

**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 PORTIONS OF THE BLACK SHALE AND CASTLE PEAK MEMBERS, ALSO REFERRED TO AS THE "BAR F" INTERVAL, OF THE LOWER GREEN RIVER FORMATION FROM LONG LATERAL HORIZONTAL WELLS, COMPRISED OF SECTIONS 7 AND 18, 10 AND 15, AND 12 AND 13, RESPECTIVELY, OF T3S, R2W, USM, DUCHESNE COUNTY, UTAH

**Docket No. 2014-025
Cause No. 139-120**

INDEX OF ORDERS

<u>NO.</u>	<u>DATE</u>	<u>DESCRIPTION</u>
1.	08/27/2014	Findings of Fact, Conclusions of Law, and Order

FILED

AUG 27 2014

SECRETARY, BOARD OF
OIL, GAS & MINING

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

Docket No. 2014-025

Cause No. 139-120

This Cause came on for hearing before the Utah Board of Oil, Gas and Mining (the "Board") on Wednesday, July 30, 2014, at approximately 10:20 a.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 Ruland J. Gill, Jr., Michael R. Brown, Carl F. Kendell, Chris D. Hansen, Susan S. Davis and Gordon L. Moon. Board Member Kelly L. Payne 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 Roxann Eveland – Land Lead, Brice Caldes – Geologist, and Mike Jensen –

Engineering Advisor. They 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 participated in the hearing. Kassidy J. Wallin, Esq., Assistant Attorney General, appeared as attorney for the Division. Mr. Wallin made a statement expressing the Division’s support for the granting of Newfield’s Request for Agency Action filed on June 9, 2014 in this Cause (the “Request”) as conformed to the testimony and other evidence provided 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:

the 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 S½NE¼ 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 S½NE¼ 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. 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 NE¼ 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 SW¼NW¼, 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 NW¼SE¼ 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 Sections 10, 12, 13 and 15 of Township 3 South, Range 2 West, USM. 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 Sections 7 and 18 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. 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 7 and 18: Fee (private), Ute Tribal and Allotted;

Sections 10 and 15: Fee (private) and Ute Tribal; and

Sections 12 and 13: Fee (private), Allotted and State (both Utah School and Institutional Trust Lands Administration (“TLA”) and Division of Forestry, Fire and State Lands (“DFFSL”) administered).

Nearly all of the oil and gas owners are under lease or exploration and development agreements in favor of Newfield and Crescent Point Energy U.S. Corp. However, there are unlocatable and/or unleased owners within these lands.

6. In the Central Basin, the “Bar F Interval” is a roughly 400 foot thick interval of interbedded lacustrine carbonate, shale and discontinuous sandstone. It consists predominately of Castle Peak strata that sits stratigraphically above the Uteland Butte member and is capped by the Lower Black Shale member of the Lower Green River formation. It is defined for purposes of this Cause as follows:

the interval from the top of the Lower Black Shale to the top of the Uteland Butte, which is defined as the stratigraphic equivalent of the interval from 8546' to 8955' MD as identified on the Spectral Density Dual Spaced Neutron Dual Laterolog run on November 6, 2010 in the Dart 1-12-3-2 Well, located 1510' FNL and 1342' FWL of Sec. 12, T3S, R2W, U.S.M.

7. The distal deltaic sandstones of the upper Castle Peak member will be targeted for lateral landing within the Bar F Interval. Newfield's experience with horizontal wells in the Central Basin suggests average effective frac lengths of less than 200 feet vertically. In addition, nearly 200 feet of ductile shale and carbonate separate the Bar F Interval landing target from the underlying Uteland Butte. These strata should serve to isolate the Bar F Interval from downward communication or significant interference with the Uteland Butte. Similarly, the roughly 125 feet of overlying Lower Black Shale will also mitigate upward frac growth and keep isolation contained predominately within the Bar F Interval. The opportunity to access several distinct sandstone reservoirs coupled with the ability to effectively isolate the completion within make the Bar F Interval an ideal horizontal drilling candidate.

8. There currently are three producing vertical wells located on the lands at issue which are perforated in the Bar F Interval and from which production is partially obtained:

<u>Well</u>	<u>Location</u>	<u>Date of First Production</u>
Ute Tribal 6-7-3-2	Sec. 7: SE $\frac{1}{4}$ NW $\frac{1}{4}$	10/15/12

Dart 1-12-3-2	Sec. 12: SE¼NW¼	2/1/11
Lamb 14-13-3-2	Sec. 13: SE¼SW¼	11/8/11

Newfield represented to the Board that it will not drill any additional vertical wells within the requested drilling units with perforations in the Bar F Interval without further Board authorization.

9. No “short lateral” horizontal wells in the Bar F Interval have been drilled as permitted under the 139-90 Order to date.

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 Bar F Interval 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 Bar F Interval horizontal well of 770 MBO, with an estimated 25% rate or return. These economics support conducting a pilot program to confirm the viability of long lateral Bar F Interval wells for the Central Basin area.

12. The exhibits submitted and testimony received reflect the maximum estimated drainage radius of the vertical wells in the three proposed pilot areas perforated

in the Bar F Interval is 643 feet. Consequently, an inter-well setback of 1,320 feet should minimize, if not wholly eliminate, any interference between these wells and the proposed pilots wells. In addition, maintaining the 660-foot setbacks from the sectional (drilling unit) boundaries established under the 139-90 Order is just and reasonable under the circumstances.

13. With no horizontal Bar F Interval well having yet been drilled, it is just and reasonable under the circumstances to allow one long lateral horizontal 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.

14. As a consequence, Newfield desires to conduct a pilot program establishing special 1,280-acre (or substantial equivalent) drilling units for the Bar F Interval as defined in Findings of Fact No. 6 above comprised of the following respective Duchesne County, Utah lands:

Township 3 South, Range 2 West, USM

Sections 7 and 18: All
Sections 10 and 15: All
Sections 12 and 13: All

(collectively the “Subject Lands”), and to authorize one long lateral horizontal well on each such special drilling unit so established; provided, however, that:

- a) no producing interval of the authorized horizontal lateral may be located closer than 660 feet to any boundary of the special drilling unit, and no closer than 1,320 feet to an existing well, if any, producing from the Bar F Interval within said drilling unit;
- b) the surface location of the authorized 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, and the well will be cemented and cased to the 660-foot drilling unit setback within the special drilling unit as set forth in (a) above, both to be evidenced and satisfied by a self-certification to such effect executed by the operator of said special drilling unit and filed with the Division, and the other setbacks for the laterals set forth in (a) above are maintained;
- c) no additional vertical or directional wells will be drilled upon said special drilling units to produce from or with completions in the Bar F Interval without the express authorization of the Board;
- d) production from the existing three vertical wells identified in Findings of Fact No. 8 above will continue to be allocated on a sectional basis in accordance with the 131-51 and 139-90 Orders; and
- e) the same general reporting requirements as outlined in Order No. 8 of the Board's Order entered in Cause No. 139-110 on November 26, 2013 are adopted.

These terms are fair, just and reasonable under the circumstances.

15. 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 DFFSL, TLA, Bureau of Indian Affairs, Uintah and Ouray Agency ("BIA") and the Vernal Field Office of the Bureau of Land

Management. The mailings were sent to said parties at their last addresses disclosed by the relevant DFFSL, TLA, BIA and Duchesne County realty records.

16. Notice of the filing of the Request and of the hearing thereon was duly published in the Uintah Basin Standard on July 1, 2014 and in the Salt Lake Tribune and the Deseret Morning News on July 6, 2014.

17. 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 Bar F Interval, as defined in Findings of Fact No. 6 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 three (3) 1,280-acre special drilling units for Bar F Interval production on a pilot basis, and with the provisions outlined in Findings of Fact No. 14 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/or 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 Bar F Interval, as defined in Findings of Fact No. 6 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 Bar F Interval as defined in Findings of Fact No. 6 above, comprised of subject Sections 7 and 18, 10 and 15, and 12 and 13, respectively, T3S, R2W, USM (as set forth above), and authorizing on a pilot basis, the drilling and production of up to initially one long lateral horizontal well upon each such drilling unit.
3. No producing interval of the authorized horizontal lateral may be located closer than 660 feet to the boundaries of said special drilling unit, and no closer than 1,320 feet to an existing well producing in the Bar F Interval, without obtaining an exception location approval in accordance with Utah Admin. Code Rule R649-3-3.
4. Within a reasonable time after analysis of the pilot program results, but in any event, not more than one year after entry of the Order, Newfield (or its successor operator) shall report back to the Board on the available results of the program. This reporting requirement may be met by filing a written report with the Division and Board

and may require an oral report at the discretion of the Board. In addition to addressing any aspects of the pilot program results the operator deems relevant, the written report should address:

- a) the appropriateness of the size of the 1,280-acre drilling units specified herein;
- b) the appropriateness of the definition of the spaced interval set forth herein, whether information obtained through development has better defined the productive interval drained by the horizontal wells authorized in this Order, and whether a more limited description of the produced interval would lead to clarity should future infill horizontal wells be allowed either vertically or horizontally from the wells authorized herein;
- c) the appropriateness of in-fill authorization;
- d) the appropriateness of the drilling unit boundary setbacks specified herein, as affected by fracture distances and orientation and observed drainage behavior (including the drainage distance beyond the terminus of the fractures);
- e) the appropriateness of the inter-well set back specified herein in terms of both maximizing production and preserving the option of future secondary or tertiary recovery operations;
- f) information concerning how the appropriate surface and subsurface authorizations were obtained from neighboring owners for any surface location situated outside of the drilling units (including the self-certification information submitted to the Division);
- g) any input Newfield (or its successor operator) may have concerning how the Board's operating rules as they pertain to horizontal wells might be updated and improved; and

- h) any additional input Newfield (or its successor operator) may have concerning the prevention of waste, maximization of production and the protection of correlative rights in connection with horizontal drilling matters so that future Board orders and Division oversight might be enhanced, expedited and made more efficient.

5. 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 and the well will be cased and cemented to the 660-foot drilling unit setback within the special drilling unit as set forth in (3) above, both 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 other setbacks for the wells set forth in (3) above are maintained;

6. Production from the existing three vertical wells producing from the Bar F Interval, described in Findings of Fact No. 8 above, shall remain on a sectional (640-acre) basis pursuant to the 131-51 and/or 139-90 Orders notwithstanding the relief granted herein.

7. 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.

8. 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.

9. 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.

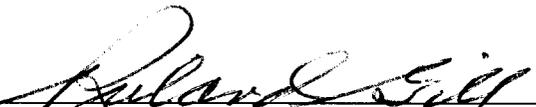
Id. See Utah Admin. Code Rule R641-110-200 for the required contents of a petition for Rehearing. If there is any conflict between the deadline in Utah Code Ann. §63G-4-302 and the deadline in Utah Admin. Code Rule R641-110-100 for moving to rehear this matter, the Board hereby rules that the later of 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 27th day of August, 2014.

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

By: 
Ruland J. Gill, Jr., Chairman

2000.25

CERTIFICATE OF SERVICE

I hereby certify that on this 28th day of August, 2014, I caused a true and correct copy of the foregoing **FINDINGS OF FACT, CONCLUSIONS OF LAW AND ORDER** for Docket No. 2014-025, Cause No. 139-120, to be mailed with postage prepaid, via E-mail or First Class Mail, , to the following:

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C/O Carol Jean Knapp Barney
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C/O Frank Knapp
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Estate Of Agnes S. Knapp
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C/O Kelly Smith
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C/O Helen Lavar Moffitt, Pr
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C/O Doran Smith
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Estate Of Ernan H. Smith
C/O Skylar Smith
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Estate Of Ernan H. Smith
C/O Carlan Smith
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Estate Of Ernan H. Smith
C/O Nolan Smith
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Estate Of Ernan H. Smith
C/O Rawlo Smith
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Estate Of Ernan H. Smith
C/O Lance Smith
(No Valid Address Disclosed)

Estate Of Ernan H. Smith
C/O Shirley Marie Chapman
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American Fork, UT 84003

Estate Of Ernan H. Smith
C/O Merrilee Smith
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Clarice E. Blechmann
C/O Emmy Blechmann
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C/O Dawn Smith Soger
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Loya S. Moscon, Pr
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Estate Of Ruth Doxey
C/O Tom Walker
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Estate Of J. Wesley Jensen
C/O Linda Houston
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C/O Nancy Rhodes
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Estate Of Zola Rhodes
C/O Peggy Rhodes
(No Valid Address Disclosed)

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C/O Wayne Walker
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CANADA

Estate Of Zola Rhodes
C/O Doug Rhodes
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C/O Philip Horkan
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C/O Daniel Rhodes
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Patty Robinson
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R. Keith And Sharon J. Mortensen, Ttees.
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Ruth Groom
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Stacy Carter
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Stephanie Webber
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Strasser Investments
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Heirs or Devisees of Ruie Ross Green
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[Address updated 6/23/14]

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Sheryl L. Burton
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Senor F. Mortensen, Jr. And Shirley M.
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Lands Administration
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C/O Robert Stringham
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Trust Dated 10/30/00
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Visalia, CA 93292

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Mesa, Az 85201-5643

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C/O Division Of Forestry, Fire And State
Lands
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Ute Tribe Of Uintah And Ouray Indian
Reservation
Energy & Minerals Dept.
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Verlie A. Stringham McCarrell, Trustee
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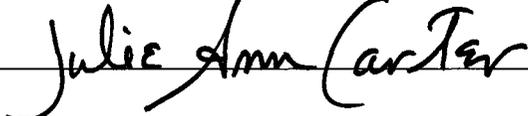
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William Lewis Hatch, Jr.
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Adele W. Parkinson, Trustee
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[Undeliverable]

William W. Moore
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Midvale, UT 84047


A handwritten signature in cursive script that reads "Julie Ann Carter". The signature is written over a solid horizontal line.