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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 WESTPORT OIL AND GAS COMPANY, L.P. FOR AN ORDER MODIFYING THE BOARD'S ORDERS ENTERED IN CAUSE NOS. 179-1, 179-6, 179-7 AND 179-9 TO PROVIDE FOR THE DRILLING OF ADDITIONAL WELLS TO ACHIEVE THE EQUIVALENT OF AN APPROXIMATE 40-ACRE WELL DENSITY PATTERN FOR THE PRODUCTION OF OIL, GAS AND ASSOCIATED HYDROCARBONS FROM THE WASATCH FORMATION AND MESAVERDE GROUP IN ALL OF SECTION 31, TOWNSHIP 9 SOUTH, RANGE 23 EAST, SLM, AND ALL OF SECTIONS 1-12, THE N $\frac{1}{2}$ OF SECTIONS 13 AND 14, ALL OF SECTION 15, THE E $\frac{1}{2}$ OF SECTION 16, AND ALL OF SECTIONS 17 AND 18, TOWNSHIP 10 SOUTH, RANGE 23 EAST, SLM, UTAH COUNTY, UTAH

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

Docket No. 2005-010

Cause No. 179-12

This cause came on for hearing before the Utah Board of Oil, Gas and Mining (the "Board") on Wednesday, June 22, 2005, at 10:00 a.m., in Richfield, Utah. The following Board members were present and participated at the hearing: Chairman J. James Peacock, Robert J. Bayer, Douglas E. Johnson, Kent R. Petersen, Samuel C. Quigley and Jean Semborski. Board member Jake Y. Harouny was unable to attend. The Board was represented by Michael S. Johnson, Esq., Assistant Attorney General.

Testifying on behalf of Petitioner Westport Oil and Gas Company, L.P. ("Westport") were Chris Latimer - Senior Landman, Robert Single - Geologist, and Scott

Gamble – Senior Reservoir Engineer. Frederick M. MacDonald, Esq., of and for Pruitt Gushee, a Professional Corporation, appeared as attorney for Westport.

Testifying on behalf of the Division of Oil, Gas and Mining (the “Division”) was Dustin Doucet, Petroleum Engineer. Alison Garner, Esq., Assistant Attorney General, appeared as attorney on behalf of the Division. The Division expressed its support for the granting of the Request for Agency Action at the conclusion of its presentation.

At the conclusion of Westport’s and the Division’s presentation, Assad Raffoul, Petroleum Engineer, Utah State Office of the Bureau of Land Management (“BLM”), and LaVonne Garrison, Assistant Director – Oil and Gas, Utah School and Institutional Trust Lands Administration, expressed their respective agencies’ support for the granting of the Request for Agency Action. Kirk Fleetwood, Petroleum Engineer, Vernal District Office of the BLM, was present but did not make a formal appearance or participate in the hearing.

EOG Resources, Inc. (“EOG”), the operating rights owner and operator of Section 3, Township 10 South, Range 23 East, SLM, filed with the Board a letter dated May 23, 2005 expressing its support for the granting of the Request for Agency Action.

No other party filed a response to Westport’s Request for Agency Action and no other party appeared or participated at the hearing.

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

FINDINGS OF FACT

1. Westport is a Delaware limited partnership in good standing and authorized to conduct business in the State of Utah. It is duly bonded with all appropriate State of Utah and Federal agencies relative to this cause.

2. By Order entered October 24, 1978 in Cause No. 179-1 (the "179-1 Order"), the Board established 320-acre or substantial equivalent stand-up drilling and spacing units for the development and production of oil, gas and associated hydrocarbons "from the interval described as commencing at the surface down to the top of the Mancos formation," for the following Uintah County, Utah lands:

Township 10 South, Range 23 East, SLM

- Section 1: Lots 1 (40.61), 2 (40.60), 3 (40.58) and 4 (40.57), S $\frac{1}{2}$ N $\frac{1}{2}$, S $\frac{1}{2}$ [All]
- Section 2: Lots 1 (40.56), 2 (40.58), 3 (40.58) and 4 (40.60), S $\frac{1}{2}$ N $\frac{1}{2}$, S $\frac{1}{2}$ [All]
- Section 3: Lots 1 (40.60), 2 (40.62), 3 (40.62) and 4 (40.64), S $\frac{1}{2}$ N $\frac{1}{2}$, S $\frac{1}{2}$ [All]
- Section 4: Lots 1 (40.64), 2 (40.63), 3 (40.63) and 4 (40.62), S $\frac{1}{2}$ N $\frac{1}{2}$, S $\frac{1}{2}$ [All]
- Section 5: Lots 1 (40.62), 2 (40.60), 3 (40.60) and 4 (40.58), S $\frac{1}{2}$ N $\frac{1}{2}$, S $\frac{1}{2}$ [All]
- Section 6: Lots 1 (40.59), 2 (40.59), 3 (40.61),

- 4 (39.42), 5 (38.87), 6 (38.93) and
7 (38.97), S $\frac{1}{2}$ NE $\frac{1}{4}$, SE $\frac{1}{4}$ NW $\frac{1}{4}$, W $\frac{1}{2}$ SW $\frac{1}{4}$,
SE $\frac{1}{4}$ [All]
- Section 7: Lots 1 (39.04), 2 (39.11), 3 (39.19)
and 4 (39.26), E $\frac{1}{2}$ W $\frac{1}{2}$, E $\frac{1}{2}$ [All]
- Section 8: All
- Section 9: All
- Section 10: All
- Section 11: All
- Section 12: Lot 1 (34.43), portion of Allotment 278
(5.57), SE $\frac{1}{4}$ SE $\frac{1}{4}$, N $\frac{1}{2}$ SE $\frac{1}{4}$, SW $\frac{1}{4}$, N $\frac{1}{2}$ [All]
- Section 15: All
- Section 16: E $\frac{1}{2}$
- Section 17: All
- Section 18: Lots 1 (39.31), 2 (39.34), 3 (39.36)
and 4 (39.39), E $\frac{1}{2}$ W $\frac{1}{2}$, E $\frac{1}{2}$ [All],

among other lands, and 320-acre or substantial equivalent lay-down drilling and spacing
units for the same production from the same interval for the following Uintah County,

Utah lands:

Township 10 South, Range 23 East, SLM

- Section 13: Lots 1 (11.39), 2 (35.48), 3 (39.12)
and 4 (36.85), portion of Allotment 278
(37.16), E $\frac{1}{2}$ NE $\frac{1}{4}$, W $\frac{1}{2}$ NW $\frac{1}{4}$ [N $\frac{1}{2}$]
- Section 14: N $\frac{1}{2}$.

The lands specifically described above are hereafter referred to as the "Bonanza Lands." The
Board additionally ruled only one well on each unit producing from said interval would be
allowed.

3. By Order entered May 24, 1994 in Cause No. 179-6 (the "179-6 Order"), the Board modified the 179-1 Order to allow the drilling of a second production well within the drilling and spacing units created under the 179-1 Order.

4. By Order entered February 3, 1995 in Cause No. 179-7 (the "179-7 Order"), the Board established 80-acre or substantial equivalent stand-up drilling and spacing units for the production of oil, gas and associated hydrocarbons from the interval between "the top of the Wasatch formation down to the base of the Mesaverde formation" for the following Uintah County, Utah lands:

Township 9 South, Range 23 East, SLM

Section 31: Lots 1 (39.01), 2 (38.95), 3 (38.89)
and 4 (38.83), E $\frac{1}{2}$ W $\frac{1}{2}$, E $\frac{1}{2}$ [All],

hereinafter referred to as the "Southman Canyon Lands," and ruled only one well on each such unit producing in said interval would be allowed. The permitted wells for each unit were to be located in the NW $\frac{1}{4}$ and SE $\frac{1}{4}$ within a drilling window 400 foot square on the center location; provided, however, that the Division may grant administrative approval for exception well locations for topographic, environmental and archaeological considerations and when "no surface occupancy" stipulations imposed by the lessors prohibited drilling at a legal location, without the necessity of a full hearing before the Board.

5. By Order entered December 28, 1999 in Cause No. 179-9 (the "179-9 Order"), the Board modified the 179-1 and 179-6 Orders to allow the drilling of up to four production wells on each of the drilling and spacing units created under the 179-1 Order. The additional authorized wells were to be located no closer than 920 feet from an existing well producing from the spaced interval and 460 feet from the exterior boundary of each unit; provided, however, that administrative approval may be granted for exception well locations for topographical, environmental and archaeological considerations and when "no surface occupancy" stipulations imposed by the lessors prohibited drilling at a legal location, without the necessity of a full hearing before the Board.

6. The oil, gas and associated hydrocarbons underlying the Bonanza and Southman Canyon Lands are primarily Federal, with the exception of Section 2 and the E $\frac{1}{2}$ of Section 16, which are owned by the State of Utah in trust for the benefit of its schools and institutions, and Allotment No. 278, which is Indian owned. All of the Bonanza and Southman Canyon Lands are leased except Allotment No. 278, and Lots 1 and 4 and the E $\frac{1}{2}$ NE $\frac{1}{4}$ of Section 13.

7. Westport is the sole lessee under the leases covering the Bonanza and Southman Canyon Lands except for the W $\frac{1}{2}$ of Section 15, in which it is a co-operating rights owner, and Section 3 and the NE $\frac{1}{4}$ SE $\frac{1}{4}$ and SW $\frac{1}{4}$ SE $\frac{1}{4}$ of Section 10, in which it owns no interest. Section 3 is under lease to EOG.

8. Westport and/or its predecessors in title have drilled numerous wells on the Bonanza and Southman Canyon Lands in accordance with the 179-1, 179-6, 179-7 and 179-9 Orders, all of which produce only from the Wasatch Formation and that part of the Mesaverde Group to the top of the Castlegate Sandstone as referenced by R.D. Hettinger and M.A. Kirschbaum in 2002 as pamphlet to Geologic Investigations Series I-2764, U.S. Department of the Interior, U.S. Geologic Survey, "Stratigraphy of the Upper Cretaceous Mancos Shale (Upper Part) and Mesaverde Group in the Southern Part of the Uintah and Piceance Basins, Utah and Colorado," defined for purposes of this Cause as:

that interval from the stratigraphic equivalent of 4,298 feet down to the stratigraphic equivalent of 8,726 feet, as shown on the Gamma and Caliper logs, Dual Laterologs and Compensated Neutron-Formation Density log of the Southman Canyon Federal 1-5 well located in the SE $\frac{1}{4}$ NW $\frac{1}{4}$ of Section 5, T10S, R23E, SLM.

9. Sandstones of the Wasatch and Mesaverde were deposited by meandering river channels that traversed a broad low-lying plain in the general region of the Bonanza and Southman Canyon Lands. These fluvial sands were eventually buried and encased in fine grained mud as the area subsided. New meandering channel systems established themselves nearby and, similarly with time, would be buried and preserved in the subsurface. Today, this package is a thick sequence of laterally discontinuous, compartmentalized, stacked-channel deposits. Data generated from the wells drilled on the

Bonanza and Southman Canyon Lands has confirmed that it is difficult to intersect many of these thin sandstones with a single wellbore; only a few channel sandstones are intersected in each well.

10. Production data from wells drilled on the Bonanza and Southman Canyon Lands indicates that initial rates have not degraded with respect to subsequent wells drilled within the same drilling and spacing unit; this is an indication of compartmentalization or discontinuous sand bodies with no pressure communication or depletion between wells. Compartmentalization based on the discontinuous nature of the sands within the Bonanza and Southman Canyon Lands inherently results in small drainage areas and inefficient extraction of reserves. Additionally, decline curve analysis of these wells indicates an unacceptably low recovery factor of less than 30% of original gas in place under the density pattern established under the existing 179-1, 179-6, 179-7 and 179-9 Orders.

11. The drilling of additional wells on the Bonanza and Southman Canyon Lands to achieve the equivalent of an approximate 40-acre well density pattern, *i.e.* allowing up to eight wells on the 320-acre or substantial equivalent drilling and spacing units established under the 179-1 Order and allowing a second well in each of the 80-acre or substantial equivalent drilling and spacing units established under the 179-7 Order, is economic and expected to bring recoveries up to a more respectable level by encountering additional sandstones. In other words, there is likelihood that, if development of the

Wasatch Formation and Mesaverde Group underlying the Bonanza and Southman Canyon Lands does not occur on an approximate 40-acre well density pattern, valuable resources will not be recovered.

12. There are numerous communitization agreements already in place covering portions of the Bonanza and Southman Canyon Lands, which were executed and approved by the requisite agencies in order to establish proration units in conformance with the 179-1 and 179-7 Orders. Production from any additional wells drilled within the existing drilling and spacing units subject to said agreements will be allocated to all royalty, overriding royalty and working and other production interest owners within the units in the same manner as is production from the wells currently within said units.

13. A copy of the Request for Agency Action was mailed, postage pre-paid and properly addressed, to all royalty, overriding royalty and working interest owners within the entirety of the Bonanza and Southman Canyon Lands, and to the working interest owners and operators of the eight sections contiguous to the Southman Canyon Lands, at their last addresses disclosed by the appropriate Federal, State and County realty records.

14. Notice of the filing of Westport's Request for Agency Action and of the hearing thereon was duly published in the Salt Lake Tribune, Deseret Morning News and Vernal Express.

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

CONCLUSIONS OF LAW

1. Due and regular notice of the time, place and purpose of the hearing was properly given to all parties whose legally protected interests are affected by the Request for Agency Action 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 matter covered by the Request for Agency Action 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(6).

3. The modification of the Board's Orders in Cause Nos. 179-1, 179-6, 179-7 and 179-9 to allow the drilling of additional wells on the Bonanza and Southman Canyon Lands to achieve the equivalent of an approximate 40-acre well density pattern, *i.e.* to allow up to eight producing wells on the 320-acre or substantial equivalent drilling and spacing units established under the 179-1 Order and two producing wells on the 80-acre or substantial equivalent drilling and spacing units established under the 179-7 Order, for the production of oil, gas and associated hydrocarbons from the Wasatch Formation and Mesaverde Group as defined under Findings of Fact No. 8 above, with the proviso that the additional wells so authorized may be located no closer than 920 feet from an existing well

producing from said formations and no closer than 460 feet from the exterior boundary of each unit unless an exception is granted by the Division in accordance with Utah Admin. Code Rule R649-3-3 for topographical, geological, environmental, and archeological considerations and when “no surface occupancy” stipulations imposed by the lessors prohibit drilling at a legal location, is just and reasonable under the circumstances.

4. Declaring that all existing wells located on the Bonanza and Southman Canyon Lands and producing oil, gas and associated hydrocarbons from the Wasatch Formation and Mesaverde Group as defined under Findings of Fact No. 8 above are authorized and deemed to be at lawful locations, notwithstanding the relief granted hereby, is necessary to avoid inconsistency with the existing 179-1, 179-6, 179-7 and 179-9 Orders and is just and reasonable under the circumstances.

5. Authorizing in-fill drilling, rather than vacating the existing orders and downspacing, is necessary to avoid interfering with the contractual rights established under the existing communitization agreement covering portions of the Bonanza and Southman Canyon Lands. The correlative rights of the parties to said agreements will not be adversely affected by the in-fill drilling authorized hereby.

6. Westport has sustained its burden of proof, demonstrated good cause, and satisfied all legal requirements for the granting of its Request for Agency Action.

7. The relief granted hereby will result in the orderly development and greatest recovery of oil, gas and associated hydrocarbons from the Wasatch Formation and Mesaverde Group as defined under Findings of Fact No. 8 above as to the Bonanza and Southman Canyon Lands, prevent waste and adequately protect the correlative rights of all affected parties.

ORDER

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

1. The Request for Agency Action in this cause is granted.
2. The Board's Orders entered in Cause Nos. 179-1, 179-6, 179-7 and 179-9 are hereby modified to allow the drilling of additional wells on the Bonanza and Southman Canyon Lands to achieve the equivalent of an approximate 40-acre well density pattern, *i.e.* to allow up to eight producing wells on the 320-acre or substantial equivalent drilling and spacing units established under the 179-1 Order and two producing wells on the 80-acre or substantial equivalent drilling and spacing units established under the 179-7 Order, for the production of oil, gas and associated hydrocarbons from the Wasatch Formation and Mesaverde Group as defined above.
3. The additional wells so authorized may be located no closer than 920 feet from an existing well producing from said formations and no closer than 460 feet from the

exterior boundary of each unit; provided, however, that administrative approval by the Division may be granted in accordance with Utah Admin. Code Rule R649-3-3 for exception well locations for topographical, geological, environmental, and archaeological considerations and when “no surface occupancy” stipulations imposed by the lessors prohibit drilling at a legal location, without the necessity of a full hearing before the Board.

4. All existing wells located on the Bonanza and Southman Canyon Lands and producing oil, gas and associated hydrocarbons from the Wasatch Formation and Mesaverde Group as defined above are hereby declared to be authorized and located at lawful locations, notwithstanding the consequences of the relief granted hereby.

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

6. 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. § 63-46b-10 and Utah Administrative Code Rule R641-109.

7. Notice re: Right to Seek Judicial Review by the Utah Supreme Court or to Request Board Reconsideration: As required by Utah Code Ann. § 63-46b-10(e) to -

10(g), the Board hereby notifies all parties in interest that they have the right to seek judicial review of this final Board Order in this formal adjudication by filing a timely appeal with the Utah Supreme Court within 30 days after the date that this Order issued. Utah Code Ann. § 63-46b-14(3)(a) and - 16. As an alternative to seeking immediate judicial review, and not as a prerequisite to seeking judicial review, the Board also hereby notifies parties that they may elect to request that the Board reconsider this Order, which constitutes a final agency action of the Board. Utah Code Ann. § 63-46b-13, entitled, "Agency Review - Reconsideration," states:

(1)(a) Within 20 days after the date that an order is issued for which review by the agency or by a superior agency under Section 63-46b-12 is unavailable, and if the order would otherwise constitute final agency action, any party may file a written request for reconsideration with the agency, stating the 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. § 63-46b-13 and the deadline in Utah Admin. Code Rule R641-110-100 for moving to rehear this matter, the Board hereby rules that the later of the two deadlines shall be available to any party moving to rehear this matter. If the Board later denies a timely petition for rehearing, the party may still seek judicial review of the Order by perfecting a timely appeal with the Utah Supreme Court within 30 days thereafter.

8. 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.

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

DATED this 5th day of July, 2005.

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

By: 
J. James Peacock, Chairman

CERTIFICATE OF SERVICE

I hereby certify that I caused a true and correct copy of the foregoing "Findings of Fact, Conclusions of Law and Order" for Docket No. 2005-010, Cause No. 179-12 to be mailed with postage prepaid, this 6th day of July, 2005, to the following:

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