

**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. 2017-007, CAUSE No. 131-150 TO COVER AN ADDITIONAL GOVERNMENTAL SECTION, ESTABLISH 16 ADDITIONAL 40-ACRE DRILLING UNITS THEREIN, AND ESTABLISH 1 OVERLAPPING 640-ACRE DRILLING UNIT THEREIN, FOR THE PRODUCTION OF OIL, GAS AND ASSOCIATED HYDROCARBONS FROM THE LOWER GREEN RIVER AND GREEN RIVER-WASATCH FORMATIONS IN SECTION 17, TOWNSHIP 3 SOUTH, RANGE 1 EAST, U.S.M., UINTAH COUNTY, UTAH.

**Docket No. 2017-014
Cause No. 131-151**

INDEX OF ORDERS

<u>NO.</u>	<u>DATE</u>	<u>DESCRIPTION</u>
1.	06/22/2017	Order Authorizing Telephonic/Electronic Hearing Attendance
2.	08/07/2017	Findings of Fact, Conclusions of Law and Order

AUG 07 2017

**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 CRESCENT POINT
ENERGY U.S. CORPORATION FOR AN
ORDER AMENDING THE BOARD'S ORDER
IN DOCKET NO. 2017-007, CAUSE NO. 131-
150 TO COVER AN ADDITIONAL
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16 ADDITIONAL 40-ACRE DRILLING
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OVERLAPPING 640-ACRE DRILLING UNIT
THEREIN, FOR THE PRODUCTION OF OIL,
GAS AND ASSOCIATED HYDROCARBONS
FROM THE LOWER GREEN RIVER AND
GREEN RIVER-WASATCH FORMATIONS
IN SECTION 17, TOWNSHIP 3 SOUTH,
RANGE 1 EAST, U.S.M., UINTAH COUNTY,
UTAH**

**FINDINGS OF FACT,
CONCLUSIONS OF LAW AND
ORDER****Docket No. 2017-014****Cause No. 131-151**

This Cause came on for hearing before the Utah Board of Oil, Gas and Mining ("Board") on Wednesday, June 28, 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 May 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 June 2017 Board hearing: Carl F. Kendall, Susan Davis, Chris D. Hansen, Michael R. Brown, and Gordon L. Moon. The Board was represented at the June 2017 Board hearing by Michael S. Johnson, Esq., Assistant Attorney General. Steve Alder, Esq., Assistant Attorney General, appeared at the June 2017 Board hearing as legal counsel for the Division.

Testifying on behalf of CPE at the June 2017 Board hearing were Ryan Waller, Team Lead – Mineral Negotiations; Kevin Stephens, Team Lead - Geosciences; and Keith Schetne, Development Engineer. Mr. Waller, Mr. Stephens and Mr. Schetne were each recognized by the Board as experts during of the June 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 June 2017 Board hearing.

At the conclusion of the June 2017 Board hearing, Mr. Alder expressed the Division’s support for the granting of the Request, as conformed to the testimony and other evidence presented at the June 2017 Board hearing.

The Board, having considered the testimony presented and the exhibits received into evidence at the June 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 131-150, and the testimony, exhibits and evidence adduced offered at the June 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
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-

¹ This Order acts to amend and supersede the provisions of Order 131-150 (as defined below), which itself amended and superseded the Findings of Fact, Conclusions of Law and Order in Docket No. 2017-002, Cause 131-149 dated effective March 16, 2017 (“Order 131-149”), which in turn amended and superseded the prior 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”). Accordingly, the Subject Lands as defined herein includes: (i) all lands covered by Order 131-141; (ii) all lands covered by Order 131-149; (iii) all lands covered by Order 131-150 (as defined below); and (iv) all lands covered by the Request.

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,

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.

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, 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. 2017-007, Cause No. 131-150 dated effective May 1, 2017 ("Order 131-150"),³ pursuant to which the Board, among other things: (a) established 40-acre governmental quarter-quarter section drilling 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 the Subject Lands,⁴ less Section 17, Township 3 South, Range 1 East, U.S.M. (collectively, "Order 131-150 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-

³ Order Nos. 131-141 and 131-149 were amended and superseded in their entirety by Order 131-150.

⁴ Order No. 131-150, and its predecessor Order Nos. 131-141 and 131-149, did not alter the 80-acre drilling units established for the Existing 80-Acre Unit Lands pursuant to Order 142-05.

11B4 Well, located in the S/2NE/4, Section 11, Township 2 South, Range 4 West, U.S.M.

(e). Utah Admin. Code Rule R649-3-2, which allows the location of vertical wells within the center of each 40-acre 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, for the production of oil, gas and associated hydrocarbons from Section 17, Township 3 South, Range 1 East, U.S.M. (collectively, "Section 17 Lands"), insofar as the same cover the Subject Formations.

6. With the exception of Order Nos. 142-05, 142-09, 131-139 and 131-150 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 applicable to the Section 17 Lands.

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.;⁵

(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.;

(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.;

⁵ The ULT 4-31 Well is a produced water disposal well.

(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 78 wells are the only vertical wells and/or horizontal wells located on and/or producing from the Subject Formations on the Order 131-150 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 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.;

(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.;⁶

(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.;

⁶ The ULT 11-5-4-2E Well is a produced water disposal well.

- (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.;
- (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). 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.
- (ooo). 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.
- (ppp). 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.
- (qqq). 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.
- (rrr). 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.
- (sss). 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.

(ttt). 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.

(uuu). 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.

(vvv). 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.;

(www). 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

(xxx). 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.

(yyy) Jenks Tribal 2-16-21-3-2E-H1 Well, API No. 43-047-551124-00-00, located in the NW/4NE/4, Section 16, Township 3 South, Range 2 East, U.S.M.

(zzz) Ute Tribal 14-28-3-2E-H1 Well, API No. 43-047-53779-00-00, located in the SE/4SW/4, Section 28, Township 3 South, Range 2 East, U.S.M.

11. The following 16 wells are the only vertical wells and/or horizontal wells located on and/or producing from the Subject Formations on the Section 17 Lands:

(a). 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.

(b). 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.

(c). 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.

(d). 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.

(e). 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.

(f). 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.

(g). 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.

(h). 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.

(i). 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.

(j).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.

(k). 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.

(l). 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.

(m). 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.

(n). 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.

(o). 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.

(p). 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.

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 131-150, 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 131-150, the results of CPE's operations on the Subject Lands to date, and the testimony and exhibits presented at the June 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.⁷

(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 existing or future vertical well producing from the Subject Formations, absent an exception location approval by the Board.⁸

(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

⁷ 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.

⁸ Order 142-05 provides the same vertical well setbacks with respect to the Existing 80-Acre Unit Lands.

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 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 as originally set forth herein, 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 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 its 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.,⁹ 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.

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.

⁹ Defined in Order 131-141 as the "Order 142-05 Lands."

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

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

30. The continued amendment and supercession of Order 131-141, as effected by Order 131-149, remains necessary to meet the development goals set forth above.

31. The continued amendment and supercession of Order 131-149, as effected by Order 131-150, remains necessary to meet the development goals set forth above.

32. Amending and superseding Order 131-150, capturing the changes as set forth herein, is necessary to meet the development goals set forth above.

33. 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.

34. 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

35. 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.

36. 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.

37. 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 131-150); 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 131-150); 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 (excluding the portions thereof covered by Order 131-150). 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.

38. Notice of the filing of the Request, and of the June 2017 Board hearings, was duly published in the Salt Lake Tribune and Desert Morning News on June 4, 2017, and in the Uintah Basin Standard and the Vernal Express on June 6, 2017.

37. The vote of the Board Members present and participating in the June 2017 Board hearings concerning this Cause was unanimous (6-0) in favor of granting the Request.

CONCLUSIONS OF LAW

1. Due and regular notice of the time, place and purpose of the June 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, remains fair, reasonable and justified under the circumstances.

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

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

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

20. The continue amendment and supercession of Order 131-141 remains fair, reasonable and justified under the circumstances.

21. The continue amendment and supercession of Order 131-149 remains fair, reasonable and justified under the circumstances.

22. Amending and superseding Order No. 131-150 for all purposes with the terms and provisions of this Order is fair, reasonable and justified under the circumstances.

23. 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.

24. 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 131-150, the testimony and evidence submitted at the June 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 shall remain amended and superseded for all purposes by the terms and provisions of Order 131-150.

10. Order 131-150 is hereby amended and superseded for all purposes by the terms and provisions of this Order.

11. 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.

12. 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.

13. 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.

14. 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 1-17: 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

15. 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 herein are maintained.

16. 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

17. 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.

18. 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.

19. 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.

20. 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.

21. 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.

22. 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. 19-20 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.

23. 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.

24. 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.

25. 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.

26. 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.

27. 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. 26 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.

28. 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.

29. 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.

30. 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.

31. 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.

32. 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.

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

34. 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.

35. 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.

36. 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 7th day of August 2017.

STATE OF UTAH
BOARD OF OIL, GAS AND MINING

By Chris D. Hansen
Chris D. Hansen, Vice Chairman

CERTIFICATE OF SERVICE

I hereby certify that on this 8th day of August, 2017, I caused a true and correct copy of the foregoing ORDER for Docket No. 2017-014, Cause No. 131-151, to be mailed with postage prepaid, via E-mail, Certified Mail, or First Class Mail, to the following:

Fox Rothschild Llp
Brent D. Chicken
1225 17th Street
Suite 2200
Denver, CO 80202

Email: Bchicken@Foxrothschild.Com

*Attorney For Petitioner Crescent Point Energy
U.S. Corporation*

Steven F. Alder
Meg Osswald
Utah Attorney General's Office
Natural Resources Division
1594 W. North Temple, Suite 300
Salt Lake City, UT 84116

Email: stevealder@utah.gov
Email: mosswald@utah.gov

*Assistant Attorneys General representing the
Division of Oil, Gas and Mining*

Laurita C. Gray
15625 Wet Hill Rd
Nevada City, NV 95959

Rodney L. Peart
7323 Sovereign Ct
Citrus Heights, CA 95621

Darlene E. Christensen
333 S 1160 W
Orem, UT 84058

Petitioner's Address:

Crescent Point Energy U.S. Corporation
555 17th Street
Suite 1800
Denver, CO 80202

Mike Johnson
Utah Attorney General's Office
Natural Resources Division
1594 W. North Temple, Suite 300
Salt Lake City, UT 84116
Email: mikejohnson@utah.gov

*Assistant Attorney General representing the
Board of Oil, Gas and Mining*

Shauna Buxton
1562 Del Rosa
Sparks, NV 89434

Margee Allan
373 North 400 East
Springville, UT 84663

Valda D. Massey
3079 West 500 South
Vernal, UT 84078

Paul L. McCullis
P.O. Box 3248
Littleton, CO 80161-3248

DCP Investments LLC
1365 Ambassador Way
Salt Lake City, UT 84108

George G. Vaught Jr.
P.O. Box 13557
Denver, CO 80201

Covey Minerals Inc.
Attn: Gary R. Nelson
2733 East Parleys Way, Suite 304
Salt Lake City, UT 84109

Croff Oil Company, Inc.
9595 Six Pines Dr Ste 8210
Spring, TX 77380-1642
[Address updated 06/06/2017]

Eliason Eight, LLC
4349 Lynne Lane
Salt Lake City, UT 84124

Brigham & Vera Krause Estate Trust
300 East 4500 South
Murray, UT 84107

Michael F.D. Massey
38461 N Dena Ct
San Tan Vly, AZ 85140-4039
[Address updated 06/06/2017]

Sherwin B. Massey
953 South 930 West
Payson, UT 84651

Dusty Sanderson
7802 Bennington Dr
Amarillo, TX 79119-4994

Adrienne Willey Larson
300 East 4500 South
Murray, UT 84107

Floyd L. Massey Etux and Geneva
P.O. Box 93
Jensen, UT 84035

Diana Lynn Wilson
P.O. Box 624
Huntington, UT 84528

James McNaughton
2354 Galaxy Way
Lake Orion, MI 48360

Lorraine M. Nelson
2036 West 1600 North
Provo, UT 84604

Loretta E. Oborn
2158 3rd Street
Lincoln, CA 95648-2704
[Address updated 06/26/2017]

Heirs or Devisees of John Thomas
C/O Brenda Pierson
7871 Holt Drive Apt 6
Huntington Bch, CA 92647-3767
[Address updated 06/26/2017]

Jerald G. Massey
587 East 100 North
Springville, UT 84663

Mark J. Massey
1378 Elk Hollow Rd
N Salt Lake, UT 84054

Adrian B. Massey
1131 S 730 W
Payson, UT 84651

Anita Stewart Ashby
#1 Northridge Way
Sandy, UT 84092

Nichole J Bancroft
P.O. Box 270
Vernal, UT 84078-0270
[Address updated 06/06/2017]

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965 West Pinnocchio Dr
Salt Lake City, UT 84116

Nolan G. Massey
1398 West 400 South
Vernal, UT 84078

Michael D. Pierson
1012 Ridge Road
Lewiston, NY 14092-9704

Jacqueline Peters
3300 Carpenter Rd SE Unit 58
Lacy, WA 98503-4001
[Address updated 06/06/2017]

Emma Jean Murray
218 West Rangely Avenue
Rangely, CO 81648

Daniel S. Sam and Penny B. Sam
1104 W 1700 S
Vernal, UT 84078

Ralph Olsen
40 N 500 E
Pleasant Grove, UT 84062

Julie Deppe
P.O. Box 11
Jensen, UT 84035

Lanore Whiting
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Orem, UT 84058

Argo Energy Partners Ltd
P.O. Box 1808
Corsicana, TX 75151

Julian Massey Jr
1749 N 1500 West
Vernal, UT 84078

EP Energy E&P Company LP
1001 Louisiana St
Attn: Land Department
Houston, TX 77002

Jess C. Cheney
2040 E 4800 S #208
Salt Lake City, UT 84117
[Undeliverable]

University of Utah
C/O W.S. Nicholson, as Agent
300 East 4500 South
Murray, UT 84107

Lola Tamson and Howard Rex Carroll
1030 S 850 W
Vernal, UT 84078

Danny George Massey
1362 South 1100 West, A
Provo, UT 84601

Doug Boyd Massey
1129 S 770 W
Provo, UT 84601-6508
[Address updated 06/06/2017]

The Joy Partners Ltd
P.O. Box 576
Ardmore, OK 73402

Chalise Abelhouzen
2155 South Hidden Valley #242
St George, UT 84790

Lynn Michael Larsen
1023 25th Avenue
Saint Cloud, MN 56303
[Undeliverable]

Tina Hymas
542 E 1st N Street
St. Anthony, ID 83445

Joy Peterson
393 North 3400 East
Lewisville, ID 83431

Gordon A. McKinlay Jr.
4141 East 550 N.
Rigby, ID 83442

Tamara Parkinson
4986 South 2000 West #43
Rexburg, ID 83440

Sherry L. Miller
1207 South 5 West
Rexburg, ID 83440

James E. Anderson
15304 Willowbrook Ln
Morrison, CO 80465

Keystone Oil & Gas, LLC
950 South Garfield St
Denver, CO 80209

Antelope Orri, LLC
2441 High Timbers Dr
Suite 120
The Woodlands, TX 77380

Steven L. Smith
P.O. Box 2513
San Antonio, TX 78299-2513

Jerome B. & Dorothy K. Guinand
9522 E Champagne Drive
Sun Lakes, AZ 85248

Kearns Campbell Investments Co.
217 Cedar St, 286
Sandpoint, ID 83864

Ivers Oil Company LLC
111 E Lincoln Road Ste 4
Spokane, WA 99208

R.S. McKnight
1405 Walker Bank Building
Salt Lake City, UT 84111
[Undeliverable]

Alpine King Inc
1257 Third Avenue
Salt Lake City, UT 84103

Cat Spring Properties LLC
P.O. Box 450
Sealy, TX 77474

USA - BLM
BLM Utah State Office
440 West 200 South Suite 500
Salt Lake City, UT 84101

Ute Distribution Corp
94 North 200 East
Roosevelt, UT 84066

Ute Indian Tribe
Energy and Minerals Department
988 S 7500 E-Annex Building
Fort Duchesne, UT 84026

Legends Exploration, LP
5851 San Felipe Ste 760
Suite 760
Houston, TX 77057

International Petroleum LLC
4834 S Highland Drive, Suite 200
Salt Lake City, UT 84117

Stonegate Resources LLC
P.O. Box 680667
Park City, UT 84068-0067

Bro Energy
4834 S Highland Drive, Suite 200
Salt Lake City, UT 84117

Broughton Petroleum Inc
P.O. Box 1389
Sealy, TX 77474

Bureau of Indian Affairs
P.O. Box 130
Fort Duchesne, UT 84026

ONRR BIA & BLM Services
Federal Indian Minerals Office
6251 College Blvd Suite B
Farmington, NM 87402-1783

Carlyn Mitas
33500 SE Stevens Rd
Corbett, OR 97019

Mark C. Miller
2551 E Brentwood Dr
Holladay, UT 84121-1501
[Address updated 06/06/2017]

Boyd Kenneth Olson
2412 North Rose
Mesa, AZ 85213

The Howard Rex Carroll Trust
1030 South 850 West
Vernal, UT 84078

Ralph Paul Olsen
40 North 500 East
Pleasant Grove, UT 84062

Julian A. Massey
6999 East 6750 South
Jensen, UT 84035
[Undeliverable]

Lowell Hall
7234 W 900 S
Ogden, UT 84404-9015
[Address updated 06/06/2017]

Timothy Townsend
240 The Village #201
Redondo Beach, CA 90277

Kera Kathleen Townsend Proffitt
2005 Maryal Dr
Sacramento, CA 95864-0638
[Address updated 06/06/2017]

H. Craig and Robyn Hall
11607 Roselawn Way
South Jordan, UT 84095

Calvary Presbyterian Church of
P.O. Box A
South Pasadena, CA 91031

Ashby Family Trust Dated 10/25/2000
1 Northridge Way
Sandy, UT 84092

James Harmston
264 North 300 East
Manti, UT 84642

Marvil Investments LLC
3183 E Old Ridge Circle
Cottonwood Heights, UT 84121

Head Properties LLC
3801 La Var Drive
Salt Lake City, UT 84109

Janet Hall Christensen
25 Briar Glen
Aliso Viejo, CA 92656

Patricia Ann Hartle
20 West 2 South
Wellsville, UT 84339

Kathy Lynn Laris and Michael Craig Laris
397 South 1000 East
Vernal, UT 84078

Mark D. Foley and Judy H. Foley Trust
215 North 1200 West
Vernal, UT 84078

Douglas C. Harmston
2073 Cherry Meadows Land
Layton, UT 84040

Richard Brent Olson
1919 East 6925 North
Eden, UT 84310

Kay Tingey
4989 S Topaz
Flagstaff, AZ 86001

Karen Stuart
2045 Ridgewood Way
Bountiful, UT 84010-1655
[Address updated 06/06/2017]

Reist Family Trust Dtd 2-16-06
1120 Santa Rufina Court
Solana Beach, CA 92075

Susan Furness
1887 Innsbruck Way
Salt Lake City, UT 84121

Scott Carleson
7088 Pine Cone Street
Cottonwood Heights, UT 84121

Nancy K. Miller
P.O. Box 71504
Salt Lake City, UT 84171-0504

Douglas and Christine Newson
7630 Gracemoor Court
Las Vegas, NV 89149

Lana Bitton
51454 Heather Lane
Park City, UT 84098

M. Leon Hunsaker
500 Fox Ridge Drive
Providence, UT 84332

J. Barry & Donna L. Hall Trust
9595 Sweet Clover Lane
South Jordan, UT 84095

Wiley B. & Margaret A. Womack
16218 Galloping Oak Knoll
Selma, TX 78154

Fred B. and Shirley L. Womack
5527 Asbury Way
Stockton, CA 94219

Harry E. Carleson, Jr.
6545 Canyon Ranch Road
Salt Lake City, UT 84121

Dorothy McClellan
1943 East Pegram Street
Meridian, ID 83642

Constance Joy Reist Rev Tr Dtd 10-24-14
2352 St Francis Drive
Palo Alto, CA 94303

Jane Burwell Loftis
725 Quarterstaff Rd
Winston-Salem, NC 27104

Crescent Point Energy US Corp
555 17th Street
Suite 1800
Denver, CO 80202

John W. Burwell Jr.
5510 Sharon Road
Charlotte, NC 28210

Gordon Douglas Womack and
Joy W. Womack
3679 South 500 East
Vernal, UT 84078

Brenda E. Pierson
1010 W 19th St
Costa Mesa, CA 92627-4100
[Address updated 06/06/2017]

Gloria Janet Womack Roberts
P.O. Box 1265
Roosevelt, UT 84066-1265

Estate of James H. Burwell Jr.
P.O. Box 549
Rutherfordton, NC 28139

Womack Family Trust
1190 W 100 S 515-9
Roosevelt, UT 84066

Dale Clark Womack
681 W. Escalante Dr. #1
Box 15
Vernal, UT 84078

Sharron J. and Grover C. Bethards
12315 Mundy Lane
Lodi, CA 95240

Lynda Hadley
5454 South 2200 West
Roy, UT 84067

Uintah and Ouray Agency
Dept. C188
Po Box 474888
Farmington, IA 50947-4888

Gary Womack
515 West 3500 North
Pleasant View, UT 84414

Marilyn Guhl
721 Sirstad Street
Sitka, AK 99835

Jeff Womack
363 Pine Cove Lane
Kaysville, UT 84037

Scott MacKnight
Box 201
Price, UT 84501

Tammy Barlow
2445 South Springwood Ct.
Lafayette, CO 80026

Lynn Farris Cunningham
4350 East Lincoln Way, Apt 209
Cheyenne, WY 82001

Brent Birchell
940 West 1100 South
Vernal, UT 84078

Dan E. Cunningham
816 South 6th Street
Lander, WY 82520

Colton Properties Limited
8005 Greentree Road
Bethesda, MD 20817

Robert J. Cunningham
757 MacLean Ave
Kenilworth, IL 60043

Carolyn Vasta
2573 Abbey Lane Se
Salem, OR 97317

Janice M. Kennedy
13315 High Star Drive
Houston, TX 77083

Margaret Allington Trust
375 Newman Ave
Lodgepole, NE 69149

Julie Clark
8430 Sheridan Blvd #105
Arvada, CO 80003

April Dawn Griffith
1024 Avenue, D
Plattsmouth, NE 68048-1128

Colleen H. Barton
104 Pelican Circle
Oriental, NC 28571

Judith Merritt Trustee
2689 High Pine Church Road
Asheboro, NC 27205

Kent E. Birchell
238 South 500 West
Vernal, UT 84078

Glen Womack
233 East 1000 South
Orem, UT 84058

Island Lake LLC
779 East Eaglewood Drive
North Salt Lake City, UT 84054

Womack Family Trust Dtd 1-6-14
RR 3, Box 3335
4540 East 4000 South
Myton, UT 84052

Lundgreen Investment Trust 8-27-15
1425 South 1500 East
Clearfield, UT 84015
[Undeliverable]

Priscilla G. Brown, Trustee
23552 Villena
Mission Viejo, CA 92692-1850

Karen Summerhays
P.O. Box 544
Kalaheo, HI 96741

Kristin Rodriguez
1 Mink Hollow Lane
Millstone Township, NJ 08510

David J. Barton
2915 Coventry Lane
Greenwood, IN 46143

Anthony & Marie Nelson Trust
503 East Rocky Mouth Lane
Draper, UT 84020

Dorothy Cunningham
721 Belmont Rdg
Lawrenceville, GA 30043-2403
[Address updated 06/06/2017]

Tambra Lynn Linden
17548 North 24 Drive
Phoenix, AZ 85023

Nicole Massey
PO Box 270
Vernal, UT 84078-0270
[Address updated 06/06/2017]

A handwritten signature in cursive script, reading "Julie Ann Carter", is written over a horizontal line.

FILED

JUN 22 2017

SECRETARY, BOARD OF
OIL, GAS & MINING

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

IN THE MATTER OF THE REQUEST FOR AGENCY ACTION OF CRESCENT POINT ENERGY U.S. CORPORATION FOR AN ORDER AMENDING THE BOARD'S ORDER IN DOCKET NO. 2017-007, CAUSE NO. 131-150 TO COVER AN ADDITIONAL GOVERNMENTAL SECTION, ESTABLISH 16 ADDITIONAL 40-ACRE DRILLING UNITS THEREIN, AND ESTABLISH 1 OVERLAPPING 640-ACRE DRILLING UNIT THEREIN, FOR THE PRODUCTION OF OIL, GAS AND ASSOCIATED HYDROCARBONS FROM THE LOWER GREEN RIVER AND GREEN RIVER-WASATCH FORMATIONS IN SECTION 17, TOWNSHIP 3 SOUTH, RANGE 1 EAST, U.S.M., UINTAH COUNTY, UTAH

**ORDER AUTHORIZING
TELEPHONIC/ELECTRONIC
HEARING ATTENDANCE**

Docket No. 2017-014

Cause No. 131-151

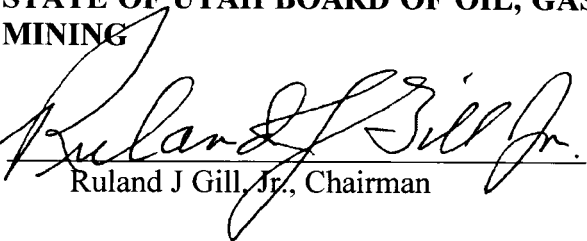
The Board of Oil, Gas and Mining, having fully considered Crescent Point Energy U.S. Corporation's ("CPE") Motion for Telephonic/Electronic Hearing Appearance dated June 9, 2017, and finding good cause therefore pursuant to Utah Admin. Code Rules R641-100-400 and R641-100-631, hereby grants said Motion. CPE's witnesses are hereby authorized to participate in the Board's June 28, 2017 hearing concerning the above-captioned matter telephonically/electronically.

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

DATED this 22nd day of June 2017.

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

By:



Ruland J Gill, Jr., Chairman

CERTIFICATE OF SERVICE

I hereby certify that on this 23rd day of June, 2017, I caused a true and correct copy of the foregoing ORDER for Docket No. 2017-014, Cause No. 131-151, to be mailed with postage prepaid, via E-mail, Certified Mail, or First Class Mail, to the following:

Fox Rothschild Llp
Brent D. Chicken
1225 17th Street
Suite 2200
Denver, CO 80202

Email: Bchicken@Foxrothschild.Com

*Attorney For Petitioner Crescent Point Energy
U.S. Corporation*

Steven F. Alder
Meg Osswald
Utah Attorney General's Office
Natural Resources Division
1594 W. North Temple, Suite 300
Salt Lake City, UT 84116

Email: stevealder@utah.gov
Email: mosswald@utah.gov

*Assistant Attorneys General representing the
Division of Oil, Gas and Mining*

Laurita C. Gray
15625 Wet Hill Rd
Nevada City, NV 95959

Petitioner's Address:

Crescent Point Energy U.S. Corporation
555 17th Street
Suite 1800
Denver, CO 80202

Mike Johnson
Utah Attorney General's Office
Natural Resources Division
1594 W. North Temple, Suite 300
Salt Lake City, UT 84116
Email: mikejohnson@utah.gov

*Assistant Attorney General representing the
Board of Oil, Gas and Mining*

Shauna Buxton
1562 Del Rosa
Sparks, NV 89434

Rodney L. Peart
7323 Sovereign Ct
Citrus Heights, CA 95621

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P.O. Box 3248
Littleton, CO 80161-3248

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St George, UT 84790

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Rigby, ID 83442

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Provo, UT 84601

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Provo, UT 84601-6508
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San Antonio, TX 78299-2513

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9522 E Champagne Drive
Sun Lakes, AZ 85248

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Suite 120
The Woodlands, TX 77380

Legends Exploration, LP
5851 San Felipe Ste 760
Suite 760
Houston, TX 77057

International Petroleum LLC
4834 S Highland Drive, Suite 200
Salt Lake City, UT 84117

Stonegate Resources LLC
P.O. Box 680667
Park City, UT 84068-0067

Bro Energy
4834 S Highland Drive, Suite 200
Salt Lake City, UT 84117

Alpine King Inc
1257 Third Avenue
Salt Lake City, UT 84103

Cat Spring Properties LLC
P.O. Box 450
Sealy, TX 77474

USA - BLM
BLM Utah State Office
440 West 200 South Suite 500
Salt Lake City, UT 84101

Ute Distribution Corp
94 North 200 East
Roosevelt, UT 84066

Ute Indian Tribe
Energy and Minerals Department
988 S 7500 E-Annex Building
Fort Duchesne, UT 84026

The Howard Rex Carroll Trust
1030 South 850 West
Vernal, UT 84078

Ralph Paul Olsen
40 North 500 East
Pleasant Grove, UT 84062

Julian A. Massey
6999 East 6750 South
Jensen, UT 84035
[Undeliverable]

Lowell Hall
7234 W 900 S
Ogden, UT 84404-9015
[Address updated 06/06/2017]

Broughton Petroleum Inc
P.O. Box 1389
Sealy, TX 77474

Bureau of Indian Affairs
P.O. Box 130
Fort Duchesne, UT 84026

ONRR BIA & BLM Services
Federal Indian Minerals Office
6251 College Blvd Suite B
Farmington, NM 87402-1783

Carlyn Mitas
33500 SE Stevens Rd
Corbett, OR 97019

Mark C. Miller
2551 E Brentwood Dr
Holladay, UT 84121-1501
[Address updated 06/06/2017]

Boyd Kenneth Olson
2412 North Rose
Mesa, AZ 85213

Marvil Investments LLC
3183 E Old Ridge Circle
Cottonwood Heights, UT 84121

Head Properties LLC
3801 La Var Drive
Salt Lake City, UT 84109

Janet Hall Christensen
25 Briar Glen
Aliso Viejo, CA 92656

Timothy Townsend
240 The Village #201
Redondo Beach, CA 90277

Kera Kathleen Townsend Proffitt
2005 Maryal Dr
Sacramento, CA 95864-0638
[Address updated 06/06/2017]

H. Craig and Robyn Hall
11607 Roselawn Way
South Jordan, UT 84095

Calvary Presbyterian Church of
P.O. Box A
South Pasadena, CA 91031

Ashby Family Trust Dated 10/25/2000
1 Northridge Way
Sandy, UT 84092

James Harmston
264 North 300 East
Manti, UT 84642

Susan Furness
1887 Innsbruck Way
Salt Lake City, UT 84121

Scott Carleson
7088 Pine Cone Street
Cottonwood Heights, UT 84121

Nancy K. Miller
P.O. Box 71504
Salt Lake City, UT 84171-0504

Patricia Ann Hartle
20 West 2 South
Wellsville, UT 84339

Kathy Lynn Laris and Michael Craig Laris
397 South 1000 East
Vernal, UT 84078

Mark D. Foley and Judy H. Foley Trust
215 North 1200 West
Vernal, UT 84078

Douglas C. Harmston
2073 Cherry Meadows Land
Layton, UT 84040

Richard Brent Olson
1919 East 6925 North
Eden, UT 84310

Kay Tingey
4989 S Topaz
Flagstaff, AZ 86001

Karen Stuart
2045 Ridgewood Way
Bountiful, UT 84010-1655
[Address updated 06/06/2017]

Reist Family Trust Dtd 2-16-06
1120 Santa Rufina Court
Solana Beach, CA 92075

Constance Joy Reist Rev Tr Dtd 10-24-14
2352 St Francis Drive
Palo Alto, CA 94303

Douglas and Christine Newson
7630 Gracemoor Court
Las Vegas, NV 89149

Lana Bitton
51454 Heather Lane
Park City, UT 84098

M. Leon Hunsaker
500 Fox Ridge Drive
Providence, UT 84332

J. Barry & Donna L. Hall Trust
9595 Sweet Clover Lane
South Jordan, UT 84095

Wiley B. & Margaret A. Womack
16218 Galloping Oak Knoll
Selma, TX 78154

Fred B. and Shirley L. Womack
5527 Asbury Way
Stockton, CA 94219

Harry E. Carleson, Jr.
6545 Canyon Ranch Road
Salt Lake City, UT 84121

Dorothy McClellan
1943 East Pegram Street
Meridian, ID 83642

Jane Burwell Loftis
725 Quarterstaff Rd
Winston-Salem, NC 27104

Crescent Point Energy US Corp
555 17th Street
Suite 1800
Denver, CO 80202

Gordon Douglas Womack and
Joy W. Womack
3679 South 500 East
Vernal, UT 84078

Gloria Janet Womack Roberts
P.O. Box 1265
Roosevelt, UT 84066-1265

Womack Family Trust
1190 W 100 S 515-9
Roosevelt, UT 84066

Sharron J. and Grover C. Bethards
12315 Mundy Lane
Lodi, CA 95240

Uintah and Ouray Agency
Dept. C188
Po Box 474888
Farmington, IA 50947-4888

Marilyn Guhl
721 Sirstad Street
Sitka, AK 99835

Scott MacKnight
Box 201
Price, UT 84501

Lynn Farris Cunningham
4350 East Lincoln Way, Apt 209
Cheyenne, WY 82001

John W. Burwell Jr.
5510 Sharon Road
Charlotte, NC 28210

Brenda E. Pierson
1010 W 19th St
Costa Mesa, CA 92627-4100
[Address updated 06/06/2017]

Estate of James H. Burwell Jr.
P.O. Box 549
Rutherfordton, NC 28139

Dale Clark Womack
681 W. Escalante Dr. #1
Box 15
Vernal, UT 84078

Lynda Hadley
5454 South 2200 West
Roy, UT 84067

Gary Womack
515 West 3500 North
Pleasant View, UT 84414

Jeff Womack
363 Pine Cove Lane
Kaysville, UT 84037

Tammy Barlow
2445 South Springwood Ct.
Lafayette, CO 80026

Brent Birchell
940 West 1100 South
Vernal, UT 84078

Dan E. Cunningham
816 South 6th Street
Lander, WY 82520

Colton Properties Limited
8005 Greentree Road
Bethesda, MD 20817

Robert J. Cunningham
757 MacLean Ave
Kenilworth, IL 60043

Carolyn Vasta
2573 Abbey Lane Se
Salem, OR 97317

Janice M. Kennedy
13315 High Star Drive
Houston, TX 77083

Margaret Allington Trust
375 Newman Ave
Lodgepole, NE 69149

Julie Clark
8430 Sheridan Blvd #105
Arvada, CO 80003

April Dawn Griffith
1024 Avenue, D
Plattsmouth, NE 68048-1128

Colleen H. Barton
104 Pelican Circle
Oriental, NC 28571

Kent E. Birchell
238 South 500 West
Vernal, UT 84078

Glen Womack
233 East 1000 South
Orem, UT 84058

Island Lake LLC
779 East Eaglewood Drive
North Salt Lake City, UT 84054

Womack Family Trust Dtd 1-6-14
RR 3, Box 3335
4540 East 4000 South
Myton, UT 84052

Lundgreen Investment Trust 8-27-15
1425 South 1500 East
Clearfield, UT 84015
[Undeliverable]

Priscilla G. Brown, Trustee
23552 Villena
Mission Viejo, CA 92692-1850

Karen Summerhays
P.O. Box 544
Kalaheo, HI 96741

Kristin Rodriguez
1 Mink Hollow Lane
Millstone Township, NJ 08510

David J. Barton
2915 Coventry Lane
Greenwood, IN 46143

Judith Merritt Trustee
2689 High Pine Church Road
Asheboro, NC 27205

Dorothy Cunningham
721 Belmont Rdg
Lawrenceville, GA 30043-2403
[Address updated 06/06/2017]

Nicole Massey
PO Box 270
Vernal, UT 84078-0270
[Address updated 06/06/2017]

Anthony & Marie Nelson Trust
503 East Rocky Mouth Lane
Draper, UT 84020

Tambra Lynn Linden
17548 North 24 Drive
Phoenix, AZ 85023

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