

**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 AXIA ENERGY II, LLC FOR AN ORDER MODIFYING THE BOARD'S ORDERS ENTERED IN CAUSE NOS. 131-14, 131-24, 139-42, 139-84, 139-90 AND 139-135 TO ESTABLISH 1,280 ACRE (OR SUBSTANTIAL EQUIVALENT) DRILLING UNITS FOR THE PRODUCTION OF OIL, GAS AND ASSOCIATED HYDROCARBONS FROM THE LOWER GREEN RIVER-WASATCH (COLTON) FORMATIONS, COMPRISED OF SECTIONS 25, 26, 35 AND 36 OF TOWNSHIP 2 SOUTH, RANGE 1 WEST, USM AND SECTIONS 27 THROUGH 34 OF TOWNSHIP 2 SOUTH, RANGE 1 EAST, USM, ALL IN UINTAH COUNTY, UTAH.

**Docket No. 2017-008
Cause No. 139-143**

INDEX OF ORDERS

<u>NO.</u>	<u>DATE</u>	<u>DESCRIPTION</u>
1.	03/22/2017	Order Granting Newfield Production Company's Motion for Leave to File Response to The Request for Agency Action
2.	06/09/2017	Findings of Fact, Conclusions of Law and Order

FILED

JUN 09 2017

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

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

Docket No. 2017-008

Cause No. 139-143

This Cause came for hearing before the Utah Board of Oil, Gas and Mining (the "Board") on Wednesday, March 22, 2017, at approximately 2:30 p.m., in the Auditorium of the Utah Department of Natural Resources Building in Salt Lake City, Utah, on Axia Energy II, LLC's ("Axia's") Request for Agency Action filed on February 10, 2017 (the "Request") to establish drilling and spacing units ("drilling units") on the specified lands. The following Board members were present and participated at the hearing: Chairman Ruland J. Gill, Jr., Gordon L. Moon, Carl F. Kendell, Susan S. Davis, Richard K. Borden, Chris D. Hansen and Michael R. Brown. The Board was represented by Michael S. Johnson, Esq., Assistant Attorney General.

Testifying on behalf of Petitioner Axia Energy II, LLC (“Axia”) were Adam Sayers – President and Founder, Rick Gallegos – Vice President of Land and Business Development, David Schmude – Vice President of Geology, and Taryn Frenzel – Vice President of Completions and Engineering. The Board recognized Mr. Frenzel as an expert in petroleum engineering, and Mr. Schmude as an expert in geology for purposes of this Cause. David P. Bolda, Esq., of and for Beatty & Wozniak, P.C., appeared as attorney for Axia.

Steve Alder, Esq., Assistant Attorney General, appeared as attorney for the Division of Oil, Gas and Mining (the “Division”). The Division did not file a staff memorandum but nevertheless participated in the hearing. John Rogers – Associate Director of Oil and Gas and Dustin Doucet – Petroleum Engineer, asked questions of Axia’s witnesses on behalf of the Division.

Both Newfield Production Company (“Newfield”), and EP Energy E&P Company, L.P. (“EP”), filed responses to the Request. Mark L. Burghardt of Holland & Hart LLP, appeared on behalf of Newfield and Brent D. Chicken of Fox Rothschild LLP, appeared on behalf of EP. Neither Newfield nor EP presented witness testimony at the hearing but instead, both attorneys stated their clients’ respective positions relating to the Request as modified at the hearing.

Newfield’s and EP’s responses both expressed concerns relating to the timing of the effectiveness of the proposed 1,280-acre spacing units and a provision within the Request dealing with approval of conflicting applications for permit to drill (“APD’s”). The Request originally sought to have the 1,280-acre units made effective as of the date an Order granting the Request was signed by the Chairman. This would be the case without the necessity to first drill a

long-lateral horizontal well¹ (“LLHW”) within a particular drilling unit. Newfield and EP both objected to this provision but proposed different solutions. The Request also proposed a method for the Division to determine which of two or more conflicting APD’s would be approved; by approving the APD of the operator with the greater working interest within a particular drilling unit. Due to the concerns of Newfield and EP, Axia agreed at the hearing to amend its Request such that a 1,280-acre unit would not be effective until the first LLHW is drilled and completed within a drilling unit, leaving all wells drilled and completed prior thereto spaced under the prior orders, on a 640-acre basis, for the life of such wells. This would be the case whether the wells drilled prior to the first LLHW drilled and completed were vertical, directional or short-lateral horizontal wells² (“SLHWs”). However, any wells drilled and completed after the first LLHW is drilled and completed within a particular drilling unit would be spaced on a 1,280-acre basis whether they be vertical, directional, SLHW or LLHW. Axia also agreed at the hearing to remove its proposal for approval of conflicting APD’s, but noted its desire that said issue should be looked into and its belief that additional factors should be considered when addressing competing APD’s beyond the existing approach of “first to file.” Ultimately, Newfield agreed and expressed its support for the Request as modified at the hearing and EP stated its preference for an “overlapping” spacing regime within the Subject Lands as opposed to the “conversion” method proposed by Axia at the hearing and set forth above. Additionally, EP stated it thought

¹ Long-lateral horizontal wells were defined to be horizontal wells with a length in excess of one mile.

² Short-lateral horizontal wells were defined to be horizontal wells not greater than one mile in length.

that approval of the Request should be delayed until more information from drilling on adjacent lands is made available.

No other party appeared or participated at the hearing.

The Division did not formally present a case-in-chief at the hearing but instead asked a number of questions of Axia's witnesses. At the conclusion of the Division's questions, Mr. Alder stated that the Division thought that it would be beneficial to have more information before approving the Request but that it did not have strong objections to approval of the same. The Division also stated its preference for an "overlapping" spacing regime.

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

FINDINGS OF FACT

1. Axia is a Delaware corporation with its principal place of business at the time of the hearing, in Denver, Colorado. Axia is duly qualified to conduct business in the State of Utah, and is fully and appropriately bonded with all relevant Federal and State of Utah agencies, including the Division.

2. Axia is an oil and gas exploration and production company that owns a substantial amount of the working interest in the following lands:

Township 2 South, Range 1 West, U.S.M.
Sections 25, 26, 35 and 36

Township 2 South, Range 1 East, U.S.M.
Sections 27 – 34 inclusive

(hereinafter the "Subject Lands").

3. Pursuant to the Board's Order entered on August 11, 1971 in Cause No. 131-14 (the "131-14 Order"), the Board established sectional (640-acre or substantial equivalent) drilling units for the production of oil, gas and associated hydrocarbons from the Lower Green River-Wasatch transitional formations, defined in said Order as follows:

That interval below the stratigraphic equivalent of 9,600 feet depth in the "E" Log of the Carter #2 Bluebell well, located in the SW1/4NW1/4, Section 3, Township 1 South, Range 2 West, USM (which equivalence is the depth 9,530 feet of the SP curve, Dual Induction Log, run March 15, 1968, in the Chevron #1 Blanchard well located in the NW1/4SE1/4 of said Section 3), to the base of the Green River-Wasatch formation

(the "131-14 Formations") for the following lands:

Township 2 South, Range 1 West, USM
Sections 25, 26, 35 and 36 (among others)

(the "131-14" Lands"), among other lands. The 131-14 Order authorized one well to produce on each such drilling unit so established and required that each well must be located no closer than 1,320 feet from the exterior boundary of any governmental section; provided, that an exception to said 1,320-foot limitation could be granted administratively without a hearing where a topographical exception was deemed necessary.

4. Pursuant to the Board's Order entered on April 17, 1985 in Cause No. 139-42 (the "139-42 Order"), the Board modified its 131-14 Order by authorizing the drilling of up to two wells per sectional (640-acre or substantial equivalent) drilling unit for the production of oil, gas

and associated hydrocarbons from the 131-14 Formations, also known as the Lower Green River-Wasatch transitional formations, for the following lands:

Township 2 South, Range 1 West, USM
Sections 25, 26, 35 and 36 (among others); and

Township 2 South, Range 1 East, USM
Sections 27-34 (among others)

(the “139-42” Lands”), among other lands. The 139-42 Order provided that no two wells may be drilled in any drilling unit within the same governmental quarter section or equivalent lot, and that the wells must be located no closer than 1,320 feet from the existing well on each drilling unit and 660 feet from the exterior boundary of any governmental section.

5. Pursuant to the 139-84 Order entered on December 31, 2008 (which is applicable only to Section 26 of Township 2 South, Range 1 West for purposes of this Cause), the Board modified the 131-14 and 139-42 Orders by additionally authorizing up to four (4) producing wells upon the drilling units, to be drilled at the option of the operator and with the operator’s full discretion as to the development of the hydrocarbon reserves, provided each well shall not be closer than 1,320 feet from an existing unit well completed in and producing from the formation and no closer than 660 feet from the drilling unit boundary. The Board also expressly eliminated any first well siting requirements but did not specifically address whether the authorized wells are to be just vertical/deviated wells or may also include horizontal wells.

6. Pursuant to the Board’s Order entered May 9, 2012 in Cause No. 139-90 (the “139-90 Order, the Board again addressed permissible well density on the sectional (640-acre or substantial equivalent) drilling units for the production of oil, gas and associated hydrocarbons

from the Lower Green River-Wasatch transitional formations, defined in the 139-90 Order as follows:

the interval from the top of the Lower Green river formation (TGR3 marker) to the base of the Green River-Wasatch formations (top of Cretaceous), which base is defined as the stratigraphic equivalent of the Dual Induction Log depths of 16,720 feet in the Shell-Ute 1-18B5 well located in the S1/2NE1/4 of Section 18, Township 2 South, Range 5 West, U.S.M., and 16,970 feet in the Shell-Brotherson 1-11B4 well located in the S1/2NE1/4 of Section 11, Township 2 South, Range 4 West, U.S.M.

(the “139-90 Formations”), for the following lands:

Township 2 South, Range 1 West, USM
Sections 25, 35 and 36 (among others)

(the “139-90 Lands”). The 139-90 Order authorized up to four producing 139-90 Formations wells, whether all vertical, all (short lateral) horizontal, or a combination of both, upon the drilling units, to be drilled at the option of the operator and with the operator’s full discretion as to the development of the hydrocarbon reserves, provided each well shall not be closer than 1,320 feet from an existing unit well completed in and producing from the formation and no closer than 660 feet from the drilling unit boundary. The Board also expressly eliminated any first well siting requirements.

7. Finally, pursuant to the 139-135 Order entered on November 18, 2015 (which is applicable only to Sections 27-34 of Township 2 South, Range 1 East for purposes of this Request), the Board modified the 139-42 Order and extended the 139-84 Order to apply to the following lands:

Township 2 South, Range 1 East, USM
Sections 27-34 (among others)

(the “139-135 Lands”). The 139-135 Order additionally authorized up to four (4) producing wells upon the drilling units, to be drilled at the option of the operator and with the operator’s full discretion as to the development of the hydrocarbon reserves, provided each well shall not be closer than 1,320 feet from an existing unit well completed in and producing from the formation and no closer than 660 feet from the drilling unit boundary. However, like the 139-84 Order, the Board did not specifically address whether the authorized wells are to be just vertical/deviated wells or may also include horizontal wells.

8. Pursuant to the 131-14 Order, the 131-24 Order, the 139-42 Order, the 139-84 Order, the 139-90 Order, and the 139-135 Order (collectively, the “Applicable Orders”), three currently-producing vertical wells have been drilled on the Subject Lands, two operated by Axia and one operated by Linn Operating, Inc., and one SLHW has been drilled, operated by Linn Operating, Inc.:

<u>Well</u>	<u>Location</u>	<u>Date of First Production</u>	<u>Operator</u>
Cook 1-26B1	T2S, R1W Sec. 26: SW ¹ / ₄ SW ¹ / ₄	11/5/91	Linn Operating, Inc.
Betts 2-261B	T2S, R1W Sec. 26: NE ¹ / ₄ NE ¹ / ₄	1/25/13	Linn Operating, Inc.
Windy Ridge- Livsey 25-15	T2S, R1W Sec. 25: SW ¹ / ₄ SE ¹ / ₄	3/16/10	Axia
Windy Ridge- Cook 25-5	T2S, R1W Sec. 25: SW ¹ / ₄ NW ¹ / ₄	11/27/12	Axia

(collectively, the “Existing Wells”).

9. Newfield's "Central Basin," which is part of the North Myton Bench Field, located South and West of the Subject Lands. In the Central Basin, Newfield has carried on a pilot drilling program focusing on LLHWs, but also allowing SLHWs, vertical and directionally-drilled wells to maximize the recovery of oil, gas and other hydrocarbons. Newfield's Central Basin is currently spaced pursuant to Order 139-134 (the "139-134 Order"), which spaced the following formations:

the interval from the top of the Lower Green river formation (TGR₃ marker) to the base of the Green River-Wasatch formations (top of Cretaceous), which base is defined as the stratigraphic equivalent of the Dual Induction Log depths of 16,720 feet in the Shell-Ute 1-18B5 well located in the S1/2NE1/4 of Section 18, Township 2 South, Range 5 West, U.S.M., and 16, 970 feet in the Shell-Brotherson 1-11B4 well located in the S1/2NE1/4 of Section 11, Township 2 South, Range 4 West, U.S.M.

(These are the same as the 139-90 Formations), for the following lands:

Township 2 South, Range 1 West, U.S.M.

All of the Sections included in Township 3 South, Range 1 West
All of the Sections included in Township 3 South, Range 2 West

Township 3 South, Range 3 West, U.S.M.

Sections 1-3, 10-15, 22-27, and 34-36, inclusive

(the "Central Basin Lands"). The 139-134 Order established forty-five (45) contiguous 1,280-acre stand-up drilling units. Furthermore, the Board authorized the drilling of up to 17 LLHWs and any combination of up to 8 SLHWs, vertical and directional wells, on each drilling unit. The Board also established 330 foot setbacks from the north and south boundary of each drilling unit and 560 foot setbacks from the east and west boundary of each drilling unit, 330 foot inter-well setbacks for horizontal wells producing in the same formation, and with respect to stacked

LLHWs, there shall be no inter-well setback laterally required provided the stacked horizontal laterals are located at least 100 feet or greater apart in vertical distance.

10. The exhibits and testimony received into evidence in this Cause, establish:

- a. Axia has identified five primary target formations and four exploratory formations in the following, which include the 131-14 Formations and the 139-90 Formations:

the interval from the top of the Lower Green River Formation (Mahogany Marker Bed) to the base of the Green River-Wasatch or the top of the North Horn Formation, the stratigraphic equivalent of which is defined as between 7,212 feet and 13,651 feet as shown in the Borehole Compensated Sonic-Gamma Ray Log of the Flying J – Dustin # 1 Well located in the NE1/4SW1/4 of Section 22, Township 2 South, Range 3 West, U.S.M., and as between 6,555 feet and 12,392 feet as shown in the Digital Sonic Log of the Devon – 1-26B1 Well located in the SW1/4SW1/4 of Section 26, Township 2 South, Range 1 West, U.S.M.

(the “Subject Formations”), all of which hold substantial reserves and recoverable reserves of oil, gas, and other hydrocarbons

- b. The geology in the Central Basin and in the Subject Formations is similar, except the Subject Formations in the Subject Lands are deeper and more mature than the same formations in the Central Basin.
- c. Although there are separate productive intervals within the Subject Formations, there are no geologic barriers that interfere with the communication between the various intervals in the Subject Formations. Accordingly the Subject Formations do constitute one “common source of supply.”
- d. Average hydraulic fracture orientation (N55° W) supports a stand-up drilling unit orientation for the Subject Lands;
- e. Average effective fracture half lengths, together with the average hydraulic fracture orientation, confirm 330-foot north and south drilling unit boundary setbacks and 560-foot east and west drilling unit boundary setbacks, and 330-foot lateral and 100-foot vertical setbacks from other horizontal wells for the

Subject Lands should result in efficient but limited communication between wells and allow greater flexibility in locating wells to maximize resource recovery, while still protecting correlative rights;

- f. 1280-acre (or substantial equivalent) drilling units are necessary to drill LLHWs;
- g. Consistent and uniform stand-up 1280-acre (or substantial equivalent) drilling units for the Subject Lands will dramatically facilitate flexibility and planning of multi-well pads, production facilities and infrastructure (pipeline) corridors, which improve economics and reduce surface disturbance, infrastructure duplication and traffic;
- h. Surface conditions across the Subject Lands limit available drilling locations;
- i. It is difficult, if not impossible, to establish uniform setbacks between LLHWs and vertical or directionally drilled wells. Yet, all types of wells may be required to maximize resource recovery. Separating individual production intervals within the previously established pool of the entirety of the Subject Formations could require separate metering and create additional administrative burdens to, or even prevent, commingling of production;
- j. Based on Axia's drilling plan and in conformance with testimony and evidence presented at the hearing, no more than 8 vertical wells may be drilled upon each 1,280-acre drilling unit, with the additional condition that vertical well density shall not exceed 4 vertical wells per 640-acre governmental section, or substantial equivalent. Up to 32 wells may be necessary to allow flexibility in filling in potential gaps and maximizing resource recovery from all productive intervals of the Subject Formations. These may be any combination of LLHW, SLHW, vertical, and directionally drilled wells, with the caveat above that no more than 8 vertical wells may be drilled per each drilling unit and no more than 4 of those vertical wells per 640-acre governmental section; and
- k. Based on the economic analysis reflected in Petitioner's Exhibit "L" admitted into evidence, LLHWs are economic with rates of return between 138% and 42%. In addition, if and to the extent vertical/directional wells or SLHWs are required, they too will be economic under certain geologic and reserve recovery circumstances in the respective drilling unit, particularly when

considering cost savings of multi-well pads, reduced infrastructure, diminished surface impacts, and project economics.

11. The testimony and evidence presented at the hearing supports the following:
 - a. the allocation of production from any well drilled on a 1280-acre (or substantial equivalent) stand-up drilling unit within the Subject Lands, except for the Existing Wells, as of the effective dates specified below is fair, just and reasonable under the circumstances and most-protective of correlative rights; and
 - b. the benefits of Axia's intended drilling program and allocation to all production interest owners on the basis of 1280-acre (or substantial equivalent) stand-up drilling units within the Subject Lands, as of the effective dates specified below, outweigh any detriment or dilution of a production interest on an existing individual well sectional allocation basis.

12. Axia provided testimony and evidence that the following effective dates of the requested Order are fair, just and reasonable under the circumstances:
 - a. for purposes of drilling LLHWs, including, but not limited to, approval of APD's and force pooling requests, the Order shall be effective immediately as to the Subject Lands and the Subject Formations and production from any LLHWs shall be allocated on a 1,280-acre (or substantial equivalent) basis;
 - b. for all wells, whether LLHW, SLHW, vertical or directional, that are drilled and completed subsequent to a LLHW drilled and completed in any of the

herein-approved drilling units, the Order shall be effective as of the date the first LLHW drilled and completed in the drilling unit and production from all such wells shall be allocated on a 1,280-acre (or substantial equivalent) basis;

- c. for the Existing Wells and for any SLHW, vertical, or directional wells drilled prior to the first LLHW drilled and completed in a drilling unit, this Order shall be of no force and effect. The Applicable Orders shall be unchanged and continue in effect only for the Existing Wells and for any SLHW, vertical, or directional wells drilled prior to a LLHW drilled and completed in a drilling unit, and further, the allocation of production for the Existing Wells and for any SLHW, vertical, or directional wells drilled prior to a LLHW drilled and completed in a drilling unit shall remain on a sectional 640-acre (or substantial equivalent) basis.

13. A copy of the Request was mailed, postage prepaid and properly addressed, to all production interest owners within the Subject Lands, to the working interest owners (including unleased owners) in the sections adjacent to the Subject Lands, including the Utah School and Institutional Trust Lands Administration (“TLA”), being the supervising governmental agency having jurisdiction over the State minerals in the Subject Lands, as wells as the BLM and BIA, the supervising governmental agencies having jurisdiction over the tribal minerals in the Subject Lands.

14. Notice of the filing of the Request and of the hearing thereon was published in the Salt Lake Tribune and the Deseret Morning News on March 5, 2017, and in the Uintah Basin Standard on March 7, 2017.

15. On March 31, 2017, by Minute Entry, the Board issued its decision in this Cause granting the Request, as conformed to Axia's agreed upon amendments at the hearing, as well as testimony and other evidence presented at the hearing.

CONCLUSIONS OF LAW

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

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

3. The Subject Formations as underlying the Subject Lands constitute a "common source of supply" as that phrase is defined in the Utah Code Ann. § 40-6-2(19).

4. Up to 32 wells, which may be any combination of LLHWs, SLHWs, vertical and directional, with the limitation that there may be no more than 8 vertical wells in each drilling unit and no more than 4 vertical wells per 640-acre governmental section, may be required to efficiently and economically drain each 1280-acre (or substantial equivalent) drilling unit and to prevent waste (by leaving resources in the ground).

5. Creation of the 1280-acre (or substantial equivalent) drilling units for the Subject Formations with the provisos outlined in the Order below is fair, reasonable and justified under the circumstances.

6. Correlative rights will be protected by the virtue of the setbacks.

7. For LLHWs and for any SLHW, vertical or directional well drilled and completed subsequent to the first LLHW drilled and completed in a drilling unit, the allocation of production on a 1,280-acre (or substantial equivalent) stand-up drilling unit basis is fair, just and reasonable under the circumstances and most protective of correlative rights. The benefits of Axia's intended drilling program and the allocation to all production interest owners on the basis of 1280-acre (or substantial equivalent) stand-up drilling unit within the Subject Lands after the drilling of a LLHW outweigh any detriment or dilution of a production interest on an existing individual well sectional allocation basis. Production from Existing Wells and from any SLHW, vertical or directional wells drilled prior to a LLHW drilled and completed in a drilling unit, shall continue to be allocated on the basis of a sectional 640-acre (or substantial equivalent) drilling unit, as provided under the Applicable Orders..

8. The relief granted hereby will result in consistent and orderly development and the greatest recovery of oil, gas and associated hydrocarbons from the Subject Formations and underlying the Subject Lands, prevent waste, and adequately protect the correlative rights of all affected parties.

9. Axia has sustained its burden of proof, demonstrated good cause, and satisfied all legal requirements for granting of the Request, as conformed to amendments agreed to by Axia at the hearing as well as the testimony and other evidence presented at the hearing.

ORDER

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

1. The Request in this Cause is granted.
2. The 131-14, 131-24, 139-42, 139-84, 139-90 and 139-135 Orders insofar as they pertain to the Subject Lands and Subject Formations are modified to conform to this Order for all LLHWs, SLHWs, vertical and directional wells drilled after the effective date of this Order, as provided in Order No. 14 below.
3. The initial LLHW drilled and completed in a drilling unit (as defined in Order No. 5 below), and all wells (LLHW, SLHW, vertical or directional) drilled and completed subsequent to the initial LLHW drilled and completed in the same drilling unit, shall be allocated on a 1,280-acre (or substantial equivalent) basis.
4. The Existing Wells, and all SLHW, vertical or directional wells drilled and completed prior to the first LLHW being drilled and completed in a drilling unit shall continue to be subject to the 131-14, 131-24, 139-42, 139-84, 139-90 and 139-135 Orders as they existed prior to the entry of this Order. Specifically, the Existing Wells and any SLHW, vertical or directional wells drilled and completed prior to the first LLHW drilled and completed in a drilling unit shall remain spaced on 640-acre (or substantial equivalent) drilling units, and the

allocation of production for the Existing Wells and for any SLHW, vertical or directional wells drilled and completed prior to the first LLHW drilled and completed in a drilling unit shall remain on a sectional 640-acre (or substantial equivalent) basis.

5. Stand-up (vertically-oriented) 1280-acre (or substantial equivalent) drilling units for the production of oil, gas and associated hydrocarbons from the Subject Formations are established as follows:

Township 2 South, Range 1 West, USM

Sections 25 and 36
Sections 26 and 35; and

Township 2 South, Range 1 East, USM

Sections 27 and 34
Sections 28 and 33
Sections 29 and 32
Sections 30 and 31

(collectively referred to herein as “drilling units” or “DSUs”).

6. Up to 32 wells, which may be any combination of LLHWs, SLHWs, vertical and directional, may be drilled and produce from the Subject Formations on each such DSU so established. However, vertical wells shall be limited to eight (8) within each DSU and vertical well density shall not exceed four (4) vertical wells per 640-acre governmental section (or substantial equivalent).

7. The operator shall have discretion to determine the order in which wells are drilled, the formation targeted by each well, and the orientation of each well, where applicable.

8. No producing interval of an authorized LLHW or SLHW may be located closer than 330 feet to the north and south, and 560 feet to the east and west, boundaries of each DSU so established, and no closer than 330 feet laterally to another horizontal well drilled to the same stratigraphic interval within the same DSU, without obtaining an exception location approval in accordance with Utah Admin. Code Rule R649-3-3. With respect to stacked LLHWs and SLHWs – LLHWs and SLHWs drilled to different stratigraphic intervals – within the DSU, there shall be no lateral inter-well setback distance required provided the stacked horizontal laterals are located at least 100 feet or greater apart in vertical distance. No producing interval of any future LLHW or SLHW may be located closer than 330 feet to the producing interval of any vertical or directional well, without obtaining an exception location approval in accordance with Utah Admin. Code Rule R649-3-3.

9. No vertical or directionally-drilled well may have producing intervals closer than 660 feet from a DSU boundary, and no closer than 330 feet to another vertical or directionally-drilled well drilled to the same stratigraphic interval within the same DSU, without obtaining an exception location approval in accordance with Utah Admin. Code Rule R649-3-3. With respect to any vertical/directional wells drilled to different stratigraphic intervals within the drilling unit, there shall be no lateral inter-well setback distance required.

10. The producing interval of any LLHW, SLHW, vertical or directional well may not be closer than 330 feet to any of the Existing Wells, without obtaining an exception location approval in accordance with Utah Admin. Code Rule R649-3-3. Production from the Existing Wells, and all SLHW, vertical or directional wells drilled and completed prior to the first LLHW

being drilled and completed in a drilling unit, shall remain on and continue to be allocated on a sectional (640-acre or substantial equivalent) basis in accordance with the Applicable Orders.

11. The surface location of any authorized LLHW or SLHW may be located anywhere on the drilling unit, and may also be located off the drilling unit so established, provided (i) proper surface and sub-surface authorization for such a location has been obtained as required by law and the well will be cased and cemented to the setbacks as set forth in Order No. 8 above, both to be evidenced and satisfied by a self-certification to such effect executed by the operator of said well and filed with the Division, and (ii) the other setbacks for the laterals set forth in Order No. 8 above are maintained.

12. The surface location of any authorized directional well may be located anywhere on the drilling unit, and may also be located off the drilling unit so established, provided (i) proper surface and sub-surface authorization for such a location has been obtained as required by law and the well will be cased and cemented to the 660-ft. setback as set forth in Order No. 9 above, both to be evidenced and satisfied by a self-certification to such effect executed by the operator of said well and filed with the Division, and (ii) the other setbacks for the laterals set forth in Order No. 9 above are maintained.

13. The surface location of any authorized vertical well may be located anywhere on the drilling unit, in operator's discretion, provided, however, that no vertical well may have producing intervals closer than 660 feet from the drilling unit boundary and no closer than 330 feet to another well drilled to the same stratigraphic interval, without an exception location approved in accordance with Utah Admin. Code Rule R649-3-3.

14. This Order shall be effective as of the date of filing, and the discrete drilling units established herein shall be effective as follows:

- a. for purposes of drilling LLHWs, including, but not limited to, approval of APD's and force pooling requests, the Order is effective immediately as to the Subject Lands and the Subject Formations and production from any LLHWs shall be allocated on a 1,280-acre (or substantial equivalent) basis;
- b. for all wells, whether LLHW, SLHW, vertical or directional, that are drilled and completed subsequent to a LLHW drilled and completed in any of the herein-approved drilling units, the Order shall be effective as of the date the first LLHW drilled and completed in the drilling unit and production from all such wells shall be allocated on a 1,280-acre (or substantial equivalent) basis;
- c. for the Existing Wells and for any SLHW, vertical, or directional wells drilled prior to the first LLHW drilled and completed in a drilling unit, this Order shall be of no force and effect. The Applicable Orders shall be unchanged and continue in effect only for the Existing Wells and for any SLHW, vertical, or directional wells drilled prior to a LLHW drilled and completed in a drilling unit, and further, the allocation of production for the Existing Wells and for any SLHW, vertical, or directional wells drilled prior to a LLHW drilled and completed in a drilling unit shall remain on a sectional 640-acre (or substantial equivalent) basis.

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

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

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

- (1)(a) Within 20 days after the date that an order is issued for which review by the agency or by a superior agency under Section 63G-4-301 is unavailable, and if the order would otherwise constitute final agency action, any party may file a written request for reconsideration with the agency, stating the specific grounds upon which relief is requested.
- (b) Unless otherwise provided by statute, the filing of the request is not a prerequisite for seeking judicial review of the order.
- (2) The request for reconsideration shall be filed with the agency and one copy shall be sent by mail to each party by the person making the request.

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

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

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

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

Id. See Utah Admin. Code Rule R641-110-200 for the required contents of a petition for Rehearing. If there is any conflict between the deadline in Utah Code Ann. §63G-4-302 and the deadline in Utah Admin. Code Rule R641-110-100 for moving to rehear this matter, the Board hereby rules that the later of the two deadlines shall be available to any party moving to rehear this matter. If the Board later denies a timely petition for rehearing, the party may still seek judicial review of the Order by perfecting a timely appeal with the Utah Supreme Court within 30 days thereafter.

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

heard argument from the parties in this Case concerning the advantages and disadvantages of the competing “overlapping” versus “converting” spacing proposals. As development proceeds under this Order, the Board invites any party who feels it is being sufficiently prejudiced by the spacing relief granted herein to file with the Board a request for any modifications of the relief granted herein that such party deems necessary. The Board intends to use its continuing jurisdiction in this matter to address any such issues as they arise and as may be better illuminated as development unfolds.

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

DATED AND EFFECTIVE this 9th day of June, 2017.

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

By:


Rufand J. Gill, Jr., Chairman

CERTIFICATE OF SERVICE

I hereby certify that on this 12th day of June, 2017, I caused a true and correct copy of the foregoing FINDINGS OF FACT, CONCLUSIONS OF LAW AND ORDER for Docket No. 2017-008 Cause No. 139-143, to be mailed by Email or via First Class Mail with postage prepaid, to the following:

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Lvl Investments LLC
PO Box 1926
Roosevelt, UT 84066

Lynn Labrum, Indiv And As Trustee Of
The Lynn Labrum Family Trust
% Bill Labrum
560 Areva Road, # 468-12
Roosevelt, UT 84066

Lynn Michael Larsen
1150 Red Hills Pkwy Unit 81
Washington, UT 84780-1315

Lynn R. Jarrett And Christena P. Jarrett, Jt
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Mcconkie, The Shawn Mcconkie Family Tr
Dtd 12/10/91
HC 64, Box 255
Duchesne, UT 84021

Mac E. Murdock And Julie A. Murdock
HC 67 Box 105
Fort Duchesne, UT 84026

Luana Nancy Mitchell
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Lynn Johnstun A/K/A James Lynn Johnstun
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Lynn Michael Larsen
305 E Sherman Ave
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[Undeliverable]

Lynn R. Harris And Jean P. Harris
Rfd Rt. 1, Box 220
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[Undeliverable]

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490 E. Lagoon St.
Roosevelt, UT 84066

Lynn W. Labrum
PO Box 1925
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Mako, LLC
12097 North cyprus dr
Highland, ut 84003-3685
[Address updated 3/7/2017]

Margaret E Baird
Heirs And/Or Devisees Of
1776 East 5600 South
Salt Lake City, UT 84117
[Undeliverable]

Margaret C Merrill
Heirs And/Or Devises Of
461 13th Ave
Salt Lake City, UT 84103
[Undeliverable]

Margaret Oberhansly, Indiv And As Pr Of
The Est Of O.B. Oberhansly A/K/A Clem
Oberhansly
6427 S. Golden Chain Dr.
Murray, UT 84107

Margee Allan
373 N 400 E
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Marian Manwaring Bodily
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% Elijah Maxwell Chapoose
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Fort Worth, TX 76102

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Michael Highsmith
% Sam & Reynolds PLLC
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Roosevelt, UT 84066

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Mitchell Steven Baxter
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Weedville, PA 15868

Monk Shavanaugh
% Ute Indian Tribe
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Moonshadow Ranches, LLC
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Ballard, UT 84066
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Morgan D. Clark And Gloria Clark
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Morrill Investments LLC
PO Box 355
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MRC Energy Company
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Dallas, TX 75240

Murray Realty LLC
660 S. 100 E., # 13-3
Roosevelt, UT 84066

Mitchell E. Johnson
PO Box 1941
Roosevelt, UT 84066

MLRE LLC
% Chris Parker
32 W. 200 S., # 426
Salt Lake City, UT 84101
[Undeliverable]

Montes Creek Investment Company, LLC
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Salt Lake City, UT 84105
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Municipal Building Authority Of Duchesne
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Duchesne, UT 84021
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American Fork, UT 84003

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Layton, UT 84040

Myrna Belle Spaulding
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Naomi Lutui
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Nancy Mitchell
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Houston, TX 77046

Norman O Rasmussen
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Upland, CA 91784

Northeastern Office Supply
32 W. Main St.
Vernal, UT 84078

Old Farm Estates, LLC
% Daniel R. Southwick
3422 N. 100 E.
Provo, UT 84604

Otp Roosevelt LLC
110 S. 500 S.
Provo, UT 84601

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Frandsen Indiv And As Co-Trustees Of The
Dean And Velma Frandsen Trust Dtd 2/6/97
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Opal Dillman
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[Undeliverable]

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Orlene R. Whyte A/K/A Orlene Whyte
A/K/A Arlene Whyte
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Pamela Moss Erickson
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9272 Lacrosse Lane
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Questar Gas
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Cummings, Dale Cummings
% Pearl Cummings
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Ralph Olsen
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Ramm Investments LLC
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Randall C. Labrum And Judy Labrum
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Randee Nielson
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Ray Edgar Labrum And Priscilla K. Labrum,
Indiv And As Trustees Of The Ray Edgar
Labrum And Priscilla K. Labrum Trust, Dtd
January 10, 2001
252 W. 300 S.
Vernal, UT 84078

Rebecca J. Murray
725 S. 100 E.
Roosevelt, UT 84066

Renee Manwaring
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68 S. 500 E.
Roosevelt, UT 84066

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770 W 2500 S
Vernal, UT 84078

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Randay & Dovie's Pizza LLC
HC 64, Box 283
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% Ryan LLC # 3166
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Roosevelt City Redevelopment
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% Mckeachie Law Offices PC
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Roosevelt Stake Of The Lds Church
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Sandra J Boyles, Trustee]
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Evangelina Carmona
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A/K/A Sharie Michelle O. Burris
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Shelly Murphy, Sally Olsen, And Sheree
Fitzgerald Hastings, Successor Trs Under
That Certain Declaration Of Trust Dtd
12/7/81
783 Double Eagle Dr.
Midway, UT 84049

Sherry Lynn Miller
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Rexburg, ID 83440

Shirley A. Rowley
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Shirley Marie Lucero
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Sharan E Bleyl
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% Sam & Reynolds LLC
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3614 Royal Road
Amarillo, TX 79109

Stacy Moss
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Salt Lake City, UT 84106

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% Department Of Transportation
State Office Bldg., # 204
4501 Constitution Blvd
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School & Institutional Trust Lands Admin
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Steven And Stevie Labrum
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Stuart Douglas Lyon
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Susan L. Bastian, Indiv And As Pr Of The
Estate Of Dick Bastian, Deceased
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Tamara Parkinson
4986 S 2000 W # 43
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Tara Coltharp Sparks
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Terry L. Scholes
Rt 3 Box 3134
Roosevelt, UT 84066

The 1995 Asay Family Trust
Z. Lavell Asay, Trustee
Route 2 Box 2362
Roosevelt, UT 84066
[Undeliverable]

The Amnd And Restatd Verlin H Vincent
Rev Trst, Verlin H. Vincent And Elaine
Vincent, Trs
PO Box 142
Jensen, UT 84035

The Ardith Allred Trust
Ardith Allred, Trustee
Route 2, Box 2667
Roosevelt, UT 84066

Tammy S. Chacon
110 E. 200 S.
Roosevelt, UT 84066

Ted Thomas, Jr.
27 North 400 West (64-15)
Roosevelt, UT 84066
[Undeliverable]

Thames River, LLC
3402 Evergreen Place
Salt Lake City, UT 84106

The 1995 Carol Lynn Tooke Trust
Carol Lynn Tooke, Trustee
220 North 100 West
Centerville, UT 84104

The Amnd And Restated Elaine Vincent Rev
Trst Elaine Vincent And Verlin H. Vincent,
Trustees
PO Box 142
Jensen, UT 84035

The Ashby Family Trust
Dtd October 25, 2000
Kenny Ashby And Anita S. Ashby, Trustees
1 Northridge Way
Sandy, UT 84092

The Blackmon Family Family Mineral Trust
James R. Blackmon, Trustee
PO Box 10909
Midland, TX 79702

The Brigham Krause Estate Trust
William Nicholson, CPA
As Successor Trustee
300 E 4500 S
Murray, UT 84107

The Beverlye Soli-Maritan Liv Trust
Beverlye Soli Maritan, Trustee
PO Box 109
Doylestown, PA 18901-0109
[Address updated 3/1/2017]

The Brenda Pierson Trust
U/A/D April 2, 2009
Brenda Pierson, Trustee
1010 West 19th Street
Costa Mesa, CA 92627-4100
[Address updated 3/7/2017]

The Brokaw Family Trust
Sherrie Brokaw, Successor Trustee
4225 S 1000 W
Roosevelt, UT 84066

The Charles Burnett Dunn Trust
Charles Burnett Dunn, Trustee
2836 E 38th Street
Tulsa, OK 74105

The Clyde R. Watkins Tr
Dtd December 20, 2012
Clyde R. Watkins, Trustee
PO Box 133
Altamont, UT 84001

The Corporation Of The City Of Roosevelt
255 S State Street
Roosevelt, UT 84066-2983

The Dean And Velma Frandsen Trust
Dtd 2/6/97
Velma Dean Frandsen, Trustee
920 Clubhouse Drive, Box 70-11
Roosevelt, UT 84066

The Byron M. Bolton Trust
Byron M. Bolton, Trustee
544 Harmston Avenue (117-12)
Roosevelt, UT 84066
[Undeliverable]

The Christensen Family Trust
Julia B Christensen &
Terry N Christensen, Trs
1732 W 540 N, Unit 36
Saint George, UT 84770

The Connie O. Bybee Family Tr
Dtd June 30, 2010
Connie O. Bybee And Jim Bybee, Trustees
6755 South 2240 East
Salt Lake City, UT 84121

The Davito Trust Dtd April 3, 1992
John Davito And Flora Davito As Trustees
2324 Longview Drive
Bishop, CA 93514

The Dee Ann Goodrich Trust
Deeann Goodrich, Trustee
286 South 425 West
Providence, UT 84332

The Erma B. Labrum Family Trust
Lloyd L. Labrum, Trustees
10747 S. 2000 E.
Sandy, UT 84092
[Undeliverable]

The Essie Lambert Family Trust,
Dtd July 8, 1992
Judy L. Houston And Gerald K. Lambert, Trs
1434 South 580 West
Woods Cross, UT 84087
[Undeliverable]

The Donna Buchanan Trust
Donna Buchanan, As Trustee
620 East 300 North
Roosevelt, UT 84066

The Erma M. Pace Family Trust
Erma P. Carter, Trustee
371 West 200 North
Vernal, UT 84078

The Essie Lambert Family Trust,
Dtd July 8, 1992
The G.L.J.L. Houston Tr Dtd 6/23/1994
Judy L. Houston And Gerald K. Lambert, Trs
11 E. Bonneville Dr.
Bountiful, UT 84010

The Evelyn Hampton Trust
Evelyn Hampton, Trustee
231 South 600 West
Vernal, UT 84078

The Floyd And Geneva Massey Trust
Dtd 7/23/15
Floyd L. Massey And Geneva H. Massey, Trs
PO Box 93
Jensen, UT 84035

The Garth G. Myers Tr No. R-100
Suzanne M. Yoho Hammond, Marilyn M.
Smith And Laurie Ann M. Peterson, Trustees
2385 E Stringham Ave
Salt Lake City, UT 84109

The George J. Landry Trust
George J. Landry And Sheila K. Landry, Trs
Box 1416
Roosevelt, UT 84066
[Undeliverable]

The Eulavon Larsen Rev Trust
Eulavon Larsen, Trustee
169 100 East (81-6)
Roosevelt, UT 84066
[Undeliverable]

The Florence Gallacher Nielsen Trust
Nancy Percival &
Timothy Lynn Rockwood, Trs
925 Clubhouse Drive (70-4)
Roosevelt, UT 84066

The Fredrickson Living Trust
Dtd August 1985
Gladys B. Fredrickson, Trustee
985 East 5750 South
Salt Lake City, UT 84121

The George Fenn Trust Dtd 3/18/1981
George Fenn, Trustee
PO Box 537
Roosevelt, UT 84066
[Undeliverable]

The George J. Landry Trust
George J. Landry And Sheila K. Landry, Trs
650 East 100 North
Roosevelt, UT 84066

The Gustave Fredrickson And Gladys
Boswell Fredrickson Family Trust
James Russell Fredrickson, Successor Tr
522 Sumac Lane
Provo, UT 84604-1828
[Address updated 4/11/2017]

The Henry M. & Jane C. Grether Rev Trust
Henry M. & Jane C. Grether, Trustees
2508 La Costa Ave
Carlsbad, CA 92009
[Undeliverable]

The Glen L. Sorenson Family Legacy Trust
Carol Scholes And Lila Rich, Trustees
PO Box 1809
Roosevelt, UT 84066
[Undeliverable]

The Helen B. Bergeson Trust
Helen B. Bergeson, Trustee
2127 Kirkcaldy Road
Fallbrook, CA 92028

The Houston Exploration Co.
1100 Louisiana Street, Suite 2000
Houston, TX 77002
[Undeliverable]

The Ira W. Massey Trust
First Security Bank, Trustee
92 N University Ave
Provo, UT 84601
[Undeliverable]

The J.H.C. Trust
Donald E. Cobb, Trustee
11988 W Marlow Ave
Morrison, CO 80465

The John R. And Joyce L. Eldredge
Family Trust
1061 South 1500 East
Ballard, UT 84066

The Hullinger Family Trust
Orvel M. Hullinger & Barta L. Hullinger, Trs
RR 2 Box 2338
Roosevelt, UT 84066
[Undeliverable]

The Isis Johnson Raynor Trst
Wallace A Raynor &
Patricia R Whittemore, Trs
2740 N. 1050 E.
North Ogden, UT 84404
[Undeliverable]

The Jewel Lambert Birch Hoyt And
Carma Fausett Hoyt Fmly Trst,
Carma Fausett Hoyt Tr
1524 North Hilltop Drive
Vernal, UT 84074

The Johnson Family Rev Trust
Dtd June 18, 1990
Phillip W. Johnson, Kathleen Taylor, And
Brent Todd Johnson, Successor Trustees
10 West Broadway, Suite 500
Salt Lake City, UT 84101
[Undeliverable]

The La Nora P. Allred Rev Family Trust
La Nora P. Allred, As Trustee, Or Any
Trustee
395 North 200 East
Spanish Fork, UT 84660

The Lester B And Helen B Hanson
Fmly Rev Trst
Lester B Hanson And
Helen B Hanson, Trustees
1036 East 310 North No. 1
Lehi, UT 84043
[Undeliverable]

The Joyce G. Hanson Trust
Joyce G. Hanson, As Trustee
3371 Plaza Way
Salt Lake City, UT 84109

The Margaret S. Wirick Trust
Ruth W Landsaw, Margaret W Gilbert,
Trustees
907 South Detroit, Suite 722
Tulsa, OK 74120

The Lawrell C. Jensen Rev Trust
Carl Lawrell Jensen And
Robert V. Jensen, Trs
12095 W. Belleview Dr.
Littleton, CO 80127

The Mary Ann B. Warren Inter Vivos Trust
Mary Ann B. Nelson, Trustee
2095 E Connor Park Cove
Salt Lake City, UT 84109

The Margaret A. Hooper Family Estate Trust
Jerry L. Hooper, Trustee
705 Lakeway Drive
El Paso, TX 79932
[Undeliverable]

The Mary Helen Harris Allred Trust
Mary Helen Harris Allred, Trustee
2727 S 50 W
Bountiful, UT 84101
[Undeliverable]

The Margie Lou Buchanan Trst
Dtd July 20, 2010
Margie Lou Buchanan, Trustee
262 W. Lagoon Street 451-1
Roosevelt, UT 84006

The Melba G. Hanson Family Limited
Partnership
6439 Hickory Lane
Salt Lake City, UT 84121

The Mary Helen Harris Allred Trust
711 N 700 E
Centerville, UT 84014

The Moon Family Trust
Vernon Moon And
Dorothy B. Moon, Trustees
3547 W. 5175 S.
Roy, UT 84067
[Undeliverable]

The Melba D. Bolton Trust
Melba D. Bolton, Trustee
% Byron Bolton
544 Harmston Avenue (117-12)
Roosevelt, UT 84066
[Undeliverable]

The Norma M. Denver Trust
Norma M. Denver, Trustee
43 North 700 East (120-4)
Roosevelt, UT 84066

The Mitchell And Cheryl Wilde
Family Rev Trst
Mitchell Jerald Wilde,
Cheryl Lynne Wilde, Trs
PO Box 1
Fort Duchesne, UT 84026

The Poulson Family Trust
Dora Lapriel Romney, Trustee
1502 Edgecliff Drive
Sandy, UT 84092

The Norma A. Wardle Trust
Norma A. Wardle, Trustee
339 West 350 South
Vernal, UT 84078

The Patricia Ann Peleschka Family
Living Trust
Patricia Ann Peleschka, Trustee
9888 South Marwood Park Lane
South Jordan, UT 84095

The Richard W Slemaker, Jr, And Margaret
A Slemaker Rev Liv Trst, Margaret A
Slemaker Tr
PO Box 163
Broken Arrow, OK 74013

The Roman Catholic Bishop Of
Salt Lake City
27 C Street E.
Salt Lake City, UT 84103

The Stanley A Anderson Family Trust
Stanley A Anderson &
Crystal O Anderson, Trs
230 South 600 West
Vernal, UT 84078

The Teresa Harmston Trust
Michael Harmston, Indiv And As
Successor Tr
132 S. Nye St., # 48-1
Roosevelt, UT 84066

The University Of Utah
% Jeffrey Paoletti
540 Arapeen Drive, Suite 250
Salt Lake City, UT 84108

The Robert Douglas Hale Maritan Trust
Kimberly Faggetti Maritan, As Trustee
1627 N Cambridge Road
Fayetteville, AR 72701

The RRB Family Trust
U/A/D March 23, 2010
Barbara Busch, Individually And As Trustee
2983 Robidoux Road
Sandy, UT 84093

The Susan Belle Fenn Trust Dtd 3/18/1981
Susan Belle Fenn, Trustee
PO Box 537
Roosevelt, UT 84066
[Undeliverable]

The Teresa Harmston Trust
Teresa Harmston, Indiv And As Trustee
% Michael Harmston
510 East Lagoon
Roosevelt, UT 84066
[Undeliverable]

The University Of Utah
300 E 4500 S
Murray, UT 84107-3939

The Walda A. Calder Trust
George Marion Calder &
Wanda A. Calder, Trs
116 West 500 North
Vernal, UT 84078

The Will Of Sol Kelly, Deceased
Jan Kelly Williamson, Parker C. Fielder,
Co-Trs
3208 Lamplighter Place
El Paso, TX 79925
[Undeliverable]

The Vicky Jenkins Family Trst
Dtd February 2007
Vicky Jenkins, Trustee
990 Gates Drive
Roosevelt, UT 84066
[Undeliverable]

The Watch Tower Bible And Tract Society
Of Pennsylvania
25 Columbia Heights
Brooklyn, NY 11201

The Willard S Murdock And Shirley Lynne
Murdock Family Trust
Shirley Lynne Murdock, Trustee
480 East 200 North (117-7)
Roosevelt, UT 84066
[Undeliverable]

Thelma Mckee
275 W. 100 N.
Roosevelt, UT 84066
[Undeliverable]

Thomas J. Jenkins Jr.
421 S 1500 E
Roosevelt, UT 84066

Timothy L. Rockwood And
Maurine Rockwood
105 N. 600 E., # 119-4
Roosevelt, UT 84066

Tina R Hymas
481 Countryside Ave
Rexburg, ID 83440

The Wiser Oil Company
PO Box 192
Sistersville, WV 26175
[Undeliverable]

Thomas Dee Scott
PO Box 122
Fillmore, UT 84631

Thomas Edwin Hall Testamentary Trust Bruce
B. Hall, Glade G. Hall, Edwin C. Hall, Trs
965 Pinnocchio Drive
Salt Lake City, UT 84116

Thomas Warren Mckenna AKA Warren
Mckenna And Kathryn Mckenna AKA
Kathryn M. Mckenna
1504 Lynwood
Logan, UT 84321
[Undeliverable]

Tina R Hymas
542 E 1st N St
Anthony, ID 83445
[Undeliverable]

Todd E. Richman And
Stephanie Lynn Richman
1907 W. North Cove Rd.
Roosevelt, UT 84066

Tommie E. Reidhead And Joan Reidhead,
Indiv And As Trs Of The Reidhead Family
Trst, Dtd 3/6/2013
Route 4 Box 3046
Roosevelt, UT 84066
[Undeliverable]

Tomlinson Properties LLC
950 W. 200 N., # 58-3
Roosevelt, UT 84066

Tony Glen Jones
411 Ely Avenue
Ely, NV 89301
[Undeliverable]

Tryon Family, LLC
47 N 100 E 83-2
Roosevelt, UT 84066
[Undeliverable]

Turner Lumber Inc.
565 E. Main St.
Vernal, UT 84078

Ubta-Ubet Communications Inc.
PO Box 398
Roosevelt, UT 84066

Uintah Basin Assn Of Government
330 E. 100 S.
Roosevelt, UT 84066

Uintah Basin Hydrocarbons, LLC
783 Double Eagle Dr.
Midway, UT 84049

Uintah County
147 E Main
Vernal, UT 84078

United States Of America
Bureau Of Land Management
Utah State Office
440 West 200 South, Suite 500
Salt Lake City, UT 84101

Trenna Bastian A/K/A Trenna Clark
PO Box 423
Roosevelt, UT 84066

Tupou V. Maile And Eseta Mate Maile
745 S. State St.
Roosevelt, UT 84066

Turner Petroleum Land Services LLC
9624 South Vance Ct
South Jordan, UT 84009-1526
[Address updated 3/22/2017]

Uinta Valley Shoshone Tribe
Of Utah Indians
PO Box 836
Fort Duchesne, UT 84026

Uintah Basin Concrete Products, Inc.
Box 1388
Roosevelt, UT 84066
[Undeliverable]

Uintah County
152 E 100 N
Vernal, UT 84078

Uintah County School District
Board Of Education
635 West 200 South
Vernal, UT 84078

Unknown Heirs And/Or Successors In
Interest
To Clyde R. Jenkins, Deceased
% Violet Lorna Jenkins
1505 East 1000 South
Roosevelt, UT 84066

Unknown Heirs And/Or Successors To Alva
C. Snow And Jean O. Snow, Deceased
% Gordon E. Snow
1046 W. 290 S., # 511-5
Roosevelt, UT 84066

Unknown Heirs And/Or Successors In
Interest
To Edward C. Shoup, Deceased
% Edwina K. Maki
681 Cassidy Drive
Durango, CO 81301

Unknown Heirs And/Or Successors To Gene
Mcconkie, Deceased
19500 Manzanita Dr.
Los Gatos, CA 95033
[Undeliverable]

Unknown Heirs And/Or Successors To Mont
Larsen And Larue Larsen, Deceased
% Connie Larsen Lamb
231 W. Lagoon St. (45-6)
Roosevelt, UT 84066

Unknown Heirs And/Or Successors To
Norman Goodrich And Sharon Goodrich,
Deceased
% Shantel G. Mccook
2385 E. Aspen Hills Place
Sandy, UT 84093

Utah Department Of Transportation
4501 South 2700 West
Salt Lake City, UT 84114

Ute Distribution Corp.
PO Box 696
Roosevelt, UT 84066

Ute Indian Tribe
PO Box 190
Fort Duchesne, UT 84026

Val D. Labrum
693 East 100 North
Roosevelt, UT 84066

Unknown Heirs And/Or Successors To
Melba H. Eldredge, Deceased
% Bette Wimmer
230 North 500 West
Moab, UT 84532

Unknown Heirs And/Or Successors To Newt
Miller And Marie Miller, Deceased
% Orienne Wilson
1135 Park Ridge Drive
Roosevelt, UT 84066

Us Design Garden Plaza LLC
301 S. Main St.
Roosevelt, UT 84066

Ute Cal Land Development Corporation
666 E Ocean, Suite 1708
Long Beach, CA 90802
[Undeliverable]

Ute Energy Upstream Holdings LLC
1875 Lawrence Street, Suite 200
Denver, CO 80202
[Undeliverable]

Val Clynton Robb And Carolyn Sewell Robb
PO Box 701
Roosevelt, UT 84066

Val Edward Labrum
1235 Clubhouse Dr.
Roosevelt, UT 84066

Val J. Killian And Gwen D. Killian
PO Box 310
Roosevelt, UT 84066

Val H. Wilkerson And Carma Wilkerson
475 S. 500 E., # 7-2
Roosevelt, UT 84066

Valda Massey
3079 West 500 South
Vernal, UT 84078-8944

Verlen Von Labrum
846 East 200 North
Roosevelt, UT 84066
[Undeliverable]

Vickie Lynn Grulke
1141 Cottonwood St.
Broomfield, CO 80020

Vicky L. Hopper
PO Box 970422
Orem, UT 84097

W. K. Oberhansly
6427 Golden Chain Drive
Salt Lake City, UT 84107

Wade A. Allen And Katherine Allen
333 East 4500 South, APT 4
Murray, UT 84107-3968
[Address updated 3/7/2017]

Wanda Hall Larsen
Box 1593
Roosevelt, UT 84066

Wasatch Industries LLC
103 25th St.
Ogden, UT 84401

Ventura G. Lira
PO Box 687
Capitan, NM 88316
[Undeliverable]

Vernon D. Buchanan And Margie Buchanan
262 W. Lagoon St., # 451-1
Roosevelt, UT 84066

Vicky Jenkins
PO Box 223
Henefer, UT 84033

Victor Jenecaro Favi Family Limited
Partnership
1649 Rat Pack Avenue
Henderson, NV 89002

W. Ronald Etheredge And Marie B.
Etheredge
% Beverly Shifflet
783 S. State St., # 20-8
Roosevelt, UT 84066

Walter E. Brower And Florence K. Brower
594 E 3610 S
Salt Lake City, UT 84106
[Undeliverable]

Wanda Silver
125 Aspen Terrace
Park City, UT 84098

Wayne D. Mills
511 E 400 S
Orem, UT 84097

Wentzel Energy Partners LLC
999 Tech Row
Madison Heights, MI 48071

Wayne G. Sorenson
Route 3, Box 3357
Myton, UT 84052

Western Petroleum Company, Inc.
PO Box 702676
Tulsa, OK 74170

Wiford Jausaud
6 N 6th Street, Apt. 1115
Yakima, WA 98901

Wildcat 3 LLC
1942 Barrett Park Dr.
Sandy, UT 84092

William B. Locke
8398 Old Mooringsport Road
Shreveport, LA 71107

William D. Preston
110 E. 200 S.
Roosevelt, UT 84066

William Kenneth Oberhansly
6427 S. Golden Chain Dr.
Murray, UT 84107

William Spain
634 7th Street
Tonganoxie, KS 66086
[Undeliverable]

Wyatt Energy, LLC
PO Box 22608
Houston, TX 77227

Western Petroleum Inc.
PO Box 54446
Lexington, KY 40555

Western Petroleum Co., Inc
% Beverly Soli Maritan, Vp
PO Box 109
Doylestown, PA 18901-0109
[Address updated 3/1/2017]

Wilda Bascom Tanner
312 N 300 W
Mapleton, UT 84664

Willard S. Murdock And Shirley Lynn
Murdock
480 East 200 North (117-7)
Roosevelt, UT 84066
[Undeliverable]

William D. Landes And Lisa M. Landes
763 S. State St.
Roosevelt, UT 84066

William Gaylon Yack
PO Box 853
Roosevelt, UT 84066

William R. Ward
44th South Main Mi-8
Roosevelt, UT 84066
[Undeliverable]

Wolf Investments LLC
PO Box 701
Duchesne, UT 84021

Wyatt Energy, LLC
24 Greenway Plz, Suite 600
Houston, TX 77046-2405
[Address updated 3/28/2017]

Wyatt Energy, LLC
24 Greenway Plaza, Suite 600
Houston, TX 77046-2401

York J. Fitzgerald, Sally Olsen, Shelly
Murphy, And Sheree Fitzgerald Hastings,
Indiv And As The Sole Heirs Of
Lacy B. Fitzgerald
783 Double Eagle Dr.
Midway, UT 84049

Zailyn Winn Reprogal
516 1/2 Avenue F, Lot # 14
Burkburnett, TX 76354

Zakery Scott Winn
15615 Emicke Place
Unit 406
Watertown, NY 13601

Zane Lavell Asay And Karma L. Asay
Zane Smith Asay And Virga B. Asay
Route 2 Box 2362
Roosevelt, UT 84066
[Undeliverable]

Zearon Devon Winn
859 Joran Drive
Webster, NY 14580

Zelva A. Goodrich
A/K/A Zelva Arlene Allred Goodrich
2027 East Forest Ridge Drive
Layton, UT 84040

Zions Bank
1 South Main Street
Salt Lake City, UT 84133

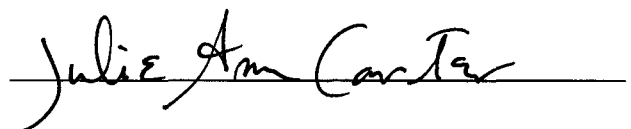
Zions First National Bank
PO Box 1330
Roosevelt, UT 84066
[Undeliverable]

Zola M. Allred
Route 2, Box 2726
Roosevelt, UT 84066

Ep Energy E&P Company LP
PO Box 4660
Houston, TX 77210-4660

Newfield Rmi LLC
24 Waterway Ave., Suite 900
The Woodlands, TX 77380

United States Of America
Bureau Of Land Management
Attn: Jerry Kenczka
Vernal Field Office
170 South 500 East
Vernal, UT 84078

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

FILED

MAR 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 AXIA ENERGY II, LLC FOR AN ORDER MODIFYING THE BOARD'S ORDERS ENTERED IN CAUSE NOS. 131-14, 131-24, 139-42, 139-84, 139-90 AND 139-135 TO ESTABLISH 1,280 ACRE (OR SUBSTANTIALLY EQUIVALENT) DRILLING UNITS FOR THE PRODUCTION OF OIL, GAS AND ASSOCIATED HYDROCARBONS FROM THE LOWER GREEN RIVER-WASATCH (COLTON) FORMATIONS, COMPRISED OF SECTIONS 25, 26, 35 AND 36 OF TOWNSHIP 2 SOUTH, RANGE 1 WEST, USM AND SECTIONS 27 THROUGH 34 OF TOWNSHIP 2 SOUTH, RANGE 1 EAST, USM, ALL IN UINTAH COUNTY, UTAH.

**ORDER GRANTING NEWFIELD
PRODUCTION COMPANY'S MOTION
FOR LEAVE TO FILE RESPONSE TO
THE REQUEST FOR AGENCY ACTION**

Docket No. 2017-008

Cause No. 139-143

The Utah Board of Oil, Gas and Mining having fully considered Newfield Production Company's Motion for Leave to File Response to the Request for Agency Action and finding good cause hereby enters its Order granting this motion.

Issued this 22nd day of March, 2017.

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

By



Ruland Gill, Jr.

Chairman

CERTIFICATE OF SERVICE

I hereby certify that on this 23rd day of March, 2017, I caused a true and correct copy of the foregoing ORDER for Docket No. 2017-008 Cause No. 139-143, to be mailed by Email or via First Class Mail with postage prepaid, to the following:

BEATTY & WOZNIAK, P.C.
David P. Bolda, Esq.
5406 W. 11000 N., Ste. 103-221
Highland, Utah 84003

Email: dbolda@bwenergylaw.com

Attorney for Petitioner Axia Energy II, LLC

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

Email: stevealder@utah.gov

Email: mreynolds@utah.gov

Email: mosswald@utah.gov

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

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

Attorney for EP Energy E&P Company, L.P.

Petitioner's Address:

Axia Energy II, LLC
Attention: Rick Gallegos
Vice President - Land
1430 Larimer Street, Suite 400
Denver, CO 80202

Email: rgallegos@axiaenergy.com

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

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

Respondent's Address:

EP Energy E&P Company, L.P.
PO Box 4660
Houston, TX 77210-4660

Mark L. Burghardt
Holland & Hart LLP
222 South Main Street Suite 2200
Salt Lake City, UT 84101

Attorney for Newfield Production Company

Respondent's Address:

Newfield Production Company
Travis Lindsey
24 Waterway Ave., Suite 900
The Woodlands, TX 77380