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FEB 15 2001

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

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

IN THE MATTER OF THE REQUEST FOR)
AGENCY ACTION OF SHENANDOAH ENERGY)
INC. AND SHENANDOAH OPERATING)
COMPANY, LLC FOR AN ORDER VACATING)
THE SPACING ORDERS IN CAUSE NOS. 173-1,)
173-2, 173-9-S, AND 187-2 TO ALLOW FOR)
THE DRILLING OF ADDITIONAL WELLS UNDER)
THE STATE-WIDE WELL LOCATION RULE TO)
ACHIEVE A WELL DENSITY EQUIVALENT TO)
40-ACRE WELL SPACING FOR DEVELOPMENT)
AND PRODUCTION OF GAS AND ASSOCIATED)
HYDROCARBONS FROM THE WASATCH-)
MESAVERDE OR WASATCH FORMATION, AS)
APPLICABLE IN THE OURAY FIELD AREA IN)
UINTAH COUNTY, UTAH)

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

Docket No. 2001-003
Cause No. 173-19

This cause came on for hearing before the Utah Board of Oil, Gas and Mining (the "Board") on Wednesday, January 24, 2001, at the hour of 12:45 p.m. The following Board members were present and participated at the hearing:

Dave D. Lauriski, Chairman
Thomas B. Faddies
J. James Peacock
Raymond Murray
Elise L. Erler
Allan Mashburn; and
Stephanie Cartwright

Attending and participating on behalf of the Division of Oil, Gas and Mining ("DOG M") was John Baza, Associate Director – Oil and Gas. The Board and DOGM were represented by Kurt E. Seel, Esq. and Thomas A. Mitchell, Assistant Attorneys

General, respectively. Attending and participating on behalf of the Bureau of Land Management (“BLM”) were Robert Henricks, Chief-Branch of Fluid Minerals, Utah State Office, and Ed Forsman, Petroleum Engineer, Vernal Field Office. Attending and participating on behalf of the Utah School and Institutional Trust Lands Administration (“SITLA”) was LaVonne J. Garrison, Assistant Director of Oil and Gas. Attending and participating on behalf of the Bureau of Indian Affairs (“BIA”) was Charles H. Cameron, Supervisory Petroleum Engineer, and on behalf of the Ute Indian Tribe, Ferron Secakuku, Director of Energy and Minerals.

Testifying on behalf of Petitioners Shenandoah Energy Inc. and Shenandoah Operating Company, LLC (collectively “Shenandoah”) was M. Scott Homsher, landman, Robert J. La Rocque, geologist and Roger M. Flahive, petroleum engineer. Thomas W. Bachtell, Esq. of Pruitt, Gushee & Bachtell, appeared as attorney on behalf of Shenandoah.

The BLM, SITLA, BIA, the Ute Tribe and DOGM expressed their support of the Request for Agency Action. No statements were made at the hearing in opposition of the Request for Agency Action and no other parties 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 appearing, hereby makes the following findings of fact, conclusions, of law, and order.

FINDINGS OF FACT

1. Shenandoah Energy Inc. is a Delaware corporation in good standing and authorized to conduct business in the State of Utah.

2. Shenandoah Operating Company, LLC is a Colorado limited liability company in good standing and authorized to conduct business in the State of Utah.

3. Shenandoah Energy Inc. and Shenandoah Operating Company, LLC (collectively “Shenandoah”) are the owners of working interests in the lands described below:

Township 8 South, Range 21 East, SLM

Section 20: S½

Section 21: S½

Township 8 South, Range 22 East, SLM

Section 30: N½

(hereafter collectively the “Subject Lands”).

4. The N½ of Section 30, Township 8 South, Range 22 East, SLM, Uintah County, Utah, is covered by the well spacing and drilling unit orders for the production of gas and associated hydrocarbons in the Wasatch-Mesaverde formations entered by the Board in Cause Nos. 173-1 (providing for temporary 320 acre spacing), 173-2 (providing for continued 320 acre spacing), 173-5 (vacating the Order in Cause No. 173-1), and 173-9-S (providing for an optional additional well within the existing

320 acre spacing units). At the hearing, the attorney for Shenandoah emphasized to the Board the apparent conflict between the Orders in Cause Nos. 173-5 and 173-9-S as to whether the prior orders were vacated and possibly later revived, and specifically requested appropriate relief to resolve the issue.

5. The S½ of Sections 20 and 21, respectively, Township 8 South, Range 21 East, SLM, Uintah County, Utah are covered by the well spacing and drilling unit order for the production from gas wells in the Wasatch formation entered by the Order in Cause No. 187-2, providing for 320 acre spacing.

6. Vacation of the Orders in Cause Nos. 173-1, 173-2, 173-9-S and 187-2 is fair, reasonable and justified under the circumstances.

7. A copy of the Request for Agency Action was mailed to all companies, persons and governmental agencies known to own or administer a legally protected interest which could be affected by the Request for Agency Action in this matter.

8. Notice was duly published as required by Utah Admin. Code Rule R641-106-100.

9. The vote of the Board members present at the hearing and in this Cause was unanimous in favor of granting the Request for Agency Action.

CONCLUSIONS OF LAW

1. Due and regular notice of the time, place, and purpose of the hearing was properly given to all interested parties in the form and manner as required by law and the rules and regulations of the Board and DOGM.

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

3. The Request for Agency Action satisfies all statutory and regulatory requirements for the relief sought therein and should be granted.

4. Vacation of the Orders in Cause Nos. 173-1, 173-2, 173-9-S and 187-2 will promote the public interest, increase ultimate recovery, prevent waste, and protect the correlative rights of all owners.

ORDER

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

1. The Request for Agency Action in this cause is granted.
2. The Board's Orders entered in Cause Nos. 173-1, 173-2, 173-9-S and 187-2 are vacated with respect to the Subject Lands.
3. This Order replaces, and supercedes in all respects, the Order in Cause No. 173-5.

4. Pursuant to Utah Admin. Code Rule R641 and Utah Code Ann. § 63-46b-6 to -10, the Board has considered and decided this matter as a formal adjudication.

5. This Findings of Fact, Conclusion of Law and Order (“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. § 63-46b-10 and Utah Admin. Code Rule R641-109.

6. Notice re: Right to Seek Judicial Review by the Utah Supreme Court or to Request Board Reconsideration: As required by Utah Code Ann. § 63-46b-10(e) to -10(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 is issued. Utah Code Ann. § 63-46b-14(3)(a) and -16. 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. § 63-46b-13, 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 63-46b-12 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 specified 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 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. § 63-46b-13 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.

7. 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.

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

ISSUED this 14th day of February, 2001

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

By: 
Dave D. Lauriski, Chairman

CERTIFICATE OF MAILING

I hereby certify that I caused a true and correct copy of the foregoing FINDINGS OF FACT, CONCLUSIONS OF LAW AND ORDER in Docket No. 2001-003, Cause No. 173-19 to be mailed with postage prepaid, this 16 day of February, 2001, to the following:

Thomas W. Bachtell
Michael S. Johnson
Pruitt, Gushee & Bachtell
Attorneys for Shenandoah Energy Inc.
and Shenandoah Operating Company, LLC
1850 Beneficial Life Tower
Salt Lake City, UT 84111

Thomas A. Mitchell
Assistant Attorney General
160 East 300 South, 5th Floor
P.O. Box 140857
Salt Lake City, UT 84114-0857

Kurt E. Seel
Assistant Attorney General
160 East 300 South, 5th Floor
P.O. Box 140857
Salt Lake City, UT 84114-0857

John R. Baza, Associate Director
Utah Division of Oil, Gas and Mining
1594 West North Temple, Suite 1210
P.O. Box 145801
Salt Lake City, UT 84114-5801
(Hand Delivered)

Shenandoah Energy Inc.
Shenandoah Operating Company, LLC
Attn: Scott Homsher
475 17th Street, Suite 1000
Denver, CO 80202

USA
c/o Minerals Management Service
P.O. Box 5810
Denver, CO 80217

III Exploration Corporation
Attention: Mr. Bill Glenn
P.O. Box 7608
Boise, ID 83707

Baker Hughes Solutions
10111 Richmond, Suite 300
Houston, TX 77042

EOG Resources, Inc.
Attn: Ms. Toni Lei Miller, Land Department
600 Seventeenth Street, Suite 1100N
Denver, CO 80202

Kansas Natural Gas, Inc.
P.O. Box 818
Hays, KS 67601

Shenandoah Energy Inc.
Shenandoah Operating Company, LLC
Attn: Mr. Joe Brooker,
Vice-President of Land
475 Seventeenth Street, Suite 1000
Denver, CO 80202

Collis P. Chandler, III
475 17th Street, Suite 860
Denver, CO 80202

Patricia McDonald Chandler Trust
Patricia McDonald Chandler, Trustee
P.O. Box 5005
Rancho Mirage, CA 92270

Timothy L. Garnett
18778 East Belleview Place
Aurora, CO 80015

Allan B. Nichol
621 Seventeenth Street, Suite 750
Denver, CO 80293

Mitchell L. Solich
475 17th Street, Suite 1000
Denver, CO 80202

Barbara Gail Bayne
3399 South Pontiac Street
Denver, CO 80224
(Undeliverable)

Christopher Everett Chapman
1449 Ridgeway Street
Oceanside, CA 92054

Wilda Chapman, Deceased
c/o Christopher Everett Chapman
1449 Ridgeway Street
Oceanside, CA 92054

Wilda Chapman, Deceased
c/o Carole Sanchez
6550 - 126 Ponto Drive
Carlsbad, CA 92009
(Undeliverable)

Jacqueline E. Chorney
P.O. Box 28042, #16
Lakewood, CO 80228

Jane E. Chorney
P.O. Box 28042, #16
Lakewood, CO 80228

Thomas G. Dorough Trust Partnership
a/k/a Thomas G. Dorough Trust
P.O. Box 1196
Englewood, CO 80150

Gasconade Oil Co.
(address unknown)

Goodyear, S.N.
Marine Trust Building
Buffalo, NY 14203
(Undeliverable)

Grace Petroleum
P.O. Box 94339
Tulsa, OK 74194

John R. Hazlett
2624 South Ingalls Court
Lakewood, CO 80202
(Undeliverable)

Mary Hedges
2030 West 44th Street
Casper, WY 82602

Laurel Hill Trust
(address unknown)

Allan R. Larson
4876 W. Fair Avenue
Littleton, CO 80123

Adah G. Macauley Trust Partnership
P.O. Box 1196
Englewood, CO 80150

Oil Incorporated
P.O. Box 986
Billings, MT 59103
(Undeliverable)

Prodco Inc.
518 Seventeenth Street, Suite 1070
Denver, CO 80202

Estate of Carole Chapman Sanchez
Chris Sanchez & Rafael Sanchez,
Administrators
c/o William B. Guthrie
P.O. Box 299
Oceanside, CA 92049-0299

Claire E. Sullivan
P.O. Box 1044
Cheyenne, WY 82001

Michael J. Sullivan
P.O. Box 1044
Cheyenne, WY 82001

The Hawks Company Limited Partnership
P.O. Box 2493
Casper, WY 82602

William R. Thurston, Trustee
(address unknown)

Ute Indian Tribe
P.O. Box 190
Fort Duchesne, UT 84026

Utah School and Institutional
Trust Lands Administration
675 East 500 South, Suite 500
Salt Lake City, UT 84102-2818

United States Department of the Interior
Bureau of Land Management
Utah State Office
P.O. Box 45155
Salt Lake City, UT 84145-0155

United States Department of the Interior
Bureau of Land Management
Vernal Field Office
170 South 500 East
Vernal, UT 84078

United States of America in Trust
for the Ute Indian Tribe of the
Uintah and Ouray Reservation
Bureau of Indian Affairs
Uintah and Ouray Agency
P.O. Box 130
Fort Duchesne, UT 84026

Stephen L. Jensen
3250 North 1000 West
Ogden, UT 84414

Kay E. Anderson
683 West 925 South
Orem, UT 84058

Coastal Oil and Gas Corporation
Nine Greenway Plaza
Houston, TX 77046

Maysie K. Kastler
636 S. East Oaks
Fruit Heights, UT 84037

Harry Dean Winegar
66 Parkhurst Drive
Spencerport, NY 14559

Roger L. Jensen
3250 North 1000 West
Ogden, UT 84414

Loraine C. Timothy
2089 Donelson Lane
Salt Lake City, UT 84117

Rosemary K. Gadd
3433 South 100 West
Bountiful, UT 84010

RaNae Winegar Adams
P.O. Box 7
Swan Lake, ID 83281

Paul Schwartz and
Inza Schwartz
2101 North Main
Centerville, UT 84014
(Undeliverable)

Acel Mark Hall & Jenus Slaugh Hall
Trustees of the Acel Mark Hall Trust
402 South 1465 East
Fruit Heights, UT 84037

Garth Hall Winegar
8286 South Hoover Street
Midvale, UT 84147

Ivan Ashby Hall and
Elaine Richins Hall
2616 West 1500 North
Vernal, UT 84078

Donna Hall Richins and
Charles Ray Richins
2760 West 1500 North
Vernal, UT 84072

Norman Charles Larsen and
Wanda Hall Larsen
RR 1, Box 1451
Roosevelt, UT 84066-9733

Merlin Sinfield
2550 West 1500 North
Vernal, UT 84078

Roland Sinfield
P.O. Box 513
Morgan, UT 84050

Juanita Bergreen
c/o Roland Sinfield
P.O. Box 513
Morgan, UT 84050

Anna Winegar Tripp
P.O. Box 7
Dayton, ID 83232

Amy Winegar Embleton
P.O. Box 547
Fairview, UT 84629

Chell Joseph Winegar
P.O. Box 1489
Carlin, NV 89822

Vera Hall Murray and
George Orland Murray
2800 West 1500 North
Vernal, UT 84078

Lynn S. and Eula M. Hall, Trustees
Lynn S. and Eula M. Hall Trust #3
2256 North 2500 West
Vernal, UT 84078

David B. Hall Family Partnership
William M. Hall, General Partner
2255 N. University Parkway, Suite 15
Provo, UT 84604

Bruce B. Hall and
Laurel Snyder Hall
4398 Camille Drive
Salt Lake City, UT 84124

Lela Hall Carter
575 East 1400 South, Room 104
Orem, UT 84058

Glade G. Hall and Ruby R. Hall
Trustees of the Hall Family Trust
965 Pinnocchio Drive
Salt Lake City, UT 84116

Edwin C. Hall and
Iona Snyder Hall
243 East 425 South
Kaysville, UT 84037

Jean Hall Chiovaro †
35 Wedig Street
Port Lavaca, TX 77979

Grant B. Carter
2107 Chateau
Kearns, UT 84118-1319
(Undeliverable)

Kathryn Brunson
976 River Heights Blvd.
River Heights, UT 84321

Barbara A. Bingham
172 South 200 West
Cedar City, UT 84720-3205
(Undeliverable)

Mary Hall McBride and
Austin F. McBride
401 North 100 East
Kaysville, UT 84037

Mark Abe Losee and
Terry Losee
7696 South 2250 West
West Jordan, UT 84084

Mary Losee Roundy
3221 Royalwood Drive
Taylorsville, UT 84118

Christina Shavanaux Shepard
P.O. Box 417
Burley, ID 83318
(Undeliverable)

Evan Gentile
P.O. Box 732
Roosevelt, UT 84066

Marka Winegar
11939 Saylona
Northglen East, CO 80232
(Undeliverable)

DeAnn Lossee Wach and
Boyd E. Wach
3906 Chasewood Drive
Crestwood, KY 40014

Steven Don Losee and
Carol Losee
11049 Lea Terrace Drive
Santee, CA 92071

Laurel Hill Turst
1580 Lincoln Street #700
Denver, CO 80203
(Undeliverable)

G.W. Bayne, Trustee
1580 Lincoln Street #700
Denver, CO 80203
(Undeliverable)

Michael J. Sullivan
Claire E. Sullivan
P.O. Box 1044
Cheyenne, WY 82001

John R. Hazlett
2524 S. Ingalls Court
Lakewood, CO 80202
(Undeliverable)

Grace Petroleum Corporation U
1515 Arapahoe Street
Denver, CO 80202

Elizabeth Hall Gillard
6919 South 855 East
Salt Lake City, UT 84047

David Thomas Losee and
Ruth Losee
P.O. Box 9
Lava Hot Springs, ID 83246

Gayla Losee Combe
1364 West 2325 South
Syracuse, UT 84075

Leonard Peter Losee and
Susan Bennett Losee
2539 Buena Vista Drive
West Jordan, UT 84088

Glen Hal Losee and
Donna Mace Losee
12155 South 2240 West
Riverton, UT 84065

JN Exploration & Prod.
P.O. Box 7167
Billings, MT 59103-7167

RTG Corp.
5521 Fair Lane
Cincinnati, OH 45227
(Undeliverable)

James P. McNally, Trustee
P.O. Box 928
Billings, MT 59103
(Undeliverable)

SAM Oil Inc.
P.O. Box 1030
Roosevelt, UT 84066

EOG Resources Inc.
Box 4362
Houston, TX 77210

ProdcO, Inc.
5690 DTC Blvd. #240E
Englewood, CO 80111
(Undeliverable)

Walter K. Arbuckle
1580 Lincoln Street #700
Denver, CO 80203
(Undeliverable)

William R. Thurston, Trustee
1580 Lincoln Street #700
Denver, CO 80203
(Undeliverable)

Jane E. Chorney
P.O. Box 8439
Denver, CO 80201
(Undeliverable)

S.N. Goodyear
82 Middlesex Road
Buffalo, NY 14216
(Undeliverable)

Key Production Company, Inc.
707 17th Street #3300
Denver, CO 80202-3404

Baker Hughes Oil Field Operations
17015 Aldine Westfeld
Houston, TX 77073

Asher Resources
100 Sandru #300
San Antonio, TX 78216
(Undeliverable)

Ambra Oil and Gas Co.
209 West 21st Street
Lorrain, OH 44052

Crown Energy Corp.
311 South State #475
Salt Lake City, UT 84111
(Undeliverable)

Mark L. Peterson
3133 North 2050 West
Vernal, UT 84078

Denise J. Tugaw
2777 NW McCook Ct.
Bend, OR 97701-5691

Max M. Jensen
3250 North 1000 West
Ogden, UT 84414

Willie A. Wood
1250 Denver Club Bldg.
Denver, CO 80293
(Undeliverable)

West Star Oil, Inc.
Box 42
Centerville, UT 84014
(Undeliverable)

Reading & Woollett, Inc.
2456 Galewood Street
Anchorage, AK 99504

JN Oil and Gas
490 North 31 Street #205
Billings, MT 59101

Robert L. Cranmer Test Trust
c/o Thomas Lambert Cranmer
3225 Gallows Road
Fairfax, VA 22037-0001
(Undeliverable)

Thomas Lambert Cranmer
3225 Gallows Road
Fairfax, VA 22037-0001
(Undeliverable)

Tamra T. Peterson
5103 Edenburgh
Boise, ID 83703

Jacqueliene E. Chorney
P.O. Box 8439
Denver, CO 80201
(Undeliverable)

Prodco, Inc.
18053 E. Belleview Pl.
Aurora, CO 80015

Christopher Sanchez and
Rafael Sanchez
1360 Foothill Drive #32
Vista, CA 84414

Scot Carl Peterson
3394 West 440 South
Vernal, UT 84078

Leslie Ann Peterson
3394 West 440 South
Vernal, UT 84078

Jeffrey F. Peterson
5103 Edenburgh
Boise, ID 83703

Jacqueliene E. Chorney u
555 17th Street #1000
Denver, CO 80202

Jane E. Chorney u
555 17th Street #1000
Denver, CO 80202

Carolie Wood Duell
21 East Battery
Charleston, SC 29401

Don H. Kimball
3232 South 1700 East
Salt Lake City, UT 84106-3366

John Stilwell Wood
456 Stagecoach Lane
Carbondale, CO 81623
(Undeliverable)

Sylvia C. McLaughlin
1450 Hawthorne Terrace
Berkeley, CA 94708-1804

June C. Boissomnas Trust
516 17th Street
Denver, CO 80293
(Undeliverable)

Robert Matheson Wood, Jr.
599 Pleasant Bay Road
Bellingham, WA 98225
(Undeliverable)

Forest Cranmer
16 Charles River Square
Boston, MA 02114-3266
(Undeliverable)

Bowers Oil & Gas Inc.
Box 636
Grand Junction, CO 81502

Jay M. Hall, Bruce B. Hall,
Glade G. Hall and Edwin C. Hall
Trustees of the Thomas Edwin Hall
Testamentary Trust
c/o Glade G. Hall
965 West Pinnocchio Drive
Salt Lake City, UT 84116

Lynn S. and Eula M. Hall
Trustee of the Hall Family Living Trust
2256 North 2500 West
Vernal, UT 84078

United States Department of Interior
Bureau of Indian Affairs
In Trust for the Heirs of
Allottee No. 1 Unc.
Uintah & Ouray Agency
P.O. Box 130
Fort Duchesne, UT 84026

United States Department of Interior
Bureau of Indian Affairs
In Trust for the Heirs of
Allottee No. 454 Unc.
Uintah & Ouray Agency
P.O. Box 130
Fort Duchesne, UT 84026

United States Department of Interior
Bureau of Indian Affairs
In Trust for the Heirs of
Allottee No. 569 Unc.
Uintah & Ouray Agency
P.O. Box 130
Fort Duchesne, UT 84026

James R. Brown, Trustee
Jardine, Linebaugh, Brown and Dunn
Profit Sharing Plan & Trust
370 E. South Temple, Suite 401
Salt Lake City UT 84111
(Undeliverable)

First Interstate Bank
of Idaho, N.A., Trustee
Victor L. Bingham Trust
P.O. Box 1240
Pocatello, ID 83104
(Undeliverable)

T-Temporarily Away
U-Undeliverable

Ernest I. Stewart, Jr. and
Afton Bingham Stewart
Trustees of the Stewart Family Trust
5953 Orange Blossom Lane
Phoenix, AZ 85018

George S. Livermore and
Laura A. Livermore
Trustees of the Livermore
Family Living Trust
2250 East Vista Mesa Way
Orange, CA 92867

Jay M. Hall and Beth S. Hall, Trustees
Jay and Beth Hall 1993 Family Trust
617 East 800 South
Payson, UT 84651

Barbara Gail Bayne
3399 South Pontiac Street
Denver, CO 80202
(Undeliverable)

Chappell Cranmer
11515 West 13th Ave.
Denver, CO 80215-4405
(Undeliverable)

Dee Ashby Hall &
Alice Thurston Hall
(address unknown)
Provo, UT

William H. Cranmer, V
(address unknown)

JN Oil and Gas
(address unknown)

The JN Oil and Gas Overriding
Royalty Pool
(address unknown)


