands within the area Newfield refers to as the "Central Basin" area which were previously unspaced, including subject Section 22 of Township 3 South, Range 2 West, USM, to create sectional (640-acre) drilling units for Lower Green

River-Wasatch production (as defined in the 139-8 Order), and second to modify the 139-8 and 131-51 Orders to allow up to four (4) producing Lower Green River-Wasatch formation wells, whether all vertical, all horizontal, or a combination of both, upon the drilling units, to be drilled at the option of the operator and with the operator's full discretion as to the development of the hydrocarbon reserves, provided each well shall not be closer than 1,320 feet from an existing unit well completed in and producing from the formation and no closer than 660 feet from the drilling unit boundary. The Board also expressly eliminated any first well siting requirements under the original 139-8 and 131-51 Orders.

5. By Order entered on December 14, 2013 in Cause No. 139-98 (the "139-98 Order"), the Board modified the 131-51 and 139-90 Orders to establish Sections 15 and 22 of Township 3 South, Range 2 West, USM, as a special drilling unit for production of oil, gas and associated hydrocarbons from the Uteland Butte Member of the Lower Green River formation, defined as follows:

the stratigraphic equivalent of the interval from 9,140 feet to 9,292 feet MD as identified on the Dual Laterolog run on February 22, 2012 for the Gilbert 9-9-3-3W Well, located in the NE $\frac{1}{4}$ SE $\frac{1}{4}$ of Section 9, Township 3 South, Range 3 West, USM,

and to allow, on a pilot basis, the drilling of up to four (4) horizontal wells upon each said special drilling unit.

6. The oil, gas and associated hydrocarbons underlying the lands which are the subject of the Request as relevant to the Lower Green River-Wasatch formations are owned as follows:

Sections 15 and 22, Township 3 South, Range 2 West – Tribal, Allotted and fee
Sections 6 and 7, Township 3 South, Range 3 West – Tribal, State of Utah and fee

Nearly all of the oil and gas owners are under lease or exploration and development agreements in favor of Newfield and Crescent Point, but there are unlocatable and/or unleased owners within the lands subject to the Request, all as more particularly outlined on Exhibit “D” admitted into evidence.

7. In the Central Basin area, the Upper Wasatch is a 1,000 – 1,400 foot thick interval of interbedded lacustrine carbonate, shale and discontinuous sandstone. It is defined for purposes of this Cause as follows:

the stratigraphic equivalent of the interval from 8,765 feet to 9,967 feet MD as identified in the Dual Induction Log run on March 7, 1972 in the JW Accawinna # 1 Well located in the NE $\frac{1}{4}$ SW $\frac{1}{4}$ of Section 13, T3S, R3W, USM.

Carbonate markers within the Upper Wasatch can be correlated across the Central Basin.

8. The Upper Wasatch is an attractive horizontal candidate when utilizing hydraulic fracture enhancement. The horizontal lateral will encounter and access several distinct reservoirs that could not be accessed in widely-spaced vertical well-bores.

9. The exhibits admitted into evidence and testimony received reflect that: (a) shale/lime/silt barriers between the Upper Wasatch and other productive intervals of the Lower Green River and/or Wasatch formations, and in particular the Uteland Butte Member of the Lower Green River formation, should eliminate or at least minimize the potential for fracture migration and communication between them; and (b) Gas-Oil and Water-Oil ratios from “short” (640 acre) lateral horizontal wells producing from the Upper Wasatch reflect separate and

distinct characteristics from those drilled and producing from the Uteland Butte Member of the Green River formation. The Upper Wasatch therefore appears to be a separate and distinct “common source of supply” of oil, gas and associated hydrocarbons than other portions of the Lower Green River-Wasatch formations.

10. Technology has advanced such that “long” laterals of up to 9,240 feet in length may be efficiently and economically drilled. Allowing such laterals will allow up to an additional 1,320 feet of Upper Wasatch contact and reduce the number of wells and associated surface disturbance resulting from the limitations currently established under the 139-90 Order.

11. The exhibits admitted into evidence and testimony received reflect an estimated ultimate recovery (“EUR”) for a “long” lateral Upper Wasatch horizontal well of 957 MBO, compared to an EUR of 400 MBO for a “short” lateral Upper Wasatch horizontal well. The economics of a “short” lateral well appears to be marginal (14% rate of return) whereas the economics of a “long” lateral well indicate a better yield (40% rate of return).

12. There is not enough data yet generated from the producing “short” lateral Upper Wasatch horizontal wells and other Wasatch vertical wells drilled pursuant to the 139-90 Order to accurately define fracture orientations and extrapolate the drainage area for a “long” lateral Upper Wasatch horizontal well. It is therefore just and reasonable under the circumstances to allow one well per special drilling unit initially to gather additional data and, depending on the results and analysis of such data, downspacing or in-fill drilling for the special drilling unit may be required at a later date. In addition, maintaining the 660-foot set backs from the sectional

(drilling unit) boundaries established under the 139-90 Order is just and reasonable under the circumstances.

13. As a consequence, Newfield desires to conduct a pilot program establishing special 1,280-acre (or substantial equivalent) drilling units for the Upper Wasatch as defined in Findings of Fact No. 7 above comprised of the following respective Duchesne County, Utah lands:

Township 3 South, Range 2 West, USM

Sections 15 and 22: All

Township 3 South, Range 3 West, USM

Sections 6 and 7: All

(collectively the “Subject Lands”), to confirm these initial findings, with the authorization, on a pilot basis, to drill one “long” lateral horizontal well on each special drilling unit so established; provided, however, that:

- a) no producing interval of a horizontal lateral may be located closer than 660 feet to a boundary of said special drilling unit without obtaining an exception location approval in accordance with Utah Admin. Code Rule R649-3-3;
- b) the surface location of the horizontal well not only may be located anywhere on the special drilling unit, but may also be located off the special drilling unit presuming proper surface and sub-surface authorization for such a location has been obtained from the owners, to be evidenced and satisfied by a self-certification to such effect executed by the operator of the special drilling unit and filed with the Division, and the set backs for the laterals set forth in (a) above are maintained;
- c) any horizontal well so drilled may not be plugged back or recompleted to produce from any other formation other than the Upper Wasatch, as defined in Findings of Fact No. 7 above, and no existing or new vertical wells located upon the Subject

Lands may be perforated or completed to produce from the Upper Wasatch as defined in Findings of Fact No. 7 above, without further authorization from the Board; and

- d) within a reasonable time after analysis of the pilot program results, but in any event, not more than two years after entry of the Order, Newfield (or its successor operator) shall report back to the Board on the results of the program.

In addition, Newfield has requested that the 139-8 and 131-51 Orders, as modified by the 139-90 Order, and the 139-90 Order itself remain in full force and effect as to all formations underlying the Subject Lands covered thereby except the Upper Wasatch and except as otherwise provided in the 139-98 Order, including the right to drill up to four (4) wells, whether all vertical, all horizontal, or a combination of both, on each drilling unit so established to produce from said formations subject to the same limitations set forth in the 139-90 Order. The terms requested are fair, reasonable and justified under the circumstances.

14. A copy of the Request was mailed, postage pre-paid, certified with return receipt requested, and properly addressed to all mineral, leasehold and production interest owners in the Subject Lands, and to the Utah School and Institutional Trust Lands Administration (“TLA”), the BIA and the Utah State and Vernal Field Offices of the BLM. The mailings were sent to said parties at their last addresses disclosed by the relevant TLA, BIA and Duchesne County realty records.

15. Notice of the filing of the Request and of the hearing thereon was duly published in the Uintah Basin Standard on April 2, 2013 and in the Salt Lake Tribune and the Deseret Morning News on April 7, 2013.

16. The vote of the Board members present and participating in the hearing on this Cause was unanimous (6-0) in favor of granting the Request.

CONCLUSIONS OF LAW

1. Due and regular notice of the time, place and purpose of the hearing was properly given to all parties whose legally protected interests are affected by the Request in the form and manner as required by law and the rules and regulations of the Board and Division.

2. The Board has jurisdiction over all matters covered by the Request and all interested parties therein, and has the power and authority to render the order herein set forth pursuant to Utah Code Ann. §§ 40-6-5(3)(b) and 40-6-6.

3. The Upper Wasatch, as defined in Findings of Fact No. 7 above and as underlying the Subject Lands, constitutes a “common source of supply” as that phrase is defined in Utah Code Ann. § 40-6-2(18).

4. Initially one “long” (up to 9,240 feet in length) lateral horizontal well is required to efficiently and economically drain each proposed 1,280-acre special drilling unit. However, based on data generated from the pilot wells, downspacing or in-fill drilling may be required at a later date.

5. Creation of the two (2) 1,280-acre special drilling units for Upper Wasatch production on a pilot basis, and with the provisos outlined in Findings of Fact No. 13 above, is fair, reasonable and justified under the circumstances.

6. An order establishing the special drilling units is required to allow conforming communitization as relating to the authorized horizontal wells in accordance with Federal regulations, guidelines and practice and to protect correlative rights.

7. The relief granted hereby will result in consistent and orderly development and the greatest recovery of oil, gas and associated hydrocarbons from the Upper Wasatch, as defined in Findings of Fact No. 7 above and underlying the Subject Lands, prevent waste and adequately protect the correlative rights of all affected parties.

8. Newfield has sustained its burden of proof, demonstrated good cause, and satisfied all legal requirements for the granting of the Request.

ORDER

Based upon the Request, testimony and evidence submitted, and the findings of fact and conclusions of law stated above, the Board hereby orders:

1. The Request in this cause is granted.
2. The 139-8, 131-51 and 139-90 Orders are hereby modified to establish special 1,280-acre (or substantial equivalent combination of lots and quarter-quarter sections) drilling units for the production of oil, gas and hydrocarbons for the Upper Wasatch as defined in Findings of Fact No. 7 above, comprised of subject Sections 15 and 22 and Sections 6 and 7, respectively (as set forth above), and authorizing on a pilot basis, the drilling and production of up to initially one horizontal well upon each such drilling unit; provided, however, that within a reasonable time after analysis of the pilot program results but, in any event, not more than two years after entry of this Order, Newfield (or its successor operator) will report back to the Board

on the success or failure of the program and the need for downspacing or authorization of in-fill drilling on the respective special drilling unit.

3. No producing interval of a horizontal lateral may be located closer than 660 feet from a boundary of said special drilling unit, without obtaining an exception location approval in accordance with Utah Admin. Code Rule R649-3-3.

4. The surface location of the authorized horizontal well not only may be anywhere upon the special drilling unit, but may also be located off the special drilling unit presuming proper surface and sub-surface authorization for such a location has been obtained from the owners, to be evidenced and satisfied by a self-certification to such effect executed by the operator of the special drilling unit and filed with the Division, and the set backs for the laterals set forth in (3) above are maintained.

5. Any horizontal well drilled pursuant to this Order may not be plugged back or recompleted to produce from any other formation other than the Upper Wasatch as defined in Findings of Fact No. 7 above, and no vertical wells located upon the Subject Lands may be perforated to produce from the Upper Wasatch as defined in Findings of Fact No. 7 above without further authorization from the Board.

6. The 139-8 and 131-51 Orders, as modified by the 139-90 Order, and the 139-90 Order itself remain in full force and effect as to all formations covered thereby underlying the Subject Lands except as the Upper Wasatch as defined in Findings of Fact No. 7 above, and except as otherwise provided in the 139-98 Order including the right of the operator to drill up to four (4) wells, whether all vertical, all horizontal, or a combination of both, on each drilling unit

so established to produce from said formations subject to the same limitations set forth in said Orders.

7. The special drilling units established herein are declared to be “permanent” for purposes of any authorized horizontal wells drilled thereon.

8. Pursuant to Utah Admin. Code Rules R641 and Utah Code Ann. § 63G-4-204 to 208, the Board has considered and decided this matter as a formal adjudication.

9. This Order is based exclusively on evidence of record in the adjudicative proceeding or on facts officially noted, and constitutes the signed written order stating the Board’s decision and the reasons for the decision, all as required by the Administrative Procedures Act, Utah Code Ann. § 63G-4-208 and Utah Administrative Code Rule R641-109.

10. Notice re: Right to Seek Judicial Review by the Utah Supreme Court or to Request Board Reconsideration: As required by Utah Code Ann. § 63G-4-208(e) - (g), the Board hereby notifies all parties in interest that they have the right to seek judicial review of this final Board Order in this formal adjudication by filing a timely appeal with the Utah Supreme Court within 30 days after the date that this Order issued. Utah Code Ann. §§ 63G-4-401(3)(a) and 403. As an alternative to seeking immediate judicial review, and not as a prerequisite to seeking judicial review, the Board also hereby notifies parties that they may elect to request that the Board reconsider this Order, which constitutes a final agency action of the Board. Utah Code Ann. § 63G-4-302, entitled, “Agency Review – Reconsideration,” states:

(1)(a) Within 20 days after the date that an order is issued for which review by the agency or by a superior agency under Section 63G-4-301 is unavailable, and if the order would otherwise constitute final agency action, any party may file a

written request for reconsideration with the agency, stating the specific grounds upon which relief is requested.

(b) Unless otherwise provided by statute, the filing of the request is not a prerequisite for seeking judicial review of the order.

(2) The request for reconsideration shall be filed with the agency and one copy shall be sent by mail to each party by the person making the request.

(3)(a) The agency head, or a person designated for that purpose, shall issue a written order granting the request or denying the request.

(b) If the agency head or the person designated for that purpose does not issue an order within 20 days after the filing of the request, the request for reconsideration shall be considered to be denied.

Id. The Board also hereby notifies the parties that Utah Admin. Code Rule R641-110-100, which is part of a group of Board rules entitled, “Rehearing and Modification of Existing Orders,” states:

Any person affected by a final order or decision of the Board may file a petition for rehearing. Unless otherwise provided, a petition for rehearing must be filed no later than the 10th day of the month following the date of signing of the final order or decision for which the rehearing is sought. A copy of such petition will be served on each other party to the proceeding no later than the 15th day of the month.

Id. See Utah Admin. Code Rule R641-110-200 for the required contents of a petition for Rehearing. If there is any conflict between the deadline in Utah Code Ann. § 63G-4-302 and the deadline in Utah Admin. Code Rule R641-110-100 for moving to rehear this matter, the Board hereby rules that the later of the two deadlines shall be available to any party moving to rehear this matter. If the Board later denies a timely petition for rehearing, the party may still seek

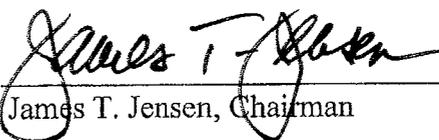
judicial review of the Order by perfecting a timely appeal with the Utah Supreme Court within 30 days thereafter.

The Board retains continuing jurisdiction over all the parties and over the subject matter of this cause, except to the extent said jurisdiction may be divested by the filing of a timely appeal to seek judicial review of this order by the Utah Supreme Court.

For all purposes, the Chairman's signature on a faxed copy of this Order shall be deemed the equivalent of a signed original.

DATED this 9th day of May, 2013

**STATE OF UTAH
BOARD OF OIL, GAS AND MINING**

By: 
James T. Jensen, Chairman

CERTIFICATE OF SERVICE

I hereby certify that I caused a true and correct copy of the foregoing **FINDINGS OF FACT, CONCLUSIONS OF LAW AND ORDER** for Docket No. 2013-012, Cause No. 139-103 to be mailed via E-Mail, or First Class Mail, with postage prepaid, this 10th day of May, 2013, to the following:

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LeGrand J. Gilbert and Nancy
Gilbert, Trustees
LeGrande and Nancy Gilbert
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HC 64 Box 355
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Leroy Moulton
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Livingston, TX 77399
[Undeliverable]

Marcus Dean and Karen Dean
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Individually and as heir of Dorothy Smith
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Heir of William Murphy
3822 Highland Court
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[Address updated 4/1/2013]

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Heir of William Murphy
73 S 1600 W Apt 8
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[Address updated 4/10/2013]

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Vernal Field Office
Attn: Jerry Kenczka
170 South 500 East
Vernal, UT 84078

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Utah State Office
Attn: Roger L. Bankert
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Andrew Stein
(no valid address known or disclosed)

Heris or Devises
Lucille Conyers
(no valid address known or disclosed)

Elizabeth Neal
(no valid address known or disclosed)

May Beth Williams
(no valid address known or disclosed)

A handwritten signature in cursive script that reads "Julie Ann Carter". The signature is written in black ink and is positioned above a solid horizontal line.

FILED

APR 09 2013

SECRETARY, BOARD OF
OIL, GAS & MINING

**BEFORE THE BOARD OF OIL, GAS AND MINING
DEPARTMENT OF NATURAL RESOURCES
STATE OF UTAH**

IN THE MATTER OF THE REQUEST FOR AGENCY ACTION OF NEWFIELD PRODUCTION COMPANY FOR AN ORDER MODIFYING THE BOARD'S ORDERS ENTERED IN CAUSE NOS. 139-8, 131-51 AND 139-90 TO ESTABLISH SPECIAL 1280-ACRE (OR SUBSTANTIAL EQUIVALENT) DRILLING UNITS, ON A PILOT BASIS, FOR THE PRODUCTION OF OIL, GAS AND ASSOCIATED HYDROCARBONS FROM THE UPPER WASATCH FORMATION FROM HORIZONTAL WELLS, COMPRISED OF SECTIONS 15 AND 22, T3S, R2W, USM, AND SECTIONS 6 AND 7, T3S, R3W, USM, RESPECTIVELY, DUCHESNE COUNTY, UTAH

**ORDER GRANTING LEAVE TO
SUBSTITUTE AND REPLACE
EXHIBIT "G"**

Docket No. 2013-012

Cause No. 139-103

The Board of Oil, Gas and Mining, having fully considered Newfield Production Company's Motion for Leave to Substitute and Replace Exhibit filed on April 9, 2013, and finding good cause therefore, hereby grants said Motion and authorizes the substitution and replacement of the Substitute Exhibit "G" attached to the Motion for the original of said Exhibit currently on file in this Cause.

For all purposes, the Chairman's signature on a faxed copy of this Order shall be deemed the equivalent of a signed original.

DATED this 9th day of April, 2013.

**STATE OF UTAH
BOARD OF OIL, GAS AND MINING**

By:


James T. Jensen, Chairman

CERTIFICATE OF SERVICE

I hereby certify that I caused a true and correct copy of the foregoing **ORDER GRANTING LEAVE TO SUBSTITUTE AND REPLACE EXHIBIT G** for Docket No. 2013-012, Cause No. 139-103 to be mailed via E-Mail, or First Class Mail, with postage prepaid, this 10th day of March, 2013, to the following:

Frederick M. MacDonald
MacDonald & Miller Mineral Legal Services,
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Attorney for Petitioner
7090 Union Park Avenue, Suite 420
Salt Lake City, UT 84047

Michael S. Johnson
Assistant Attorney General
Utah Board of Oil, Gas & Mining
1594 West North Temple, Suite 300
Salt Lake City, UT 84116
[Via Email]

Newfield Production Company
Attention: Kelly Donohoue, Consulting
Landman
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Denver, CO 80202

Steven F. Alder
Assistant Attorney General
Utah Division of Oil, Gas & Mining
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[Via Email]

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c/o Dennis Lunt
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Individually and as Heirs to the Estates of
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301 North Quaker Lane
Alexander, VA 22304

Alayne Watson Capshaw, Trustee
Alayne Watson Capshaw Trust
602 Harbor Blvd, #104
Destin, FL 32541

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The Woodlands, TX 77380

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Bert LeVan Dennis
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Betty Smith
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Christopher Thurman Shugart
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Cobalt Energy LLC
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Torres,
Co-Trustees of the Frank O. Fonesbeck
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Estate of Clive Sprouse
c/o Helen Lavar Moffitt, PR
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D. Richard Paull
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12/12/1988, as may be amended
1300 Army Navy Drive #505
Arlington, VA 22202

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Nelson, Trustees
Wayne C. and Norma W. Close
Trust #501
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Provo , UT 84604

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Jimmy Lloyd Dean and Debra Dean
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Joseph Sam and Frances Sam
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Julie Ann Paull
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LaRae Poe
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Boardman, OR 97818

Laura Hauck
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James E. Anderson
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Morrison, CO 80465

Heirs of John Accawinna,
Allotment No. 687 MUNC184
c/o Bureau of Indian Affairs Unitah and
Ouray Agency
P.O. Box 130
Fort Duchesne, UT 84026

Joanne R. Williams
704 E. Princeton
Ontario, CA 91764

Heirs of Eleanor Stein
c/o Joseph S. Stein
1402 Spring Way
Berkeley, CA 94708

Joyce Aubrey, Trustee
Trust dated 6/24/1994
430 NE Everett
Camas, WA 98607

Kathy Louise Hardinger
3415 RR3
Myton , UT 84052

Ken Farmer Operating, LLC
902 South Wolcott
Casper, WY 82601

Keystone Oil and Gas, LLC
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Mark Mullins
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The Dalles, OR 97058

Marsha R. Stanger, Trustee
John and Marsha Stanger Marital Trust
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Idaho Falls, ID 83404

Melvin D. Close Jr., Trustee
Melvin D. Close Jr. Trust
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Woodbridge, CT 06525

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Laurie Ann Hardinger Wilson
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