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AUG 25 1998

SECRETARY, BOARD OF
OIL, GAS & MINING

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

IN THE MATTER OF THE REQUEST)
FOR AGENCY ACTION OF THE)
ANSCHUTZ CORPORATION FOR)
AN ORDER APPROVING THE)
FORMATION AND OPERATION OF)
THE ANSCHUTZ RANCH PALEOZOIC)
UNIT ENCOMPASSING LANDS)
WITHIN TOWNSHIP 3 NORTH)
AND 4 NORTH, RANGE 7 EAST,)
SLM, SUMMIT COUNTY, UTAH,)
IN ACCORDANCE WITH UTAH CODE)
ANN. § 40-6-8 AND VACATING THE)
BOARD'S PRIOR ORDER IN CAUSE)
NO. 183-12 ESTABLISHING 640-ACRE)
DRILLING AND SPACING UNITS)
FOR THE PRODUCTION OF GAS)
FROM THE WEBER FORMATION)
IN SUMMIT COUNTY, UTAH.)

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

**DOCKET NO. 98-013
CAUSE NO. 183-13**

This cause came on for hearing before the Utah Board of Oil, Gas and Mining (the "Board") on Wednesday, July 29, 1998, at the hour of 11:30 a.m. The following Board members were present and participated at the hearing:

Dave D. Lauriski, Chairman
Thomas B. Faddies
Jay L. Christensen
Elise Erler
Raymond Murray
Allan Mashburn
Stephanie Cartwright

Attending and participating on behalf of the Division of Oil, Gas and Mining (the "Division") were Lowell P. Braxton, Acting Director, and John Baza, Associate Director, Oil and Gas. The Board and the Division were represented by Daniel G. Moquin and Patrick J. O'Hara, Esq., respectively, Assistant Attorneys General.

Testifying on behalf of Petitioner, The Anschutz Corporation ("Anschutz") were Pamela S. Kalstrom, Senior Landman at Anschutz, Paul R. Lamerson, Consulting Geologist, and Hal Koerner, Jr., Petroleum Engineer and Anschutz's General Manager for Drilling and Production. A. John Davis, Pruitt, Gushee & Bachtell, appeared as attorney on behalf of Anschutz.

No statements were made in opposition to the Request for Agency Action. Assad Raffoul, Petroleum Engineer, Utah State Office, Bureau of Land Management ("BLM") and Clayton Parr, Attorney at Law, representing Rhea M. Bagnell, an adjoining mineral owner, questioned Petitioner's witnesses regarding potential drainage and other matters but did not object to the Request for Agency Action. No other parties appeared or participated at the hearing.

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

FINDINGS OF FACT

1. On June 10, 1998, Anschutz submitted its Request for Agency Action in this matter, in accordance with Utah Statute and the applicable rules and regulations of the Board and Division for approval of the plan for unit development and operations for The Anschutz Ranch Paleozoic Unit (the "Unit") consisting of the following real property in Summit County, Utah:

Township 4 North, Range 7 East, SLM

Section 15: Lots 1, 2, 3, 4, NE $\frac{1}{4}$
Section 21: Lots 1, 2, 3, 4, S $\frac{1}{2}$ SE $\frac{1}{4}$, NE $\frac{1}{4}$
Section 22: All
Section 23: All
Section 24: W $\frac{1}{2}$
Section 26: All
Section 27: All
Section 28: All
Section 32: SE $\frac{1}{4}$
Section 33: All
Section 34: All
Section 35: NW $\frac{1}{4}$

Township 3 North, Range 7 East, SLM

Section 3: Lots 1, 2, 3, 4, S $\frac{1}{2}$ N $\frac{1}{2}$, S $\frac{1}{2}$ (All)
Section 4: Lots 1, 2, 3, 4, S $\frac{1}{2}$, S $\frac{1}{2}$ N $\frac{1}{2}$ (All)
Section 5: Lots 1, 2, S $\frac{1}{2}$ NE $\frac{1}{4}$, S $\frac{1}{2}$
Section 8: All
Section 9: Lots 3, 4, 5, 6, N $\frac{1}{2}$

containing 8,688.67 acres, more or less

hereinafter referred to as the "Unit Area."

2. The formations within the Unit Area requested to be unitized are all formations, including but not limited to, the Phosphoria and Weber formations, below the base of the Nugget formation being defined in Schlumberger's Gamma ray-Sonic for the Anschutz Ranch 34-2 well at a depth of 8,880 feet below the surface or the stratigraphic equivalent thereto.

3. The productive zones of the Phosphoria and Weber formations are the primary targets of the initial well identified as The Anschutz Ranch Deep 4-26 Well with a surface location in the NW¼ of Section 26, T4N, R7E. The well will be drilled directionally in a NW direction and will test the Phosphoria, Weber and Madison formations for the production of sour gas, condensate and associated hydrocarbons.

4. The gas and associated hydrocarbons within the Phosphoria and Weber formations within the Unit Area are believed to constitute a single pool.

5. A complete copy of the Declaration of Pooling and Agreement and attached Unit Operating Agreement for the Unit Area were received into evidence as Exhibit 16 (the "Agreements").

6. The Declaration of Pooling and Agreement has been executed and approved by all working interest, mineral interest, royalty and overriding royalty interest owners

within the unit area, thereby resulting in 100% agreement in the terms thereof. In addition, all working interest and unleased mineral interest owners in the unit area have approved the Unit Operating Agreement. Together, the Agreements establish the plan for unit development and operations of the proposed unit.

7. The Agreements provide for allocation of production and expense on a percentage basis established by calculation of the bulk rock volume owned by each of the working interest owners in the expected productive area of the Phosphoria and Weber formations within the Unit Area. Such allocation will, as far as can be practically determined, result in a just and equitable allocation of the oil and gas produced and saved to each separately owned tract in the Unit Area.

8. In order to protect the correlative rights of adjoining owners, in its Petition, Anschutz requested an order requiring that the bottom hole location of wells in the unit be no closer than 1,000 feet from the exterior boundary of the unit. In testimony received at the hearing, Anschutz expanded this request to provide that the producing zone or zones in the wellbore of all wells located within the Unit shall be no closer than 1,000 feet from the exterior boundary of the Unit. The Board finds that this 1,000 foot setback will protect the correlative rights of all owners in sections adjacent to and adjoining the Unit.

9. Anschutz is a responsible and experienced operator of oil and gas wells and is capable of carrying out the duties of unit operator of the Unit for the proposed project.

10. The value of the estimated additional recovery of oil and gas will substantially exceed the estimated additional costs of conducting proposed operations.

11. Anschutz has also requested an order:

a) vacating the Board's prior Order of December 7, 1984 in Cause No. 183-12, establishing 640 acre drilling and spacing units for the Weber formation (the "Weber Spacing Order"); and

b) exempting the Unit area from the application of the statewide spacing and location requirements of Utah Admin. Code Rule R649-3-2 thereby allowing future wells within the unit to be located by the operator in a manner that optimizes hydrocarbon recovery, avoids the drilling of unnecessary wells and prevents waste.

12. The drilling and spacing order establishing 640 acre drilling units in the Weber formation entered by the Board in Cause No. 183-12 on December 7, 1984 was based upon limited technical information available at that time. Based upon the testimony of the Anschutz expert witnesses, and the exhibits entered in support thereof, the Board finds that:

a) significant new knowledge of the Phosphoria and Weber formations and other deep formations has been gained by Anschutz and the other unit participants since the drilling of the Amoco Island Ranch "D" No. 1 well, the initial discovery well for the Weber formation;

b) the request to vacate the prior Weber Spacing Order and allow the operator to select appropriate well locations is based upon a wealth of geologic, structural, and reservoir data obtained from over 20 wells drilled in the field since the 1984 Order, including three deep Paleozoic penetrations;

c) the evidence shows that the anticline is asymmetrical and plunges deeply to the southwest at the Nugget Sandstone structural position. At the Phosphoria and Weber formation levels, the anticline has a steep to overturned southeast flank and gentle northwest flank. To obtain maximum drainage of reserves from these deep formations, the well must be perforated as high as structurally possible in the northwest flank and the southwest plunge of the anticline. By locating the proposed well as requested, and drilling directionally, Anschutz expects to intercept the Phosphoria, Weber and Madison formations close to the crest of their structures. By doing so, in addition to maximizing the available recovery in the initial and any subsequent wells in the unit, Anschutz also expects to take advantage of natural fracturing and minimize water production.

d) unit development will be facilitated and the maximum hydrocarbon recovery will be achieved by vacating the existing Weber Spacing Order and allowing the operator to determine the optimal surface and producing interval location for all wells within the Unit, subject to the restriction that the producing zone(s) of the well bore in all wells shall be no closer than 1000 feet from the exterior boundary of the unit;

13. The Anschutz Ranch Paleozoic Unit and Project is feasible, is in the public interest, promotes conservation, is designed to increase the ultimate recovery of oil and gas, avoid the drilling of unnecessary wells, prevent waste and protect the correlative rights of each affected owner.

14. Pursuant to the requirements of statute and Utah Admin. Code Rules R649-3-3.5 and R649-10-3, Anschutz mailed, postage prepaid, a copy of the Request for Agency Action and attached exhibits to the owners of all drilling units directly or diagonally offsetting the Weber Spacing Area and all operators, working interest owners, mineral owners, royalty owners and overriding royalty owners (a) within the Unit area, (b) within the Weber Spacing Area and (c) within one mile of the exterior boundary of the Unit Area.

15. All technical requirements for the approval of the unitization of the oil and gas interests within the defined unitized formations of the Unit Area have been met.

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

CONCLUSIONS OF LAW

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

18. The Board has jurisdiction over all matters covered by the Request for Agency Action pursuant to Utah Code Ann. § 40-6-5 and has the power and authority to render the order herein set forth.

19. The proposed unit and the operations to be undertaken thereunder and the vacating of the Weber Spacing Order are reasonably necessary to fulfill the purposes of the Utah Oil and Gas Conservation Act (Utah Code Ann. §§ 40-6-1, *et seq.*).

20. The value of estimated additional recovery of oil and gas substantially exceeds the estimated additional cost of conducting the proposed operations.

21. The Declaration of Pooling and Agreement and Unit Operating Agreement submitted as Exhibit 16, properly include and comply in all respects with the requirements of Utah Code Ann. § 40-6-8(3), and are acceptable for the unitization and participation of oil and gas interests and for governing operations within the Unit Area.

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 orders as follows:

1. The development and operation as a unit of the Anschutz Ranch Paleozoic Unit, for the lands identified in paragraph 1 of the Findings of Fact, for all formations within the Unit Area below the base of the Nugget formation as defined in paragraph 2 of the Findings of Fact, is authorized and approved.

2. The Declaration of Pooling and Agreement and Unit Operating Agreement which together constitute the plan of unitization and operation for the Anschutz Ranch Paleozoic Unit are hereby approved and found to be in all respects in compliance with the provisions of Utah Code Ann. § 40-6-8, and with the rules and regulations of the Board and Division.

3. All oil and gas interests in the formations below the base of the Nugget formation as defined in paragraph 2 of the Findings of Fact within the Unit Area are hereby unitized for the production of gas, condensate and associated hydrocarbons as a common source and supply and are included in the Unit. Operations will be conducted pursuant to and in accordance with the Declaration of Pooling and Agreement and Unit

Operating Agreement admitted into evidence as Exhibit 16, unless otherwise mutually agreed upon by the owners of the Unit.

4. The prior Order of the Board in Cause No. 183-12 establishing 640 acre drilling and spacing units for the Weber formation within and adjacent to the Unit is hereby vacated and the Unit Area is hereby exempted from the application of Utah Admin. Code Rule R649-3-2 for all wells drilled below the base of the Nugget formation; however, it is ordered that the producing zone or zones of the well bores of all wells drilled within the Unit Area below the base of the Nugget formation shall be no closer than 1,000 feet from the exterior boundary of the Unit.

5. The Anschutz Corporation is the designated operator of the Unit.

6. Pursuant to Utah Administrative Code R641 and Utah Code Ann. § 63-46b-6 to -10 (1953, as amended), the Board has considered and decided this matter as a formal adjudication.

7. This Finding of Fact, Conclusions of Law and Order ("Order") is based exclusively on evidence of record in the adjudicative proceeding or on facts officially noted, and constitutes the signed written order stating the Board's decision and the reasons for the decision, all as required by the Administrative Procedures Act, Utah Code Ann. § 63-46b-10 and Utah Administrative Code R641-109.

8. 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) (1953, as amended), the Board hereby notifies all parties in interest that they have the right to seek judicial review of this final Board Order in this formal adjudication by filing a timely appeal with the Utah Supreme Court within 30 days after the date that this Order is issued. Utah Code Ann. § 63-46b-14(3) (a) and -16 (1953, as amended). 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 Administrative Code 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 that month.

Id. See Utah Administrative Code 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 (1953, as amended) and the deadline in Utah Administrative Code 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.

9. 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.

10. 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 ENTERED this 24TH day of August, 1998

STATE OF UTAH
BOARD OF OIL, GAS & MINING

By: _____

Dave D. Lauriski, 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 OF APPROVAL for Docket No. 98-013, Cause No. 183-13 to be mailed by first-class mail, postage prepaid, this 28th day of August, 1998, to the following:

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