

**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 CRESCENT POINT ENERGY U.S. CORPORATION FOR AN ORDER AMENDING THE BOARD'S ORDER IN DOCKET No. 2017-002, CAUSE No. 131-149 TO COVER ADDITIONAL LANDS, ESTABLISH ADDITIONAL 40-ACRE, OVERLAPPING 640-ACRE AND OVERLAPPING "STAND UP" 1,280-ACRE DRILLING UNITS, AND AUTHORIZE ADJUSTMENT OF OVERLAPPING "STAND UP" 1,280-ACRE DRILLING UNITS, FOR THE PRODUCTION OF OIL, GAS AND ASSOCIATED HYDROCARBONS FROM THE LOWER GREEN RIVER AND GREEN RIVER-WASATCH FORMATIONS IN PORTIONS OF TOWNSHIPS 3 AND 4 SOUTH, RANGE 2 EAST, U.S.M., UINTAH COUNTY, UTAH.

**Docket No. 2017-007
Cause No. 131-150**

INDEX OF ORDERS

<u>NO.</u>	<u>DATE</u>	<u>DESCRIPTION</u>
1.	05/01/2017	Findings of Fact, Conclusions of Law and Order

FILED

MAY 01 2017

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

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DEPARTMENT OF NATURAL RESOURCES
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IN THE MATTER OF THE REQUEST FOR AGENCY ACTION OF CRESCENT POINT ENERGY U.S. CORPORATION FOR AN ORDER AMENDING THE BOARD'S ORDER IN DOCKET NO. 2017-002, CAUSE NO. 131-149 TO COVER ADDITIONAL LANDS, ESTABLISH ADDITIONAL 40-ACRE, OVERLAPPING 640-ACRE AND OVERLAPPING "STAND UP" 1,280-ACRE DRILLING UNITS, AND AUTHORIZE ADJUSTMENT OF OVERLAPPING "STAND UP" 1,280-ACRE DRILLING UNITS, FOR THE PRODUCTION OF OIL, GAS AND ASSOCIATED HYDROCARBONS FROM THE LOWER GREEN RIVER AND GREEN RIVER-WASATCH FORMATIONS IN PORTIONS OF TOWNSHIPS 3 AND 4 SOUTH, RANGE 2 EAST, U.S.M., UINTAH COUNTY, UTAH

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

Docket No. 2017-007

Cause No. 131-150

This Cause came on for hearing before the Utah Board of Oil, Gas and Mining ("Board") on Wednesday, March 22, 2017, at approximately 10:00 AM, in the Auditorium of the State of Utah Department of Natural Resources Building in Salt Lake City, Utah, pursuant to Petitioner Crescent Point Energy U.S. Corp.'s ("CPE") Request for Agency Action filed with the State of Utah Division of Oil, Gas and Mining ("Division") on February 10, 2017 ("Request"). No third party response or comment letters were filed with the Board concerning the Request.

The following Board members were present at the March 2017 Board hearing: Ruland J. Gill, Jr., Carl F. Kendall, Susan Davis, Chris D. Hansen, Michael R. Brown, and Gordon L. Moon. The Board was represented at the March 2017 Board hearing by Michael S. Johnson, Esq.,

Assistant Attorney General. Steve Alder, Esq., Assistant Attorney General, appeared at the March 2017 Board hearing as legal counsel for the Division.

Testifying on behalf of CPE at the March 2017 Board hearing were Jordan Wells, Staff Landman; Kelly Bruchez, Senior Geologist; and Mark Ballard, Development Engineer. Mr. Wells, Mr. Bruchez and Mr. Ballard were recognized by the Board as experts during of the March 2017 Board hearing, in petroleum land, petroleum geology and petroleum engineering, respectively, for purposes of this Cause. Brent D. Chicken, of Fox Rothschild LLP, Denver, Colorado, appeared as legal counsel for CPE at the March 2017 Board hearing.

The Board, having considered the testimony presented and the exhibits received into evidence at the March 2017 Board hearing, being fully advised in the same, and for good cause, hereby makes the following Findings of Fact, Conclusions of Law and Order (“Order”).

FINDINGS OF FACT

Based upon the findings of fact set forth in Order 131-149, and the testimony, exhibits and evidence adduced offered at the March 2017 Board hearing, the Board hereby finds as follows:

1. CPE is a Delaware corporation with its principal place of business in Denver, Colorado. CPE 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 administrative agencies.

2. CPE operates numerous wells in the Randlett Area of the Uinta Basin, and is the majority oil and gas leasehold working interest owner in such lands, more particularly described for purposes of this Cause as follows (collectively, “Subject Lands”):¹

Township 3 South, Range 1 East, U.S.M.
Sections 1-17: All
Sections 18-33: All

¹ Because this Order acts to amend and supersede the provisions of Order 131-149 (as defined below), the Subject Lands as defined herein include both: (i) all lands covered by Order 131-149 and (ii) all lands covered by the Request.

Sections 35-36: All

Township 3 South, Range 2 East, U.S.M.

Sections 4-9: All

Sections 15-23: All

Sections 26-35: All

Township 4 South, Range 2 East, U.S.M.

Sections 1-8: All

Sections 10-14: All

Township 4 South, Range 3 East, U.S.M.

Section 7: All

Section 18: All

3. CPE produces oil, gas and associated hydrocarbons from the Lower Green River and Watsatch Formations in the Subject Lands, defined for purposes of this Cause as follows (collectively, "Subject Formations"):

The interval from the top of the Lower Green River Formation (TGR₃) to the base of the Green River-Wasatch Formation (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/2NE/4, 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/2NE/4, Section 11, Township 2 South, Range 4 West, U.S.M.).

4. The oil, gas and associated hydrocarbons underlying the Subject Lands are owned by the State of Utah, the United States, the United States in trust for the Ute Tribe, and private landowners.

5. Portions of the Subject Lands are subject to the following orders of the Board and Division, and the Utah Administrative Code ("Utah Admin. Code"), concerning the development of the same:

(a). Findings of Fact, Conclusions of Law and Order in Docket No. 2011-012, Cause No. 142-05 dated effective August 24, 2011 ("Order 142-05"), pursuant to which the Board

allowed the drilling and operation of up to 2 vertical wells in each previously-established² lay-down 80-acre drilling unit, for the production of oil, gas and associated hydrocarbons from, among other lands not otherwise involved in this Cause, the following lands located in Uintah County, Utah (collectively, "Existing 80-Acre Unit Lands"):

Township 3 South, Range 1 East, U.S.M.

Section 23: S/2S/2
Section 24: S/2SW/4, SE/4
Sections 25-26: All

Township 3 South, Range 2 East, U.S.M.

Section 19: Lots 2 and 4
(W/2SW/4),
E/2SW/4, SE/4
Section 29-31: All
Section 32: Lots 1 (NE/4NW/4)
and 2 (SE/4SW/4),
NE/4, NW/4NW/4,
S/2NW/4,
N/2SW/4,
SW/4SW/4

insofar as the same cover the Subject Formations, defined therein as follows:

That interval between the stratigraphic equivalent of 5,858 feet as shown on the induction log of the Knight 14-30 well, located in the SE/4SW/4 of Section 30, Township 3 South, Range 2 East, U.S.M., and the stratigraphic equivalent of 7,610 feet as shown on the Laterolog of the Gulf Randlett #2 Well, located in the SW/4SE/4 of Section 31, Township 3 South, Range 2 East, U.S.M.

(b). Findings of Fact, Conclusions of Law and Order in Docket No. 2013-025, Cause No. 142-09 dated effective September 25, 2013 ("Order 142-09"), pursuant to which the Board established the Randlett Waterflood Project (as defined therein) for the production of oil, gas and associated hydrocarbons from, among other lands not otherwise involved in this Cause,

² Order No. 142-05 modifies the Board's Findings of Fact, Conclusions of Law and Order in Docket No. 2007-017, Cause No. 142-03 dated effective September 26, 2007, which, among other things, established lay-down 80-acre drilling units for the production of oil, gas and associated hydrocarbons by a single well from the Subject Formations, as defined therein.

all of Sections 7, 8 and 17, Township 4 South, Range 2 East, U.S.M., Uintah County, Utah (collectively, "Randlett Waterflood Lands"), insofar as the same cover the Subject Formations, defined therein as follows:

The Green River and Wasatch formations as identified by the logs run on the Crescent Point Coleman Tribal #5-7-4-2E Well located in the SW/4NW/4 of Section 7, Township 4 South, Range 2 East, U.S.M., Uintah County, Utah, with the top of the stratigraphic interval being found at a depth of 5,304 feet below the surface (-140' subsea) and the base of the interval being found at a depth of 9,362 feet below the surface (-4,198' subsea) or stratigraphic equivalent thereof.

(c). Findings of Fact, Conclusions of Law and Order in Docket No. 2014-036, Cause No. 131-139 dated effective December 22, 2014 ("Order 131-139"), pursuant to which the Board established the Expanded ULT Waterflood Project (as defined therein) for the production of oil, gas and associated hydrocarbons from, among other lands not otherwise involved in this Cause, all of Sections 35 and 36, Township 3 South, Range 1 East, U.S.M., Uintah County, Utah (collectively, "ULT Waterflood Lands"), insofar as the same cover the Subject Formations, defined therein as follows:

The Green River and Wasatch formations as identified by the logs run on the Crescent Point ULT #12-36-3-1E Well located in the NW/4SW/4 of Section 36, Township 1 South, Range 1 East, U.S.M., Uintah County, Utah, with the top of the stratigraphic interval being found at a depth of 5,725 feet below the surface (-637' subsea) and the base of the interval being found at a depth of 7,900 feet below the surface (-2,800' subsea) or stratigraphic equivalent thereof.

(d). Findings of Fact, Conclusions of Law and Order in Docket No. 2017-002, Cause No. 131-149 dated effective March 16, 2017 ("Order 131-149"),³ pursuant to which the Board, among other things: (a) established 40-acre governmental quarter-quarter section drilling

³ The Board's Findings of Fact, Conclusions of Law and Order in Docket No. 2015-026, Cause No. 131-141 dated effective March 21, 2016 ("Order 131-141") was amended and superseded in its entirety by Order 131-149.

units, allowing the drilling of 1 vertical well in each; (b) established overlapping 640-acre single governmental section drilling units, allowing the drilling of up to 12 horizontal wells with lateral wellbores up to 1 mile in length (“short lateral horizontal wells”) in each; and (c) established overlapping “stand up” 1,280-acre single governmental section drilling units, allowing the drilling of up to 12 horizontal wells with lateral wellbores in excess of 1 mile in length (“long lateral horizontal wells”) in each, for the production of oil, gas and associated hydrocarbons from, among other lands, all of Sections 26 and 35, Township 3 South, Range 2 East, U.S.M., Uintah County, Utah and all of Sections 2 and 3, Township 4 South, Range 2 East, U.S.M., Uintah County, Utah (collectively, “Overlapping Order 131-149 Lands”), insofar as the same cover the Subject Formations, defined therein as follows:

The interval from the top of the Lower Green River Formation (TGR₃) to the base of the Green River-Wasatch Formation (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/2NE/4, 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/2NE/4, Section 11, Township 2 South, Range 4 West, U.S.M.

(e). The Utah Admin. Code, including the general well siting rule, Utah Admin. Code Rule R649-3-2, which provides that a vertical well may be located in the center of a governmental quarter-quarter section with a 400 foot window of tolerance and no closer than 920 feet to another vertical well producing in the same formation, absent an exception location approval by the Board pursuant to Utah Admin. Code.

6. With the exception of Order Nos. 142-05, 142-09, 131-139 and 131-149 as discussed above, there are currently no other well spacing, density, compulsory pooling or other orders of the Board affecting the Subject Lands, other than the general Utah Admin. Code provisions regarding well siting.

7. The following 63 wells are the only vertical wells and/or horizontal wells located on and/or producing from the Subject Formations on the Existing 80-acre Unit Lands:

(a). GAVITTE 13-23-3-1E Well, API No. 43-047-51918-00-00, located in the SW/4SW/4, Section 23, Township 3 South, Range 1 East, U.S.M.;

(b). DEEP CREEK 14-23-3-1E Well, API No. 43-047-51919-00-00, located in the SE/4SW/4, Section 23, Township 3 South, Range 1 East, U.S.M.;

(c). DEEP CREEK TRIBAL 16-23-3-1E Well, API No. 43-047-52220-00-00, located in the SE/4SE/4, Section 23, Township 3 South, Range 1 East, U.S.M.;

(d). GAVITTE 15-23-3-1E Well, API No. 43-047-52987-00-00, located in the SW/4SE/4, Section 23, Township 3 South, Range 1 East, U.S.M.;

(e). GAVITTE 10-23-3-1E Well, API No. 43-047-54717-00-00, located in the SW/4SE/4, Section 23, Township 3 South, Range 1 East, U.S.M.;

(f). DEEP CREEK 13-24-3-1E Well, API No. 43-047-51920-00-00, located in the SW/4SW/4, Section 24, Township 3 South, Range 1 East, U.S.M.;

(g). DEEP CREEK 14-24-3-1E Well, API No. 43-047-51921-00-00, located in the SE/4SW/4, Section 24, Township 3 South, Range 1 East, U.S.M.;

(h). DEEP CREEK 15-24-3-1E Well, API No. 43-047-51922-00-00, located in the SW/4SE/4, Section 24, Township 3 South, Range 1 East, U.S.M.;

(i). DEEP CREEK 16-24-3-1E Well, API No. 43-047-51923-00-00, located in the SE/4SE/4, Section 24, Township 3 South, Range 1 East, U.S.M.;

(j). DAULWALDER 10-24-3-1E Well, API No. 43-047-54072-00-00, located in the SW/4SE/4, Section 24, Township 3 South, Range 1 East, U.S.M.;

(k). SENATORE 5-25-3-1E Well, API No. 43-047-51581-00-00, located in the SW/4NW/4, Section 25, Township 3 South, Range 1 East, U.S.M.;

(l). DEEP CREEK 7-25-3-1E Well, API No. 43-047-51582-00-00, located in the SW/4NE/4, Section 25, Township 3 South, Range 1 East, U.S.M.;

(m). DEEP CREEK 16-25-3-1E Well, API No. 43-047-51583-00-00, located in the SE/4SE/4, Section 25, Township 3 South, Range 1 East, U.S.M.;

(n). ULT 14-25-3-1E Well, API No. 43-047-51584-00-00, located in the SE/4SW/4, Section 25, Township 3 South, Range 1 East, U.S.M.;

(o). DEEP CREEK 11-25-3-1E Well, API No. 43-047-51889-00-00, located in the NE/4SW/4, Section 25, Township 3 South, Range 1 East, U.S.M.;

(p). ULT 13-25-3-1E Well, API No. 43-047-51890-00-00, located in the SW/4SW/4, Section 25, Township 3 South, Range 1 East, U.S.M.;

(q). DEEP CREEK 2-25-3-1E Well, API No. 43-047-51925-00-00, located in the NW/4NE/4, Section 25, Township 3 South, Range 1 East, U.S.M.;

(r). DEEP CREEK 6-25-3-1E Well, API No. 43-047-51926-00-00, located in the SE/4NW/4, Section 25, Township 3 South, Range 1 East, U.S.M.;

(s). DEEP CREEK 3-25-3-1E Well, API No. 43-047-52033-00-00, located in the NE/4NW/4, Section 25, Township 3 South, Range 1 East, U.S.M.;

(t). DEEP CREEK TRIBAL 4-25-3-1E Well, API No. 43-047-52222-00-00, located in the NW/4NW/4, Section 25, Township 3 South, Range 1 East, U.S.M.;

(u). ULT 5-26-3-1E Well, API No. 43-047-51650-00-00, located in the SW/4NW/4, Section 26, Township 3 South, Range 1 East, U.S.M.;

(v). ULT 7-26-3-1E Well, API No. 43-047-51651-00-00, located in the SW/4NE/4, Section 26, Township 3 South, Range 1 East, U.S.M.;

(w). ULT 16-26-3-1E Well, API No. 43-047-51652-00-00, located in the SE/4SE/4, Section 26, Township 3 South, Range 1 East, U.S.M.;

(x). ULT 14-26-3-1E Well, API No. 43-047-51653-00-00, located in the SE/4SW/4, Section 26, Township 3 South, Range 1 East, U.S.M.;

(y). ULT 9-26-3-1E Well, API No. 43-047-51755-00-00, located in the NE/4SE/4, Section 26, Township 3 South, Range 1 East, U.S.M.;

(z). ULT 6-26-3-1E Well, API No. 43-047-51874-00-00, located in the SE/4NW/4, Section 26, Township 3 South, Range 1 East, U.S.M.;

(aa). ULT 10-26-3-1E Well, API No. 43-047-51875-00-00, located in the NW/4SE/4, Section 26, Township 3 South, Range 1 East, U.S.M.;

(bb). ULT 13-26-3-1E Well, API No. 43-047-51887-00-00, located in the SW/4SW/4, Section 26, Township 3 South, Range 1 East, U.S.M.;

(cc). ULT 15-26-3-1E Well, API No. 43-047-51888-00-00, located in the SW/4SE/4, Section 26, Township 3 South, Range 1 East, U.S.M.;

(dd). ULT 12-26-3-1E Well, API No. 43-047-51891-00-00, located in the NW/4SW/4, Section 26, Township 3 South, Range 1 East, U.S.M.;

(ee). GAVITTE 3-26-3-1E Well, API No. 43-047-51917-00-00, located in the NE/4NW/4, Section 26, Township 3 South, Range 1 East, U.S.M.;

(ff). ULT 8-26-3-1E Well, API No. 43-047-51924-00-00, located in the SE/4NE/4, Section 26, Township 3 South, Range 1 East, U.S.M.;

(gg). GAVITTE 2-26-3-1E Well, API No. 43-047-52040-00-00, located in the NW/4NE/4, Section 26, Township 3 South, Range 1 East, U.S.M.;

(hh). GAVITTE 4-26-3-1E Well, API No. 43-047-52041-00-00, located in the NW/4NW/4, Section 26, Township 3 South, Range 1 East, U.S.M.;

(ii). ULT 11-26-3-1E Well, API No. 43-047-52047-00-00, located in the NE/4SW/4, Section 26, Township 3 South, Range 1 East, U.S.M.;

(jj). DEEP CREEK TRIBAL 1-26-3-1E Well, API No. 43-047-52221-00-00, located in the NE/4NE/4, Section 26, Township 3 South, Range 1 East, U.S.M.;

(kk). DEEP CREEK 14-19-3-2E Well, API No. 43-047-52969-00-00, located in the SE/4SW/4, Section 19, Township 3 South, Range 2 East, U.S.M.;

(ll). DEEP CREEK 12-19-3-2E Well, API No. 43-047-52978-00-00, located in the NW/4SW/4, Section 19, Township 3 South, Range 2 East, U.S.M.;

(mm). ULT 12-29 Well, API No. 43-047-40039-00-00, located in the NW/4SW/4, Section 29, Township 3 South, Range 2 East, U.S.M.;

(nn). ULT 3-29-3-2E Well, API No. 43-047-52964-00-00, located in the NE/4NW/4, Section 29, Township 3 South, Range 2 East, U.S.M.;

(oo). DEEP CREEK 15-29-3-2E Well, API No. 43-047-52975-00-00, located in the SW/4SE/4, Section 29, Township 3 South, Range 2 East, U.S.M.;

(pp). DEEP CREEK 10-29-3-2E Well, API No. 43-047-52983-00-00, located in the NW/4SE/4, Section 29, Township 3 South, Range 2 East, U.S.M.;

(qq). KNIGHT 16-30 Well, API No. 43-047-38499-00-00, located in the SE/4SE/4, Section 30, Township 3 South, Range 2 East, U.S.M.;

(rr). ELIASON 6-30 Well, API No. 43-047-38500-00-00, located in the SE/4NW/4, Section 30, Township 3 South, Range 2 East, U.S.M.;

(ss). KNIGHT 14-30 Well, API No. 43-047-38501-00-00, located in the SE/4SW/4, Section 30, Township 3 South, Range 2 East, U.S.M.;

(tt). ELIASON 12-30 Well, API No. 43-047-40040-00-00, located in the NW/4SW/4, Section 30, Township 3 South, Range 2 East, U.S.M.;

(uu). UTE TRIBAL 10-30-3-2E Well, API No. 43-047-51554-00-00, located in the NWS/4E,/4 Section 30, Township 3 South, Range 2 East, U.S.M.;

(vv). DEEP CREEK 2-30-3-2E Well, API No. 43-047-51662-00-00, located in the NW/4NE/4, Section 30, Township 3 South, Range 2 East, U.S.M.;

(ww). DEEP CREEK 4-30-3-2E Well, API No. 43-047-51663-00-00, located in the NW/4NW/4, Section 30, Township 3 South, Range 2 East, U.S.M.;

(xx). UTE TRIBAL 8-30-3-2E Well, API No. 43-047-52193-00-00, located in the SE/4NE/4, Section 30, Township 3 South, Range 2 East, U.S.M.;

(yy). ULT 4-31 Well, API No. 43-047-40017-00-00, located in the NW/4NW/4, Section 31, Township 3 South, Range 2 East, U.S.M.;⁴

(zz). DEEP CREEK 2-31 Well, API No. 43-047-40026-00-00, located in the NW/4NE/4, Section 31, Township 3 South, Range 2 East, U.S.M.;

(aaa). DEEP CREEK 8-31 Well, API No. 43-047-40032-00-00, located in the SE/4NE/4, Section 31, Township 3 South, Range 2 East, U.S.M.;

(bbb). ULT 14-31-3-2E Well, API No. 43-047-51576-00-00, located in the SE/4SW/4, Section 31, Township 3 South, Range 2 East, U.S.M.;

⁴ The ULT 4-31 Well is a produced water disposal well.

(ccc). ULT 12-31-3-2E Well, API No. 43-047-51585-00-00, located in the NW/4SW/4, Section 31, Township 3 South, Range 2 East, U.S.M.;

(ddd). ULT 6-31-3-2E Well, API No. 43-047-51661-00-00, located in the SE/4NW/4, Section 31, Township 3 South, Range 2 East, U.S.M.;

(eee). ULT 11-31-3-2E Well, API No. 43-047-52957-00-00, located in the NE/4SW/4, Section 31, Township 3 South, Range 2 East, U.S.M.;

(fff). UTE TRIBAL 6-32-3-2E Well, API No. 43-047-51555-00-00, located in the SE/4NW/4, Section 32, Township 3 South, Range 2 East, U.S.M.;

(ggg). DEEP CREEK 13-32-3-2E Well, API No. 43-047-51575-00-00, located in the SW/4SW/4, Section 32, Township 3 South, Range 2 East, U.S.M.;

(hhh). DEEP CREEK 11-32-3-2E Well, API No. 43-047-51664-00-00, located in the NE/4SW/4, Section 32, Township 3 South, Range 2 East, U.S.M.;

(iii). UTE TRIBAL 4-32-3-2E Well, API No. 43-047-52194-00-00, located in the NW/4NW/4, Section 32, Township 3 South, Range 2 East, U.S.M.;

(jjj). DEEP CREEK 12-32-3-2E Well, API No. 43-047-52453-00-00, located in the NW/4SW/4, Section 32, Township 3 South, Range 2 East, U.S.M.; and

(kkk). DEEP CREEK 14-32-3-2E Well, API No. 43-047-52455-00-00, located in the SE/4SW/4, Section 32, Township 3 South, Range 2 East, U.S.M.

8. The following 25 wells are the only vertical wells and/or horizontal wells located on and/or producing from the Subject Formations on the Randlett Waterflood Lands:

(a). COLEMAN TRIBAL 7-7-4-2E Well, API No. 43-047-51728-00-00, located in the SW/4NE/4, Section 7, Township 4 South, Range 2 East, U.S.M.;

- (b). DEEP CREEK TRIBAL 9-7-4-2E Well, API No. 43-047-51729-00-00,
located in the NE/4SE/4, Section 7, Township 4 South, Range 2 East, U.S.M.;
- (c). COLEMAN TRIBAL 5-7-4-2E Well, API No. 43-047-51733-00-00,
located in the SW/4NW/4, Section 7, Township 4 South, Range 2 East, U.S.M.;
- (d). DEEP CREEK TRIBAL 13-7-4-2E Well, API No. 43-047-51746-00-00,
located in the SWSW, Section 7, Township 4 South, Range 2 East, U.S.M.;
- (e). COLEMAN TRIBAL 1-7-4-2E Well, API No. 43-047-51937-00-00,
located in the NE/4NE/4, Section 7, Township 4 South, Range 2 East, U.S.M.;
- (f). COLEMAN TRIBAL 3-7-4-2E Well, API No. 43-047-52002-00-00,
located in the NE/4NW/4, Section 7, Township 4 South, Range 2 East, U.S.M.;
- (g). DEEP CREEK TRIBAL 11-7-4-2E Well, API No. 43-047-52009-00-00,
located in the NE/4SW/4, Section 7, Township 4 South, Range 2 East, U.S.M.;
- (h). DEEP CREEK TRIBAL 15-7-4-2E Well, API No. 43-047-52010-00-00,
located in the SW/4SE/4, Section 7, Township 4 South, Range 2 East, U.S.M.;
- (i). COLEMAN TRIBAL 7-8-4-2E Well, API No. 43-047-51496-00-00,
located in the SW/4NE/4, Section 8, Township 4 South, Range 2 East, U.S.M.;
- (j). COLEMAN TRIBAL 1-8-4-2E Well, API No. 43-047-51727-00-00,
located in the NE/4NE/4, Section 8, Township 4 South, Range 2 East, U.S.M.;
- (k). COLEMAN TRIBAL 3-8-4-2E Well, API No. 43-047-51730-00-00,
located in the NE/4NW/4, Section 8, Township 4 South, Range 2 East, U.S.M.;
- (l). DEEP CREEK TRIBAL 15-8-4-2E Well, API No. 43-047-51734-00-00,
located in the SW/4SE/4, Section 8, Township 4 South, Range 2 East, U.S.M.;

(m). COLEMAN TRIBAL 5-8-4-2E Well, API No. 43-047-51946-00-00,
located in the SW/4NW/4, Section 8, Township 4 South, Range 2 East, U.S.M.;

(n). DEEP CREEK TRIBAL 9-8-4-2E Well, API No. 43-047-52007-00-00,
located in the NE/4SE/4, Section 8, Township 4 South, Range 2 East, U.S.M.;

(o). DEEP CREEK TRIBAL 11-8-4-2E Well, API No. 43-047-52008-00-00,
located in the NE/4SW/4, Section 8, Township 4 South, Range 2 East, U.S.M.;

(p). DEEP CREEK TRIBAL 7-17-4-2E Well, API No. 43-047-51497-00-00,
located in the SW/4NE/4, Section 17, Township 4 South, Range 2 East, U.S.M.;

(q). DEEP CREEK TRIBAL 13-8-4-2E Well, API No. 43-047-51732-00-00,
located in the SW/4SW/4, Section 17, Township 4 South, Range 2 East, U.S.M.;

(r). DEEP CREEK TRIBAL 6-17-4-2E Well, API No. 43-047-51735-00-00,
located in the SE/4NW/4, Section 17, Township 4 South, Range 2 East, U.S.M.;

(s). DEEP CREEK TRIBAL 8-17-4-2E Well, API No. 43-047-51736-00-00,
located in the SE/4NE/4, Section 17, Township 4 South, Range 2 East, U.S.M.;

(t). COLEMAN TRIBAL 12-17-4-2E Well, API No. 43-047-51737-00-00,
located in the NW/4SW/4, Section 17, Township 4 South, Range 2 East, U.S.M.;

(u). COLEMAN TRIBAL 15-17-4-2E Well, API No. 43-047-51738-00-00,
located in the SW/4SE/4, Section 17, Township 4 South, Range 2 East, U.S.M.;

(v). DEEP CREEK TRIBAL 5-17-4-2E Well, API No. 43-047-52211-00-00,
located in the SW/4NW/4, Section 17, Township 4 South, Range 2 East, U.S.M.;

(w). COLEMAN TRIBAL 9-17-4-2E Well, API No. 43-047-52212-00-00,
located in the NE/4SE/4, Section 17, Township 4 South, Range 2 East, U.S.M.;

(x). COLEMAN TRIBAL 16-17-4-2E Well, API No. 43-047-52217-00-00, located in the SE/4SE/4, Section 17, Township 4 South, Range 2 East, U.S.M.; and

(y). COLEMAN TRIBAL 13-17-4-2E Well, API No. 43-047-52219-00-00, located in the SW/4SW/4, Section 17, Township 4 South, Range 2 East, U.S.M.

9. The following 28 wells are the only vertical wells and/or horizontal wells located on and/or producing from the Subject Formations on the ULT Waterflood Lands:

(a). ULT 5-35-3-1E Well, API No. 43-047-51657-00-00, located in the SW/4NW/4, Section 35, Township 3 South, Range 1 East, U.S.M.;

(b). MARSH 14-35-3-1E Well, API No. 43-047-51658-00-00, located in the SE/4SW/4, Section 35, Township 3 South, Range 1 East, U.S.M.;

(c). ULT 7-35-3-1E Well, API No. 43-047-51660-00-00, located in the SW/4NE/4, Section 35, Township 3 South, Range 1 East, U.S.M.;

(d). MARSH 13-35-3-1E Well, API No. 43-047-51754-00-00, located in the SW/4SW/4, Section 35, Township 3 South, Range 1 East, U.S.M.;

(e). ULT 2-35-3-1E Well, API No. 43-047-51893-00-00, located in the NW/4NE/4, Section 35, Township 3 South, Range 1 East, U.S.M.;

(f). ULT 3-35-3-1E Well, API No. 43-047-51894-00-00, located in the NE/4NW/4, Section 35, Township 3 South, Range 1 East, U.S.M.;

(g). MARSH 11-35-3-1E Well, API No. 43-047-51896-00-00, located in the NE/4SW/4, Section 35, Township 3 South, Range 1 East, U.S.M.;

(h). ULT 4-35-3-1E Well, API No. 43-047-51899-00-00, located in the NW/4NW/4, Section 35, Township 3 South, Range 1 East, U.S.M.;

- (i). MARSH 12-35-3-1E Well, API No. 43-047-51927-00-00, located in the NW/4SW/4, Section 35, Township 3 South, Range 1 East, U.S.M.;
- (j). ULT 8-35-3-1E Well, API No. 43-047-52045-00-00, located in the SE/4NE/4, Section 35, Township 3 South, Range 1 East, U.S.M.;
- (k). ULT 6-35-3-1E Well, API No. 43-047-52048-00-00, located in the SE/4NW/4, Section 35, Township 3 South, Range 1 East, U.S.M.;
- (l). ULT 5-36-3-1E Well, API No. 43-047-51577-00-00, located in the SW/4NW/4, Section 36, Township 3 South, Range 1 East, U.S.M.;
- (m). ULT 14-36-3-1E Well, API No. 43-047-51579-00-00, located in the SE/4SW/4, Section 36, Township 3 South, Range 1 East, U.S.M.;
- (n). ULT 16-36-3-1E Well, API No. 43-047-51580-00-00, located in the SE/4SE/4, Section 36, Township 3 South, Range 1 East, U.S.M.;
- (o). ULT 1-36-3-1E Well, API No. 43-047-51751-00-00, located in the NE/4NE/4, Section 36, Township 3 South, Range 1 East, U.S.M.;
- (p). ULT 4-36-3-1E Well, API No. 43-047-51895-00-00, located in the NW/4NW/4, Section 36, Township 3 South, Range 1 East, U.S.M.;
- (q). ULT 6-36-3-1E Well, API No. 43-047-51897-00-00, located in the SE/4NW/4, Section 36, Township 3 South, Range 1 East, U.S.M.;
- (r). ULT 2-36-3-1E Well, API No. 43-047-51898-00-00, located in the NW/4NE/4, Section 36, Township 3 South, Range 1 East, U.S.M.;
- (s). ULT 9-36-3-1E Well, API No. 43-047-51900-00-00, located in the NE/4SE/4, Section 36, Township 3 South, Range 1 East, U.S.M.;

(t). ULT 13-36-3-1E Well, API No. 43-047-51901-00-00, located in the SW/4SW/4, Section 36, Township 3 South, Range 1 East, U.S.M.;

(u). ULT 15-36-3-1E Well, API No. 43-047-51902-00-00, located in the SW/4SE/4, Section 36, Township 3 South, Range 1 East, U.S.M.;

(v). ULT 11-36-3-1E Well, API No. 43-047-51933-00-00, located in the NE/4SW/4, Section 36, Township 3 South, Range 1 East, U.S.M.;

(w). ULT 3-36-3-1E Well, API No. 43-047-52042-00-00, located in the NE/4NW/4, Section 36, Township 3 South, Range 1 East, U.S.M.;

(x). ULT 10-36-3-1E Well, API No. 43-047-52043-00-00, located in the NW/4SE/4, Section 36, Township 3 South, Range 1 East, U.S.M.;

(y). ULT 12-36-3-1E Well, API No. 43-047-52044-00-00, located in the NW/4SW/4, Section 36, Township 3 South, Range 1 East, U.S.M.;

(z). ULT 7X-36-3-1E Well, API No. 43-047-52293-00-00, located in the SW/4NE/4, Section 36, Township 3 South, Range 1 East, U.S.M.;

(aa). ULT L-36-3-1E Well, API No. 43-047-54265-00-00, located in the SW/4NW/4, Section 36, Township 3 South, Range 1 East, U.S.M.; and

(bb). ULT M-36-3-1E Well, API No. 43-047-54266-00-00, located in the SE/4SW/4, Section 36, Township 3 South, Range 1 East, U.S.M.

10. The following 3 wells are the only vertical wells and/or horizontal wells located on and/or producing from the Subject Formations on the Overlapping Order 131-149 Lands:

(a). GARDNER 14-26-3-2E Well, API No. 43-047-55193-00-00, located in the SE/4SW/4, Section 26, Township 3 South, Range 2 East, U.S.M.;

(b). GARDNER 16-26-3-2E Well, API No. 43-047-55099-00-00, located in the SE/4SE/4, Section 26, Township 3 South, Range 2 East, U.S.M.; and

(c). GARDNER STATE 1-26-3-2E Well, API No. 43-047-55108-00-00, located in the NE/4NE/4, Section 26, Township 3 South, Range 1 East, U.S.M.

11. The following 90 wells are the only vertical wells and/or horizontal wells located on and/or producing from the Subject Formations on the Subject Lands (excluding the wells set forth above concerning the Existing 80-acre Unit Lands, Randlett Waterflood Lands, ULT Waterflood Lands, and Overlapping Order 131-149 Lands):

(a). WOMACK 1-7-3-1E Well, API No. 43-047-53089-00-00, located in the NE/4NE/4, Section 7, Township 3 South, Range 1 East, U.S.M.;

(b). WOMACK 3-7-3-1E Well, API No. 43-047-53094-00-00, located in the NE/4NW/4, Section 7, Township 3 South, Range 1 East, U.S.M.;

(c). KENDALL 15-7-3-1E Well, API No. 43-047-52900-00-00, located in the SW/4SE/4, Section 7, Township 3 South, Range 1 East, U.S.M.;

(d). KENDALL 13-7-3-1E Well, API No. 43-047-52911-00-00, located in the SW/4SW/4, Section 7, Township 3 South, Range 1 East, U.S.M.;

(e). KENDALL 10-17-3-1E Well, API No. 43-047-55113-00-00, located in the SW/4SE/4, Section 7, Township 3 South, Range 1 East, U.S.M.;

(f). WOMACK 5-8-3-1E Well, API No. 43-047-52887-00-00, located in the SW/4NW/4, Section 8, Township 3 South, Range 1 East, U.S.M.;

(g). KENDALL 11-8-3-1E Well, API No. 43-047-52894-00-00, located in the NE/4SW/4, Section 8, Township 3 South, Range 1 East, U.S.M.;

- (h). KENDALL 13-8-3-1E Well, API No. 43-047-52897-00-00, located in the SW/4SW/4, Section 8, Township 3 South, Range 1 East, U.S.M.;
- (i). WOMACK 3-8-3-1E Well, API No. 43-047-53106-00-00, located in the NE/4NW/4, Section 8, Township 3 South, Range 1 East, U.S.M.;
- (j). KENDALL 14-8-3-1E Well, API No. 43-047-53112-00-00, located in the SE/4SW/4, Section 8, Township 3 South, Range 1 East, U.S.M.;
- (k). WOMACK 7-8-3-1E Well, API No. 43-047-52880-00-00, located in the SWNE, Section 8, Township 3 South, Range 1 East, U.S.M.;
- (l). WOMACK 8-8-3-1E Well, API No. 43-047-53104-00-00, located in the SE/4NE/4, Section 8, Township 3 South, Range 1 East, U.S.M.;
- (m). WOMACK 11-9-3-1E Well, API No. 43-047-52882-00-00, located in the NE/4SW/4, Section 9, Township 3 South, Range 1 East, U.S.M.;
- (n). WOMACK 13-9-3-1E Well, API No. 43-047-52884-00-00, located in the SW/4SW/4, Section 9, Township 3 South, Range 1 East, U.S.M.;
- (o). WOMACK-DADDY 3-16-3-1E Well, API No. 43-047-52885-00-00, located in the NE/4NW/4, Section 16, Township 3 South, Range 1 East, U.S.M.;
- (p). WOMACK 5-16-3-1E Well, API No. 43-047-52889-00-00, located in the SW/4NW/4, Section 16, Township 3 South, Range 1 East, U.S.M.;
- (q). Ute Waratza 5-23-3-1E Well, API No. 43-047-53824-00-00, located in the SW/4NW/4, Section 23, Township 3 South, Range 1 East, U.S.M.;
- (r). SZYNDROWSKI 5-27-3-1E Well, API No. 43-047-51659-00-00, located in the SW/4NW/4, Section 27, Township 3 South, Range 1 East, U.S.M.;

- (s). SZYNDROWSKI 12-27-3-1E Well, API No. 43-047-52116-00-00, located in the NW/4SW/4, Section 27, Township 3 South, Range 1 East, U.S.M.;
- (t). UTE ENERGY 7-27-3-1E Well, API No. 43-047-52117-00-00, located in the SW/4NE/4, Section 27, Township 3 South, Range 1 East, U.S.M.;
- (u). UTE ENERGY 10-27-3-1E Well, API No. 43-047-52118-00-00, located in the NW/4SE/4, Section 27, Township 3 South, Range 1 East, U.S.M.;
- (v). UTE ENERGY 11-27-3-1E Well, API No. 43-047-52119-00-00, located in the NE/4SW/4, Section 27, Township 3 South, Range 1 East, U.S.M.;
- (w). UTE ENERGY 15-27-3-1E Well, API No. 43-047-52120-00-00, located in the SW/4SE/4, Section 27, Township 3 South, Range 1 East, U.S.M.;
- (x). UTE ENERGY 6-27-3-1E Well, API No. 43-047-52121-00-00, located in the SENW, Section 27, Township 3 South, Range 1 East, U.S.M.;
- (y). UTE ENERGY 14-27-3-1E Well, API No. 43-047-52122-00-00, located in the SE/4SW/4, Section 27, Township 3 South, Range 1 East, U.S.M.;
- (z). GAVITTE 2-27-3-1E Well, API No. 43-047-52454-00-00, located in the NW/4NE/4, Section 27, Township 3 South, Range 1 East, U.S.M.;
- (aa). GAVITTE 1-27-3-1E Well, API No. 43-047-52456-00-00, located in the NE/4NE/4, Section 27, Township 3 South, Range 1 East, U.S.M.;
- (bb). SZYNDROWSKI 13-27-3-1E Well, API No. 43-047-52457-00-00, located in the SW/4SW/4, Section 27, Township 3 South, Range 1 East, U.S.M.;
- (cc). UTE WHITE CROW 4-27-3-1E Well, API No. 43-047-53822-00-00, located in the NW/4NW/4, Section 27, Township 3 South, Range 1 East, U.S.M.;

(dd). RILEY 8-27-3-1E Well, API No. 43-047-54463-00-00, located in the SE/4NE/4, Section 27, Township 3 South, Range 1 East, U.S.M.;

(ee). RILEY 16-27-3-1E Well, API No. 43-047-54465-00-00, located in the SE/4SE/4, Section 27, Township 3 South, Range 1 East, U.S.M.;

(ff). RILEY 9-27-3-1E Well, API No. 43-047-54466-00-00, located in the NE/4SE/4, Section 27, Township 3 South, Range 1 East, U.S.M.;

(gg). SZYNDROWSKI 16-28-3-1E Well, API No. 43-047-52126-00-00, located in the SE/4SE/4, Section 28, Township 3 South, Range 1 East, U.S.M.;

(hh). SZYNDROWSKI 15-28-3-1E Well, API No. 43-047-52127-00-00, located in the SW/4SE/4, Section 28, Township 3 South, Range 1 East, U.S.M.;

(ii). SZYNDROWSKI 9-28-3-1E Well, API No. 43-047-52128-00-00, located in the NE/4SE/4, Section 28, Township 3 South, Range 1 East, U.S.M.;

(jj). SZYNDROWSKI 10-28-3-1E Well, API No. 43-047-52130-00-00, located in the NW/4SE/4, Section 28, Township 3 South, Range 1 East, U.S.M.;

(kk). SZYNDROWSKI 7-28-3-1E Well, API No. 43-047-52131-00-00, located in the SW/4NE/4, Section 28, Township 3 South, Range 1 East, U.S.M.;

(ll). SZYNDROWSKI 8-28-3-1E Well, API No. 43-047-52132-00-00, located in the SE/4NE/4, Section 28, Township 3 South, Range 1 East, U.S.M.;

(mm). UTE TRIBAL 15-32-3-2E Well, API No. 43-047-52195-00-00, located in the SW/4SE/4, Section 32, Township 3 South, Range 2 East, U.S.M.;

(nn). UTE TRIBAL 1-5-4-2E Well, API No. 43-047-51556-00-00, located in the NE/4NE/4, Section 5, Township 4 South, Range 2 East, U.S.M.;

(oo). UTE TRIBAL 10-5-4-2E Well, API No. 43-047-51557-00-00, located in the NW/4SE/4, Section 5, Township 4 South, Range 2 East, U.S.M.;

(pp). ULT 11-5-4-2E Well, API No. 43-047-51574-00-00, located in the NE/4SW/4, Section 5, Township 4 South, Range 2 East, U.S.M.;⁵

(qq). ULT 10-6-4-2E Well, API No. 43-047-51569-00-00, located in the NW/4SE/4, Section 6, Township 4 South, Range 2 East, U.S.M.;

(rr). ULT 14-6-4-2E Well, API No. 43-047-51572-00-00, located in the SE/4SW/4, Section 6, Township 4 South, Range 2 East, U.S.M.;

(ss). ULT 16-6-4-2E Well, API No. 43-047-51573-00-00, located in the SE/4SE/4, Section 6, Township 4 South, Range 2 East, U.S.M.;

(tt). BOWERS 1-6-4-2E Well, API No. 43-047-52419-00-00, located in the NE/4NE/4, Section 6, Township 4 South, Range 2 East, U.S.M.;

(uu). BOWERS 3-6-4-2E Well, API No. 43-047-52421-00-00, located in the NE/4NW/4, Section 6, Township 4 South, Range 2 East, U.S.M.;

(vv). BOWERS 5-6-4-2E Well, API No. 43-047-52427-00-00, located in the SW/4NW/4, Section 6, Township 4 South, Range 2 East, U.S.M.;

(ww). BOWERS 7-6-4-2E Well, API No. 43-047-52430-00-00, located in the SW/4NE/4, Section 6, Township 4 South, Range 2 East, U.S.M.;

(xx). BOWERS 8-6-4-2E Well, API No. 43-047-52431-00-00, located in the SE/4NE/4, Section 6, Township 4 South, Range 2 East, U.S.M.;

(yy). BOWERS 4-6-4-2E Well, API No. 43-047-52432-00-00, located in the NW/4NW/4, Section 6, Township 4 South, Range 2 East, U.S.M.;

⁵ The ULT 11-5-4-2E Well is a produced water disposal well.

(zz). ULT 12-6-4-2E Well, API No. 43-047-51571-00-00, located in the NW/4SW/4, Section 6, Township 4 South, Range 2 East, U.S.M.;

(aaa). BETTS 1.5-8-3-1E-UB Well, API No. 4304754083-00-00, located in Section 8, Township 3 South, Range 1 East, U.S.M.;

(bbb). KENDALL STATE 14-4-3-1E-WS Well, API No. 43-047-53114-00-00, located in Section 9, Township 3 South, Range 1 East, U.S.M.;

(ccc). WINN 2-21-3-1E-H1 Well, API No. 43-047-55422-00-00, located in Section 16, Township 3 South, Range 1 East, U.S.M.;

(ddd). UTE TRIBAL 15-10-4-2E-H1 Well, API No. 43-047-54815-00, located in the SW/4SE/4, Section 10, Township 4 South, Range 2 East, U.S.M.;

(eee). UTE TRIBAL 9-1-12-4-2E-H1 Well, API No. 43-047-54749-00, located in the NE/4SE/4, Section 1, Township 4 South, Range 2 East, U.S.M.;

(fff). UTE TRIBAL 2-22-27-3-2E-H1 Well, API No. 43-047-55385-00, located in the NW/4NE/4, Section 22, Township 3 South, Range 2 East, U.S.M.;

(ggg). HICKEN TRIBAL 15-9-4-3-1E-H1 Well, API No. 43-047-54001-00, located in the SW/4SE/4, Section 9, Township 3 South, Range 1 East, U.S.M.;

(hhh). UTE TRIBAL 1-21-3-2E Well, API No. 43-047-54414-00, located in the NE/4NE/4, Section 21, Township 3 South, Range 2 East, U.S.M.; and

(iii). COX 13-31-3-1E Well, API No. 43-047-54796-00, located in the SW/4SW/4, Section 31, Township 3 South, Range 1 East, U.S.M.

(jjj). COLEMAN TRIBAL 1-33-3-1E Well, API No. 43-047-54036-00, located in the NE/4NE/4, Section 33, Township 3 South, Range 1 East, U.S.M.

(kkk). COLEMAN TRIBAL 8-33-3-1E Well, API No. 43-047-54041-00, located in the SE/4NE/4, Section 33, Township 3 South, Range 1 East, U.S.M.

(lll). COLEMAN TRIBAL 9-33-3-1E Well, API No. 43-047-54042-00, located in the NE/4SE/4, Section 33, Township 3 South, Range 1 East, U.S.M.

(mmm). COX 12-31-3-1E Well, API No. 43-047-54797-00, located in the NW/4SW/4, Section 31, Township 3 South, Range 1 East, U.S.M.

(nnn). GRAY 1-17-3-1E Well, API No. 43-047-54715-00, located in the NE/4NE/4, Section 17, Township 3 South, Range 1 East, U.S.M.

(ooo). GRAY 2-17-3-1E Well, API No. 43-047-54716-00, located in the NW/4NE/4, Section 17, Township 3 South, Range 1 East, U.S.M.

(ppp). KENDALL 7-17-3-1E Well, API No. 43-047-55130-00, located in the SW/4NE/4, Section 17, Township 3 South, Range 1 East, U.S.M.

(qqq). KENDALL 11-17-3-1E Well, API No. 43-047-52883-00, located in the NE/4SW/4, Section 17, Township 3 South, Range 1 East, U.S.M.

(rrr). KENDALL 1-18-3-1E Well, API No. 43-047-53097-00, located in the NE/4NE/4, Section 18, Township 3 South, Range 1 East, U.S.M.

(sss). KENDALL 12-17-3-1E Well, API No. 43-047-53101-00, located in the NW/4SW/4, Section 17, Township 3 South, Range 1 East, U.S.M.

(ttt). KENDALL 13-17-3-1E Well, API No. 43-047-52881-00, located in the SW/4SW/4, Section 17, Township 3 South, Range 1 East, U.S.M.

(uuu). KENDALL 14-17-3-1E Well, API No. 43-047-53120-00, located in the SE/4SW/4, Section 17, Township 3 South, Range 1 East, U.S.M.

(vvv). KENDALL 15-17-3-1E Well, API No. 43-047-55131-00, located in the SW/4SE/4, Section 17, Township 3 South, Range 1 East, U.S.M.

(www).KENDALL 16-17-3-1E Well, API No. 43-047-55132-00, located in the SE/4SE/4, Section 17, Township 3 South, Range 1 East, U.S.M.

(xxx). KENDALL 3-17-3-1E Well, API No. 43-047-53099-00, located in the NE/4NW/4, Section 17, Township 3 South, Range 1 East, U.S.M.

(yyy). KENDALL 4-17-3-1E Well, API No. 43-047-52895-00, located in the NW/4NW/4, Section 17, Township 3 South, Range 1 East, U.S.M.

(zzz). KENDALL 5-17-3-1E Well, API No. 43-047-52891-00, located in the SW/4NW/4, Section 17, Township 3 South, Range 1 East, U.S.M.

(aaaa). KENDALL 6-17-3-1E Well, API No. 43-047-53098-00, located in the SE/4NW/4, Section 17, Township 3 South, Range 1 East, U.S.M.

(bbbb).KENDALL 8-17-3-1E Well, API No. 43-047-55129-00, located in the SE/4NE/4, Section 17, Township 3 South, Range 1 East, U.S.M.

(cccc). KENDALL 9-17-3-1E Well, API No. 43-047-55128-00, located in the NE/4SE/4, Section 17, Township 3 South, Range 1 East, U.S.M.

(dddd).KENDALL 2-18-3-1E-CP Well, API No. 43-047-55113-00, located in the NW/4NE/4, Section 18, Township 3 South, Range 1 East, U.S.M.

(eee). KENDALL 9-18-3-1E Well, API No. 43-047-53095-00, located in the NE/4SE/4, Section 18, Township 3 South, Range 1 East, U.S.M.

(ffff). MERRITT 3-18-3-1E Well, API No. 43-047-52967-00, located in the NE/4NW/4, Section 18, Township 3 South, Range 1 East, U.S.M.

(gggg). SZYNDROWSKI 3.5-34-3-1E-H1 Well, API No. 43-047-55562-00,
located in the NE/4NW/4, Section 34, Township 3 South, Range 1 East, U.S.M.

(hhhh). UTE TRIBAL 11-4-4-2E Well, API No. 43-047-52197-00, located in the
NE/4SW/4, Section 4, Township 4 South, Range 2 East, U.S.M.

(iiii). UTE TRIBAL 11-7-4-3E Well, API No. 43-047-52197-00, located in the
NE/4SW/4, Section 7, Township 4 South, Range 3 East, U.S.M.

(jjjj). KENDALL TRIBAL 1-19-3-1E-H1 Well, API No. 43-047-53984-00,
located in the NE/4NE/4, Section 19, Township 3 South, Range 1 East, U.S.M.

(kkkk). UTE TRIBAL 2-13-4-2E-H1 Well, API No. 43-047-54751-00, located in
the NW/4NE/4, Section 13, Township 4 South, Range 2 East, U.S.M.

(llll). ULT 3.5-6-4-2E-H1 Well, API No. 43-047-55550-00, located in the
NE/4NW/4, Section 6, Township 4 South, Range 2 East, U.S.M.

12. With the exception of the above-described existing vertical and horizontal wells,
there are no other wells drilled or producing from the Subject Formations on the Subject Lands.

13. Pursuant to the Board's findings in Order 131-149, and various other orders of the
Board, it is well established that the geologic and reservoir characteristics of the Subject
Formations throughout the Uinta Basin, including the Subject Lands, constitute a "common source
of supply" as that phrase is defined in Utah Code Ann. § 40-6-2(19).

14. There are at least 6 distinct productive intervals within the Subject Formations,
including the Wasatch and, within the Lower Green River, the Garden Gulch, Douglas Creek,
Three Point/Black Scale, Upper/Lower Castle Peak and Uteland Butte Members.

15. Production from the Subject Lands is in some cases commingled, although certain
orders of the Board have established targeted production from a specific productive interval.

16. Based upon the findings of the Board pursuant to Order 131-149, the results of CPE's operations on the Subject Lands to date, and the testimony and exhibits presented at the March 2017 Board hearing:

(a). No more than 1 vertical well drilled to the Subject Formations on the Subject Lands is required to efficiently and economically drain approximately a single 40-acre governmental quarter-quarter section, necessitating the establishment of the 40-acre drilling units for such wells.⁶

(b). No fewer than 12 short lateral horizontal wells drilled to the Subject Formations on the Subject Lands are required to efficiently and economically drain approximately one 640-acre governmental section (inclusive of both existing and future short lateral horizontal wells), necessitating the establishment of the overlapping 640-acre drilling units for such wells.

(c). No fewer than 12 long lateral horizontal wells drilled to the Subject Formations on the Subject Lands are required to efficiently and economically drain approximately one "stand up" 1,280-acre governmental section (inclusive of both existing and future long lateral horizontal wells), necessitating the establishment of the overlapping "stand up" 1,280-acre drilling units for such wells.

(d). Future vertical wells drilled to the Subject Formations on the Subject Lands should be located in the center of any governmental quarter-quarter section within the Subject Lands, with a 400 foot window of tolerance, and no closer than: (i) 460 feet from the boundaries of any 40-acre and/or 80-acre drilling unit on the Subject Lands and (ii) 920 feet from any other

⁶ The Existing 80-Acre Unit Lands have "effective" 40-acre well spacing, *i.e.* 80-acre drilling units, with 2-vertical well density, established pursuant to Order 142-05.

existing or future vertical well producing from the Subject Formations, absent an exception location approval by the Board.⁷

(e). No producing interval of any future short lateral or long lateral horizontal well drilled to the Subject Formations on the Subject Lands should be located closer than 330 feet laterally from any existing or future vertical well on the Subject Lands, absent an exception location approval by the Board.

(f). No producing interval of any future short lateral or long lateral horizontal well drilled to the Subject Formations on the Subject Lands should be located: (i) closer than 330 feet laterally from the north and south boundaries of any overlapping 640-acre drilling unit or overlapping “stand up” 1,280-acre drilling unit on the Subject Lands; (ii) closer than 560 feet laterally from the east and west boundaries of any overlapping 640-acre drilling unit or overlapping 1,280-acre drilling unit on the Subject Lands; or (iii) closer than 330 feet laterally from the producing interval of any existing or future short lateral or long lateral horizontal well within the same overlapping 640-acre drilling unit or overlapping “stand up” 1,280-acre drilling unit on the Subject Lands, absent an exception location approval by the Board.

(g). Future short lateral or long lateral “stacked” horizontal wells drilled to separate intervals within the Subject Formations on the Subject Lands within any overlapping 640-acre drilling unit or overlapping “stand up” 1,280-acre drilling unit on the Subject Lands should have no interwell setback distance laterally between one another within any overlapping 640-acre drilling unit or overlapping “stand up” 1,280-acre drilling unit on the Subject Lands, but no producing interval of a short lateral or long lateral “stacked” horizontal well drilled to separate intervals within the Subject Formations on the Subject Lands should be located closer than 100

⁷ Order 142-05 provides the same vertical well setbacks with respect to the Existing 80-Acre Unit Lands.

feet vertically from the producing interval of another short lateral or long lateral “stacked” horizontal well drilled to separate intervals within the Subject Formations on the Subject Lands within such overlapping 640-acre drilling unit or overlapping “stand up” 1,280-acre drilling unit on the Subject Lands, absent an exception location approval by the Board.

(h). The surface location of: (i) any future vertical well drilled to the Subject Formations on the Subject Lands should be located pursuant to Utah Admin. Code Rule R649-3-2, or with respect to the Existing 80-Acre Unit Lands, pursuant to Order 142-05; (ii) any short lateral or long lateral horizontal well drilled to the Subject Formations on the Subject Lands should be located anywhere within any overlapping 640-acre drilling unit or overlapping “stand up” 1,280-acre drilling unit, respectively; and (iii) any future short lateral or long lateral horizontal well drilled to the Subject Formations on the Subject Lands should be located outside of any overlapping 640-acre drilling unit or overlapping “stand up” 1,280-acre drilling unit, respectively, subject to the acquisition of proper surface and subsurface estate authorizations and the casing/cementing of any such short lateral or long lateral horizontal well to the 330 foot setback set forth in Paragraph No. 16(e)-(f) above, which should be evidenced by a self-certification of the same executed by the operator of such overlapping 640-acre drilling unit or “stand up” 1,280-acre drilling unit on the Subject Lands and filed with the Division, and provided that the other setbacks set forth above are otherwise maintained.

17. The allocation of proceeds from the production of oil, gas and associated hydrocarbons from the Subject Formations on the Subject Lands should be effected in a manner that is tied to drilling unit establishment for specific well types, *i.e.* production from vertical wells on the Existing 80-Acre Unit Lands should be allocated to each such well’s previously-established 80-acre drilling unit; production from vertical wells on the Subject Lands (other than those located

on the Existing 80-Acre Unit Lands) should be allocated to each such well's specific 40-acre drilling unit; production from short lateral horizontal wells on the Subject Lands should be allocated to each such well's specific overlapping 640-acre drilling unit; and production from long lateral horizontal wells on the Subject Lands should be allocated to each such well's specific overlapping "stand up" 1,280-acre drilling unit.

18. In order to facilitate flexibility in the development of the Subject Lands, the operator of the overlapping "stand up" 1,280-acre drilling units should be permitted to adjust the same, *i.e.* alter the governmental sections comprising such overlapping "stand up" 1,280-acre drilling units, provided parties having legally protected rights affected by such adjustment are provided with a fair opportunity to participate in such adjustment.

19. The operator of the Subject Lands should be authorized to adjust each overlapping "stand up" 1,280-acre drilling unit established by this Order to cover other governmental sections within the Subject Lands not otherwise specifically authorized as overlapping "stand up" 1,280-acre drilling units pursuant to this Order, subject to the conditions set forth below in this Order.

20. CPE plans a vertical and horizontal well development program, with well completions in each of the above-described intervals of the Subject Formations.

21. CPE's development plan will allow CPE to both: (a) continue to acquire technical data that will assist CPE in determining the optimal intervals to target for ongoing development, the effect of concurrent vertical and horizontal well completions (including the appropriate distance for setbacks between vertical and horizontal wells), and the necessity, propriety and optimal distance of setbacks concerning stacked horizontal well lateral completions and (b) continue to cultivate and refine a 5-year development plan for the Subject Lands.

22. In addition to the geologic and reservoir issues within the Subject Formations, the Subject Lands also present a variety of surface operations issues that pose challenges for development, including without limitation rugged topography, difficult terrain access, and the presence of wetlands, endangered/protected plant and animal species.

23. Given the existence of the foregoing issues and challenges concerning the Subject Formations and Subject Lands, development via the Utah Admin. Code does not appear to be the best approach to development of the Subject Lands; rather, concurrent, overlapping vertical and horizontal well development of the Subject Lands, targeting each of the above-described intervals of the Subject Formations, will provide the most efficient and economical approach to the development of the Subject Lands and Subject Formations.

24. Specifically, the Board's confirmation of existing 80-acre (or the substantial equivalent) drilling units; establishment of 40-acre (or the substantial equivalent) drilling units; establishment of overlapping 640-acre (or the substantial equivalent) drilling units; and establishment of overlapping "stand up" 1,280-acre (or the substantial equivalent) drilling units, for the concurrent development of the Subject Formations by traditional vertical wells, short lateral horizontal wells and long lateral horizontal wells, respectively, will permit a flexible, efficient, economical and uniform fieldwide development plan for the Subject Lands.

25. The continued partial vacation of Order 142-05, as to the NW/4, Section 33, Township 3 South, Range 2 East, U.S.M.,⁸ as effected by Order 131-141, remains necessary to allow CPE to meet the development goals set forth above.

26. The continued complete vacation of Order No. 131-138 remains necessary to allow CPE to meet the development goals set forth above.

⁸ Defined in Order 131-141 as the "Order 142-05 Lands."

27. The continued validity of Order 142-05, as to the Existing 80-acre Unit Lands remains necessary to allow CPE to meet the development goals set forth above.

28. The continued partial vacation of Order 142-09, as to the Randlett Waterflood Lands, is necessary to meet the development goals set forth above.

29. The continued partial vacation of Order 131-139, as to the ULT Waterflood Lands, is necessary to meet the development goals set forth above.

30. Amending and superseding Order 131-149, capturing the changes as set forth herein, is necessary to meet the development goals set forth above.

31. Because of the United States Department of the Interior, Bureau of Land Management (“BLM”) and Ute Tribe ownership of the minerals underlying the Subject Lands, communitization agreements will be required in order to create conforming drilling units; under the guidelines of the BLM and the United States Department of the Interior, Bureau of Indian Affairs (“BIA”), the establishment of the proposed drilling units by the Board will facilitate the approval of such communitization agreements.

32. Granting the relief sought in the Request will be in furtherance of the public policies of the State of Utah to promote greater recovery of oil, gas and associated hydrocarbons from the Subject Formations upon the Subject Lands, without waste and with protection of the correlative rights of all affected owners

33. CPE has agreed to appear before the Board on the first anniversary of this Order, and on each of the 4 anniversaries thereafter, for the purpose of: (a) providing the Board with information and data concerning CPE’s operations on the Subject Lands pursuant to the same and (b) based thereon, determining the need, if any, for the Board’s amendment, modification and/or termination of the same.

34. CPE has agreed to the expiration of this Order 5 years from the date of its issuance, unless otherwise extended, amended and/or modified by the Board.

35. A true and complete copy of the Request was mailed, postage pre-paid certified with return receipt requested, and properly addressed to all working interest owners (including unleased owners) within the Subject Lands (excluding the portions thereof covered by Order 131-149, but including the Overlapping Order 131-149 Lands); to all working interest owners (including unleased owners) within an approximate 1-mile buffer surrounding the Subject Lands (excluding the portions thereof covered by Order 131-149, but including the Overlapping Order 131-149 Lands); and to the BLM and BIA, being the supervising federal governmental agencies having jurisdiction over BLM and Ute Tribe mineral ownership in the Subject Lands. The mailings were sent to said parties at their last addresses disclosed by the relevant BLM, BIA and Uintah County realty records, or as the same may have been otherwise provided to CPE.

36. Notice of the filing of the Request, and of the March 2017 Board hearings, was duly published in the Salt Lake Tribune and Desert Morning News on March 5, 2017, and in the Uintah Basin Standard and the Vernal Express on March 7, 2017.

37. The vote of the Board Members present and participating in the March 2017 Board hearings concerning this Cause was unanimous (7-0) in favor of granting the Request.

CONCLUSIONS OF LAW

1. Due and regular notice of the time, place and purpose of the January 2017 Board 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 Utah Admin. Code.

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 Subject Formations constitute a “common source of supply,” as that phrase is defined in Utah Code Ann. § 40-6-2(19).

4. No more than 1 vertical well drilled to the Subject Formations on the Subject Lands is required to efficiently and economically drain each proposed 40-acre drilling unit on the Subject Lands (excepting the Existing 80-Acre Unit Lands).

5. No more than 2 vertical wells drilled to the Subject Formations on the Subject Lands are required to efficiently and economically drain each existing 80-acre drilling unit on the Existing 80-Acre Unit Lands, as set forth in Order 142-05.

6. No fewer than 12 short lateral horizontal wells drilled to the Subject Formations on the Subject Lands are required to efficiently and economically drain each proposed overlapping 640-acre drilling unit on the Subject Lands, inclusive of both existing and future short lateral horizontal wells.

7. No fewer than 12 long lateral horizontal wells drilled to the Subject Formations on the Subject Lands are required to efficiently and economically drain each proposed overlapping “stand up” 1,280-acre drilling unit on the Subject Lands, inclusive of both existing and future long lateral horizontal wells.

8. Future vertical wells drilled to the Subject Formations on the Subject Lands must be located in the center of any governmental quarter-quarter section within the Subject Lands, with a 400 foot window of tolerance, and no closer than: (a) 460 feet from the boundaries of any 40-acre and/or 80-acre drilling unit on the Subject Lands and (b) 920 feet from any other existing or

future vertical well producing from the Subject Formations, absent an exception location approval by the Board.

9. No producing interval of any future short lateral or long lateral horizontal well drilled to the Subject Formations on the Subject Lands may be located closer than 330 feet laterally from any existing or future vertical well on the Subject Lands, absent an exception location approval by the Board.

10. No producing interval of any future short lateral or long lateral horizontal well drilled to the Subject Formations on the Subject Lands may be located: (a) closer than 330 feet laterally from the north and south boundaries of any proposed overlapping 640-acre drilling unit or overlapping “stand up” 1,280-acre drilling unit on the Subject Lands; (b) closer than 560 feet laterally from the east and west boundaries of any proposed overlapping 640-acre drilling unit or overlapping “stand up” 1,280-acre drilling unit on the Subject Lands; or (c) closer than 330 feet laterally from the producing interval of any existing or future short lateral or long lateral horizontal well on the Subject Lands within the same proposed overlapping 640-acre drilling unit or overlapping “stand up” 1,280-acre drilling unit on the Subject Lands, absent an exception location approval by the Board.

11. Future short lateral or long lateral “stacked” horizontal wells drilled to separate intervals within the Subject Formations on the Subject Lands within any proposed overlapping 640-acre drilling unit or overlapping “stand up” 1,280-acre drilling unit on the Subject Lands shall require no interwell setback distance laterally between one another within any proposed overlapping 640-acre drilling unit or overlapping “stand up” 1,280-acre drilling unit on the Subject Lands, but no producing interval of an short lateral or long lateral “stacked” horizontal well drilled to separate intervals within the Subject Formations on the Subject Lands may be located closer

than 100 feet vertically from the producing interval of another short lateral or long lateral “stacked” horizontal well drilled to separate intervals within the Subject Formations on the Subject Lands within such proposed overlapping 640-acre drilling unit or overlapping “stand up” 1,280-acre drilling unit on the Subject Lands, absent an exception location approval by the Board.

12. The surface location of: (a) any future vertical well drilled to the Subject Formations on the Subject Lands must be located pursuant to Utah Admin. Code Rule R649-3-2, or with respect to the Existing 80-Acre Unit Lands, pursuant to Order 142-05; (b) any short lateral or long lateral horizontal well drilled to the Subject Formations on the Subject Lands may be located anywhere within any proposed overlapping 640-acre drilling unit or overlapping “stand up” 1,280-acre drilling unit on the Subject Lands, respectively; and (c) any future short lateral or long lateral horizontal well drilled to the Subject Formations on the Subject Lands may be located outside of any proposed overlapping 640-acre drilling unit or overlapping “stand up” 1,280-acre drilling unit on the Subject Lands, respectively, subject to the acquisition of proper surface and subsurface estate authorizations and the casing/cementing of any short lateral or long lateral horizontal well drilled to the Subject Formations on the Subject Lands to the 330 foot setback set forth in Paragraph Nos. 9-10 above, which must be evidenced by a self-certification of the same executed by the operator of such proposed overlapping 640-acre drilling unit or overlapping “stand up” 1,280-acre drilling unit and filed with the Division, and provided that the other setbacks set forth above are otherwise maintained.

13. Maintenance of the previously-established 80-acre drilling units; creation of the requested 40-acre, overlapping 640-acre and overlapping “stand up” 1,280-acre drilling units, for production of oil, gas and associated hydrocarbons from the Subject Formations on the Subject Lands; the imposition of the vertical and horizontal well setbacks set forth above; the allocation of

proceeds from the production of oil, gas and associated hydrocarbons from the Subject Formations on the Subject Lands set forth above; and the authority to adjust the overlapping “stand up” 1,280-acre drilling units is fair, reasonable and justified under the circumstances.

14. An order confirming and maintaining the previously-established 80-acre drilling units, and establishing the requested 40-acre, overlapping 640-acre and overlapping 1,280-acre drilling units, will facilitate conforming communitization agreements as to the authorized vertical and horizontal wells in accordance with BLM and BIA regulations, guidelines and practice, and to protect correlative rights.

15. The continued partial vacation of Order No. 142-05, as to the NW/4, Section 33, Township 3 South, Range 2 East, U.S.M., remains fair, reasonable and justified under the circumstances.

16. The continued complete vacation of Order No. 131-138, as effected by Order 131-141, remains fair, reasonable and justified under the circumstances.

17. The continued validity of Order 142-05, as to the Existing 80-Acre lands, is fair, reasonable and justified under the circumstances.

18. The continued partial vacation of Order 142-09, as to the Randlett Waterflood lands, is fair, reasonable and justified under the circumstances.

19. The continued partial vacation of Order 131-139, as to the ULT Waterflood lands, is fair, reasonable and justified under the circumstances.

20. Amending and superseding Order No. 131-149 for all purposes with the terms and provisions of this Order is fair, reasonable and justified under the circumstances.

21. The relief granted hereby will result in consistent and orderly development of the Subject Lands and Subject Formations; greater recovery of oil, gas and associated hydrocarbons

from the Subject Lands and Subject Formations; the prevention of waste; and the adequate protection of the correlative rights of all affected owners.

22. CPE 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, the findings of fact and conclusions of law set forth in Order 131-149, the testimony and evidence submitted at the March 2017 Board hearing, and the findings of fact and conclusions of law as stated above, the Board hereby orders that:

1. The Request in this Cause is hereby granted.
2. The Subject Formations are hereby designated a “common source of supply,” as that phrase is defined in Utah Code Ann. § 40-6-2(19).
3. Order No. 142-05 shall remain partially vacated for all purposes, as to the NW/4, Section 33, Township 3 South, Range 2 East, U.S.M.
4. Order 131-138 shall remain completely vacated for all purposes.
5. The validity of Order 142-05, as to the Existing 80-Acre Lands, shall continue for all purposes, including without limitation all well spacing and location requirements therein.
6. Order 142-09 shall remain partially vacated for all purposes, as to the Randlett Waterflood Lands.
7. Order 131-139 shall remain partially vacated for all purposes, as to the ULT Waterflood Lands.
8. Order 131-141 shall remain amended and superseded for all purposes by the terms and provisions of Order 131-149.

9. Order 131-149 is hereby amended and superseded for all purposes by the terms and provisions of this Order.

10. 40-acre drilling units are established for each governmental quarter-quarter section in the Subject Lands (excluding the Existing 80-Acre Lands), for the production of oil, gas and associated hydrocarbons from the Subject Formations.

11. 1 vertical well drilled to the Subject Formations on the Subject Lands (excluding the Existing 80-Acre Lands) is hereby authorized in each 40-acre drilling unit so established.

12. Vertical wells drilled to the Subject Formations on the Subject Lands (excluding the Existing 80-Acre Lands) shall be located in the center of any governmental quarter-quarter section within the Subject Lands, with a 400 foot window of tolerance, and no closer than: (i) 460 feet from the boundaries of any 40-acre drilling unit on the Subject Lands and (ii) 920 feet from any other existing or future vertical well producing from the Subject Formations on the Subject Lands, absent an exception location approval by the Board.

13. Overlapping 640-acre drilling units, for the production of oil, gas and associated hydrocarbons from the Subject Formations, are established with respect to each governmental section within the following portions of the Subject Lands:

Township 3 South, Range 1 East, U.S.M.

Sections 1-16: All
Sections 18-33: All
Sections 35-36: All

Township 3 South, Range 2 East, U.S.M.

Sections 4-9: All
Sections 15-23: All
Sections 26-35: All

Township 4 South, Range 2 East, U.S.M.

Sections 1-8: All
Sections 10-14: All
Section 17: All

Township 4 South, Range 3 East, U.S.M.

Section 7: All

Section 18: All

14. Up to 12 short lateral horizontal wells drilled to the Subject Formations on the Subject Lands are authorized in each overlapping 640-acre drilling unit so established, inclusive of both existing and future short lateral horizontal wells. The portions of the Subject Lands described as: (a) all of Section 23, Township 2 South, Range 2 East, U.S.M. and (ii) all of Sections 7 and 18, Township 4 South, Range 3 East, U.S.M., represent governmental sections which are comprised of significantly less than 640 acres; accordingly, the maximum number of short lateral horizontal wells authorized in each 640-acre drilling unit comprised of the foregoing lands shall be proportionately reduced to ensure that all required setbacks are maintained.

15. Overlapping “stand up” 1,280-acre drilling units, for the production of oil, gas and associated hydrocarbons from the Subject Formations on the Subject Lands, are hereby established with respect to each governmental section within the following portions of the Subject Lands:

Township 3 South, Range 1 East, U.S.M.

Sections 1 and 12: All

Sections 2 and 11: All

Sections 3 and 10: All

Sections 4 and 9: All

Sections 5 and 8: All

Sections 6 and 7: All

Sections 13 and 24: All

Sections 14 and 23: All

Sections 15 and 22: All

Sections 16 and 21: All

Sections 18 and 19: All

Sections 20 and 29: All

Sections 25 and 36: All

Sections 26 and 35: All

Sections 28 and 33: All

Sections 30 and 31: All

Township 3 South, Range 2 East, U.S.M.

Sections 4 and 9: All

Sections 5 and 8: All
Sections 6 and 7: All
Sections 16 and 21: All
Sections 17 and 20: All
Sections 18 and 19: All
Sections 22 and 27: All
Sections 23 and 26: All
Sections 28 and 33: All
Sections 29 and 32: All
Sections 30 and 31: All

Township 4 South, Range 2 East, U.S.M.

Sections 1 and 12: All
Sections 11 and 14: All
Sections 5 and 8: All
Sections 6 and 7: All

Townships 3-4 South, Range 2 East, U.S.M.

Sections 35 and 2: All
Sections 34 and 3: All

Township 4 South, Range 3 East, U.S.M.

Sections 7 and 18: All

15. Up to 12 long lateral horizontal wells drilled to the Subject Formations on the Subject Lands are authorized in each overlapping “stand up” 1,280-acre drilling unit so established, inclusive of both existing and future long lateral horizontal wells. The portions of the Subject Lands described as: (a) all of Section 23, Township 2 South, Range 2 East, U.S.M. and (ii) all of Sections 7 and 18, Township 4 South, Range 3 East, U.S.M., represent governmental sections which are comprised of significantly less than 640 acres; accordingly, the maximum number of long lateral horizontal wells authorized in each 1,280-acre drilling unit comprised of the foregoing lands shall be proportionately reduced to ensure that all required setbacks are maintained.

16. For purposes of clarity concerning the authorized numbers of horizontal wells in the drilling units established pursuant to this Order, and by way of example only, and given 2 overlapping 640-acre drilling units and 1 overlapping “stand up” 1,280-acre drilling unit, the operator would be authorized to drill: (a) 2 long lateral horizontal wells in such overlapping “stand up” 1,280-acre drilling unit; (b) 10 short lateral horizontal wells in the northern governmental section of such overlapping “stand up” 1,280-acre drilling unit; and (c) 10 short lateral horizontal wells in the southern governmental section of such overlapping “stand up” 1,280-acre drilling unit.

17. No producing interval of any future short lateral or long lateral horizontal well drilled to the Subject Formations on the Subject Lands shall be located closer than 330 feet laterally to any existing or future vertical well on the Subject Lands, absent an exception location approval by the Board.

18. No producing interval of any future short lateral or long horizontal well drilled to the Subject Formations on the Subject Lands shall be located: (a) closer than 330 feet laterally from the north and south boundaries of any overlapping 640-acre drilling unit or overlapping “stand up” 1,280-acre drilling unit so established; (b) closer than 560 feet laterally from the east and west boundaries of any overlapping 640-acre drilling unit or overlapping 1,280-acre drilling unit so established; or (c) closer than 330 feet laterally from the producing interval of any existing or future short lateral or long lateral horizontal well within the same overlapping 640-acre drilling unit or overlapping 1,280-acre drilling unit so established, absent an exception location approval by the Board.

19. Future short lateral or long lateral “stacked” horizontal wells drilled to separate intervals within the Subject Formations on the Subject Lands within any overlapping 640-acre drilling unit or overlapping “stand up” 1,280-acre drilling unit so established shall have no

interwell setback distance laterally between one another within any overlapping 640-acre drilling unit or overlapping “stand up” 1,280-acre drilling unit so established, but no producing interval of an short lateral or long lateral “stacked” horizontal well drilled to separate intervals within the Subject Formations on the Subject Lands shall be located closer than 100 feet vertically from the producing interval of another short lateral or long lateral “stacked” horizontal well drilled to separate intervals within the Subject Formations on the Subject Lands within such overlapping 640-acre drilling unit or overlapping “stand up” 1,280-acre drilling unit so established, absent an exception location approval by the Board.

20. The surface location of: (a) any future vertical well shall drilled to the Subject Formations on the Subject Lands shall be located pursuant to Utah Admin. Code Rule R649-3-2, or with respect to the Existing 80-Acre Lands, pursuant to Order 142-05; (b) any short lateral or long lateral horizontal well shall drilled to the Subject Formations on the Subject Lands shall be located anywhere within any overlapping 640-acre drilling unit or overlapping “stand up” 1,280-acre drilling unit so established, respectively; and (c) any future short lateral or long lateral horizontal well drilled to the Subject Formations on the Subject Lands shall be located outside of any overlapping 640-acre drilling unit or overlapping “stand up” 1,280-acre drilling unit so established, respectively, subject to the acquisition of proper surface and subsurface estate authorizations and the casing/cementing of any short lateral or long lateral horizontal well drilled to the Subject Formations on the Subject Lands to the 330 foot setback set forth in Paragraph Nos. 17-18 above, which should be evidenced by a self-certification of the same executed by the operator of such overlapping 640-acre drilling unit or overlapping “stand up” 1,280-acre drilling unit so established and filed with the Division, and provided that the other setbacks set forth above are otherwise maintained.

21. The allocation of proceeds from the production of oil, gas and associated hydrocarbons from the Subject Formations on the Subject Lands shall be effected in a manner that is tied to drilling unit establishment for specific well types, *i.e.* production from vertical wells on the Existing 80-Acre Unit Lands shall be allocated to each such well's previously-established 80-acre drilling unit; production from vertical wells on the Subject Lands (excluding the Existing 80-Acre Unit Lands) shall be allocated to each such well's specific 40-acre drilling unit so established; production from short lateral horizontal wells shall be allocated to each such well's specific overlapping 640-acre drilling unit so established; and production from long lateral horizontal wells shall be allocated to each specific such well's overlapping "stand up" 1,280-acre overlapping drilling unit so established.

22. The operator of any overlapping "stand up" 1,280-acre drilling unit established pursuant to this Order is authorized to adjust the same, *i.e.* alter the governmental sections comprising such overlapping "stand up" 1,280-acre drilling unit to cover other adjoining governmental sections within the Subject Lands not otherwise specifically authorized as overlapping "stand up" 1,280-acre drilling units pursuant to this Order. By way of example only, the operator of the Subject Lands is authorized to adjust an overlapping "stand up" 1,280-acre drilling unit comprised of governmental sections 1 and 12, and adjust such overlapping "stand up" 1,280-acre drilling unit to cover adjoining governmental sections 12 and 13.

23. The following conditions must be met with respect to any such adjustment of any overlapping "stand up" 1,280-acre drilling unit within the Subject Lands: (a) no productive portion of any existing short lateral or long lateral horizontal wellbore may be located on any of the lands subject to such adjustment; (b) notice of any such adjustment shall be provided pursuant to Utah Admin. Code Rule R641-106-300, specifically identifying the nature of the adjustment; (c) within

30 days of the service of any such notice, parties whose legally protected rights may be affected by the proposed adjustment shall be entitled to treat such notice as a request for agency action pursuant to Utah Admin. Code Rule R641-105-100; and (d) in the event 30 days elapses from the service of any such notice without a response being filed with the Board pursuant to Utah Admin. Code Rule R641-105-200, this Order should be deemed amended and/or vacated to the extent necessary to authorize the adjusted overlapping “stand up” 1,280-acre drilling unit.

24. Not more than 1 year after the anniversary of the issuance of this Order, and upon each of the 4 anniversaries of the same thereafter, the operator shall report back to the Board on the available results of its operations on the Subject Lands pursuant to this Order. This reporting requirement may be met by filing a written report with the Division and Board, and may require an oral report at one or more Board hearings at the discretion of the Board.

25. In addition to addressing any aspects of the operator’s operational results concerning the Subject Lands and Subject Formations as the operator may deem relevant, the written report required by Paragraph No. 24 immediately above should address:

(a). The appropriateness of the size of both: (i) the previously-established 80-acre drilling units and (ii) the 40-acre, overlapping 640-acre and overlapping “stand up” 1,280-acre drilling units established herein;

(b) The appropriateness of the definition of the spaced intervals set forth herein, whether information obtained through development has better defined the productive interval drained by the vertical and horizontal wells authorized in this Order, and whether a more limited description of the produced interval would lead to clarity should future infill wells be allowed, either vertical or horizontal in nature, beyond the wells authorized herein;

(c). 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);

(d). The appropriateness of the interwell setbacks specified herein in terms of both maximizing production and preserving the option of future secondary or tertiary recovery operations;

(e). Information concerning how the appropriate surface and subsurface authorizations were obtained from neighboring owners for any surface location situated outside of the drilling units specified herein (including the self-certification information submitted to the Division).

(f). Any input the operator may have concerning how the Utah Admin. Code, as it pertains to vertical and horizontal wells, might be updated and improved;

(g). Any additional input the operator may have concerning the prevention of waste, maximization of production and the protection of correlative rights in connection with concurrent vertical and horizontal well drilling matters, so that future Board orders and Division oversight might be enhanced, expedited and made more efficient; and

(h). Information concerning the number of net mineral acres, respectively, of fee-owned minerals, Ute Tribe-owned minerals, and United States-owned minerals that have been produced by vertical, short lateral horizontal wells and long lateral horizontal wells on the Subject Lands.

26. This Order shall expire for all purposes 5 years from the date of its issuance, unless otherwise extended, amended and/or modified by the Board.

27. Pursuant to Utah Admin. Code Rule R641 and Utah Code Ann. §§ 63G-4-204 through 208, the Board has considered and decided this Cause as a formal adjudication.

28. This Order is based exclusively on evidence of record in the adjudicative proceeding, or on facts officially noted as weighed and analyzed by the Board in the exercise of its expertise as set forth in Utah Code Ann. §§ 40-6-4(2)(a) through (3), and constitutes the signed written order stating the Board's decision and the reasons for the decision, all as required by the State of Utah Administrative Procedures Act, Utah Code Ann. § 63G-4-208 and Utah Admin. Code Rule R641-109.

29. Notice Regarding 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) through (g), the Board hereby notifies all parties in interest that they have the right to seek judicial review of this final Order in this Cause by timely filing an appeal with the Utah Supreme Court within 30 days of the issuance of this Order, pursuant to Utah Code Ann. §§ 63G-4-401(3)(a), -403. As an alternative to seeking immediate judicial review, and not as a prerequisite to seeking judicial review, the Board also hereby notifies all parties that they may 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 supervisor agency under Section 63G-4-301 is unavailable, and if the order would otherwise constitute a 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 denied.

30. The Board also hereby notifies all 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.

31. Utah Admin. Code Rule R641-110-200 provides the required contents of a petition for rehearing.

32. 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 Cause, the Board hereby rules that the later of the 2 deadlines shall be available to any party moving to rehear this Cause. If the Board later denies a timely petition for rehearing, the party may still seek judicial review of this Order by perfecting a timely appeal with the Utah Supreme Court within 30 days thereafter.

33. The Board retains continuing jurisdiction over all 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.

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

DATED this 1st day of May, 2017.

STATE OF UTAH
BOARD OF OIL, GAS AND MINING

By:


Rutland J Gill, Chairman

CERTIFICATE OF SERVICE

I hereby certify that on this 2nd day of May, 2017, I caused a true and correct copy of the foregoing **ORDER** for Docket No. 2017-007 Cause No. 131-150, to be mailed by Email or via First Class Mail with postage prepaid, to the following:

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Rigby ID 83442

Brent & Leah Bastian
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Susan Kaye Kedzie
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Merriyn Loy Dean Kennedy, Trustee
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Ralph V. & Geraldine C. Larson Family
Trust
Ralph V. Larson, Trustee
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Cheryl June Murray, Trustee
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Carol Scholes Trustee
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Richard Scott Stewart, Trustee
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Sealy TX 77474

Finley Production Co., LP
PO BOX 2200
Fort Worth TX 76113

Grasslands Energy LP
1308 Lake Street
Fort Worth TX 76102

Metcalfe Oil, LP
1308 Lake Street
Fort Worth TX 76102

Ute Indian Tribe
PO Box 70
Fort Duchesne UT 84026

Bureau of Indian Affairs
PO Box 190
Fort Duchesne UT 84026

Finley Resources, Inc.
PO BOX 2200
Fort Worth TX 76113

III Exploration II LP
PO BOX 70019
Boise ID 83706

Robert L. Bayless Producer, LLC
621 17th St. Suite 3200
Denver CO 80293

Ute Distribution System
PO Box 696
Roosevelt UT 84066


