

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

FILED
JAN 13 2011
SECRETARY, BOARD OF
OIL, GAS & MINING

PART I:)
)
IN THE MATTER OF THE REQUEST)
FOR AGENCY ACTION OF)
NEWFIELD PRODUCTION COMPANY)
FOR AN ORDER ESTABLISHING 40-)
ACRE DRILLING AND SPACING)
UNITS FOR THE PRODUCTION OF)
OIL, GAS, AND OTHER)
HYDROCARBONS FROM THE)
GREEN RIVER FORMATION IN THE)
S½ OF SECTION 13, TOWNSHIP 4)
SOUTH, RANGE 1 WEST, U.S.M., AND)
THE S½ OF SECTION 19, TOWNSHIP)
4 SOUTH, RANGE 1 EAST, U.S.M.,)
UINTAH COUNTY, UTAH.)
)
PART II:)
)
IN THE MATTER OF THE REQUEST)
FOR AGENCY ACTION OF)
NEWFIELD PRODUCTION COMPANY)
FOR AN ORDER POOLING ALL)
INTERESTS IN THE SO-)
ESTABLISHED DRILLING AND)
SPACING UNITS IN THE S½ OF)
SECTION 13, TOWNSHIP 4 SOUTH,)
RANGE 1 WEST, U.S.M., AND THE S½)
OF SECTION 19, TOWNSHIP 4)
SOUTH, RANGE 1 EAST, U.S.M.,)
UINTAH COUNTY, UTAH.)

SUPPLEMENTAL
FINDINGS OF FACT,
CONCLUSIONS OF LAW, AND
ORDER

Docket No. 2010-025
Cause No. 266-03

This Cause came on regularly for hearing before the Utah Board of Oil, Gas,
and Mining (the "Board") on Wednesday, October 27, 2010, and again on Wednesday,
December 8, 2010, both hearings at the hour of 9:00 a.m. in the Auditorium of the

Department of Natural Resources, 1594 West North Temple, Salt Lake City, Utah. The following Board members were present and participated at both hearings: Douglas E. Johnson, Chairman, Samuel C. Quigley, Jake Y. Harouny, Ruland J. Gill, Jr., Kelly L. Payne, and James T. Jensen. John R. Baza, Director, and John Rogers, Associate Director-- Oil and Gas, were present for the Utah Division of Oil, Gas and Mining (the "Division") at both hearings. The Board was represented at both hearings by Michael S. Johnson, Assistant Attorney General.

The petitioner, Newfield Production Company ("Newfield"), was represented at both hearings by Thomas W. Clawson of Van Cott, Bagley, Cornwall & McCarthy, and the Division was represented at both hearings by Steven F. Alder, Assistant Attorney General.

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

The Board, having fully considered the testimony adduced and the exhibits received into evidence at the October 27, 2010 hearing, and the proofs of newspaper publication received at the December 8, 2010 hearing, being fully advised, and good cause appearing, hereby makes the following findings of fact, conclusions of law, and order:

FINDINGS OF FACT

1. This Cause was heard by the Board at its October 27, 2010 hearing. Following that hearing, on December 2, 2010, the Board issued its Findings of Fact, Conclusions of Law, and Order Establishing Drilling Units and Interim Pooling Order (the "Prior Order"). The purpose of this order is to supplement certain findings and conclusions

in the Prior Order regarding published notice and directionally drilled wells, and to finalize the prior Interim Pooling Order.

2. The Prior Order required Newfield to publish notice apprising each Unlocatable Nonconsenting Owner¹ of its opportunity to lease its minerals or to participate in the drilling of each Subject Well. The published notice was to state that the Board would hold a hearing to allow each Unlocatable Nonconsenting Owner an opportunity to respond to Newfield's Request for Agency Action, and in particular, its request to force pool all nonconsenting owners who own interests in the oil and gas minerals beneath the Subject Lands, including the imposition of a 300% nonconsent penalty.

3. As evidenced by the Proof of Publication and Affidavit of Publication filed with the Board on December 2, 2010, and received into the record at the December 8, 2010 hearing, the notice to the Unlocatable Nonconsenting Owners was published for two consecutive weeks in the Salt Lake Tribune, and Deseret Morning News beginning on November 7, 2010, and for two consecutive weeks in the Uintah Basin Standard beginning on November 9, 2010 (together, the "Published Notice").

4. The Published Notice satisfied the publication requirement as stated in the Prior Order.

5. The Unlocatable Nonconsenting Owners include the following mineral owners:

Heirs of C. Geraldine Daniels
George E. Sanders
Robert Morris
Samuel Morris
Heirs of Karen McMillan

¹ Each capitalized term herein shall have the same meaning as defined in the Order unless otherwise defined herein.

6. No Unlocatable Nonconsenting Owner filed a response to the Published Notice or the Request for Agency Action or otherwise participated at the December 8, 2010 hearing.

7. Notice of the time, place, and purposes of the Board's regularly scheduled December 8, 2010 hearing was duly published in the Salt Lake Tribune, Deseret Morning News, and the Uintah Basin Standard pursuant to the requirements of Utah Administrative Code ("U.A.C.") Rule R641-106-100.

8. To accommodate certain surface owners, Newfield agreed to locate some of the Subject Wells outside the normal 400-foot square drilling window as provided under Rule 649-3-2(1), U.A.C. The pertinent wells include the:

- a. First Christian #11-19-4-1E Well;
- b. Welch #13-19-4-1E Well;
- c. Welch #14-19-4-1E Well;
- d. Welch #15-19-4-1E Well; and
- e. Rio Grande #15-13-4-1W Well

(the "Directional Wells").

9. The locations for the Directional Wells were shown on Land Exhibit 2 and Supplemental Land Exhibit 2 as introduced and admitted at the October 27, 2010 hearing. Such wells require approval of an exception well location under Rule R649-3-3, U.A.C. The necessity for such exception well locations for the Directional Wells was raised as a concern by the Board at the October 27, 2010 hearing.

10. At the October 27, 2010 hearing, Newfield agreed to directionally drill all but one of the Directional Wells so that the bottom hole location of such wells will

be located within the appropriate drilling window as prescribed by Rule R649-3-2(1).

Newfield subsequently agreed to drill all of the Directional Wells so that their bottom hole locations are located within the appropriate drilling window.

11. Directional drilling the Directional Wells eliminates the need for approval of exception well locations for those wells.

12. Newfield has filed amendments to the Applications for Permit to Drill (APD) for the Directional Wells seeking the Division's approval for the directional drilling operations in order to place the bottom hole locations for such wells within the drilling window as agreed to at the October 27, 2010 hearing and as provided under Rule R649-3-2(1).

13. Rule R649-3-11, U.A.C., entitled "Directional Drilling," is part of the Board's General Rules and governs the approval of applications to directionally drill a well. Rule R649-3-11(1) provides:

Except for the tolerances allowed under R649-3-10, no well may be intentionally deviated unless the operator shall first file application and obtain approval from the division.

Rule R649-3-11(1.1) provides:

An application for directional drilling may be approved by the division without notice and hearing when the applicant is the owner of all the oil and gas within a radius of 460 feet from all points along the intended well bore, or the applicant has obtained the written consent of the owner to the proposed directional drilling program.

14. The oil and gas minerals in the lands embraced within the Subject Lands are uniformly owned, as undivided interests.

15. Newfield's evidence presented at the October 27, 2010 hearing established that certain owners of mineral interests within the Subject Lands had not responded to Newfield's written notice of the Subject Wells by either leasing their interests or agreeing to participate in any of the Subject Wells (the Locatable Nonconsenting Owners) and that other mineral owners were not locatable (the Unlocatable Nonconsenting Owners) in spite of Newfield's diligent efforts to locate all of the mineral owners.

16. Newfield will not be able to obtain the written consent of the Unlocatable Nonconsenting Owners to directionally drill the pertinent Subject Wells. It is unlikely that Newfield will be able to obtain the written consent of the Locatable Nonconsenting Owners to directionally drill the pertinent Subject Wells.

17. Rule R649-2-1(2) provides:

Special rules and orders have been and will be issued by the board when required and shall prevail as against the general rules and orders of the board if in conflict therewith.

18. Rule R649-2-1(3) provides:

Exceptions to the general rules may also be granted by the director or authorized agent for good cause shown and shall prevail as against the general rules

19. After deliberating, on January 3, 2011, the Board voted unanimously to finalize Part II of Newfield's Request for Agency Action and to modify Utah Administrative Code Rule R649-3-11(1.1) as provided herein.

CONCLUSIONS OF LAW

1. Due and regular notice of the time, place, and purposes of the Board's regularly scheduled December 8, 2010 hearing was given to all interested parties in

the form and manner and within the time required by law and the rules and regulations of the Board.

2. Pursuant to Sections 40-6-5, 40-6-6, and 40-6-6.5 of the Utah Code and Utah Administrative Code Rules R649-2-1(2) and R649-2-1(3), the Board has jurisdiction over all of the interested parties and the subject matter of the Request for Agency Action, and has the power and authority to make and issue the order herein set forth.

3. Good cause appears to grant the Request for Agency Action regarding the force pooling of the mineral interests of the Locatable and Unlocatable Nonconsenting Owners in the Spaced Interval beneath the Subject Lands, as provided herein and as provided in the Prior Order.

4. Newfield has sustained its burden of proof, demonstrated good cause, and satisfied all legal requirements for granting and finalizing Part II of the Request.

5. The additional personalized Published Notice to the Unlocatable Nonconsenting Owners is adequate to apprise them of their opportunity to lease their minerals or to participate in the drilling of each Subject Well.

6. Newfield has fully complied with the Board requirements contained in U.A.C. Rule R649-2-9 to make a good faith offer to the Unlocatable Nonconsenting Owners to lease their interests or invite them to participate in the Subject Wells.

7. Pursuant to U.A.C. Rule R649-2-9, the Unlocatable Nonconsenting Owners are deemed to have refused to bear their proportionate share of the costs of the Subject Wells.

8. Pooling the interests of all owners with the Nonconsenting Owners in this Cause will promote the public interest, prevent waste of the oil and gas resources, maximize the potential for ultimate production of those resources, and protect the correlative rights of all owners, including Newfield, to their just and equitable shares of the pool in the Spaced Interval.

9. Approving Newfield's amended APDs for the Directional Wells without Newfield first obtaining the prior written consent of all owners within a 460 foot radius of the wellbores as required under Rule R649-3-11(1.1) will not adversely affect any mineral owner's correlative rights.

10. Unless Rule R649-3-11(1.1) is modified by the Board for the purposes of this Cause, Newfield's inability to obtain written consents from all owners within a 460 foot radius of the wellbores of the Directional Wells will require another hearing before the Board before the Directional Wells can be approved. Such an additional hearing is unnecessary as the Board is already apprised of the factual and legal issues involved and all interested persons or parties had notice of, and an opportunity to participate in, the October 27, 2010 and December 8, 2010 hearings.

11. Good cause appears to modify U.C.A. Rule R649-3-11(1.1) to authorize the Division to approve Newfield's amended APDs for the Directional Wells without Newfield first obtaining the prior written consent of all owners within a 460 foot radius of the wellbores of the Directional Wells as required under the rule.

ORDER

Based upon the Request for Agency Action, the testimony, evidence, and materials submitted and entered at the October 27, 2010 and December 8, 2010 hearings,

and the findings of fact and conclusions of law contained in the Prior Order and as stated above, it is therefore ordered that:

1. Part II of Newfield's Request for Agency Action seeking forced pooling of the Unlocatable Nonconsenting Owners' mineral interests in the Spaced Interval beneath the Subject Lands is granted.

2. The Unlocatable Nonconsenting Owners are identified in Finding of Fact No. 5 in this order and their mineral interests hereby forced pooled are identified in Finding of Fact No. 20 in the Prior Order.

3. The Unlocatable Nonconsenting Owners are "Nonconsenting Owners" as such term is defined in Section 40-6-1(11) of the Utah Code. Such a Nonconsenting Owner and its mineral interests in the Subject Lands shall be forced pooled as provided in the Prior Order.

4. Utah Administrative Code Rule R649-3-11(1.1) is hereby modified to authorize the Division to approve Newfield's amended APDs for the Directional Wells without Newfield first obtaining the prior written consent of all owners within a 460 foot radius of the wellbores of the Directional Wells as required under the rule.

5. Pursuant to U.A.C. Rule R641 and Utah Code Ann. §§ 63G-4-204 to -208, the Board has considered and decided this matter as a formal adjudication.

6. This Findings 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 Utah Administrative Procedures Act, Utah Code Ann. § 63G-4-208 and U.A.C. Rule R641-109.

7. Notice re Right to Seek Judicial Review by the Utah Supreme Court

or to Request Board Reconsideration: 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. §§ 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. The Utah Administrative Procedures Act provides:

(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 Administrative 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 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 § 63G-4-302 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.

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. The effective date of this Order is October 27, 2010.

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 this 13 day of January, 2011.

STATE OF UTAH
BOARD OF OIL, GAS AND MINING

A handwritten signature in cursive script that reads "Douglas E. Johnson".

By _____
Douglas E. Johnson, Chairman

4849-0095-1816, v. 1

CERTIFICATE OF SERVICE

I hereby certify that I caused a true and correct copy of the foregoing SUPPLEMENTAL FINDINGS OF FACT, CONCLUSIONS OF LAW, AND ORDER for Docket No. 2010-025, Cause No. 266-03 to be mailed with postage prepaid, this 18th day of January, 2011, to the following:

Thomas W. Clawson
Van Cott, Bagley, Cornwall & McCarthy
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Michael S. Johnson
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Utah Board of Oil, Gas & Mining
1594 West North Temple, Suite 300
Salt Lake City, UT 84116
[Via Email]

Steven F. Alder
Fred Donaldson
Assistant Attorneys General
Utah Division of Oil, Gas & Mining
1594 West North Temple, Suite 300
Salt Lake City, UT 84116
[Via Email]

Rio Grande Children's Home
1601 Elm, Suite 1700
Dallas, TX 75201

David Welch
P O Box 147
Greenville, PA 16125

Estate of Helen Snider
John L. Chishum, Executor
108 Wagonwheel Circle
Wimberley, TX 78676

Texas Numismatic Association
1812 Rainbow Drive
Richardson, TX 75081

Ben F. Love
4144 West 11th Street
Wichita, KS 67212

Terry Stocker
510 Brandon Avenue
Struthers, OH 44471

Shirley Sanders
211 E. Park Avenue
Columbiana, OH 44408

J. Robert Stratton
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Canton, OH 44708-1429

Ruth Elder
2700 7th Street, NE
Birmingham, AL 35215

First Christian Church of Edinburg
410 West University Drive
Edinburg, TX 78539

Heritage Foundation of Hidalgo County
902 South 2nd Street
Hidalgo, TX 78557

Museum of South Texas History
200 N. Closner Boulevard
Edinburg, TX 78541

Ester Dickinson
Donna J. Dyke, POA
5258 Aurora Road, NE
Mechanicstown, OH 44651

Kathryn J. Stocker
907 Ocean Place
Vero Beach, FL 32963

Richard T. Love
4833 Idyllbrooke Village Drive
Erie, PA 16506

Donna J. Dyke
5258 Aurora Road, NE
Mechanicstown, OH 44651

Martha Alt
6036 Big Walnut Road
Galena, OH 43021

Samuel Stratton
9250 White Pine Drive
Loveland, OH 45140

Wayne Stratton
475 Saddlehorn Circle
Roswell, GA 30076

Mary Lou Sanders
2201 Lakeway Boulevard, #49
Austin, TX 78734

C. Geraldine Daniels
fka C. Geraldine Perkins
Last known address
Boynton Beach, FL

Vivian Sanders
Wife of Gerald Sanders, deceased, son of
Ernest and Anna Sanders, both deceased
36414 State Rt. #172
Lisbon, OH 44432

Gerald Sanders, Jr.
Son of Gerald Sanders, deceased, son of
Ernest & Anna Sanders, both deceased
36414 State Rt. #172
Lisbon, OH 44432

Irma Sanders
Wife of Donald Sanders, deceased, son of
Ernest Sanders, deceased
1024 McNaughten Road
Columbus, OH 43213

George E. Sanders
Son of Herbert Sanders, son of Ernest
Sanders, deceased
Last known address
Salinas, CA

JoAnn Sanders
Daughter of George Arthur Sanders,
deceased, son of Solon & Grace Sanders,
both deceased
Last known address
New Waterford, OH 44445
Tel. 330-482-3231

Cheryl Winters
Daughter of Grace Lucille Winters,
deceased, daughter of George Arthur
Sanders, deceased, son of Solon & Grace
Sanders, both deceased
Address unknown

Denise Winters
Daughter of Grace Lucille Winters,
deceased, daughter of George Arthur
Sanders, deceased, son of Solon & Grace
Sanders, both deceased
Address unknown

Richard Winters
Son of Grace Lucille Winters, deceased,
daughter of George Arthur Sanders,
deceased, son of Solon & Grace Sanders,
both deceased
Address unknown

Heirs of Grace Kay Winters, deceased,
daughter of Grace Lucille Winters,
deceased, daughter of George Arthur
Sanders, deceased, son of Solon & Grace
Sanders, both deceased
Address unknown

American Red Cross
Attn: Michael Huckabee
P O Box 2202
Harlingen, TX 78551

Make A Wish Foundation
Attn: Ava Sandlin
One Park Place, Suite 405
McAllen, TX 78503

Oman Uintah Farm LLC
14340 South 3600 West
Bluffdale, UT 84065

Gary Deveraux, Trustee
2378 West 7575 South
West Jordan, UT 84084

Sheryl Simpican
47539 Metz Road
New Waterford, OH 44445-9778

Denise Tyma
1839 Alverne Drive
Youngstown, OH 44514

Richard Winters
1177 Carey Avenue
Akron, OH 44314

Crystal Van Arsdell
228 Hartman Road
Wadsworth, OH 44281

Kathy Mills
PO Box 151
Salem, OH 44460

Henderson Ranches, LLC
Route 3 Box 3671
Myton UT 84052
(Added 10/06/2010)

JoAnn Cope
46901 Metz Road
New Waterford, OH 44445
(Added 10/18/2010)

Stephanie Peterson
238 Lee Avenue
Lisbon, OH 44432
(Added 10/18/2010)

Stephen Weaver
14405 Market Street
Columbiana, OH 44408
(Added 10/18/2010)

Stephen Weaver
Address Unknown

Samuel Morris
Address Unknown

Karen McMillan
Address Unknown

Robert Morris
Address Unknown

Stephanie Peterson
Address Unknown

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

BEFORE THE BOARD OF OIL, GAS AND MINING

DEPARTMENT OF NATURAL RESOURCES

STATE OF UTAH

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SECRETARY, BOARD OF
OIL, GAS & MINING

PART I:

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NEWFIELD PRODUCTION COMPANY)
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S½ OF SECTION 13, TOWNSHIP 4)
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THE S½ OF SECTION 19, TOWNSHIP)
4 SOUTH, RANGE 1 EAST, U.S.M.,)
UINTAH COUNTY, UTAH.)

FINDINGS OF FACT,
CONCLUSIONS OF LAW, AND
ORDER ESTABLISHING DRILLING
UNITS AND INTERIM
POOLING ORDER

Docket No. 2010-025
Cause No. 266-03

PART II:

IN THE MATTER OF THE REQUEST)
FOR AGENCY ACTION OF)
NEWFIELD PRODUCTION COMPANY)
FOR AN ORDER POOLING ALL)
INTERESTS IN THE SO-)
ESTABLISHED DRILLING AND)
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SECTION 13, TOWNSHIP 4 SOUTH,)
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SOUTH, RANGE 1 EAST, U.S.M.,)
UINTAH COUNTY, UTAH.)

This Cause came on regularly for hearing before the Utah Board of Oil, Gas, and Mining (the "Board") on Wednesday, October 27, 2010, at the hour of 9:00 a.m. in the Auditorium of the Department of Natural Resources, 1594 West North Temple, Salt Lake City, Utah. The

following Board members were present and participated at the hearing: Douglas E. Johnson, Chairman, Samuel C. Quigley, Jake Y. Harouny, Ruland J. Gill, Jr., Kelley L. Payne, and James T. Jensen. John R. Baza, Director, and John Rogers, Associate Director--Oil and Gas, were present for the Utah Division of Oil, Gas and Mining (the "Division"). The Board was represented by Michael S. Johnson, Assistant Attorney General.

The petitioner, Newfield Production Company ("Newfield"), was represented by Thomas W. Clawson of Van Cott, Bagley, Cornwall & McCarthy, and Roxann Eveland, Landman, Stephen Adams, Geologist, and Chris Clark, Reservoir Engineer, testified on behalf of Newfield.

The Division was represented by Steven F. Alder, Assistant Attorney General. The Division filed its Staff Memorandum to the Board on October 12, 2010. Dustin Doucet, Petroleum Engineer, testified on behalf of the Division. The Division expressed its support for Newfield's Request for Agency Action filed in this Cause (the "Request") subject to the Division's recommendation to the Board that any exception well locations for the Subject Wells (as defined herein) should be administratively approved by the Division.

No other person or party filed a response to the Request and no other person or party appeared at or participated in the hearing.

The Board, having fully considered the testimony adduced and the exhibits received into evidence at the October 27, 2010 hearing, being fully advised, and good cause appearing, hereby makes the following findings of fact, conclusions of law, and order:

FINDINGS OF FACT

1. Notices of the time, place, and purposes of the Board's regularly scheduled October 27, 2010 hearing were mailed to all locatable interested parties by first-class mail, postage prepaid, and were duly published in the Salt Lake Tribune, Deseret Morning News, and the Uintah

Basin Standard pursuant to the requirements of the Utah Administrative Code (“U.A.C.”) Rule R641-106-100. Copies of the Request were mailed to all locatable interested parties pursuant to U.A.C. Rule R641-104-135.

2. Newfield Production Company (“Newfield”) is a Texas corporation in good standing, having its principal place of business in Denver, Colorado. Newfield is qualified to do and is doing business in Utah.

3. Newfield’s Request seeks an order establishing sixteen 40-acre (or substantial equivalent thereof) drilling and spacing units in, and the production of oil, gas, and other hydrocarbons from, the Green River Formation underlying the following described lands in Duchesne and Uintah Counties, Utah (the “Subject Lands”):

Township 4 South, Range 1 West, U.S.M.

§13: Lot 3 (38.74), Lot 4 (38.69),
W $\frac{1}{2}$ SE $\frac{1}{4}$, SW $\frac{1}{4}$

Township 4 South, Range 1 East, U.S.M.

§19: Lot 3 (43.71), Lot 4 (43.90),
E $\frac{1}{2}$ SW $\frac{1}{4}$, SE $\frac{1}{4}$

(containing 645.04 acres, more or less)

4. Newfield is an owner of working interests in the Subject Lands.

5. The Subject Lands are underlain by the Green River Formation. The Green River Formation is an easily-identifiable geologic formation within the Subject Lands and surrounding area.

6. The stratigraphic interval to be utilized for drilling and spacing purposes is described as follows (the “Spaced Interval”):

The Green River Formation as identified by the Dual Lateral Log run in the Newfield Production Company (formerly Greenwood Holdings) Federal #1-

26 Well located in the NE $\frac{1}{4}$ NW $\frac{1}{4}$ of Section 26, Township 8 South, Range 17 East, S.L.M., Uintah County, Utah, with the top of the spaced interval being found at a measured depth of 1,793 feet below the surface (+3,349' subsea), and the base of the spaced interval being found at a measured depth of 6,515 feet below the surface (-1,373' subsea) or to the stratigraphic equivalent thereof.

7. The Spaced Interval is equivalent to the pool being developed and produced in the Greater Monument Butte Unit located in close proximity to the Subject Lands. Development of the Green River Formation in the Greater Monument Butte Unit and other nearby fields has occurred on a drilling pattern utilizing one well per 40 acres.

8. The Spaced Interval is a stratigraphic trap, which underlies all or substantially all of the Subject Lands. It is made up of slightly dipping isolated and discontinuous beds of productive, lenticular fine-grained fluvial sands that were deposited in a marginal lacustrine environment, and which are randomly distributed vertically over several thousand feet. The productive sands constitute a pool—a common source of supply of oil, gas and other hydrocarbons—based on their common depositional environment and interwoven nature.

9. The Spaced Interval is a solution-gas drive reservoir.

10. The Subject Lands are not subject to any spacing order of the Board for the production of oil, gas, and other hydrocarbons from the Green River Formation.

11. The oil and gas minerals in the lands embraced within the Subject Lands are uniformly owned, as undivided interests, by numerous private owners. Some of the mineral owners have leased their privately-owned minerals to Newfield. Some of the owners have declined Newfield's offers to lease their minerals, and certain other mineral owners are not locatable. At the time of the hearing, Newfield was the only lessee of the oil and gas minerals in the Subject Lands.

12. The surface of the Subject Lands is privately owned and has been severed from the mineral estate. The surface of the S $\frac{1}{2}$ of subject Section 13 is owned by Gary Deveraux, as a Trustee. The surface of the S $\frac{1}{2}$ of subject Section 19 is owned by Oman Uintah Farm LLC.

13. There are currently no producing wells on the Subject Lands.

14. Newfield proposes to drill the following wells into the Spaced Interval beneath the Subject Lands (the "Subject Wells"):

- a. First Christian #9-19-4-1E located in the NE $\frac{1}{4}$ SE $\frac{1}{4}$ of subject Section 19.
- b. First Christian #10-19-4-1E located in the NW $\frac{1}{4}$ SE $\frac{1}{4}$ of subject Section 19.
- c. First Christian #11-19-4-1E located in the NE $\frac{1}{4}$ SW $\frac{1}{4}$ of subject Section 19.
- d. First Christian #12-19-4-1E located in the NW $\frac{1}{4}$ SW $\frac{1}{4}$ (Lot 3) of subject Section 19.
- e. Welch #13-19-4-1E located in the SW $\frac{1}{4}$ SW $\frac{1}{4}$ (Lot 4) of subject Section 19.
- f. Welch #14-19-4-1E located in the SE $\frac{1}{4}$ SW $\frac{1}{4}$ of subject Section 19.
- g. Welch #15-19-4-1E located in the SW $\frac{1}{4}$ SE $\frac{1}{4}$ of subject Section 19.
- h. Welch #16-19-4-1E located in the SE $\frac{1}{4}$ SE $\frac{1}{4}$ of subject Section 19.
- i. Rio Grande #9-13-4-1 located in the NE $\frac{1}{4}$ SE $\frac{1}{4}$ (Lot 3) of subject Section 13.
- j. Rio Grande #10-13-4-1 located in the NW $\frac{1}{4}$ SE $\frac{1}{4}$ of subject Section 13.
- k. Rio Grande #11-13-4-1 located in the NE $\frac{1}{4}$ SW $\frac{1}{4}$ of subject Section 13.
- l. Rio Grande #12-13-4-1 located in the NW $\frac{1}{4}$ SW $\frac{1}{4}$ of subject Section 13.
- m. Rio Grande #13-13-4-1 located in the SW $\frac{1}{4}$ SW $\frac{1}{4}$ of subject Section 13.
- n. Rio Grande #14-13-4-1 located in the SE $\frac{1}{4}$ SW $\frac{1}{4}$ of subject Section 13.
- o. Rio Grande #15-13-4-1 located in the SW $\frac{1}{4}$ SE $\frac{1}{4}$ of subject Section 13.

p. Rio Grande #16-13-4-1 located in the SE $\frac{1}{4}$ SE $\frac{1}{4}$ (Lot 4) of subject Section 13.

15. The testimony and evidence submitted at the October 27, 2010 hearing supports Newfield's request that 40-acre or equivalent drilling and spacing units should be established for the Spaced Interval beneath the Subject Lands. Projected decline curves and economic analyses show that the Subject Wells may be efficiently and economically drilled and produced on the basis of 40-acre spacing in the Subject Lands. One well in each 40-acre or equivalent unit is necessary to adequately recover the reserves therein.

16. Drilling and producing the Subject Wells on 40-acre or equivalent spacing from the Spaced Interval will not constitute waste. Forty acres is not smaller than the maximum area that can be efficiently and economically drained by a well completed and producing from the Spaced Interval.

17. Newfield has conducted a thorough title examination of the mineral ownership in the Subject Lands in an effort to identify and locate the owners of those interests. Despite Newfield's diligent search, some of the owners are not locatable.

18. At the time of the hearing, Newfield had obtained oil and gas leases from mineral owners holding 83.14815% of the mineral interests in the Subject Lands. No mineral owner had agreed to participate in any of the Subject Wells.

19. On or about September 13, 2010, Newfield sent written notices to all of the locatable unleased mineral owners at their last known addresses, inviting each such owner to either lease or participate in each Subject Well. The written notices included an Authorizations for Expenditures (AFE), which contained information regarding the drilling costs for each Subject Well, and a proposed form of operating agreement to cover the operations on each Subject Well.

20. As of the date of the hearing, the following mineral owners had not responded to the written notices by either leasing their interests or agreeing to participate in any of the Subject Wells:

Heirs of C. Geraldine Daniels	8.333333%
Gerald Sanders, Jr.	3.888889%
American Red Cross	2.5%
Irma Sanders	1.111111%
George E. Sanders	0.555555%
Robert Morris	0.115741%
Samuel Morris	0.115741%
Stephanie Peterson	0.115740%
Heirs of Karen McMillan	0.115740%

Each mineral owner's undivided interest in a Subject Well is listed next to its name.

21. As of the date of the hearing, the following mineral owners (who had not responded to Newfield's written notice) had been located by Newfield (the "Locatable Nonconsenting Owners"):

Gerald Sanders, Jr.
American Red Cross
Irma Sanders
Stephanie Peterson

22. As of the date of the hearing, the following mineral interest owners (who had not responded to Newfield's written notice) were not locatable (the "Unlocatable Nonconsenting Owners"):

Heirs of C. Geraldine Daniels
George E. Sanders
Robert Morris
Samuel Morris
Heirs of Karen McMillan

23. Newfield has made a good faith effort to locate the Locatable and Unlocatable Nonconsenting Owners. Newfield has in good faith attempted to reach agreement with

the Locatable Nonconsenting Owners to either lease their interests or obtain an agreement for such owners to bear their proportionate share of the costs of the Subject Wells.

24. Forced pooling of the Locatable and Unlocatable Nonconsenting Owners' interests in the drilling units for the Subject Lands established herein will promote the public interest, increase ultimate recovery, prevent waste, and protect the correlative rights of all owners.

25. Evidence presented at the hearing established that the weighted average landowner's royalty prescribed by Utah Code Ann. § 40-6-6.5(6)(a) is 16.06%. At the hearing and for purposes of administrative efficiency, Newfield proposed to pay a landowner's royalty of 1/6th or 16-2/3%. Newfield's proposed landowner's royalty is greater than that required by statute and is acceptable to the Board.

26. Newfield's evidence established that an interest charge of the Prime Rate plus 2% to be imposed on outstanding costs and expenses is reasonable. The "Prime Rate" is defined as the prime rate reported by Wells Fargo Bank in Salt Lake City, or, if Wells Fargo ceases to exist or to report a prime rate, then the Prime Rate shall be the prime rate reported by a comparable bank operating in the State of Utah.

27. Newfield provided testimony that the estimated net plugging and abandoning costs for each Subject Well will be and is \$8,000.

28. There are no written agreements for the pooling of the Nonconsenting Owners' interests in the drilling units comprising the Subject Lands.

29. The A.A.P.L. Form 610-1989 Model Form Operating Agreement ("JOA") introduced and admitted at the hearing as Land Exhibit 6 is a standard form of operating agreement, which contains terms and conditions commonly used by Newfield and its partners in the vicinity of the Subject Lands. The JOA contains provisions appropriate to govern the relationship between the

operator and the consenting and Nonconsenting Owners to the extent those terms and conditions address issues not expressly addressed in this Order and are not inconsistent with this Order.

30. The risks and costs of drilling each Subject Well supports the imposition of a risk compensation nonconsent penalty of 300%. A 300% nonconsent penalty is standard for the JOAs utilized by Newfield and its partners in the vicinity of the Subject Lands.

31. The Board voted unanimously to approve Part I and Part II of Newfield's Request, subject to the further publication of notice to the Unlocatable Nonconsenting Owners as provided herein.

CONCLUSIONS OF LAW

1. Due and regular notice of the time, place, and purposes of the Board's regularly scheduled October 27, 2010 hearing was given to all interested parties in the form and manner and within the time required by law and the rules and regulations of the Board. Due and regular notice of the filing of the Request was given to all interested parties in the form and manner required by law and the rules and regulations of the Board.

2. Pursuant to Sections 40-6-5, 40-6-6, and 40-6-6.5 of the Utah Code, the Board has jurisdiction over all of the interested parties and the subject matter of the Request, and has the power and authority to make and issue the order herein set forth.

3. Good cause appears to grant the Request regarding the establishment of 40-acre or equivalent drilling and spacing units for the Spaced Interval beneath the Subject Lands and for the force pooling of the mineral interests of the Locatable and Unlocatable Nonconsenting Owners in the Spaced Interval beneath the Subject Lands, as provided herein.

4. Establishing 40-acre or equivalent drilling and spacing units within the Subject Lands with the same set-off limitations contained in the Board's statewide well siting rule at

U.A.C. Rule R649-3-2(1) is just and reasonable and will further the public policies of this State by:

(1) allowing for the orderly development of the Spaced Interval within the Subject Lands; (2) preventing waste; (3) adequately protecting the correlative rights of all affected parties; (4) promoting the public interest; and (5) increasing the ultimate recovery of hydrocarbons from the Subject Lands.

5. Declaring the Subject Wells as the authorized wells for the drilling and spacing units established within the Subject Lands is just and reasonable under the circumstances.

6. Newfield has sustained its burden of proof, demonstrated good cause, and satisfied all legal requirements for granting Part I and Part II of the Request.

7. Newfield properly served all locatable mineral interests owners entitled to notice by mailing copies of the Request for Agency Action to those owners having legally protected interests.

8. Pursuant to U.A.C. Rule R649-2-9, the Locatable Nonconsenting Owners are deemed to have refused to bear their proportionate share of the costs of the Subject Wells.

9. Newfield has fully complied with the Board requirements contained in U.A.C. Rule R649-2-9 to make a good faith offer to the Locatable Nonconsenting Owners to lease their interests or invite them to participate in the Subject Wells.

10. Additional personalized published notice to the Unlocatable Nonconsenting Owners apprising them of their opportunity to lease their minerals or to participate in the drilling of each Subject Well is appropriate before the Board deems them to have refused to bear their proportionate share of the costs of drilling and operating each Subject Well.

11. A 300% risk compensation nonconsent penalty is appropriate for the Subject Wells.

12. The Request for Agency Action and evidence adduced at the hearing establish the need for force pooling upon terms that are just and reasonable.

13. Pooling the interests of all owners with the Nonconsenting Owners in this Cause will promote the public interest, prevent waste of the oil and gas resources, maximize the potential for ultimate production of those resources, and protect the correlative rights of all owners, including Newfield, to their just and equitable shares of the pool in the Spaced Interval.

ORDER

Based upon the Request, the testimony and evidence submitted and entered at the October 27, 2010 hearing and the findings of fact and conclusions of law as stated above, it is therefore ordered that:

1. Part I of Newfield's Request seeking the establishment of 40-acre or equivalent drilling and spacing units for the Spaced Interval within the Subject Lands is granted.
2. Forty-acre or equivalent drilling and spacing units for the production of oil, gas, and other hydrocarbons from the Spaced Interval defined as follows:

The Green River Formation as identified by the Dual Lateral Log run in the Newfield Production Company (formerly Greenwood Holdings) Federal #1-26 Well located in the NE $\frac{1}{4}$ NW $\frac{1}{4}$ of Section 26, Township 8 South, Range 17 East, S.L.M., Uintah County, Utah, with the top of the spaced interval being found at a measured depth of 1,793 feet below the surface (+3,349' subsea), and the base of the spaced interval being found at a measured depth of 6,515 feet below the surface (-1,373' subsea) or to the stratigraphic equivalent thereof.

for the following described lands:

Township 4 South, Range 1 West, U.S.M.

§13: Lot 3 (38.74), Lot 4 (38.69),
W $\frac{1}{2}$ SE $\frac{1}{4}$, SW $\frac{1}{4}$

Township 4 South, Range 1 East, U.S.M.

§19: Lot 3 (43.71), Lot 4 (43.90),
E½SW¼, SE¼

(containing 645.04 acres, more or less)

are hereby established.

3. Only one well may be drilled within each drilling unit. The Board's existing location and siting rule (U.A.C. Rule R649-3-2) shall govern the setbacks from other wells in the Spaced Interval within the drilling and spacing units established by this Order. Any application for an exception well location within the Subject Lands shall be handled administratively by the Division.

4. The Subject Wells as described in Finding of Fact No. 14 herein are hereby designated as the authorized wells for the drilling and spacing units established herein.

5. Part II of Newfield's Request seeking forced pooling of the Locatable Nonconsenting Owners' mineral interests in the Spaced Interval beneath the Subject Lands is granted.

6. The Locatable Nonconsenting Owners and their mineral interests hereby forced pooled are identified in Finding of Fact No. 21 above.

7. The Locatable Nonconsenting Owners are "Nonconsenting Owners" as such term is defined in Section 40-6-1(11) of the Utah Code.

8. Newfield shall publish notice apprising each Unlocatable Nonconsenting Owner (as identified in Findings of Fact No. 22 above) of its opportunity to lease their minerals or to participate in the drilling of each Subject Well. The published notice shall state that the Board will hold a hearing to allow each Unlocatable Nonconsenting Owner an opportunity to respond to Newfield's Request for Agency Action, and in particular, its request to force pool all nonconsenting owners who own interests in the oil and gas minerals beneath the Subject Lands, including the

imposition of a 300% nonconsent penalty. Once this notice has been published and proof of its publication filed, Newfield shall appear before the Board during the Board's regularly scheduled December 8, 2010 hearing. In the event that an Unlocatable Nonconsenting Owner does not file an objection or appear at the Board's December 8, 2010 hearing, Newfield shall have fully complied with the Board's requirements contained in U.A.C. Rule R649-2-9 and the Unlocatable Nonconsenting Owner shall be deemed to have refused to bear its proportionate share of the costs of the Subject Wells in accordance with U.A.C. Rule R649-2-9, and shall be deemed to be a "Nonconsenting Owner" as such term is defined in Section 40-6-1(11) of the Utah Code. Such a Nonconsenting Owner and its mineral interests in the Subject Lands shall be forced pooled as provided herein.

9. This Pooling Order is issued by the Board on an interim basis until such time as notice to the Unlocatable Nonconsenting Owners is published as set forth in Conclusion of Law No. 10 and Paragraph 8 above of this Order and the matter is heard by the Board at the Board's regularly scheduled December 8, 2010 hearing.

10. Operations incident to the drilling of a designated unit well upon any part of a drilling unit established by this Order shall be deemed for all purposes to be operations upon each separately owned tract, if any, in the drilling unit.

11. The portion of production allocated or applicable to a separately owned tract within any drilling unit established by this Order shall, when produced, be deemed for all purposes to have been produced from that tract by a well drilled on it.

12. Each owner shall pay his allocated share of the costs incurred in drilling and operating the Subject Wells, including, but not limited to, the costs of drilling, completing, equipping, producing, gathering, transporting, processing, marketing, storage facilities, reasonable

charges for administration and supervision of operations, and other costs customarily incurred in the industry, the accounting for which shall be governed by the terms of the JOA.

13. Each Nonconsenting Owner's interest in any Subject Well shall be deemed relinquished to the consenting owners during the period of payout for such well as provided in Utah Code Ann. §§ 40-6-6.5(4)(b) and (8).

14. During such payout period, the Nonconsenting Owners shall receive a royalty of 16-2/3% as the landowner's royalty attributable to each tract within the drilling and spacing units established by this Order comprising the Subject Lands. The 16-2/3% royalty shall be paid to the Nonconsenting Owners until such time as such Nonconsenting Owners' shares of costs, the 300% nonconsent penalty, and applicable interest charges have been fully recouped, as provided in Utah Code Ann. § 40-6-6.5 and in this Order.

15. Payout occurs when the consenting owners who participate in the costs of drilling and completing a Subject Well in a drilling unit recoup from the Nonconsenting Owners the costs and expenses of drilling and completing each Subject Well, together with the nonconsent penalty and interest, as provided for herein and under Utah Code Ann. § 40-6-6.5(4)(d).

16. The interest rate as permitted by Utah Code Ann. § 40-6-6.5(4)(d)(iii) is set to the prime rate, as set by Wells Fargo Bank in Salt Lake City, plus 2%, or if Wells Fargo Bank ceases to exist or to report a prime rate, then the prime rate shall be the prime rate reported by a comparable bank operating in the State of Utah.

17. The Nonconsenting Owners shall pay their proportionate share of the net costs of plugging and abandoning each Subject Well, which will be and is \$8,000 per well.

18. In calculating the division of interest for each Nonconsenting Owner, the landowner's royalty shall be proportionately reduced in the ratio that the Nonconsenting Owner's

interest bears to (a) the total interest in the tract and (b) further reduced in the ratio that the tract acres bear to the total acreage in the drilling unit.

19. When the consenting owners have recovered from the production from a Subject Well the Nonconsenting Owners' share of the costs of locating, drilling, completing and other costs as provided in Utah Code Ann. § 40-6-6.5(4)(d) for the well together with the nonconsent penalty as provided herein, the Nonconsenting Owners' relinquished interest shall automatically revert to it, and the Nonconsenting Owner shall from that time forward own the same interest in a Subject Well and the production from it, and shall be liable for further costs of operation, as if such owner had participated in the initial drilling and completion operations. Costs of operations after payout attributable to a Nonconsenting Owner shall be paid out of production.

20. Under any circumstances where a Nonconsenting Owner has relinquished its share of production to the consenting owners or at any time fails to take its share of production in-kind when it is entitled to do so, the Nonconsenting Owner is entitled to an accounting of the oil and gas proceeds applicable to its relinquished share of production; and payment of the oil and gas proceeds applicable to that share of production not taken in-kind, net of cost.

21. The terms and conditions of the JOA shall control the relationship of the consenting owners and Nonconsenting Owners as to all matters not expressly identified in this Order and to the extent they are not inconsistent with this Order. In the event any of the terms of the JOA shall conflict with the terms of this Order or Utah Code Ann. § 40-6-6.5, the terms of the statute or this Order, as applicable, shall control.

22. Pursuant to U.A.C. Rule R641 and Utah Code Ann. §§ 63G-4-204 to -208, the Board has considered and decided this matter as a formal adjudication.

23. This Findings 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 Utah Administrative Procedures Act, Utah Code Ann. § 63G-4-208 and U.A.C. Rule R641-109.

24. Notice re Right to Seek Judicial Review by the Utah Supreme Court or to Request Board Reconsideration: 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. §§ 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. The Utah Administrative Procedures Act provides:

(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 Administrative 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 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 § 63G-4-302 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.

25. 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.

26. The effective date of this Order is October 27, 2010.

27. 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 2nd day of ~~November~~ ^{DECEMBER}, 2010.

STATE OF UTAH
BOARD OF OIL, GAS AND MINING

By Douglas E. Johnson
Douglas E. Johnson, 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 ESTABLISHING DRILLING UNITS AND INTERIM POOLING ORDER for Docket No. 2010-025, Cause No. 266-03 to be mailed with postage prepaid, this 2nd day of December, 2010, to the following:

Thomas W. Clawson
Van Cott, Bagley, Cornwall & McCarthy
36 South State Street, Suite 1900
Salt Lake City, UT 84111

Michael S. Johnson
Assistant Attorneys General
Utah Board of Oil, Gas & Mining
1594 West North Temple, Suite 300
Salt Lake City, UT 84116
[Via Email]

Steven F. Alder
Fred Donaldson
Assistant Attorneys General
Utah Division of Oil, Gas & Mining
1594 West North Temple, Suite 300
Salt Lake City, UT 84116
[Via Email]

Rio Grande Children's Home
1601 Elm, Suite 1700
Dallas, TX 75201

David Welch
P O Box 147
Greenville, PA 16125

Estate of Helen Snider
John L. Chishum, Executor
108 Wagonwheel Circle
Wimberley, TX 78676

Texas Numismatic Association
1812 Rainbow Drive
Richardson, TX 75081

Ben F. Love
4144 West 11th Street
Wichita, KS 67212

Terry Stocker
510 Brandon Avenue
Struthers, OH 44471

Shirley Sanders
211 E. Park Avenue
Columbiana, OH 44408

J. Robert Stratton
2619 Fairfax CT NW Apt 6
Canton, OH 44708-1429

Ruth Elder
2700 7th Street, NE
Birmingham, AL 35215

First Christian Church of Edinburg
410 West University Drive
Edinburg, TX 78539

Heritage Foundation of Hidalgo County
902 South 2nd Street
Hidalgo, TX 78557

Museum of South Texas History
200 N. Closner Boulevard
Edinburg, TX 78541

Ester Dickinson
Donna J. Dyke, POA
5258 Aurora Road, NE
Mechanicstown, OH 44651

Kathryn J. Stocker
907 Ocean Place
Vero Beach, FL 32963

Richard T. Love
4833 Idyllbrooke Village Drive
Erie, PA 16506

Donna J. Dyke
5258 Aurora Road, NE
Mechanicstown, OH 44651

Martha Alt
6036 Big Walnut Road
Galena, OH 43021

Samuel Stratton
9250 White Pine Drive
Loveland, OH 45140

Wayne Stratton
475 Saddlehorn Circle
Roswell, GA 30076

Mary Lou Sanders
2201 Lakeway Boulevard, #49
Austin, TX 78734

C. Geraldine Daniels
fka C. Geraldine Perkins
Last known address
Boynton Beach, FL

Vivian Sanders
Wife of Gerald Sanders, deceased, son of
Ernest and Anna Sanders, both deceased
36414 State Rt. #172
Lisbon, OH 44432

Gerald Sanders, Jr.
Son of Gerald Sanders, deceased, son of
Ernest & Anna Sanders, both deceased
36414 State Rt. #172
Lisbon, OH 44432

Irma Sanders
Wife of Donald Sanders, deceased, son of
Ernest Sanders, deceased
1024 McNaughten Road
Columbus, OH 43213

George E. Sanders
Son of Herbert Sanders, son of Ernest
Sanders, deceased
Last known address
Salinas, CA

JoAnn Sanders
Daughter of George Arthur Sanders,
deceased, son of Solon & Grace Sanders,
both deceased
Last known address
New Waterford, OH 44445
Tel. 330-482-3231

Cheryl Winters
Daughter of Grace Lucille Winters,
deceased, daughter of George Arthur
Sanders, deceased, son of Solon & Grace
Sanders, both deceased
Address unknown

Denise Winters
Daughter of Grace Lucille Winters,
deceased, daughter of George Arthur
Sanders, deceased, son of Solon & Grace
Sanders, both deceased
Address unknown

Richard Winters
Son of Grace Lucille Winters, deceased,
daughter of George Arthur Sanders,
deceased, son of Solon & Grace Sanders,
both deceased
Address unknown

Heirs of Grace Kay Winters, deceased,
daughter of Grace Lucille Winters,
deceased, daughter of George Arthur
Sanders, deceased, son of Solon & Grace
Sanders, both deceased
Address unknown

American Red Cross
Attn: Michael Huckabee
P O Box 2202
Harlingen, TX 78551

Make A Wish Foundation
Attn: Ava Sandlin
One Park Place, Suite 405
McAllen, TX 78503

Oman Uintah Farm LLC
14340 South 3600 West
Bluffdale, UT 84065

Gary Deveraux, Trustee
2378 West 7575 South
West Jordan, UT 84084

Sheryl Simpican
47539 Metz Road
New Waterford, OH 44445-9778

Denise Tyma
1839 Alverne Drive
Youngstown, OH 44514

Richard Winters
1177 Carey Avenue
Akron, OH 44314

Crystal Van Arsdell
228 Hartman Road
Wadsworth, OH 44281

Kathy Mills
PO Box 151
Salem, OH 44460

Henderson Ranches, LLC
Route 3 Box 3671
Myton UT 84052
(Added 10/06/2010)

JoAnn Cope
46901 Metz Road
New Waterford, OH 44445
(Added 10/18/2010)

Stephanie Peterson
238 Lee Avenue
Lisbon, OH 44432
(Added 10/18/2010)

Stephen Weaver
14405 Market Street
Columbiana, OH 44408
(Added 10/18/2010)

Stephen Weaver
Address Unknown

Samuel Morris
Address Unknown

Karen McMillan
Address Unknown

Robert Morris
Address Unknown

Stephanie Peterson
Address Unknown


Julie Ann Carter

FILED

AUG 25 2010

SECRETARY, BOARD OF
OIL, GAS & MINING

BEFORE THE BOARD OF OIL, GAS AND MINING

DEPARTMENT OF NATURAL RESOURCES

STATE OF UTAH

PART I:

)
)
 IN THE MATTER OF THE REQUEST)
 FOR AGENCY ACTION OF)
 NEWFIELD PRODUCTION COMPANY)
 FOR AN ORDER ESTABLISHING 40-)
 ACRE DRILLING AND SPACING)
 UNITS FOR THE PRODUCTION OF)
 OIL, GAS, AND OTHER)
 HYDROCARBONS FROM THE)
 GREEN RIVER FORMATION IN THE)
 S½ OF SECTION 13, TOWNSHIP 4)
 SOUTH, RANGE 1 WEST, U.S.M., AND)
 THE S½ OF SECTION 19, TOWNSHIP)
 4 SOUTH, RANGE 1 EAST, U.S.M.,)
 UINTAH COUNTY, UTAH.)

**ORDER CONTINUING
HEARING**

**Docket No. 2010-025
Cause No. 266-03**

PART II:

)
)
 IN THE MATTER OF THE REQUEST)
 FOR AGENCY ACTION OF)
 NEWFIELD PRODUCTION COMPANY)
 FOR AN ORDER POOLING ALL)
 INTERESTS IN THE SO-)
 ESTABLISHED DRILLING AND)
 SPACING UNITS IN THE S½ OF)
 SECTION 13, TOWNSHIP 4 SOUTH,)
 RANGE 1 WEST, U.S.M., AND THE S½)
 OF SECTION 19, TOWNSHIP 4)
 SOUTH, RANGE 1 EAST, U.S.M.,)
 UINTAH COUNTY, UTAH.)

The Board of Oil, Gas and Mining (the "Board") having fully considered Newfield Production Company's (the "Petitioner") Motion to Continue Hearing (the "Motion") and the

grounds and reasons provided therefore, and good cause appearing, hereby enters its Order granting the Motion as follows:

1. The hearing on Petitioner's Request for Agency Action in this Cause is continued from the Board's regularly scheduled September 22, 2010 hearing to the Board's October 27, 2010 regularly scheduled hearing.

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

Issued this 25 day of August, 2010.

STATE OF UTAH
BOARD OF OIL, GAS AND MINING



Douglas E. Johnson, Chairman

CERTIFICATE OF SERVICE

I hereby certify that I caused a true and correct copy of the foregoing ORDER CONTINUING HEARING for Docket No. 2010-025, Cause No. 266-03 to be mailed with postage prepaid, this 26th day of August, 2010, to the following:

Thomas W. Clawson
Van Cott, Bagley, Cornwall & McCarthy
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Michael S. Johnson
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1594 West North Temple, Suite 300
Salt Lake City, UT 84116
[Via Email]

Steven F. Alder
Fred Donaldson
Assistant Attorneys General
Utah Division of Oil, Gas & Mining
1594 West North Temple, Suite 300
Salt Lake City, UT 84116
[Via Email]

Rio Grande Children's Home
1601 Elm, Suite 1700
Dallas, TX 75201

David Welch
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Greenville, PA 16125

Estate of Helen Snider
John L. Chishum, Executor
108 Wagonwheel Circle
Wimberley, TX 78676

Texas Numismatic Association
1812 Rainbow Drive
Richardson, TX 75081

Ben F. Love
4144 West 11th Street
Wichita, KS 67212

Terry Stocker
510 Brandon Avenue
Struthers, OH 44471

Shirley Sanders
211 E. Park Avenue
Columbiana, OH 44408

J. Robert Stratton
5877 Longview SW
Massillon, OH 44646

Ruth Elder
2700 7th Street, NE
Birmingham, AL 35215

First Christian Church of Edinburg
410 West University Drive
Edinburg, TX 78539

Heritage Foundation of Hidalgo County
902 South 2nd Street
Hidalgo, TX 78557

Museum of South Texas History
200 N. Closner Boulevard
Edinburg, TX 78541

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Mechanicstown, OH 44651

Kathryn J. Stocker
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Vero Beach, FL 32963

Richard T. Love
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Erie, PA 16506

Donna J. Dyke
5258 Aurora Road, NE
Mechanicstown, OH 44651

Martha Alt
6036 Big Walnut Road
Galena, OH 43021

Samuel Stratton
9250 White Pine Drive
Loveland, OH 45140

Wayne Stratton
475 Saddlehorn Circle
Roswell, GA 30076

Mary Lou Sanders
2201 Lakeway Boulevard, #49
Austin, TX 78734

C. Geraldine Daniels
fka C. Geraldine Perkins
Last known address
Boynton Beach, FL

Vivian Sanders
Wife of Gerald Sanders, deceased, son of
Ernest and Anna Sanders, both deceased
36414 State Rt. #172
Lisbon, OH 44432

Gerald Sanders, Jr.
Son of Gerald Sanders, deceased, son of
Ernest & Anna Sanders, both deceased
36414 State Rt. #172
Lisbon, OH 44432

Irma Sanders
Wife of Donald Sanders, deceased, son of
Ernest Sanders, deceased
1024 McNaughten Road
Columbus, OH 43213

George E. Sanders
Son of Herbert Sanders, son of Ernest
Sanders, deceased
Last known address
Salinas, CA

JoAnn Sanders
Daughter of George Arthur Sanders,
deceased, son of Solon & Grace Sanders,
both deceased
Last known address
New Waterford, OH 44445
Tel. 330-482-3231

Cheryl Winters
Daughter of Grace Lucille Winters,
deceased, daughter of George Arthur
Sanders, deceased, son of Solon & Grace
Sanders, both deceased
Address unknown

Denise Winters
Daughter of Grace Lucille Winters,
deceased, daughter of George Arthur
Sanders, deceased, son of Solon & Grace
Sanders, both deceased
Address unknown

Richard Winters
Son of Grace Lucille Winters, deceased,
daughter of George Arthur Sanders,
deceased, son of Solon & Grace Sanders,
both deceased
Address unknown

Heirs of Grace Kay Winters, deceased,
daughter of Grace Lucille Winters,
deceased, daughter of George Arthur
Sanders, deceased, son of Solon & Grace
Sanders, both deceased
Address unknown

American Red Cross
Attn: Michael Huckabee
P O Box 2202
Harlingen, TX 78551

Make A Wish Foundation
Attn: Ava Sandlin
One Park Place, Suite 405
McAllen, TX 78503

Julie Ann Carter