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STATE OF NEW MEXICO
ENERGY, MINERALS AND NATURAL RESOURCES DEPARTMENT
OIL CONSERVATION DIVISION

IN THE MATTER OF THE HEARING
CALLED BY THE OIL CONSERVATION Docket No.
DIVISION FOR THE PURPOSE OF 16-25
CONSIDERING:
Case Nos. 25123, 25124, 25204,
25205

DATE: Tuesday, April 29, 2025
TIME: 8:51 a.m.
BEFORE: Hearing Examiner Gregory A. Chakalian
LOCATION: Pecos Hall, Wendell Chino Building
1220 South Saint Francis Drive
Santa Fe, NM 87505
REPORTED BY: James Cogswell
JOB NO.: 7132794

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18 ALSO PRESENT:

19 Andrew Fordyce, Technical Examiner (by

20 videoconference)

21 John Garcia, Technical Examiner (by

22 videoconference)

23 Freya Tschantz, Law Clerk

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I N D E X

PAGE

OPENING STATEMENT By Mr. Suazo 37

OPENING STATEMENT By Mr. Savage 41

WITNESS(ES): DX CX RDX RCX

JON SLAGLE

By Mr. Suazo 46 128

By Mr. Savage 102 133

By Mr. Suazo 74

BRIAN ATWELL

By Mr. Suazo 58

By Mr. Savage 71

TYLER LANE

By Mr. Suazo 140

By Mr. Savage 158 169

By Mr. Parrot 167

BRIAN VAN STAVEREN

By Mr. Suazo 173

By Mr. Savage 180 202

By Mr. Parrot 199

ANDY BENNETT

By Mr. Savage 212 259

By Mr. Parrot 232 260

By Mr. Savage 262

Page 4

1
2
3
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14
15
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17
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19
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I N D E X (Cont'd)

WITNESS(ES) (Cont'd):	DX	CX	RDX	RCX
JOE DIXON				
By Mr. Savage	264			
By Mr. Parrot		274		
KEEVIN BARNES				
By Mr. Savage	281		300	
By Mr. Parrot		291		
By Mr. Savage				

E X H I B I T S

NO.	DESCRIPTION	ID/EVD
3R:		
Exhibit 35	Slide by Jon Slagle Describing Background of 3R Operating LLC	48/51
Exhibit 36	Description of 3R Operating Team Members	51/55
Exhibit 54	3R Operating LLC's Track Record in New Mexico	76/80
Exhibit 55	Land Development 3R Activity Versus WPX Lack of Activity	81/85

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P R O C E E D I N G S

THE HEARING OFFICER: Good morning. It is April 29, 2025. This is a special docket of the Oil Conservation Division. We are here to begin contested hearings in case numbers 25123, 25124. These are applications of -- for approval, spacing unit and compulsory pooling. We also have WPX Energy Permian, LLC, for compulsory pooling, case numbers 25204 and 25205.

Entries of appearance, please.

MR. SUAZO: Good morning, Mr. Examiner. Miguel Suazo, Beatty & Wozniak, joined today by my colleagues, James P. Parrot and Jacob Everhart, here on behalf of 3R Operating LLC.

THE HEARING OFFICER: Good morning.

MR. SAVAGE: Good morning, Mr. Hearing Examiner. Good morning, Mr. Technical Examiner. Darin Savage with the Santa Fe office of Abadie & Schill appearing on behalf of WPX Energy Permian, LLC.

THE HEARING OFFICER: Do you have co-counsel, Mr. Savage?

MR. SAVAGE: I do not.

THE HEARING OFFICER: Okay. All right. And, Mr. Savage, as you brought up, we do have a technical team with me today. We have Mr. Andrew

1 Fordyce, and we also have Mr. John Garcia, but Mr.
2 Fordyce is primary technical examiner for today.

3 Mr. Fordyce, are you ready to proceed?

4 MR. FORDYCE: Yes, Mr. Hearing
5 Examiner. I am.

6 THE HEARING OFFICER: All right. Thank
7 you.

8 Okay, let's deal with some preliminary
9 matters here. Mr. Savage, which witnesses do you have
10 here on behalf of WPX?

11 MR. SAVAGE: So the ones that are
12 present in person are Mr. Bennett, the Landman,
13 Mr. Joe Dixon, the geologist, and Mr. Keevin Barnes,
14 the reservoir engineer. And then online we have
15 Mr. Paul Melland, who is the operations facilities
16 engineer, and then we also requested that Mr. Womack
17 be considered as a rebuttal witness.

18 THE HEARING OFFICER: What's his field?

19 MR. SAVAGE: So he is a completion
20 engineer.

21 THE HEARING OFFICER: Hold on. Of
22 these five witnesses, who needs to be qualified as an
23 expert for the Division?

24 MR. SAVAGE: Mr. Paul Melland, the
25 operations facilities engineer. He has his resume

1 available. And if you approve the rebuttal witness,
2 Mr. Womack also has his resume available.

3 THE HEARING OFFICER: Okay. Very good.
4 All right. Mr. Suazo, same question to
5 you.

6 MR. SUAZO: Sure. So we have four
7 witnesses. All of them are here in person. Let me
8 run through the names. We have Brian Atwell, who's a
9 geologist. I believe only one of them has actually
10 been recognized as an expert by the Division.

11 THE HEARING OFFICER: Is that him?

12 MR. SUAZO: No.

13 THE HEARING OFFICER: Okay.

14 MR. SUAZO: The landman, Brian van
15 Staveren, has been recognized as an expert.

16 THE HEARING OFFICER: What is his name?

17 MR. SUAZO: Brian van Staveren.

18 THE HEARING OFFICER: Van Staveren.

19 Thank you. Landman. And he has been qualified.

20 Okay. Thank you.

21 MR. SUAZO: Yes.

22 THE HEARING OFFICER: Who else?

23 MR. SUAZO: And next, we have Jon
24 Slagle. He's a reservoir engineer.

25 THE HEARING OFFICER: How do you say

1 his name?

2 MR. SUAZO: Slagle, S-L-A-G-L-E.

3 THE HEARING OFFICER: I'm just trying
4 to write it phonetically, and I didn't have a clue.
5 And what did you say his expertise is?

6 MR. SUAZO: Reservoir engineering.

7 THE HEARING OFFICER: Okay. Thank you.

8 MR. SUAZO: And last, we have Tyler
9 Lane, who's the operations manager for 3R.

10 THE HEARING OFFICER: Lane?

11 MR. SUAZO: L-A-N-E.

12 THE HEARING OFFICER: Lane. Yes, sir.
13 He's. He's the who?

14 MR. SUAZO: Operations manager.

15 Thank you. Okay. So of the four
16 witnesses that you have, one has been qualified -- no.
17 Yes. One has been qualified, and three have not. Of
18 your five, we need to qualify two of the five. Okay.
19 All right. I just wanted to figure out where we were
20 with the witnesses. And yours are all in person.

21 You have three in person, and two are
22 virtual?

23 MR. SAVAGE: That's correct.

24 THE HEARING OFFICER: Okay. Let's deal
25 with the motions that have been filed as a preliminary

1 matter. The first motion that we received was
2 Mr. Savage's objection to some of your exhibits, 3R
3 exhibits. At the time before you submitted a revised
4 hearing packet, they were on page 33 through 36.

5 Which exhibit numbers were you
6 objecting to, Mr. Savage?

7 MR. SAVAGE: So there's three slides.
8 They're in the preliminary matters, and they're the
9 ones -- the first one that we're most concerned about
10 is the one that goes through the seven factors.

11 THE HEARING OFFICER: Right. Can I
12 have an exhibit number?

13 MR. SAVAGE: Yes. Yes. Let me pull
14 that up.

15 THE HEARING OFFICER: That's really all
16 I want right now.

17 MR. SAVAGE: Okay.

18 THE HEARING OFFICER: Because I read
19 your motion, and I know why you're objecting.

20 MR. SAVAGE: Okay. So 3R 000034 is the
21 Division's Factors Weigh in 3R's Favor is the first
22 one.

23 THE HEARING OFFICER: And the next one?

24 MR. SAVAGE: The next one is 3R 000035.

25 THE HEARING OFFICER: These are Bates

1 numbers, aren't they, Mr. Suazo?

2 MR. SUAZO: I'm sorry?

3 THE HEARING OFFICER: You Bates stamped
4 your exhibits?

5 MR. SUAZO: Yes.

6 THE HEARING OFFICER: So each page has
7 an identifying number.

8 MR. SUAZO: That's right.

9 THE HEARING OFFICER: So number 34, 35,
10 and 36?

11 MR. SAVAGE: Correct. And then, in
12 addition to that, we have -- sorry, excuse me. In the
13 packet, page 55, and that's an exhibit called Land
14 Development 3R Activity Versus WPX Lack of Activity.
15 That's page 55 in their original packet. And then a
16 slide titled Ridge Runner's Resources, Extensive New
17 Mexico Track Record, and that is page 54.

18 THE HEARING OFFICER: Okay. So in your
19 motion, you said it was pages 33 to 36. What happened
20 to page 33?

21 MR. SAVAGE: In my objections?

22 THE HEARING OFFICER: Yes. It's --

23 MR. SAVAGE: Objections to exhibits
24 submitted by 3R Operating LLC?

25 THE HEARING OFFICER: Yes. Paragraph

1 one, "WPX objects to the admission of the sequence
2 of" --

3 MR. SAVAGE: Right. That's the first
4 three slides --

5 THE HEARING OFFICER: Well, 33 to 36 is
6 four.

7 MR. SAVAGE: Well - okay. So that
8 includes the seven factors --

9 THE HEARING OFFICER: Yes.

10 MR. SAVAGE: And that should include
11 the executive summary and the successful team with
12 proven track record. So it should be -- if it was
13 four, it should be three.

14 THE HEARING OFFICER: Oh, I see.

15 MR. SAVAGE: There are three slides.
16 And there's a cover page in there, but --

17 THE HEARING OFFICER: Okay. All right.
18 That's -- and so now you're objecting to two more
19 slides, and these slides were not in the original
20 submission; they appear in the revised submission?

21 MR. SAVAGE: No. They were in the
22 original.

23 THE HEARING OFFICER: Did you mention?

24 MR. SAVAGE: Yes. Yes.

25 THE HEARING OFFICER: You did?

1 MR. SAVAGE: Paragraph 7 and paragraph
2 8.

3 THE HEARING OFFICER: Okay. Let me get
4 to it. I see now. Okay. Thank you. Okay. I read
5 the grounds in which you objected to, and for the
6 record, I'm just going to summarize what you are
7 objecting to is the lack of foundation, the lack of
8 reliability. Ultimately, whether it's relevant or not
9 is not the issue, it's that it's not reliable because
10 you don't know who said these things and what grounds
11 they stand on. Is that right?

12 MR. SAVAGE: Except for the first one,
13 the seven factors. We feel that that is
14 actually -- it's a conglomeration of various
15 statements that should be by a number of experts, and
16 it's -- and it'd be something that you would see in a
17 closing statement. So we think that should be
18 excluded. But the others, yes. You correctly
19 described those.

20 THE HEARING OFFICER: Mr. Suazo?

21 MR. SUAZO: Sure. I mean, I think that
22 so as not to belabor, you know, these slides, our
23 client operates as a team, and these slides are
24 primarily for the, you know, background of the
25 Division, but any single witness can actually testify

1 to the contents.

2 And the way that the slides are labeled
3 in our presentation, it's very clear which witness
4 suggest addresses which topic, and so I think it's
5 abundantly clear if you look at our exhibit packet
6 how, you know, we're thinking about this case and how
7 we're intending to present it. And so I'd ask the
8 Division for some leeway in terms of utilizing these
9 slides for purposes of our presentation. Mr. Savage
10 is free to cross-examine any witness on any one of
11 these slides, and, you know, if there's issues in that
12 respect, that's fine.

13 I'm not really sure where you want to
14 start, if we want to start with the Division seven
15 factors. I think those are clear. They've been
16 division precedent for over 20 years, and so that's
17 obviously a theme that we've woven through our
18 presentation. They're not speaking to the legal
19 conclusions about those, you know, about that
20 precedent, they're just explaining how their knowledge
21 and experience tie into those factors, and I think
22 that's clear on the presentation.

23 THE HEARING OFFICER: While I don't
24 disagree with what you've said, I agree with
25 Mr. Savage that the slides themselves as evidence,

1 they've been objected to, and so I'm going to sustain
2 the objection, and you're free to have your witnesses
3 testify to all of this information, subject to
4 cross-examination, of course, but I do agree. So I'm
5 going to go through each one and look at them
6 carefully.

7 So the Division's Factors Weigh in 3R's
8 Favor. I understand what you're saying is that you
9 are basically pulling from your witness's statements
10 and sort of consolidating here. I do agree that this
11 is perfect for a closing argument. And we're going to
12 talk about post-hearing submissions at some point soon
13 and the page limits and what we want to see as a
14 division in the closing, in the post-hearing
15 submissions. But as a evidentiary slide, I agree with
16 Mr. Savage, so I'm going to ask you to remove your
17 Bates number 34 for your final submission, your final
18 hearing packet.

19 MR. SUAZO: Okay.

20 THE HEARING OFFICER: Your executive
21 summary, it's the same thing. These statements,
22 they're coming maybe from other parts of your
23 presentation, but I don't know who's actually making
24 these statements besides maybe yourself. You're not a
25 witness, obviously, so please remove 35. I sustain

1 the objection there.

2 Number 36 is A Successful Team with a
3 Proven Track Record. We'll hear that as your
4 testimony, and please remove that one as well, number
5 36. So we don't have anything for -- then we move on
6 to 54 and 55. We'll see if they're in the same
7 position in this submission. I don't know yet.
8 Haven't gotten there yet. Okay. Now, I'm looking
9 here at what's Bates stamped 54 in the submission from
10 the 25th of April.

11 Mr. Savage, are you objecting to this
12 slide, 54?

13 MR. SAVAGE: So these two last slides?

14 THE HEARING OFFICER: I don't know if
15 they're last or not. I'm asking you: Are you
16 objecting to 54?

17 MR. SAVAGE: Yes.

18 THE HEARING OFFICER: Okay. Now,
19 Mr. Suazo, are these part of your landman's testimony,
20 or what are these; where did these come from?

21 MR. SUAZO: These are part of the
22 reservoir engineer's slides.

23 THE HEARING OFFICER: Okay.

24 Mr. Savage, why are you
25 objecting -- this seems to be part of a testimony of a

1 witness. Why are you objecting to this?

2 MR. SAVAGE: Well, Prima facia looking
3 at this, it looks like these are landman exhibits,
4 exhibits that would fall into the category that you
5 would expect the landman to testify on. I mean, after
6 you go past these two slides, then you get into the
7 "cume" graphs and the technical stuff, so we're just
8 wondering, questioning why these are included as a
9 reservoir engineer testimony.

10 THE HEARING OFFICER: All right. So
11 I'm not going to strike these. Obviously, they're not
12 going to be admitted through stipulation. I can see
13 that now. But you'll have an opportunity to lay a
14 foundation for 54 and 55 on your testimony with your
15 witnesses, and if you do that, then, you know, I'll
16 reconsider these two slides at that time, but now --

17 MR. PARROT: Mr. Examiner, pardon. I'm
18 sorry to interrupt.

19 THE HEARING OFFICER: Yes.

20 MR. PARROT: There might have been a
21 little confusion. I just wanted to clarify a point in
22 case it changes your mind. The intent was to have
23 John Slagle, our engineer, who plays a critical role
24 in the management of the company, testify about
25 exhibits 3R 34, 35, and 36.

1 He has personal knowledge of the
2 information contained in those slides. They weren't
3 to be introduced by either myself or Mr. Suazo. These
4 are not slides that were going to be testified to by
5 an attorney. They are slides that would be testified
6 to by a witness who has personal knowledge of the
7 content of those slides.

8 I don't know if that, you know, affects
9 your decision one way or another, but you made a
10 comment with regard to slide 54 and 55 that indicated
11 to me maybe there was an understanding that there
12 wouldn't be witness testimony about those particular
13 slides or witness authentication of the information in
14 those slides. I just wanted to make sure that we were
15 clear on that point. Thank you.

16 THE HEARING OFFICER: I hadn't made a
17 ruling on 54 and 55 because it seemed like they were
18 part of someone's testimony, and I was going to wait.
19 Ultimately, we have an objection to five of your
20 slides; okay? Until you've just told me that 34, 35
21 and 36 would be testified to from a witness who would
22 be here today for cross-examination, I had ruled them
23 inadmissible as evidence.

24 However, if you are going to have a
25 witness present, then what we'll do is we'll reserve

1 judgment on all five for now. We'll see if you can
2 lay a foundation through your witness for these five
3 slides.

4 What I would prefer is -- I understand
5 that there's co-counsel -- if one of you would argue a
6 point at a time, I would appreciate it. When I was in
7 trial, if I did have co-counsel, a judge would not
8 have allowed both attorneys to argue a single point.
9 So please decide amongst yourselves who's going to
10 argue the point in fairness to Mr. Savage.

11 Okay. So then let me reserve my
12 judgment, Mr. Savage, until we find out what's going
13 on.

14 MR. SAVAGE: If I may just make one
15 comment.

16 THE HEARING OFFICER: Sure.

17 MR. SAVAGE: The first one, the seven
18 factors, that one seems clear based on your assessment
19 of it that it should be excluded, that it was correct
20 to exclude that one because it was a conglomeration of
21 statements.

22 THE HEARING OFFICER: Again, it really
23 depends -- I'm going to withdraw that because it
24 depends on what a witness is going to say. If a
25 witness is going to come up here and say, "You know, I

1 prepared this slide, it's from my personal knowledge,
2 it's accurate," and then stand for cross-examination,
3 I'm probably going to let it in even if it does look
4 like something that would be in a closing argument, I
5 was really prepared to exclude it if there was no
6 witness to testify to say that they prepared it and to
7 stand for cross-examination for it.

8 So in fact, I know you're going to
9 maintain your objection to these five slides, and
10 that's noted, and I'm not going to admit them through
11 stipulation because you've made an objection to them.
12 We'll see what they --

13 MR. SAVAGE: Okay. Thank you, sir.

14 THE HEARING OFFICER: Yes. Of course.
15 There's also some rebuttal exhibits here. I have
16 rebuttal exhibits. I know that Mr. Savage filed
17 rebuttal exhibits. Did you also file rebuttal
18 exhibits, Mr. Suazo?

19 MR. SUAZO: We did file rebuttal
20 exhibits, but we filed those last week --

21 THE HEARING OFFICER: I saw them in --

22 MR. SUAZO: -- in the four days.

23 THE HEARING OFFICER: About eight of
24 them?

25 MR. SUAZO: I believe that's right.

1 THE HEARING OFFICER: And then you said
2 that your rebuttal exhibits are to rebut there, and
3 you listed them in a table of contents, which is
4 great. Thank you.

5 Okay. Let's see what we can do with
6 the exhibits.

7 Mr. Savage, do you have the latest
8 submissions for 3R?

9 MR. SAVAGE: We do.

10 THE HEARING OFFICER: Okay. And,
11 Mr. Suazo and Mr. Parrot, do you have what was just
12 filed recently, like, within a day or so?

13 MR. SUAZO: That was filed yesterday -

14 THE HEARING OFFICER: Yeah.

15 MR. SUAZO: -- at close of business.
16 We do have those.

17 THE HEARING OFFICER: You have those.
18 Have you been able to review them?

19 MR. SUAZO: Not as closely as we would
20 like. I mean, obviously, you know, we'd like to
21 object to their being admitted, but we still want to
22 proceed with the hearing, regardless.

23 THE HEARING OFFICER: Of course. And
24 we will do that. I guess what I want to do at this
25 point is see which exhibits we can admit through

1 stipulation and which ones are objected to, and then
2 we'll deal with those in an evidentiary foundation.
3 So I'm going to ask the court reporter, also, to keep
4 track of the exhibits that are admitted into evidence.

5 Since your exhibits were admitted quite
6 some time ago, Mr. Suazo -- I'm going to say Mr. Suazo
7 even though I know it's Mr. Parrot, and Mr. Suazo's
8 easier.

9 Let's go to you, Mr. Savage. Which
10 exhibits do you stipulate to, and which exhibits do
11 you object to in their submission?

12 MR. SAVAGE: Mr. Examiner, we don't
13 object to any of the slides, the rebuttal or the
14 original. Those that can be contested during the
15 testimony.

16 THE HEARING OFFICER: Okay. So when
17 you say "any," do you mean besides the objected to?

18 MR. SAVAGE: That's correct.

19 THE HEARING OFFICER: -- I want to make
20 sure.

21 MR. SAVAGE: That's correct.

22 THE HEARING OFFICER: Okay. All right.

23 MR. SAVAGE: Yeah. Excluding the ones
24 that we objected to, so the remaining ones, we're fine
25 with them entering and addressing those.

1 THE HEARING OFFICER: Okay. So, Mr.
2 Court Reporter, WPX has stipulated to the admission to
3 evidence of all of 3R'S exhibits, including rebuttal
4 exhibits, with the exception of Bates stamp 34, 35,
5 36, 54, and 55. All right. Done.

6 Now, Mr. Suazo --

7 MR. SUAZO: Yes.

8 THE HEARING OFFICER: Which of WPX's
9 exhibits do you stipulate to, and which do you object
10 to?

11 MR. SUAZO: So we only object to the
12 rebuttal exhibits just because of the timeliness and
13 the amount of time we've had to actually review and
14 analyze those. But all the other -- the non-rebuttal
15 exhibits, we're okay with.

16 THE HEARING OFFICER: Okay. Now,
17 Mr. Suazo, I will remind you that rebuttal
18 exhibits -- unless you can point to the rule that
19 excludes a rebuttal exhibit based on timing -- I don't
20 see in the rule -- and I know the rules pretty well by
21 now, but I'm always willing to be educated -- I don't
22 see where that objection would hold water under the
23 rule.

24 MR. SUAZO: Understood. No, I mean,
25 I'm looking more at the pre-hearing order and, you

1 know, the timeline that you gave us to get these
2 submitted, but you know, I agree with you. I don't
3 think the rule prohibits 11th hour filings of
4 exhibits.

5 THE HEARING OFFICER: I believe the
6 rule would even allow someone to an exhibit today, a
7 hearing, which you're free to do if you see the need
8 and if you can make the argument that it's truly a
9 rebuttal exhibit. So in that instance, I'm overruling
10 the objection on the rebuttal exhibits, and I'm
11 admitting all of WPX's exhibits into evidence. Feel
12 free to make objections during the course of the
13 hearing if you hear something that allows to do that,
14 but the rule does not.

15 Okay. That being said, which party is
16 going first?

17 MR. SAVAGE: There's one more motion to
18 address.

19 THE HEARING OFFICER: Is there?

20 MR. SAVAGE: Yes, sir.

21 THE HEARING OFFICER: What is the
22 motion?

23 MR. SAVAGE: And that is the request to
24 have Mr. Womack as a rebuttal witness.

25 THE HEARING OFFICER: Okay. Let's talk

1 about this. Okay. On what grounds do you feel you're
2 allowed to have these two - two witnesses; right? One
3 witness.

4 MR. SAVAGE: One witness.

5 THE HEARING OFFICER: Mr. Womack only?

6 MR. SAVAGE: That's correct. So in our
7 motion, we cite administrative code 1.2.2.35.1 that
8 gives the grounds for admitting a rebuttal witness.
9 So their expert witness and the rebuttal exhibits
10 brought up some arguments like making claims that we
11 are not using modern frac designs and undersized frac
12 designs, and it's based on a very technical basis.

13 Typically, that would not be part of a
14 case in chief, so really, the best way to address that
15 is to bring in a completions engineer who has
16 expertise and understanding of this area and let the
17 Division hear the descriptions provided and assertions
18 and for understanding what is at stake in this
19 argument.

20 THE HEARING OFFICER: Okay. Thank you,
21 Mr. Savage.

22 Mr. Suazo?

23 MR. SUAZO: I'm sorry. I'm confused
24 about what -- which witness are we talking about?
25 Womack?

1 THE HEARING OFFICER: Mr. Tanner
2 Womack. He's rebutting what Mr. Savage was talking
3 about, the points you brought out in your exhibits.

4 MR. SUAZO: Can you give us just --

5 THE HEARING OFFICER: So before you
6 answer, Mr. Suazo, Mr. Savage is saying that
7 Mr. Womack's written testimony -- written
8 statement -- excuse me -- direct testimony and his
9 rebuttal evidence will present evidence to establish
10 that WPX is using state-of-the-art completion
11 techniques that are designed to maximize production.

12 Now, Mr. Savage, before I hear from
13 Mr. Suazo, where in their testimony are they accusing
14 you of not using state-of-the-art completion
15 techniques?

16 MR. SAVAGE: So he would rebut the
17 operations managers exhibits, and those are 3R 127
18 through 129.

19 THE HEARING OFFICER: Okay.

20 All right. Does that help, Mr. Suazo?

21 MR. SUAZO: It helps. We -- we don't
22 object.

23 THE HEARING OFFICER: We don't object.
24 Okay. Great.

25 So, Mr. Savage, your rebuttal witness

1 will be heard from today, Mr. Womack.

2 Is there anything else?

3 MR. SAVAGE: Thank you.

4 THE HEARING OFFICER: All right. So at
5 this point, why don't we get all the witnesses sworn
6 in at one time. So we have three and four. Can we
7 get all seven of the in-person witnesses up here at
8 the witness stand, please?

9 And, Mr. Savage, would you bring on
10 camera your other two witnesses?

11 MR. SAVAGE: Yes. Mr. Womack and
12 Mr. Melland.

13 THE HEARING OFFICER: Would you turn
14 that microphone on? It's the green button on the
15 right. It'll light up -- Thank you.

16 MR. SAVAGE: Can you make an appearance
17 by camera?

18 THE HEARING OFFICER: Yes. Mr. Savage,
19 will you let me know when your two --

20 MR. SAVAGE: They're there.

21 THE HEARING OFFICER: They're both
22 there? Okay. All right. I see Mr. Melland and
23 Mr. Womack.

24 Okay. All right. Would everyone raise
25 your right hand, please? Well, I only see four people

1 here. Where are the other three witnesses?

2 UNIDENTIFIED SPEAKER: Do we need to go
3 since we've already been admitted --

4 THE HEARING OFFICER: No one's been
5 admitted -- anything -- come on over and stand over
6 here if you don't mind.

7 Oh. Is this a witness? The man who's
8 sitting next to you at the --

9 MR. SUAZO: This is a witness.

10 THE HEARING OFFICER: I thought he was
11 co-counsel.

12 MR. SUAZO: No.

13 THE HEARING OFFICER: All right. I see
14 everyone standing. Okay. Thank you.

15 Do you swear or affirm under penalty of
16 perjury that the testimony you're about to give is the
17 truth, the whole truth, and nothing but the truth?

18 MULTIPLE SPEAKERS: Yes.

19 THE HEARING OFFICER: Okay. I've seen
20 everyone. Now, one at a time, starting with you, and
21 I'll get to the two - you can put your hand down now.
22 Thank you. I'd like you to state your name, spell it
23 for the record, and tell us who you're a witness for
24 and whether you've been admitted as an expert before
25 this Division or not.

1 Go ahead.

2 MR. SLAGLE: Okay. Jon Slagle.
3 Spelling for the first name is J-O-N. Last name is S
4 as in Sam, L-A-G-L-E. I'm -- I'm a witness for 3R
5 Operating. I have not been admitted as an expert
6 witness before.

7 THE HEARING OFFICER: And what do you
8 want to be qualified as an expert before this Division
9 in?

10 MR. SLAGLE: I'd like to be qualified
11 as a reservoir engineer, please.

12 THE HEARING OFFICER: Reservoir
13 engineer. Okay. You could have a seat next.

14 Next?

15 MR. ATWELL: Brian Atwell, first name
16 B-R-I-A-N, last name A-T-W-E-L-L, here with 3R
17 Operating. I have not been recognized as an expert
18 witness, and I will be representing the geological
19 matters for 3R.

20 THE HEARING OFFICER: Thank you.

21 MR. VAN STAVEREN: Brian van
22 Staveren, B-R-I-A-N V-A-N S-T-A-V-E-R-E-N. I'm
23 representing 3R Operating, and I have been admitted as
24 an expert witness in land matters.

25 THE HEARING OFFICER: Thank you.

1 MR. LANE: Tyler Lane. That's
2 T-Y-L-E-R L-A-N-E. I am with 3R operating today. I
3 have not been admitted as a witness, and I would like
4 to be represented as an operations engineer.

5 THE HEARING OFFICER: Operations
6 engineer?

7 MR. LANE: Yes.

8 THE HEARING OFFICER: Thank you.

9 MR. BENNETT: Andy Bennett, A-N-D-Y
10 B-E-N-N-E-T-T, here representing WPX Energy. I'm a
11 landman, and I have been admitted.

12 THE HEARING OFFICER: Thank you.

13 MR. BENNETT: I'll be doing the land
14 matters.

15 MR. PARROT: Mr. Examiner, just a point
16 of clarification for the order.

17 THE HEARING OFFICER: Yes.

18 MR. PARROT: This is James Parrot.
19 Apologies for the interruption. If 3R has an
20 objection to any particular witness's qualifications
21 as to part of the testimony, when would you like us to
22 raise that point?

23 THE HEARING OFFICER: You can voir dire
24 the witness at the time that I go through their -- I'm
25 going to hear their qualifications, and then at that

1 time, if you object to them being qualified as an
2 expert, you should mention it then. I'll have you
3 voir dire them, and then I'll make a decision.

4 MR. PARROT: Understood. Thank you.

5 THE HEARING OFFICER: Thank you.

6 Okay. I got Mr. Bennett.

7 Who's next?

8 MR. DIXON: Joe Dixon, J-O-E D-I-X-O-N,
9 and I'm a geologist for WPX.

10 THE HEARING OFFICER: Have you been
11 admitted as an expert before this Division?

12 MR. DIXON: I have, sir.

13 THE HEARING OFFICER: Okay. Very good.
14 It's geologist, you said?

15 MR. DIXON: Geologist.

16 THE HEARING OFFICER: Okay. Thank you.

17 MR. BARNES: It's Keevin Barnes,
18 K-E-E-V-I-N, last name Barnes, B-A-R-N-E-S, with WPX,
19 and I have been admitted as a professional witness,
20 reservoir engineering.

21 THE HEARING OFFICER: Reservoir
22 engineering. Thank you.

23 And then on the screen, I'm going to
24 start with Mr. Melland.

25 MR. MELLAND: I'm Paul Melland --

1 THE HEARING OFFICER: Oh.

2 MR. MELLAND: P-A-U-L M-E-L-L-A-N-D. I
3 am a facilities construction engineer for WPX, and I
4 have not been admitted as a witness.

5 THE HEARING OFFICER: As an expert.
6 Got it. Thank you.

7 MR. MELLAND: Expert.

8 THE HEARING OFFICER: Mr. Womack?

9 MR. WOMACK: Yes, sir. My name's
10 Michael Tanner Womack, M-I-C-H-A-E-L, middle name
11 Tanner, T-A-N-N-E-R, last name W-O-M-A-C-K. I am a
12 completions engineer representing WPX. I have not
13 been admitted as an expert.

14 THE HEARING OFFICER: Okay. Thank you.
15 Okay. Which party is going to present
16 its case in chief and rebuttal case first? Have you
17 decided?

18 MR. SAVAGE: No. We're glad to put our
19 case on first.

20 THE HEARING OFFICER: Mr. Savage.

21 MR. SAVAGE: That's fine.

22 THE HEARING OFFICER: You're going to
23 go first?

24 MR. SAVAGE: That's fine.

25 THE HEARING OFFICER: Okay. Great.

1 Okay. So we're going to hear from 3R first. We have
2 three of your four witnesses that have not been
3 admitted as an expert. You'll call them one at a
4 time, I'll get them qualified, we'll hear of any
5 objections. Please have your witnesses -

6 And so I'm going to say this for all of
7 the witnesses. We have your pre-filed written
8 testimony in evidence now. Please do not repeat it.
9 You can summarize it. What I'd like to do is give
10 each witness a time limit to summarize their direct
11 and rebuttal evidence -- we'll talk about the time
12 limit in a moment -- and then stand for cross-exam.
13 The time limit does not include cross-exam. You
14 don't have to use the whole time limit if you don't
15 have anything more to say.

16 So let me start with you, Mr. Savage.
17 How much time do you feel is necessary and sufficient
18 for a summary for each of your witnesses?

19 MR. SAVAGE: Ten to fifteen minutes. I
20 think that's --

21 THE HEARING OFFICER: -- you,
22 Mr. Suazo?

23 MR. SUAZO: We asked for 30 in our
24 pre-hearing statement, but I'd say 15 to 20 at most.

25 THE HEARING OFFICER: Okay. I'm going

1 to say 15. I didn't even know that you asked for 30
2 minutes now, so thank you for telling me that. I
3 didn't see that. So I'm going to put a time limit on
4 15 minutes for each witness. If you have to have more
5 time, you can ask for it. I'll make a decision at the
6 time.

7 Freya, I'm going to ask you to time the
8 witnesses, and why don't you give us a little heads
9 up. At about five minutes before the time is over,
10 will you just say, "You have five more minutes"?

11 THE CLERK: Yeah. I will.

12 MR. SAVAGE: Mr. Hearing Examiner?

13 THE HEARING OFFICER: Yes, Mr. Savage?

14 MR. SAVAGE: Do we have opportunity for
15 a quick opening statement?

16 THE HEARING OFFICER: Definitely.

17 MR. SAVAGE: Okay.

18 THE HEARING OFFICER: We haven't gotten
19 to that yet, but we definitely will do that. Yes.
20 Let's also talk about - first, let me see what I'm not
21 reading here on this screen. Let's talk a little bit
22 about post-hearing submissions. Let's get that over
23 with now. The Division would find it helpful to have
24 the parties submit post-hearing proposed findings of
25 fact and conclusions of law with citations to the

1 record. When I say "citations to the record," I mean
2 cite to an exhibit or cite to the transcript.

3 It takes two weeks for us to get a
4 transcript. I believe that's still the case; isn't
5 it? Okay. So at the conclusion of today's hearing,
6 approximately mid-May -- I'll give you a date when I
7 know more -- but approximately mid-May is when we'll
8 get the transcript, I would assume about the 14th or
9 so. From that period of time, I know that one of the
10 parties -- I think it's 3R -- this moving along, so
11 that's why I'm limiting it to two weeks after the
12 transcript is available to file your post-hearing
13 submissions.

14 Closing arguments are also welcome, but
15 I'm putting a page limit on it. Each party will have
16 10 pages, not to include the title page or the
17 certificate of service for a closing argument.

18 Mr. Savage, any comment on what I just
19 said?

20 MR. SAVAGE: No. I appreciate that.

21 THE HEARING OFFICER: Mr. Suazo?

22 MR. SUAZO: -- you're fine.

23 THE HEARING OFFICER: Okay. All right.
24 So then I've just laid out the calendar for the
25 post -- and that obviously assumes that we're going to

1 be done today. We'll see.

2 Okay. Mr. Suazo, your case is being
3 presented first. Would you like to do a brief opening
4 argument on why the Division should choose 3R over
5 WPX?

6 MR. SUAZO: Yes, Mr. --

7 MS. HATLEY: Mr. Examiner -- I'm so
8 sorry to interrupt the cadence. I just want to enter
9 my appearance very quickly on the record.

10 THE HEARING OFFICER: By all means.

11 MS. HATLEY: Keri Hatley entering an
12 appearance on behalf of the Marathon Oil Permian, not
13 objecting, simply monitoring. And again, I apologize
14 for the interruption.

15 THE HEARING OFFICER: By all means.
16 I'm glad you spoke up. Thank you, Ms. Hatley, and
17 welcome.

18 Oh. And, Ms. Hatley, if you do decide
19 that you want to ask a question to a witness, do me a
20 favor, raise your hand because I'm not assuming that
21 you're going to ask questions, but if you do, just
22 raise your little yellow hand, then I'll see you.

23 MS. HATLEY: Absolutely. Thank you,
24 sir.

25 THE HEARING OFFICER: All right. Thank

1 you.

2 Mr. Suazo, was it you or Mr. Parrot
3 that's going to --

4 MR. SUAZO: I'll do the opening.

5 THE HEARING OFFICER: Very good. Go
6 right ahead.

7 MR. SUAZO: All right.

8 Good morning, Mr. Examiner,
9 Mr. Technical Examiner. We're here today on 3R
10 Operating's applications for approval of a standard
11 horizontal spacing unit and compulsory pooling, cases
12 25123, 25124, competing with WPX's 25204 and 25205.

13 The real critical issue here for 3R,
14 Mr. Examiner, is that they have a lease that's set to
15 rd
16 expire on October 3 , and 3R has been in a position to
17 move forward with these applications and these
18 proposals and is eager to do so after this hearing
19 today. So for 3R, time is really of the essence due
20 to the time it takes to get a rig on site and all the
21 other planning and things of that nature.

22 3R seeks to be designated as an
23 operator of record and to recover its costs of
24 drilling completion and equipping the wells. In
25 25123, they're obviously seeking a 640-acre standard
26 horizontal spacing unit in the north half of sections

1 32 and 33, and with respect to 25124, also 640 acres,
2 in the south half of sections 32 and 33. And these
3 are for the Crystal wells, just for clarity, when you
4 hear that through the course of the proceeding. If
5 it's Crystal, that refers to 3R's wells.

6 3R believes that its proposal
7 establishes that it, and not WPX, is best suited to
8 operate these wells. 3R has an experienced team
9 that's well-versed in all facets of development in
10 this particular area of the Delaware Basin of Eddy
11 County.

12 And 3R also has sufficient backing to
13 get these jobs done. It has private equity
14 sponsorship of over 500 million, and as I mentioned,
15 that's because this is a top priority for this
16 company, and they seek to rapidly produce this project
17 from all the benches that they reference in their
18 applications, and that's a critical distinction
19 between 3R's proposal and WPX's proposal.

20 So today, the Division will hear from
21 four witnesses. It will hear from Brian Atwell, who's
22 an expert in petroleum geology who has testified
23 before the Division. He'll explain how 3R's proposals
24 grasps the details of the geology at issue and how
25 their drilling plan will produce from the most

1 prolific and optimal zones. He also explained how
2 WPX's proposals essentially miss the mark and run the
3 risk of resulting in poor recovery and uneconomic
4 results.

5 Second, you will hear from Jon Slagle
6 who's an expert in petroleum engineering. He will
7 explain to the Division 3R's intent to drill two-mile
8 laterals and about how 3R's proposals are based on
9 their own deep experience in the area, especially
10 compared to that of WPX. And as I mentioned earlier,
11 Mr. Slagle will explain how 3R is proposing to develop
12 the Wolfcamp XY and B benches, whereas WPX is focusing
13 only on the XY benches, which we believe will lead to
14 uncaptured reserves.

15 THE HEARING OFFICER: You said the XY
16 and what benches?

17 MR. SUAZO: B as in Bravo.

18 THE HEARING OFFICER: B. All right.
19 Thank you.

20 MR. SUAZO: Yes.

21 THE HEARING OFFICER: Please continue.
22 I didn't mean to interrupt.

23 MR. SUAZO: No problem.

24 The third witness you'll hear from is
25 Mr. Tyler Lane. He is the operations manager. He

1 will explain how 3R's extensive experience drilling in
2 the Crystal area, you know, makes them a more viable
3 option to be an operator, and he'll also explain how
4 3R has consistently delivered on time and under
5 budget.

6 And importantly, he'll also explain
7 3R's commitment to environmental, social, and
8 government's policy in compliance with New Mexico and
9 federal law. And they also have a very robust plan to
10 use and reuse the water that's produced from these
11 wells, and they also are the only party in this
12 hearing that has a third-party agreement in place to
13 actually transport that water.

14 And finally, you'll hear from Mr. Brian
15 van Staveren, who's a landman. He will explain to the
16 Division the location of 3R's proposals and the
17 ownership of the various tracts, and he will also
18 explain to the Division the extensive efforts that 3R
19 has made to negotiate this instead of going to a
20 contested hearing with WPX, but unfortunately to no
21 avail.

22 So in conclusion, Mr. Examiner, we
23 believe that 3R will demonstrate through this
24 proceeding that they are the best -- that they best
25 meet the seven factors that the Division uses to award

1 operatorship, and at the close of this hearing, we're
2 confident that the Division will be persuaded that
3 3R's development plan will be the most efficient, the
4 most economical, and will best prevent waste and
5 protect correlative rights.

6 Thank you.

7 THE HEARING OFFICER: Thank you.

8 Mr. Savage, do you want to make your
9 opening -- you do. Okay. Please go right ahead.

10 MR. SAVAGE: As you heard, that the
11 main claim that 3R has is that they have a lease that
12 will expire. We would like to point out to the
13 Division that the BLM will not let this lease expire.
14 They will extend it and suspend it based on the
15 activities that 3R has taken and other parties have
16 taken in this matter.

17 Mr. Examiner, in this contested
18 hearing, there are two very different companies
19 competing for the right to develop and operate the
20 subject lands. On the one side we have WPX, a
21 subsidiary of Devon Energy Corporation, in which the
22 WP/Devon combination came through a corporate and
23 public merger that closed in January 2021 that merged
24 and combined the expertise assets and histories of
25 both companies into a single front for development and

1 operations.

2 WPX/Devon has a long history of active
3 and ongoing development in the Delaware Basin when it
4 began drilling wells in New Mexico about 20 years ago.
5 A number of its early wells still are still in WPX and
6 Devon's active inventory, an inventory that has now
7 grown to the operation of production of approximately
8 2,500 wells in New Mexico with 413,000 net acres in
9 the Delaware Basins and 13 active horizontal rigs.
10 WPX/Devon has demonstrated its prudence and expertise
11 as an operator in New Mexico over the course of the
12 past 20 years.

13 On the other side is Ridge Runner
14 Resources II, whose executives and team members,
15 themselves, have described the mission of their
16 company as drilling and putting together packages of
17 wells to sell quickly to other companies and then exit
18 their involvement with and the responsibility for the
19 wells, units, and lands. Ridge Runner II came into
20 existence in 2023. The Division will soon discover
21 during these proceedings how very few wells it has
22 drilled and operates and that it does not plan to be
23 an operator of its wells for the long term.

24 At the end of the hearing, the Division
25 will be deciding between a company, WPX, that is

1 developing the subject lands and subject wells to
2 prudently operate and propose units for the long term
3 as good stewards of the land, and the company, 3R,
4 that plans for the short term to drill the subject
5 lands and then exit operations and management of the
6 subject lands, a company that has modeled itself off
7 of previous companies that no longer exist, indicating
8 that Ridge Runner resources to itself may not exist
9 over the course of the next few years after it sells
10 its wells.

11 THE HEARING OFFICER: Thank you,
12 Mr. Savage.

13 Okay. Mr. Suazo, would you like to
14 call your first witness?

15 MR. SUAZO: Yes, Mr. Examiner.

16 THE HEARING OFFICER: If you would.

17 MR. SUAZO: 3R calls Brian Atwell.

18 Sorry. My mistake. I have the
19 witnesses out of order. We're calling Jon Slagle as
20 our first witness.

21 THE HEARING OFFICER: Okay. So
22 Mr. Atwell will be second?

23 MR. SUAZO: Yes.

24 THE HEARING OFFICER: Yes? Okay.

25 //

1 WHEREUPON,

2 JON SLAGLE,

3 called as a witness and having been first duly sworn
4 to tell the truth, the whole truth, and nothing but
5 the truth, was examined and testified as follows:

6 THE HEARING OFFICER: Mr. Slagle, let's
7 deal with your expertise first. I know that you seek
8 to be recognized as an expert in reservoir engineering
9 for this Division. What education do you have that
10 goes toward that expertise?

11 THE WITNESS: I have a petroleum
12 engineering degree from Texas A&M.

13 THE HEARING OFFICER: When did you
14 achieve that?

15 THE WITNESS: I graduated in 2017.

16 THE HEARING OFFICER: 2017. And did
17 you do any interns or externs while you were in
18 school?

19 THE WITNESS: Yes. Yeah. I interned
20 for University Lands, which owns -- owns a lot of
21 acreage in -- in Texas and so oversaw development of a
22 large number of wells there.

23 THE HEARING OFFICER: What does a
24 reservoir engineer do?

25 THE WITNESS: We forecast production

1 and economics to value acreage, ensure we're drilling
2 economic wells and maximizing reserve capture.

3 THE HEARING OFFICER: Okay. And what
4 work have you done since you graduated toward this
5 expertise?

6 THE WITNESS: I've worked for nine
7 years as a reservoir engineer, eight of which have
8 been in -- in New Mexico with most of our team at
9 previous entities, Ridge Runner I, Chisholm Energy,
10 and now Ridge Runner II.

11 THE HEARING OFFICER: I see. And what
12 is your title now?

13 THE WITNESS: I'm a reservoir
14 engineering Manager.

15 THE HEARING OFFICER: Okay.
16 Any objection?

17 MR. SAVAGE: No objection.

18 THE HEARING OFFICER: Okay. Very good.
19 Should I not ask you about objections to their
20 witnesses? Do you have any objections to their
21 witnesses?

22 MR. SAVAGE: No. No objections.

23 THE HEARING OFFICER: Okay. All right.
24 Thank you.

25 All right. From here on in, this

1 Division qualifies you as a reservoir engineer in that
2 field, so thank you.

3 Mr. Suazo?

4 MR. SUAZO: Thank you, Mr. Examiner.

5 THE HEARING OFFICER: Ms. Tschantz,
6 will you start the timer?

7 THE CLERK: Yes.

8 THE HEARING OFFICER: Okay.

9 DIRECT EXAMINATION

10 BY MR. SUAZO:

11 Q Good morning, Mr. Slagle. How are you
12 today?

13 A Good morning. Doing well.

14 Q Excellent. Are you able to see the slides
15 that are on the screen in front of you?

16 A I sure can.

17 Q Very good. It looks like this first slide
18 is a 3R team overview. I want to ask you a few
19 questions before we get into the slides.

20 THE HEARING OFFICER: Mr. Suazo, can
21 you tell us the Bates number of each slide that you
22 are questioning the witness on for the record?

23 MR. SUAZO: Yes. It's 3R 33.

24 THE HEARING OFFICER: Perfect. Thank
25 you.

1 BY MR. SUAZO:

2 Q And just for clarity, could you please
3 remind us what your position is with 3R?

4 A Reservoir engineering manager.

5 Q And how long have you worked for 3R?

6 A I've -- I've worked for 3R for two years
7 since the company's inception but with the team for
8 eight years at previous entities operating in New
9 Mexico.

10 Q And did you provide any affidavits or
11 exhibits for this case today?

12 A I sure did.

13 Q And did you prepare or direct the creation
14 of those affidavits and exhibits?

15 A Yes, I did.

16 Q Have you made any changes to your affidavit
17 or these exhibits since they were filed with the
18 Division?

19 A We filed rebuttal slides, if that counts,
20 but otherwise, no.

21 Q Okay.

22 MR. SUAZO: Mr. Examiner, I know that
23 there are some pending exceptions, but at this time
24 I'd like to move to have the slides that were prepared
25 directly or at the direction of Mr. Slagle into

1 evidence.

2 THE HEARING OFFICER: And I don't know
3 what those are, so why don't you go through slide by
4 slide with the witness and then ask for admission
5 after each slide.

6 MR. SUAZO: Okay.

7 THE HEARING OFFICER: Okay.

8 BY MR. SUAZO:

9 Q So let's start with slide number 35, as you
10 can see on your screen. Can you please just tell us
11 about --

12 (3R Exhibit 35 was marked for
13 identification.)

14 MR. SAVAGE: I'll object to this. This
15 is one of the slides under consideration that have not
16 been stipulated.

17 THE HEARING OFFICER: I know that.

18 MR. SAVAGE: Okay. Thank you.

19 THE HEARING OFFICER: So I've already
20 reserved judgment on this slide amongst others,
21 amongst four others, and Mr. Suazo has the ability now
22 to convince me that they're reliable --

23 MR. SAVAGE: Okay.

24 THE HEARING OFFICER: And that there's
25 a foundation for each one of them.

1 So Mr. Suazo?

2 MR. SUAZO: Thank you. Sure. Can I
3 ask the witness a few questions about it first?

4 THE HEARING OFFICER: Please do.

5 MR. SUAZO: Okay.

6 BY MR. SUAZO:

7 Q Can you please tell us a little bit about
8 this slide, Mr. Slagle?

9 A So this slide was just intended to give us a
10 high-level background of our -- our company, and our
11 funding, and some of our experience in -- in New
12 Mexico. We're -- we're a newer company, so I just
13 wanted to tell you guys who we are and what we've done
14 in New Mexico, which is quite a bit.

15 Q And do you have personal knowledge about the
16 details that are on this slide?

17 A I sure do. I'm directly involved with the
18 management of the company, so I'm -- I'm well-informed
19 on all the information on this slide.

20 Q Okay. Give us a little more detail about
21 each point, please.

22 A So I guess, then, top background -- just
23 wanted to point out that we've been operating in New
24 Mexico for eight years now. This -- this same team
25 have extracted and -- and been a very good steward of

1 the lands to extract and maximize resource capture.

2 Our management team has drilled and
3 completed 20 wells in the immediate township where
4 this DSU that we'll be discussing today is located,
5 which I think is very salient. Opposed to that, WPX
6 has only a single one-mile well in the same township,
7 so we're very experienced in this immediate area and
8 highly focused on it.

9 The second point are funding and strategy.
10 We're well-funded with over a hundred -- or over 500
11 million dollar equity backing from EnCap, so we're
12 well-funded and excited to -- to develop this acreage
13 actively, and -- and be a good steward of the lands
14 here, and capture reserves for not only our company
15 but also all of our partners and overriding owners in
16 the acreage.

17 Q Thank you, Mr. Slagle.

18 MR. SUAZO: Mr. Examiner, at this time,
19 I'd like to move 3R Exhibit 35 into evidence.

20 THE HEARING OFFICER: Mr. Savage, now,
21 do you still have an objection?

22 MR. SAVAGE: No. I think we will
23 withdraw our objection on that.

24 THE HEARING OFFICER: Okay. 35 is
25 admitted.

1 (3R Exhibit 35 was received into
2 evidence.)

3 BY MR. SUAZO:

4 Q All right. Moving on to 3R 36.

5 (3R Exhibit 36 was marked for
6 identification.)

7 Will you just give us a high-level overview
8 of your team? Just, you know, 30 seconds about -- you
9 don't need to name them, but just cover kind of their
10 broad experience, please.

11 A Yeah. Yes. Of course. So I will actually
12 name the first one. Our -- our co-CEO, Scott Germann,
13 has 35 years' experience in New Mexico, so long before
14 it even went horizontal here, he worked in leadership
15 positions at Nadel and Gussman, BC Operating, Ridge
16 Runner I, Chisholm Energy, and now Ridge Runner II, so
17 he is a -- been very involved in development in New
18 Mexico for a very long time, much -- much longer than
19 just about anybody else, so he's a key leader for our
20 team and has a -- a wealth of knowledge of operating
21 in New Mexico.

22 Beyond that, the -- the rest of the team
23 here, we've most of us has been together since Ridge
24 Runner I, which is roughly eight years of experience
25 operating in -- in New Mexico in Eddy and Lea County

1 and a lot of focus in the -- the immediate vicinity of
2 the DSU we'll be discussing today. And the bottom
3 four folks on this -- on this slide, Brian Atwell,
4 myself, Tyler Lane, and Brian van Staveren, those are
5 the four that'll be testifying witnesses today.

6 Q Thank you.

7 MR. SUAZO: Next slide, please.

8 MR. SAVAGE: Mr. Examiner, are we going
9 to consider whether or not to introduce that
10 particular slide?

11 THE HEARING OFFICER: It hasn't been
12 requested yet.

13 MR. SAVAGE: Okay.

14 MR. SUAZO: Oh. Sorry.

15 Yes. Mr. Examiner, at this time, we'd
16 like to move the 3R Exhibit 36 be admitted into
17 evidence.

18 THE HEARING OFFICER: Mr. Savage?

19 MR. SAVAGE: So I'm going to point out
20 a couple of things about this that we have concerns
21 over. So we have one company here that's the
22 applicant, and that is 3R, and I believe that's also
23 Ridge Runner Resources II. So this slide has numerous
24 logos of companies who are not even parties of this
25 proceeding. They present it in the form of a

1 corporate logo.

2 We feel it's highly prejudicial in the
3 sense that it tries to promote the company as opposed
4 to just providing factual matters in an understandable
5 way. You know, it's a conglomeration of logos as if
6 implying somehow, like, they have this significant
7 corporate presence and ethos.

8 So you know, if they modified this, and
9 they listed just the management and -- they've already
10 listed the witnesses and their written statements and
11 introduced those, but if they would do it in a more
12 factual manner and not the kind of promotional manner
13 that this -- then we would probably be open to having
14 this admitted.

15 THE HEARING OFFICER: Mr. Suazo?

16 MR. SUAZO: Yes, Mr. Examiner. I think
17 that most of this information, if not all of it, is
18 something you could easily get from reading the
19 resumes or looking at the websites of 3R. The point
20 of the various companies that are listed on the slide
21 basically illustrates their background and their
22 experience in this particular area, and that's a
23 product of, you know, their experiences from the past.

24 You know, I know that WPX lists Devon
25 on their slides, but Devon isn't even a party to this

1 proceeding. It's a parent, I believe. But you know,
2 I think this representation given the foundation
3 that's been laid is appropriate to submit because the
4 experience in this area is one of the critical issues
5 that the Division must consider in deciding who to
6 award operatorship, and I think their past experience
7 with these particular companies is directly relevant
8 to that, as Mr. Slagle has pointed out.

9 THE HEARING OFFICER: Okay. So
10 Mr. Suazo, I'm going to sustain the objection. I'm
11 going to have you redo this exhibit and remove all the
12 logos on here that are not testified to here today by
13 your witnesses; okay?

14 MR. SUAZO: Okay.

15 THE HEARING OFFICER: We're going to
16 hear from four of your witnesses today. They can give
17 us background in the time allotted for each witness,
18 but I do believe that some of this information here is
19 outside the scope of today's hearing, and we don't
20 have testimony here on it, so I'm going to sustain the
21 objection, and you redo it.

22 And when you redo it, before you submit
23 your final exhibit packet -- both parties will do
24 this -- each one will send it to the other one,
25 they'll review them, and if there's no objections,

1 we'll receive the final one into evidence; okay?

2 MR. SUAZO: Okay.

3 THE HEARING OFFICER: So I'm admitting
4 slide -- I can't read the number on that one. Is that
5 number 36 that I just saw a minute ago?

6 MR. SUAZO: 3R 35.

7 THE HEARING OFFICER: No. I've already
8 admitted 35. Can we go to 36 again, please? That
9 one. I'm admitting slide 36 under the condition that
10 it is modified to remove anything that is not
11 testified here to today.

12 (3R Exhibit 36 was received into
13 evidence.)

14 MR. SUAZO: Understood.

15 THE HEARING OFFICER: Okay. So
16 conditionally admitted 36.

17 Okay. You still have other slides that
18 have been objected to. Do you want to deal with
19 those?

20 (Plaintiff Exhibit 4 was marked for
21 identification.)

22 MR. SUAZO: Slide 34 we're not going to
23 move into evidence, just to clarify.

24 THE HEARING OFFICER: Okay. So no 34.
25 All right. Okay. And 54 and 55 are from a different

1 witness. Okay. Is there anything else that you want
2 to elicit from this witness on direct or rebuttal?

3 MR. SUAZO: Not with these particular
4 slides. We intend to recall the witness for his
5 actual affidavit-type slides, but at this time, we'd
6 like to move to call Witness Brian Atwell and then
7 recall Mr. Slagle later because I think the
8 presentation flows in better order.

9 THE HEARING OFFICER: It's
10 your -- okay. Very good.

11 Okay. Thank you, Mr. Slagle.

12 THE WITNESS: Thank you.

13 THE HEARING OFFICER: Mr. Atwell?

14 WHEREUPON,

15 BRIAN ATWELL,
16 called as a witness and having been first duly sworn
17 to tell the truth, the whole truth, and nothing but
18 the truth, was examined and testified as follows:

19 THE WITNESS: Good morning.

20 THE HEARING OFFICER: So, Mr. Atwell,
21 you've not been admitted before this Division as an
22 expert in geology, so let's go through -- you heard
23 what I asked Mr. Slagle. Tell me about your education
24 toward this expertise and then your work experience
25 toward this, and try to give me some dates here and

1 there.

2 THE WITNESS: Sure. So I received my
3 bachelor's degree from Texas Christian University in
4 2006, followed by my master's degree in 2008. I was
5 working an internship with XTO Energy at that time.

6 THE HEARING OFFICER: Master's in what?

7 THE WITNESS: In geology.

8 THE HEARING OFFICER: Okay.

9 THE WITNESS: Yes, sir. Both
10 bachelor's and master's in geology.

11 THE HEARING OFFICER: Thank you. And
12 then you started working --

13 THE WITNESS: Right. I have 20 years
14 of cumulative experience, worked several different
15 basins, with the majority of my focus being in West
16 Texas Permian, and joined the Ridge Runner team
17 in -- what was that -- August of 2023.

18 THE HEARING OFFICER: And who did you
19 work for before this team?

20 THE WITNESS: I've worked for XTO
21 Energy, Forest Oil company in Denver, I've -- I've
22 worked for Navajo Nation Oil and Gas Company on their
23 lands in New Mexico, and then SG Interests, which is a
24 family-based company in Houston, which is primarily
25 focused in the southern Delaware Basin.

1 THE HEARING OFFICER: And for all these
2 different companies, you were a geologist?

3 THE WITNESS: Yes, sir. Anywhere from
4 geologist, senior geologist, lead geologist, now
5 geology manager.

6 THE HEARING OFFICER: Okay. All right.
7 Sounds good.

8 Are there any objections, Mr. Savage?

9 MR. SAVAGE: No objections.

10 THE HEARING OFFICER: Okay. Very good.

11 So, Mr. Atwell, you are recognized as
12 an expert in the field of geology before this
13 Division.

14 Do you want to go forward?

15 MR. SUAZO: Yes. Thank you,
16 Mr. Examiner.

17 DIRECT EXAMINATION

18 BY MR. SUAZO:

19 Q Good morning, Mr. Atwell. How are you?

20 A I'm doing well. Good morning.

21 Q Excellent. Can you please remind us what
22 your current position with 3R is?

23 A My current position is geology manager for
24 3R.

25 Q And how long have you held that role?

1 A I've been there for 18 months since August
2 of 2023.

3 Q Okay. And are you familiar with the lands
4 that are the subject of 3R's applications in this
5 proceeding?

6 A I am.

7 Q Did you provide an affidavit in this case?

8 A I did.

9 Q Did you provide exhibits or attachments?

10 A I did.

11 Q Did you prepare those affidavits and
12 exhibits, you know, directly or at your direction?

13 A I did. Yes.

14 Q Have you made any changes to the affidavits
15 or exhibits since you submitted them to the Division
16 other than the rebuttals?

17 A No, sir.

18 Q Thank you, Mr. Atwell.

19 MR. SUAZO: Mr. Examiner, at this time,
20 I'd like to move Mr. Atwell's slides, which are 3R 40
21 through 48 into evidence.

22 THE HEARING OFFICER: So they're
23 already in evidence --

24 MR. SUAZO: Okay.

25 THE HEARING OFFICER: -- as you know.

1 The only ones that you need to be concerned with that
2 are not in evidence at this point is 54 and 55.

3 MR. SUAZO: Okay. Perfect.

4 THE HEARING OFFICER: So they're
5 already in evidence, so please continue.

6 MR. SUAZO: I can't keep track of the
7 objections. Thank you.

8 THE HEARING OFFICER: I can.

9 BY MR. SUAZO:

10 Q Mr. Atwell, let's talk about your first
11 slide, which I believe is 3R 41. What does this slide
12 show?

13 A This slide's a general locator map to orient
14 the audience to the location of what 3R refers to as
15 the Crystal project area in Eddy County. Also
16 displaying on this map is the limits of the Delaware
17 Basin in the Permian time and also the Capitan Reef
18 trend and the potash area there in gray.

19 Q Okay.

20 MR. SUAZO: Next slide.

21 BY MR. SUAZO:

22 Q Let's move to 3R 42, which looks at your
23 targets and the dip from west to east. What is the
24 significance of this slide?

25 A Sure. Just to get oriented on the geology

1 and the subsurface here in the Crystal project area,
2 on the left, we have a type log which corresponds to
3 the star on the map on the right, and I'll go over
4 what's on the map. Secondly, I'd like to review the
5 type log first.

6 On the type log, I really focus in on the
7 Wolfcamp interval. As 3R's defined the stratigraphy
8 here, the very upper part is the XY interval
9 highlighted in the red box with the yellow shading.
10 Below that, we've identified a correlate, what we call
11 the A shale interval, and then below the A shale is
12 the B package, the Wolfcamp B package highlighted in
13 the next yellow box.

14 To the right of the type log, there's three
15 arrows. The top green arrow and the bottom green
16 arrow represent 3R's proposed landing zones for the XY
17 and the Wolfcamp B. These two zones are separated by
18 650 feet of vertical separation between the landing
19 zone and the B and the XY.

20 The red arrow indicates an existing well.
21 It's a one-mile well in the south half -- south half
22 of section 32 known as the Frontier Well that was
23 landed below the XY in what we call the upper part of
24 the A shale, and that happens to be about 200 feet
25 below the proposed landing depth in the XY.

1 If we move over to the map --

2 Q If I can stop you there just to clarify.

3 A Sure.

4 Q Just want to ask about the text that says
5 "WPX/Devon well is landed in a suboptimal zone."

6 A Correct.

7 Q Why is that your view?

8 A In that view, just looking at the
9 electrofacies from all the different logs, especially
10 when you look at the neutron density in the gamma ray,
11 we think that this interval has an enriched clay
12 content and Vshale, which may not promote effective
13 hydraulic fracture stimulation and fluid recovery.
14 And so we -- we look at that as a suboptimal zone in
15 comparison to the B below and the XY above.

16 Q Okay. And I think you wanted to talk about
17 the map to the right.

18 A Yeah. So if we look at the map on the
19 right, this is a structure map over the Crystal
20 project area showing, you know, kind of an overhead
21 view. The dip is relatively gentle from west to east
22 at about 1.3 to 1.5 degrees. And so any wells, you
23 know, drilled from the east to the west will be
24 slightly -- also shown are wells that were landed and
25 produced from the XY and A interval with the purple

1 attribute symbol, and the Wolfcamp B wells are shown
2 with the blue attribute symbol.

3 All of the data points used to make the
4 map -- I know it's really small but there
5 are -- there's a lot of data in here. This area was
6 developed for morrow down below and so a lot of log
7 control going through the Wolfcamp interval is
8 available to make maps and correlations. Also shown
9 on this map is the Crystal project area with 3R's
10 proposed development plan at four wells per section,
11 two-mile laterals going in an east-west lay-down
12 orientation.

13 The last two things I'd like to point out on
14 this slide is our two cross sections, A to A prime, A
15 being in the west, going to the east, tying into the
16 type log on the eastern side, and then B to B prime,
17 also oriented from west to east, which will show up on
18 subsequent slides in the testimony.

19 Q Okay. Thank you.

20 MR. SUAZO: Next slide, please.

21 BY MR. SUAZO:

22 Q Now, this goes a little more into your
23 proposed landing zones. Can you please tell us a
24 little bit more about what 3R is conveying through
25 this slide?

1 A Sure. So this slide here is cross section A
2 to A prime, and the main thing we want to document,
3 you know, that these formations that we're planning to
4 target are continuous across the entire project
5 interval. There're a highly complex series of
6 interbedded sand shells and mudstones, and the landing
7 zones are laterally continuous.

8 And what you can see are the proposed
9 lateral pathways for 3R with the purple dash line
10 representing the two-mile well landed in the XY
11 package and then the blue dash line being the well
12 landing in the B package and where we plan to -- to
13 place those wells, again, approximately 650 feet of
14 vertical separation.

15 Also shown on the bottom are the well names
16 are three wells with the potential infill -- we'll go
17 in more on a subsequent slide -- the 700 series, and
18 then the four B wells are the 800 series.

19 Q Okay. Thank you. Let's move to the next
20 slide. All right. So this kind of goes more into
21 where WPX is proposing to the land. Can you please
22 walk us through what the slide portrays?

23 A Sure. So this is actually a structural
24 cross section used with public data with the
25 directional survey to look at the landing of the WPX

1 Frontier Well clearly landed below the XY zone, and
2 this well has recovered one million barrels of total
3 fluid, about 150,000 barrels of oil, 900,000 barrels
4 of water since 2019.

5 And we look at the economics of the well,
6 and this well clearly uneconomic, and potential reason
7 for this is due to the enriched shale volume and clay
8 volume might not provide a very lithological fabric
9 for fracture propagation and -- and fractures
10 remaining open after the stimulation. There could
11 be -- that would lead to poor recovery efficiency and
12 uneconomic results.

13 Also, this well, in our mind, presents a
14 potential depletion risk for an XY well drilled in
15 such close proximity above this well, directly above
16 it. Having produced a million barrels of fluid, there
17 has been considerable depletion around it, so we're a
18 little concerned about that posing a risk to
19 degradation either to this existing well or the
20 subsequent well drilled above it.

21 Q And just so we're clear, that line in the
22 center of the slide, that kind of shows where they're
23 proposing to drill and kind of missing the -

24 A That is a well that's actually drilled.

25 Q Okay.

1 A That -- that well was drilled in 2019.

2 Q Okay. Thank you.

3 A I believe -- you know, just for the record,
4 WPX as far as the XY is proposing a very similar
5 landing zone for their XY as 3R.

6 Q Okay.

7 MR. SUAZO: Next slide.

8 THE WITNESS: Okay. We have two gun
9 barrel slides.

10 BY MR. SUAZO:

11 Q Let me ask you about this.

12 A Oh. I'm sorry.

13 Q No problem.

14 A I got a little excited.

15 Q So this slide deals with your development
16 plan and its optimization of resource capture. Can
17 you please elaborate on that based on what is
18 portrayed?

19 A Sure. So the type log is the same log we
20 saw on the first slide, so I won't belabor that one in
21 any more detail. The new information on this slide
22 are the locator map showing the four wells per
23 section. You'll notice that three of those wells are
24 planned two-mile wells with a third -- or fourth well
25 as a potential infill well.

1 And below that is a gun barrel from north to
2 south showing 3R's proposed development plan in the XY
3 bench with the three wells, 701, 702, 703 ready to
4 drill. The 704, again, getting back into the
5 potential depletion, degradation, and adverse
6 fracture-driven interaction with the Frontier well, we
7 would like to be a good partner and discuss plans with
8 WPX being the operator of that well because we're
9 concerned that we may knock that well offline by
10 fracking the 704 and -- and lead to creating
11 abandonment liability for them. So it's something
12 we're very -- very aware of.

13 The other bench that -- the additional bench
14 that we're looking at here that we believe is economic
15 today is the Wolfcamp B. Again, we have four wells
16 per section across there. The vertical separation
17 between the B and the XY is 650 feet, and the vertical
18 separation between the Wolfcamp B and the Frontier is
19 450 feet with a relatively thick consistent clay-rich
20 interval, and so we're not as concerned. Yes, there
21 is some risk that we could hit that Frontier Well with
22 the frac in the B well down below, but we think the
23 risk is much lower given the separation between them.

24 Q Okay. Thank you.

25 THE CLERK: Mr. Hearing Examiner?

1 THE HEARING OFFICER: Yes?

2 THE CLERK: We're at 3 minutes, 30
3 seconds.

4 THE HEARING OFFICER: Thank you.

5 Mr. Suazo?

6 MR. SUAZO: Yes. Next slide, please.

7 BY MR. SUAZO:

8 Q If you could quickly walk through this
9 regarding the commercial reserves in the Wolfcamp B
10 and waste. Please tell the Division what this slide
11 reflects.

12 A Sure. So everything's the same except the
13 gun barrel has changed, and on the gun barrel, you'll
14 notice that WPX has no immediate plans to develop the
15 Wolfcamp B, and we believe that the reserves are there
16 in the B and would like to develop everything
17 simultaneously to mitigate any future adverse
18 fracture-driven interactions due to potential
19 parent-child issues in wells. We feel that's the best
20 way to maximize reserve capture and mitigate waste.

21 MR. SUAZO: Next slide.

22 BY MR. SUAZO:

23 Q Now, this is the project area with the XY
24 and A. What does this slide represent?

25 A We have two gross isopachs here separated by

1 the type log that's been referenced showing the
2 interval that was isopached, the upper interval, the
3 XY and A interval in purple rectangle. The map is on
4 the left. The main thing to point out is the XY and
5 the A thickness is relatively consistent across the
6 project area and thins to the north and west. You can
7 also see all the wells that target the XY and the A on
8 this annotated by the purple line and a purple
9 attribute.

10 And then you go to the B. We really sit in
11 a sweet spot for the B here. Maps really thick. Does
12 thin to the north and west, but in the project area,
13 the B does have considerable thickness, and we feel
14 very comfortable in achieving economic results in the
15 B today, and so that's the main takeaway from this
16 slide.

17 MR. SUAZO: Next slide, please.

18 That is this witness's last slide.

19 THE HEARING OFFICER: You said there
20 were rebuttal slides.

21 MR. SUAZO: There are.

22 THE HEARING OFFICER: Did this witness
23 file rebuttal?

24 Well, Mr. Atwell, did you file rebuttal
25 slides?

1 THE WITNESS: I did not file any
2 rebuttal --

3 THE HEARING OFFICER: You did not.
4 Okay. So I think that's the easiest way to figure it
5 out.

6 MR. SUAZO: So just for clarification,
7 how much time are we going to have on these rebuttal
8 slides? Because I thought we were going to do those
9 later. We can do them now. We'll just need a little
10 bit more time.

11 THE HEARING OFFICER: Of course. Okay.
12 And as I said, if you need more time, just ask --

13 MR. SUAZO: Okay.

14 THE HEARING OFFICER: -- and it'll be
15 considered. But he didn't file rebuttal slides. Did
16 you want him to testify to rebuttal slides?

17 MR. SUAZO: No.

18 THE HEARING OFFICER: Okay.

19 MR. SUAZO: So on the rebuttal,
20 Mr. Atwell and Mr. Slagle will be kind of sharing
21 those slides.

22 THE WITNESS: Mr. Lane.

23 MR. SUAZO: I'm sorry. Mr. Lane.

24 THE HEARING OFFICER: Okay. Mr. Lane
25 and who?

1 MR. SUAZO: Mr. Slagle.

2 THE HEARING OFFICER: So not

3 Mr. Atwell?

4 MR. SUAZO: Not Mr. Atwell.

5 THE HEARING OFFICER: Okay. So is he
6 available for cross-examination?

7 MR. SUAZO: Yes, Mr. Examiner.

8 THE HEARING OFFICER: Mr. Savage?

9 MR. SAVAGE: Yes. Thank you,
10 Mr. Harings.

11 CROSS-EXAMINATION

12 BY MR. SAVAGE:

13 Q Mr. Atwell, I just have a couple of
14 questions.

15 A Sure.

16 Q So on your slides 43, 44, 45, where you
17 illustrate the landing zones, so your landing zone is
18 XY; correct?

19 A That is correct.

20 Q And then you skip a whole zone; correct?

21 A That is correct.

22 Q Okay. And then your lower landing zone is
23 below A, and that is B; correct?

24 A Yes.

25 Q Okay. So would you describe these as

1 completely separate zones, the XY and the B?

2 A The XY and B? Yes. I would consider
3 themselves to be separate zones. Yes.

4 Q Would you consider them two separate sources
5 of supply?

6 A Yeah. Sure.

7 Q Okay.

8 MR. SAVAGE: That's all the questions I
9 have. Thank you.

10 THE HEARING OFFICER: Okay. Thank you.
11 Any redirect, Mr. Suazo?

12 MR. SUAZO: No redirect.

13 THE HEARING OFFICER: Okay. Let's go
14 through our technical examiner.

15 Mr. Fordyce?

16 TECHNICAL EXAMINER FORDYCE: Yes,
17 Mr. Hearing Examiner. I don't have any questions for
18 this witness.

19 THE HEARING OFFICER: Okay.

20 TECHNICAL EXAMINER FORDYCE: I would
21 like to point out quickly, though, some discrepancies
22 on the slides if --

23 THE HEARING OFFICER: Okay. Which
24 slide do you want to start with?

25 TECHNICAL EXAMINER FORDYCE: 3R 43. I

1 just wanted to point --

2 THE HEARING OFFICER: Hold on,
3 Mr. Fordyce. Let's wait until Mr. Suazo or someone
4 brings up that slide so we can see it. It's up.

5 Go ahead Mr. Fordyce.

6 TECHNICAL EXAMINER FORDYCE: I just
7 wanted to point out the well listed as point A is
8 referenced as being in Range 26E. I think if you
9 double check that, you would find it's Range 25 East,
10 and A prime appears to be your type log that is in
11 section 33 rather than section 26. Just for clarity
12 on the slides, if we're going to have those fixed.

13 And on the next slide, 3R 44, again,
14 it's looking like B prime is your type log with the
15 API number ending in 8 and not 7 and the section being
16 33, not 31. Just to point that out for correction.
17 But I have no questions for this witness.

18 THE HEARING OFFICER: All right.

19 Counsel, did you take note of the - all
20 right.

21 MR. SUAZO: We did. We can get it
22 revised and corrected, and we'll confer with
23 Mr. Savage as part and parcel of the other slides that
24 we're going to have to amend.

25 THE HEARING OFFICER: Perfect. We'll

1 do that for both parties as we go along. So you took
2 note of those.

3 And there are no more questions for
4 this witness, so this witness may be excused.

5 Thank you very much, Mr. Atwell.

6 THE WITNESS: All right. Thank you.

7 THE HEARING OFFICER: Do you want to
8 re-call Mr. Slagle to go through his testimony or not?

9 MR. SUAZO: Yes. We'd like to re-call
10 Mr. Slagle.

11 THE HEARING OFFICER: And Ms. Tschantz
12 will start the timer.

13 Please proceed.

14 DIRECT EXAMINATION

15 BY MR. SUAZO:

16 Q Good morning, Mr. Slagle. Welcome back.
17 Can you please remind us your position with 3R?

18 A I'm a reservoir engineering manager.

19 Q Okay. And remind us how long you've held
20 that role.

21 A I've -- I've held that role for about three
22 years now.

23 Q Okay.

24 MR. SUAZO: Mr. Examiner, are there any
25 objections on these slides that we need to deal with,

1 or --

2 THE HEARING OFFICER: Which ones?

3 MR. SUAZO: Mr. Slagle's slides.

4 THE HEARING OFFICER: Give me the
5 numbers. Because we already admitted 35 and
6 conditionally 36 with the changes. You're not
7 admitting 34. So that's excluded from your packet
8 that you'll -- was there anything else that you wanted
9 to deal with when it came to the exhibits?

10 MR. SUAZO: Okay.

11 Yeah. There's an objection to 55 --

12 THE HEARING OFFICER: And 54.

13 MR. SUAZO: -- and 54.

14 THE HEARING OFFICER: I didn't
15 know -- are those his?

16 MR. SUAZO: Yes.

17 THE HEARING OFFICER: Oh. Then go
18 right ahead.

19 MR. SUAZO: Okay.

20 BY MR. SUAZO:

21 Q Did you prepare an affidavit and exhibits
22 for this case?

23 A I sure did.

24 Q Okay. And were those prepared under your
25 direct control or by you, personally?

1 A Yes, they were.

2 Q Have you made any changes to your affidavit
3 or the exhibits since you admitted them to the
4 Division?

5 A I have not.

6 Q Okay. Let's move on to the slides, and we
7 can deal with them one at a time, I think that might
8 be easier, starting with 3R 54, which deals with 3R's
9 track record in New Mexico.

10 (3R Exhibit 54 was marked for
11 identification.)

12 Can you please tell the Division what is
13 portrayed in this slide?

14 A Yes. So it's -- the main point of this
15 slide is to circle the areas of focus for the two
16 companies involved here. So the map, you can see that
17 the sticks in orange are Devon/WPX wells, and then the
18 sticks in blue are 3R wells or permits. And you could
19 see the -- the small red box on the Crystal/Frontier,
20 which is the DSU of focus for today, and you can see
21 that's in our blue box, which -- where we have a large
22 number of wells and permits and our team has been
23 focused for -- for years.

24 And you can see all the -- all the yellow
25 acreage on this map shows the acreage position that

1 we've owned at these four companies listed, Ridge
2 Runner II, Chisholm Energy Holdings, Ridge Runner I,
3 and BC Operating. So we've owned some piece of almost
4 all the acreage in the township of question, most of
5 it multiple times.

6 So -- so we're very focused on this area and
7 developing it where WPX and Devon, you can see their
8 area of focuses much more in Lea County and Eastern
9 Eddy, not focused at all in this area. I -- I think
10 they have one existing producing well in this west
11 Eddy area, so they're very focused drilling elsewhere,
12 where we are myopically focused on this specific area,
13 and getting a rig on it, and developing it quickly,
14 and deploying our -- our capital to -- to make that
15 happen.

16 And we're -- we're an experienced team.
17 Like I said, we've been in New Mexico for eight years,
18 we've drilled 111 horizontal wells with -- with great
19 economics overall, so excited to keep that going with
20 Ridge Runner II and get some wells drilled.

21 MR. SUAZO: Mr. Examiner, at this time,
22 we'd like to move 3R Exhibit 54 into evidence.

23 THE HEARING OFFICER: Mr. Savage?

24 MR. SAVAGE: So we maintain our
25 objection on this. Do you want me to explain --

1 THE HEARING OFFICER: Of course.

2 MR. SAVAGE: Okay.

3 THE HEARING OFFICER: Based on what you
4 heard, you know, why you still --

5 MR. SAVAGE: Based on what we heard.

6 THE HEARING OFFICER: Yeah.

7 MR. SAVAGE: So looking at Mr. Slagle's
8 resume, we don't understand how they can claim this as
9 a track record. Well, first of all, we believe it
10 still falls into the landman category, and he is a
11 reservoir engineer. That's his area of expertise.
12 But we don't understand the claims that can be made.

13 For example, looking at his resume, it
14 looks like Mr. Slagle is an employee since 2023 of
15 Ridge Runner Resources II. Now, they claim that they
16 have this continuity of development, and they talk
17 about their team -- they mentioned eight years, but
18 you know, for example, like, looking at these other
19 entities and looking at Mr. -- for example, van
20 Staveren's -- or van Staveren, the landman's history
21 on that one slide that would be admitted in a modified
22 form, it looks like he worked for Earthworks. I don't
23 see where he's part of a team that included Chisholm
24 or Ridge Runner I or BC Operating.

25 I don't believe that these companies

1 exist anymore. They don't own the wells. It says in
2 here that they exited their operations and
3 involvement, and these companies went to -- looks
4 like -- well, this one went to Matador, a package went
5 to Marathon.

6 So basically, they completely divested
7 their operations, and now they sit with 3R, which I
8 assume is Ridge Runner Resources III, and whatever
9 number of wells that they have, which I believe are
10 minimal. So I don't believe that they can, you know,
11 accurately claim, rightfully claim, like, some kind of
12 continuity of history based on a cohesive team that
13 has stayed intact through all these transitions.

14 THE HEARING OFFICER: So, Mr. Savage,
15 I'm not sure of the basis of the objection. If the
16 basis is relevance, that's one thing. If it's
17 reliability, that's another thing. But I heard from
18 this witness --

19 And I'm going to ask you myself: Did
20 you prepare this slide?

21 THE WITNESS: I sure did.

22 THE HEARING OFFICER: Okay. You
23 prepared this slide. And the data that's here on the
24 slide you have personal knowledge of?

25 THE WITNESS: Yeah. I sure do. I -- I

1 worked at -- all through Ridge Runner I, Chisholm
2 Energy, and Ridge Runner II now. And Tyler will tell
3 you he personally drilled almost all of these wells.

4 THE HEARING OFFICER: Based on the
5 testimony, I'm going to overrule your objection and
6 allow -- 54 is now in evidence.

7 (3R Exhibit 54 was received into
8 evidence.)

9 You can cross-examine him and show how
10 this information is, in your opinion, unreliable or
11 not factually correct, whatever you want, but I don't
12 see the objection to keep it out.

13 MR. SAVAGE: Understood. That's fair.

14 THE HEARING OFFICER: Okay. So this is
15 in.

16 Do you want to deal with 55 while we're
17 here?

18 MR. SUAZO: Yes.

19 THE HEARING OFFICER: Okay. Well, go
20 ahead.

21 MR. SUAZO: Next slide.

22 BY MR. SUAZO:

23 Q All right. Will you please explain this
24 slide, which is titled "Land Development 3R Activity
25 Versus WPX Lack of Activity" and explain the purpose

1 of this slide to the Division?

2 (3R Exhibit 55 was marked for
3 identification.)

4 A The purpose of this slide was to focus in on
5 the -- the township of -- of discussion here today.
6 You'll see the -- the red box, you'll see that
7 continuous throughout our slides, highlights the
8 Crystal/Frontier DSU. And then I was just making a
9 few points on the activity comparing what 3R and its
10 previous entities has done relative to what WPX has
11 done.

12 So point 1 there, 3R, we were the winner of
13 two tracts, that's the one on the map, in the recent
14 September 2024 NM SLO lease sale, so we were the high
15 bidder in that. I -- I don't believe WPX even cared
16 to participate in that, I think. So that demonstrates
17 that we're focused on the area, making acquisitions in
18 the area, building our position, growing that, and we
19 have a good understanding of fair market value of the
20 acreage in the area, obviously, if we were the winner
21 in an open auction for those tracts.

22 Point 2, this is to contrast that WPX has
23 unfortunately let their roughly 1280-acre federal
24 lease in sections 30 and 31 be terminated by the BLM
25 due to missed rental payments. That lease was

1 originally issued in 2015, so there was more than
2 enough time to develop that. I think that it's pretty
3 unfortunate all the owners in those leases, you know,
4 entrust in the operator and the record title holder to
5 make those rental payments and keep those leases
6 active to capture value for -- for all the owners
7 there.

8 And -- and so now that that lease is under
9 reinstatement, that process is very lengthy with the
10 BLM. I think they've been trying to get it out of
11 reinstatement for four years. So I think that just
12 shows that -- the contrast. WPX didn't even care to
13 make their rental payments and ensure those were made
14 on time to perpetuate their lease, where Ridge Runner
15 is actively buying new leases and building their
16 position.

17 Point 3, because that lease is now under
18 reinstatement, Ridge Runner owns section 36, which is
19 in -- in the mountains and the surface is getting a
20 little difficult. We were hoping to be able to drill
21 through section 31 to -- to capture acreage in 36, but
22 because that lease is under reinstatement, it makes it
23 difficult with the BLM to do that. So unfortunately,
24 Devon's missed rental payment there has stranded our
25 acreage in section 36.

1 And then point 4, so that -- that
2 demonstrates -- so -- so that's -- that's labeled on
3 WPX's lease in section 32 where they -- they made a
4 pretty disappointing bare minimum effort in 2019 by
5 drilling only a single one-mile well, which Mr. Atwell
6 pointed out is landed in a target that we've both
7 agreed is not the core target here, and it's a very
8 poor-performing well.

9 They drilled that well in a bare
10 minimum -- bare minimum and last-minute effort to get
11 their lease held. If they were thinking thoroughly
12 and comprehensively about their strategy, they
13 would've developed that entire lease with long
14 laterals and -- and drilled all the wells rather than
15 creating this difficult parent-child issue with that
16 single one-mile well in 2019 when technology was
17 happily there to drill two-mile or even longer wells,
18 so it's -- it's pretty disappointing that -- and it
19 shows kind of the poor stewardship of the minerals in
20 this area that WPX has demonstrated. And --

21 Q And -- sorry. Go ahead.

22 A And then the table at the bottom, so I was
23 just pointing out well counts within this township.
24 So our -- our company, 3R, has 20 actively producing
25 wells that we were immediately involved in drilling in

1 the area, so very active, and then contrast that with
2 the WPX table where they only have that single
3 well -- one-mile well that I pointed out, and then
4 they've let 64 percent of their permits in the area
5 expire.

6 That gives us pretty poor confidence that
7 they'll actually drill this if they were granted
8 operatorship. We think it's -- considering their
9 focus elsewhere, we think it's likely they may let
10 their permits and our lease expire. So -- so we hope
11 to operate, and get the lease -- lease saved,
12 and -- and get some wells drilled here.

13 And I guess just on the fact that there's
14 some land involved here, I'd just like to -- to state
15 that as a reservoir engineer, it's -- it's my job to
16 have a broad understanding of several disciplines at
17 the company so that I can make high-level decisions on
18 valuation and development strategy. So I -- I do have
19 significant land experience, and it's -- it's part of
20 my job to understand land geology and -- and the
21 whole -- the whole company's strategy to do my job
22 appropriately.

23 Q Thank you.

24 MR. SUAZO: Mr. Examiner, at this time,
25 we'd like to move 3R Exhibit 55 into evidence.

1 THE HEARING OFFICER: Mr. Savage?

2 MR. SAVAGE: So, Mr. Examiner, based on
3 your grounds previously described, we withdraw our
4 objection.

5 THE HEARING OFFICER: Thank you.

6 55 is admitted into evidence.

7 (3R Exhibit 55 was received into
8 evidence.)

9 Okay. So why don't you finish up with
10 this witness so that Mr. Savage can cross-examine.

11 MR. SUAZO: Of course.

12 Next slide.

13 BY MR. SUAZO:

14 Q Will you please explain this slide, which is
15 Wolfcamp XY and 3R optimal reserves?

16 A Yeah. So this is our type curve for the
17 Wolfcamp XY. I don't think there's a -- a need to
18 belabor this one too much. I think this agrees pretty
19 closely with what WPX came up with, their type curve
20 for the -- or with the Wolfcamp XY.

21 We -- we did point out the -- the Frontier
22 Well, which is a disappointing performer because it
23 was landed poorly, which I think WPX has agreed with
24 considering they don't plan to target that zone again.
25 They -- they plan to target the Wolfcamp XY instead.

1 MR. SUAZO: Okay. Next slide.

2 THE WITNESS: So this is the Wolfcamp
3 B. I think this is an important type curve to
4 discuss. So at 3R, we -- we plan to use a
5 comprehensive development strategy here and develop
6 both the Wolfcamp XY and the Wolfcamp B together as a
7 package and make sure we capture the reserves from the
8 Wolfcamp B, while WPX has proposed not to develop the
9 Wolfcamp B.

10 We believe this -- this type curve
11 and -- and the economics are in the rebuttal slide.
12 We believe this type curve is solidly economic, and
13 you can see there's been quite a bit of activity with
14 the wells in 22 south, 27 east. Those are some recent
15 drills from Paloma and Permian resources. So several
16 operators agree with us that this is an economic zone
17 worth developing at current pricing, and so
18 we're -- we're going to capture significantly more
19 reserves than WPX by developing this.

20 MR. SUAZO: Okay. Next slide.

21 THE CLERK: Mr. Hearing Examiner, we're
22 at 4 minutes, 39 seconds.

23 THE HEARING OFFICER: Okay. Thank you.

24 MR. SUAZO: Mr. Examiner, if we can ask
25 for a little more time just because -- okay.

1 THE HEARING OFFICER: It's granted.

2 MR. SUAZO: Thank you.

3 BY MR. SUAZO:

4 Q Let's talk about your next slide, which is
5 3R Development Plan Relative to WPX and Maximization
6 of Recovery. Can you please walk us through this
7 slide briefly, please?

8 A Yeah. Absolutely. So the green bar on the
9 left, that shows the reserves that 3R is planning to
10 capture by developing the Wolfcamp XY and the Wolfcamp
11 B all simultaneously that -- it compares to the bar on
12 the right in the red, which is WPX's development plan,
13 It shows them planning to develop only the Wolfcamp
14 XY.

15 So basically, the point here is that Ridge
16 Runner plans to capture more than two times the
17 reserves that WPX plans to capture. I think this is
18 just kind of driven by their lack of focus on this
19 area where, you know, Ridge Runner is highly
20 experienced in this immediate area, and -- and
21 understands the economics here better, and therefore,
22 plans to employ a more comprehensive strategy here.
23 And with all our other development in the area -- we
24 recently drilled three wells in this township -- we'll
25 have economies of scale here and just generally the

1 ability to operate this better.

2 Q Okay. And did you hear your colleague,
3 Mr. Atwell, say that the Wolfcamp XY and Wolfcamp B
4 are separate sources of supply?

5 A I -- I sure did.

6 Q Do you have, you know, I guess, something to
7 add to that description in that are the wells supposed
8 to, like, interact between the two formations?

9 A So our understanding is that with 600
10 feet -- 650 feet of separation, the wells will not
11 significantly drain the -- the separate reservoirs.
12 There's enough separation to -- to not -- to have too
13 much drainage between the two. But we will -- we do
14 expect and have seen in multiple examples frac hits
15 between the two.

16 So when the wells are fracked, that's at
17 extremely high pressure, so you see a pressure spike,
18 and you know, if you were to come back -- and there's
19 an example in here -- if you were to come back later
20 and develop the Wolfcamp B beneath an existing
21 Wolfcamp XY well, we would expect to see a frac hit
22 pressure spike in the Wolfcamp XY well. You'll end up
23 pumping sand into the XY well, and -- and it can cause
24 significant well damage and -- and waste and
25 uncaptured reserves by damaging those wells. So we

1 think it's the responsible thing to develop both zones
2 at once and avoid those issues.

3 MR. SUAZO: Okay. Next slide.

4 I think we can move to the rebuttal
5 slides.

6 I think you said you have eight of
7 those or three?

8 THE WITNESS: I think it's eight or
9 nine.

10 MR. SUAZO: Okay. Let's get to those
11 real quick and have you walk through those for the
12 Division, please.

13 THE WITNESS: Yep.

14 BY MR. SUAZO:

15 Q All right. Can you see them on the screen?

16 A Sure can.

17 Q Is this one of your slides?

18 A It is.

19 Q And it is titled "3R Type Curve in Economics
20 Rebuttal." Please, at a high level, walk the Division
21 through this slide.

22 A So this is --

23 MR. SAVAGE: Excuse me. What page are
24 we on on the exhibit?

25 THE HEARING OFFICER: It looks like

1 we're page 119 of 131.

2 MR. SAVAGE: Okay. Thank you.

3 THE HEARING OFFICER: It's 3R number --

4 MR. SUAZO: We show 117.

5 THE HEARING OFFICER: What?

6 MR. SUAZO: We show 117.

7 THE HEARING OFFICER: Right. What I
8 mean is --

9 MR. SAVAGE: Oh. I see. Yep. Sorry.

10 THE HEARING OFFICER: -- that your PDF
11 has 131 pages, and it's page 119 of 131. It's 3R 117.

12 MR. SUAZO: Yes. Thank you.

13 THE HEARING OFFICER: Okay.

14 Go ahead, Mr. Suazo.

15 BY MR. SUAZO:

16 Q Okay. Yeah. Please explain this slide to
17 the Division.

18 A Yeah. Absolutely. So this slide was
19 intended as a -- a summary of all the rebuttal for the
20 reservoir and economics section. So first point here,
21 so based on the type curves and economics that WPX
22 provided, we're able to back into a valuation for how
23 they -- what they see this acreage is worth. So -- so
24 that comes out to about ten million dollars of PV10,
25 which is an optimistic way to -- to value undeveloped

Page 90

1 acreage.

2 So we -- we think, optimistically, they
3 value this acreage at about \$7,600 per acre. This is
4 pretty confusing for us because we've made several
5 offers to them at roughly twice this valuation, so
6 it's very confusing for us that given those offers
7 and -- that WPX has not accepted our offer and avoided
8 this whole process.

9 And then moving -- moving on from that,
10 so -- so that's the point for the Wolfcamp XY, and
11 moving down to the -- the Wolfcamp B, so our -- our
12 main point there is that we believe, as several other
13 operators have shown with their development, that the
14 Wolfcamp B is economic at current pricing and -- and
15 worth developing now.

16 And -- and studying the type curve that WPX
17 provided for the Wolfcamp B, we've noticed that
18 there's several wells in there that are under
19 completed at an older -- older vintage -- I think
20 everyone's well aware that over time, hydraulic
21 fracturing technology has improved, and well
22 performance has improved.

23 So I think WPX is understating the -- the
24 production potential and economics of the Wolfcamp B,
25 which has led them to believe that it's not worth

1 developing now. We -- we strongly disagree with that,
2 and we believe it should be developed simultaneously
3 with the Wolfcamp XY, which is our plan.

4 MR. SUAZO: Next slide, please.

5 BY MR. SUAZO:

6 Q Okay. It finally changed. This shows 3R
7 Wolfcamp XY economics. Can you please explain this
8 for the Division?

9 A So we don't need to belabor this one too
10 much. I just wanted to point out the -- the WOR.
11 We're representing about a 6 -- that's a water-oil
12 ratio. I -- I think WPX's type curve represents
13 roughly an 8 water-oil ratio.

14 Just wanted to point out that I think that
15 demonstrates lack of experience in the area. With
16 our, you know, 20 producing wells that we've been
17 involved in, we're well aware of the water-oil ratio,
18 and -- and the wells show that it's about a 6.

19 And I guess maybe it's also worth pointing
20 out that despite having fairly similar type curves,
21 and I think WPX will hit, that our CapEx shows a
22 little -- our drilling and completion CapEx comes out
23 a little bit higher. Our economics are still
24 noticeably better than what WPX is representing,
25 and -- and I think that shows that their day-to-day

1 operating expenses are -- are noticeably higher than
2 ours, which are hindering the economics and will limit
3 the wells' productive life and -- and cause resources
4 that 3R could capture to go uncaptured.

5 MR. SUAZO: Next slide.

6 BY MR. SUAZO:

7 Q Let's walk through this acreage valuation
8 and overestimated Wolfcamp XY. What does this slide
9 reflect?

10 THE HEARING OFFICER: So, Mr. Suazo,
11 again, if you'll just say the Bates number of the
12 slide that you're presenting to your witness, it'll be
13 better for the record. So we're looking at 3R 119
14 now. Go ahead.

15 THE WITNESS: So the key -- key point
16 in this slide is down in the bottom right here, you
17 see the -- the yellow boxes outlined in red. The -
18 the -- I tried to use those to highlight my key
19 points. So that just shows the -- the math of how I'm
20 coming up with the \$7,600 per acre valuation, which
21 again, is, you know, confusing for us that WPX hasn't
22 accepted that offer considering we're -- we're valuing
23 the acreage roughly -- at roughly twice what they're
24 representing here.

25 And -- and then you could see

1 the -- the failure in their process to determine the
2 water-oil ratio of this type curve. They
3 included -- this is a small well sample size. I -- I
4 think it's twelve wells, and four of those have
5 significant frac hits in them.

6 And they took an approach of -- rather
7 than forecasting the actual water production, they
8 took only 75 months of production, which includes
9 really significant frac hits, and then forecast that
10 forward for the next, you know, 30 to 50 years of well
11 life, and that's caused them to overestimate the
12 water-oil ratio of Wolfcamp XY and underestimate the
13 economics here.

14 MR. SUAZO: Thank you.

15 Next slide.

16 BY MR. SUAZO:

17 Q What are the key points of this slide, which
18 is Bates number 3R 120?

19 A Yeah. So this is an important one. This is
20 our Wolfcamp B type curve in economics. So you see
21 the red box there shows that we believe this zone has
22 solved the economic with a 26 percent rate of return
23 at current pricing. We -- we matched the pricing that
24 WPX was running for consistency there.

25 And then, as you can see on the map

1 -- so -- so similar map layout here. The -- the red
2 box is the Crystal/Frontier DSU that we're -- we're
3 focused on, and then just a -- a township away, you
4 can see Paloma and Permian resources are -- have
5 recently and are currently developing the -- there's
6 three DSUs there that include Wolfcamp B wells, and
7 they're developing those all simultaneously as -- as
8 3R plans to do. So I think that shows that other
9 operators are seeing the same thing we are and -- and
10 agree with us that this zone is economic.

11 MR. SUAZO: Next slide.

12 BY MR. SUAZO:

13 Q This is 3R 121, which covers WPX's Wolfcamp
14 B economics and the vintage. Can you please at a high
15 level walk the Division through what you're portraying
16 in this slide?

17 A Of course. So -- so this is just to show
18 how WPX -- we -- we looked into the process that WPX
19 ran through to come to their Wolfcamp B type curve and
20 economics, and for whatever reason, we -- we noticed
21 that there's several wells in here that were completed
22 with an older vintage frac, which severely hinders the
23 well performance, and it has caused them to
24 underestimate the productive prudential of the
25 Wolfcamp B and underestimate the economics.

1 This went so far as to include a -- a well
2 from 2012. Despite quoting a 1400 pound per foot
3 completion minimum here, this well's in there with
4 a -- a 549 pound per foot completion. 2012 is a -- a
5 very old vintage well, so that's dragging down their
6 type curve in economics significantly.

7 And so this -- this must have been a
8 mistake. I -- I don't think anyone doing modern type
9 curve work would -- would include a -- a well this
10 old. The oldest I -- I ever see people go back to
11 with current type curving is -- is maybe 2016.
12 The -- the completion technology improved pretty
13 rapidly and has really improved well performance, so
14 2012 was very old and very poor completion technology
15 in well performance.

16 MR. SUAZO: Okay. Next slide, please.

17 BY MR. SUAZO:

18 Q Sorry. This is 3R 122, the 2012 dragging
19 down -- I think you probably touched on this in the
20 last slide. Do you have anything else to add on this
21 slide?

22 A Yeah. So this was just to make it more
23 clear. The -- the plot on the previous slide
24 was -- it was a little hard to -- hard to see. I -- I
25 did put an arrow pointing to this 2012 well. So the

1 well in red is the 2012 well, and you could see
2 the -- the peak rate on it is 135 barrel of oil per
3 day.

4 So it's a very poor -- poor-performing well
5 that's really dragging their type curve down, and
6 I -- I don't know how a well like this got included.
7 It's obviously not representative of -- of current
8 well performance or economics.

9 MR. SUAZO: Okay. Next slide.

10 BY MR. SUAZO:

11 Q This is 3R 123, under-completed, poor
12 performing. Does this build on your last two slides?

13 A Yeah. It sure does. This -- this is just
14 the -- the total plot for that -- that same 2012 while
15 just pointing out what a -- a poor performer it is,
16 and it's very confusing for us that this was included.

17 MR. SUAZO: Next slide.

18 BY MR. SUAZO:

19 Q Okay. And this is 3R 124, which compares
20 3R's and WPX's Wolfcamp B type curves. Can you at a
21 high level walk us through what this slide represents?

22 A So on -- on the left, we have the cumulative
23 oil plot and type curve that 3R is running to come to
24 our economics for the Wolfcamp B, and then on the
25 right, we have what WPX has come up with. And you can

1 see -- highlighted in the pink is that very poor
2 performing 2012 well at the very bottom of their plot,
3 dragging down their type curve.

4 And I guess, just in general, you see all
5 the holes in their sample set. You have a couple of
6 really good wells, a lot of really poor wells, and
7 some wells in the middle. It's -- it's not a great
8 distribution of data and well performance.

9 And -- and so just those -- that inclusion
10 of those older vintage wells that are not
11 representative of current well performance, this just
12 demonstrates how those are dragging their type curve
13 down. You'll see the red arrow.

14 So -- so that shows how much lower their
15 type curve is relative to the 3R type curve for the
16 Wolfcamp B, and that -- that demonstrates how 3R is
17 coming out with economics that we think are -- are
18 solid and makes it -- this zone worth drilling, where
19 WPX has, I think, inaccurately undervalued this zone
20 and -- and decided that it's not economic at current
21 pricing.

22 Q Thank you.

23 MR. SUAZO: Next slide, please.

24 BY MR. SUAZO:

25 Q This is 3R 125 and discusses WPX's

1 subsequent Wolfcamp B development. Can you please
2 walk us through what's represented on this slide?

3 A So this -- this hits back on my point
4 earlier about -- so WPX's plan is to develop the
5 Wolfcamp XY, and then at a later date, maybe,
6 dependent on water-oil ratio, after they have some
7 time to learn more about the area because they're
8 unexperienced in developing in this area, they might
9 come back and drill the Wolfcamp B.

10 So this is the example they came up with to
11 show that it's a good idea and will work to come in
12 later and drill the Wolfcamp B, but it's -- it's been
13 a pretty confusing example for us. Let's -- let's lay
14 out the slide here. So you'll see the -- the gun
15 barrel plot. That's a cross-sectional area of the
16 wells drilled. The -- the pink and purple wells, the
17 pink ones are Wolfcamp XY wells. That's a target that
18 we both agree we're going to drill immediately.

19 There's one Wolfcamp A well in there that's
20 similar to WPX's Frontier Well, which is a
21 parent-child issue, as we discussed. And then down at
22 the bottom in the yellow, they came in three years
23 later and developed the Wolfcamp B -- the Wolfcamp B
24 wells, and I believe this is a Tap Rock development.

25 And so WPX's point here was that when they

1 came in and drilled those Wolfcamp B wells, it wasn't
2 a problem for the Wolfcamp XY wells. But then you
3 look over at the -- the plot, and you'll see -- and
4 the subsequent slide makes it maybe a little
5 clearer -- but you'll see the Wolfcamp XY well, the
6 Pliny the Elder 201H, I -- I believe was damaged
7 shortly after being frac hit by the Wolfcamp B.

8 I believe the -- the sand and water that was
9 pushed into the well, as we discussed is common with
10 frac hits here, caused that well to go offline. And
11 that -- that well has actually been -- the 201H has
12 actually been offline. It dropped from a hundred
13 barrels of oil per day production all the way down to
14 functionally zero and has been producing almost no oil
15 for the last year.

16 So I think that's pretty strong evidence of
17 detrimental effects from coming in and trying to
18 develop the Wolfcamp B later. I think that
19 demonstrates that our strategy to develop both at once
20 is the -- the best way to maximize resource capture
21 here and -- and avoid waste.

22 MR. SUAZO: All right. Next slide.

23 BY MR. SUAZO:

24 Q So let me ask you -- so this is 3R 126, and
25 it indicates a dramatic drop in production. Can you

1 please walk us through, quickly, what this reflects?

2 A So this is just a closer look at that 201H,
3 the -- the well I was talking about from their
4 example. So this shows pretty significant damage to
5 that well. You'll see the -- the first red line shows
6 where the -- the Wolfcamp B wells were fracked, and
7 you could see the water spikes -- spikes there.

8 So that Wolfcamp B well took a frac hit, and
9 then after some time, I believe the sand that was
10 pushed into that well bore caused some catastrophic
11 failure in the well, and now for a -- a year, that
12 well has produced almost nothing.

13 So that's pretty -- pretty unfortunate and,
14 you know, pretty damaging to all the partners that
15 that paid into this well, and all the -- all the
16 owners in this land, you know, now they're -- they're
17 getting no value for this well when previously, it was
18 providing, you know, pretty significant cash flow for
19 all those owners. So -- so we think this
20 is -- demonstrates why these two zones should be
21 developed simultaneously rather than coming back. But
22 you -- you have risk of doing significant damage like
23 this to your Wolfcamp XY wells.

24 MR. SUAZO: And I believe this is this
25 witness's last slide. I have no further direct

1 questions for this witness. I'd like to make him
2 available for cross, and per your instructions,
3 Mr. Parrot will handle any objections on cross and
4 redirect if necessary.

5 THE HEARING OFFICER: Let's take a
6 five-minute break before we do cross-examination. It
7 is 10:41. We'll come back at 10:46. Thank you.

8 (Off the record.)

9 THE HEARING OFFICER: All right. It is
10 10:50 a.m. We're back on the record. We have
11 cross-examination.

12 Mr. Slagle, I remind you you're still
13 under oath.

14 Mr. Savage? Would you turn your
15 microphone on Mr. Savage?

16 MR. SAVAGE: Thank you.

17 CROSS-EXAMINATION

18 BY MR. SAVAGE:

19 Q Mr. Slagle, thank you for your time
20 answering these questions. If you happen not to hear
21 a question, or if a question isn't clear to you,
22 please do not hesitate to ask me to repeat the
23 question or rephrase the question.

24 A Sounds good. Thank you.

25 Q So I'd like to go back to 3R 35, the slide

1 that you asked to be admitted into the record. So my
2 first question is: You mentioned on here that you
3 have private equity sponsorship of 500 plus million
4 from EnCap.

5 So when raising 500 million from EnCap, were
6 there any representations made regarding selling
7 assets in short term versus holding onto wells for the
8 long term as a condition for raising the capital?

9 A There were not any conditions. It's -- it's
10 not uncommon for EnCap to back teams that end up doing
11 a -- a dividend model where, you know, the team is so
12 successful and the economics are so good that they pay
13 out via their -- their wells producing for the long
14 term.

15 Q And then would you be able to produce the
16 offering statement made to raise capital?

17 MR. PARROT: Objection, outside the
18 scope of the witness's testimony and not relevant.

19 THE HEARING OFFICER: Mr. Savage?

20 MR. SAVAGE: Well, they fought hard to
21 get this slide in, and he claimed expertise on the
22 workings of the private equity sponsorship of the 500
23 plus million from EnCap.

24 THE HEARING OFFICER: Yeah.

25 MR. SAVAGE: So I think that that

1 should fall into his claim of expertise on this
2 relationship to EnCap.

3 THE HEARING OFFICER: Would you repeat
4 the question so I remember what it said?

5 MR. SAVAGE: Yes. We asked if they
6 would produce the offering statement made to raise
7 capital. So they did an offering statement to EnCap,
8 that's the company 3R, and I believe that Mr. Slagle
9 would be involved into that and that they would make
10 an offering statement to EnCap, and then EnCap would
11 look at the offering statement, and then agree to
12 provide capital for their project.

13 THE HEARING OFFICER: And why is the
14 offering statement relevant to today's hearing?

15 MR. SAVAGE: Because it governs the
16 nature of what they are required to do with these
17 wells. Perhaps the timeline on which they plan to
18 sell the wells and, you know, the timeline for the
19 operation of the wells, it impacts the way in which
20 they would prudently or claim to prudently operate the
21 wells, and that's one of the criteria that the
22 Division looks at.

23 MR. PARROT: May I respond.

24 THE HEARING OFFICER: Mr. Parrot?

25 MR. PARROT: Thank you. I think, very

1 simply, the witness did not testify on direct about
2 any offering statement or any actions that were taken
3 to secure 500 million dollars in funding, so this is
4 purely outside the scope.

5 As far as what may or may not be in an
6 offering statement that may or may not have been
7 created or produced and about which there's no
8 testimony, we've got three levels of speculation
9 happening.

10 And as far as relevance, this is a
11 speculative line of questioning that seems to be
12 indicating that opposing counsel is trying to build a
13 case that something was promised in return for
14 something else. That's not relevant to their
15 development plan.

16 Thank you.

17 THE HEARING OFFICER: Thank you.

18 I do understand that, Mr. Savage, one
19 of the factors that you are questioning is
20 what -- prudence -- operate -- what is it back to?

21 MR. SAVAGE: Mr. Hearing Examiner, so
22 if you look at the history that they claim, there has
23 been a series of -

24 THE HEARING OFFICER: I'm sorry,
25 Mr. Savage. Not what I'm asking you. I understand

1 your argument, but the question is: Of the seven
2 factors, which factor does this question go to?

3 MR. SAVAGE: Well, one of the factors
4 is prudently operating the wells.

5 THE HEARING OFFICER: That's what I was
6 asking you. Okay. Prudently operating the wells.

7 I'm going to sustain the objection to
8 the question you asked, but I will allow you to ask
9 questions of this witness that he has personal
10 knowledge of that goes to prudently operating the
11 wells.

12 But I do agree with Mr. Parrot that
13 the -- what is the document you were asking for?

14 MR. SAVAGE: That was the offering
15 statement.

16 THE HEARING OFFICER: The offering
17 statement is outside the scope of the direct and not
18 relevant to today's hearing. So I sustain the
19 objection. Would you please rephrase your question?

20 MR. SAVAGE: I'll withdraw that
21 question at this point and address it in another
22 matter.

23 THE HEARING OFFICER: Sure.

24 BY MR. SAVAGE:

25 Q Mr. Slagle, in paragraph 5 of your

1 statement, you state that 3R's reservoir engineering
2 exhibits detail 3R's extensive development experience
3 in this area and optimizes reserves capturability. Do
4 you agree that you made this statement in that -

5 A I do agree.

6 Q Okay. So I was looking at your resume, and
7 I don't see 3R mentioned anywhere in your resume. Is
8 it correct that 3R is not mentioned in your resume?

9 A That's not correct. 3R is an operating
10 entity for Ridge Runner Resources II, which you'll see
11 is clearly on my resume. It's just a corporate
12 structure nuance.

13 Q Okay. But 3R is not mentioned, and Ridge
14 Runner Resources II is mentioned; correct?

15 MR. PARROT: Objection, asked and
16 answered, argumentative.

17 THE HEARING OFFICER: Mr. Savage?

18 MR. SAVAGE: I'm just trying to
19 clarify.

20 MR. PARROT: I think the witness
21 clarified the relationship between Bridge Runner II
22 and 3R.

23 THE HEARING OFFICER: Mr. Savage, did
24 you hear the answer that the witness gave you?

25 MR. SAVAGE: He said it was connected

1 with Ridge Runner Resources II. If I could just ask
2 what the actual relationship is between the two?

3 THE HEARING OFFICER: You can ask
4 whatever you want. If there's an objection, I have to
5 make a ruling.

6 MR. SAVAGE: Okay.

7 THE HEARING OFFICER: But I sustain the
8 objection that you've already asked that question, so
9 why don't you ask a follow-up question?

10 MR. SAVAGE: Yes.

11 BY MR. SAVAGE:

12 Q So, Mr. Slagle, can you describe the
13 relationship between 3R and Ridge Runner Resources II?

14 A So 3R is an operating entity for Ridge
15 Runner Resources II, so the -- the two companies are
16 essentially under one umbrella. I -- I think the
17 question you're asking -- I -- I think you'll see
18 similar things on the Devon/WPX resumes where probably
19 their resumes say Devon but maybe not WPX.

20 Q Okay. Is 3R related in any way to Ridge
21 Runner Holdings?

22 A Yes. 3R is an operating arm for that entity
23 as well.

24 Q Okay. And then what about Chisholm Energy;
25 is 3R related to Chisholm Energy?

1 A 3R is not related to Chisholm Energy.

2 Chisholm was a previous entity that the majority of
3 our team worked with or worked for in New Mexico.

4 Q So Ridge Runner Holdings is still in place;
5 correct?

6 A That's correct.

7 Q But all the other entities are in no longer
8 existence; is that correct?

9 A I -- I guess in the way that WPX is still in
10 existence after a merger to Devon, University Lands is
11 still in existence. They're their -- you know, their
12 own entity. Sable Permian is still in existence.
13 Really -- really, it's only Chisholm that -- well, and
14 Chisholm is still in existence. Those assets are now
15 operated by Permian Resources. So you know, when we
16 do sell a company, we -- we make sure we sell it to
17 a -- a prudent operator that's going to manage
18 those -- those assets responsibly.

19 Q But Chisholm, Sable, BC, you did not do a
20 merger with Ridge Runner Resources II; correct?

21 A Yeah. That's correct. Sable also went
22 to -- is now -- their assets are owned by Permian
23 Resources, which I think is a competent operator,
24 and -

25 Q So that description you did with WPX and

1 Devon is actually incorrect. Do you agree?

2 A I do not agree.

3 Q Okay. All right. When did Ridge Runner
4 Resources II come into existence?

5 A Ridge Runner Resources II came into
6 existence in August of 2023.

7 Q And is that also when 3R Operating also came
8 into existence?

9 A 3R Operating came into existence a good bit
10 before that, I think at least one or two years before
11 that.

12 Q In your Exhibit 3R 54 -- drilled 111
13 horizontal wells in Eddy and Lea Counties, New Mexico;
14 is that correct?

15 A That's correct. Our -- our team over our
16 experience in New Mexico -- yeah -- has been involved
17 in -- in drilling about 111 horizontal wells -

18 Q How many of those wells did Ridge Runner
19 Resources II drill?

20 A So like I said, with the company umbrella,
21 3R Operating is actually the entity that would drill
22 those wells, so 3R Operating has drilled nine of -- of
23 those horizontal wells.

24 Q So you list 111 horizontal wells; correct?
25 I know you've already answered that question. So 3R's

1 drilled nine wells. How many has Ridge Runner
2 Resources II operated?

3 A So -- so 3R Operating is the operating
4 entity. So Ridge Runner Resources II owns the acreage
5 and -- and the interest, but it's under the same
6 umbrella, so -- so I -- I don't know that the question
7 is - is -- I'm not sure where we're going with this
8 question.

9 Q I think you've answered it. Thank you.
10 In your resume, you state that you do A&D
11 for Ridge Runner; is that correct?

12 A Yeah. That's one of my responsibilities
13 with the company. Yes.

14 Q And just for clarification, A&D stands for
15 acquisitions and divestitures; do you agree with that?

16 A That is correct.

17 Q So is it fair to say that Ridge Runner
18 Resources II is acquiring acreage to drill wells to
19 prove the assets to eventually sell?

20 A I -- I don't think that's -- that's
21 necessarily true. We'd like to create value for our
22 investors in whatever way possible, so if -- if that
23 means operating and holding the assets long term,
24 that's -- that's exactly what we'll do. Our team's,
25 you know, been in New Mexico for a long time. Scott

1 has 35 years of experience here. We've been in New
2 Mexico; we're going to be in New Mexico in one form or
3 another.

4 Q The previous entities, the non-3R entities
5 that you list on your slide 3R 54, have they sold all
6 their assets and wells?

7 A So you're saying -- asking about Chisholm
8 Energy, Ridge Runner Resources I and BC operating?

9 Q Correct.

10 A So -- so yes, those -- those entities have
11 basically been sold or acquired by -- by another
12 entity similar to the way WPX has been with Devon.
13 That's a common -- it is just part of the oil and gas
14 landscape. A&D happens, and sometimes it
15 makes -- makes more sense for, you know, a -- a
16 different company to -- to continue the management of
17 those assets.

18 Q Do any of those involve mergers with the
19 companies -- or did Ridge Runner I merge with Matador?

20 A That was an acquisition.

21 Q So do you think it's a fair comparison to
22 compare WPX and Devon to the transaction that was done
23 by Ridge Runner Resources I and Matador?

24 A I do believe it is. I -- I think the -- the
25 difference between an acquisition and a merger

1 is -- is pretty -- pretty nuanced. I -- I think most
2 people would -- would see that as effectively an
3 acquisition, the WPX and Devon deal.

4 Q Do you have a projected timeline to sell
5 based on your financial backing of private equity
6 company from EnCap?

7 A Yeah. I think I've hit this several times.
8 There is no obligation to sell within a certain
9 timeframe. I - I -- you know, I signed the -- the
10 agreements with -- with EnCap myself and reviewed
11 them, and there is no obligation to sell within a
12 certain timeframe within that period.

13 Our -- our obligation is to maximize value
14 for our investors and be a good stewardship of
15 the -- the minerals and -- and maximize value, also,
16 for our partners and other owners within the acreage
17 and wells.

18 Q Okay. But when a company like Ridge Runner
19 Resources II does sell its wells and units to another
20 company, is it fair to say it sells and assigns all
21 its working interest in the wells and units?

22 MR. PARROT: Pardon me, Mr. Examiner.
23 I may have an objection. I'm not quite sure I heard
24 the question correctly.

25 Was the question in regards to Ridge

1 Runner II or Ridge Runner I?

2 THE HEARING OFFICER: I don't believe
3 Mr. Savage specified that.

4 Mr. Savage?

5 MR. SAVAGE: Well, the actual language
6 I used was when a company such as Ridge Runner
7 Resources II, so that could be any company in the
8 position of Ridge Runner II -

9 THE HEARING OFFICER: Oh. You said
10 Ridge Runner II? I didn't hear you.

11 MR. SAVAGE: Yeah. A company such as
12 Ridge Runner II, so a company that acquires assets and
13 then sells them, when it actually sells its wells and
14 units to another company, does it sell and assign all
15 its working interest in the wells and units?

16 THE HEARING OFFICER: Is there an
17 objection or not?

18 MR. PARROT: Yes, Mr. Examiner. This
19 calls for speculation. There's no evidence that Ridge
20 Runner II is currently selling any assets.

21 THE HEARING OFFICER: I believe the
22 witness can answer the question. If that's the
23 answer, that's the answer, but I think Mr. Savage is
24 asking about history, previous history as well. So
25 I'm going to overrule the objection.

1 And please answer the question.

2 THE WITNESS: I don't think there's any
3 obligation to sell all of the -- the working interest.
4 I -- I think maybe sometimes that happens if that's
5 what makes sense for the deal, but there's -- there's
6 no obligation to do that. No.

7 BY MR. SAVAGE:

8 Q So in the previous -- assign all its
9 interests to -- what interest did they reserve?

10 A You want me to outline a lease exhibit and
11 well schedule for you right here?

12 Q Just in general. So you say that they did
13 not assign all the interest, so generally, in general
14 terms, what would they have reserved?

15 A Our company did a management buyout on a
16 portion of the assets, and we continued to manage
17 those.

18 Q So at the point in which you do the
19 transaction, and as you describe in your exhibit, you
20 do the exit, you exit from the assets and the other
21 company takes over, is there a change of operatorship
22 that is put in place with the OCD?

23 A Potentially, for -- for some of the wells,
24 but as -- as I just told you, with Ridge Runner I,
25 that -- that wasn't the case. For -- for some of the

1 assets and -- and wells, we retained those and
2 continue to manage them to today.

3 Q But there would be an operatorship change
4 for the ones that you do completely assign; do you
5 agree with that?

6 A It depends entirely on the terms of the
7 deal. Potentially, but not necessarily.

8 Q So for those wells that a company who makes
9 that kind of transaction with a sign and sell, would
10 the selling company be responsible for spills after
11 the transaction?

12 MR. PARROT: Objection. This is
13 speculation. This is not a question about any deal
14 that has happened, this is a question about a
15 hypothetical transaction that might or might not ever
16 take place.

17 THE HEARING OFFICER: I understand.

18 Mr. Savage?

19 BY MR. SAVAGE:

20 Q Are you aware of any spills that Matador had
21 to take care of that Ridge Runner Resources I was not
22 responsible for?

23 THE HEARING OFFICER: So, Mr. Savage,
24 are you answering -

25 MR. SAVAGE: Oh. I'm sorry.

1 So this is a situation that Ridge
2 Runner Resources II would be in upon if they made a
3 transaction that they are showing -- they're modeling
4 previous transactions in their Exhibit 54. They're
5 showing how they successfully built these packages and
6 assets and then successfully sold them and exited.

7 Okay. So if they follow this pattern
8 and they sell the assets and they assign the interest,
9 would they then be no longer obligated to do any
10 cleanups or spills if they occurred? And --

11 THE HEARING OFFICER: All right. I
12 sustain the objection. You're asking for complete
13 speculation at this point, so please move on.

14 BY MR. SAVAGE:

15 Q You state that WPX/Devon has not been active
16 in the area of the subject lands; is that your
17 statement?

18 A Yes. Within the township, they have one
19 existing producer well. I -- I think that
20 demonstrates pretty clearly -- and that -- that one
21 well is a one-mile drilled in 2019, which is not
22 standard. Typically, people were drilling two miles
23 or more. So I -- I think it's -- it pretty clearly
24 demonstrated that Devon/WPX does not have much
25 experience at all in the immediate area.

1 Q But isn't it true that when you gathered the
2 production data in the area on which you built your
3 type curve well set and graphs in your 3R 56 exhibit,
4 and that's page 58, that you included the producing
5 wells of WPX and Devon in the area?

6 A So by definition, when you put together a
7 type curve, you -- you need a statistically
8 significant well sample size, and this acreage is
9 pushing the western edge up the basin, so that type
10 curve box was drawn to nine townships and did rope in
11 some Devon/WPX wells.

12 But I -- I don't believe that those -- those
13 wells are -- demonstrate experience in this immediate
14 area. It's over a township away, and then, at that,
15 on the eastern edge of that township, so a -- a fair
16 number of miles away, and the geology is quite
17 variable, so I -- I don't believe that that shows
18 experience that would be particularly relevant to this
19 development.

20 Q But it was relevant enough for you to
21 include those WPX and Devon wells in the dataset?

22 MR. PARROT: Objection, argumentative.
23 Counsel is characterizing the relevance for the
24 witness, which isn't allowed. It's also asked and
25 answered. The witness explained why he included those

1 additional wells.

2 THE HEARING OFFICER: Well, Mr. Parrot,
3 I think he's trying to elicit from the witness why
4 they were relevant for one purpose and not for another
5 purpose. I find that relevant, so I'm going to
6 overrule the objection.

7 Please answer the question.

8 THE WITNESS: Absolutely.

9 I -- I think by definition, when you
10 put together a type curve, you're shooting for the
11 average. So inherently, you'll have some wells that
12 are in slightly better geology, some wells that are in
13 slightly worse geology. You'll take that average
14 together and come up with your type curve. That's
15 representative -- that average is representative of
16 what you expect the results to be at that unit of
17 focus. But -- but it's the average that's
18 representative, not those specific wells.

19 BY MR. SAVAGE:

20 Q So the variables in geology, that can affect
21 the outcome of production. Do you agree with that?

22 A I do agree with that.

23 Q So why didn't you use just the area where
24 the geology is similar?

25 A A --a big portion of that is -- like we've

1 discussed, the completion technology has improved
2 pretty significantly over time, so with this being
3 towards the western edge of the basin, several of the
4 wells that are in the immediate vicinity have been
5 under-completed - well, just completed with older
6 vintage completions that are not representative of
7 current design and current well performance.

8 So I -- I thought it was thorough to bring
9 in and consider the uplift that occurs because of now
10 modern completions, which are -- are now bigger, and
11 in order to do that, I had to push my type curve box
12 to the east and rope in some wells that are a little
13 more basin -

14 Q Okay. So by expanding that type curve box
15 and including geology that's irrelevant or very much
16 different that affects production, would you agree
17 that that undermines the credibility of your data?

18 A I would not agree with that. As I said, the
19 type curve is meant to get to the average that is
20 representative of the acreage of focus. So, like I
21 said, there'll be some wells that are in geology
22 that's slightly better, some wells in geology that's
23 slightly worse, but the average will work out to be
24 something that is representative of the acreage of
25 focus.

1 And I -- I think that is what's been
2 accomplished here, and I -- I think that's further
3 demonstrated by the fact that if you look at WPX's
4 type curve for the Wolfcamp XY, it's exceptionally
5 similar to ours. There's -- and I think that makes it
6 pretty -- pretty obvious that this type curve is
7 representative, and the methodology used here is good,
8 and I -- frankly, I think WPX agrees with it.

9 Q Is it accurate to say that you used more
10 Devon/WPX operated wells in your type curve set than
11 you did the 3R operated wells?

12 A This gets a little tricky because I -- I
13 think if -- WPX does not operate the -- as many wells
14 as you -- as you represented. A lot of those wells
15 are operated by Devon. So if we want to get into this
16 nuance of different corporate entities, I think that's
17 not true. I think WPX operates less wells
18 than -- within the type curve, I think there are more
19 wells that 3R was involved in drilling and completing
20 than wells that WPX was involved with drilling and
21 completing.

22 Q So previously, you said that 3R operated
23 nine wells; is that correct?

24 A Specifically, 3R, but our team's previous
25 experience with other entities is what I'm referring

1 to, so -- and that's similar to the way that you're
2 referring to -- yeah. You're -- you're roping in
3 Devon and WPX wells together. It's the same. I'm
4 doing exactly the same thing you're doing.

5 Q I don't believe that's an answer to my
6 question, but would you agree that Devon/WPX operates
7 more than nine wells in your type curve set?

8 A I -- I do believe that when you rope Devon
9 and WPX together that, yes, they -- they operate more
10 than nine wells within the type curve set.

11 Q Would you agree that the current expertise
12 of both WPX and Devon will be used to drill and
13 operate the proposed wells?

14 MR. PARROT: Objection. This is
15 outside the scope of the witness's testimony. Witness
16 didn't testimony -- sorry. The witness did not
17 testify about WPX's experience, at least not the
18 experience of their personnel, and what experience,
19 specifically, WPX will use to drill its wells. It
20 also calls for the witness to speculate about, you
21 know, what personnel at WPX/Devon are going to be
22 involved in drilling wells.

23 THE HEARING OFFICER: Mr. Savage?

24 MR. SAVAGE: Well, I mean, that's a
25 fair objection, but I think he is answering questions

1 to defend his position by saying WPX and Devon are
2 completely separate entities, and clearly, there's a
3 distinction, so I would ask the question to address
4 that.

5 THE HEARING OFFICER: And what was your
6 question?

7 MR. SAVAGE: So the question was: A
8 company like WPX and Devon who has merged, wouldn't
9 you expect them to bring their combined expertise to
10 drill and operate any wells that they have proposed in
11 these applications?

12 THE HEARING OFFICER: I sustain the
13 objection. It's complete speculation.

14 MR. SAVAGE: Okay.

15 THE HEARING OFFICER: Please move on.

16 MR. SAVAGE: Okay.

17 BY MR. SAVAGE:

18 Q Are you familiar with the production of
19 Devon and WPX's wells that you included in the type
20 curve?

21 A I -- I am relatively familiar with
22 the -- the publicly available data. Yes.

23 Q Would it be fair to say that they
24 outperformed the set of 3R wells and other 3R wells
25 members have claimed to have been involved in the past

1 within this type set?

2 A As we discussed, there's a variation in
3 geology, so I -- I think the -- like I said, there'll
4 be wells that are in better geology, wells that are in
5 worse geology, and we'll take the average of that. So
6 I -- the wells that are in better geology, more
7 east -- further to the east and more basin where -- I
8 will agree that a few of those wells have outperformed
9 the 3R operating wells.

10 But in the immediate area, I would say that
11 our well performance is -- is quite similar, and you
12 don't have a lot to go off of with the one very poor
13 performing Frontier well that was mis-landed. I -- I
14 think I'd say that that well's pretty disappointing
15 and a pretty poor show of well performance for
16 Devon/WPX.

17 Q But you agree that your data set, which
18 includes the Devon/WPX wells is an average and does
19 not reflect the one single poor-performing well; you'd
20 agree with that?

21 A Sorry. Could you repeat that?

22 Q Okay. Yes. So you mentioned that Devon has
23 this one well that you find disappointing. Your
24 cumulative graphs show an average in this area. You
25 agree that that well does not impact or reflect what

1 WPX and Devon contributes to your type set?

2 A I -- I wouldn't agree with that. I -- I
3 think that that well is the closest Devon/WPX
4 well -- it's actually in the given unit, so it's,
5 obviously, in the same geology, and it's a very
6 poor-performing well, so -- so I -- I think that that
7 well should be weighted more heavily and actually
8 focused on more so than the wells that are to the
9 east, and -- and like I said, in -- in the higher end
10 of the average geology within the type curve.

11 MR. SAVAGE: Okay. I have no further
12 questions. Thank you.

13 THE HEARING OFFICER: Thank you,
14 Mr. Savage.

15 Mr. Fordyce?

16 TECHNICAL EXAMINER FORDYCE: Yes,
17 Mr. Hearing examiner. I have one question I'd like to
18 ask.

19 I'd like to direct your attention,
20 Mr. Slagle, to Exhibit 3R 125 on page 127.

21 THE HEARING OFFICER: Mr. Fordyce, wait
22 until we get this on the screen so everyone can see
23 it.

24 TECHNICAL EXAMINER FORDYCE: Okay.

25 MR. PARROT: Is that it?

1 TECHNICAL EXAMINER FORDYCE: Yes.

2 Mr. Slagle, this slide discusses frac
3 hits from wells landed in the B to wells landed in the
4 XY; correct?

5 THE WITNESS: That's correct.

6 TECHNICAL EXAMINER FORDYCE: And this
7 slide shows that you have to go through the Wolfcamp A
8 if you're going to have a fracking from the B to the
9 XY; correct?

10 THE WITNESS: That is correct.

11 TECHNICAL EXAMINER FORDYCE: I was just
12 curious. 3R is proposing a well in the southern part
13 of this spacing unit, the 804H to be landed in the B,
14 which would be directly below the WPX well, the 431H
15 that's landed in the A. So I'm wondering: If there's
16 concerns about frack hits from the B to the XY, are
17 you concerned about a frac hit from your proposed 804H
18 to WPX's 431H?

19 THE WITNESS: Yes. We -- we are
20 concerned about that, and it's -- it's something we'd
21 like to discuss with Devon/WPX. I think it's -- it's
22 very unfortunate the -- the way that that Wolfcamp A
23 well was developed as a single one-mile in the A in
24 between these two zones on its own previously.

25 I -- I think it created a -- a very

1 difficult parent-child well situation here, which has
2 the potential to create some significant waste, and
3 I'm -- I'm -- I think it's very unfortunate that
4 Devon/WPX chose to develop it in this way, and I -- I
5 think, frankly, be a pretty poor steward of the -- the
6 minerals in doing that.

7 So we're open to -- to discuss, you
8 know, the drilling of those two wells, the -- the 704H
9 and the 804H with Devon/WPX and -- and make sure
10 everybody's comfortable with the -- the implications
11 of potential frac hit -- hit there.

12 And yeah, I -- I do think it's
13 unfortunate that we've been put in this situation
14 because of that lack of comprehensive development
15 strategy that WPX enacted in -- in 2019 as just
16 a -- clearly, a -- a bare minimum effort to just get
17 their lease held and maintain their position and not
18 really focusing on maximizing reserves capture or
19 value for corerelative owners.

20 TECHNICAL EXAMINER FORDYCE: All right.
21 Thank you, Mr. Slagle. I have no further questions.

22 THE WITNESS: Thank you.

23 THE HEARING OFFICER: Okay.

24 Mr. Suazo, do you have any redirect for
25 this witness?

1 MR. SUAZO: Yes, Mr. Examiner. I'll be
2 handling the redirect.

3 THE HEARING OFFICER: All right.
4 Please keep it brief. He went on quite some time over
5 the 15-minute limit. I allowed for that, but please
6 keep it brief.

7 MR. SUAZO: Understood.

8 THE HEARING OFFICER: Thank you.

9 May we share our screen, please?

10 THE HEARING OFFICER: Yes.

11 MR. SUAZO: Sorry. Give us just one
12 moment. Thank you.

13 REDIRECT EXAMINATION

14 BY MR. SUAZO:

15 Q All right. Mr. Slagle, we're looking at
16 Exhibit 3R 54, talking about your team's experience;
17 correct?

18 A That's correct.

19 Q And why is your team's experience with wells
20 that are drilled and completed by Chisholm and Ridge
21 Runner I and other entities relevant?

22 A It -- it was largely the same staff, so
23 I -- I think that experience has informed us and
24 will -- will help us to be a better operator moving
25 forward. And I think it's exceptionally relevant here

1 because we have, you know, 20 of those 111 wells
2 drilled immediately in this township with -- with
3 three of them just being drilled at the end of last
4 year, so that's very recent experience. So -- so I
5 think that close proximity and the timeliness of that
6 makes us a much more experienced operator in the area.

7 In contrast, Devon/WPX in the last ten years
8 has only drilled a single one-mile well, which we've
9 stated was drilled in a -- a poor target and now has
10 created terrible parent-child issues that we have to
11 contend with.

12 Q And can you give us some idea of the team
13 members who were involved in Chisholm and Ridge Runner
14 I who will also be involved in the current development
15 plan, just for this proposed pair of spacing units?

16 A Yeah. Absolutely. It's the -- it's the
17 majority of our team. All of our C-suites, our two
18 co-CEOs who has a geologist and a reservoir
19 background; our COO; our CFO; Tyler, who's here today
20 who is the -- you know, our operations manager, you
21 know, he was directly involved with drilling of -- of
22 all these wells, and he can get -- get into all the
23 nitty gritty details probably much more than anyone
24 here wants to get into about his experience drilling
25 those wells.

1 And then, obviously, I -- I was involved
2 with -- with all those teams. We've added a few team
3 members along the way, but I -- I think they -- they
4 also have relevant New Mexico experience, and they've
5 been able to learn from our team's direct experience
6 in the area.

7 Q Thank you. We're going to turn to Exhibit
8 3R 56. Do you recall WPX's line of questioning about
9 the difference between your data set in a nine
10 township area versus your data set in a single
11 township area?

12 A Yes.

13 Q Why are the WPX wells two townships or more
14 distant from the subject lands relevant to a type
15 curve but not relevant to WPX's ability to prudently
16 drill and operate wells in the subject unit?

17 A I -- I think the geology is just -- just
18 very complex. So they're relevant because, like, like
19 I said, the type curve is -- is an average, so you
20 rope in some wells that are in slightly better
21 geology, you rope in some wells that are in slightly
22 worse geology, and you come to a statistically
23 significant sample size, and you -- and you get to
24 your average type curve that's representative of the
25 wells that you're going to drill in the area of focus.

1 Q Thank you. Still on this exhibit, do you
2 recall the line of questioning from WPX about wells on
3 the eastern edge of your map here that are operated by
4 WPX/Devon performing better than some of the wells
5 operated by 3R in the western side of the map?

6 A Yes.

7 Q Can you help us understand the variation in
8 well performance as you go from east to west? I'm not
9 entirely sure that I understood from your testimony
10 what you were getting at.

11 A So as you -- as you move west,
12 you're -- you're ramping out of basin, so zones are
13 thinning, the geology gets pretty complex, there's a
14 very complicated relationship with water-oil ratio
15 and -- and water production there that I think if you
16 don't have immediate experience -- a -- a township is
17 a long way when it comes to geology, so if you don't
18 have immediate experience -- you know, if your
19 immediate experience is 10 miles or more away, I think
20 you're going to lack the understanding of those
21 complex relationships with the -- the water-oil ratio,
22 water saturation, faulting, the -- the specific
23 structure in the area. And -- and some of this,
24 our -- our geologist, Mr. Brian Atwell may have a
25 better understanding than I do and may be able to

1 comment on this a -- a little further since -- since
2 he's the geologist.

3 Q Okay. Thank you. Just one last question.
4 You're talking about specific things such as faulting
5 gas-oil ratio, water-oil ratio, that may be highly
6 variable as you go from east to west. Can you give us
7 one example in the context of designing a completion
8 for the current subject lands of how you would do that
9 differently based on your proximate experience,
10 whereas Devon/WPX may not have that expertise?

11 A I think, specifically, here, I think
12 Devon/WPX doesn't probably understand where the water
13 is coming from here. I think we see water-oil ratios
14 increasing and becoming more variable as you get
15 shallower.

16 So I -- I think with our experience here,
17 we're well aware of that and design our development in
18 order to avoid connecting up with some of those
19 shallow zones with higher water-oil ratio that may
20 negatively impact well economics here, where
21 with -- with their lack of experience in the area, I
22 think WPX would not be aware of that and may
23 accidentally frac up into one of those shallow zones
24 with high water and damage the -- the economics of
25 their wells.

1 MR. SUAZO: Thank you. No more
2 questions. Thank you for your time.

3 THE HEARING OFFICER: Mr. Savage, any
4 cross on the redirect?

5 MR. SAVAGE: I'll ask a couple
6 questions, sir.

7 RECROSS-EXAMINATION

8 BY MR. SAVAGE:

9 Q So, Mr. Slagle, you said that as you move
10 east to west that the geology becomes more complex;
11 correct. Is that a fair assessment?

12 A I -- I guess I just said that the geology is
13 generally complex.

14 Q Okay. So the geology is complex is what you
15 said; correct?

16 A That's correct.

17 Q Okay. So are you aware that because the
18 complexity of this geology involving the Purple Sage
19 Wolfcamp that the Division has made special rules for
20 the spacing requirements?

21 MR. PARROT: Objection. This is far
22 beyond the scope of redirect. We asked no questions
23 during redirect about OCD regulations.

24 MR. SAVAGE: It goes to their
25 understanding of the complexity of the geology.

1 THE HEARING OFFICER: How does the
2 question go to understanding the complexity of the
3 geology?

4 MR. SAVAGE: The OCD, in order to
5 account for the complexity of the geology, has made
6 special field rules under order 14262.

7 THE HEARING OFFICER: Okay.

8 MR. SAVAGE: They changed the setbacks
9 from the statewide rules.

10 THE HEARING OFFICER: Okay.

11 MR. SAVAGE: So one would expect if
12 somebody understood the complexity of the geology that
13 they would utilize those setbacks. I am trying to
14 inquire whether or not they did.

15 MR. PARROT: Mr. Examiner, may I
16 respond?

17 THE HEARING OFFICER: No. I heard the
18 objection, so I understand the objection. It just
19 depends on how broadly I'm going to interpret.

20 Is this the beginning of a line of
21 questioning, or is this a single question?

22 MR. SAVAGE: So this is a question that
23 would also be addressed to the landman, C-102s.

24 THE HEARING OFFICER: Okay.

25 MR. SAVAGE: And it would be also -- I

1 believe, the operations manager mentioned spacing
2 efficiency within his testimony or exhibits. So this
3 is a question to 3R's general understanding of the
4 geology and how they utilized the Division's rules to
5 account for that complexity of the geology.

6 MR. PARROT: Mr. Examiner, may I impose
7 on you to allow one comment, myself?

8 THE HEARING OFFICER: Sure.

9 MR. PARROT: This question also calls
10 for legal analysis of the commission's rules, and
11 that's not something that this witness is qualified to
12 do.

13 THE HEARING OFFICER: Okay. So I'm
14 going to overrule the objection. This witness can
15 answer the question or is ordered to answer the
16 question.

17 To the extent that you are not a
18 lawyer, that you are a reservoir engineer, just answer
19 it within your specific field of expertise. But you
20 did open the door to this complexity of the area, so I
21 think it's a fair question as long as it doesn't go on
22 for all morning long.

23 Please answer the question.

24 THE WITNESS: Would you mind repeating
25 the question? Sorry. We had a lot of interim here.

1 MR. SAVAGE: So I'll rephrase the
2 question.

3 BY MR. SAVAGE:

4 Q So in the development of your spacing unit
5 and considering the complexity of the geology, are you
6 aware that you could design your spacing unit with the
7 330 setbacks that have been modified under OCD field
8 rules?

9 A Am I aware that I could do the development
10 with the 330 setback? I'm -- I'm well aware of that.
11 I -- I think that's standard in the -- the Purple Sage
12 since it's a gas unit to have 330 spacing from both
13 the first take point and last take point parallel to
14 the well.

15 Q Are you aware that in your exhibits and in
16 your spacing that you used a 660 statewide setback for
17 your laterals?

18 MR. PARROT: Objection. Again, this is
19 far beyond the scope of redirect. There was a time to
20 ask these questions, and that time has passed.

21 THE HEARING OFFICER: So I sustain that
22 objection.

23 MR. SAVAGE: Okay.

24 THE HEARING OFFICER: This is not the
25 proper time to ask that question.

1 MR. SAVAGE: I'll reserve that to the
2 landman, and --

3 THE HEARING OFFICER: Perfect.

4 MR. SAVAGE: Okay. Thank you.

5 THE HEARING OFFICER: Anything else,
6 Mr. Savage?

7 MR. SAVAGE: No. I'm done. Thank you.

8 THE HEARING OFFICER: Okay.

9 Mr. Fordyce, did anything come up that
10 you would like to cross-examine on that redirect?

11 TECHNICAL EXAMINER FORDYCE: No,
12 Mr. Examiner. Thank you.

13 THE HEARING OFFICER: All right. This
14 witness may be excused.

15 Thank you, sir.

16 THE WITNESS: Thank you.

17 THE HEARING OFFICER: It's 11:35. I
18 don't know how you want to proceed, Mr. Suazo. Is the
19 next witness going to be, in you're anticipating, as
20 long or not?

21 MR. SUAZO: I don't think he'll be as
22 long, no.

23 THE HEARING OFFICER: Okay. Why don't
24 you call your third witness, then?

25 MR. SUAZO: 3R calls Tyler Lane.

1 WHEREUPON,

2 TYLER LANE,

3 called as a witness and having been first duly sworn
4 to tell the truth, the whole truth, and nothing but
5 the truth, was examined and testified as follows:

6 THE HEARING OFFICER: Mr. Lane, I
7 remind you, you're under oath. Let's get you
8 qualified as an operations engineer.

9 THE WITNESS: All right.

10 THE HEARING OFFICER: You've heard the
11 questions I asked the other -- witnesses.

12 THE WITNESS: I'll try to remember. So
13 if you could give me some dates and specifics about
14 your education and expertise, I'd appreciate it.

15 THE WITNESS: Sure. Yeah. I graduated
16 with a petroleum engineering degree from Texas Tech
17 University in 2010. While I was in school, I did have
18 a handful of internships, two of them, actually, at
19 Range Resources group in Fort Worth. Those
20 internships span multiple engineering disciplines from
21 reservoir to drilling, completions production.

22 Once I graduated from school, I did go
23 work for Range Resources as a full-time drilling
24 engineer, spending time in multiple different basins
25 across the United States. After I left Range in 2017,

1 I went to Chisholm Energy and worked there and in a
2 short period started my own consulting firm, helping
3 local operators develop their assets, before finally
4 hiring on with Ridge Runner Resources in June of last
5 year.

6 THE HEARING OFFICER: Okay. And what
7 is your title now?

8 THE WITNESS: Operations manager.

9 THE HEARING OFFICER: Okay. What does
10 an operations engineer do?

11 THE WITNESS: I would classify that as
12 handling from the permitting phase of developing your
13 acreage through drilling completion and then turning
14 the wells in line for production.

15 THE HEARING OFFICER: I see.

16 THE WITNESS: I handle pretty much all
17 engineering aspects on operations outside of the
18 actual day-to-day production.

19 THE HEARING OFFICER: I understand.
20 Okay. Thank you.

21 Any objection, Mr. Savage?

22 MR. SAVAGE: No objection.

23 THE HEARING OFFICER: Very good. From
24 hereon in, you're qualified before this Division as an
25 expert in operations engineering.

1 Mr. Suazo?

2 MR. SUAZO: Thank you, Mr. Examiner.

3 DIRECT EXAMINATION

4 BY MR. SUAZO:

5 Q Mr. Lane, good morning.

6 A Morning.

7 Q Mr. Lane, are you employed by 3R Operating?

8 A I am.

9 Q And what is your position?

10 A Operations manager.

11 Q How long have you worked for 3R?

12 A Since June of 2024.

13 Q Okay. And are you familiar with the lands
14 that are the subject of the applications in this
15 proceeding?

16 A I am.

17 Q And you've been involved with the planning
18 development of the well pad and facility design with
19 3R'S development plan?

20 A That is correct.

21 Q And you provided an affidavit in this case;
22 is that correct?

23 A I did.

24 Q Did you provide any exhibits or attachments
25 to that affidavit?

1 A Yes, I did.

2 Q Okay. And were those exhibits in the
3 affidavit prepared by you directly or under your
4 direction?

5 A Yes, they were.

6 Q Okay.

7 MR. SUAZO: Mr. Examiner, are there any
8 objections to these? Okay.

9 THE HEARING OFFICER: What's the range
10 of these that you Bates stamped them?

11 MR. SUAZO: These are 3R 59 through 70.

12 THE HEARING OFFICER: 59 through 70.
13 Okay. Thank you.

14 MR. SUAZO: Oh. And there's 3 rebuttal
15 slides.

16 THE HEARING OFFICER: Got it.

17 MR. SUAZO: Okay.

18 BY MR. SUAZO:

19 Q Let's start with your first exhibit, which
20 is 3R 65. This says "Since 2018, 3R team leads in
21 drilling and production in the Crystal area." Can you
22 please walk the Division through what's represented on
23 this slide?

24 A Sure. Really, the point of this slide is to
25 outline the -- the extensive experience that this team

1 has had in developing acreage within this township,
2 23, 26. The map on the right is -- we've -- we've
3 seen this map quite a bit today, but the Crystal area
4 is outlined in the red box in sections 32 and 33 at
5 the bottom of the map.

6 The black boxes are outlining wells that the
7 3R team has had a direct hand in developing all in the
8 last seven years since 2018, nine separate DSUs in
9 fact that the 3R team has helped develop. Within that
10 six-mile township, the production to date, and these
11 are updated numbers as of the February reporting,
12 the -- the developments led to greater than 2.8
13 million barrels of oil produced and more than 16 BCF
14 of gas all since 2018.

15 Within -- within this township, a little bit
16 further breakdown and getting more into the
17 statistics, but the 20 total wells that -- that Jon
18 had mentioned earlier that we've had a direct hand
19 in -- in developing has totaled more
20 drilling -- drilling feet, totaling more than 360,000
21 total feet and then also perforated more than 160,000
22 feet all within this township, and all doing that
23 while consistently delivering wells under budget.

24 MR. SUAZO: All right. Next slide.

25 //

1 BY MR. SUAZO:

2 Q This slide covers 3R's near term development
3 plan. Can you please explain to the Division what is
4 represented here?

5 A Sure. Just want to outline that we do have
6 a comprehensive development plan in the near term for
7 this Crystal area with near-term permit approvals
8 and -- and near-term development, timing, we do have
9 some lease expirations that we have to satisfy. But
10 first, I'll -- I'll point out the map on the left.

11 Again, the Crystal development is outlined
12 in the red box. The black boxes are -- are showing
13 actual 3R operated producing units, or operated units
14 that have permits, or 3R proposed units, the -- the
15 wells have been proposed to partners. The table on
16 the top right is outlining our drill schedule and
17 permit approvals, when those permits were submitted.
18 It outlines the seven Crystal wells that we've
19 discussed today with the -- with the one infill well
20 being the -- the outlier.

21 The red box at the top right is -- is
22 circling the -- the first two Crystal wells and
23 showing that we would have a spud date by August of
24 '25. Having a spud date in the third quarter of '25
25 would satisfy the -- the lease expiration that we're in

1 jeopardy of losing in October.

2 I know that 3R does not have a -- a current
3 rig running, but we do have plans to pick one up. We
4 have plans to pick that rig up in June of 2025. We
5 would definitely commence operations at Crystal as
6 soon as we received a -- a pooling order, potentially
7 by July, satisfying the August 2025 spud date that
8 we've represented on the -- on the drill schedule.

9 One thing that I would like to point out is
10 if you -- if you go through that table, you'll see
11 that only two permits have been submitted to the BLM.
12 You'll see that the remaining five have been placed on
13 hold. That is because our permits and the progress of
14 the permits through the BLM's approval system has been
15 halted due to a WPX/Devon protest all without
16 notifying 3R.

17 So after we were made aware of the -- the
18 protest made by WPX -- actually the BLM made us aware
19 of this protest -- we did -- we had decided to put the
20 remaining APD submittals on hold until a resolution
21 is -- is received from this pooling order, or from
22 this pooling hearing.

23 But our APDs are on a high-priority list.
24 Of course, we have the lease expiring. Our director
25 of environmental and regulatory that's on staff at 3R

1 is in constant communication with the BLM, and -- and
2 showing them our development schedule, and making sure
3 that we have permits approved in time for when the
4 drilling rig would be arriving.

5 Q Okay. Thank you.

6 MR. SUAZO: Next slide.

7 BY MR. SUAZO:

8 Q So this slide covers 3R's environmental,
9 social, and governments policy. I'll refer to that
10 shorthand as ESG. Is ESG important to 3R?

11 A Yes. Yes, it is. It's a -- it's a core
12 doctrine of 3R. One -

13 Q And how does this slide reflect that core
14 doctrine?

15 A It -- it walks through some of the -- the
16 steps that 3R has taken over the years to operate
17 within compliance of New Mexico's precursor rules as
18 well as -- rules, setting us up for long-term success.
19 But it also outlines steps that 3R has taken to go
20 above and beyond the current rule set.

21 Just for a -- a quick overview and track
22 record of the team and -- and 3R's recent history, had
23 zero spills in the year 2024 and also the first
24 quarter of this year, zero incidents with employees
25 and contractors. We have a full-time, on-staff

1 director of environmental and regulatory. His name is
2 Austin Tramell.

3 As I mentioned earlier, those operations
4 that we -- we operate in New Mexico, you know, at or
5 above the precursor rules; we have a zero flare policy
6 as a company; modern facility designs that are in
7 compliance with said rules earlier.

8 I'd like to call you out to the pictures in
9 the right. That's actually the -- the rented
10 facility. It's a 3R facility that was constructed in
11 the third quarter of last year. But as you can see,
12 it's a -- it's a modern facility design and has fully
13 enclosed vent systems that's improving environmental
14 protection and also helps us safely operate.

15 Q And you mentioned using microgrids. Why is
16 that significant?

17 A Electrification is a problem here,
18 and -- and we're always striving to try to -- to lower
19 LOE for our working interest partners. Microgrid
20 systems along with turbine systems would -- would help
21 us deliver LOE costs that are similar with e-line
22 cost, or electric line cost. It also helps reduce
23 emissions, and it delivers more stable power to pads.
24 Stable power is -- is very important for delivering
25 lower LOE and -- and more production to partners.

1 One -- one bullet point I skipped over,
2 and -- and we can get to on the next slide, but I
3 mentioned that we -- we do have a -- some steps that
4 3R takes that are somewhat above and beyond the rules.
5 We do have an -- an adaptable and reusable liner
6 system that we use under our drilling and completion
7 operations, and that's for spill mitigation,
8 especially in sensitive karsting areas.

9 Q Yeah. Let's look at that next slide because
10 I think that illustrates your testimony just now. And
11 this liner system, can you please explain the
12 significance of the liner system in relation to the
13 location that's depicted on this slide?

14 A Sure. First, I'll call your attention to
15 the map on the left. This map is showing karsting
16 occurrences through the subject areas. The pink is
17 showing critical karsting areas, orange is high, and
18 yellow is medium. Again, the Crystal unit is outlined
19 in the red box with the proposed pads and are the
20 orange squares. But you'll see that they fall within
21 the -- the medium karsting area.

22 I specifically called out the -- the Rena
23 Pad that's to the north of that just a few miles
24 because I have the -- the picture on the bottom right
25 is this liner system in -- in works. It -- the liner

1 system is a -- it's a -- it's a plastic liner with
2 a -- with a felt top that goes down. It's -- it's
3 pretty much a puppy pad. It's to enclose all the
4 active drilling and completion operations and -- and
5 keep spills contained before they ever hit -- hit
6 dirt.

7 This -- the -- the picture is -- it's a
8 little hard to see, but the -- the black tarping that
9 is somewhat -- the square that's underneath the frac
10 fleet, you'll see that the -- the frac fleet,
11 the -- the missile, the silos, the working tanks, the
12 chemical totes, wire line operations, pretty much all
13 drilling and completion operations and active work
14 areas are contained within this liner and berm system.

15 And one more point on that is it's
16 adaptable and reusable, so the -- the same liner that
17 goes down for the drilling rig is -- after the
18 drilling rig moves off, it is cleaned, it is rolled up
19 and then re-rolled out and adapted to a different
20 footprint to fit under the frac fleet.

21 MR. SUAZO: Okay. Next slide.

22 THE CLERK: Hearing Examiner, we're at
23 4 minutes, 23 seconds.

24 THE HEARING OFFICER: Thank you.

25 //

1 BY MR. SUAZO:

2 Q Now, this slide explains that 3R has an
3 agreement for 100 percent reuse-recycle system. Can
4 you please walk us through that as depicted on this
5 slide?

6 A Sure. Well, we'll take a look at the map on
7 the -- on the right-hand side of the slide first. The
8 blue lines and red lines are showing the water system
9 pipelines. You'll see that they span significantly
10 across Eddy and Lea County all the way down to the
11 state line.

12 The small squares are showing recycle and
13 treated water facilities, storage facilities, and how
14 they're spread across the two counties as well. The
15 blue shaded area is the dedicated area that 3R is
16 dedicated to the -- to our dedication, or to the
17 agreement. And then the -- the arrow is pointing at
18 the Crystal development so you can see the close-ology
19 of this water system.

20 But it's a long-term dedication for -- for
21 water. It's not just a takeaway for water, it's a
22 recycle line as well, so think of it as, like, a -- a
23 two-lane highway. We have water that's being taken
24 away from pads, and then we have another dedicated
25 line that delivers treated water from the facility

1 back to wherever our completions and -- and frac
2 operations are at.

3 3R will be the anchor tenant in the
4 southwest portion of Eddy County. We will be the
5 first barrel on the system, and I think that's notable
6 here.

7 Q Is that system there, then, because of 3R?

8 A That's correct. That system is here because
9 of us. We -- we signed the deal to -- to bring this
10 infrastructure down from more central Eddy down into
11 the southern part of Eddy County.

12 But I think it's important -- and probably
13 the most important bullet point on this slide is the
14 fact that we have recycle options here, or reuse -- is
15 that we're trying to protect New Mexico's fresh water
16 resource. We -- we think that it's the most
17 responsible use, being able to utilize recycled water
18 and deliver them back for completion operations.

19 Q Excellent.

20 A And then I already -- I already mentioned
21 that it's kind of like the two-lane highway, but just
22 as a -- a last bullet point, this -- you can tell that
23 this system is significant, and it spans multiple
24 counties. It -- it would have a throughput of greater
25 than two and a half million barrels per day of

1 produced water, and then it has 37 million barrels of
2 treated produced water for in-storage facilities.

3 MR. SUAZO: Okay. Next slide.

4 BY MR. SUAZO:

5 Q And this slide, it says "All hydrocarbons
6 are piped day one, no flare, and no hauling."
7 Quickly, please explain the significance of this slide
8 to the Division.

9 A Sure. Yeah. This is just going over the
10 two hydrocarbon streams, your -- your oil stream and
11 your gas stream, the top showing that the acreage is
12 dedicated to -- to Plains Oryx, the map is showing the
13 Crystal development, and the pipeline network is in
14 green.

15 You'll see that the -- the Plains Oryx
16 pipeline system runs actually right through section 33
17 that would be nearby to our location. So we would
18 have oil on pipe from day one, and with a hundred
19 percent of oil on pipe, you know, we're, of course,
20 eliminating truck traffic and potential associated
21 waste.

22 The gas is in a -- in a similar situation.
23 that is actually dedicated to ETC/Sendero. The map
24 shows the close-ology of the Sendero system. It's a
25 little bit further away, about a -- a mile, mile and a

1 half from the locations, but it is close. We would
2 have gas volumes on pipe from day one, and with a
3 hundred percent of that gas on pipe, we would
4 eliminate the need to flare and, of course, reduce
5 environmental impact.

6 MR. SUAZO: Okay. And we have three
7 rebuttal slides that we can get through, I think,
8 pretty quickly.

9 THE HEARING OFFICER: Go right ahead.

10 MR. SUAZO: Could you please scroll to
11 those?

12 BY MR. SUAZO:

13 Q Okay. And this says "WPX/Devon is slow to
14 update the modern frac design," which other witnesses
15 have touched on. Can you please walk us through what
16 is presented on this slide?

17 A Sure. Yeah. This is just outlining
18 the -- the need for updating to a modern frac design
19 and -- and how from -- from IHS data filtering to Eddy
20 and Lea County and Wolfcamp wells, it would appear
21 that WPX and Devon have been slow to adapt to
22 the -- the more modern frack design.

23 The first table walks you through year by
24 year with -- with average lateral length and then
25 profit per foot and fluid per foot. Even though

1 the -- the last couple years, I would say since, you
2 know, 2023 have stepped into more of a more normal
3 range for profit per foot, we would still argue that
4 the fluid per foot is on the low side of a modern frac
5 design.

6 At the bottom, it's showing that even though
7 those averages that are above show that the trends
8 have come up to more modern, just as recently as 2024,
9 WPX/Devon has multiple wells that are nearby that have
10 not been anywhere close to the fluid per foot that we
11 would classify as a standard or -- or modernized frac
12 design.

13 The two developments in question are the
14 Mimosa and the Prairie Fire wells -- had a -- on the
15 lower side of profit per foot, but the fluid per foot
16 is significantly than a modern design coming in at
17 around fourteen to fifteen hundred gallons per foot.

18 MR. SUAZO: Okay. Next slide.

19 BY MR. SUAZO:

20 Q This slide covers WPX's CapEx and AFEs
21 coming in below average. Can you please explain this
22 slide to the Division?

23 A Sure. Yeah. And -- and this -- this slide
24 is really just taking into account some offset
25 operator studies that we have done. We reviewed over

1 124 two-mile AFEs that have been proposed to 3R in Lea
2 and Eddy County over the past few years. The average
3 two-mile AFE would be about 10.8 million dollars. The
4 minimum of those 124 AFEs came in at 8.3. WPX's
5 proposals that they sent to 3R were sub 8 million. So
6 we're calling into question that these are -- these
7 are low AFEs, and are they understimulated.

8 Explaining the -- the bullets at the -- in
9 the table, each dot would represent one of those AFEs
10 that was reviewed. The industry average is the black
11 dash line at the top. That's the 10.8 million. The
12 3R Crystal AFEs are in the -- the light blue dash line
13 that are just below that.

14 And then you can see well at the bottom,
15 below any of offset operators' proposals over the last
16 couple years, they're at the very bottom side of that.
17 And -- and we just have a concern that -- that WPX
18 isn't going to maximize reserve capture and avoid
19 waste and the AFEs could be potentially understated.

20 Q This kind of goes into your -- modern
21 completion size costs. Quickly, can you give us an
22 overview of the significance of the information on
23 this slide?

24 A Sure. Yeah. I'll try to keep this quick.
25 There's a lot of bullet points here, but -- just

1 because the -- the AFEs were so low, we -- we tried to
2 take a deep dive just looking at as much data
3 that -- that is given within these proposals, and we
4 did find some -- some things that would call out that
5 the completion is underdesigned, one of those being
6 the -- the dyed fuel, diesel fuel cost. You
7 would -- typically, on a modernized frac, you would
8 see fuel usage north of a hundred thousand gallons
9 for -- for one single well. If you took, like, a two
10 to three dollar average range for dyed diesel, that
11 would equate to about a 40 to 60,000 gallons of fuel,
12 way below the necessary hundred K that you would
13 typically see.

14 Water cost also looked to be low. Looking
15 through their codes, it would -- it would indicate
16 that if you used a range of water prices of 70 cents
17 to a dollar fifty, you would -- you would come up with
18 WPX is understimulating the wells and having a much
19 lower gallon per foot on the water for the
20 stimulation.

21 So with stimulation and profit looking to be
22 low as well, facility costs would look low. It -- it
23 was hard to break down the CTB and if pipelines were
24 associated with laying -- gathering lines to the CTB.
25 But -- but all that with -- with multiple, you know,

1 issues found within the AFE, we're really calling into
2 question if -- if the AFE is underestimated, or is the
3 well being understimulated?

4 MR. SUAZO: No further questions on
5 direct, Mr. Examiner.

6 THE HEARING OFFICER: So, Mr. Savage,
7 it's noon. If you'd like, you can cross-examine now,
8 or we can take a break, and you can think about your
9 questions and come back later. How do you want to
10 proceed?

11 MR. SAVAGE: So would that mean we're
12 going to lunch?

13 THE HEARING OFFICER: Yes.

14 MR. SAVAGE: Okay. Yeah. You said
15 "take a break," so -

16 THE HEARING OFFICER: You know what I
17 meant.

18 MR. SAVAGE: It's a lunch break.

19 THE HEARING OFFICER: You know what I
20 mean.

21 MR. SAVAGE: Yeah. I would prefer to
22 come back.

23 THE HEARING OFFICER: I figured. How
24 much time would you like for lunch?

25 MR. SAVAGE: Forty-five minutes, if

1 that would be appropriate.

2 THE HEARING OFFICER: Does that work
3 for you?

4 MR. SUAZO: That's fine.

5 THE HEARING OFFICER: Is there places
6 to go that's that close?

7 MR. SUAZO: Chipotle's pretty close.

8 THE HEARING OFFICER: Okay. So
9 everyone knows where they want to go?

10 MR. SAVAGE: Yes.

11 THE HEARING OFFICER: Forty-five is
12 fine with me. I just have to go upstairs.

13 Mr. Fordyce, is that okay with you?

14 TECHNICAL EXAMINER FORDYCE: Yes.
15 That's fine, Mr. Hearing Examiner.

16 THE HEARING OFFICER: Okay. All right.
17 It is noon. We'll come back at 12:45. Thank you.

18 (Off the record.)

19 THE HEARING OFFICER: It is 12:46 p.m.,
20 April 29, 2025. We are back after a lunch break for
21 cross-examination of Mr. Lane by Mr. Savage.

22 MR. SAVAGE: Okay. I need to share
23 this. I'm ready. Thank you.

24 //

25 //

CROSS-EXAMINATION

BY MR. SAVAGE:

Q Okay. Mr. Lane, thank you for your time in answering our questions. If you happen to hear a question, or if question isn't clear, please do not hesitate to ask me to repeat the question or rephrase the question.

A Will do.

Q In paragraph 11 of your statement, you state that your development plan will efficiently develop the spacing units. Does that accurately describe your statement, paragraph 11?

A Yes, it does.

Q Okay. Were you involved in the design of the actual spacing unit and location of the wells?

A No, I was not. That was more reservoir and geology. I'm more on the operation side, and surface design, and -- and drilling and engineering.

Q Okay. You mentioned that WPX protested your APDs. Isn't it true that 3R also protested WPX's APDs?

A Yes, we did. It was -- it was a counter to the move that they had started.

Q Do you know what the basis of WPX's protest was?

1 A I do not.

2 Q Okay. Were you aware that 3R had filed
3 permits before it owned interest in all the tracts in
4 the proposed units?

5 A Wouldn't that be the same case for WPX?

6 Q Well, I asked the question. Could you
7 answer that question, please?

8 A Could you ask it a different way, maybe, or
9 say it again?

10 Q Were you aware that 3R applied for permits
11 before it owned in all the tracts to be drilled?

12 A That is correct. We were in active
13 negotiations with WPX to try to have interest in
14 both -- both sections. But we -- yes, we were in
15 active negotiations.

16 Q So you did not own in all the tracts that
17 you were going to penetrate at the time that you
18 applied for your APDs?

19 A That's correct. Same as WPX's permits.

20 Q And you're aware that WPX applied for the
21 APDs in response to your applying for the APDs; do you
22 agree with that statement?

23 A That -- that seems the most logical
24 statement. Yes.

25 Q I'd like to direct your attention to your

1 Exhibit 3R 65. So on this exhibit, you represent a
2 number of -- let's call them prospects. These well
3 packages prospects that you claim that 3R had drilled
4 and operates, does 3R operate the wells and the steel
5 curtain on Ocotillo units?

6 MR. PARROT: Mr. Examiner, I apologize.
7 I have to object to the form of the question. It
8 misstates the evidence in the record. The witness
9 testified that the 3R team drilled these well
10 packages, not that 3R, the company, drilled the well
11 packages.

12 THE HEARING OFFICER: Mr. Savage, could
13 you rephrase, please?

14 BY MR. SAVAGE:

15 Q Does the 3R team that works for 3R currently
16 operate the wells and the steel curtain in Ocotillo?

17 A No. If -- if you'll look at the map, the
18 steel curtain is actually active permits. They're not
19 drilled wells.

20 Q The Ocotillo, is that also active permits,
21 or is that drilled wells?

22 A That is -- there is one drilled well there.
23 Yes. There's multiple permits in that unit as well.

24 Q Okay.

25 A That is -- that's operated by Permian

1 Resources --

2 Q Okay. What about Bodacious; does the
3 current team of 3R operate the Bodacious?

4 A We are not the current operator of that
5 unit, but we drilled and completed the two wells that
6 were -- that are in the Bodacious unit.

7 Q And then so what exactly do you own in this
8 picture -- do you own and operate as wells; would it
9 be the Rena?

10 A The operated wells would be Rena. Yes. But
11 I -- I can't speak to the -- to the lands that are
12 owned.

13 Q Okay. How many wells do you own in the
14 Rena, or operate?

15 A There's three wells.

16 Q Three wells. Okay. In your Exhibit 3R 67,
17 you state "zero spills" -- I'll move this down
18 here -- you state "zero spills for 2024 and the first
19 quarter of 2025"; is that correct?

20 A That's correct.

21 Q And how many wells did Ridge Runner
22 Resources II own and operate in 2024 and the first
23 quarter of 2025?

24 A I don't have that exact number. Maybe
25 somebody else would be able to give you that exact

1 number, but we -- we did close our -- our first big
2 acquisition in the latter part of the year. We have
3 well over 70, 80 wells that we currently operate, over
4 90.

5 Q But you don't know when you closed on that,
6 you said? When did you close on that?

7 A It was in Q3 or Q4. I don't have the exact
8 date.

9 Q You talked about your lease expiration, and
10 that seems to be a point of urgency for these
11 proceedings.

12 A Yes, sir.

13 Q Have you reached out to the BLM about the
14 potential termination of the lease?

15 A I haven't had those direct conversations,
16 but I know that conversations are being had with the
17 BLM, but I was not a part of those.

18 Q Who was a part of those conversations?

19 A It would be someone within the 3R team on
20 the land side and the regulatory side.

21 Q So this would be an appropriate question to
22 ask your landman, whether or not they reached out to
23 the BLM?

24 A Or potentially, our -- our regulatory and
25 environmental compliance director who's not here

1 today.

2 Q He's not here. So the landman would be the
3 appropriate person to ask that question?

4 MR. PARROT: Objection, already been
5 answered.

6 THE HEARING OFFICER: Sustained,
7 Mr. Savage.

8 MR. SAVAGE: Okay.

9 BY MR. SAVAGE:

10 Q I would like to direct your attention to
11 Exhibit 3R 69. Do you have a permanent and completely
12 secure system for water takeaway from the Crystal
13 wells?

14 A Maybe ask that a different way.

15 Q Is the nature of your water takeaway
16 arrangement, your water takeaway system, is it secure
17 and firm, or is it interruptible?

18 A Secure and firm.

19 Q Secure and firm?

20 A To the best of my knowledge, yeah. As I
21 said, we would be the first barrel on the system.

22 Q So whatever company that you're working with
23 for the takeaway, they would be committed to take away
24 your water without any objection under the contract or
25 if somebody else wanted to have water taken away?

1 A Because we're the anchor tenant,
2 we're -- we're priority number one on the system.

3 Q I'd like to direct your attention to 3R 67.
4 You note in this exhibit that 3R has a zero flare
5 policy. Is that correct?

6 A That's correct.

7 Q Will 3R be installing a flare on the
8 facilities planned for the Wolfcamp development?

9 A They would, but that's for emergency
10 situations.

11 Q So that would just be for emergency
12 situations, but it would be installed; is that
13 correct?

14 A Yes. Almost all facilities in the state of
15 New Mexico have a flare. Yes.

16 Q Okay. And so to prevent failure of vessels,
17 I assume this is what you'd refer to as an emergency
18 situation, that would be the means of addressing a
19 situation where you had to flare to prevent a failure
20 of vessels?

21 A Possibly. There's -- there's numerous
22 instances for -- for safety that you would -- you
23 would need to depressurize the system or get
24 associated gas away from the facility to the flare.

25 Q So it would be fair to say that it's really

1 not a completely no flare system; is that correct?

2 A I -- I didn't claim it was a no flare
3 system. I said it was a no flare policy.

4 Q A zero flare policy?

5 A Yes.

6 Q Okay. Thank you.

7 MR. SAVAGE: Just give me a minute.

8 Just a minute please, Mr. Hearing Examiner.

9 I think that concludes the examination.

10 THE HEARING OFFICER: Thank you.

11 Mr. Fordyce?

12 TECHNICAL EXAMINER FORDYCE: Yeah. I
13 just have one question for Mr. Lane about Exhibit 3R
14 69.

15 THE HEARING OFFICER: Mr. Savage, can
16 you bring up 69? Thank you.

17 TECHNICAL EXAMINER FORDYCE: Yes.
18 Thank you.

19 I was just clarifying that the lines
20 that you're showing in blue, those are either active
21 lines or under construction currently; correct?

22 THE WITNESS: Yeah. That's correct.
23 Yeah. Blue is -- is active and under construction.

24 TECHNICAL EXAMINER FORDYCE: The red
25 line that you're showing is a proposed line to the

1 Crystal development. And curious: What time do you
2 think that would be completed; do you anticipate that
3 would be completed in time for the development of
4 these lands and these wells?

5 THE WITNESS: I do, Mr. Technical
6 Examiner. It won't be the entirety of the system. It
7 doesn't need to be being the first barrel on the
8 system, meaning that we would also have the first
9 produced barrels into the storage facilities.

10 And if you see where the -- the Crystal
11 development is in proximity to an actively constructed
12 or under construction treatment facility just a couple
13 miles to the north, we wouldn't anticipate or need the
14 entire system to be constructed by the time that we
15 would develop the Crystal unit.

16 TECHNICAL EXAMINER FORDYCE: Okay.
17 Thank you, Mr. Lane. I have no further questions.

18 THE HEARING OFFICER: All right. Thank
19 you.

20 Is there any redirect?

21 MR. PARROT: Very briefly,
22 Mr. Examiner.

23 THE HEARING OFFICER: Go ahead.

24 MR. PARROT: Thank you.

25 //

1 REDIRECT EXAMINATION

2 BY MR. PARROT:

3 Q Tell us one more time: Who are you
4 contracted with for your water recycling and
5 transportation?

6 A That would be Select Water. They're -- I'm
7 sure most folks have heard of them, but they're an
8 industry-leading partner that we have here in New
9 Mexico.

10 Q And prior to securing anchor tenant status
11 on Select's system, did you investigate the
12 possibility of water recycling and disposal with other
13 companies?

14 A We did. As you push further south and west
15 into the basin, water takeaway is -- is very
16 difficult. There's very few companies locally here.
17 We -- and there's a takeaway provider to the north,
18 Delek, which is the old 3 Bear system. They are at
19 full capacity and cannot take any future water.

20 There's another system to the south. It's
21 quite a few miles away, but -- Blackbuck, but they are
22 actually at capacity as well and would have to
23 implement a significant infrastructure to build up to
24 the Crystal for takeaway plus SWDs.

25 But I think the-- the biggest takeaway on

1 our water system is that it will be a hundred percent
2 reuse and recycle. For the first two years of our
3 development, we would not have to inject any produced
4 water into the ground via SWDs. The purpose of this
5 system is to take your produced water and put it in
6 treatment facilities and then turn that water around
7 and send back to your completion operations.

8 Q Thank you. And what did you mean when you
9 say that you are the anchor tenant on the Select
10 system?

11 A It -- it would be a -- a better term might
12 be that we were the first mover on it, that we are the
13 reason that they're building this system throughout
14 southwestern Eddy County. We are the operator that
15 brought them to this part of the basin. And
16 their -- and their -- their agreement with us
17 is -- was key for them to be able to expand.

18 Q Okay. And how does an operator convince a
19 large company like Select to invest the capital into a
20 system like this?

21 A Well, as you can see, the -- the blue shaded
22 areas outline that dedicated acreage. 3R is not just
23 going after the -- the Crystal development. We have
24 multiple units that we would like to develop that
25 extend further south. We were able to supply Select

1 with our -- our forecast over the next five to ten
2 years, and it was lucrative enough for them to invest
3 that capital to -- to expand their infrastructure to
4 the south; you know?

5 Q So they actually did a third-party
6 verification of your financials on this system?

7 A That's correct.

8 Q Understood.

9 MR. PARROT: Thank you. No more
10 questions.

11 THE HEARING OFFICER: Was there any
12 cross-examination, Mr. Savage, on those --

13 MR. SAVAGE: Just one.

14 RECROSS-EXAMINATION

15 BY MR. SAVAGE:

16 Q Just to confirm, so you're saying that you
17 had the absolute first option --

18 THE HEARING OFFICER: Your microphone,
19 sir.

20 BY MR. SAVAGE:

21 Q Just to confirm, Mr. Lane, you're saying you
22 have the absolute first option with the water takeaway
23 company in all circumstances that you would not be
24 bumped in any circumstance?

25 MR. PARROT: Objection. I did not ask

1 about circumstances in which 3R would not have
2 priority during my redirect.

3 THE HEARING OFFICER: Mr. Savage?

4 MR. SAVAGE: So they asked whether or
5 not he was the anchor company, the implication being
6 that they would be guaranteed water takeaway service
7 as an anchor company; they moved in there specifically
8 because of them. I think this is an important
9 clarification.

10 THE HEARING OFFICER: Overruled. Ask
11 the question

12 BY MR. SAVAGE:

13 Q Just to confirm, Mr. Lane, you're saying
14 that you have a guaranteed first option in all
15 circumstances with the water takeaway company?

16 A Can you explain "all circumstances"?

17 Q You would never be bumped by another
18 company, or they would never have a reason to bump you
19 for another option that they would want to pursue?

20 A Yeah. I think we view this as a true
21 partnership. I think that they will lean on us, and
22 we will lean on them for our -- our water takeaway and
23 our recycle/reuse in the area.

24 Q Sir, I don't think that exactly answers the
25 question.

1 THE HEARING OFFICER: Well, then ask a
2 follow-up.

3 BY MR. SAVAGE:

4 Q So when you say "lean on," are you saying
5 that they would guarantee a first option; is that
6 correct?

7 A My understanding is that yes, it would be
8 first option.

9 MR. SAVAGE: Okay. Thank you.

10 THE HEARING OFFICER: Mr. Fordyce, were
11 there any questions that arose during that
12 interchange?

13 TECHNICAL EXAMINER FORDYCE: No
14 follow-up questions.

15 THE HEARING OFFICER: All right. Thank
16 you.

17 May we excuse this witness?

18 MR. PARROT: Yes. No more questions.
19 Thank you.

20 THE HEARING OFFICER: All right. Okay.
21 Are you going to call Brian van Staveren?

22 MR. SUAZO: Yes, Mr. Examiner.

23 THE HEARING OFFICER: Okay. Please.

24 //

25 //

1 WHEREUPON,

2 BRIAN VAN STAVEREN,

3 called as a witness and having been first duly sworn
4 to tell the truth, the whole truth, and nothing but
5 the truth, was examined and testified as follows:

6 THE HEARING OFFICER: Mr. Staveren,
7 would you turn on the microphone? Thank you. And I
8 remind you you're under oath, and I know that you're
9 already qualified as an expert in the field of land
10 matters before this Division.

11 So please proceed.

12 MR. SUAZO: Okay. Mr. Hearing
13 Examiner, can we get Mr. Savage to please stop sharing
14 so we can share?

15 THE HEARING OFFICER: -- share -- okay.
16 Thank you.

17 Do you have control now? Okay.

18 MR. SUAZO: And these slides are 3R 71
19 through 3R 116.

20 THE HEARING OFFICER: Perfect. Thank
21 you. Are there rebuttal slides as well, or just --

22 MR. SUAZO: No. No.

23 THE HEARING OFFICER: Okay.

24 MR. SUAZO: No rebuttal slides.

25 THE HEARING OFFICER: Thank you. So

1 they've all been admitted into evidence, just so you
2 know.

3 MR. SUAZO: All right.

4 DIRECT EXAMINATION

5 BY MR. SUAZO:

6 Q Good afternoon, Mr. van Staveren. Will you
7 please state your position for the record with 3R?

8 A I'm a land advisor.

9 Q And how long have you worked for 3R?

10 A Since September of 2024.

11 Q Okay. And are you familiar with the lands
12 that is the subject of 3R's applications?

13 A Yes, sir.

14 Q And did you provide an affidavit and
15 exhibits in this case?

16 A I did. Yes.

17 Q And did you prepare or direct the creation
18 of your affidavits and exhibits?

19 A Yes, sir.

20 Q Have you made any changes to your affidavits
21 or exhibits since you submitted them?

22 A No, I have not.

23 Q Okay. They're already in evidence, but just
24 wanted to get that on the record. I do have some
25 questions about your slides, starting with your first

1 slide, which is 3R 76. It looks like this is an area
2 locator map. What else does this slide show?

3 A This is just a -- a basic reorientation of
4 where we're at within Eddy County, New Mexico,
5 Township 23 South, Range 26 East, with the Crystal
6 development area highlighted in yellow, sections 32
7 and 33.

8 MR. SUAZO: Okay. Next slide.

9 BY MR. SUAZO:

10 Q Now, these are the start of the C-102s that
11 you filed in this matter. I believe that those are
12 covered by 3R pages 76 through 90. Does this look to
13 be true and accurate representations of the C-102s
14 that you filed in this case?

15 A Yes, sir.

16 Q Okay. Let's talk about 3R 91 and 92, which
17 deals with lease tract ownership. Explain to the
18 Division what is represented by this slide.

19 A This is just a -- a visual of the tracts and
20 the ownership within each tract for the
21 Crystal -- what we call the Crystal North, which is
22 25123.

23 Q Okay. And what is the significance of the
24 little chart at the bottom with the red writing?

25 A That -- that is the BLM lease that is

1 expiring on October 1st of this year, which is, you
2 know, why we've been pushing to get development
3 started and -- and completed prior to that expiration
4 date.

5 Q Have you been in contact with the BLM on
6 this lease expiration issue?

7 A I have. Yes.

8 Q Okay. And is it your view that this lease
9 suspension essentially is -- you know, opposing
10 counsel has phrased it a foregone conclusion, that
11 it's going to happen automatically?

12 A No. It is not my opinion that it's -- that
13 it's a foregone conclusion.

14 Q And why don't you feel that way?

15 A My experience with the BLM in various
16 matters has -- has been that they -- they do not tend
17 to move quickly, and -- and obviously, in this
18 situation, time is of the -- of the essence. So
19 I -- I don't think that we can rely on getting the
20 lease suspended in order to get our well drilled in
21 time. I think we need to rely on getting a -- a rig
22 out there to save the lease through active drilling.

23 Q And is that why 3R is in, you know, kind of
24 a time crunch in this case?

25 A Yes, sir.

1 Q Are you aware of any issues preventing the
2 BOM from processing requests like this?

3 A I've -- I'm aware that they have had some
4 staffing issues recently, and that probably -- I'm
5 speculating here, but doesn't help their -- their
6 timing with how -- how fast they can get things done.

7 Q Do you know why they've had staffing issues?

8 A I -- it's -- I believe it's because of
9 administration cuts that have happened with the new
10 administration.

11 Q Okay. Let's move on to your slides 3R 93
12 through 96. What is represented on this slide?

13 A This is basically just a -- a spreadsheet
14 version of the previous visuals.

15 Q Okay. And just for clarification, what does
16 that show?

17 A Just the working interest owners and how
18 much they own in each tract and then the totals at the
19 bottom.

20 Q All right. So let's move on to your 3R 97
21 slide. It looks like this deals with your
22 negotiations with WPX. Can you please provide an
23 overview based on this slide of your negotiations with
24 WPX?

25 A Sure. This slide is basically just a

1 high-level view of our attempts at getting this
2 particular area developed. We initially approached
3 WPX in November of 2023. There was a meeting in -- in
4 which there was a presentation given and then
5 follow-up communication with WPX in -- in December of
6 2023, you know, asking if they had a chance to review
7 the slide deck that was from that meeting that 3R
8 provided.

9 That pushed into January of 2024, still
10 asking if -- if they had a chance to review it. And
11 then we moved forward to November of 2024 where we
12 proposed the Crystal wells to Devon along with a carry
13 offer at the same time, just, you know, if they didn't
14 want to participate, "Hey, we'll -- you know, we'll
15 carry your interest," and then followed that by in
16 December of 2024, Devon declined the carry offer and
17 then proposed -- counter-proposed the Frontier wells
18 to us as a reaction to our proposing the Crystal
19 wells.

20 In January -- January of 2025, we had a
21 conference call with WPX to try to come to some sort
22 of commercial resolution for both parties. We did not
23 reach an agreement at that time, and that pushed to
24 April of this year. We proposed one more carry offer
25 to Devon, which they declined, and -- you know, to the

1 point where we're now here at -- at the compulsory
2 pooling hearing. And then, of course, highlighted
3 in -- in red just to -- to reiterate how -- how
4 important this is to us is the expiration of the BLM
5 lease on October 1st of this year.

6 MR. SUAZO: Okay. Next slide, please,
7 which is 3R 99 through 100. Oh. Sorry. There's
8 another slide. I apologize. That is slide 3R 98.

9 BY MR. SUAZO:

10 Q I think this slide builds on your last
11 slide, but if you could just explain to the Division
12 what is reflected on this slide.

13 A Yeah. It -- it does exactly that.
14 It -- it's, it's just more of the communication that
15 we had that -- a more detailed view of how much
16 communication was back and forth in trying to get a
17 commercial resolution between the two parties.

18 Q Okay. Let's move on to 3R 99 through 100,
19 which I believe cover case 25123. Is that correct?

20 A Yes. That is correct. These are the
21 Crystal North wells. Yes.

22 Q Okay. And what are these? Are these
23 proposal letters?

24 A Yes. That's a proposal letter example that
25 I used to send to the partners.

1 Q And are these reflective and true and
2 accurate copies of the proposal letters that you sent
3 out in case 25123?

4 A Yes, sir.

5 Q Okay. Let's move on to 3R 105 and 106. And
6 are these also proposal letters for case 25124?

7 A Yes, sir. That is correct.

8 Q And are they true and accurate and
9 reflective of the proposal letters sent out in that
10 case?

11 A Yes, sir.

12 Q All right. Let's move back to 3R slides 103
13 and 104. Can you tell us what this slide depicts?

14 A That's an example of one of the AFEs that
15 accompanied the well proposal letters.

16 Q Okay. And are these true and accurate and
17 reflective of the AFEs that were submitted for this
18 case?

19 A Yes, sir.

20 Q And is this for both cases, 25123 and 124?

21 A I believe so. Yes.

22 Q Okay. How did 3R come up with these costs?

23 A I -- I'd have to refer to one of the
24 technical people on our team. I'm not involved in
25 the -- in the creation of the -- fees.

1 Q Okay.

2 MR. SUAZO: No further questions on
3 direct for this witness, Mr. Examiner.

4 THE HEARING OFFICER: Okay. Thank you.
5 Mr. Savage?

6 CROSS-EXAMINATION

7 BY MR. SAVAGE:

8 Q Mr. van Staveren -- is that how you
9 pronounce that?

10 A Yes, sir.

11 Q van Staveren. Mr. van Staveren, thank you
12 for your time and answering your questions. You've
13 heard what I mentioned to the others about if you
14 don't hear a question clearly, you can ask me to
15 repeat it, and all that.

16 A Sure.

17 Q Okay. Thank you. I'd like to direct your
18 attention to paragraph 4 in your written statement.
19 In this paragraph 4 of your written statement, you
20 described the Wolfcamp formation and the subject lands
21 as an oil pool. Do you agree that that's how you
22 describe that?

23 A Yes. That's what it says. Yes.

24 Q Okay. Are you aware that the Division
25 classifies the Purple Sage Wolfcamp pool because of

1 its complex geology as a gas pool; do you agree?

2 A Yes, sir. It's a typo on the -

3 Q Okay. And I would like to turn your
4 attention to your C-102 exhibit for the 701H well. So
5 this shows the 701H well being in the north half unit;
6 is that correct?

7 A That is correct.

8 Q Okay. And so for the setbacks for your
9 701H, you placed the take points, it looks like, at
10 660 feet from the northern boundary of the unit; is
11 that correct?

12 A That looks correct. Yes.

13 Q Were you aware that you had an additional
14 330 feet if you wanted to put it closer to the
15 northern boundary?

16 A Yes. I believe you're allowed to do that
17 under -- if you need a non-standard spacing unit.

18 Q So did your team explore that option of
19 having it closer for optimal production?

20 A We did not. We didn't feel that it would
21 protect correlative rights to the north.

22 Q So if the Division allows a setback of 330,
23 and you keep your well within that 330 setback, you
24 don't believe that protects correlative rights of the
25 offset operators?

1 A If -- can you rephrase that? Sorry.

2 Q Wouldn't it be fair to say that the Division
3 set the setback at 330 specifically to protect the
4 offset operators to the north?

5 MR. PARROT: Objection, calls for legal
6 conclusion.

7 MR. SAVAGE: I would say that a landman
8 with landman experience who understands correlative
9 rights would understand that the setback is there to
10 protect correlative rights. It's not a legal issue.

11 THE HEARING OFFICER: So what is your
12 question, Mr. Savage?

13 MR. SAVAGE: So the question is: If
14 the Division sets a setback at 330 feet, wouldn't you
15 assume that you have the option to extend your well
16 lateral to that borderline and still protect
17 correlative rights?

18 THE HEARING OFFICER: Objection
19 overruled.

20 Please answer the question.

21 THE WITNESS: I think you're correct.
22 Yes. If the Division allows it, we -- we could have
23 done it. Yes.

24 BY MR. SAVAGE:

25 Q So did your team consider that as an option

1 for efficiently spacing the location of the wells?

2 MR. PARROT: Objection. That was asked
3 and answered. The witness very clearly stated the
4 team considered it.

5 MR. SAVAGE: I withdraw the question.

6 THE HEARING OFFICER: Sustained.

7 BY MR. SAVAGE:

8 Q Do you oversee and manage the leasing
9 activities for 3R?

10 A I don't oversee all the leasing activities,
11 no, but in my particular area, yes.

12 Q So you're involved in leasing activities?

13 A Yes.

14 Q Okay. So it sounds to me like this
15 potential expiration of this lease that is mentioned
16 is kind of a big deal. Would you agree with that?

17 A Yes. I'd say it's important to 3R. Yes.

18 Q Okay. So I don't see mention or description
19 in your written testimony discussing the potential or
20 nature of the termination of any leases. Do you agree
21 that you did not address the status of any existing
22 lease or leases in your written statement, including
23 the well that you claim to expire?

24 A I'm not sure - could -- could you rephrase
25 that question?

1 Q Yeah.

2 A Sorry.

3 Q Do you agree that in your written statement
4 you did not address the status of any existing lease
5 or any leases?

6 A Yes. I'd agree with that statement. Yeah.

7 Q So if this is an important lease, and you're
8 the landman who is charged with addressing this issue,
9 why didn't you address in your written statement the
10 nature of this issue and concern?

11 A I mean, the -- our -- basically, our entire
12 development plan is around this -- this expiration.
13 I'm not sure it needed to be mentioned in my
14 statement.

15 Q Have you reviewed Exhibit five of WPX's
16 landman exhibit?

17 A Could you go towards that on the --

18 Q I'd have to -- do you recall by chance?

19 A I -- not by page number or anything like
20 that. No.

21 Q So this landman Exhibit 5 in WPX's statement
22 exhibits is a letter that Marathon sent to BLM
23 requesting that the BLM extend federal lease, this
24 particular federal lease, that's set to expire in
25 October. Are you familiar with that letter?

1 A Yes. I'm familiar with that letter.

2 Q Okay. And generally, typically, isn't it
3 true that under the facts and conditions of this BLM
4 lease that such requests for lease extensions are
5 granted?

6 A I can't speak to why or why not the BLM
7 would extend or suspend a lease.

8 Q Have you ever been in a situation of similar
9 facts where such requests are made for the lease
10 suspension or extension and it was denied?

11 A This is the first lease I've ever tried to
12 get suspended, so no.

13 Q Would one of the factors for granting a
14 lease extension include, for example, submitting APDs
15 more than 90 days prior to the lease expiration?

16 A I believe that is correct. Yes.

17 Q Okay. And have you submitted APDs within
18 this timeframe?

19 A I believe we have. Yes.

20 Q Okay. So would it be fair to say that,
21 basically, the conditions for granting a lease
22 extension are in place?

23 MR. PARROT: Objection, calls for legal
24 conclusion.

25 THE HEARING OFFICER: Why does it do

1 that?

2 MR. PARROT: The BLM has certain
3 criteria that are built into its regulations that
4 govern whether a lease suspension can be granted or
5 not. A landman could certainly testify as to whether
6 certain of those factors in his opinion exist but not
7 whether those factors as a legal matter justify the
8 suspension.

9 THE HEARING OFFICER: I understand.
10 Mr. Savage?

11 MR. SAVAGE: So I would say this
12 landman deals -- this is his area of expertise. He
13 deals with these leases, he deals with permanents, he
14 knows what the conditions need to be. I would say
15 that he would be able to assess the risk.

16 THE HEARING OFFICER: Yeah. Okay. I'm
17 sustaining the objection.

18 MR. SAVAGE: Okay.

19 THE HEARING OFFICER: Please rephrase
20 the question.

21 MR. SAVAGE: I'll withdraw the
22 question.

23 THE HEARING OFFICER: Thank you.

24 BY MR. SAVAGE:

25 Q If WPX were granted operatorship and drilled

1 the proposed units, would you agree that this also
2 would hold the BLM lease same as if 3R drilled the
3 proposed unit?

4 A Yes. As long as they did it prior to the
5 expression, yes.

6 Q Are you familiar with WPX's proposed
7 timeline?

8 MR. PARROT: Objection. This is
9 outside the scope of the witness's testimony. The
10 witness did not testify as to WPX's development
11 timeline.

12 THE HEARING OFFICER: Mr. Savage?

13 MR. SAVAGE: He has his exhibits
14 available which spell out the timeline.

15 THE HEARING OFFICER: Which exhibit?
16 Well, I mean -- defense and --

17 MR. SAVAGE: That's fair. Can I have a
18 moment to --

19 THE HEARING OFFICER: Yeah. Of course.
20 Show me.

21 MR. SAVAGE: Okay. thank you.
22 So Exhibit 3R 66.

23 THE HEARING OFFICER: 66? Can you
24 bring it up?

25 MR. SAVAGE: Oh. That's theirs. Okay.

1 Our exhibit, WPX Rebuttal Exhibit R1, he had that
2 available for review.

3 THE HEARING OFFICER: But it's not part
4 of his direct testimony, so I'm going to sustain the
5 objection.

6 MR. SAVAGE: Fair enough. Thank you.

7 THE HEARING OFFICER: Thank you.

8 BY MR. SAVAGE:

9 Q Would you agree that WPX has a higher
10 working interest and effective NRI in the north half?

11 A I would agree. Yes, sir.

12 Q Okay. Therefore, would you also agree that
13 the blended working interest and effective NRI for WPX
14 is higher across the proposed two-mile units?

15 A It's higher in the north. In the south,
16 it's the same.

17 Q In the south it's the same, but if you
18 blended the working interest across both units, would
19 WPX be higher?

20 A Slightly. Yes.

21 Q Let's look at your ownership exhibit on page
22 93. So I don't see a list of the owners you're asking
23 the OCD to pool. Who exactly are you asking the OCD
24 to pool?

25 A Marathon and WPX.

1 Q But these are not highlighted, and there's
2 not a request; is that correct?

3 A Not on this slide. No, sir.

4 Q Okay. Or within your ownership report?

5 A That's correct.

6 Q Okay. So are you asking the Division to
7 pull Marathon because they have not committed their
8 interest to the development plan? Do you agree with
9 that?

10 A Yes.

11 Q Okay. So is it fair, then, to say that WPX
12 has the majority working interest of the unit?

13 A Yes. That'd be a -- a true statement.

14 Q Okay. I'd like to direct your attention to
15 your negotiation timeline in Exhibit 3R 97 through 98.
16 Let's see here. Okay. Is it true that you did not
17 own an interest in the proposed unit until November
18 12, 2024?

19 A Yes. That's correct. That's when we
20 acquired the acreage from Marathon.

21 Q Okay. And it's true that you show in this
22 exhibit that you started negotiations in 2023?

23 A That's correct. We had an interest in
24 developing this area, and we approached WPX about
25 possibly doing a deal and acquiring acreage from them

1 in some sort of commercial endeavor.

2 Q But given that you did not own anything in
3 the units before November 12, 2024, do you think that
4 WPX was obligated to negotiate with you prior to this
5 date about the future development of the subject lands
6 that it owned interest in?

7 A Do I feel they were obligated?

8 Q Mm-hmm.

9 A No, sir.

10 Q And yet you claim that it's somehow a
11 failure for WPX not to have entertained during
12 outreach or negotiations; is that the purpose of this
13 slide?

14 MR. PARROT: Objection, argumentative.
15 The witness did not testify that WPX had a failure
16 during that time period, just that WPX did not
17 negotiate.

18 THE HEARING OFFICER: Mr. Savage, would
19 you rephrase the question, please?

20 BY MR. SAVAGE:

21 Q Is the purpose of this slide to show that 3R
22 made efforts in 2023 to negotiate, and WPX did not
23 make efforts or reciprocate efforts?

24 A No. The point of the slide is just to show
25 that we've been proactive in trying to develop this

1 area as far back as 2023.

2 Q But given that 3R did not own any interest
3 and, therefore, didn't have a platform on which to
4 negotiate, would you agree that the timeline for
5 negotiations really only started in earnest in
6 November 2024 rather than November 2023?

7 A Could you define "earnest"?

8 Q That there was something at stake, that both
9 parties had an actual working interest at stake within
10 the units to negotiate over?

11 A Can you rephrase that or -- or repeat it?
12 I'm sorry.

13 Q Yeah. That's fine. Would you agree that
14 both parties only had something at stake in terms of
15 ownership to negotiate over, therefore, negotiate in
16 earnest, in and after November 2024 rather than
17 November 2023, as your slide indicates?

18 A I would agree that we did not have any
19 interest until November of 2024, but I -- I still feel
20 that, you know, not owning an interest doesn't
21 preclude us from being interested in developing an
22 area that we find perspective.

23 MR. SAVAGE: That concludes my
24 examination. Thank you.

25 THE HEARING OFFICER: Mr. Fordyce?

1 TECHNICAL EXAMINER FORDYCE: Yes.

2 Mr. van Staveren, I have a question.

3 If I could direct you to your written testimony on
4 page 74 of 131.

5 TECHNICAL EXAMINER FORDYCE: Yes. In
6 line 8, it says "A review of the Wolfcamp formation
7 underlying subject lands indicated that there are no
8 overlapping spacing units in the formation." Would
9 you say that's a true statement today?

10 THE WITNESS: I'm not sure I understand
11 the question.

12 THE HEARING OFFICER: Hold on,
13 Mr. Fordyce.

14 It's an obvious question. Is that true
15 or false?

16 TECHNICAL EXAMINER FORDYCE: I believe
17 WPX has a well in section 32 at the south half of the
18 proposed unit, the 431H, so these proposed units would
19 be overlapping spacing units, I believe the one in the
20 south for case 25124.

21 THE WITNESS: Okay. Yes. I -- I
22 understand what you mean now. And then -- then I
23 would probably disagree with that, with my statement
24 on line 8.

25 TECHNICAL EXAMINER FORDYCE: Okay. I'd

1 like to take a look with you at 3R 91 on page 93.

2 THE HEARING OFFICER: Mr. Savage, you
3 can just type a little 93 in that box right there.
4 You can just type a little 93 in that box and take us
5 right there.

6 TECHNICAL EXAMINER FORDYCE: Thank you.
7 Mr. van Staveren, I don't
8 know -- there's been a lot of discussion about the
9 lease expiring with the BLM. I don't know -- I'm not
10 a landman, I don't have that experience, but what
11 might happen after that lease expires; does it go out
12 for bid again, can it be renewed or -- obviously, the
13 lands are still there. I don't know what happens or
14 what the options are. If this lease does expire, what
15 happens with it?

16 THE WITNESS: Typically, it'll have to
17 be renominated at the -- at a future federal lease
18 sale.

19 TECHNICAL EXAMINER FORDYCE: Thank you.
20 One last thing. On 3R 93, which is page 95 of 131,
21 again, regarding who 3R would be requesting the
22 Division to pool, we're looking at a table of working
23 interest owners. Are there any other owners of, you
24 know, record title or overriding royalties that 3R
25 would be seeking to be pooled?

1 THE WITNESS: I believe there
2 are -- there might be override owners that aren't
3 listed here.

4 TECHNICAL EXAMINER FORDYCE: Could that
5 list be included in a revised exhibit packet?

6 THE WITNESS: Absolutely. Yes, sir.

7 TECHNICAL EXAMINER FORDYCE: All right.
8 Thank you Mr. van Staveren. I have no further
9 questions.

10 THE HEARING OFFICER: I have a
11 question. As an extension to the question Mr. Fordyce
12 just asked, who's missing from this list?

13 THE WITNESS: I'd -- I'd have to look.
14 I don't know off the top of my head.

15 THE HEARING OFFICER: Well, how do you
16 know someone's missing?

17 THE WITNESS: I'm not sure if it's in
18 the north half or the south half, but I believe there
19 are some override owners.

20 THE HEARING OFFICER: I don't
21 understand. You know now that there's someone
22 missing?

23 THE WITNESS: I -- I was under the
24 impression that I submitted that.

25 THE HEARING OFFICER: Could someone

1 help us out with this?

2 MR. PARROT: Yes, Mr. Examiner. The
3 notice affidavit provides a list of all of the owners,
4 including working interest owners and providing
5 royalty interest owners who were provided notice of
6 the application and also a list of -- or I'm
7 sorry -- copies of the mailing cards by which those
8 parties received notice.

9 THE HEARING OFFICER: And that's
10 something you've submitted? Because --

11 MR. PARROT: Yes.

12 THE HEARING OFFICER: Where is that in
13 the packet?

14 MR. PARROT: If you look at 3R 29, that
15 is a list of all the parties who received notice of
16 the application for 25124 -

17 THE HEARING OFFICER: Okay. So let's
18 stay here for just a moment. Okay. So this is page
19 31. So who is on this list that was not on the other
20 table we just saw?

21 THE WITNESS: Exxon, Zunis, JSA --

22 THE HEARING OFFICER: So there's
23 several people.

24 THE WITNESS: Yeah. The -- the
25 spreadsheet that I -- that I had on -- on -- that was

1 not supposed to be a representative of who's being
2 pooled, that's just a -- a spreadsheet version of what
3 I showed on the map. That was never supposed to be
4 the actual pooled parties.

5 MR. PARROT: Mr. Examiner, we can
6 provide a clarification.

7 THE HEARING OFFICER: Good. Yeah. And
8 now, for the other case, is there another list?

9 MR. PARROT: Yes, Mr. Examiner. That
10 would be 3R 22, or page 24 of the packet.

11 THE HEARING OFFICER: Do you have that?

12 MR. PARROT: Yes.

13 THE HEARING OFFICER: Okay. So these
14 are people who received notice. And did they also
15 receive the proposals as well?

16 MR. PARROT: I don't know if the
17 overriding royalty interest received well proposals.

18 THE WITNESS: They -- they did not. I
19 did not send them over proposals.

20 THE HEARING OFFICER: Okay.

21 So, Mr. Fordyce, how do you want 3R to
22 redo the exhibit?

23 Is there only one exhibit that's an
24 issue, or are there two exhibits that are issues?
25 Because I see two lists here for different cases, so

1 does that mean that in the other case we have
2 another -- only you know what you --

3 THE WITNESS: Yeah. There's going to
4 be overrides in the north half. Looking at it now, I
5 have it in front of me, north half and south half.
6 Yes, sir.

7 THE HEARING OFFICER: So we're going to
8 need two corrected exhibits, it sounds like.

9 THE WITNESS: That's correct.

10 THE HEARING OFFICER: Mr. Fordyce, do
11 you agree?

12 TECHNICAL EXAMINER FORDYCE: Yes,
13 Mr. Hearing Examiner.

14 THE HEARING OFFICER: Okay. Do you
15 want to tell them now what to do to fix these exhibits
16 so we can move on with this issue?

17 TECHNICAL EXAMINER FORDYCE: Yeah. I
18 believe it's customary for each case to have a list of
19 all affected parties and interest owners with -- the
20 parties that they're requesting to be pooled be
21 highlighted in yellow is customary, I believe.

22 THE HEARING OFFICER: It is. Agreed.
23 Is that -

24 MR. PARROT: We'll provide that as part
25 of the revised land exhibits. On the exhibit that is

1 already there, we'll just simply add the parties
2 and --

3 THE HEARING OFFICER: In each case.

4 MR. PARROT: -- yes -- and highlight
5 the --

6 THE HEARING OFFICER: Now, will you be
7 creating that exhibit, Mr. van Staveren?

8 THE WITNESS: Yes. I can -- I can do
9 that.

10 THE HEARING OFFICER: You'll be
11 creating it?

12 THE WITNESS: Yeah.

13 THE HEARING OFFICER: Okay. And you
14 understand that he wants it highlighted to show who
15 you're asking to be force pooled?

16 THE WITNESS: Yes, sir. I'll highlight
17 it in yellow. Yes, sir.

18 THE HEARING OFFICER: Okay. All right.
19 Mr. Fordyce, that was the end of your
20 questions?

21 TECHNICAL EXAMINER FORDYCE: Yes.
22 That's the end.

23 THE HEARING OFFICER: Was there any
24 redirect?

25 MR. PARROT: Yes, Mr. Examiner.

1 THE HEARING OFFICER: Go ahead.

2 REDIRECT EXAMINATION

3 BY MR. PARROT:

4 Q All right. Just, Mr. van Staveren, to
5 clarify for the record, it's your testimony today that
6 3R is seeking force pooling of all of the working
7 interest owners and all the overriding royalty
8 interest owners in each unit who are listed on Exhibit
9 3R 22 and Exhibit 3R 29?

10 A Yes. That is correct.

11 Q Okay. And that is the updated exhibit that
12 you're going to provide?

13 A Yes.

14 Q Understood. Okay. Do you recall WPX asking
15 you about the lease expiration issue being part of
16 your written statement submitted in advance of the
17 hearing?

18 A No.

19 Q Okay. Do you recall a question that the
20 written statement did not include the lease
21 expiration?

22 A No. I don't believe I was ever asked to
23 include the lease expiration in my written statement.

24 Q No. I'm sorry. Not that you were asked to
25 include it but that you were asked a question by

1 WPX's --

2 MR. SAVAGE: Objection, asked and
3 answered. He asked that question twice, and it was
4 answered twice, and I think it's a pretty
5 straightforward question. So I don't understand why
6 we're continuing to harp on this.

7 MR. PARROT: I think the witness
8 misunderstood the question, and --

9 THE HEARING OFFICER: What is the
10 question?

11 MR. PARROT: The question is whether
12 the witness recalls being asked a question during
13 cross-examination, and I think the witness maybe
14 understood it that there had been a request prior to
15 the hearing for certain things to be contained in the
16 written statement.

17 THE WITNESS: Yes. I do recall being
18 asked.

19 THE HEARING OFFICER: Well, hold on.

20 THE WITNESS: Sorry.

21 THE HEARING OFFICER: No one said to
22 answer yet.

23 Does that clarify it for you, or are
24 you still objecting?

25 MR. SAVAGE: I would be open to one

1 more try and see what happens.

2 THE HEARING OFFICER: I can understand
3 how the witness could have been confused being
4 oriented. This is just an orientation question. It's
5 not evidentiary in fact.

6 So do you now understand the question?

7 THE WITNESS: Yes, sir.

8 THE HEARING OFFICER: Okay. Would you
9 please answer it?

10 THE WITNESS: Yes. I do recall being
11 asked the question in cross-exam. Yes.

12 BY MR. PARROT:

13 Q Okay. Is the lack of lease expiration
14 information in your affidavit indicative one way or
15 another of the importance of the potential expiration
16 of this lease?

17 A No, I don't believe it's -- leaving it out I
18 don't believe lessens the importance of the lease
19 expiration for us.

20 Q Okay. Could you give us an idea of how
21 important this lease expiration issue is, at least
22 from a land perspective, planning, on development?

23 A Yes. I mean, the lease expiration, you
24 know, if we can't get a well drilled, you know, we
25 won't have this whole -- this whole development area

1 falls apart for us, basically. So we need to get a
2 well spud prior to the expiration on October 1st.

3 Q Thank you.

4 MR. PARROT: Can we turn to 99?

5 BY MR. PARROT:

6 Q Okay. We're going to look at your -- 97.
7 Is it your testimony that the purpose of this exhibit
8 is to show your good faith efforts to obtain voluntary
9 participation from the other working interest owners?

10 A Yes.

11 MR. PARROT: Okay. Thank you. No more
12 questions.

13 THE HEARING OFFICER: Mr. Savage, any
14 recross on that redirect?

15 MR. SAVAGE: I'll do a couple of
16 questions just to clarify.

17 THE HEARING OFFICER: Yeah.

18 RECROSS-EXAMINATION

19 BY MR. SAVAGE:

20 Q If the holding of the lease is very
21 important, are there other options that you could have
22 done besides a contested hearing to hold the lease?

23 A Aside from drilling?

24 Q Whatever the options might be. Are there
25 other options?

1 A To my knowledge, you know, spudding a well
2 and -- and holding a lease with production is the only
3 way to hold a lease.

4 Q So you could have drilled a one-mile well,
5 which is economic --

6 A I can't speak to the economics of a
7 one-mile.

8 Q Well, you could have drilled a one-mile
9 well. Would that have been one option?

10 A It could have held the lease. Yes.

11 Q And are you familiar today with the modern
12 technology allowing for U-turn wells?

13 A I've heard the term. Yes.

14 Q Okay. So in the one section, would it be
15 possible to have drilled a U-turn well to do a
16 two-mile well?

17 MR. PARROT: Objection. This is
18 outside the scope of the witness's expertise.

19 THE HEARING OFFICER: Yeah. I think
20 it's -- no. I don't agree. I mean, I think this is
21 fair. Whether or not it's economical or not, I mean,
22 I don't --

23 Mr. Savage, you can ask the question;
24 the witness can answer it. I hope we're not going to
25 spend a lot of time --

1 MR. SAVAGE: Whether it's economic is
2 irrelevant to holding the lease. But the point was
3 that -- okay.

4 THE HEARING OFFICER: -- but go ahead.
5 I mean, you asked the question.

6 Answer the question, please.

7 THE WITNESS: Yes. We -- we could
8 potentially drill a U-turn well or a one-mile well.

9 THE HEARING OFFICER: Yes. Thank you.

10 BY MR. SAVAGE:

11 Q So given those options, wouldn't it have
12 been beneficial to the Division for you to explain the
13 significance of doing a contested hearing and taking
14 their time to do a contested hearing as the only
15 option that you have pursued to address the expiration
16 of the lease?

17 A I don't think it's the only option we've
18 pursued. We've -- we've been very proactive in
19 negotiations to try to get -- to try to avoid this
20 entire situation.

21 MR. SAVAGE: That's all my questions.
22 Thank you.

23 THE HEARING OFFICER: Mr. Fordyce?

24 TECHNICAL EXAMINER FORDYCE: No. No
25 further questions, Mr. Hearing Examiner.

1 THE HEARING OFFICER: Thank you.

2 May this witness be excused?

3 MR. PARROT: Yes. Thank you,

4 Mr. Examiner.

5 THE HEARING OFFICER: Thank you. Does
6 that conclude your case in chief?

7 MR. PARROT: Yes, it does.

8 THE HEARING OFFICER: It does. Okay.

9 Okay. Mr. Savage, do you need a break
10 before you start, or are you ready?

11 MR. SAVAGE: We're ready.

12 THE HEARING OFFICER: Okay. Who do you
13 want to call first?

14 MR. SAVAGE: Let's call the landman,
15 Mr. Bennett, Mr. Andy Bennett. And I'm going to set
16 my computer.

17 WHEREUPON,

18 ANDY BENNETT,
19 called as a witness and having been first duly sworn
20 to tell the truth, the whole truth, and nothing but
21 the truth, was examined and testified as follows:

22 THE HEARING OFFICER: Mr. Bennett, if
23 you would turn your microphone on, it'll turn green.
24 Thank you. I remind you you're still under oath, and
25 you have been recognized as an expert in the

1 performance division as the petroleum landman, so
2 please proceed.

3 MR. PARROT: Mr. Examiner, we are going
4 to do witness qualifications; correct?

5 THE HEARING OFFICER: Witness
6 qualifications. Yes, but not yet. The first three
7 have -- well, I shouldn't say the first three. I
8 don't know what order he's going to call them, but
9 Mr. Bennett, Mr. Dixon, and Mr. Barnes have already
10 been qualified as experts before this Division.

11 MR. PARROT: Understood. 3R has
12 objections to this witness's expertise as to certain
13 matters contained in his affidavit.

14 THE HEARING OFFICER: Okay. Well, then
15 I think you need to challenge it. I mean, it has been
16 accepted into evidence already, so --

17 MR. PARROT: I did ask --

18 THE HEARING OFFICER: -- figuring out
19 those challenges. I'm trying to think of the right
20 time to do that.

21 Mr. Suazo, do you -- I know you haven't
22 begun --

23 MR. PARROT: Mr. Examiner, I did ask
24 what would be the right time to raise objections to
25 witness qualifications basically when they were being

1 sworn in.

2 THE HEARING OFFICER: Right.

3 MR. PARROT: I wasn't sure what that
4 would be. I'm relying on you to tell me when we
5 should do it.

6 THE HEARING OFFICER: Well, when it
7 comes to those who have not yet been admitted as
8 experts, it would come when I'm interviewing them at
9 the time. I didn't realize that you wanted to object
10 to a previously qualified expert, but you're saying
11 you would.

12 But it seems that you have -- let's be
13 specific. Are you challenging their qualification as
14 a petroleum landman in general, or are you challenging
15 certain statements they made in their self-affirmed
16 statement?

17 MR. PARROT: More so the latter. I'm
18 challenging the expertise of this landman to opine
19 about certain matters.

20 THE HEARING OFFICER: Certain matters.

21 MR. PARROT: Yes.

22 THE HEARING OFFICER: Then I would wait
23 until you have your cross-examination. That way, you
24 can challenge it at that time.

25 MR. PARROT: May I object to exhibits

1 that are being presented that cannot be properly
2 authenticated by a witness who doesn't have the
3 expertise?

4 THE HEARING OFFICER: Well, I thought
5 we've already admitted these exhibits into evidence.

6 MR. PARROT: I think you indicated that
7 there would -- sorry. The procedure here is a little
8 bit confusing. You did admit the exhibits without an
9 opportunity to witness qualifications prior to the
10 admission of the exhibits, it didn't seem to be an
11 appropriate time to object to the admission of
12 exhibits.

13 It would seem that a lot of the
14 testimony that's about to be offered, as well as the
15 exhibits, are beyond the scope of a petroleum
16 landman's expertise and would not be properly
17 admitted, as well as the number of the statements in
18 the self-affirmed affidavit.

19 THE HEARING OFFICER: Okay. Well, so
20 you're challenging specific parts of exhibits. Again,
21 I think the proper time to do that is when you are
22 cross-examining the witness. You can take him line by
23 line if you want to and show us how these are outside
24 his field of expertise if you want to do that.

25 But I did give you an opportunity to

1 object to the exhibits. I gave Mr. Savage, also, an
2 opportunity to object. He did object to certain
3 exhibits. We have entered them. Either he withdrew
4 his objection, or you didn't seek to admit exhibit 34.
5 That's your choice. But you did stipulate to all of
6 their exhibits.

7 At this point, unless you can tell me
8 that I'm wrong when I say that, then they're admitted
9 into evidence. Now, you can take them
10 apart -- examination if you so choose. But at this
11 point, I'm not sustaining your objection to the
12 exhibit at this point.

13 MR. PARROT: Understood. I think maybe
14 I, perhaps, misspoke. It's not the exhibits that are
15 labeled Exhibit A1, A2. It's portions of the
16 affidavit, so I'm not sure that that is an exhibit.

17 THE HEARING OFFICER: Do you have a
18 page number?

19 MR. PARROT: Yes. Well,
20 there's -- let's just start with page 25 of 31 of
21 the --

22 THE HEARING OFFICER: Are we on that
23 page now, Mr. Savage?

24 MR. SAVAGE: Yes, but can I object to
25 this? And because the reason is because you are

1 correct. The pre-hearing order said that evidentiary
2 objections will be submitted. We submitted ours.
3 Ms. Tschantz actually sent out an email saying, "Tell
4 us," let you know, "are you going to submit
5 objections, or are you going to address them at the
6 beginning of the hearing?"

7 I don't believe that email was
8 responded to, but 3R said that they would address
9 these at the beginning of the hearing, prior to the
10 hearing, and here we are -- wanting another bite at
11 the apple.

12 MR. PARROT: That was only in regards
13 to WPX's objection to 3R's exhibits.

14 THE HEARING OFFICER: That's the way I
15 understood it as well, Mr. Savage. A party always has
16 the ability during the hearing -- object, except I'm
17 not sustaining the objection, what I've heard so far.

18 Now, is there something about this that
19 makes it fundamentally unfair, Mr. Parrot, or do you
20 just have problems with it?

21 MR. PARROT: The discussion of waste in
22 the affidavit, it's not in regards to any specific
23 exhibit, so that's why we didn't object to the Exhibit
24 A1, A2, et cetera.

25 THE HEARING OFFICER: I see pages

1 flying by. I'm not sure what you're referring to.
2 Can we just stop at whatever page you're talking
3 about?

4 MR. PARROT: Certainly. It's paragraph
5 21 of the affidavit, page 25 of 131 -

6 MR. SAVAGE: Are you driving,
7 Mr. Savage?

8 MR. SAVAGE: I am. It's --

9 THE HEARING OFFICER: Okay. That's
10 fine. I just want to make sure --

11 MR. SAVAGE: Yes. I'm driving.

12 THE HEARING OFFICER: 25, I think he
13 said.

14 MR. SAVAGE: Paragraph 21?

15 THE HEARING OFFICER: You said 21?

16 MR. PARROT: Starting with paragraph
17 21. So there's an extension - sorry -- an extensive
18 discussion of waste starting on paragraph 21, both
19 economic waste and, essentially, reservoir waste.

20 THE HEARING OFFICER: Okay.

21 MR. PARROT: And we don't have any
22 evidence that this witness is an expert in those sorts
23 of matters, calculating EURs, calculating well
24 economics, calculating economic waste, that sort of
25 thing. It may be that the witness is an expert, but

1 we don't know that. The witness has been qualified in
2 land but not --

3 THE HEARING OFFICER: So I'm sorry,
4 Mr. Parrot, then why are you objecting? If you don't
5 know whether he's qualified to make these statements
6 or not, why are you objecting now? Why don't you
7 wait, hear what he has to say?

8 Cross-examine him, and then if you have
9 an objection to a paragraph or a page or whatever it
10 is, we'll deal with it the way we dealt with
11 Mr. Savage's objections, which is, you know, if
12 there's a foundation for this and it's reliable and
13 relevant, it stays. If it's not, we'll have them
14 strike the paragraphs on their amended exhibit packet
15 after the hearing. But that's the proper way to do
16 this. So I've made up my mind, and that's my ruling
17 on this.

18 So, Mr. Savage, do you want to
19 continue?

20 MR. SAVAGE: Yes.

21 DIRECT EXAMINATION

22 BY MR. SAVAGE:

23 Q Mr. Bennett, can you state your full name
24 for the record?

25 A Andy Bennett.

1 Q And as you state in your self-affirmed
2 statement, it's correct that you're employed with
3 WPX/Devon?

4 A Yeah. Can you go up to the top? Yes. I am
5 employed as a landman at WPX Energy and Devon Energy.
6 To clarify one thing right off -- right off the bat,
7 there's been a lot of discussions about how these two
8 companies are related.

9 I believe Mr. Savage mentioned in the
10 beginning there was a merger -- public merger of
11 equals. Everything -- we are related entities.
12 Everything under the WPX/Devon umbrella is all under
13 one roof. This is not something whereas WPX operates
14 wells through a different company with different
15 employees, and Devon does it differently. We're all
16 working for the same company.

17 The merger left the assets in WPX's name,
18 but Devon/WPX employees drill Devon and WPX wells in
19 New Mexico. It's not like there's a different
20 management team, asset team. I drill wells, my team
21 drills wells under Devon Energy and WPX Energy, and we
22 both own the assets under one roof, one umbrella, one
23 entity.

24 Q And how long have you worked into this
25 umbrella?

1 A I've worked at Devon as a landman -- WPX as
2 a landman for over 16 years, specifically in New
3 Mexico for over seven years.

4 Q And are you familiar with the subject lands
5 in the applications in these cases?

6 A I am.

7 Q And have you prepared or prepared under your
8 supervision and reviewed the exhibits you submitted in
9 these proceedings, including your landman statement?

10 A Yes.

11 Q Do you want to wanna provide
12 any -- clarification at this time?

13 A Can you scroll down just a little bit on
14 the -- it may not be in the statement. It's the well
15 proposals that WPX submitted that contained AFEs as
16 part of some landman exhibits. We would like to
17 address some concerns around costs that 3R has brought
18 up related to completions and facilities.

19 But I did want to address that here because
20 the AFEs that were mailed out were mailed out by the
21 land group, and so that'll be addressed by our
22 additional parties testifying today.

23 Q Okay. And the paragraphs starting with
24 paragraph 21 that Mr. Parrot mentioned, those
25 paragraphs also basically talk about the differences

1 in AFEs. Is that correct? This paragraph 21, 22,
2 there's a discussion on paragraph 23.

3 A Yes. Correct.

4 Q Okay. A landman is very familiar with and
5 works quite a bit with AFEs. Do you agree?

6 A Correct. Correct.

7 Q A landman who's testified before to the OCD
8 and is familiar with the OCD's rules and regulations
9 and works with them on a regular basis, would it be
10 fair to say that they see what they do as a landman
11 through the filter of protecting correlative rights
12 and preventing waste as the ultimate purpose of what
13 they do as a landman?

14 A Yes. I'm involved in that process along
15 with my team. Yes.

16 Q Okay. So when you analyze the AFEs -- and
17 it looks like in these paragraphs, your AFEs, you
18 compare them to 3R AFEs; correct?

19 A Correct.

20 Q And you know financial and economic
21 differences between the two; is that correct?

22 A That's correct.

23 Q Okay. Can you explain how that fits into
24 your understanding of waste?

25 A Can you ask that again?

1 Q The comparisons you made in these
2 paragraphs, can you explain how that could affect
3 waste from your understanding as a landman?

4 A Yeah, just the simple numbers tell the story
5 that WPX feels like we can drill wells with lower
6 costs than 3R, and we list that there, and we believe
7 that that is important.

8 Q Exhibit A1 is your C-102s. Is there
9 anything you need to comment about the C-102s?

10 A No.

11 Q Okay. Exhibit A2 is your ownership. Is
12 there anything that you need to comment or explain
13 about your ownership?

14 A I would like to state that WPX does have a
15 higher work -- than either 3R or Marathon, and -- in
16 this proposed north half unit in -- along with the
17 entire two-mile unit, both sections combined, when
18 blended together, we have a higher working interest
19 percentage than 3R operating.

20 Q And Exhibit A3 is your well proposal?

21 A That's right.

22 Q Any comment on that that needs to be
23 explained to the Division?

24 A No, not on the well proposal, but I did
25 mention the AFE right after. I probably jumped the

1 gun on that, but I'd already elaborated on it on that
2 at the beginning, so no -- no need for me to further
3 comment on well proposals or AFEs.

4 Q Okay. You heard 3R's landman testimony on
5 negotiations. And then I believe you -- A4 is your
6 summary of communications with interest owners. That
7 includes 3R as a working interest owner; correct?

8 A Correct.

9 Q Can you explain the nature of those
10 negotiations?

11 A Yes. So as previously mentioned, there were
12 discussions that started happening back in November of
13 2023. We don't dispute that. We recognize that. For
14 the purposes of this contested pooling hearing,
15 negotiations in earnest as it relates to competing and
16 contesting well proposals, started in the fourth
17 quarter of 2024, not until 3R acquired the working
18 interest from Marathon, which is now a subsidiary of
19 ConocoPhillips via term assignment, as to only the
20 Wolfcamp rights. That did not include the Bone Spring
21 rights. So they only got one formation.

22 I'd like to say it's important to note here
23 that WPX owns the Bone Spring and the Wolfcamp
24 formations, and we're awaiting a pooling order of the
25 Bone Spring formations. But back to the

1 communications and the negotiations, I have been
2 working with the landman at 3R. We've been
3 communicating very well. Phone calls, emails. You
4 know, we've tried to work this out.

5 They have made carry offers. Some concerns
6 with those carry offers, as previously mentioned, was
7 that they did not offer a carry on all the wells.
8 They proposed to drill seven initial wells with a
9 possible eighth infill well later. They only provided
10 a carry offer on three of the Wolfcamp XY wells, not
11 the additional four Wolfcamp B Wells, and, you know,
12 we've decided that that was not something we were
13 willing to accept given our ownership of the Wolfcamp
14 and Bone Spring formation, so that's why we're here
15 today.

16 But we are still working, both the landman
17 at 3R and myself, with the state and federal agencies
18 working on some lease extensions, as we previously
19 mentioned, lease suspensions, and we're trying to find
20 a way to still -- to work this out potentially even
21 after the pooling hearing here today. So I would say
22 the communications have gone well.

23 I don't believe we're under any obligation
24 to accept a carry offer, and I actually, even -- when
25 talking with the landman, I said, "Well, would you

1 guys accept a carry offer the same way that we -- that
2 you proposed it to us?" and the answer was no.

3 So I don't know if it's something that
4 really, you know, harms us for not accepting -- we
5 shouldn't be compelled to accept a carry offer because
6 when turned around, we were told that they would not
7 accept that carry offer.

8 Q So would you describe the offers as fair and
9 reasonable or unreasonable?

10 A I think it's unreasonable unless you make an
11 offer on all the wells that -

12 Q Okay. And in your landman statement, you
13 talk about the expiration of this particular lease
14 that will expire in October; is that correct?

15 A That's correct.

16 Q Okay. Can you talk about your understanding
17 of the -- help the Division understand a little bit
18 about the situation with this lease?

19 A Yeah. So this lease is the lease that 3R
20 acquired November 12, 2024, from Marathon, as to the
21 Wolfcamp rights only. They acquired this lease via
22 term assignment knowing that it had a short-term
23 expiration, less than a year after their acquisition
24 of that. And that is a lease obligation and a lease
25 expiration that they bear alone. WPX does not bear

1 that. Our leases are held by production.

2 WPX has tried to be helpful. We've had
3 email conversations that the landman at 3R and myself
4 have been on with representatives from the BLM working
5 to get a suspension of this lease. I've been on the
6 phone with two gentlemen at the BLM office in
7 Carlsbad. I don't know if I can name their names
8 here, but they have told me that this lease is
9 absolutely a candidate for a lease suspension given
10 the --

11 MR. PARROT: Objection, hearsay.

12 THE HEARING OFFICER: Hearsay is
13 admissible in an administrative hearing.

14 Please proceed.

15 MR. PARROT: Thank you.

16 THE WITNESS: Proceed to answer?

17 THE HEARING OFFICER: Please.

18 THE WITNESS: Okay. So we've been told
19 that because the APDs were filed by both WPX and 3R
20 more than 90 days ahead of this October 1st lease
21 expiration that this would be something that would be
22 an approval for a lease suspension. I agree it does
23 take time for the BLM to do that, but we still -- we
24 see no reason to believe that it's going to drag on
25 past October 1st when that lease does expire,

1 so -- emails, phone calls, we've been trying to work
2 this out. We've been trying to get lease extensions,
3 suspensions, and I think we're very close to achieving
4 that.

5 BY MR. SAVAGE:

6 Q Where conditions are met like this to
7 qualify for a lease suspension, have you ever seen a
8 situation where it's been denied --

9 A I have not.

10 Q -- in your experience as a landman? If WPX
11 were awarded operatorship, would you drill the well
12 within the timeline that would preserve the lease?

13 A Yes. That is on our schedule to spud before
14 October 1st if we win the operatorship and if the
15 protests for the APDs that we've submitted goes away.

16 Q And how confident are you that you would
17 fulfill that?

18 A We are very confident. We have 13
19 horizontal rigs running as we speak. We can shift the
20 rigs over to this unit and spud the well in a timely
21 manner.

22 MR. SAVAGE: All the exhibits have been
23 accepted into the record, so that would conclude my
24 direct.

25 THE HEARING OFFICER: Okay. And before

1 we go to cross-examination, in the imaging system, I
2 don't find your exhibit packet. I can find your
3 rebuttal exhibits that Freya posted this morning that
4 were filed yesterday. Can you tell me what date you
5 filed them?

6 MR. SAVAGE: Yeah. So we have an
7 original packet --

8 THE HEARING OFFICER: When? That's
9 what I'm looking for, the original --

10 MR. SAVAGE: That would've been the
11 Thursday or the Thursday before --

12 THE HEARING OFFICER: I have a
13 pre-hearing statement from the 23rd from both parties.
14 I have that, but I do not have your exhibit. Somehow
15 they didn't make it into the imaging system.

16 So, Freya, do you think you could post
17 them to the imaging system so I can get them?

18 MR. SAVAGE: So I downloaded those from
19 the OCD imaging system to have them for my records.

20 THE HEARING OFFICER: I don't see them
21 here. That's why I'm asking.

22 MR. SAVAGE: Okay. Also, I forgot that
23 we're doing the rebuttal exhibits in addition to --

24 THE HEARING OFFICER: Sure. Would you
25 like to do that now?

1 MR. SAVAGE: Yeah. Let's do that.

2 THE HEARING OFFICER: Sure. But first,
3 let me make sure that Ms. Tschantz has these exhibits.

4 Do you have them in the imaging system?

5 THE CLERK: I'm looking for them now.

6 THE HEARING OFFICER: Okay.

7 THE CLERK: If they were accepted, they
8 should be here.

9 THE HEARING OFFICER: I know it.

10 THE CLERK: Yeah. It's just difficult
11 to find them.

12 THE HEARING OFFICER: Right. I've
13 clicked on every document since February, and I can't
14 find them.

15 Why don't we take a five-minute break
16 so people can go to use the restroom if they want to.
17 We'll be back on the record in five minutes.

18 Thank you.

19 (Off the record.)

20 THE HEARING OFFICER: Okay. It is 2:14
21 p.m..

22 And you're going continue with
23 Mr. Bennett on his rebuttal exhibits?

24 MR. SAVAGE: Yes. Mr. Hearing
25 examiner, if I just may address an issue we've been

1 talking about in this --

2 THE HEARING OFFICER: Go ahead.

3 MR. SAVAGE: And that is, you know,
4 when and if Mr. Parrot's going to object to certain
5 items because he believes it's outside the scope of
6 the landman's testimony, there is a provision under
7 New Mexico Rules of Evidence. It's 11-703.

8 THE HEARING OFFICER: Okay. Expert
9 testimony. Sure.

10 MR. SAVAGE: Can I --

11 THE HEARING OFFICER: Well, you can
12 make that argument at the time, by all means.

13 MR. SAVAGE: At the time. Okay.

14 THE HEARING OFFICER: And I'm quite
15 familiar with it, so --

16 MR. SAVAGE: So when that is brought up
17 again --

18 THE HEARING OFFICER: Sure. By all
19 means. Yes. Of course.

20 MR. SAVAGE: Okay. Thank you.

21 THE HEARING OFFICER: So you were
22 direct examine on the rebuttal exhibits?

23 MR. SAVAGE: Correct.

24 THE HEARING OFFICER: Okay.

25 //

1 BY MR. SAVAGE:

2 Q So, Mr. Bennett, you the two rebuttal
3 exhibits; is that correct?

4 A That's correct.

5 Q And those are WPX Rebuttal Exhibit R1 and
6 WPX Rebuttal Exhibit R9. Do you agree?

7 A I would agree. Yes.

8 Q Okay. I'm going to go to R1 first. Okay.
9 So did you prepare this exhibit yourself?

10 A Yes.

11 Q Okay. Can you explain what exhibit from 3R
12 that it rebuts? And also explain how it rebuts that
13 exhibit.

14 A Yeah. So this rebuts 3R Exhibit 000066.
15 And as you can see, that slide or that exhibit is
16 listed on the right side of the screen with a screen
17 grab labeled "3R, Implementing Comprehensive Near-Term
18 Development Use Plan for Area."

19 And what we're rebutting is the fact
20 that -- as you can see in the callout box, 3R has two
21 Crystal wells, the 701H and the 702H listed as spud
22 dates, August 2025. And then they plan to take the
23 rig, go away from this area. They do not plan to
24 drill the south half wells at that time or any
25 additional north half wells. And they show here that

1 they're going to be coming back to this location
2 sometime, it looks like, in February 2026.

3 And what we wanted to point out is that
4 WPX's plan, as you can see down on the schedule on the
5 lower left corner, we do plan to drill all four of our
6 wells at the same time, the same month. This is done
7 so that we can limit the duration between spud and
8 first production. We do feel like WPX's development
9 strategy limits depletion. All the wells are going to
10 be drilled, completed, and brought online in the same
11 month.

12 We do have some concerns that 3R's plan
13 incurs wellbore risk due to leaving those two wells,
14 being the 701H and the 702H as DUCs, also known as
15 drilled uncompleted wells, which we believe is
16 unnecessary. We think that 3R'S plan does present a
17 clear and present risk that there could be additional
18 burdens put on the OCD. If they are unable to get the
19 rig to come back in February, there could be the need
20 for a time extension request to drill possibly the
21 south half wells since they're only planning to drill
22 the north half two wells, initially.

23 And again, our stance is that we're going to
24 drill all four in the north half and the south half
25 and fully drill what we proposed earlier than they

1 will. And I -- there was a mention of they don't have
2 a rig until June, I believe, of this year. As I
3 previously mentioned, WPX/Devon Energy has 13 rigs in
4 this area, and we have a firm plan to get out there.
5 We're not waiting on a rig to arrive in June. We have
6 rigs nearby, and this is on our schedule to spud with
7 our existing -- with one of our existing 13 rigs that
8 we have running in the basin.

9 Q Okay. Thank you. Let's move to WPX
10 Rebuttal Exhibit R9. Did you prepare this exhibit as
11 well?

12 A Yes, I did.

13 Q And can you tell me what from 3R does this
14 exhibit rebut, and how does it rebut that?

15 A Yes. This rebuts the 3R Exhibit 000055,
16 000097, and 000098. And what we're attempting to show
17 here is the 00097 snippet on the right-hand side,
18 which is the timeline that 3R had provided in their
19 packet showing their proactive approach to
20 negotiations with WPX and Devon.

21 Again, I -- I hit on this a little bit in my
22 initial comments, but they claim -- they indicated
23 that they started negotiations back in late 2023,
24 which again, we do not dispute. We know they reached
25 out to us at that time, and we -- we had discussions

1 with them.

2 The fact is they did not own anything in
3 either section 32 or 33 where they're planning to
4 drill these wells until almost a full year after that
5 initial timeline that they -- they showed there. They
6 did not come into ownership until November 12, 2024,
7 again via the term assignment of only the Wolfcamp
8 rights, no other rights, one formation that they
9 received in term assignment from Marathon, which is
10 now owned by Conoco.

11 That -- that term assignment does have the
12 lease -- the BLM lease expiration that we've talked
13 about of October 1st of this year tied to it, so they
14 took a term assignment with less than one year
15 remaining on the BLM lease, and I just wanted to point
16 that out because, you know, they did not own that back
17 in 2023. This was something that wasn't owned until
18 late 2024.

19 They made carry offers to us, well -- well
20 carry offers, which our team reviewed. Again, as I
21 mentioned, we did not review those favorably enough
22 to -- to accept. The carry offers were only on three
23 of the seven wells, and they were only the Wolfcamp XY
24 wells, so that did make our team a little leery that
25 they didn't view the -- the four Bone -- or the four

1 Wolfcamp B wells as something that they weren't
2 willing to make a carry offer on, so that kind of
3 raised a red flag for us that they only offered on
4 three of the seven wells that are in their initial
5 well packet.

6 You know, some of the other reasons for the
7 unfavorable view of those carry offers were again,
8 their higher capital expenses, which we believed as a
9 team would negatively impact the overall economics of
10 the wells.

11 Another main factor, and this is a really
12 big one in our opinion, they do not own the Bone
13 Spring formation rights. We do. We had a pooling
14 hearing for the Bone Spring of this Frontier unit for
15 two-mile wells back in March. We're anticipating
16 those pooling orders to be issued soon. Those cases
17 were taken under advisement.

18 So if we were to have done a carry deal with
19 them just for the three Wolfcamp wells, you know, we
20 viewed it as negative environmental consequences that
21 could happen via doubling the amount of surface
22 disturbance if 3R were to drill Wolfcamp wells, have
23 their own facilities, road use, but then WPX still had
24 to create their own facilities, road use pads, stuff
25 like that, for the Bone Spring rights that they did

1 not offer on and that they do not currently have any
2 ownership rights in.

3 So we did not believe it was smart for us to
4 split the formations up and take a carry offer on our
5 Wolfcamp rights but still retain the Bone Spring
6 rights, so -- especially given that, like I said
7 earlier, the offer was only on three of the seven
8 wells that 3R has initially proposed.

9 So moving on from kind of those reasons, we
10 also -- WPX does have a higher working interest. The
11 north half, we have almost 7 percent higher working
12 interest. If you blend it across the south half and
13 north half combined, it -- that's the 50 percent
14 working interest that WPX has and the 46.875 that 3R
15 has, so another reason why we decided that this was
16 something we wanted to go out and operate because of
17 our high working interest.

18 And back to the WPX not paying or missing or
19 failing to pay rentals on a -- offsetting lease to
20 this Frontier unit, which encompasses sections 30 and
21 31, it was not a missed -- it was not a failure to
22 pay. It was a late payment, which we accept, and
23 we've been working for almost four years to get that
24 reinstated.

25 As previously mentioned, the BLM does take a

1 while on this, and we actually have received a letter
2 dated for April 18th, so just over ten days ago, 2025,
3 listing that there are a few additional stipulations
4 that WPX must meet, one of which being rental
5 payments, and we have to meet those stipulations
6 within 30 days, and we're absolutely going to do that
7 because this is a large lease, so we're going to meet
8 those stipulations, satisfy them.

9 And the BLM, based on this letter, will then
10 approve the lease reinstatement, so that's going to
11 give us additional development out in this area that
12 we've been waiting on for almost four years. So
13 wanted to just present that, and I think that's really
14 it at this point.

15 MR. SAVAGE: Thank you, Mr. Bennett.

16 And, Mr. Examiner, that ends my
17 examination.

18 THE HEARING OFFICER: Is it Mr. Suazo
19 or Mr. Parrot? Mr. Parrot. Go ahead.

20 MR. PARROT: -- Mr. Examiner, it'll be
21 me.

22 MR. PARROT: All right. Just give me
23 one moment while we get up the right page.

24 Okay. Thank you.

25 //

CROSS-EXAMINATION

BY MR. PARROT:

Q Mr. Bennett, thank you very much for your time this afternoon.

A Yes, sir.

Q We're just going to start off with a little bit of your affidavit --

A Okay.

Q -- starting with paragraph 21 of your affidavit here regarding your statements about waste. Can you tell me if you've ever been recognized by the Division or the commission as an expert in reservoir engineering?

A No.

Q Okay. Thank you. Can you tell me your educational background in petroleum reservoir engineering?

A As you can see at the beginning of my slides, I don't have that. I'm a land -- land background, unless there was any confusion --

Q Understood. Can you tell me what -- you have to calculate well EURs and well economics?

A I do not, and I don't believe I did that here.

Q Understood. The title of this section of

1 your affidavit, can you read that for us, please?

2 A "Granting operatorship to WPX favors
3 prevention of waste."

4 Q Okay. Can you tell me what is the
5 prevention of waste in New Mexico?

6 A Yes. The -- as I mentioned there, paragraph
7 21, WPX had a pooling hearing for the Bone Spring
8 formation, which we own the rights to --

9 Q Mr. Bennett, I'm sorry. I think you might
10 have misunderstood the question. Let me rephrase.
11 Can you tell me the definition of prevention of waste
12 in New Mexico?

13 A I do not know that definition by heart.

14 Q Can you tell me as best you can, just in
15 your own words, how you understand it?

16 A Preventing waste is, you know, not drilling
17 more wells than are necessary; it's not going into
18 formations that are not perspective; it's not spending
19 too much money; it's being good stewards of the land,
20 protecting -- protecting correlative rights and -- and
21 not preventing waste by undue development is my
22 interpretation of it. I can't say that that's the
23 exact definition, as I previously mentioned.

24 Q Understood.

25 MR. PARROT: Can we go on to the next

1 page?

2 BY MR. PARROT:

3 Q We're just going to turn to the next page of
4 the affidavit, and let me refer you to paragraph 26.
5 Do you recall the statement in your affidavit, "Thus,
6 WPX's plan prevents economic waste to the tune of
7 approximately 5.5 million dollars"?

8 A Yes. I do see that there.

9 Q Okay. Did you run any sort of -
10 MR. SAVAGE: Objection.

11 THE HEARING OFFICER: Objection to
12 what?

13 MR. SAVAGE: I'm just going to withdraw
14 the objection.

15 THE HEARING OFFICER: Just getting
16 ready for --

17 MR. PARROT: He told us to be ready to
18 object.

19 THE HEARING OFFICER: Please,
20 Mr. Parrot, continue.

21 MR. PARROT: All right.

22 Mr. Savage does have a point. We were
23 supposed to get our objections -

24 THE HEARING OFFICER: That's premature.

25 MR. SAVAGE: Yes. Yes. Fair enough.

1 BY MR. PARROT:

2 Q Mr. Bennett, did you run any economic
3 calculations for 3R's proposed wells?

4 A No. I listed WPX's AFE costs and 3R's AFE
5 costs here in paragraph 26.

6 Q Okay.

7 MR. PARROT: Mr. Examiner, at this
8 point in time, I would ask that the statements in the
9 witness's affidavit regarding prevention of economic
10 waste be struck because the witness is clearly not
11 qualified to do any sort of economic calculations on
12 how much a well will produce over time in terms of
13 value, on how many barrels of oil a well is going to
14 produce over time.

15 The witness can certainly see an AFE
16 and see how much it costs to drill the well, but not
17 whether that well will produce more than it costs to
18 drill the well. That's certainly a territory that's
19 fair game for a reservoir engineer, and this is not a
20 reservoir engineer witness. No objection to the
21 qualifications of the witness as a petroleum landman.

22 THE HEARING OFFICER: Okay. So which
23 specific paragraphs are you objecting to?

24 MR. PARROT: The portions of paragraph
25 26, 27, and 32 that discuss waste and economic waste.

1 THE HEARING OFFICER: Can you list them
2 again?

3 MR. PARROT: 26, 27, and 32.

4 THE HEARING OFFICER: And 32. So three
5 paragraphs in this self-affirmed statement you're
6 objecting to based on lack of scope -- the scope is
7 outside his expertise, these statements?

8 MR. PARROT: Yes, Mr. Examiner.

9 THE HEARING OFFICER: Now, it would
10 have been helpful for you to have -- I mean, I
11 understand 26. You've made it clear. It would be
12 helpful for me if you also go through paragraph 27 and
13 32 with the witness and ask some more questions to
14 support your objection.

15 MR. PARROT: Understood. Okay.

16 BY MR. PARROT:

17 Q Mr. Bennett, can I refer you to paragraph
18 27, the end of that paragraph? Do you recall making
19 the statement in your testimony that 3R's Wolfcamp B
20 development plan "results in unnecessary drilling and
21 production from the Wolfcamp B formation, thereby
22 causing additional waste"?

23 A I do see that. Yes.

24 Q And are you asserting that because you
25 believe that 3R will not be able to recover enough oil

1 from the Wolfcamp B formation to justify the expense
2 of drilling those wells?

3 A Which wells? The 804H? Is that what you're
4 referring to in 27?

5 Q The Wolfcamp B wells.

6 A Well, I just said the Wolfcamp 804H is my
7 only Wolfcamp B well mentioned. I don't mention -

8 Q Okay. Let's just go for the 804H.

9 A Okay. So the 804H being in the south half
10 of -- of -- the Crystal 804H is in the south half,
11 south half, which is where WPX currently operates the
12 Frontier well, and so that's why that is in there
13 because there's a producing well.

14 Q So are you arguing that the reservoir
15 characteristics and depletion will have an effect on
16 the Wolfcamp B production there from the 804H well?

17 A I'm not arguing that. I think my team will
18 show that in future testimony.

19 MR. PARROT: Okay. So, Mr. Examiner,
20 it's fine if his reservoir engineer wants to make a
21 statement like that. I would ask that this
22 particular -- it's clear that this is something that
23 he is asking his team to explain, and this is not
24 within this witness's expertise.

25 THE HEARING OFFICER: And so which part

1 of 27 are you objecting to?

2 MR. PARROT: Basically, the last
3 sentence, the -- yeah.

4 THE HEARING OFFICER: Let me just read
5 it. Thanks for highlighting it for me.

6 MR. PARROT: Yes.

7 THE HEARING OFFICER: Okay. All right.
8 That's understood. Now, let's go 32.

9 MR. PARROT: So this, basically,
10 appears to be sort of a conclusion of prior
11 statements. So regarding the drilling of unnecessary
12 wells, prevention of waste, I believe those statements
13 should be struck from this affidavit.

14 THE HEARING OFFICER: I mean, I'm going
15 to push back a little bit on 32 here because the
16 witness did testify that in his mind as a landman,
17 waste encompasses different things, not just economic
18 waste, which you've been arguing in the other
19 paragraphs, but also surface disturbance waste and
20 unnecessary disturbance.

21 So that's a very loose statement there,
22 so I'm not going to ask them to strike 32 because I
23 don't think that's outside of his expertise. I do
24 agree with you with paragraphs 26 and 27, but I'm
25 going to turn to Mr. Savage and see what argument he

1 wants to make under NMRA 11-703.

2 Go ahead.

3 MR. SAVAGE: So this states that an
4 expert such as Mr. Bennett as a landman expert --

5 THE HEARING OFFICER: Why don't you
6 start from the beginning?

7 MR. SAVAGE: Yes. This is the New
8 Mexico Rules of Evidence 11-703. It states that "An
9 expert," such as Mr. Bennett, a landman expert, "may
10 base an opinion on facts or data in the case that the
11 expert has been made aware of or personally observed.

12 If experts in the particular field
13 would reasonably rely on those kinds of facts or data
14 informing an opinion on the subject, they need not be
15 admissible for the opinion to be admitted, but if the
16 facts or data could otherwise be inadmissible, the
17 proponent of the opinion may disclose them to the
18 jury" -- and this is for the district court.

19 THE HEARING OFFICER: I know what it's
20 for.

21 MR. SAVAGE: Okay. So basically, our
22 position is Mr. Bennett deals with AFEs all the time,
23 and the definition of waste under the statute, I
24 believe it's 70-2-33 H --

25 THE HEARING OFFICER: You're just

1 showing off now.

2 MR. SAVAGE: Yes. Actually, it's
3 72-3 --

4 THE HEARING OFFICER: I know what it
5 is.

6 MR. SAVAGE: Yes.

7 THE HEARING OFFICER: You're just
8 showing off.

9 MR. SAVAGE: It says that waste is
10 defined and used in its ordinary meaning. A landman
11 who deals with waste understands the ordinary meaning
12 of waste, and he has, you know, recited various forms
13 of waste, surface disturbance, economic waste. When
14 -- it looks like, his reservoir engineer points out,
15 that a well is drilled in the wrong formation, he and
16 his team -- he certainly understands that that could
17 result in waste or would result in waste.

18 So Mr. Bennett deals with AFEs all the
19 time. What he did is he sat down, he compared and
20 analyzed AFEs, and he saw a five million dollar
21 difference. Within the ordinary meaning of waste,
22 that is economic waste. If one -- if one party says
23 they will drill a well and it'll cost, you know, X
24 amount of million dollars, and another party says,
25 "We'll drill the well, and it'll cost five more

1 million dollars," I would think that's economic waste
2 in the ordinary sense of the meaning of waste.

3 So you know, he doesn't have to draw a
4 legal conclusion, he doesn't have to be an expert
5 reservoir engineer. He can see the data that the
6 reservoir engineer provides, and then he can
7 understand it through the filter of an expert landman.
8 And that's what he did in the statement.

9 THE HEARING OFFICER: Okay. Can you go
10 down to paragraph, please, 26? Okay. Let's read 26.
11 "Thus, the cost of each of the two wells that WPX is
12 proposing for the north half unit," blah, blah, blah,
13 "versus the average cost of the four wells that 3R is
14 proposing," blah, blah, blah, "is a difference of
15 three million dollars," give or take a few dollars,
16 "stated in percentage terms, 39 percent more expensive
17 to drill than the WPX wells, a significant difference
18 showing that WPX's plan prevents economic waste."

19 Well, Mr. Savage, that's half the
20 equation.

21 MR. SAVAGE: It's part of the equation.

22 THE HEARING OFFICER: Look. I'm going
23 by what it says; okay? We're not going to change
24 that. It says what it says; okay? Then the
25 conclusion is, "Thus, WPX's plan prevents economic

1 waste to the tune of five million dollars. Reservoir
2 engineer has elaborated further in his statement and
3 exhibits."

4 Okay. So we have some more testimony
5 about waste coming up from another one in your
6 witnesses. This is only half the equation. This is
7 like saying, "Well, it's more on this side," but he
8 doesn't say -- I mean, if the landman said, "In my
9 expert opinion, that would equate to this waste over
10 here because we're not going to get the same
11 production," although I don't know that that's within
12 his expertise to even say that, that would be a
13 conclusion I could at least understand. But to say
14 that, "Well, just because the well costs more, it's
15 wasteful," that doesn't make any sense.

16 MR. SAVAGE: It's a piece of
17 information that's probative. And when you combine
18 that with what the reservoir engineer will testify to,
19 you get the full picture. The landman is in a
20 position to get a full -- they're the ones that have
21 to give the AFE as the exhibit. They're the ones that
22 have to talk about the AFE in terms of the numbers
23 that are presented.

24 THE HEARING OFFICER: But it's only
25 part of the picture. It's only part of the picture,

1 and the conclusion that it is waste is not part of
2 that -- it's not part of that. You can't say that
3 just because something costs more than the other means
4 it's wasteful. If I want to buy a Ferrari, is it
5 wasteful because I don't want to buy a Toyota? No.

6 MR. SAVAGE: It's part of the equation
7 of the evaluation of whether it's wasteful. Yes, it
8 is.

9 THE HEARING OFFICER: But the objection
10 is it's outside of the scope of his expertise as a
11 landman. You've pointed to the rules of evidence,
12 which I know very well, and it says that he can take
13 certain facts that may not even be
14 admissible -- although lots of facts were admissible
15 here that aren't in a court of law, but that's a
16 different subject -- forming their opinions.

17 These facts are -- not to be admissible
18 as evidence if they're the kind that an expert in the
19 field relies on informing an opinion. But his opinion
20 as a landman does not go to what is waste and what is
21 not. That's my issue with that statement.

22 MR. SAVAGE: So if I can respond, I
23 would just respond that the statutory definition of
24 waste is waste in its ordinary meaning. What
25 Mr. Bennett has provided is a part of an understanding

1 of this equation in its ordinary meaning that once you
2 combine his admissible statement as a landman, which
3 is probative and evidentiary because it points out the
4 part of the AFE, with the remaining reservoir
5 engineer, the Division would get the full picture and
6 would benefit from that.

7 THE HEARING OFFICER: And, Mr. Savage,
8 I have no problem with this witness saying, "The AFE
9 says this," and it compares this way with the other
10 one. What I'm having a problem with, and what I think
11 the objection is, the conclusion that it's waste. So
12 this witness cannot conclude based on that evidence
13 alone that this is waste. That's outside of his
14 expertise in my opinion.

15 MR. SAVAGE: So if I understand that,
16 then, we would keep the comparison?

17 THE HEARING OFFICER: Yes. Definitely.

18 MR. SAVAGE: Would strike just the
19 sentence that -- okay.

20 THE HEARING OFFICER: Well, so,
21 Mr. Parrot, what sentences in 26 are you objecting to,
22 specifically?

23 MR. PARROT: "Thus, WPX" --

24 THE HEARING OFFICER: That's what I
25 thought.

1 Okay. So it's the last two sentences,
2 Mr. Savage.

3 So I'm going to write this down. So
4 paragraph 26, last two sentences; okay?

5 MR. SAVAGE: Yes, sir.

6 THE HEARING OFFICER: Now, in 27, what
7 sentence do you have a problem with?

8 MR. PARROT: The last sentence.

9 THE HEARING OFFICER: The last
10 sentence.

11 Mr. Savage?

12 MR. SAVAGE: Yeah. Can we see that?

13 THE HEARING OFFICER: The imprudent
14 extension.

15 MR. SAVAGE: Okay. So I would point
16 out -- okay. So Mr. Fordyce was the one who pointed
17 out that this is like an overlapping unit --

18 THE HEARING OFFICER: Yeah.

19 MR. SAVAGE: -- and the overlapping
20 units are addressed by the landman.

21 THE HEARING OFFICER: That's right.

22 MR. SAVAGE: So majority of this
23 sentence basically talks about the imprudence of
24 extending 3R's 804 well into the Wolfcamp underlying
25 this unit and drilling. They -

1 THE HEARING OFFICER: Not just
2 drilling, unnecessary drilling.

3 MR. SAVAGE: Unnecessary drilling.
4 Yes. And the landman deals with -- you know, they're
5 the ones who put the wells and locations on the C-102
6 whether they're necessary or not.

7 THE HEARING OFFICER: Right.

8 MR. SAVAGE: I think that falls within
9 their scope. So I guess the only thing I would say
10 that you could possibly object to based on the grounds
11 you're describing would be thereby causing additional
12 waste.

13 THE HEARING OFFICER: Mr. Parrot, if
14 they struck the phrase "thereby causing additional
15 waste," do you have objection with the rest of that
16 sentence?

17 MR. PARROT: Yes. The entire sentence.
18 It calls for an analysis of reservoir dynamics,
19 whether the existing Frontier well has adequately
20 drained the Wolfcamp B reservoir, whether an
21 additional well is needed to prevent waste in the
22 Wolfcamp B reservoir, it requires completions
23 engineering expertise to determine whether the frac
24 hits will interfere one well to another.

25 THE HEARING OFFICER: I understand.

1 So, Mr. Savage, based on what
2 Mr. Parrot has said, do you now disagree that this
3 requires additional understanding into reservoir
4 dynamics that a landman wouldn't have?

5 MR. SAVAGE: Do you mind if I read the
6 whole paragraph? I can't see -- I think it's --

7 THE HEARING OFFICER: Oh. Please do.
8 Can you scroll down the whole paragraph so you can see
9 all of 27? The other way, please. There you go.

10 MR. SAVAGE: I'll agree with that.

11 THE HEARING OFFICER: Okay. So please
12 remove the sentence. Thank you.

13 MR. PARROT: Mr. Examiner, I don't mean
14 in any way to challenge your conclusion about waste
15 discussion being allowed -- 32, but we've now
16 determined that there's nothing in this testimony that
17 is admissible that goes to the drilling of unnecessary
18 wells, so I do think that part of section
19 -- sorry -- paragraph 32 does not belong.

20 THE HEARING OFFICER: Did you question
21 this witness about that paragraph? I don't remember.

22 MR. PARROT: Not about paragraph 32.

23 THE HEARING OFFICER: Would you please
24 question the witness about paragraph 32 and show me
25 why that word "waste" is inappropriate there?

1 MR. PARROT: Certainly. And I
2 apologize. I'm not challenging your ruling about
3 waste --

4 THE HEARING OFFICER: It's your
5 responsibility to object for your client.

6 MR. PARROT: Okay.

7 THE HEARING OFFICER: I don't take it
8 as a challenge.

9 MR. PARROT: Okay.

10 BY MR. PARROT:

11 Q Mr. Bennett, is there any comment in your
12 self-affirmed statement regarding the drilling of
13 unnecessary wells other than in paragraph 27?

14 A I'd have to reread the whole thing, but is
15 that -- was that where -- it's only in 27 about the
16 drilling of unnecessary wells?

17 Q That's my understanding.

18 A Okay.

19 Q It's your affidavit, so you can tell me if
20 I'm wrong.

21 A I mean, I'd have to reread the -- so I see
22 it in 27. I am not seeing it anywhere else on this
23 page. It may be somewhere else, drilling of
24 unnecessary wells, throughout the document. I'd have
25 to -- we'd have to go review the whole document

1 because I just don't have it memorized.

2 Q Do you have --

3 THE HEARING OFFICER: How about we do
4 this?

5 MR. PARROT: Sure.

6 THE HEARING OFFICER: Let's reserve the
7 objection to paragraph 32. You can read it tonight.

8 MR. PARROT: Okay.

9 THE HEARING OFFICER: I have a feeling
10 we're not going to be done today.

11 MR. PARROT: Okay.

12 THE HEARING OFFICER: That's my
13 opinion. I have a feeling we're going to be back
14 again tomorrow because it's already quarter of three.
15 We need to be out of this room at four o'clock today.
16 So read it, and we can come back to the objection once
17 he's read the entire thing. Okay.

18 MR. SAVAGE: Mr. Examiner, may I add to
19 this?

20 THE HEARING OFFICER: Yes.

21 MR. SAVAGE: In addition to reading the
22 entire statement --

23 THE HEARING OFFICER: Yes. Yes.

24 MR. SAVAGE: -- could you also read 3R's
25 landman, paragraph 16?

1 THE HEARING OFFICER: Right now?

2 MR. SAVAGE: Well, as you're
3 considering whether or not a landman can say that the
4 pooling is in the best interest of conservation, the
5 prevention of waste, and the protection of correlative
6 rights and avoiding the drilling of unnecessary wells.

7 THE HEARING OFFICER: Oh. This is the
8 3R exhibit that you're saying contains similar --

9 MR. SAVAGE: It is the mission of OCD
10 to do these things, and that is -- you would have to
11 take that out of every landman statement.

12 THE HEARING OFFICER: We will deal with
13 that tomorrow morning at the appropriate time, but
14 you're on notice that if we start striking paragraphs
15 that are very general, like 32, you may be in trouble,
16 yourself.

17 Okay. So where are we with this
18 witness, Mr. Savage? Have we --

19 MR. PARROT: Mr. Examiner, I believe
20 it's my cross.

21 THE HEARING OFFICER: You're still
22 cross-examining. Good.

23 MR. PARROT: Yes.

24 THE HEARING OFFICER: That's why I'm
25 asking that. I forgot where we were.

1 Please go ahead.

2 MR. PARROT: Okay. Sorry. Before I
3 lose track of something that you just said, are we now
4 on notice that our entire direct case is going to be
5 reopened in the morning for Mr. Savage to object to
6 our witnesses, statements, our exhibits, everything,
7 or is that time passed?

8 THE HEARING OFFICER: No.

9 MR. PARROT: Okay.

10 THE HEARING OFFICER: He's bringing up
11 a good point that the statement in your landman's
12 self-affirmed statement had the same general language
13 that, you know, aims to ring certain bells here at the
14 Division because we all know why we're here, to
15 prevent waste and protect correlative rights.

16 MR. PARROT: Okay.

17 THE HEARING OFFICER: And almost every
18 affidavit says that. That's certainly the magic
19 language, which is why I have trouble striking that
20 magic language from paragraph 32 here. And I agree
21 with Mr. Savage that we shouldn't start doing this.

22 MR. PARROT: Well, let's make this
23 simple. We'll withdraw our request to strike anything
24 from section 32. I think that the point is made with
25 regard to the specific language in section 26 and 27.

1 And that way we don't have to reopen the matter in the
2 morning.

3 THE HEARING OFFICER: That's wonderful.
4 So we end up here with my sustaining the objection to
5 paragraphs 26 and paragraph 27. In 26, Mr. Savage is
6 striking the last two sentences, and in paragraph 27,
7 he's striking the last sentence. Is that what you -

8 MR. PARROT: Yes. That's -

9 THE HEARING OFFICER: Yeah.

10 And, Mr. Savage, you understand; right?

11 MR. SAVAGE: Yes.

12 THE HEARING OFFICER: Excellent. And
13 you know that you're going to be exchanging these
14 revised exhibits for each other to double check and
15 make sure that everyone did the right thing so --

16 MR. PARROT: Yes.

17 THE HEARING OFFICER: -- before you
18 submit them, so we'll be good there.

19 Okay. Mr. Parrot --

20 MR. PARROT: Okay. Thank you. Good
21 news is I don't have many questions left.

22 THE HEARING OFFICER: Okay.

23 MR. PARROT: So we should be able to
24 get through this quickly.

25 THE HEARING OFFICER: Take your time.

1 You do whatever you need to do.

2 MR. PARROT: Mr. Bennett, thanks for
3 your patience.

4 THE WITNESS: Absolutely.

5 BY MR. PARROT:

6 Q Do you recall the discussion about the
7 federal lease in the subject lands that has an
8 expiration date in the fall of this year?

9 A Yes, sir.

10 Q Okay. We'll just refer to that as the
11 federal lease --

12 A Okay.

13 Q -- so we're all clear on what we're talking
14 about. You mentioned some verbal conversations that
15 you had with the BLM, is that correct, about that
16 lease?

17 A Yes, sir.

18 Q Do you have any written evidence in the form
19 of an email or a letter from the BLM that has been
20 submitted regarding the likelihood of that lease
21 extension from the BLM?

22 A No. Not -

23 Q Okay. So the only thing you have is just
24 verbal from certain BLM personnel?

25 A Yes. And I know their two names. Happy to

1 call them and get them to send me an email if
2 necessary. They respond better to phone calls most
3 times at the BLM. They don't use -- they're not super
4 helpful on emails, unfortunately, a lot of times, so
5 that was the reason for the phone call. I deal with
6 these two individuals at the BLM very regularly.

7 Q All right. Well, on that note, let's turn
8 to your Exhibit R9, your Rebuttal Exhibit 9. And I
9 apologize, I'm not sure what --

10 THE HEARING OFFICER: There it is.

11 MR. PARROT: I'm not sure that this
12 has a PDF page for the --

13 THE HEARING OFFICER: 13 of 13?

14 MR. PARROT: -- but we're clear on
15 where we are.

16 THE HEARING OFFICER: It's on the
17 screen. Do you see it?

18 MR. PARROT: Yes.

19 THE HEARING OFFICER: Okay. Great.

20 BY MR. PARROT:

21 Q Okay. Mr. Bennett, you've been working with
22 the BLM for 42 months on a lease reinstatement;
23 correct?

24 A Yes, sir.

25 Q Where is that lease?

1 A It's sections 30 and 31, which is an
2 offsetting BLM lease to this Frontier/Crystal.

3 Q So immediately adjacent to the subject
4 lands?

5 A Correct.

6 Q Same BLM office as would be dealing with the
7 lease suspension request that you mentioned?

8 A That is correct.

9 Q Same BLM personnel?

10 A Actually, let me rephrase that. Sometimes
11 these reinstatements run through the BLM Santa Fe
12 office, and a lot of times, the lease suspensions run
13 through the Carlsbad office. They all work together
14 is my understanding, but I can't say with certainty
15 that it's the exact same office for the reinstatement
16 as the lease suspension request.

17 Q Didn't you just get a letter a week ago
18 regarding that lease reinstatement?

19 A Yes.

20 Q But we don't know which office is handling
21 that directly?

22 A I believe that one came from the Santa Fe
23 office. I'd have to check the -- the signature line
24 on that.

25 Q Okay. Can you guarantee that this lease

1 suspension request is going to be approved with
2 certainty?

3 A I cannot guarantee it. No.

4 Q Understood.

5 MR. PARROT: Okay. No more questions.
6 Thank you.

7 THE HEARING OFFICER: Mr. Fordyce?

8 TECHNICAL EXAMINER FORDYCE: Yes.

9 Mr. Bennett, a couple of clarifying
10 questions. If I could direct you to page 40 of 131 in
11 the exhibit packet.

12 THE WITNESS: Okay. Yeah. It's not on
13 the screen, but anybody can put it on --

14 THE HEARING OFFICER: -- control.
15 Mr. Savage?

16 MR. SAVAGE: Yeah. Let's me try to get
17 in here. Okay. Hold on. I'll share. And this is
18 the original exhibits?

19 THE HEARING OFFICER: Yes. Page 40 of
20 131.

21 MR. SAVAGE: Okay. Do you see that?

22 THE HEARING OFFICER: I don't think
23 that's the right page.

24 MR. SAVAGE: It's 40 of 131.

25 THE WITNESS: It shows page 65.

1 MR. SAVAGE: No. Oh. It shouldn't.
2 Let me see.

3 THE HEARING OFFICER: I think it's
4 "Tract 3 ownership" is how it starts out.

5 MR. SAVAGE: Oh. 40 of 131 is part of
6 the landman statement, so -- let's see here. Oh.
7 Okay. I apologize. I'm on the wrong -- okay. I
8 apologize. There we go. Do you agree with that?

9 TECHNICAL EXAMINER FORDYCE: Yeah.
10 That's correct. Thank you.

11 MR. SAVAGE: Yeah. I'm sorry for the
12 delay on that. Maneuvering around on my laptop is not
13 the easiest thing for me.

14 THE HEARING OFFICER: It's not the
15 right page, though. There we go.

16 TECHNICAL EXAMINER FORDYCE: Page 40.
17 Yeah. Okay. It says "Unit recapitulation, Bone
18 Spring formation," first of all, just to point out
19 what looks like a clerical error there.

20 THE WITNESS: That's correct. Yeah.
21 It says Bone -- Bone Spring formation.

22 TECHNICAL EXAMINER FORDYCE: A little
23 further -- sorry. And a little further down, a full
24 list of uncommitted parties/persons to be pooled, is
25 WPX Energy Permian seeking to pool WPX Energy Permian?

1 THE WITNESS: We're not, we just listed
2 ourselves as a -- because we are a record title owner.
3 I did not list ourselves as a working interest owner,
4 but I tried to go above and beyond and just list all
5 the record title owners. I probably should have
6 excluded WPX. My apologies.

7 TECHNICAL EXAMINER FORDYCE: For these
8 two cases, I would just make the same request. If we
9 could clean these up into the conventional format that
10 they're displayed in for the Division to review.

11 THE WITNESS: Yes, sir.

12 TECHNICAL EXAMINER FORDYCE: Thank you.
13 I have no other questions.

14 THE HEARING OFFICER: So Mr. Fordyce,
15 as you asked for -- I think it was 3R, you want a
16 table showing the ownership interests and then a
17 highlighted for those to be compulsory pooled?

18 TECHNICAL EXAMINER FORDYCE: That's
19 correct. Yes.

20 THE HEARING OFFICER: Mr. Savage,
21 understand?

22 MR. SAVAGE: Okay.

23 THE HEARING OFFICER: Will there be a
24 different table for your other case number; are they
25 different for both?

1 MR. SAVAGE: I will check those and
2 make sure they're consistent as well.

3 THE HEARING OFFICER: Okay. Perfect.

4 All right. If that's it, Mr. Fordyce,
5 I'll go back to Mr. Savage.

6 Is there any redirect?

7 MR. SAVAGE: I'll just do one redirect
8 question.

9 REDIRECT EXAMINATION

10 BY MR. SAVAGE:

11 Q So, Mr. Bennett, you mentioned that there
12 were certain things that you had to do to reinstate
13 that lease; is that correct?

14 A Yes. That is correct. There are
15 stipulations that WPX has to comply with to get the
16 reinstatement approved.

17 Q And in your experience as a landman working
18 with the BLM, do you anticipate that once those are
19 made that the lease will be reinstated?

20 A Yes.

21 MR. SAVAGE: Okay. That's all I've
22 got. Thank you.

23 THE HEARING OFFICER: All right.

24 Was there any additional cross,
25 Mr. Parrot, on that question?

1 MR. PARROT: Yes. I just am going to
2 need a second to --

3 THE HEARING OFFICER: Go ahead

4 MR. PARROT: -- refer to the right
5 exhibit.

6 THE HEARING OFFICER: Go ahead.

7 MR. PARROT: Rather than try to switch
8 share screen, Mr. Savage, do you mind putting up WPX
9 Exhibit A4? It's page 63 of 131.

10 RECROSS-EXAMINATION

11 BY MR. PARROT:

12 Q Mr. Bennett, do you recognize this summary
13 of communications with interest owners?

14 A Yes.

15 Q When was this sent?

16 A This would've been part of our packet that
17 was submitted -- I'm not sure the exact date that it
18 was submitted, but Mr. Savage and his firm submitted
19 that for us.

20 MR. PARROT: Can we scroll up just a
21 tad onto the top margin of the page? Same page, just
22 the top of the margin.

23 BY MR. PARROT:

24 Q It appears that it was received by the
25 Division on April 22nd. Does that appear to be

1 correct to you?

2 A That's what the OCD reflects there at the
3 top left corner.

4 Q Understood. Can you find the fourth
5 sentence in the paragraph, about midway through,
6 starting "Again, as of this writing today" -- can you
7 please read that sentence for me?

8 A "Again, as of this writing today, we have
9 not gotten the assurances we need from the state and
10 federal agencies to assure lease viability for WPX and
11 3R to commence the trade compromise and be able to
12 resolve this matter before going to a contested
13 hearing set for April 29th."

14 Q Is that a true statement at the time of this
15 letter?

16 A It was true at the time I drafted this,
17 which was before April 22nd when it was received.
18 Oftentimes, I -- the landman and another geology
19 reservoir engineer create these documents, and then
20 they're submitted at a certain time. But yeah, I -- I
21 would've drafted this before April 22nd.

22 Q Okay. So you did draft this sentence; you
23 wrote this?

24 A Yeah. This is my writing.

25 MR. PARROT: Okay. Thank you. No more

1 questions.

2 THE HEARING OFFICER: Okay.

3 Mr. Savage, is there anything more on
4 that issue?

5 REDIRECT EXAMINATION

6 BY MR. SAVAGE:

7 Q Mr. Bennett, so after you drafted this, did
8 things change?

9 A Well, we received a letter, as I mentioned.
10 It was dated 4/18/2025 from the BLM. That did not hit
11 WPX/Devon's mailbox or mail room until April 25th.
12 And I have that receipt of when we got it, and happy
13 to provide that to Mr. van Staveren, and I'm happy to
14 share that with him. We've been sharing these types
15 of documents with each other.

16 Q So you would consider this a garden variety
17 oversight?

18 A Yes. We -- we did not receive that lease
19 suspension stipulation -- I'm sorry -- lease
20 reinstatement stipulations until after April 22nd.

21 MR. SAVAGE: No further questions.

22 THE HEARING OFFICER: Mr. Parrot?

23 MR. PARROT: No questions.

24 THE HEARING OFFICER: You're done?

25 Thank you. Okay.

1 Mr. Fordyce, was there anything about
2 that exchange that you want to question?

3 TECHNICAL EXAMINER FORDYCE: No further
4 questions, Mr. Hearing Examiner.

5 THE HEARING OFFICER: Okay.

6 Okay. You may be excused, Mr. Bennett.
7 Thank you for your testimony.

8 Who do you want to call next,
9 Mr. Savage?

10 MR. SAVAGE: I call Mr. Joe Dixon.

11 THE HEARING OFFICER: Okay.

12 MR. SAVAGE: He's WPX's geologist.

13 WHEREUPON,

14 JOE DIXON,
15 called as a witness and having been first duly sworn
16 to tell the truth, the whole truth, and nothing but
17 the truth, was examined and testified as follows:

18 THE HEARING OFFICER: The button on the
19 right will turn on the microphone. Perfect. Thank
20 you.

21 I remind you that you are under oath,
22 and you've already been qualified by the Division as
23 an expert in petroleum geology.

24 THE WITNESS: Yes, sir.

25 //

DIRECT EXAMINATION

BY MR. SAVAGE:

Q Mr. Dixon, can you state your full name for the record?

A Joe Dixon.

Q And are you familiar with the subject lands and the geology in these cases?

A I am.

Q And have you prepared or prepared under your supervision and reviewed the exhibits you've submitted in these proceedings, including your self-affirmed statement?

A I am.

Q And what is your position with WPX/Devon?

A I'm a petroleum geologist.

Q And how long have you worked in that capacity?

A Little over 11 years.

Q Did you want to make any corrections or clarifications of any of your statements or exhibits?

A No, sir.

Q Okay. Are the exhibits true and accurate to the best of your knowledge and understanding?

A Yes, sir.

Q Let's go to your initial statement. Let me

1 see here. So this statement is straightforward; you
2 do not want to clarify or add to any comments on this
3 statement?

4 A Correct.

5 Q Okay. Is there anything in the your geology
6 exhibits that you want to comment on or compare with
7 the geology exhibits that the 3R geologist provided?

8 A We can start with Exhibit 1 there.

9 Q B1.

10 A Yeah. So --

11 Q Yeah. So what can you describe about this
12 exhibit and compare it to 3R's that would help the
13 Division understand your position?

14 A Well, WPX Exhibit B1 is a structure map
15 showing the depth sub C to the top of the Wolfcamp
16 formation, a marker that defines the top of the target
17 zone of the proposed wells out here. This is very
18 similar to the structure map proposed from 3R. It's
19 very agreeable.

20 Something that I want to point out here,
21 too, and address is the Frontier 434 well located in
22 section 32, the prior well that WPX drilled back in
23 2018. It was drilled in 2018 and then completed in
24 2019 and produced in 2019.

25 This was a test well that was set out

1 further onto the western extent of the basin, so
2 testing the more peripheral areas of the basin. Now,
3 we wanted to do a single-mile lateral there just
4 because it's a test. You could do a -- lateral well
5 and still return a poor result; right? So trying to
6 save some money there and still learn from a -- from a
7 good test.

8 To address the concerns about depletion
9 here, we tried to be as prudent as possible, and you
10 can see the 604H is -- offset that -- what I call that
11 Wolfcamp B well, or that Frontier 434 well. However,
12 you can see that the first half of the 604H lateral
13 will not be depleted at all, if it is at all.

14 Q Okay. So it sounds like with WPX, Devon has
15 been investing in this area long before Ridge Runner
16 Resources II?

17 A Correct.

18 Q Okay. Are there any other of your geology
19 exhibits that you would like to comment on that would
20 help the Division better understand your position on
21 the geology?

22 A We will be targeting the same landing zone
23 in the Wolfcamp XY shown in the cross-section. Really
24 nothing more to show here.

25 Q Okay. And then B3?

1 A The standard isochore map of that Wolfcamp
2 XY and A zone showing the consistent thickness across
3 the unit.

4 Q And then we have B4.

5 A Now, the difference in the development
6 between WPX and 3R, we do plan on drilling four XY
7 wells across here. This is the more prolific zone to
8 drill wells in. We do reserve, and we talk about that
9 a little bit later.

10 There is prospectivity in the Wolfcamp B,
11 but due to the economics that our reservoir engineer,
12 Keevin Barnes, will show later, and due to
13 some -- we'll -- we'll present that the fluid
14 maturities in this area that are reflected in 3R's
15 type curve gives an inaccurate representation of what
16 the true oil EUR could be out here. So we'll show
17 some of that a little bit later on.

18 Q And B5.

19 A Nothing to note here.

20 Q And that concludes your exhibits; correct?

21 A Correct.

22 MR. SAVAGE: All right. Mr. Dixon's
23 available for questions.

24 THE HEARING OFFICER: Are there
25 rebuttal exhibits?

1 MR. SAVAGE: Oh. The rebuttal. Thank
2 you so much. Let's go to those here.

3 BY MR. SAVAGE:

4 Q Okay. Mr. Dixon, can you tell me what
5 rebuttal exhibits you will be presenting today?

6 A I believe it's revision R5, and --

7 Q So would it be correct to say R6 and R8?

8 A Could we take a look at those real quick?

9 Q Yes. Let's take a look and see what we've
10 got there. This is WPX Rebuttal Exhibit R6. Does
11 that look like the exhibit that you prepared?

12 A Correct.

13 Q Okay. So --

14 THE HEARING OFFICER: Didn't he just
15 say R5?

16 MR. SAVAGE: He did --

17 THE HEARING OFFICER: Oh. You mean R5.
18 I missed --

19 THE WITNESS: Yeah. I just needed to
20 see the slide.

21 BY MR. SAVAGE:

22 Q Did you prepare this yourself?

23 A I did.

24 Q And can you explain to the Division what of
25 3R it rebuts, and how it rebuts 3R's evidence?

1 A Yeah. So this rebuts Exhibit 3R 54. The
2 map from the 3R exhibit is shown there to the right.
3 It is showing the WPX/Devon development focus area
4 there to the east and then showing 3R's development
5 focused area there to the west, mainly there in Range
6 26 East.

7 However, you know, we have wells in Range 27
8 East, just to the east of there. And what I want to
9 point your attention to is the 3R type curve area that
10 they used when determining which wells to include in
11 their type curve.

12 So you can see that nine townships that that
13 represents there, and that includes WPX/Devon wells
14 inside of it. So inside the type curve area that 3R
15 used, 3R has roughly -- or approximately 24 historical
16 producing horizontal wells in their type curve area.
17 Four -- four of those 24 are Wolfcamp B wells, and
18 then 15 are Wolfcamp XY, A wells.

19 WPX/Devon in that nine township range has 41
20 historical producing horizontal wells inside that type
21 curve area, four of which are Wolfcamp B wells and 24
22 of which are Wolfcamp XY wells. The last Wolfcamp B
23 DSU that we drilled was just last year. We've got a
24 lot of information on the Wolfcamp B.

25 And obviously, based on the well counts

1 here, you can see that we do have a lot of XY
2 experience in this area, and I would argue that we
3 have more wells drilled and completed and executed
4 inside that nine township range there inside their
5 type -- type curve area. So we honestly have more
6 experience inside the type curve area.

7 Something else I want to point out here, out
8 of those approximately 24 wells, 3R only operates
9 three of those wells -- producing wells, and that's
10 the Rena 7 development. The rest of the wells out
11 here were drilled from their employees but at prior
12 companies, Earthstone, Chisholm, et cetera.

13 Q Okay. Let's move to R8. WPX Rebuttal
14 Exhibit R8, did you prepare this?

15 A I did.

16 Q And can you explain to the Division how this
17 rebuts 3R's evidence, and where it does, and how it
18 does?

19 A So this rebuts example -- or Exhibit 3R 57
20 and 124. So basically, what we're showing there to
21 the right is the locator map for the type curve wells
22 that were included in the Wolfcamp B characterization.
23 What I really want to show here -- and as a geologist,
24 you know, I'm very concerned always about the rock,
25 and I'm always very concerned about the fluid inside

1 that rock. And what we try and do as a geologist,
2 we've got to lump like for like when it comes to
3 geology to make sure we're getting to the right
4 characterizations at the end of the day.

5 So here, what we show is the -- that lateral
6 DSU to the northeast that's labeled there, the initial
7 GOR on that well -- that is a Devon well -- is 3,100
8 SCF per barrel. According to the McCain fluid
9 classification, that initial GOR would represent a
10 volatile oil fluid type.

11 Now I want to point your attention to the
12 Sunrise DSU. So we're going to move from northeast to
13 southwest across here. So when we look at that
14 Sunrise DSU that, again, was included in the type
15 curve of 3R's, the initial GOR of that well is 10,850
16 SCF per barrel, so GOR is increasing. And with that,
17 the definition for that type of initial GOR is a
18 retrograde gas.

19 So it's a different fluid type moving from
20 the northeast to the southwest. And if we look at the
21 Cletus well, which is the direct offset to the
22 Frontier unit, the initial GOR is 15,800 SCF per
23 barrel, which would again equate to more of a
24 retrograde gas. You cannot lump volatile oil and
25 retrograde gas together. That would be -- you're not

1 comparing apples to apples on that based on fluid
2 typing.

3 So again, in a retrograde gas reservoir,
4 they are overestimating the amount of oil that they're
5 going to recover from their Wolfcamp B wells, and they
6 are using the wells up there by -- in their type curve
7 analysis, which is a different reservoir fluid type.

8 Q And can you explain where they are claiming
9 that you're using the wrong fluid types?

10 A Repeat that, please.

11 Q Can you explain how they're arriving at the
12 conclusion that you're using the wrong fluid types?

13 A How they are coming --

14 Q They're the ones asserting that; is that
15 correct? They're the ones asserting that --

16 A We're mixing everything together? Yeah.

17 MR. SAVAGE: Okay. I have no further
18 questions.

19 THE WITNESS: I --

20 MR. SAVAGE: Oh.

21 THE WITNESS: Is okay if I --

22 MR. SAVAGE: Yeah. Please.

23 THE WITNESS: -- keep going? There is
24 something else out here. So WPX/Devon does have PVT
25 analysis on three wells out here, so again, that's

1 telling us -- that's about as good of evidence you can
2 have for the fluid type out here. Now, we have three
3 wells. This is proprietary data but it does support
4 the GOR -- the initial GOR data that we have out here.

5 Now, Devon or WPX, we're comfortable
6 with sharing this proprietary data in a more
7 confidential setting, but it does support the initial
8 GOR data that we have here.

9 THE HEARING OFFICER: Are you done with
10 your questions?

11 BY MR. SAVAGE:

12 Q So can you explain a little bit more about
13 what the proprietary data would help the Division
14 understand?

15 A It would validate the initial GOR data that
16 we have here that supports the different fluid types
17 via the -- the initial GOR data.

18 MR. SAVAGE: Okay. That concludes my
19 questions.

20 THE HEARING OFFICER: Who's handling
21 the cross on this witness? Mr. Parrot.

22 MR. PARROT: Thank you, Mr. Chakalian.

23 THE HEARING OFFICER: Yes.

24 MR. PARROT: May we have control of the
25 share --

1 MR. SAVAGE: Yes, let me discontinue.

2 MR. PARROT: Okay.

3 CROSS-EXAMINATION

4 BY MR. PARROT:

5 Q Mr. Dixon, thank you very much for your time
6 this afternoon.

7 A You bet.

8 Q We are looking here at your Exhibit B4; is
9 that correct?

10 A Yes, sir.

11 Q And here, you show the Frontier 431H well as
12 a black dot on this cross-section; correct?

13 A Correct.

14 Q Gun barrel diagram. That's the existing
15 one-mile lateral in the south half, south half of
16 section 32?

17 A Correct.

18 Q And you're showing your plan landing point
19 for your Wolfcamp XY wells at about eight-seven
20 hundred and fifty feet, TVD?

21 A Can you repeat that?

22 Q You're showing your plan landing zone for
23 your Wolfcamp XY wells at approximately eight-seven
24 fifty feet, TVD?

25 A Yes, sir.

1 Q And the TVD for the Frontier 431H, that
2 would be about eight-nine fifty?

3 A Yes, sir.

4 Q So that represents approximately 200 feet
5 vertical separation between the existing well and your
6 planned development wells; correct?

7 A Yes, sir.

8 Q And do you know what depth 3R's plan
9 Wolfcamp B wells would be drilled at?

10 A I do not have that right off the top of my
11 head.

12 Q Does ninety-five hundred feet give or take
13 sound correct? Would you like to look at 3R's gun
14 barrel diagram --

15 MR. PARROT: Can we turn to 3R 45,
16 please? Yeah. Can you zoom in as much as possible on
17 just the cross-section, right there. Scroll over.
18 Scroll over so we can see this one red dot right here.
19 There we go.

20 BY MR. PARROT:

21 Q Okay. Based on this gun barrel diagram,
22 does ninety-five hundred feet look correct to you,
23 give or take?

24 A Give or take.

25 Q Okay. So that would be approximately 550

1 feet of vertical separation between the existing
2 Frontier 431H and the planned Wolfcamp B wells;
3 correct?

4 A Correct.

5 Q Do you consider 200 feet adequate separation
6 between the Frontier existing well and your -- XY
7 wells?

8 A Could you repeat that?

9 Q Do you consider 200 feet vertical separation
10 to be adequate between your planned XY wells and the
11 existing Frontier 431H wells?

12 A Not only 200 feet, but we also staggered off
13 of it.

14 Q Okay.

15 MR. PARROT: Can we turn to
16 your -- Exhibit R8, please? Thank you.

17 BY MR. PARROT:

18 Q Would you say that the Cletus well on the
19 third line of this table represents the most accurate
20 GOR to calculate Wolfcamp B production and EUR
21 estimates for the subject lands?

22 A Yes.

23 Q Do you know what GOR 3R used to run its
24 reservoir calculations?

25 A I do not.

1 Q Would approximately 16,000 sound about right
2 to you?

3 A I do not know that off the top of my head.

4 MR. PARROT: Can we turn to Exhibit 3R
5 120, please?

6 BY MR. PARROT:

7 Q Okay. Do you see here the gas EUR and the
8 oil EUR for the Wolfcamp B?

9 A I do.

10 Q How would you determine what GOR was used by
11 3R based on these numbers? Let me rephrase the
12 question. That was, perhaps, confusing.

13 Would it be correct to calculate the GOR by
14 dividing the oil EUR by the gas -- I'm sorry -- the
15 gas EUR by the oil EUR?

16 A I would leave that one up to my reservoir
17 engineer to talk about.

18 Q Based on that calculation, would 15,674
19 sound about right to you?

20 A As a geologist, I would rather leave this
21 question to my reservoir engineer.

22 Q Understood.

23 MR. PARROT: Okay. No more questions.
24 Thank you.

25 TECHNICAL EXAMINER FORDYCE: Yes.

1 Mr. Dixon, if I could direct your
2 attention to 73 of 131 in your exhibits.

3 THE WITNESS: These are the original
4 exhibits?

5 TECHNICAL EXAMINER FORDYCE: Yes.

6 THE WITNESS: 33 of 131?

7 TECHNICAL EXAMINER FORDYCE: 73 of 131.

8 THE WITNESS: 73? Okay.

9 TECHNICAL EXAMINER FORDYCE: First of
10 all, a request for these logs -- if we could get the
11 inclusion of the API numbers on page 73 when you
12 submit your exhibits, again, revised exhibits. And
13 then if we could quickly scroll down to 75 of 131,
14 same request here. Include the API number and the
15 revised exhibit, please. And then for clarification,
16 in this Exhibit B4, you're showing that the WPX well,
17 the 431H, is landed in the Wolfcamp B section of the
18 Wolfcamp?

19 THE WITNESS: Correct.

20 TECHNICAL EXAMINER FORDYCE: And again,
21 for clarification, in 3R's exhibits and testimony,
22 they're saying it's in the Wolfcamp A, and so just
23 asking for some clarification.

24 THE WITNESS: There's differences
25 in --

1 TECHNICAL EXAMINER FORDYCE: -- of
2 where it actually is at.

3 THE WITNESS: Yeah. There's
4 differences in just nomenclature and how we correlate
5 things, and that's interpretive, up to the geologist.
6 You know, we do have seismic data to come back this
7 up, but I would say that the -- you know the TVD that
8 3R uses where that Frontier 431H has been targeting is
9 the same TVD depth that we have here, or roughly
10 similar --

11 TECHNICAL EXAMINER FORDYCE: So there's
12 a discrepancy in --

13 THE WITNESS: -- just a minor --

14 TECHNICAL EXAMINER FORDYCE: -- what
15 they're calling A and B and what you're calling A and
16 B; is that what you're saying?

17 THE WITNESS: That's correct.

18 TECHNICAL EXAMINER FORDYCE: Okay. No
19 further questions. Thank you.

20 THE HEARING OFFICER: Okay. Thank you.
21 Mr. Savage, is there any redirect on
22 any of the cross?

23 MR. SAVAGE: No redirect. Thank you.

24 THE HEARING OFFICER: Okay.

25 You may be excused, Mr. Dixon. Thank

1 you for your testimony.

2 Let's see. I think we have time for
3 maybe one more witness.

4 What do you think, Mr. Savage?

5 MR. SAVAGE: Sounds good to me.

6 THE HEARING OFFICER: Are we calling
7 Mr. Barnes?

8 MR. SAVAGE: Okay. Let's do the
9 reservoir engineer, Mr. Barnes, just because, you
10 know, since we have a short time. I mean, the
11 reservoir engineer is very substantive.

12 THE HEARING OFFICER: Sure.

13 WHEREUPON,

14 KEEVIN BARNES,
15 called as a witness and having been first duly sworn
16 to tell the truth, the whole truth, and nothing but
17 the truth, was examined and testified as follows:

18 THE HEARING OFFICER: Mr. Barnes, would
19 you turn -- oh. You have it on already. Good. I
20 remind you you're under oath, and I know that you've
21 been recognized as an expert in reservoir engineering
22 by this Division, so --

23 THE WITNESS: Yes.

24 THE HEARING OFFICER: Please proceed,
25 Mr. Savage.

1 MR. SAVAGE: Okay.

2 DIRECT EXAMINATION

3 BY MR. SAVAGE:

4 Q Mr. Barnes, can you state your full name for
5 the record?

6 A It's Keevin Barnes.

7 Q Okay. And are you familiar with the subject
8 land and the wells in these cases?

9 A I am.

10 Q And have you prepared or prepared under your
11 supervision and reviewed the exhibits you submitted in
12 these proceedings, including your self-affirmed
13 statement?

14 A I have.

15 Q And what is your position with WPX/Devon?

16 A I'm a reservoir engineer.

17 Q And how long have you held that position?

18 A With WPX/Devon, for ten years.

19 Q And did you need to make any clarifications
20 or corrections in your --

21 A I do have one clarification on my first
22 exhibit.

23 Q Let me --

24 A It kind of expands on what land talked about
25 as far as the AFE costs.

1 Q Okay. So this is your statement as Exhibit
2 C. Are you referring to C1?

3 A Yes.

4 Q Okay.

5 A Yes. That's it. All right. So I -- I
6 referenced there a -- a completion size range of 2,000
7 to 3,000 pounds per foot. The economics below that
8 utilize the AFE that was sent out in, I think, the
9 middle to late December of 2024. And that does kind
10 of reference the lower end of that completion size
11 range, about 2,000 pounds per foot.

12 After further analysis, the team is going to
13 move forward with the higher completion costs -- or
14 the higher completion volume, so twenty-five hundred
15 pounds per foot is our plan moving forward. Just note
16 that it will add some extra cost to the WPX numbers
17 that you see there. It'll be about \$400,000 per well.
18 It is a -- a minimal change to the rate of return.
19 It's about a 3 percent - 3 to 4 percent hit on rate of
20 return, that added capital.

21 Q Okay. Any other clarifications regarding
22 the map on this?

23 A No. Let me just talk about what this
24 exhibit is. So this is my -- my creation of the
25 Wolfcamp XY type curve in the area. Kind of when I'm

1 looking at building up a type curve, I'm looking for
2 wells that are most analogous to the area that we're
3 going to be working, so that's what I have here in
4 my -- my 12-well set. 3R certainly expanded that
5 range with that nine section type curve area.

6 By doing that, you do introduce some -- some
7 risks, some uncertainty, especially in the geology
8 that has been stated earlier, especially in some of
9 the fluid types that we'll get into and some of the
10 fluid ratios.

11 So if you look at their full Wolfcamp XY
12 type curve set, all the wells further to the east do
13 have lower water-oil ratios on average, which is why I
14 think they're at a 6 and we're at an 8 on the
15 water-oil ratios comparing our type curves. I do want
16 to state that in the - oh. Yeah. In the water-oil
17 ratio, I do have some -- some frac hit wells in there.
18 You can see the spikes, but you see those spikes do
19 return quite quickly down to the normal forecast. And
20 forecasting secondary phases with ratios is -- is
21 quite a normal way to forecast.

22 Q Okay. Do we move to C2?

23 A Yeah. C2 is fairly similar. It just deals
24 with the Wolfcamp B type curve. I've got the well set
25 there. I do have the one well that did sneak in

1 there. That was that Habanero. That was a -- a miss
2 on my part. That is a low completion well. At 2012,
3 I think it was 750 pounds per foot, certainly not a
4 well normally included in type curve evaluation.

5 What I will say is that it's one well out of
6 20, and removing that well does not change the type
7 curve. I think the EUR went up about 3 percent and
8 the IP about 1 percent, so one well out of 20 doesn't
9 make that big a deal, and I'll be happy to provide an
10 updated curve with that well taken out.

11 Q Did you want to explain significance of the
12 difference in type set between the two parties; is
13 that something you wanted to --

14 A Say that again.

15 Q Did you want to explain -- you mentioned
16 that there was a different size of type curve set
17 between -- did you want to explain that?

18 A Yeah. So this goes back to some of the
19 testimony that Joe was giving. The type curve area
20 here for Wolfcamp B, again, I've kind of kept it to
21 the immediate offset area by expanding as 3R did to
22 that nine section. They introduced a new fluid window
23 up towards that lateral -- up towards the northeast
24 that's more of a volatile oil area.

25 I know they were making some statements

1 about using the GOR for the Cletus offset. If
2 you're -- if you're including wells in a higher -- or
3 a volatile oil area, it's going to be better oil
4 production, so you're probably overstating your oil
5 production for your type curve. But then you apply a
6 GOR that is in a -- a much higher GOR that is just
7 respective of the -- the direct offset, you're going
8 to be overstating your gas as well.

9 Q And here is Exhibit C3. Did you have
10 commentary to help the OCD understand --

11 A Yeah. So this goes back to the interference
12 interaction between Wolfcamp XY, Wolfcamp B. I'm
13 stating that the Wolfcamp B is a viable target to come
14 back to. And using this Pliny the Elder as my
15 example, the Pliny the Elder Wolfcamp XY wells were
16 drilled in 2019. The Wolfcamp B wells below that were
17 drilled three years later, and you can see the effects
18 there. So I -- I guess the biggest one is the one up
19 top.

20 And I've clearly defined when the Wolfcamp
21 Bs were fracked on these curves while the -- I think
22 that's the -- the 201 -- yes -- the 201 up top. We're
23 showing that rate dropped to zero. Well, that's a
24 year and a half after the Wolfcamp B was completed.

25 That frac hit that caused the well to go

1 down to zero is actually an offset Wolfcamp XY well.
2 It's called the Sunrise. The one beneath there, it
3 did take a frac hit but rebounded quite quickly and
4 was actually producing better than it was before, so I
5 still say it's viable to come back at a later date to
6 drill the Wolfcamp B with existing Wolfcamp XY above.

7 Q Okay. And that's in response to 3R's
8 engineer talking about the sand --

9 A Yes.

10 Q -- damaging that; correct?

11 A Yes.

12 Q And you're saying that that is a
13 misinterpretation?

14 A Yeah. If -- if the sand damaged the well,
15 you wouldn't see that that rebound and better
16 production afterwards.

17 Q I believe that's the end of your original
18 slides.

19 A It is.

20 Q We have rebuttal slides that we'd like to go
21 to. Did you want to make any comment about anything
22 you said in your written statement; was there anything
23 in your written statement that you wanted to follow up
24 on? Just --

25 A I don't think so.

1 Q Okay. So -

2 A And it's going to be -- it's going to be
3 further up.

4 Q Okay. Can you describe what your rebuttal
5 exhibits are?

6 A The first one has to do --

7 Q Let me see here.

8 A Yeah. Number -- slide 6 there. Nope. Next
9 one. Yep.

10 Q Okay. Is that the one, or is it R3?

11 A Yeah. No. Next -- the previous one.

12 Q Okay. So this is WPX Rebuttal Exhibit R2.
13 Did you prepare this yourself?

14 A I did.

15 Q And can you explain to the Division what it
16 rebuts and how it rebuts it?

17 A So this rebuts 3R Exhibit 58, and
18 essentially, it's rebutting the classification of our
19 development strategy as being unnecessarily
20 parent-child well -- causing parent-child well issues
21 and potential harmful frat hits in the future. And I
22 would just relate you back to the slides I was talking
23 about before where -- where I show Wolfcamp B is not
24 interacting with Wolfcamp XY.

25 We do also have some proprietary data up in

1 our lateral Wolfcamp B area where we did some
2 interference testing that also concluded that there is
3 no interference between the Wolfcamp XY and the
4 Wolfcamp B. Certainly would like and would be able to
5 share that with 3R in a more confidential setting.

6 Secondly, 3R is showing in these bar charts
7 that they're going to be recovering quite a bit more
8 reserves than WPX. I'd revert back to kind of what
9 we've been talking about, thinking that 3R's type
10 curves are inflated by volumes shown there in that
11 dashed area on the first bar, and then adding WPX's
12 development of Wolfcamp XY, B, and then adding in
13 second Bone Spring potential that we have on-the-drill
14 schedule entities for, that we would actually be
15 developing more.

16 Q Okay. Are you finished with that -

17 A Yes. I'm done. I believe I've got one
18 more.

19 Q Then we have R4 --

20 A No. I'm going to be R8.

21 Q Yep. R7.

22 A No.

23 Q There we go. Is that one correct?

24 A Yes. This is correct.

25 Q Okay. So this is WPX Rebuttal Exhibit R7.

1 Did you prepare this?

2 A I did.

3 Q And can you explain how it rebuts 3R's
4 evidence?

5 A Yes. So this specifically rebuts 3R's 56.
6 So on the bottom left, there, I've got the map that
7 shows the extent of the Wolfcamp XY - I'm sorry. I
8 got ahead of myself. So this really kind of rebuts
9 the claim of 3R optimal recovery versus WPX dev and
10 suboptimal recovery.

11 So pulling all the wells from 3R's extensive
12 type curve area using the same filter, so these are
13 all Wolfcamp XY wells greater than fifteen hundred
14 pounds per foot that were completed after January 1,
15 2016, so it should be the same well set. I've got the
16 normalized rate come-plot there on the top right.

17 So the black line will be the average of all
18 the wells in that area; the blue wells will be
19 Devon -- WPX/Devon operated wells; the red are kind of
20 the -- the claimed non-3R operated wells; and then the
21 green are going to be the three Rena 7 operated wells.

22 And just visually, you can see an
23 outperformance on the WPX/Devon side, and it's
24 summarized in that table below at average 560 MBO on a
25 two-mile basis versus 405. So it's a bit of a

1 disingenuous claim that they are outperforming.

2 Q So who's outperforming who in this graph?

3 A WPX is outperforming 3R across the type
4 curving.

5 Q WPX being the blue line, which is higher?

6 A Correct.

7 Q And then the green line being the current
8 operated wells of 3R?

9 A The Rena 7. Yes.

10 Q And then the ones below that, red, what did
11 those represent?

12 A Those were the other wells that were
13 drilled, Chisholm, Ridge Runner I, those claimed
14 wells.

15 Q Okay. Any other comment or descriptions
16 about this exhibit that would help the Division to
17 understand?

18 A No -

19 Q Okay. And does that -- that concludes
20 your --

21 MR. SAVAGE: All right. That concludes
22 my direct.

23 THE HEARING OFFICER: Thank you.

24 Mr. Parrot?

25 MR. PARROT: Thank you very much.

1 We'll just need one minute to switch over screen
2 share. Start with page 77. Okay. If we could make
3 just kind of a housekeeping request.

4 THE HEARING OFFICER: Yes.

5 MR. PARROT: It looks like page 77 is a
6 cover page for Mr. Melland. I'm not sure if I'm
7 pronouncing that correctly. And then the immediate
8 page after that is the affidavit of Mr. Barnes.

9 THE HEARING OFFICER: Okay.

10 MR. PARROT: And if we could just make
11 a request. Page 87, it says tab 4, and that's a cover
12 page for Mr. Barnes. It looks like they should just
13 be swapped.

14 THE HEARING OFFICER: Mr. Savage?

15 MR. SAVAGE: Yeah. We'll take care of
16 that.

17 THE HEARING OFFICER: Okay. Good.
18 Thank you.

19 MR. PARROT: Thank you. Okay. So
20 let's go ahead and just go past the cover page to page
21 78, and this is the self-affirmed statement of
22 Mr. Barnes.

23 CROSS-EXAMINATION

24 BY MR. PARROT:

25 Q Mr. Barnes, thank you very much for your --

1 A Sure.

2 Q -- time this afternoon. It's getting late,
3 so we'll try to get through this quickly. Can you
4 just tell me what your responsibilities are at WPX?

5 A Sure. Typical reservoir engineering work
6 that I do. I do a lot of forecasting, a lot of
7 acquisitions and investitures as well, trades, do a
8 lot of RTA analysis.

9 Q Sorry. Can you explain that?

10 A Rate transient analysis. You kind of
11 measure --

12 Q That's fine.

13 A Yeah.

14 Q I just wanted you to unpack that acronym for
15 us. Thank you.

16 A Yeah.

17 Q Are you involved with the team that plans
18 when you're going to drill which wells?

19 A Correct.

20 Q And are you involved in the team that plans
21 the spacing of wells within the unit, where you're
22 going to drill your wells within which unit?

23 A Yes.

24 Q Okay. Where are you going to put the
25 northern-most well that is in your development plan in

1 the north half north half of sections 32; how far from
2 the northern boundary are you going to put that well?

3 A I don't believe I know the answer to that
4 question. I think that's more a land question.

5 Q Okay. We heard from your geologist that
6 that was a question for the reservoir engineer. Would
7 it be fair to turn to your geology exhibits and show
8 the gun barrel cross-section?

9 A I -- I don't know if he was talking about
10 distance from the lease line. Maybe distance from the
11 existing Frontier well, if I'm not mistaken.

12 Q I'm sorry. I guess we heard from
13 your -- I'm sorry. We didn't hear from your
14 geologist. We heard from your landman --

15 A Yes.

16 Q -- that the setbacks was -- that would be a
17 reservoir engineer question.

18 A Okay.

19 Q I'm sorry.

20 A No problem.

21 Q So, perhaps, we should turn to your land
22 slides. Would it help if we -

23 A Sure. I-- I mean, I -- yeah.

24 Q Okay. All right. Give me just a moment to
25 find the right page number. So I think this is going

1 to be page 30 of 131 in the original exhibit packet.
2 So this would be page 2 of your C-102; correct?

3 A Yes.

4 Q And as you stated, you're involved in
5 planning well spacing, so you would've been involved
6 in determining the proper spacing here on this
7 exhibit?

8 A Yes.

9 Q Can you tell me what the offset is between
10 this well and the northern boundary of sections 32 and
11 33, approximately?

12 A I think it's approximately 330.

13 Q Okay. So 330 is a sufficient setback to
14 protect correlative rights in your opinion?

15 A Yes.

16 Q So the drainage radius of one of these wells
17 that you're going to drill is no more than
18 -- sorry -- total drainage diameter would be a total
19 of 660 feet; right? No more than 660 feet.

20 A I mean, the idea to get it 330 off the lease
21 line is to factor correlative rights on the lease.

22 Q So a single well won't have a drainage
23 radius of more than 330 feet?

24 A It -- it's hard. It depends on the
25 completion. You have -- that's when you have to do

1 your RTA analysis.

2 Q So you guys might drill and complete a well
3 that's going to drain further than 330 feet?

4 A No. That's not the plan.

5 Q Okay. So you're going to drill a well, and
6 330 feet is the maximum drainage radius of that well
7 as you plan to drill and complete it?

8 A I'm not saying that.

9 Q Okay. I'm sorry. I'm misunderstanding.
10 What are you saying?

11 A I'm saying we're -- the -- the pool rules
12 allow us to put wells 330 feet from the lease line, so
13 that's what we're doing to protect our correlative
14 rights on the acreage.

15 Q Okay. So you're doing that to protect your
16 correlative rights?

17 A Yes.

18 Q Okay. Is 330 feet a sufficient offset to
19 protect the correlative rights of the owners in the
20 adjacent lands?

21 A I mean, they have every option to put their
22 well at 330 feet to protect their correlative rights.

23 Q Do you mind answering that question that I
24 asked? Let me rephrase the question. Is 330 feet a
25 sufficient setback to prevent your well from draining

1 across the unit boundary?

2 A I think that's too tough to answer right
3 now.

4 Q Is there somebody else that might --

5 MR. PARROT: Would one of your other
6 witnesses be able to answer that question? Maybe I'm
7 asking the wrong witness.

8 THE WITNESS: No. It's -- I mean,
9 you've got to do a specific analysis to know what your
10 drainage radius is, and none of that -- we haven't
11 been able to do -- we have not done any of that
12 analysis out here.

13 BY MR. PARROT:

14 Q Okay. Would a drainage radius analysis
15 typically be part of a well spacing planning approach?

16 A It -- it can be. Yes. We've typically
17 looked at that but also at what previous operators
18 have done out here and what kind of the standard is.

19 Q So given the analysis that you've done
20 today, would it be fair to say that WPX doesn't really
21 know how far a single well is going to drain as far as
22 a drainage radius?

23 A At this point, that's probably "yes."

24 Q So you might need more than four wells, less
25 than four wells. You'll kind of figure that out as

1 you go?

2 A I mean, we're learning off of other
3 operators starting at four wells. We'll evaluate, see
4 how that goes, and down space or up space as needed.

5 Q Understood. We're going to flip forward to
6 some of the rebuttal exhibits, so I'll just kind of
7 get toward that section. Bear with me for just a
8 moment, please. Let's turn to Exhibit R2. And it's
9 your testimony that the Wolfcamp XY and B wells would
10 not exhibit a parent-child relationship?

11 A That's correct.

12 Q How do you define for your purposes a
13 parent-child well relationship?

14 A I would define that as the parent being
15 drilled first, the child well being drilled second,
16 and if there is an interference between the two --

17 Q What do you mean when you say interference;
18 do you mean frac hits?

19 A Yes.

20 Q Okay. Is that all?

21 A Yes.

22 Q Okay. Could the XY wells being drilled and
23 producing for a period of years create a reservoir
24 depletion effect?

25 A They can, but I have in my example XY wells

1 that were drilled and completed three years prior. I
2 don't think it's going to take that long to get back
3 to the Wolfcamp B.

4 Q Would that create, essentially, a pressure
5 sink -

6 A That's --

7 Q Essentially, an area of low pressure?

8 A That's typically how you think of it.

9 Q Okay. Could a low pressure sink 6, 700 feet
10 vertical separation from a later completion have an
11 effect on the performance of the later completed
12 wells?

13 A I'll go back to my exhibit. I've got the
14 example that shows there was little to no
15 interference. When there was interference, it was
16 actually a bump in production.

17 Q Understood. That's one example. Could
18 there be examples where there actually is an effect?

19 A Yes. There are samples, not of B, XY, but
20 in other configurations.

21 Q Okay. But you didn't present any of those
22 examples today?

23 A No. We're just talking about B and XY.

24 Q Understood. Okay. I'm going to move on to
25 Exhibit R8 and ask for just a slight bit of latitude.

1 We talked a little bit about gas-oil ratio. Your
2 geologist passed the football to you here, or the
3 baton.

4 A Sure.

5 Q So if you don't mind, I'll ask you these
6 questions. Exhibit R8 is showing a GOR of 15,800 for
7 the Cletus well. Do you think that's an appropriate
8 GOR to use to calculate EURs for the subject lands and
9 the Wolfcamp B?

10 A Yes.

11 Q And I'll just ask you the same question.
12 Hopefully you remember it. Do you know what GOR 3R's
13 EUR calculations used?

14 A If you could go back to that. I don't have
15 my calculator.

16 Q Sure. No. That's all right.

17 A I mean, I know it's gas divided by oil. If
18 that's the -- the fifteen-eighth, then yes.

19 Q Okay.

20 A Or whatever you --

21 Q All right. So -

22 A 6,881 divided by 439.

23 Q By my calculator, that comes to 15,674 and
24 some odd.

25 A Okay.

1 Q Does that sound --

2 A Yes.

3 Q -- reasonable to you?

4 A Yes.

5 Q Okay. So it actually appears that 3R and
6 WPX are largely in agreement on what GOR to use to
7 calculate EURs in the Wolfcamp B?

8 A GOR, yes.

9 Q Okay. I apologize for all the acronyms.
10 Thank you for following my question.

11 MR. PARROT: No more questions. Thank
12 you.

13 THE HEARING OFFICER: Mr. Fordyce?

14 TECHNICAL EXAMINER FORDYCE: I don't
15 have any questions for this witness.

16 THE HEARING OFFICER: Okay.

17 Mr. Savage, do you have any redirect?
18 Okay.

19 REDIRECT EXAMINATION

20 BY MR. SAVAGE:

21 Q So, Mr. Barnes, do you recall 3R's geologist
22 saying that these are completely separate zones?

23 A Yes.

24 Q And in fact, he even acknowledged that they
25 were separate sources of supply?

1 A Yes.

2 Q With that information, can you explain a
3 little bit more about why in this area the B and the
4 XY would not interfere?

5 A I mean, I think there's sufficient footage
6 separation between the two, and with that Wolfcamp A
7 in between, a little bit higher clay content, I think
8 you're not going to see the interference, and it's
9 shown in our proprietary interference data and in the
10 example I gave with the Pliny the Elder.

11 Q And then would you define how you view
12 parent-child situations; do you view them as being
13 within the same zone or separate zones, or can you
14 explain how the child-parent situation plays out?

15 A Yeah. That -- that's a good point.
16 Parent-child, the way we -- think of it, you have your
17 parent well. The child well is actually drilled
18 within the same bench. That would be considered the
19 child well.

20 Q Okay. And then going back to the -- within
21 the Purple Sage Wolfcamp, you heard the testimony
22 about the complex geology in this area, and you heard
23 the testimony about how the Division accounted for the
24 complex geology by modifying the setbacks in this
25 area?

1 A Yes.

2 Q So when you worked with your team to space
3 these, you abided by the authorized setback?

4 A Absolutely.

5 Q Okay. So if there is drainage of that well,
6 would it be fair to say that that's authorized
7 drainage?

8 A I think that's fair to say.

9 MR. SAVAGE: That's all the questions I
10 have.

11 THE HEARING OFFICER: Okay. Any
12 redirect on those, cross?

13 MR. PARROT: No, Mr. Examiner.

14 THE HEARING OFFICER: Okay. May this
15 witness be excused?

16 MR. PARROT: I apologize -- to that,
17 Mr. Examiner.

18 THE HEARING OFFICER: Okay.

19 You may be excused. Thank you, sir.

20 Okay. Let's see. It is 3:55 p.m. We
21 will come back on the record -- I think for the court
22 reporter, it's best to start at nine o'clock; right?
23 Yes. Because you have to get up here -- right.

24 Okay. So we'll start at 9:00 a.m.
25 tomorrow morning.

1 Now, your witnesses, Mr. Parrot and
2 Mr. Suazo, they come from elsewhere; don't they?
3 Where do they come from?

4 MR. SUAZO: I think Houston, mostly.

5 THE HEARING OFFICER: Houston. Do you
6 see any reason to have them -- I mean, because they
7 can appear virtually -- if they want to go home, they
8 can appear virtually tomorrow. They've been here. I
9 don't know why we would need them tomorrow, but you
10 never know. For a rebuttal case or something that
11 comes up that you can't anticipate, I would entertain
12 additional testimony, but what do you want to do?

13 MR. SUAZO: Can we confer with them
14 briefly?

15 THE HEARING OFFICER: Yes.

16 MR. SUAZO: Okay.

17 THE HEARING OFFICER: Of course. Go
18 ahead.

19 And, Mr. Savage, the same thing for the
20 witnesses who have already testified. I think they
21 come from -- don't they?

22 MR. SAVAGE: They come from Oklahoma
23 City, and all the ones who appeared have testified,
24 so --

25 THE HEARING OFFICER: Yeah. All the

1 in-person people.

2 MR. SAVAGE: So we just have the
3 virtual folks left, so that would -- they have to
4 catch a flight.

5 THE HEARING OFFICER: Perfect. Back to
6 Oklahoma City?

7 MR. SAVAGE: Back to Oklahoma City.

8 THE HEARING OFFICER: We don't have a
9 direct flight there; do we?

10 MR. SAVAGE: -- you flew into Santa Fe;
11 right?

12 UNIDENTIFIED SPEAKER: Yeah. Our
13 flight's at 6:06, so that's --

14 THE HEARING OFFICER: Through somewhere
15 else; right?

16 UNIDENTIFIED SPEAKER: No. It's here.

17 THE HEARING OFFICER: No. But I mean,
18 it goes elsewhere; doesn't it? That's what I
19 mean -- okay. Good. Oklahoma City.

20 MR. SUAZO: We agreed that there's no
21 need for them to be here in person tomorrow, so
22 they'll join remotely.

23 THE HEARING OFFICER: Perfect.
24 Excellent. Well, thank you everyone for --

25 MR. SUAZO: Sorry. I'm confused. They

1 will be here in person. They moved their flight back
2 a little bit, whether they're needed or not, just to
3 give us some feedback on the proceedings tomorrow.

4 THE HEARING OFFICER: Fine. Okay.
5 Good. Then we'll see you tomorrow, then.

6 Is there anything before we go off the
7 record today from either party?

8 No, Mr. Savage?

9 Okay. We've talked a little bit about
10 post-hearing submissions. We can talk a little bit
11 more about that tomorrow at the conclusion of the
12 evidentiary part of this hearing.

13 Mr. Fordyce, anything further before we
14 conclude?

15 TECHNICAL EXAMINER FORDYCE: No,
16 Mr. Hearing Examiner.

17 All right. I'll probably give you a
18 call from my office, Mr. Fordyce, through Teams.

19 TECHNICAL EXAMINER FORDYCE: Okay.

20 THE HEARING OFFICER: All right. Thank
21 you.

22 All right. Thank you. We're off the
23 record.

24 (Whereupon, at 3:58 p.m., the
25 proceeding was concluded.)

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CERTIFICATE

I, JAMES COGSWELL, the officer before whom the foregoing proceedings were taken, do hereby certify that any witness(es) in the foregoing proceedings, prior to testifying, were duly sworn; that the proceedings were recorded by me and thereafter reduced to typewriting by a qualified transcriptionist; that said digital audio recording of said proceedings are a true and accurate record to the best of my knowledge, skills, and ability; that I am neither counsel for, related to, nor employed by any of the parties to the action in which this was taken; and, further, that I am not a relative or employee of any counsel or attorney employed by the parties hereto, nor financially or otherwise interested in the outcome of this action. May 6, 2025



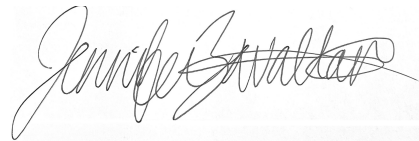
JAMES COGSWELL
Notary Public in and for the
State of New Mexico

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CERTIFICATE OF TRANSCRIBER

I, JENNIFER ZAVATTARO, do hereby certify that this transcript was prepared from the digital audio recording of the foregoing proceeding, that said transcript is a true and accurate record of the proceedings to the best of my knowledge, skills, and ability; that I am neither counsel for, related to, nor employed by any of the parties to the action in which this was taken; and, further, that I am not a relative or employee of any counsel or attorney employed by the parties hereto, nor financially or otherwise interested in the outcome of this action.

May 6, 2025



JENNIFER ZAVATTARO

&	10:41 102:7	1280 81:23	1675 2:12,19
& 2:4,11,18 3:4 6:12,18	10:46 102:7	129 26:18	169 4:16
0	10:50 102:10	12:45 157:17	173 4:19
000034 10:20	11 158:9,12 264:18	12:46 157:19	18 59:1
000035 10:24	11-703 224:7 239:1,8	13 42:9 221:18 227:3,7 254:13 254:13	180 4:20
000055 227:15	111 77:18	131 90:1,11,11 192:4 193:20 211:5 256:10 256:20,24 257:5 260:9 278:2,6,7,13 294:1	18th 231:2
000066 225:14	116 172:19	133 4:9	199 4:21
000097 227:16	117 90:4,6,11	135 97:2	1st 175:1 178:5 202:2 220:20 220:25 221:14 228:13
000098 227:16	119 90:1,11 93:13	140 4:15	2
00097 227:17	11:35 137:17	1400 96:2	2 81:22 294:2
1	11th 24:3	14262 134:6	2,000 282:6,11
1 81:12 265:8 284:8 289:14	12 189:18 190:3 219:20 228:6 283:4	14th 35:8	2,500 42:8
1.2.2.35.1 25:7	120 94:18 277:5	15 33:24 34:1,4 128:5 269:18	2.8 142:12
1.3 62:22	121 95:13	15,674 277:18 299:23	20 14:16 33:24 42:4,12 50:3 57:13 83:24 92:16 129:1 142:17 284:6,8
1.5 62:22	122 96:18	15,800 271:22 299:6	200 61:24 275:4 276:5,9 276:12
10 35:16 131:19	123 97:11	150,000 65:3	2006 57:4
10,850 271:15	124 97:19 154:1,4 179:20 270:20	158 4:16	2008 57:4
10.8 154:3,11	125 98:25 125:20	16 142:13 214:2 249:25	201 285:22,22
100 149:3 178:7,18	126 100:24	16,000 277:1	2010 138:17
102 4:9 181:4 246:5 294:2	127 26:17 125:20	16-25 1:7	2012 96:2,4,14 96:18,25 97:1 97:14 98:2 284:2
102s 134:23 174:10,13 216:8,9	128 4:8	160,000 142:21	2015 82:1
103 179:12		167 4:17	2016 96:11 289:15
104 179:13			
1048 3:13			
105 179:5			
106 179:5			

2017 44:15,16 138:25 2018 141:20 142:8,14 265:23,23 2019 65:4 66:1 83:4,16 117:21 127:15 265:24 265:24 285:16 201h 100:6,11 101:2 202 2:8 4:20 2021 41:23 2023 42:20 57:17 59:2 78:14 110:6 153:2 177:3,6 189:22 190:22 191:1,6,17 217:13 227:23 228:17 2024 81:14 140:12 145:23 153:8 161:18 161:22 173:10 177:9,11,16 189:18 190:3 191:6,16,19 217:17 219:20 228:6,18 282:9 2025 1:12 6:3 144:4,7 157:20 161:19,23 177:20 225:22 231:2 306:16	307:13 2026 226:2 21 211:5,14,15 211:17,18 214:24 215:1 232:9 233:7 212 4:23 22 86:14 196:10 199:9 215:1 22nd 260:25 261:17,21 262:20 23 142:2 148:23 174:5 215:2 232 4:24 23rd 222:13 24 196:10 269:15,17,21 270:8 25 73:9 143:24 143:24 209:20 211:5,12 251-7768 2:8 25123 1:9 6:5 37:12,24 174:22 178:19 179:3,20 25124 1:9 6:5 37:12 38:1 179:6 192:20 195:16 25204 1:9 6:9 37:12	25205 1:10 6:9 37:12 259 4:23 25th 16:10 262:11 26 73:11 94:22 142:2 174:5 234:4 235:5,25 236:3,11 238:24 241:10 241:10 244:21 245:4 251:25 252:5,5 269:6 260 4:24 262 4:25 264 5:4 26e 73:8 27 86:14 235:25 236:3 236:12,18 237:4 238:1,24 245:6 247:9 248:13,15,22 251:25 252:5,6 269:7 274 5:5 281 5:7 29 1:12 6:3 157:20 195:14 199:9 291 5:8 29th 261:13	3 3 37:15 68:2 82:17 141:14 167:18 257:4 282:19,19 284:7 3,000 282:7 3,100 271:7 30 33:23 34:1 51:8 68:2 81:24 94:10 230:20 231:6 255:1 294:1 300 5:7 303 2:15,22 30754 307:14 31 73:16 81:24 82:21 195:19 209:20 230:21 255:1 32 38:1,2 61:22 83:3 142:4 174:6 192:17 228:3 235:25 236:3,4,13 238:8,15,22 247:15,19,22 247:24 249:7 250:15 251:20 251:24 265:22 274:16 293:1 294:10 32311 306:17 33 10:4 11:19 11:20 12:5
--	---	--	--

38:1,2 46:23 73:11,16 142:4 151:16 174:7 228:3 278:6 294:11 330 136:7,10,12 181:14,22,23 182:3,14 294:12,13,20 294:23 295:3,6 295:12,18,22 295:24 34 11:9 15:17 17:25 18:20 23:4 55:22,24 75:7 209:4 35 5:14 11:9 15:25 17:25 18:20 23:4 48:9,12 50:19 50:24 51:1,13 55:6,8 75:5 102:25 112:1 36 5:17 10:4 11:10,19 12:5 16:2,5 17:25 18:21 23:5 51:4,5 52:16 55:5,8,9,12,16 75:6 82:18,21 82:25 360,000 142:20 37 4:3 151:1 385-4401 3:8	39 86:22 241:16 3:55 302:20 3:58 305:24 3r 2:2 5:13,15 5:17,19,21 6:14 9:9 10:2 10:20,24 11:14 11:24 17:25 21:8 26:17 29:4,16,19,23 30:2,19 33:1 35:10 36:4 37:9,13,15,18 37:21 38:6,8 38:12 39:11 40:4,18,23 41:11,15 43:3 43:17 46:18,23 47:3,5,6 48:12 50:19 51:1,4,5 52:16,22 53:19 55:6,12 58:22 58:24 59:20 60:11,14,22 63:24 64:9 66:5 72:25 73:13 74:17 76:8,10,18 77:22 79:7 80:7,24 81:2,9 81:12 83:24 84:25 85:7,15 86:4 87:5,9 89:19 90:3,11	92:6 93:4,13 94:18 95:8,13 96:18 97:11,19 97:23 98:15,16 98:25 100:24 102:25 104:8 107:7,8,9,13,22 108:13,14,20 108:22,25 109:1 110:7,9 110:12,21,22 111:3 112:4,5 118:3 121:11 121:19,22,24 123:24,24 124:9 125:20 126:12 128:16 130:8 131:5 137:25 140:7 140:11 141:11 141:20,20 142:7,9 143:13 143:14 144:2 144:16,25 145:10,12,16 145:19 146:10 147:4 149:2,15 150:3,7 154:1 154:5,12 158:20 159:2 159:10 160:1,3 160:4,9,10,15 160:15 161:3 161:16 162:19 163:11 164:3,4	164:7 165:13 168:22 170:1 172:18,19 173:7,9 174:1 174:12,16 175:23 176:11 176:20 177:7 178:7,8,18 179:5,12,22 183:9,17 187:2 187:22 189:15 190:21 191:2 193:1,20,21,24 195:14 196:10 196:21 199:6,9 199:9 206:11 210:8 214:17 215:18 216:6 216:15,19 217:7,17 218:2 218:17 219:19 220:3,19 225:11,14,17 225:20 227:13 227:15,18 229:22 230:8 230:14 236:25 241:13 250:8 258:15 261:11 265:7,18 267:6 268:25 269:1,2 269:9,14,15 270:8,19 275:15 276:23 277:4,11 279:8
---	--	---	---

283:4 284:21 287:17 288:5,6 289:9,20 290:3 290:8 300:5 3r's 10:21 15:7 23:3 38:5,19 38:23 39:7,8 40:1,7,16 41:3 59:4 61:7,16 63:9 67:2 76:8 97:20 107:1,2 110:25 135:3 140:19 143:2 145:8,22 173:12 210:13 217:4 226:12 226:16 235:3,4 236:19 245:24 249:24 265:12 267:14 268:25 269:4 270:17 271:15 275:8 275:13 278:21 286:7 288:9 289:3,5,11 299:12 300:21	256:19,24 257:5,16 400,000 282:17 405 289:25 407-4492 2:22 41 4:4 60:11 269:19 413,000 42:8 42 60:22 254:22 43 71:16 72:25 431h 126:14,18 192:18 274:11 275:1 276:2,11 278:17 279:8 434 265:21 266:11 439 299:22 44 71:16 73:13 45 71:16 275:15 450 67:19 46 4:8 46.875 230:14 48 59:21 48/51 5:16	505 3:16 51/55 5:18 54 5:19 11:17 16:6,9,12,16 17:14 18:10,17 23:5 55:25 60:2 75:12,13 76:8,10 77:22 80:6,7 110:12 112:5 117:4 128:16 269:1 549 96:4 55 5:21 11:13 11:15 16:6 17:14 18:10,17 23:5 55:25 60:2 75:11 80:16 81:2 84:25 85:6,7 550 275:25 555 3:5 56 118:3 130:8 289:5 560 289:24 57 270:19 58 4:12 118:4 287:17 59 141:11,12	60,000 155:11 600 2:12,19 88:9 604h 266:10,12 63 260:9 64 84:4 640 37:24 38:1 65 141:20 160:1 256:25 650 61:18 64:13 67:17 88:10 66 187:22,23 660 136:16 181:10 294:19 294:19 67 161:16 164:3 69 163:11 165:14,16 6:06 304:13
4	5		7
4 55:20 83:1 86:22 148:23 180:18,19 282:19 291:11 4/18/2025 262:10 40 59:20 155:11 256:10	5 106:25 184:21 5.5 234:7 50 94:10 230:13 500 2:5 38:14 50:10 103:3,5 103:22 105:3	6 6 92:11,18 283:14 287:8 298:9 306:16 307:13 6,881 299:22	7 13:1 73:15 230:11 270:10 289:21 290:9 7,600 91:3 93:20 70 141:11,12 155:16 162:3 70-2-33 239:24 700 64:17 298:9 701 67:3 701h 181:4,5,9 225:21 226:14

[702 - acknowledged]

702 67:3 702h 225:21 226:14 703 67:3 704 67:4,10 704h 127:8 71 4:13 172:18 7132794 1:19 72-3 240:3 73 278:2,7,8,11 74 4:10 192:4 75 94:8 278:13 750 284:3 76 174:1,12 76/80 5:20 77 291:2,5 78 291:21 780-8006 3:16 8 8 13:2 73:15 92:13 154:5 192:6,24 283:14 8.3. 154:4 80 162:3 800 64:18 80202 2:13,20 804 245:24 804h 126:13,17 127:9 237:3,6 237:8,9,10,16 81/85 5:22 81301 3:6 87 291:11	87501 3:14 87505 1:17 2:6 8:51 1:13 9 9 254:8 90 162:4 174:12 185:15 220:20 900,000 65:3 91 174:16 193:1 917-2261 2:15 92 174:16 93 176:11 188:22 193:1,3 193:4,20 95 193:20 96 176:12 97 176:20 189:15 202:6 970 3:8 98 178:8 189:15 99 178:7,18 202:4 9:00 302:24 a a&d 111:10,14 112:14 a&m 44:12 a.m. 1:13 102:10 302:24 a1 209:15 210:24 216:8	a2 209:15 210:24 216:11 a3 216:20 a4 217:5 260:9 abadie 3:4 6:18 abadieschill.c... 3:7 abandonment 67:11 abided 302:3 ability 48:21 88:1 130:15 210:16 306:10 307:7 able 21:18 46:14 82:20 90:22 103:15 130:5 131:25 150:17 161:25 168:17,25 186:15 236:25 252:23 261:11 288:4 296:6,11 above 62:15 65:15,15,20 145:20 146:5 147:4 153:7 258:4 286:6 absolute 169:17,22 absolutely 36:23 87:8 90:18 119:8 129:16 194:6 220:9 231:6	253:4 302:4 abundantly 14:5 accept 218:13 218:24 219:1,5 219:7 228:22 230:22 accepted 91:7 93:22 206:16 221:23 223:7 accepting 219:4 accidentally 132:23 accompanied 179:15 accomplished 121:2 account 134:5 135:5 153:24 accounted 301:23 accurate 20:2 121:9 174:13 179:2,8,16 264:22 276:19 306:9 307:5 accurately 79:11 158:11 accusing 26:13 achieve 44:14 achieving 69:14 221:3 acknowledged 300:24
--	---	--	--

[acquired - admitted]

acquired 112:11 189:20 217:17 219:20 219:21 acquires 114:12 acquiring 111:18 189:25 acquisition 112:20,25 113:3 162:2 219:23 acquisitions 81:17 111:15 292:7 acre 37:24 81:23 91:3 93:20 acreage 44:21 45:1 50:12,16 76:25,25 77:4 81:20 82:21,25 90:23 91:1,3 93:7,23 111:4 111:18 113:16 118:8 120:20 120:24 139:13 142:1 151:11 168:22 189:20 189:25 295:14 acres 38:1 42:8 acronym 292:14 acronyms 300:9	action 306:12 306:16 307:8 307:12 actions 105:2 active 42:2,6,9 82:6 84:1 117:15 148:4 148:13 159:12 159:15 160:18 160:20 165:20 165:23 175:22 actively 50:13 82:15 83:24 166:11 activities 41:15 183:9,10,12 activity 5:21,22 11:14,14 80:24 80:25 81:9 86:13 actual 56:5 94:7 108:2 114:5 139:18 143:13 158:15 191:9 196:4 actually 8:9 13:14,25 15:23 23:13 40:13 51:11 64:23 65:24 84:7 100:11,12 110:1,21 114:13 125:4,7 138:18 144:18 146:9 151:16	151:23 160:18 167:22 169:5 210:3 218:24 231:1 240:2 255:10 279:2 286:1,4 288:14 298:16,18 300:5 301:17 adapt 152:21 adaptable 147:5 148:16 adapted 148:19 add 88:7 96:20 198:1 249:18 265:2 282:16 added 130:2 282:20 adding 288:11 288:12 addition 11:12 222:23 249:21 additional 67:13 119:1 181:13 214:22 218:11 225:25 226:17 231:3 231:11 236:22 246:11,14,21 247:3 259:24 303:12 address 24:18 25:14 106:21 123:3 183:21 184:4,9 204:15 210:5,8 214:17	214:19 223:25 265:21 266:8 addressed 134:23 214:21 245:20 addresses 14:4 addressing 22:25 164:18 184:8 adequate 276:5 276:10 adequately 246:19 adjacent 255:3 295:20 administration 176:9,10 administrative 25:7 220:13 admissible 220:13 239:15 243:14,14,17 244:2 247:17 admission 12:1 23:2 48:4 208:10,11 admit 20:10 21:25 208:8 209:4 admitted 17:12 21:21 22:4,5 28:3,5,24 29:5 29:23 30:3,11 31:11,19 32:4 32:13 33:3
--	--	---	---

[admitted - analogous]

<p>50:25 52:16 53:14 55:8,16 56:21 75:5 76:3 78:21 85:6 103:1 173:1 207:7 208:5,17 209:8 239:15 admitting 24:11 25:8 55:3,9 75:7 advance 199:16 adverse 67:5 68:17 advisement 229:17 advisor 173:8 afe 154:3 156:1 156:2 216:25 235:4,4,15 242:21,22 244:4,8 281:25 282:8 afes 153:20 154:1,4,7,9,12 154:19 155:1 179:14,17 214:15,20 215:1,5,16,17 215:18 217:3 239:22 240:18 240:20 affect 119:20 216:2</p>	<p>affected 197:19 affects 18:8 120:16 affidavit 47:16 56:5 59:7 75:21 76:2 140:21,25 141:3 173:14 195:3 201:14 206:13 208:18 209:16 210:22 211:5 232:7,10 233:1 234:4,5 235:9 238:13 248:19 251:18 291:8 affidavits 47:10 47:14 59:11,14 173:18,20 affirm 28:15 affirmed 207:15 208:18 213:1 236:5 248:12 251:12 264:11 281:12 291:21 afternoon 173:6 232:4 274:6 292:2 agencies 218:17 261:10 ago 22:6 42:4 55:5 231:2 255:17</p>	<p>agree 14:24 15:4,10,15 24:2 86:16 95:10 99:18 104:11 106:12 107:4,5 110:1 110:2 111:15 116:5 119:21 119:22 120:16 120:18 122:6 122:11 124:8 124:17,20,25 125:2 159:22 180:21 181:1 183:16,20 184:3,6 187:1 188:9,11,12 189:8 191:4,13 191:18 197:11 203:20 215:5 220:22 225:6,7 238:24 247:10 251:20 257:8 agreeable 265:19 agreed 83:7 85:23 197:22 304:20 agreement 40:12 149:3,17 168:16 177:23 300:6 agreements 113:10</p>	<p>agrees 85:18 121:8 ahead 29:1 37:6 41:9 73:5 75:18 80:20 83:21 90:14 93:14 152:9 166:23 199:1 204:4 220:20 224:2 231:19 239:2 251:1 260:3,6 289:8 291:20 303:18 aims 251:13 allotted 54:17 allow 24:6 80:6 106:8 135:7 295:12 allowed 19:8 25:2 118:24 128:5 181:16 247:15 allowing 203:12 allows 24:13 181:22 182:22 amend 73:24 amended 212:14 amount 23:13 229:21 240:24 272:4 analogous 283:2</p>
--	---	---	---

[analysis - area]

analysis 135:10 246:18 272:7 272:25 282:12 292:8,10 295:1 296:9,12,14,19 analyze 23:14 215:16 analyzed 240:20 anchor 150:3 164:1 167:10 168:9 170:5,7 andrew 3:19 6:25 andy 4:22 30:9 205:15,18 212:25 annotated 69:8 answer 26:6 107:24 114:22 114:23,23 115:1 119:7 122:5 135:15 135:15,18,23 159:7 182:20 200:22 201:9 203:24 204:6 219:2 220:16 293:3 296:2,6 answered 107:16 110:25 111:9 118:25 163:5 183:3 200:3,4	answering 102:20 116:24 122:25 158:4 180:12 295:23 answers 170:24 anticipate 166:2,13 259:18 303:11 anticipating 137:19 229:15 anybody 51:19 256:13 anymore 79:1 apart 202:1 209:10 apd 144:20 apds 144:23 158:20,21 159:18,21,21 185:14,17 220:19 221:15 api 73:15 278:11,14 apologies 30:19 258:6 apologize 36:13 160:6 178:8 248:2 254:9 257:7,8 300:9 302:16 appear 12:20 152:20 260:25 303:7,8 appearance 6:10 27:16	36:9,12 appeared 303:23 appearing 6:19 appears 73:10 238:10 260:24 300:5 apple 210:11 apples 272:1,1 applicant 52:22 application 195:6,16 applications 6:6 37:10,16 38:18 59:4 123:11 140:14 173:12 214:5 applied 159:10 159:18,20 apply 285:5 applying 159:21 appreciate 19:6 35:20 138:14 approach 94:6 227:19 296:15 approached 177:2 189:24 appropriate 54:3 157:1 162:21 163:3 208:11 250:13 299:7 appropriately 84:22	approval 6:6 37:10 144:14 220:22 approvals 143:7,17 approve 8:1 231:10 approved 145:3 256:1 259:16 approximately 35:6,7 42:7 64:13 234:7 269:15 270:8 274:23 275:4 275:25 277:1 294:11,12 april 1:12 6:3 16:10 157:20 177:24 231:2 260:25 261:13 261:17,21 262:11,20 area 25:16 38:10 39:9 40:2 50:7 53:22 54:4 60:15,18 61:1 62:20 63:5,9 68:23 69:6,12 77:6,8,9,11,12 78:11 81:17,18 81:20 83:20 84:1,4 87:19 87:20,23 92:15
---	---	---	---

[area - attribute]

99:7,8,15 107:3 117:16 117:25 118:2,5 118:14 119:23 124:10,24 129:6 130:6,10 130:11,25 131:23 132:21 135:20 141:21 142:3 143:7 147:21 149:15 149:15 170:23 174:1,6 177:2 183:11 186:12 189:24 191:1 191:22 201:25 225:18,23 227:4 231:11 266:15 267:14 269:3,5,9,14,16 269:21 270:2,5 270:6 282:25 283:2,5 284:19 284:21,24 285:3 288:1,11 289:12,18 298:7 301:3,22 301:25 areas 76:15 147:8,16,17 148:14 168:22 266:2 argue 19:5,8,10 153:3 270:2	arguing 237:14 237:17 238:18 argument 15:11 20:4 24:8 25:19 35:17 36:4 106:1 224:12 238:25 argumentative 107:16 118:22 190:14 arguments 25:10 35:14 arm 108:22 arose 171:11 arrangement 163:16 arrive 227:5 arriving 145:4 272:11 arrow 61:15,16 61:20 96:25 98:13 149:17 arrows 61:15 art 26:10,14 aside 202:23 asked 33:23 34:1 56:23 103:1 104:5 106:8 107:15 108:8 118:24 133:22 138:11 159:6 170:4 183:2 194:12 199:22,24,25	200:2,3,12,18 201:11 204:5 258:15 295:24 asking 16:15 105:25 106:6 106:13 108:17 112:7 114:24 117:12 177:6 177:10 188:22 188:23 189:6 198:15 199:14 222:21 237:23 250:25 278:23 296:7 aspects 139:17 asserting 236:24 272:14 272:15 assertions 25:17 assess 186:15 assessment 19:18 133:11 asset 213:20 assets 41:24 103:7 109:14 109:18,22 111:19,23 112:6,17 114:12,20 115:16,20 116:1 117:6,8 139:3 213:17 213:22	assign 114:14 115:8,13 116:4 117:8 assignment 217:19 219:22 228:7,9,11,14 assigns 113:20 associated 151:20 155:24 164:24 assume 35:8 79:8 164:17 182:15 assumes 35:25 assuming 36:20 assurances 261:9 assure 261:10 attachments 59:9 140:24 attempting 227:16 attempts 177:1 attention 125:19 147:14 159:25 163:10 164:3 180:18 181:4 189:14 269:9 271:11 278:2 attorney 18:5 306:14 307:10 attorneys 19:8 attribute 63:1,2 69:9
---	---	---	--

[atwell - back]

<p>atwell 4:11 8:8 29:15,15 38:21 43:17,22 52:3 56:6,13,15,20 58:11,19 59:18 60:10 69:24 70:20 71:3,4 71:13 74:5 83:5 88:3 131:24 atwell's 59:20 auction 81:21 audience 60:14 audio 306:8 307:4 august 57:17 59:1 110:6 143:23 144:7 225:22 austin 146:2 authenticated 208:2 authentication 18:13 authorized 302:3,6 automatically 175:11 avail 40:21 available 8:1,2 35:12 63:8 71:6 102:2 123:22 187:14 188:2 267:23</p>	<p>avenue 2:5 average 119:11 119:13,15,17 120:19,23 124:5,18,24 125:10 130:19 130:24 152:24 153:21 154:2 154:10 155:10 241:13 283:13 289:17,24 averages 153:7 avoid 89:2 100:21 132:18 154:18 204:19 avoided 91:7 avoiding 250:6 awaiting 217:24 award 40:25 54:6 awarded 221:11 aware 67:12 91:20 92:17 116:20 132:17 132:22 133:17 136:6,9,10,15 144:17,18 159:2,10,20 176:1,3 180:24 181:13 239:11</p>	<p>b b 5:11 29:16,22 30:10 31:18 39:12,17,18 61:12,12,17,19 62:15 63:1,16 63:16 64:12,18 67:15,17,18,22 68:9,15,16 69:10,11,13,15 71:23 72:1,2 73:14 86:3,6,8 86:9 87:11 88:3,20 91:11 91:14,17,24 94:20 95:6,14 95:19,25 97:20 97:24 98:16 99:1,9,12,23,23 100:1,7,18 101:6,8 126:3 126:8,13,16 218:11 229:1 236:19,21 237:1,5,7,16 246:20,22 266:11 267:10 269:17,21,22 269:24 270:22 272:5 275:9 276:2,20 277:8 278:17 279:15 279:16 283:24 284:20 285:12 285:13,16,24</p>	<p>286:6 287:23 288:1,4,12 297:9 298:3,19 298:23 299:9 300:7 301:3 b1 265:9,14 b3 266:25 b4 267:4 274:8 278:16 b4-180 3:5 b5 267:18 bachelor's 57:3 57:10 back 67:4 74:16 88:18,19 90:22 96:10 99:3,9 101:21 102:7,10,25 103:10 105:20 150:1,18 156:9 156:22 157:17 157:20 168:7 178:16 179:12 191:1 217:12 217:25 223:17 226:1,19 227:23 228:16 229:15 230:18 238:15 249:13 249:16 259:5 265:22 279:6 284:18 285:11 285:14 286:5 287:22 288:8 298:2,13</p>
---	---	---	--

[back - believes]

299:14 301:20 302:21 304:5,7 305:1 background 5:15 13:24 49:10,22 53:21 54:17 129:19 232:16,20 backing 38:12 50:11 113:5 bar 87:8,11 288:6,11 bare 83:4,9,10 127:16 barnes 5:6 7:13 31:17,17,18 206:9 267:12 280:7,9,14,18 281:4,6 291:8 291:12,22,25 300:21 barrel 66:9 67:1 68:13,13 97:2 99:15 150:5 163:21 166:7 271:8,16 271:23 274:14 275:14,21 293:8 barrels 65:2,3 65:3,16 100:13 142:13 150:25 151:1 166:9 235:13	base 239:10 based 19:18 23:19 25:12 39:8 41:14 57:24 66:17 78:3,5 79:12 80:4 85:2 90:21 113:5 132:9 176:23 231:9 236:6 244:12 246:10 247:1 269:25 272:1 275:21 277:11,18 basic 174:3 basically 15:9 53:21 79:6 87:15 112:11 176:13,25 184:11 185:21 202:1 206:25 214:25 238:2,9 239:21 245:23 270:20 basin 38:10 42:3 57:25 60:17 118:9 120:3,13 124:7 131:12 167:15 168:15 227:8 266:1,2 basins 42:9 57:15 138:24 basis 25:12 79:15,16	158:24 215:9 289:25 bat 213:6 bates 10:25 11:3 15:17 16:9 23:4 46:21 93:11 94:18 141:10 baton 299:3 bc 51:15 77:3 78:24 109:19 112:8 bcf 142:13 bear 167:18 219:25,25 297:7 beatty 2:4,11 2:18 6:12 becoming 132:14 began 42:4 beginning 134:20 210:6,9 213:10 217:2 232:18 239:6 begun 206:22 behalf 2:2 3:2 3:10 6:14,19 7:10 36:12 belabor 13:22 66:20 85:18 92:9 believe 8:9 20:25 24:5 35:4 39:13	40:23 52:22 54:1,18 60:11 66:3 67:14 68:15 78:9,25 79:9,10 81:15 86:10,12 91:12 91:25 92:2 94:21 99:24 100:6,8 101:9 101:24 104:8 112:24 114:2 114:21 118:12 118:17 122:5,8 135:1 174:11 176:8 178:19 179:21 181:16 181:24 185:16 185:19 192:16 192:19 194:1 194:18 197:18 197:21 199:22 201:17,18 210:7 213:9 216:6 217:5 218:23 220:24 226:15 227:2 230:3 232:23 236:25 238:12 239:24 250:19 255:22 268:6 286:17 288:17 293:3 believed 229:8 believes 38:6 224:5
--	--	--	--

[bells - box]

bells 251:13 belong 247:19 bench 67:3,13 67:13 301:18 benches 38:17 39:12,13,16 beneath 88:20 286:2 beneficial 204:12 benefit 244:6 bennett 4:22 7:12 30:9,9,13 31:6 205:15,15 205:18,22 206:9 212:23 212:25 223:23 225:2 231:15 232:3 233:9 235:2 236:17 239:4,9,22 240:18 243:25 248:11 253:2 254:21 256:9 259:11 260:12 262:7 263:6 berm 148:14 best 25:14 38:7 40:24,24 41:4 68:19 100:20 163:20 233:14 250:4 264:23 302:22 306:10 307:6	bet 274:7 better 56:8 87:21 88:1 92:24 93:13 119:12 120:22 124:4,6 128:24 130:20 131:4 131:25 168:11 254:2 266:20 285:3 286:4,15 beyond 51:22 133:22 136:19 145:20 147:4 208:15 258:4 bid 193:12 bidder 81:15 big 119:25 162:1 183:16 229:12 284:9 bigger 120:10 biggest 167:25 285:18 bit 34:21 49:7 49:14 63:24 70:10 86:13 92:23 110:9 142:3,15 151:25 208:8 214:13 215:5 219:17 227:21 232:7 238:15 267:9,17 273:12 288:7 289:25 298:25 299:1 301:3,7	305:2,9,10 bite 210:10 black 142:6 143:12 148:8 154:10 274:12 289:17 blackbuck 167:21 blah 241:12,12 241:12,14,14 241:14 blend 230:12 blended 188:13 188:18 216:18 blm 41:13 81:24 82:10,23 144:11,18 145:1 162:13 162:17,23 174:25 175:5 175:15 178:4 184:22,23 185:3,6 186:2 187:2 193:9 220:4,6,23 228:12,15 230:25 231:9 253:15,19,21 253:24 254:3,6 254:22 255:2,6 255:9,11 259:18 262:10 blm's 144:14 blue 63:2 64:11 76:18,21 149:8	149:15 154:12 165:20,23 168:21 289:18 290:5 bodacious 161:2,3,6 bom 176:2 bone 217:20,23 217:25 218:14 228:25 229:12 229:14,25 230:5 233:7 257:17,21,21 288:13 borderline 182:16 bore 101:10 bottom 52:2 61:15 64:15 83:22 93:16 98:2 99:22 142:5 147:24 153:6 154:14 154:16 174:24 176:19 289:6 boundary 181:10,15 293:2 294:10 296:1 box 61:9,13 76:19,21 81:6 94:21 95:2 118:10 120:11 120:14 142:4 143:12,21
---	--	---	--

[box - capitan]

147:19 193:3,4 225:20 boxes 93:17 142:6 143:12 bravo 39:17 break 102:6 155:23 156:8 156:15,18 157:20 205:9 223:15 breakdown 142:16 brian 4:11,18 8:8,14,17 29:15,21 38:21 40:14 43:17 52:3,4 56:6,15 131:24 171:21 172:2 bridge 107:21 brief 36:3 128:4,6 briefly 87:7 166:21 303:14 bring 25:15 27:9 120:8 123:9 150:9 165:16 187:24 bringing 251:10 brings 73:4 broad 51:10 84:16 broadly 134:19	broadway 2:12 2:19 brought 6:24 25:10 26:3 168:15 214:17 224:16 226:10 bs 285:21 budget 40:5 142:23 build 97:12 105:12 167:23 building 1:15 81:18 82:15 168:13 283:1 builds 178:10 built 117:5 118:2 186:3 bullet 147:1 150:13,22 154:25 bullets 154:8 bump 170:18 298:16 bumped 169:24 170:17 burdens 226:18 business 21:15 button 27:14 263:18 buy 243:4,5 buying 82:15 buyout 115:15 bwenergylaw... 2:7,14,21	c c 2:1 3:1,3 6:1 32:10,11 129:17 134:23 174:10,13 181:4 216:8,9 246:5 265:15 282:2 294:2 c1 282:2 c2 283:22,23 c3 285:9 cadence 36:8 calculate 232:22 276:20 277:13 299:8 300:7 calculating 211:23,23,24 calculation 277:18 calculations 235:3,11 276:24 299:13 calculator 299:15,23 calendar 35:24 call 33:3 43:14 56:6 61:10,23 74:8,9 137:24 146:8 147:14 155:4 160:2 171:21 174:21 177:21 205:13 205:14 206:8 254:1,5 263:8	263:10 266:10 305:18 called 1:6 11:13 44:3 56:16 138:3 147:22 172:3 205:19 263:15 280:15 286:2 calling 43:19 154:6 156:1 279:15,15 280:6 callout 225:20 calls 43:17 114:19 122:20 135:9 137:25 182:5 185:23 218:3 221:1 246:18 254:2 camera 27:10 27:17 candidate 220:9 capacity 167:19,22 264:17 capex 92:21,22 153:20 capital 77:14 103:8,16 104:7 104:12 168:19 169:3 229:8 282:20 capitan 60:17
--	--	---	--

[capturability - chisholm]

capturability 107:3	197:1,18 198:3 205:6 239:10 251:4 258:24 303:10	261:20 certainly 186:5 211:4 235:15 235:18 240:16 248:1 251:18 283:4 284:3 288:4	changes 17:22 47:16 59:14 75:6 76:2 173:20
capture 45:2 50:1,14 66:16 68:20 82:6,21 86:7,18 87:10 87:16,17 93:4 100:20 127:18 154:18	cases 37:11 179:20 196:25 214:5 229:16 258:8 264:7 281:8	certainty 255:14 256:2	characteristics 237:15
cards 195:7	cash 101:18	certificate 35:17 306:1 307:1	characterizati... 270:22
care 82:12 116:21 291:15	catastrophic 101:10	certify 306:4 307:2	characterizati... 271:4
cared 81:15	catch 304:4	cetera 210:24 270:12	characterizing 118:23
carefully 15:6	category 17:4 78:10	cfo 129:19	charged 184:8
carlsbad 220:7 255:13	cause 88:23 93:3	chakalian 1:14 273:22	chart 174:24
carry 177:12 177:15,16,24 218:5,6,7,10,24 219:1,5,7 228:19,20,22 229:2,7,18 230:4	caused 94:11 95:23 100:10 101:10 285:25	challenge 206:15 207:24 247:14 248:8	charts 288:6
case 1:9 6:5,8 14:6 17:22 25:14 32:16,16 32:19 35:4 36:2 47:11 59:7 75:22 105:13 115:25 140:21 159:5 173:15 174:14 175:24 178:19 179:3,6,10,18 192:20 196:8	causing 236:22 246:11,14 287:20	challenges 206:19	check 73:9 252:14 255:23 259:1
	center 65:22	challenging 207:13,14,18 208:20 248:2	chemical 148:12
	central 150:10	change 115:21 116:3 241:23 262:8 282:18 284:6	chief 25:14 32:16 205:6
	cents 155:16	chance 177:6 177:10 184:18	child 68:19 83:15 99:21 127:1 129:10 287:20,20 297:10,13,15 301:12,14,16 301:17,19
	ceo 51:12	changed 68:13 92:6 134:8	chino 1:15
	ceos 129:18		chipotle's 157:7
	certain 113:8 113:12 186:2,6 200:15 206:12 207:15,19,20 209:2 224:4 243:13 251:13 253:24 259:12		chisholm 45:9 51:16 77:2 78:23 80:1

[chisholm - come]

<p>108:24,25 109:1,2,13,14 109:19 112:7 128:20 129:13 139:1 270:12 290:13 choice 209:5 choose 36:4 209:10 chose 127:4 christian 57:3 circle 76:15 circling 143:22 circumstance 169:24 circumstances 169:23 170:1 170:15,16 citations 34:25 35:1 cite 25:7 35:2,2 city 303:23 304:6,7,19 claim 41:11 78:8,15 79:11 79:11 104:1,20 105:22 160:3 165:2 183:23 190:10 227:22 289:9 290:1 claimed 103:21 123:25 289:20 290:13 claiming 272:8</p>	<p>claims 25:10 78:12 clarification 30:16 70:6 111:14 170:9 176:15 196:6 214:12 278:15 278:21,23 281:21 clarifications 264:20 281:19 282:21 clarified 107:21 clarify 17:21 55:23 62:2 107:19 199:5 200:23 202:16 213:6 265:2 clarifying 165:19 256:9 clarity 38:3 47:2 73:11 classification 271:9 287:18 classifies 180:25 classify 139:11 153:11 clay 62:11 65:7 67:19 301:7 clean 258:9 cleaned 148:18 cleanups 117:10</p>	<p>clear 14:3,5,15 14:22 18:15 19:18 65:21 96:23 102:21 158:5 226:17 236:11 237:22 253:13 254:14 clearer 100:5 clearly 65:1,6 107:11 117:20 117:23 123:2 127:16 180:14 183:3 235:10 285:20 clerical 257:19 clerk 3:23 34:11 46:7 67:25 68:2 86:21 148:22 223:5,7,10 cletus 271:21 276:18 285:1 299:7 clicked 223:13 client 13:23 248:5 close 21:15 41:1 65:15 129:5 149:18 151:24 152:1 153:10 157:6,7 162:1,6 221:3 closed 41:23 162:5</p>	<p>closely 21:19 85:19 closer 101:2 181:14,19 closest 125:3 closing 13:17 15:11,14 20:4 35:14,17 clue 9:4 code 25:7 codes 155:15 cogswell 1:18 306:2,18 cohesive 79:12 colleague 88:2 colleagues 6:13 combination 41:22 combine 242:17 244:2 combined 41:24 123:9 216:17 230:13 come 16:20 19:25 28:5 88:18,19 95:19 97:23,25 99:9 99:11 102:7 110:4 119:14 130:22 137:9 153:8 155:17 156:9,22 157:17 177:21 179:22 207:8 226:19 228:6</p>
---	--	---	---

[come - completions]

249:16 279:6 285:13 286:5 302:21 303:2,3 303:21,22 comes 90:24 92:22 131:17 207:7 271:2 299:23 303:11 comfortable 69:14 127:10 273:5 coming 15:22 93:20 98:17 100:17 101:21 132:13 153:16 153:21 226:1 242:5 272:13 commence 144:5 261:11 comment 18:10 19:15 35:18 132:1 135:7 216:9,12,22 217:3 248:11 265:6 266:19 286:21 290:15 commentary 285:10 comments 227:22 265:2 commercial 68:9 177:22 178:17 190:1 commission 232:12	commission's 135:10 commitment 40:7 committed 163:23 189:7 common 100:9 112:13 communicating 218:3 communication 145:1 177:5 178:14,16 communicati... 217:6 218:1,22 260:13 companies 41:18,25 42:17 43:7 52:24 53:20 54:7 58:2 76:16 77:1 78:25 79:3 108:15 112:19 167:13 167:16 213:8 270:12 company 17:24 38:16 42:16,25 43:3,6 49:10 49:12,18 50:14 52:21 53:3 57:21,22,24 83:24 84:17 104:8 109:16 110:20 111:13	112:16 113:6 113:18,20 114:6,7,11,12 114:14 115:15 115:21 116:8 116:10 123:8 146:6 160:10 163:22 168:19 169:23 170:5,7 170:15,18 213:14,16 company's 47:7 84:21 compare 112:22 215:18 265:6,12 compared 39:10 240:19 compares 87:11 97:19 244:9 comparing 81:9 272:1 283:15 comparison 62:15 112:21 244:16 comparisons 216:1 compelled 219:5 competent 109:23 competing 37:12 41:19	217:15 complete 117:12 123:13 295:2,7 completed 50:3 91:19 95:21 97:11 120:5,5 128:20 161:5 166:2,3 175:3 226:10 265:23 270:3 285:24 289:14 298:1 298:11 completely 72:1 79:6 116:4 123:2 163:11 165:1 300:22 completing 121:19,21 completion 7:19 26:10,14 37:23 92:22 96:3,4,12,14 120:1 132:7 139:13 147:6 148:4,13 150:18 154:21 155:5 168:7 282:6,10,13,14 284:2 294:25 298:10 completions 25:15 32:12 120:6,10
--	--	---	--

[completions - consulting]

<p>138:21 150:1 214:18 246:22 complex 64:5 130:18 131:13 131:21 133:10 133:13,14 181:1 301:22 301:24 complexity 133:18,25 134:2,5,12 135:5,20 136:5 compliance 40:8 145:17 146:7 162:25 complicated 131:14 comply 259:15 comprehensive 86:5 87:22 127:14 143:6 225:17 comprehensi... 83:12 compromise 261:11 compulsory 6:7 6:8 37:11 178:1 258:17 computer 205:16 concern 154:17 184:10 concerned 10:9 60:1 65:18</p>	<p>67:9,20 126:17 126:20 270:24 270:25 concerns 52:20 126:16 214:17 218:5 226:12 266:8 conclude 205:6 221:23 244:12 305:14 concluded 288:2 305:25 concludes 165:9 191:23 267:20 273:18 290:19,21 conclusion 35:5 40:22 175:10 175:13 182:6 185:24 238:10 241:4,25 242:13 243:1 244:11 247:14 272:12 305:11 conclusions 14:19 34:25 condition 55:9 103:8 conditionally 55:16 75:6 conditions 103:9 185:3,21 186:14 221:6 confer 73:22 303:13</p>	<p>conference 177:21 confidence 84:6 confident 41:2 221:16,18 confidential 273:7 288:5 configurations 298:20 confirm 169:16 169:21 170:13 confused 25:23 201:3 304:25 confusing 91:4 91:6 93:21 97:16 99:13 208:8 277:12 confusion 17:21 232:20 conglomerati... 13:14 19:20 53:5 connected 107:25 connecting 132:18 conoco 228:10 conocophillips 3:12 217:19 conocophilli... 3:15 consequences 229:20</p>	<p>conservation 1:3,6 6:4 250:4 consider 52:9 54:5 72:2,4 120:9 182:25 262:16 276:5,9 considerable 65:17 69:13 consideration 48:15 considered 7:17 70:15 183:4 301:18 considering 1:8 84:8 85:24 93:22 136:5 250:3 consistency 94:24 consistent 67:19 69:5 259:2 267:2 consistently 40:4 142:23 consolidating 15:10 constant 145:1 constructed 146:10 166:11 166:14 construction 32:3 165:21,23 166:12 consulting 139:2</p>
--	---	---	---

[cont'd - correlative]

cont'd 3:1 5:1,2 contact 175:5 contained 18:2 148:5,14 200:15 206:13 214:15 contains 250:8 contend 129:11 content 18:7 62:12 301:7 contents 14:1 21:3 contested 6:5 22:14 40:20 41:17 202:22 204:13,14 217:14 261:12 contesting 217:16 context 132:7 continue 39:21 60:5 112:16 116:2 212:19 223:22 234:20 continued 115:16 continuing 200:6 continuity 78:16 79:12 continuous 64:4,7 81:7 contract 163:24	contracted 167:4 contractors 145:25 contrast 81:22 82:12 84:1 129:7 contributes 125:1 control 63:7 75:25 172:17 256:14 273:24 conventional 258:9 conversations 162:15,16,18 220:3 253:14 conveying 63:24 convince 48:22 168:18 coo 129:19 copies 179:2 195:7 core 83:7 145:11,13 corelative 127:19 corner 226:5 261:3 corporate 41:22 53:1,7 107:11 121:16 corporation 41:21	correct 9:23 11:11 19:19 22:18,21 25:6 62:6 71:18,19 71:20,21,23 80:11 107:8,9 107:14 109:5,6 109:8,20,21 110:14,15,24 111:11,16 112:9 121:23 126:4,5,9,10 128:17,18 133:11,15,16 140:20,22 150:8 159:12 159:19 161:19 161:20 164:5,6 164:13 165:1 165:21,22 169:7 171:6 178:19,20 179:7 181:6,7 181:11,12 182:21 185:16 189:2,5,19,23 197:9 199:10 206:4 210:1 213:2 215:1,3 215:6,6,18,19 215:21,22 217:7,8 219:14 219:15 224:23 225:3,4 253:15 254:23 255:5,8	257:10,20 258:19 259:13 259:14 261:1 265:4 266:17 267:20,21 268:7,12 272:15 274:9 274:12,13,17 275:6,13,22 276:3,4 277:13 278:19 279:17 286:10 288:23 288:24 290:6 292:19 294:2 297:11 corrected 73:22 197:8 correction 73:16 corrections 264:19 281:20 correctly 13:18 113:24 291:7 correlate 61:10 279:4 correlations 63:8 correlative 41:5 181:21,24 182:8,10,17 215:11 233:20 250:5 251:15 294:14,21 295:13,16,19 295:22
---	--	---	---

[corresponds - curve]

corresponds 61:2 cost 146:22,22 155:6,14 240:23,25 241:11,13 282:16 costs 37:22 146:21 154:21 155:22 179:22 214:17 216:6 235:4,5,16,17 242:14 243:3 281:25 282:13 counsel 6:21 19:5,7 28:11 73:19 105:12 118:23 175:10 306:11,14 307:7,10 counter 158:22 177:17 counties 110:13 149:14 150:24 counts 47:19 83:23 269:25 county 38:11 51:25 60:15 77:8 149:10 150:4,11 152:20 154:2 168:14 174:4 couple 52:20 71:13 98:5 133:5 153:1	154:16 166:12 202:15 256:9 course 15:4 20:14 21:23 24:12 38:4 42:11 43:9 51:11 70:11 78:1 85:11 95:17 144:24 151:19 152:4 178:2 187:19 224:19 303:17 court 22:3 23:2 239:18 243:15 302:21 cover 12:16 51:9 178:19 291:6,11,20 covered 174:12 covers 95:13 143:2 145:8 153:20 create 111:21 127:2 229:24 261:19 297:23 298:4 created 105:7 126:25 129:10 creating 67:10 83:15 198:7,11 creation 47:13 173:17 179:25 282:24 credibility 120:17	criteria 104:21 186:3 critical 17:23 37:13 38:18 54:4 147:17 cross 14:10 15:4 18:22 20:2,7 33:12 33:13 63:14 64:1,24 71:6 71:11 80:9 85:10 99:15 102:2,3,6,11,17 133:4 137:10 156:7 157:21 158:1 169:12 180:6 200:13 201:11 207:23 208:22 212:8 222:1 232:1 250:20,22 259:24 266:23 273:21 274:3 274:12 275:17 279:22 291:23 293:8 302:12 crunch 175:24 crystal 38:3,5 40:2 60:15 61:1 62:19 63:9 76:19 81:8 95:2 141:21 142:3 143:7,11,18,22 144:5 147:18	149:18 151:13 154:12 163:12 166:1,10,15 167:24 168:23 174:5,21,21 177:12,18 178:21 225:21 237:10 255:2 ctb 155:23,24 cume 17:7 289:16 cumulative 57:14 97:22 124:24 curious 126:12 166:1 current 58:22 58:23 86:17 91:14 94:23 96:11 97:7 98:11,20 120:7 120:7 122:11 129:14 132:8 144:2 145:20 161:3,4 290:7 currently 95:5 114:20 160:15 162:3 165:21 230:1 237:11 curtain 160:5 160:16,18 curve 85:16,19 86:3,10,12 89:19 91:16 92:12 94:2,20
--	--	---	--

[curve - degradation]

95:19 96:6,9 97:5,23 98:3 98:12,15,15 118:3,7,10 119:10,14 120:11,14,19 121:4,6,10,18 122:7,10 123:20 125:10 130:15,19,24 267:15 269:9 269:11,14,16 269:21 270:5,6 270:21 271:15 272:6 282:25 283:1,5,12,24 284:4,7,10,16 284:19 285:5 289:12 curves 90:21 92:20 97:20 283:15 285:21 288:10 curving 96:11 290:4 customary 197:18,21 cuts 176:9 cx 4:6 5:2	damaged 100:6 286:14 damaging 88:25 101:14 286:10 darin 3:3,7 6:18 dash 64:9,11 154:11,12 dashed 288:11 data 63:3,5 64:24 79:23 98:8 118:2 120:17 123:22 124:17 130:9 130:10 152:19 155:2 239:10 239:13,16 241:5 273:3,4 273:6,8,13,15 273:17 279:6 287:25 301:9 dataset 118:21 date 1:12 35:6 99:5 142:10 143:23,24 144:7 162:8 175:4 190:5 222:4 253:8 260:17 286:5 dated 231:2 262:10 dates 56:25 138:13 225:22	day 21:12 92:25,25 97:3 100:13 139:18 139:18 150:25 151:6,18 152:2 271:4 days 20:22 185:15 220:20 231:2,6 de 3:13 deal 7:8 9:24 22:2 44:7 55:18 74:25 75:9 76:7 80:16 113:3 115:5 116:7,13 150:9 183:16 189:25 212:10 229:18 250:12 254:5 284:9 dealing 255:6 deals 66:15 76:8 174:17 176:21 186:12 186:13,13 239:22 240:11 240:18 246:4 283:23 dealt 212:10 december 177:5,16 282:9 decide 19:9 36:18 decided 32:17 98:20 144:19	218:12 230:15 deciding 42:25 54:5 decision 18:9 31:3 34:5 decisions 84:17 deck 177:7 declined 177:16,25 dedicated 149:15,16,24 151:12,23 168:22 dedication 149:16,20 deep 39:9 155:2 defend 123:1 defense 187:16 define 191:7 297:12,14 301:11 defined 61:7 240:10 285:20 defines 265:16 definitely 34:16 34:19 144:5 244:17 definition 118:6 119:9 233:11,13,23 239:23 243:23 271:17 degradation 65:19 67:5
d			
d 4:1 5:1 6:1 30:9 31:8 32:2 damage 88:24 101:4,22 132:24			

[degree - development]

degree 44:12 57:3,4 138:16 degrees 62:22 delaware 38:10 42:3,9 57:25 60:16 delay 257:12 delek 167:18 deliver 146:21 150:18 delivered 40:4 delivering 142:23 146:24 delivers 146:23 149:25 demonstrate 40:23 118:13 demonstrated 42:10 83:20 117:24 121:3 demonstrates 81:16 83:2 92:15 98:12,16 100:19 101:20 117:20 denied 185:10 221:8 density 62:10 denver 2:13,20 57:21 department 1:2 dependent 99:6 depends 19:23 19:24 116:6 134:19 294:24	depicted 147:13 149:4 depicts 179:13 depleted 266:13 depletion 65:14 65:17 67:5 226:9 237:15 266:8 297:24 deploying 77:14 depressurize 164:23 depth 61:25 265:15 275:8 279:9 describe 71:25 108:12 115:19 158:11 180:22 219:8 265:11 287:4 described 13:19 42:15 85:3 180:20 describing 5:15 246:11 description 5:12,17 88:7 109:25 183:18 descriptions 25:17 290:15 design 120:7 132:17 136:6 140:18 146:12 152:14,18,22	153:5,12,16 158:14,18 designated 37:21 designed 26:11 designing 132:7 designs 25:11 25:12 146:6 despite 92:20 96:2 detail 49:20 66:21 107:2 detailed 178:15 details 38:24 49:16 129:23 determine 94:1 246:23 277:10 determined 247:16 determining 269:10 294:6 detrimental 100:17 dev 289:9 develop 39:11 41:19 50:12 68:14,16 82:2 86:5,8 87:13 88:20 89:1 99:4 100:18,19 127:4 139:3 142:9 158:10 166:15 168:24 190:25	developed 63:6 83:13 92:2 99:23 101:21 126:23 177:2 developing 43:1 77:7,13 86:17,19 87:10 91:15 92:1 95:5,7 99:8 139:12 142:1,7 142:19 189:24 191:21 288:15 development 5:21 11:14 38:9 41:3,25 42:3 44:21 51:17 63:10 66:15 67:2 78:16 80:24 84:18 86:5 87:5,12,23 91:13 99:1,24 105:15 107:2 118:19 127:14 129:14 132:17 136:4,9 140:18 140:19 143:2,6 143:8,11 145:2 149:18 151:13 158:10 164:8 166:1,3,11 168:3,23 174:6 175:2 184:12 187:10 189:8 190:5 201:22
---	--	--	---

[development - discussion]

201:25 225:18 226:8 231:11 233:21 236:20 267:5 269:3,4 270:10 275:6 287:19 288:12 292:25 developments 142:12 153:13 devon 41:21,22 42:2,10 53:24 53:25 62:5 76:17 77:7 108:18,19 109:10 110:1 112:12,22 113:3 117:15 117:24 118:5 118:11,21 121:10,15 122:3,6,8,12,21 123:1,8,19 124:16,18,22 125:1,3 126:21 127:4,9 129:7 131:4 132:10 132:12 144:15 152:13,21 153:9 177:12 177:16,25 213:3,5,12,15 213:18,18,21 214:1 227:3,20 264:14 266:14 269:3,13,19	271:7 272:24 273:5 281:15 281:18 289:19 289:19,23 devon's 42:6 82:24 262:11 diagram 274:14 275:14 275:21 diameter 294:18 diesel 155:6,10 difference 112:25 130:9 240:21 241:14 241:17 267:5 284:12 differences 214:25 215:21 278:24 279:4 different 41:18 55:25 57:14 58:2 62:9 112:16 120:16 121:16 138:24 148:19 159:8 163:14 196:25 213:14,14,19 238:17 243:16 258:24,25 271:19 272:7 273:16 284:16 differently 132:9 213:15	difficult 82:20 82:23 83:15 127:1 167:16 223:10 digital 306:8 307:3 dip 60:23 62:21 dire 30:23 31:3 direct 26:8 33:10 46:9 47:13 56:2 58:17 74:14 75:25 101:25 105:1 106:17 125:19 130:5 140:3 142:7,18 156:5 159:25 162:15 163:10 164:3 173:4,17 180:3,17 188:4 189:14 192:3 212:21 221:24 224:22 251:4 256:10 264:1 271:21 278:1 281:2 285:7 290:22 304:9 direction 47:25 59:12 141:4 directional 64:25 directly 47:25 49:17 54:7 59:12 65:15 126:14 129:21	141:3 255:21 director 144:24 146:1 162:25 dirt 148:6 disagree 14:24 92:1 192:23 247:2 disappointing 83:4,18 85:22 124:14,23 disciplines 84:16 138:20 disclose 239:17 discontinue 274:1 discover 42:20 discrepancies 72:21 discrepancy 279:12 discuss 67:7 86:4 126:21 127:7 235:25 discussed 99:21 100:9 120:1 124:2 143:19 discusses 98:25 126:2 discussing 50:4 52:2 183:19 discussion 81:5 193:8 210:21 211:18 215:2 247:15 253:6
--	--	---	--

[discussions - drill]

discussions 213:7 217:12 227:25 disingenuous 290:1 displayed 258:10 displaying 60:16 disposal 167:12 dispute 217:13 227:24 distance 293:10 293:10 distant 130:14 distinction 38:18 123:3 distribution 98:8 district 239:18 disturbance 229:22 238:19 238:20 240:13 dive 155:2 divested 79:6 divestitures 111:15 divided 299:17 299:22 dividend 103:11 dividing 277:14 division 1:3,7 6:4 7:23 8:10 13:25 14:8,14	14:16 15:14 25:17 28:25 29:8 31:11 34:23 36:4 38:20,23 39:7 40:16,18,25 41:2,13 42:20 42:24 44:9 46:1 47:18 54:5 56:21 58:13 59:15 68:10 76:4,12 81:1 89:12,20 90:17 92:8 95:15 104:22 133:19 139:24 141:22 143:3 151:8 153:22 172:10 174:18 178:11 180:24 181:22 182:2 182:14,22 189:6 193:22 204:12 206:1 206:10 216:23 219:17 232:12 244:5 251:14 258:10 260:25 263:22 265:13 266:20 268:24 270:16 273:13 280:22 287:15 290:16 301:23 division's 10:21 15:7 135:4	dixon 5:3 7:13 31:8,8,12,15 206:9 263:10 263:14 264:3,5 268:4 274:5 278:1 279:25 dixon's 267:22 docket 1:6 6:3 doctrine 145:12,14 document 64:2 106:13 223:13 248:24,25 documents 261:19 262:15 doing 30:13 46:13 58:20 96:8 101:22 103:10 122:4,4 127:6 142:22 189:25 204:13 222:23 251:21 283:6 295:13 295:15 dollar 50:11 155:10,17 240:20 dollars 90:24 105:3 154:3 234:7 240:24 241:1,15,15 242:1 don 2:5 door 135:20	dot 154:9 274:12 275:18 double 73:9 252:14 doubling 229:21 downloaded 222:18 draft 261:22 drafted 261:16 261:21 262:7 drag 220:24 dragging 96:5 96:18 97:5 98:3,12 drain 88:11 295:3 296:21 drainage 88:13 294:16,18,22 295:6 296:10 296:14,22 302:5,7 drained 246:20 draining 295:25 dramatic 100:25 draw 241:3 drawn 118:10 drill 39:7 43:4 65:23 67:4 82:20 83:17 84:7 99:9,12 99:18 110:19 110:21 111:18
---	---	--	--

[drill - economic]

122:12,19 123:10 130:16 130:25 143:16 144:8 204:8 213:18,20 216:5 218:8 221:11 225:24 226:5,20,21,24 226:25 228:4 229:22 235:16 235:18 240:23 240:25 241:17 267:8 286:6 288:13 292:18 292:22 294:17 295:2,5,7 drilled 42:22 50:2 62:23 65:14,20,24 66:1 77:18,20 80:3 83:9,14 84:12 87:24 99:16 100:1 110:12,22 111:1 117:21 128:20 129:2,3 129:8,9 159:11 160:3,9,10,19 160:21,22 161:5 175:20 186:25 187:2 201:24 203:4,8 203:15 226:10 226:15 240:15 265:22,23	269:23 270:3 270:11 275:9 285:16,17 290:13 297:15 297:15,22 298:1 301:17 drilling 37:23 38:25 40:1 42:4,16 45:1 77:11 83:5,25 92:22 98:18 110:17 117:22 121:19,20 122:22 127:8 129:21,24 138:21,23 139:13 141:21 142:20,20 145:4 147:6 148:4,13,17,18 158:18 175:22 202:23 233:16 236:20 237:2 238:11 245:25 246:2,2,3 247:17 248:12 248:16,23 250:6 267:6 drills 86:15 213:21 drive 1:16 driven 67:6 68:18 87:18 driving 211:6 211:11	drop 100:25 dropped 100:12 285:23 dsu 50:4 52:2 76:20 81:8 95:2 269:23 271:6,12,14 dsus 95:6 142:8 ducs 226:14 due 37:18 65:7 68:18 81:25 144:15 226:13 267:11,12 duly 44:3 56:16 138:3 172:3 205:19 263:15 280:15 306:5 durango 3:6 duration 226:7 dx 4:6 5:2 dyed 155:6,10 dynamics 246:18 247:4	146:3,7 226:25 230:7 283:8 early 42:5 earnest 191:5,7 191:16 217:15 earthstone 270:12 earthworks 78:22 easier 22:8 76:8 easiest 70:4 257:13 easily 53:18 east 60:23 62:21,23 63:11 63:15,17 73:9 86:14 120:12 124:7,7 125:9 131:8 132:6 133:10 174:5 269:4,6,8,8 283:12 eastern 63:16 77:8 118:15 131:3 economic 45:2 67:14 69:14 86:12,16 91:14 94:22 95:10 98:20 203:5 204:1 211:19 211:24 215:20 234:6 235:2,9 235:11,25 238:17 240:13
		e	
		e 2:1,1 3:1,1 4:1 5:1,11 6:1,1 9:2,11 29:4,16 29:22,22 30:2 30:2,10,10 31:8,18,18,18 32:2,10,11 146:21 eager 37:17 earlier 39:10 99:4 142:18	

[economic - engineer]

<p>240:22 241:1 241:18,25 economical 41:4 203:21 economics 45:1 65:5 77:19 86:11 87:21 89:19 90:20,21 91:24 92:7,23 93:2 94:13,20 95:14,20,25 96:6 97:8,24 98:17 103:12 132:20,24 203:6 211:24 229:9 232:22 267:11 282:7 economies 87:25 eddy 38:10 51:25 60:15 77:9,11 110:13 149:10 150:4 150:10,11 152:19 154:2 168:14 174:4 edge 118:9,15 120:3 131:3 educated 23:21 education 44:9 56:23 138:14 educational 232:16 effect 237:15 297:24 298:11</p>	<p>298:18 effective 62:12 188:10,13 effectively 113:2 effects 100:17 285:17 efficiency 65:11 135:2 efficient 41:3 efficiently 158:10 183:1 effort 83:4,10 127:16 efforts 40:18 190:22,23,23 202:8 eight 20:23 45:7 47:8 49:24 51:24 77:17 78:17 89:6,8 274:19 274:23 275:2 eighth 218:9 299:18 either 18:3 65:19 165:20 209:3 216:15 228:3 305:7 elaborate 66:17 elaborated 217:1 242:2 elder 100:6 285:14,15 301:10</p>	<p>electric 146:22 electrification 146:17 electrofacies 62:9 elicit 56:2 119:3 eliminate 152:4 eliminating 151:20 email 210:3,7 220:3 253:19 254:1 emails 218:3 221:1 254:4 emergency 164:9,11,17 emissions 146:23 employ 87:22 employed 140:7 213:2,5 306:11,14 307:8,11 employee 78:14 306:13 307:10 employees 145:24 213:15 213:18 270:11 enacted 127:15 encap 50:11 103:4,5,10,23 104:2,7,10,10 113:6,10</p>	<p>enclose 148:3 enclosed 146:13 encompasses 230:20 238:17 endeavor 190:1 ends 231:16 energy 1:2 3:2 6:7,19 30:10 41:21 45:9 51:16 57:5,21 77:2 80:2 108:24,25 109:1 112:8 139:1 213:5,5 213:21,21 227:3 257:25 257:25 engineer 7:14 7:16,20,25 8:24 17:9,23 25:15 29:11,13 30:4,6 32:3,12 44:24 45:7 46:1 78:11 84:15 135:18 138:8,24 139:10 235:19 235:20 237:20 240:14 241:5,6 242:2,18 244:5 261:19 267:11 277:17,21 280:9,11 281:16 286:8</p>
--	--	--	---

[engineer - exactly]

<p>293:6,17 engineer's 16:22 engineering 9:6 31:20,22 39:6 44:8,12 45:14 47:4 74:18 107:1 138:16 138:20 139:17 139:25 158:18 232:13,17 246:23 280:21 292:5 enriched 62:11 65:7 ensure 45:1 82:13 enter 36:8 entered 209:3 entering 22:25 36:11 entertain 303:11 entertained 190:11 entire 64:4 83:13 166:14 184:11 204:20 216:17 246:17 249:17,22 251:4 entirely 116:6 131:9 entirety 166:6</p>	<p>entities 45:9 47:8 78:19 81:10 109:7 112:4,4,10 121:16,25 123:2 128:21 213:11 288:14 entity 107:10 108:14,22 109:2,12 110:21 111:4 112:12 213:23 entries 6:10 entrust 82:4 environmental 40:7 144:25 145:8 146:1,13 152:5 162:25 229:20 equals 213:11 equate 155:11 242:9 271:23 equation 241:20,21 242:6 243:6 244:1 equipping 37:23 equity 38:13 50:11 103:3,22 113:5 error 257:19 es 4:6 5:2 306:4 esg 145:10,10</p>	<p>especially 39:9 62:9 147:8 230:6 283:7,8 esquire 2:3,10 2:17 3:3,11 essence 37:18 175:18 essentially 39:2 108:16 175:9 211:19 287:18 298:4,7 establish 26:9 establishes 38:7 estimates 276:21 et 210:24 270:12 ethos 53:7 eur 267:16 276:20 277:7,8 277:14,15,15 284:7 299:13 eurs 211:23 232:22 299:8 300:7 evaluate 297:3 evaluation 243:7 284:4 evd 5:12 eventually 111:19 everhart 2:17 6:13</p>	<p>everybody's 127:10 everyone's 91:20 everything's 68:12 evidence 14:25 18:23 22:4 23:3 24:11 26:9,9 33:8,11 48:1 50:19 51:2 52:17 55:1,13,23 59:21,23 60:2 60:5 77:22 80:6,8 84:25 85:6,8 100:16 114:19 160:8 173:1,23 206:16 208:5 209:9 211:22 224:7 239:8 243:11,18 244:12 253:18 268:25 270:17 273:1 289:4 evidentiary 15:15 22:2 201:5 210:1 244:3 305:12 exact 161:24,25 162:7 233:23 255:15 260:17 exactly 111:24 122:4 161:7</p>
--	--	--	---

[exactly - exhibit]

170:24 178:13 188:23 exam 33:12,13 201:11 examination 15:4 18:22 20:2,7 46:9 58:17 71:6,11 74:14 102:6,11 102:17 128:13 133:7 140:3 157:21 158:1 165:9 167:1 169:12,14 173:4 180:6 191:24 199:2 200:13 202:18 207:23 209:10 212:21 222:1 231:17 232:1 259:9 260:10 262:5 264:1 274:3 281:2 291:23 300:19 examine 14:10 80:9 85:10 137:10 156:7 212:8 224:22 examined 44:5 56:18 138:5 172:5 205:21 263:17 280:17 examiner 1:14 3:19,21 6:11 6:17,17 7:2,5	17:17 22:12 30:15 34:12 36:7 37:8,9,14 40:22 41:17 43:15 46:4 47:22 50:18 52:8,15 53:16 58:16 59:19 67:25 71:7 72:14,16,17,20 72:25 73:6 74:24 77:21 84:24 85:2 86:21,24 105:21 113:22 114:18 125:16 125:17,24 126:1,6,11 127:20 128:1 134:15 135:6 137:11,12 140:2 141:7 148:22 156:5 157:14,15 160:6 165:8,12 165:17,24 166:6,16,22 171:13,22 172:13 180:3 192:1,5,16,25 193:6,19 194:4 194:7 195:2 196:5,9 197:12 197:13,17 198:21,25	204:24,25 205:4 206:3,23 223:25 231:16 231:20 235:7 236:8 237:19 247:13 249:18 250:19 256:8 257:9,16,22 258:7,12,18 263:3,4 277:25 278:5,7,9,20 279:1,11,14,18 300:14 302:13 302:17 305:15 305:16,19 examining 208:22 250:22 example 78:13 78:18,19 88:19 99:10,13 101:4 132:7 178:24 179:14 185:14 270:19 285:15 297:25 298:14 298:17 301:10 examples 88:14 298:18,22 excellent 46:14 58:21 150:19 252:12 304:24 except 13:12 68:12 210:16 exception 23:4 exceptionally 121:4 128:25	exceptions 47:23 exchange 263:2 exchanging 252:13 excited 50:12 66:14 77:19 exclude 19:20 20:5 excluded 13:18 19:19 75:7 258:6 excludes 23:19 excluding 22:23 excuse 11:12 26:8 89:23 171:17 excused 74:4 137:14 205:2 263:6 279:25 302:15,19 executed 270:3 executive 12:11 15:20 executives 42:14 exhibit 5:14,17 5:19,21 10:5 10:12 11:13 14:5 23:19 24:6,9 35:2 48:12 50:19 51:1,5 52:16 54:11,23 55:12
--	--	--	---

[exhibit - experienced]

55:20 76:10	276:16 277:4	222:3,23 223:3	expanding
77:22 80:7	278:15,16	223:23 224:22	120:14 284:21
81:2 84:25	281:22 282:1	225:3 242:3	expands 281:24
85:7 89:24	282:24 285:9	251:6 252:14	expect 17:5
110:12 115:10	287:12,17	256:18 264:10	88:14,21
115:19 117:4	288:25 290:16	264:20,22	119:16 123:9
118:3 125:20	294:1,7 297:8	265:6,7 266:19	134:11
128:16 130:7	297:10 298:13	267:20,25	expense 237:1
131:1 141:19	298:25 299:6	268:5 278:2,4	expenses 93:1
160:1,1 161:16	exhibits 10:2,3	278:12,12,21	229:8
163:11 164:4	11:4,23 17:3,4	281:11 287:5	expensive
165:13 181:4	17:25 20:15,16	293:7 297:6	241:16
184:15,16,21	20:17,18,20	exist 43:7,8	experience
187:15,22	21:2,6,25 22:4	79:1 186:6	14:21 39:9
188:1,1,21	22:5,10,10	existence 42:20	40:1 49:11
189:15,22	23:3,4,9,12,15	109:8,10,11,12	51:10,13,24
194:5 196:22	23:18 24:4,10	109:14 110:4,6	53:22 54:4,6
196:23 197:25	24:11 25:9	110:8,9	56:24 57:14
198:7 199:8,9	26:3,17 47:11	existing 61:20	84:19 92:15
199:11 202:7	47:14,17 59:9	65:19 77:10	107:2 110:16
209:4,12,15,16	59:12,15 75:9	88:20 117:19	112:1 117:25
210:23,23	75:21 76:3	183:21 184:4	118:13,18
212:14 216:8	107:2 135:2	227:7,7 246:19	121:25 122:17
216:11,20	136:15 140:24	274:14 275:5	122:18,18
222:2,14 225:5	141:2 173:15	276:1,6,11	128:16,19,23
225:6,9,11,13	173:18,21	286:6 293:11	129:4,24 130:4
225:14,15	184:22 187:13	exit 42:17 43:5	130:5 131:16
227:10,10,14	196:24 197:8	115:20,20	131:18,19
227:15 242:21	197:15,25	exited 79:2	132:9,16,21
250:8 254:8,8	207:25 208:5,8	117:6	141:25 175:15
256:11 260:5,9	208:10,12,15	expand 168:17	182:8 193:10
265:8,12,14	208:20 209:1,3	169:3	221:10 259:17
268:10,11	209:6,14	expanded	270:2,6
269:1,2 270:14	210:13 214:8	283:4	experienced
270:19 274:8	214:16 221:22		38:8 50:7

[experienced - factors]

77:16 87:20 129:6 experiences 53:23 expert 7:23 8:10,15 25:9 28:24 29:5,8 29:17,24 31:2 31:11 32:5,7 32:13 33:3 38:22 39:6 44:8 56:22 58:12 139:25 172:9 205:25 207:10 211:22 211:25 224:8 232:12 239:4,4 239:9,9,11 241:4,7 242:9 243:18 263:23 280:21 expertise 9:5 25:16 41:24 42:10 44:7,10 45:5 56:24 78:11 103:21 104:1 122:11 123:9 132:10 135:19 138:14 186:12 203:18 206:12 207:18 208:3,16,24 236:7 237:24 238:23 242:12 243:10 244:14	246:23 experts 13:15 206:10 207:8 239:12 expiration 143:25 162:9 175:3,6 178:4 183:15 184:12 185:15 199:15 199:21,23 201:13,15,19 201:21,23 202:2 204:15 219:13,23,25 220:21 228:12 253:8 expirations 143:9 expire 37:15 41:12,13 84:5 84:10 183:23 184:24 193:14 219:14 220:25 expires 193:11 expiring 144:24 175:1 193:9 explain 38:23 39:7,11 40:1,3 40:6,15,18 77:25 80:23,25 85:14 90:16 92:7 143:3 147:11 151:7 153:21 170:16	174:17 178:11 204:12 215:23 216:2,12 217:9 225:11,12 237:23 268:24 270:16 272:8 272:11 273:12 284:11,15,17 287:15 289:3 292:9 301:2,14 explained 39:1 118:25 216:23 explaining 14:20 154:8 explains 149:2 explore 181:18 expression 187:5 extend 41:14 168:25 182:15 184:23 185:7 extending 245:24 extension 185:10,14,22 194:11 211:17 226:20 245:14 253:21 extensions 185:4 218:18 221:2 extensive 11:16 40:1,18 107:2 141:25 211:17 289:11	extent 135:17 266:1 289:7 externs 44:17 extra 282:16 extract 50:1 extracted 49:25 extremely 88:17 exxon 195:21
			f
			fabric 65:8 facets 38:9 facia 17:2 facilities 7:15 7:25 32:3 149:13,13 151:2 164:8,14 166:9 168:6 214:18 229:23 229:24 facility 140:18 146:6,10,10,12 149:25 155:22 164:24 166:12 fact 20:8 34:25 84:13 121:3 142:9 150:14 201:5 225:19 228:2 300:24 factor 106:2 229:11 294:21 factors 10:10 10:21 12:8 13:13 14:15,21 15:7 19:18

[factors - find]

<p>40:25 105:19 106:2,3 185:13 186:6,7 facts 185:3,9 239:10,13,16 243:13,14,17 factual 53:4,12 factually 80:11 failing 230:19 failure 94:1 101:11 164:16 164:19 190:11 190:15 230:21 fair 80:13 81:19 111:17 112:21 113:20 118:15 122:25 123:23 133:11 135:21 164:25 182:2 185:20 187:17 188:6 189:11 203:21 215:10 219:8 234:25 235:19 293:7 296:20 302:6,8 fairly 92:20 283:23 fairness 19:10 faith 202:8 fall 17:4 104:1 147:20 253:8 falls 78:10 202:1 246:8</p>	<p>false 192:15 familiar 59:3 123:18,21 140:13 173:11 184:25 185:1 187:6 203:11 214:4 215:4,8 224:15 264:6 281:7 family 57:24 far 66:4 96:1 105:5,10 133:21 136:19 191:1 210:17 281:25 293:1 296:21,21 fast 176:6 faulting 131:22 132:4 favor 10:21 15:8 36:20 favorably 228:21 favors 233:2 fe 1:17 2:6 3:14 6:18 255:11,22 304:10 february 142:11 223:13 226:2,19 federal 40:9 81:23 184:23 184:24 193:17 218:17 253:7 253:11 261:10</p>	<p>feedback 305:3 feel 13:13 24:11 25:1 33:17 53:2 68:19 69:13 175:14 181:20 190:7 191:19 226:8 feeling 249:9 249:13 feels 216:5 fees 179:25 feet 61:18,24 64:13 67:17,19 88:10,10 142:20,21,22 181:10,14 182:14 274:20 274:24 275:4 275:12,22 276:1,5,9,12 294:19,19,23 295:3,6,12,18 295:22,24 298:9 felt 148:2 ferrari 243:4 field 7:18 46:2 58:12 134:6 135:19 136:7 172:9 208:24 239:12 243:19 fifteen 33:19 153:17 289:13 299:18</p>	<p>fifty 155:17 274:20,24 275:2 figure 9:19 70:4 296:25 figured 156:23 figuring 206:18 file 20:17,19 35:12 69:23,24 70:1,15 filed 9:25 20:16 20:20 21:12,13 33:7 47:17,19 159:2 174:11 174:14 220:19 222:4,5 filings 24:3 filter 215:11 241:7 289:12 filtering 152:19 final 15:17,17 54:23 55:1 finally 40:14 92:6 139:3 financial 113:5 215:20 financially 306:15 307:11 financials 169:6 find 19:12 34:23 73:9 119:5 124:23 155:4 191:22 218:19 222:2,2</p>
---	--	--	--

[find - fordyce]

<p>223:11,14 261:4 293:25 findings 34:24 fine 14:12 22:24 32:21,24 35:22 157:4,12 157:15 191:13 211:10 237:20 292:12 305:4 finish 85:9 finished 288:16 fire 153:14 firm 139:2 163:17,18,19 227:4 260:18 first 10:1,9,21 12:3 13:12 19:17 24:16 29:3,15 32:16 32:19,23 33:1 34:20 36:3 43:14,20 44:3 44:7 46:17 49:3 51:12 56:16 60:10 61:5 66:20 78:9 90:20 101:5 103:2 136:13 138:3 141:19 143:10 143:22 145:23 147:14 149:7 150:5 152:23 161:18,22 162:1 163:21</p>	<p>166:7,8 168:2 168:12 169:17 169:22 170:14 171:5,8 172:3 173:25 185:11 205:13,19 206:6,7 223:2 225:8 226:8 257:18 263:15 266:12 278:9 280:15 281:21 287:6 288:11 297:15 fit 148:20 fits 215:23 five 7:22 9:18 9:18 18:19 19:1,2 20:9 34:9,10 102:6 144:12 156:25 157:11 169:1 184:15 223:15 223:17 240:20 240:25 242:1 275:12,22 282:14 fix 197:15 fixed 73:12 flag 229:3 flare 146:5 151:6 152:4 164:4,7,15,19 164:24 165:1,2 165:3,4</p>	<p>fleet 148:10,10 148:20 flew 304:10 flight 304:4,9 305:1 flight's 304:13 flip 297:5 flow 101:18 flows 56:8 fluid 62:13 65:3,16 152:25 153:4,10,15 267:13 270:25 271:8,10,19 272:1,7,9,12 273:2,16 283:9 283:10 284:22 flying 211:1 focus 52:1 57:15 61:6 76:15,20 81:4 84:9 87:18 119:17 120:20 120:25 130:25 269:3 focused 50:8 57:25 76:23 77:6,9,11,12 81:17 95:3 125:8 269:5 focuses 77:8 focusing 39:12 127:18 folks 52:3 167:7 304:3</p>	<p>follow 108:9 117:7 171:2,14 177:5 286:23 followed 57:4 177:15 following 300:10 follows 44:5 56:18 138:5 172:5 205:21 263:17 280:17 foot 96:2,4 152:25,25 153:3,4,10,15 153:15,17 155:19 282:7 282:11,15 284:3 289:14 footage 301:5 football 299:2 footprint 148:20 force 198:15 199:6 fordyce 3:19 7:1,2,3,4 72:15 72:16,20,25 73:3,5,6 125:15,16,21 125:24 126:1,6 126:11 127:20 137:9,11 157:13,14 165:11,12,17 165:24 166:16</p>
--	---	--	--

[fordyce - fuel]

171:10,13 191:25 192:1,5 192:13,16,25 193:6,19 194:4 194:7,11 196:21 197:10 197:12,17 198:19,21 204:23,24 245:16 256:7,8 257:9,16,22 258:7,12,14,18 259:4 263:1,3 277:25 278:5,7 278:9,20 279:1 279:11,14,18 300:13,14 305:13,15,18 305:19 forecast 44:25 94:9 169:1 283:19,21 forecasting 94:7 283:20 292:6 foregoing 306:3,4 307:4 foregone 175:10,13 forest 57:21 forgot 222:22 250:25 form 52:25 78:22 112:2 160:7 253:18	format 258:9 formation 180:20 192:6,8 217:21 218:14 228:8 229:13 233:8 236:21 237:1 240:15 257:18,21 265:16 formations 64:3 88:8 217:24,25 230:4 233:18 forming 243:16 forms 240:12 fort 138:19 forth 178:16 forty 156:25 157:11 forward 37:16 58:14 94:10 128:25 177:11 282:13,15 297:5 fought 103:20 found 156:1 foundation 13:7 17:14 19:2 22:2 48:25 54:2 212:12 four 8:6 9:15 12:6,13 20:22 27:6,25 33:2 38:21 48:21	52:3,5 54:16 63:10 64:18 66:22 67:15 77:1 82:11 94:4 218:11 226:5,24 228:25,25 230:23 231:12 241:13 249:15 267:6 269:17 269:17,21 296:24,25 297:3 fourteen 153:17 fourth 66:24 217:16 261:4 frac 25:11,11 67:22 88:14,21 94:5,9 95:22 100:7,10 101:8 126:2,17 127:11 132:23 148:9,10,20 150:1 152:14 152:18 153:4 153:11 155:7 246:23 283:17 285:25 286:3 297:18 frack 126:16 152:22 fracked 88:16 101:6 285:21	fracking 67:10 126:8 fracture 62:13 65:9 67:6 68:18 fractures 65:9 fracturing 91:21 francis 1:16 frankly 121:8 127:5 frat 287:21 free 14:10 15:2 24:7,12 fresh 150:15 freya 3:23 34:7 222:3,16 front 41:25 46:15 197:5 frontier 61:22 65:1 67:6,18 67:21 76:19 81:8 85:21 95:2 99:20 124:13 177:17 229:14 230:20 237:12 246:19 255:2 265:21 266:11 271:22 274:11 275:1 276:2,6,11 279:8 293:11 fuel 155:6,6,8 155:11
--	--	---	--

[fulfill - gives]

fulfill 221:17 full 138:23 145:25 167:19 212:23 228:4 242:19,20 244:5 257:23 264:3 281:4 283:11 fully 146:12 226:25 functionally 100:14 fundamentally 210:19 funded 50:10 50:12 funding 49:11 50:9 105:3 further 101:25 121:2 124:7 125:11 127:21 132:1 142:16 151:25 156:4 166:17 167:14 168:25 180:2 194:8 204:25 217:2 242:2 257:23,23 262:21 263:3 266:1 272:17 279:19 282:12 283:12 287:3 295:3 305:13 306:13 307:9	future 68:17 167:19 190:5 193:17 237:18 287:21 g g 6:1 9:2 29:4 gallon 155:19 gallons 153:17 155:8,11 game 235:19 gamma 62:10 garcia 3:21 7:1 garden 262:16 gas 57:22 112:13 132:5 136:12 142:14 151:11,22 152:2,3 164:24 181:1 271:18 271:24,25 272:3 277:7,14 277:15 285:8 299:1,17 gaspar 2:5 gathered 118:1 gathering 155:24 general 60:13 98:4 115:12,13 135:3 207:14 250:15 251:12 generally 87:25 115:13 133:13 185:2	gentle 62:21 gentlemen 220:6 geological 29:18 geologist 7:13 8:9 31:9,14,15 58:2,4,4,4 129:18 131:24 132:2 263:12 264:15 265:7 270:23 271:1 277:20 279:5 293:5,14 299:2 300:21 geology 38:22 38:24 56:22 57:7,10 58:5 58:12,23 60:25 84:20 118:16 119:12,13,20 119:24 120:15 120:21,22 124:3,4,5,6 125:5,10 130:17,21,22 131:13,17 133:10,12,14 133:18,25 134:3,5,12 135:4,5 136:5 158:17 181:1 261:18 263:23 264:7 265:5,7 266:18,21	271:3 283:7 293:7 301:22 301:24 germann 51:12 getting 67:4 77:13 82:19 101:17 131:10 142:16 175:19 175:21 177:1 234:15 271:3 292:2 give 26:4 28:16 33:9 34:8 35:6 49:9,20 51:7 54:16 56:25 75:4 128:11 129:12 132:6 138:13 154:21 161:25 165:7 201:20 208:25 231:11,22 241:15 242:21 275:12,23,24 293:24 305:3 305:17 given 54:2 67:23 91:6 125:4 155:3 177:4 190:2 191:2 204:11 218:13 220:9 230:6 296:19 gives 25:8 84:6 267:15
---	--	--	---

[giving - gotten]

giving 284:19	264:25 268:2	111:7 112:2	296:21 297:5
glad 32:18	275:19 285:25	114:25 119:5	298:2,24 301:8
36:16	286:20 288:23	122:21 126:8	301:20
go 15:5 17:6	291:20,20	130:7,25	good 6:2,11,15
22:9 28:2 29:1	297:1 298:13	131:20 134:19	6:16,17 8:3
30:24 32:23	299:14 303:7	135:14 137:19	31:13 37:5,8
37:5 41:9 48:3	303:17 305:6	151:9 154:18	43:3 45:18
55:8 56:22	goes 10:10	156:12 159:17	46:11,13,17
58:14 61:3	44:10 63:22	168:23 171:21	49:25 50:13
64:16 69:10	64:20 106:10	175:11 188:4	56:10,19 58:7
72:13 73:5	133:24 148:2	197:3,7 199:12	58:10,19,20
74:1,8 75:17	148:17 154:20	202:6 203:24	67:7 74:16
80:19 83:21	221:15 247:17	205:15 206:3,8	81:19 98:6
90:14 93:4,14	284:18 285:11	210:4,5 220:24	99:11 102:24
96:10 100:10	297:4 304:18	223:22 224:4	103:12 110:9
102:25 106:2	going 13:6 15:1	225:8 226:1,9	113:14 121:7
124:12 126:7	15:5,11,16	226:23 231:6,7	139:23 140:5
131:8 132:6	17:11,12 18:4	231:10 232:6	173:6 196:7
134:2 135:21	18:18,24 19:9	233:17 234:3	202:8 233:19
138:22 144:10	19:12,23,24,25	234:13 235:13	250:22 251:11
145:19 152:9	20:3,8,10 22:3	238:14,22,25	252:18,20
157:6,9,12	22:6 24:16	241:22,23	266:7 273:1
166:23 184:17	30:25 31:23	242:10 245:3	280:5,19
193:11 199:1	32:15,22 33:1	249:10,13	291:17 301:15
204:4 213:4	33:6,25 34:3,7	251:4 252:13	304:19 305:5
222:1 223:16	35:25 36:21	256:1 260:1	gor 271:7,9,15
224:2 225:8,23	37:3 40:19	261:12 271:12	271:16,17,22
230:16 231:19	52:8,19 54:10	272:5,23	273:4,4,8,15,17
233:25 236:12	54:11,15,20	282:12 283:3	276:20,23
237:8 238:8	55:22 63:7,11	285:3,7 287:2	277:10,13
239:2 241:9	63:15 70:7,8	287:2 288:7,20	285:1,6,6
243:20 247:9	73:12,24 77:19	289:21 292:18	299:6,8,12
248:25 251:1	79:19 80:5	292:22,24	300:6,8
257:8,15 258:4	86:18 99:18	293:2,25	gotten 16:8
259:5 260:3,6	106:7 109:17	294:17 295:3,5	34:18 261:9

[govern - hear]

govern 186:4 government's 40:8 governments 145:9 governs 104:15 grab 225:17 graduated 44:15 45:4 138:15,22 granted 84:7 87:1 185:5 186:4,25 granting 185:13,21 233:2 graph 290:2 graphs 17:7 118:3 124:24 grasps 38:24 gray 60:18 great 21:4 26:24 32:25 77:18 98:7 254:19 greater 142:12 150:24 289:13 green 27:14 61:15,15 87:8 151:14 205:23 289:21 290:7 gregory 1:14 gritty 129:23 gross 68:25	ground 168:4 grounds 13:5 13:10 25:1,8 85:3 246:10 group 138:19 214:21 growing 81:18 grown 42:7 guarantee 171:5 255:25 256:3 guaranteed 170:6,14 guess 21:24 49:22 84:13 88:6 92:19 98:4 109:9 133:12 246:9 285:18 293:12 gun 66:8 67:1 68:13,13 99:14 217:1 274:14 275:13,21 293:8 gussman 51:15 guys 49:13 219:1 295:2	181:5 188:10 192:17 194:18 194:18 197:4,5 197:5 216:16 225:24,25 226:21,22,24 226:24 230:11 230:12,13 237:9,10,11 241:12,19 242:6 266:12 274:15,15 285:24 293:1,1 hall 1:15 halted 144:15 hand 27:25 28:21 36:20,22 142:7,18 149:7 227:17 handful 138:18 handle 102:3 139:16 handling 128:2 139:12 255:20 273:20 happen 77:15 102:20 158:4 175:11 193:11 229:21 happened 11:19 116:14 176:9 happening 105:9 217:12	happens 61:24 112:14 115:4 193:13,15 201:1 happily 83:17 happy 253:25 262:12,13 284:9 hard 96:24,24 103:20 148:8 155:23 294:24 harings 71:10 harmful 287:21 harms 219:4 harp 200:6 hatley 3:11 36:7,11,11,16 36:18,23 hauling 151:6 he'll 38:23 40:3 40:6 137:21 head 194:14 275:11 277:3 heads 34:8 hear 16:3 24:13 25:17 26:12 30:25 33:1,4 38:4,20,21 39:5,24 40:14 54:16 88:2 102:20 107:24 114:10 158:4 180:14 212:7 293:13
	h		
	h 5:11 32:10 239:24 habanero 284:1 half 37:25 38:2 61:21,21 150:25 152:1		

[heard - hearing]

heard 27:1	29:7,12,20,25	74:7,11 75:2,4	157:8,11,15,16
41:10 56:22	30:5,8,12,17,23	75:12,14,17	157:19 160:12
78:4,5 79:17	31:5,10,13,16	77:23 78:1,3,6	163:6 165:8,10
113:23 134:17	31:21 32:1,5,8	79:14,22 80:4	165:15 166:18
138:10 167:7	32:14,20,22,25	80:14,19 85:1	166:23 169:11
180:13 203:13	33:21,24,25	85:5 86:21,23	169:18 170:3
210:17 217:4	34:12,13,16,18	87:1 89:25	170:10 171:1
293:5,12,14	34:22,24 35:5	90:3,5,7,10,13	171:10,15,20
301:21,22	35:12,21,23	93:10 102:5,9	171:23 172:6
hearing 1:5,14	36:10,15,25	103:19,24	172:12,15,20
6:2,15,16,20,23	37:5,17 39:15	104:3,13,14,24	172:23,25
7:4,6,18,21 8:3	39:18,21 40:12	105:17,21,24	178:2 180:4
8:11,13,16,18	40:20 41:1,7	106:5,16,18,23	182:11,18
8:22,25 9:3,7	41:18 42:24	107:17,23	183:6 185:25
9:10,12,24	43:11,16,21,24	108:3,7 114:2	186:9,16,19,23
10:4,11,15,18	44:6,13,16,23	114:9,16,21	187:12,15,19
10:23,25 11:3	45:3,11,15,18	116:17,23	187:23 188:3,7
11:6,9,18,22,25	45:23 46:5,8	117:11 119:2	190:18 191:25
12:5,9,14,17,23	46:20,24 48:2	122:23 123:5	192:12 193:2
12:25 13:3,20	48:7,17,19,24	123:12,15	194:10,15,20
14:23 15:12,14	49:4 50:20,24	125:13,17,21	194:25 195:9
15:18,20 16:14	52:11,18 53:15	127:23 128:3,8	195:12,17,22
16:18,23 17:10	54:9,15,19	128:10 133:3	196:7,11,13,20
17:19 18:16	55:3,7,15,24	134:1,7,10,17	197:7,10,13,14
19:16,22 20:14	56:9,13,20	134:24 135:8	197:22 198:3,6
20:21,23 21:1	57:6,8,11,18	135:13 136:21	198:10,13,18
21:10,14,17,22	58:1,6,10	136:24 137:3,5	198:23 199:1
21:23 22:16,19	59:22,25 60:4	137:8,13,17,23	199:17 200:9
22:22 23:1,8	60:8 67:25	138:6,10 139:6	200:15,19,21
23:16,25 24:5	68:1,4 69:19	139:9,15,19,23	201:2,8 202:13
24:7,13,19,21	69:22 70:3,11	141:9,12,16	202:17,22
24:25 25:5,20	70:14,18,24	144:22 148:22	203:19 204:4,9
26:1,5,19,23	71:2,5,8 72:10	148:24 152:9	204:13,14,23
27:4,13,18,21	72:13,17,19,23	156:6,13,16,19	204:25 205:1,5
28:4,10,13,19	73:2,18,25	156:23 157:2,5	205:8,12,22

[hearing - hit]

206:5,14,18	251:8,10,17	help 26:20	290:5 301:7
207:2,6,20,22	252:3,9,12,17	128:24 131:7	highlight 93:18
208:4,19	252:22,25	146:20 176:5	198:4,16
209:17,22	254:10,13,16	195:1 219:17	highlighted
210:1,6,9,10,14	254:19 256:7	265:12 266:20	61:9,12 98:1
210:16,25	256:14,19,22	273:13 285:10	174:6 178:2
211:9,12,15,20	257:3,14	290:16 293:22	189:1 197:21
212:3,15	258:14,20,23	helped 142:9	198:14 258:17
217:14 218:21	259:3,23 260:3	helpful 34:23	highlighting
220:12,13,17	260:6 261:13	220:2 236:10	238:5
221:25 222:8	262:2,22,24	236:12 254:4	highlights 81:7
222:12,13,20	263:4,5,11,18	helping 139:2	highly 50:8
222:24 223:2,6	267:24 268:14	helps 26:21	53:2 64:5
223:9,12,20,24	268:17 273:9	146:14,22	87:19 132:5
224:2,8,11,14	273:20,23	hereon 139:24	highway
224:18,21,24	279:20,24	hereto 306:15	149:23 150:21
229:14 231:18	280:6,12,18,24	307:11	hindering 93:2
233:7 234:11	290:23 291:4,9	hesitate 102:22	hinders 95:22
234:15,19,24	291:14,17	158:6	hiring 139:4
235:22 236:1,4	300:13,16	hey 177:14	historical
236:9 237:25	302:11,14,18	high 49:10 51:7	269:15,20
238:4,7,14	303:5,15,17,25	81:14 84:17	histories 41:24
239:5,19,25	304:5,8,14,17	88:17 89:20	history 42:2
240:4,7 241:9	304:23 305:4	95:14 97:21	78:20 79:12
241:22 242:24	305:10,12,16	132:24 144:23	105:22 114:24
243:9 244:7,17	305:20	147:17 177:1	114:24 145:22
244:20,24	hearings 6:5	230:17	hit 67:21 88:21
245:6,9,13,18	hearsay 220:11	higher 92:23	92:21 100:7
245:21 246:1,7	220:12	93:1 125:9	101:8 113:7
246:13,25	heart 233:13	132:19 188:9	126:17 127:11
247:7,11,20,23	heavily 125:7	188:14,15,19	127:11 148:5,5
248:4,7 249:3	held 58:25	216:15,18	227:21 262:10
249:6,9,12,20	74:19,21 83:11	229:8 230:10	282:19 283:17
249:23 250:1,7	127:17 203:10	230:11 282:13	285:25 286:3
250:12,21,24	220:1 281:17	282:14 285:2,6	

[hits - inappropriate]

hits 88:14 94:5 94:9 99:3 100:10 126:3 126:16 246:24 287:21 297:18 hmm 190:8 hold 7:21 23:22 73:2 144:13,20 187:2 192:12 200:19 202:22 203:3 256:17 holder 82:4 holding 103:7 111:23 202:20 203:2 204:2 holdings 77:2 108:21 109:4 holes 98:5 home 303:7 honestly 270:5 hope 84:10 203:24 hopefully 299:12 hoping 82:20 horizontal 37:11,25 42:9 51:14 77:18 110:13,17,23 110:24 221:19 269:16,20 hour 24:3 housekeeping 291:3	houston 57:24 303:4,5 hundred 50:10 100:12 151:18 152:3 153:17 155:8,12 168:1 274:20 275:12 275:22 282:14 289:13 hydraulic 62:13 91:20 hydrocarbon 151:10 hydrocarbons 151:5 hypothetical 116:15	108:1,13,15 109:20 110:4,5 110:19 111:2,4 111:18 113:19 114:1,7,8,10,12 114:20 117:2 161:22 266:16 iii 79:8 illustrate 71:17 illustrates 53:21 147:10 imaging 222:1 222:15,17,19 223:4 immediate 50:3 50:7 52:1 68:14 87:20 117:25 118:13 120:4 124:10 131:16,18,19 284:21 291:7 immediately 83:25 99:18 129:2 255:3 impact 124:25 132:20 152:5 229:9 impacts 104:19 implement 167:23 implementing 225:17 implication 170:5	implications 127:10 implying 53:6 importance 201:15,18 important 86:3 94:19 145:10 146:24 150:12 150:13 170:8 178:4 183:17 184:7 201:21 202:21 216:7 217:22 importantly 40:6 impose 135:6 impression 194:24 improved 91:21,22 96:12 96:13 120:1 improving 146:13 imprudence 245:23 imprudent 245:13 inaccurate 267:15 inaccurately 98:19 inadmissible 18:23 239:16 inappropriate 247:25
	i		
	idea 99:11 129:12 201:20 294:20 identification 48:13 51:6 55:21 76:11 81:3 identified 61:10 identifying 11:7 ihh 152:19 ii 42:14,19 45:10 51:16 52:23 77:2,20 78:15 80:2 107:10,14,21		

[inception - internship]

inception 47:7 incidents 145:24 include 12:10 33:13 35:16 95:6 96:1,9 118:21 185:14 199:20,23,25 217:20 269:10 278:14 included 17:8 78:23 94:3 97:6,16 118:4 118:25 123:19 194:5 270:22 271:14 284:4 includes 12:8 94:8 124:18 217:7 269:13 including 23:3 120:15 183:22 195:4 214:9 264:11 281:12 285:2 inclusion 98:9 278:11 incorrect 110:1 increasing 132:14 271:16 incurs 226:13 indicate 155:15 indicated 18:10 192:7 208:6 227:22	indicates 61:20 100:25 191:17 indicating 43:7 105:12 indicative 201:14 individuals 254:6 industry 154:10 167:8 infill 64:16 66:25 143:19 218:9 inflated 288:10 information 15:3 18:2,13 49:19 53:17 54:18 66:21 80:10 154:22 201:14 242:17 269:24 301:2 informed 49:18 128:23 informing 239:14 243:19 infrastructure 150:10 167:23 169:3 inherently 119:11 initial 218:8 227:22 228:5 229:4 264:25 271:6,9,15,17 271:22 273:4,7	273:15,17 initially 177:2 226:22 230:8 inject 168:3 inquire 134:14 inside 269:14 269:14,20 270:4,4,6,25 installed 164:12 installing 164:7 instance 24:9 instances 164:22 instructions 102:2 intact 79:13 intend 56:4 intended 49:9 90:19 intending 14:7 intent 17:22 39:7 interact 88:8 interacting 287:24 interaction 67:6 285:12 interactions 68:18 interbedded 64:6 interchange 171:12	interest 111:5 113:21 114:15 115:3,9,13 117:8 146:19 159:3,13 176:17 177:15 188:10,13,18 189:8,12,17,23 190:6 191:2,9 191:19,20 193:23 195:4,5 196:17 197:19 199:7,8 202:9 216:18 217:6,7 217:18 230:10 230:12,14,17 250:4 258:3 260:13 interested 191:21 306:15 307:12 interests 57:23 115:9 258:16 interfere 246:24 301:4 interference 285:11 288:2,3 297:16,17 298:15,15 301:8,9 interim 135:25 interned 44:19 interns 44:17 internship 57:5
---	--	--	---

internships 138:18,20 interpret 134:19 interpretation 233:22 interpretive 279:5 interrupt 17:18 36:8 39:22 interruptible 163:17 interruption 30:19 36:14 interval 61:7,8 61:11 62:11,25 63:7 64:5 67:20 69:2,2,3 interviewing 207:8 introduce 52:9 283:6 introduced 18:3 53:11 284:22 inventory 42:6 42:6 invest 168:19 169:2 investigate 167:11 investing 266:15 investitures 292:7	investors 111:22 113:14 involve 112:18 involved 49:17 51:17 76:16 83:25 84:14 92:17 104:9 110:16 121:19 121:20 122:22 123:25 129:13 129:14,21 130:1 140:17 158:14 179:24 183:12 215:14 292:17,20 294:4,5 involvement 42:18 79:3 involving 133:18 ip 284:8 irrelevant 120:15 204:2 isochore 267:1 isopached 69:2 isopachs 68:25 issue 13:9 37:13 38:24 83:15 99:21 175:6 182:10 184:8,10 196:24 197:16 199:15 201:21 223:25 243:21 262:4	issued 82:1 229:16 issues 14:11 54:4 68:19 89:2 129:10 156:1 176:1,4 176:7 196:24 287:20 it'd 13:16 it'll 27:15 70:14 93:12 193:16 205:23 231:20 240:23,25 282:17 items 224:5 it's 257:14	john 3:21 7:1 17:23 join 304:22 joined 6:12 57:16 jon 4:7 5:14 8:23 29:2 39:5 43:19 44:2 142:17 jparrot 2:14 jsa 195:21 judge 19:7 judgment 19:1 19:12 48:20 july 144:7 jumped 216:25 june 139:4 140:12 144:4 227:2,5 jury 239:18 justify 186:7 237:1
		j	k
		j 29:3 31:8 jacob 2:17 6:13 james 1:18 2:10 6:13 30:18 306:2,18 january 41:23 177:9,20,20 289:14 jennifer 307:2 307:15 jeopardy 144:1 jeverhart 2:21 job 1:19 84:15 84:20,21 jobs 38:13 joe 5:3 7:13 31:8 263:10,14 264:5 284:19	k 31:18 32:11 155:12 karsting 147:8 147:15,17,21 keep 22:3 60:6 77:19 80:12 82:5 128:4,6 148:5 154:24 181:23 244:16 272:23 keevin 5:6 7:13 31:17 267:12

[keevin - landing]

<p>280:14 281:6 kept 284:20 keri 3:11 36:11 keri.hatley 3:15 key 51:19 93:15 93:15,18 94:17 168:17 kind 51:9 53:12 62:20 64:20 65:22,23 70:20 79:11 83:19 87:18 116:9 150:21 154:20 175:23 183:16 229:2 230:9 243:18 281:24 282:9,25 284:20 288:8 289:8,19 291:3 292:10 296:18 296:25 297:6 kinds 239:13 knock 67:9 know 10:19 13:10,22,24 14:6,11,19 15:23 16:7,14 17:15 18:8,8 19:25 20:8,16 21:20 22:7 23:20 24:1,2 27:19 34:1 35:7,9 40:2 44:7 47:22</p>	<p>48:2,17 51:8 53:5,8,23,24,24 54:1 59:12,25 62:20,23 63:4 64:3 66:3 75:15 78:4,18 79:10 82:3 87:19 88:6,18 92:16 93:21 94:10 97:6 101:14,16,18 103:11 104:18 109:11,15 110:25 111:6 111:25 112:15 113:9 122:21 127:8 129:1,20 129:21 131:18 137:18 144:2 146:4 151:19 153:2 155:25 156:16,19 158:24 162:5 162:16 169:4 172:8 173:2 175:2,9,23 176:7 177:6,13 177:14,25 191:20 193:8,9 193:13,24 194:14,16,21 196:16 197:2 201:24,24 203:1 206:8,21 210:4 212:1,5</p>	<p>212:11 215:20 218:4,11 219:3 219:4 220:7 223:9 224:3 227:24 228:16 229:6,19 233:13,16 239:19 240:4 240:12,23 241:3 242:11 243:12 246:4 251:13,14 252:13 253:25 255:20 269:7 270:24 275:8 276:23 277:3 279:6,7 280:10 280:20 284:25 293:3,9 296:9 296:21 299:12 299:17 303:9 303:10 knowing 219:22 knowledge 14:20 18:1,6 20:1 49:15 51:20 79:24 106:10 163:20 203:1 264:23 306:10 307:6 known 61:22 226:14 knows 157:9 186:14</p>	<p>I I 3:11 9:2,2,11 29:4,4,16,16 30:2,2 32:2,2,2 32:10 labeled 14:2 83:2 209:15 225:17 271:6 lack 5:22 11:14 13:7,7 80:25 87:18 92:15 127:14 131:20 132:21 201:13 236:6 laid 35:24 54:3 land 5:21 11:13 29:24 30:13 43:3 64:21 80:24 84:14,19 84:20 101:16 162:20 172:9 173:8 197:25 201:22 212:2 214:21 232:19 232:19 233:19 281:8,24 293:4 293:21 landed 61:23 62:5,24 64:10 65:1 83:6 85:23 124:13 126:3,3,13,15 278:17 landing 61:16 61:18,25 63:23</p>
--	--	--	--

[landing - lease]

64:6,12,25 66:5 71:17,17 71:22 266:22 274:18,22 landman 7:12 8:14,19 17:3,5 30:11 40:15 78:10 134:23 137:2 162:22 163:2 182:7,8 184:8,16,21 186:5,12 193:10 205:14 206:1 207:14 207:18 213:5 214:1,2,9,16 215:4,7,10,13 216:3 217:4 218:2,16,25 219:12 220:3 221:10 235:21 238:16 239:4,9 240:10 241:7 242:8,19 243:11,20 244:2 245:20 246:4 247:4 249:25 250:3 250:11 257:6 259:17 261:18 293:14 landman's 16:19 78:20 208:16 224:6 251:11	lands 41:20 42:19 43:1,5,6 44:20 50:1,13 57:23 59:3 109:10 117:16 130:14 132:8 140:13 161:11 166:4 173:11 180:20 190:5 192:7 193:13 214:4 253:7 255:4 264:6 276:21 295:20 299:8 landscape 112:14 lane 3:5 4:14 9:9,10,12 30:1 30:1,7 39:25 52:4 70:22,23 70:24 137:25 138:2,6 140:5 140:7 149:23 150:21 157:21 158:3 165:13 166:17 169:21 170:13 language 114:5 251:12,19,20 251:25 laptop 257:12 large 44:22 76:21 168:19 231:7	largely 128:22 300:6 late 227:23 228:18 230:22 282:9 292:2 lateral 64:9 152:24 182:16 266:3,4,12 271:5 274:15 284:23 288:1 laterally 64:7 laterals 39:8 63:11 83:14 136:17 latest 21:7 latitude 298:25 law 3:23 34:25 40:9 243:15 lawyer 135:18 lay 17:13 19:2 63:11 99:13 laying 155:24 layout 95:1 lea 51:25 77:8 110:13 149:10 152:20 154:1 lead 39:13 58:4 65:11 67:10 leader 51:19 leadership 51:14 leading 167:8 leads 141:20 lean 170:21,22 171:4	learn 99:7 130:5 266:6 learning 297:2 lease 37:14 41:11,13 81:14 81:24,25 82:8 82:14,17,22 83:3,11,13 84:10,11,11 115:10 127:17 143:9,25 144:24 162:9 162:14 174:17 174:25 175:6,8 175:20,22 178:5 183:15 183:22 184:4,7 184:23,24 185:4,4,7,9,11 185:14,15,21 186:4 187:2 193:9,11,14,17 199:15,20,23 201:13,16,18 201:21,23 202:20,22 203:2,3,10 204:2,16 218:18,19 219:13,18,19 219:19,21,24 219:24 220:5,8 220:9,20,22,25 221:2,7,12 228:12,12,15
---	---	---	--

[lease - location]

230:19 231:7 231:10 253:7 253:11,16,20 254:22,25 255:2,7,12,16 255:18,25 259:13,19 261:10 262:18 262:19 293:10 294:20,21 295:12 leases 82:3,5,15 183:20,22 184:5 186:13 220:1 leasing 183:8 183:10,12 leave 277:16,20 leaving 201:17 226:13 led 91:25 142:12 leery 228:24 leeway 14:8 left 61:2 69:4 87:9 97:22 138:25 143:10 147:15 213:17 226:5 252:21 261:3 289:6 304:3 legal 14:18 135:10 182:5 182:10 185:23 186:7 241:4	length 152:24 lengthy 82:9 lessens 201:18 letter 178:24 184:22,25 185:1 231:1,9 253:19 255:17 261:15 262:9 letters 178:23 179:2,6,9,15 level 49:10 51:7 84:17 89:20 95:15 97:21 177:1 levels 105:8 levi 2:17 liability 67:11 life 93:3 94:11 light 27:15 154:12 likelihood 253:20 likely 84:9 limit 33:10,12 33:13,14 34:3 35:15 93:2 128:5 226:7 limiting 35:11 limits 15:13 60:16 226:9 line 64:9,11 65:21 69:8 101:5 105:11 130:8 131:2 134:20 139:14	146:21,22 148:12 149:11 149:22,25 154:11,12 165:25,25 192:6,24 208:22,23 255:23 276:19 289:17 290:5,7 293:10 294:21 295:12 liner 147:5,11 147:12,25,25 148:1,14,16 lines 149:8,8 155:24 165:19 165:21 list 110:24 112:5 144:23 188:22 194:5 194:12 195:3,6 195:15,19 196:8 197:18 216:6 236:1 257:24 258:3,4 listed 21:3 53:9 53:10,20 73:7 77:1 194:3 199:8 225:16 225:21 235:4 258:1 listing 231:3 lists 53:24 196:25	lithological 65:8 little 17:21 34:8 34:21 36:22 49:7,20 63:22 63:24 65:18 66:14 70:9 82:20 86:25 92:22,23 96:24 100:4 120:12 121:12 132:1 142:15 148:8 151:25 174:24 193:3,4 208:7 214:13 219:17 227:21 228:24 232:6 238:15 257:22,23 264:18 267:9 267:17 273:12 298:14 299:1 301:3,7 305:2 305:9,10 llc 2:2 3:2 5:16 6:8,14,19 11:24 llc's 5:19 local 139:3 locally 167:16 located 50:4 265:21 location 1:15 40:16 60:14 147:13 151:17 158:15 183:1
--	---	--	--

[location - make]

<p>226:1</p> <p>locations 152:1</p> <p>246:5</p> <p>locator 60:13</p> <p>66:22 174:2</p> <p>270:21</p> <p>loe 146:19,21</p> <p>146:25</p> <p>log 61:2,5,6,14</p> <p>63:6,16 66:19</p> <p>66:19 69:1</p> <p>73:10,14</p> <p>logical 159:23</p> <p>logo 53:1</p> <p>logos 52:24</p> <p>53:5 54:12</p> <p>logs 62:9</p> <p>278:10</p> <p>long 42:2,23</p> <p>43:2 47:5</p> <p>51:13,18 58:25</p> <p>74:19 83:13</p> <p>103:8,13</p> <p>111:23,25</p> <p>131:17 135:21</p> <p>135:22 137:20</p> <p>137:22 140:11</p> <p>145:18 149:20</p> <p>173:9 187:4</p> <p>213:24 264:16</p> <p>266:15 281:17</p> <p>298:2</p> <p>longer 43:7</p> <p>51:18 83:17</p> <p>109:7 117:9</p>	<p>look 14:5 15:5</p> <p>20:3 62:10,14</p> <p>62:18 64:25</p> <p>65:5 100:3</p> <p>101:2 104:11</p> <p>105:22 121:3</p> <p>147:9 149:6</p> <p>155:22 160:17</p> <p>174:12 188:21</p> <p>193:1 194:13</p> <p>195:14 202:6</p> <p>241:22 268:8,9</p> <p>268:11 271:13</p> <p>271:20 275:13</p> <p>275:22 283:11</p> <p>looked 95:18</p> <p>155:14 296:17</p> <p>looking 16:8</p> <p>17:2 23:25</p> <p>53:19 62:8</p> <p>67:14 73:14</p> <p>78:7,13,18,19</p> <p>93:13 107:6</p> <p>128:15 155:2</p> <p>155:14,21</p> <p>193:22 197:4</p> <p>222:9 223:5</p> <p>274:8 283:1,1</p> <p>looks 17:3</p> <p>46:17 60:22</p> <p>78:14,22 79:3</p> <p>89:25 104:22</p> <p>174:1 176:21</p> <p>181:9,12</p> <p>215:17 226:2</p>	<p>240:14 257:19</p> <p>291:5,12</p> <p>loose 238:21</p> <p>lose 251:3</p> <p>losing 144:1</p> <p>lot 44:20 52:1</p> <p>63:5,6 98:6</p> <p>121:14 124:12</p> <p>135:25 154:25</p> <p>193:8 203:25</p> <p>208:13 213:7</p> <p>254:4 255:12</p> <p>269:24 270:1</p> <p>292:6,6,8</p> <p>lots 243:14</p> <p>low 153:4</p> <p>154:7 155:1,14</p> <p>155:22,22</p> <p>284:2 298:7,9</p> <p>lower 67:23</p> <p>71:22 98:14</p> <p>146:18,25</p> <p>153:15 155:19</p> <p>216:5 226:5</p> <p>282:10 283:13</p> <p>lucrative 169:2</p> <p>lump 271:2,24</p> <p>lunch 156:12</p> <p>156:18,24</p> <p>157:20</p>	<p>76:2 78:12</p> <p>82:13 83:3</p> <p>91:4 103:6,16</p> <p>104:6 107:4</p> <p>117:2 133:19</p> <p>134:5 144:17</p> <p>144:18,18</p> <p>173:20 185:9</p> <p>190:22 207:15</p> <p>212:16 216:1</p> <p>218:5 228:19</p> <p>236:11 239:11</p> <p>251:24 259:19</p> <p>magic 251:18</p> <p>251:20</p> <p>mail 262:11</p> <p>mailbox 262:11</p> <p>mailed 214:20</p> <p>214:20</p> <p>mailing 195:7</p> <p>main 41:11</p> <p>64:2 69:4,15</p> <p>76:14 91:12</p> <p>229:11</p> <p>maintain 20:9</p> <p>77:24 127:17</p> <p>majority 57:15</p> <p>109:2 129:17</p> <p>189:12 245:22</p> <p>make 18:14</p> <p>19:14 22:19</p> <p>24:8,12 27:16</p> <p>31:3 34:5 41:8</p> <p>63:3,8 77:14</p> <p>82:5,13 84:17</p>
		<p>m</p>	
		<p>m 32:2,10,11</p> <p>made 18:9,16</p> <p>20:11 40:19</p> <p>47:16 59:14</p>	

[make - means]

86:7 96:22 102:1 104:9 108:5 109:16 127:9 190:23 211:10 212:5 219:10 222:15 223:3 224:12 228:24 229:2 237:20 239:1 242:15 251:22 252:15 258:8 259:2 264:19 271:3 281:19 284:9 286:21 291:2,10 makes 40:2 82:22 98:18 100:4 112:15 112:15 115:5 116:8 121:5 129:6 210:19 making 15:23 25:10 81:8,17 145:2 236:18 284:25 man 28:7 manage 109:17 115:16 116:2 183:8 management 17:24 43:5 49:18 50:2 53:9 112:16 115:15 213:20	manager 9:9,14 39:25 45:14 47:4 58:5,23 74:18 129:20 135:1 139:8 140:10 managers 26:17 maneuvering 257:12 manner 53:12 53:12 221:21 map 60:13,16 61:3,4 62:1,17 62:18,19 63:4 63:9 66:22 69:3 76:16,25 81:13 94:25 95:1 131:3,5 142:2,3,5 143:10 147:15 147:15 149:6 151:12,23 160:17 174:2 196:3 265:14 265:18 267:1 269:2 270:21 282:22 289:6 maps 63:8 69:11 marathon 3:10 36:12 79:5 184:22 188:25 189:7,20 216:15 217:18	219:20 228:9 march 229:15 margin 260:21 260:22 mark 39:2 marked 48:12 51:5 55:20 76:10 81:2 marker 265:16 market 81:19 master's 57:4,6 57:10 matador 79:4 112:19,23 116:20 matched 94:23 math 93:19 matter 1:5 10:1 41:16 106:22 174:11 186:7 252:1 261:12 matters 7:9 10:8 29:19,24 30:14 53:4 172:10 175:16 206:13 207:19 207:20 211:23 maturities 267:14 maximization 87:5 maximize 26:11 50:1 68:20 100:20 113:13,15	154:18 maximizing 45:2 127:18 maximum 295:6 mbo 289:24 mccain 271:8 mean 13:21 17:5 21:20 22:17 23:24 35:1 39:22 90:8 122:24 156:11,20 168:8 184:11 187:16 192:22 197:1 201:23 203:20,21 204:5 206:15 236:10 238:14 242:8 247:13 248:21 268:17 280:10 293:23 294:20 295:21 296:8 297:2,17 297:18 299:17 301:5 303:6 304:17,19 meaning 166:8 240:10,11,21 241:2 243:24 244:1 means 36:10,15 111:23 164:18 224:12,19 243:3
---	--	---	---

[meant - missed]

meant 120:19 156:17	228:21 230:25 233:6,23 237:7	microgrid 146:19	151:1 154:3,5 154:11 234:7
measure 292:11	253:14 255:7 259:11 262:9	microgrids 146:15	240:20,24 241:1,15 242:1
medium 147:18 147:21	284:15	microphone 27:14 102:15	mimosa 153:14
meet 40:25 231:4,5,7	merge 112:19 merged 41:23 123:8	169:18 172:7 205:23 263:19	mind 17:22 28:6 65:13 135:24 212:16 238:16 247:5 260:8 295:23 299:5
meeting 177:3 177:7	merger 41:23 109:10,20 112:25 213:10 213:10,17	mid 35:6,7 middle 32:10 98:7 282:9	minerals 1:2 83:19 113:15 127:6
melland 7:15 7:24 27:12,22 31:24,25,25 32:2,7 291:6	mergers 112:18 met 221:6	midway 261:5 miguel 2:3 6:12 mile 39:7 50:6 61:21 63:11 64:10 66:24 83:5,16,17 84:3 117:21 126:23 129:8 142:10 151:25 151:25 154:1,3 188:14 203:4,7 203:8,16 204:8 216:17 229:15 266:3 274:15 289:25	minimal 79:10 282:18 minimum 83:4 83:10,10 96:3 127:16 154:4
members 5:18 42:14 123:25 129:13 130:3	methodology 121:7	miles 117:22 118:16 131:19 147:23 166:13 167:21	minor 279:13 minute 55:5 83:10 102:6 128:5 165:7,8 223:15 291:1
memorized 249:1	mexico 1:1 5:20 11:17 40:8 42:4,8,11 45:8 47:9 49:12,14 49:24 51:13,18 51:21,25 57:23 76:9 77:17 109:3 110:13 110:16 111:25 112:2,2 130:4 146:4 164:15 167:9 174:4 213:19 214:3 224:7 233:5,12 239:8 306:20	million 38:14 50:11 65:2,16 90:24 103:3,5 103:23 105:3 142:13 150:25	minutes 33:19 34:2,4,9,10 68:2 86:22 148:23 156:25 223:17
mention 12:23 31:2 183:18 216:25 227:1 237:7	mexico's 145:17 150:15		mis 124:13 misinterpreta... 286:13
mentioned 38:14 39:10 78:17 103:2 107:7,8,13,14 124:22 135:1 142:18 146:3 146:15 147:3 150:20 158:19 180:13 183:15 184:13 213:9 214:24 217:11 218:6,19 227:3	michael 32:10		missed 81:25 82:24 230:21 268:18

[missile - necessarily]

missile 148:11 missing 65:23 194:12,16,22 230:18 mission 42:15 250:9 misspoke 209:14 misstates 160:8 mistake 43:18 96:8 mistaken 293:11 misunderstan... 295:9 misunderstood 200:8 233:10 mitigate 68:17 68:20 mitigation 147:7 mixing 272:16 mm 190:8 model 103:11 modeled 43:6 modeling 117:3 modern 25:11 96:8 120:10 146:6,12 152:14,18,22 153:4,8,16 154:20 203:11 modernized 153:11 155:7	modified 53:8 55:10 78:21 136:7 modifying 301:24 moment 33:12 128:12 187:18 195:18 231:23 293:24 297:8 money 233:19 266:6 monitoring 36:13 month 226:6,11 months 59:1 94:8 254:22 morning 6:2,11 6:15,16,17 37:8 46:11,13 56:19 58:19,20 74:16 135:22 140:5,6 222:3 250:13 251:5 252:2 302:25 morrow 63:6 motion 10:1,19 11:19 24:17,22 25:7 motions 9:25 mountains 82:19 move 16:5 37:16 47:24 50:19 52:16 55:23 56:6	59:20 60:22 62:1 64:19 76:6 77:22 84:25 89:4 117:13 123:15 131:11 133:9 158:23 161:17 175:17 176:11 176:20 178:18 179:5,12 197:16 227:9 270:13 271:12 282:13 283:22 298:24 moved 170:7 177:11 305:1 mover 168:12 moves 148:18 moving 35:10 51:4 91:9,9,11 128:24 230:9 271:19 282:15 msuazo 2:7 mudstones 64:6 multiple 28:18 77:5 88:14 138:20,24 150:23 153:9 155:25 160:23 168:24 myopically 77:12	n n 2:1 3:1 4:1 5:1 6:1 9:11 29:3,16,22,22 29:22 30:2,9 30:10,10 31:8 31:18,18 32:2 32:11,11 nadel 51:15 name 8:16 9:1 28:22 29:3,3 29:15,16 31:18 32:10,11 51:9 51:12 146:1 212:23 213:17 220:7 264:3 281:4 name's 32:9 names 8:8 64:15 220:7 253:25 nation 57:22 natural 1:2 nature 37:20 104:16 163:15 183:20 184:10 217:9 navajo 57:22 near 143:2,6,7 143:8 225:17 nearby 151:17 153:9 227:6 necessarily 111:21 116:7
---	---	---	---

[necessary - notifying]

necessary 33:17 102:4 155:12 233:17 246:6 254:2 need 9:18 24:7 28:2 51:9 60:1 70:9,12 74:25 85:17 92:9 118:7 152:4,18 157:22 164:23 166:7,13 175:21 181:17 186:14 197:8 202:1 205:9 206:15 216:9 216:12 217:2 226:19 239:14 249:15 253:1 260:2 261:9 281:19 291:1 296:24 303:9 304:21 needed 184:13 246:21 268:19 297:4 305:2 needs 7:22 216:22 negative 229:20 negatively 132:20 229:9 negotiate 40:19 190:4,17,22 191:4,10,15,15	negotiation 189:15 negotiations 159:13,15 176:22,23 189:22 190:12 191:5 204:19 217:5,10,15 218:1 227:20 227:23 neither 306:11 307:7 net 42:8 network 151:13 neutron 62:10 never 170:17 170:18 196:3 303:10 new 1:1 5:20 11:16 40:8 42:4,8,11 45:8 47:8 49:11,14 49:23 51:13,17 51:21,25 57:23 66:21 76:9 77:17 82:15 109:3 110:13 110:16 111:25 112:1,2 130:4 145:17 146:4 150:15 164:15 167:8 174:4 176:9 213:19 214:2 224:7	233:5,12 239:7 284:22 306:20 newer 49:12 news 252:21 nine 45:6 89:9 110:22 111:1 118:10 121:23 122:7,10 130:9 142:8 269:12 269:19 270:4 275:2 283:5 284:22 302:22 ninety 275:12 275:22 nitty 129:23 nm 1:17 2:6 3:14 81:14 nmra 239:1 nomenclature 279:4 non 23:14 112:4 181:17 289:20 noon 156:7 157:17 nope 287:8 normal 153:2 283:19,21 normalized 289:16 normally 284:4 north 37:25 67:1 69:6,12 147:23 155:8 166:13 167:17	174:21 178:21 181:5,21 182:4 188:10,15 194:18 197:4,5 216:16 225:25 226:22,24 230:11,13 241:12 293:1,1 northeast 271:6,12,20 284:23 northern 181:10,15 292:25 293:2 294:10 nos 1:9 notable 150:5 notary 306:19 note 73:19 74:2 164:4 217:22 254:7 267:19 282:15 noted 20:10 notice 66:23 68:14 195:3,5 195:8,15 196:14 250:14 251:4 noticeably 92:24 93:1 noticed 91:17 95:20 notifying 144:16
--	---	--	--

november 177:3,11 189:17 190:3 191:6,6,16,17 191:19 217:12 219:20 228:6 nri 188:10,13 nuance 107:12 121:16 nuanced 113:1 number 10:12 11:7,9 13:15 15:17 16:2,4 42:5 44:22 46:21 48:9 55:4,5 73:15 76:22 79:9 90:3 93:11 94:18 118:16 160:2 161:24 162:1 164:2 184:19 208:17 209:18 258:24 278:14 287:8 293:25 numbers 6:5,8 10:5 11:1 75:5 142:11 216:4 242:22 277:11 278:11 282:16 numerous 52:23 164:21	o o 6:1 29:3 31:8 31:8 32:11 o'clock 249:15 302:22 oath 102:13 138:7 172:8 205:24 263:21 280:20 object 21:21 22:11,13 23:9 23:11 26:22,23 31:1 48:14 160:7 207:9,25 208:11 209:1,2 209:2,24 210:16,23 224:4 234:18 246:10 248:5 251:5 objected 13:5 15:1 22:1,17 22:24 55:18 objecting 10:6 10:19 12:18 13:7 16:11,16 16:25 17:1 36:13 200:24 212:4,6 235:23 236:6 238:1 244:21 objection 10:2 15:2 16:1 18:19 20:9,11 23:22 24:10	30:20 45:16,17 50:21,23 54:10 54:21 75:11 77:25 79:15 80:5,12 85:4 103:17 106:7 106:19 107:15 108:4,8 113:23 114:17,25 116:12 117:12 118:22 119:6 122:14,25 123:13 133:21 134:18,18 135:14 136:18 136:22 139:21 139:22 163:4 163:24 169:25 182:5,18 183:2 185:23 186:17 187:8 188:5 190:14 200:2 203:17 209:4 209:11 210:13 210:17 212:9 220:11 234:10 234:11,14 235:20 236:14 243:9 244:11 246:15 249:7 249:16 252:4 objections 11:21,23 24:12 33:5 45:19,20 45:22 54:25	58:8,9 60:7 74:25 102:3 141:8 206:12 206:24 210:2,5 212:11 234:23 objects 12:1 obligated 117:9 190:4,7 obligation 113:8,11,13 115:3,6 218:23 219:24 observed 239:11 obtain 202:8 obvious 121:6 192:14 obviously 14:17 15:25 17:11 21:20 35:25 37:24 81:20 97:7 125:5 130:1 175:17 193:12 269:25 occurred 117:10 occurrences 147:16 occurs 120:9 ocd 115:22 133:23 134:4 136:7 188:23 188:23 215:7 222:19 226:18
--	--	--	--

[ocd - officer]

250:9 261:2	7:21 8:3,11,13	45:23 46:5,8	122:23 123:5
285:10	8:16,18,22,25	46:20,24 48:2	123:12,15
ocd's 215:8	9:3,7,10,12,24	48:7,17,19,24	125:13,21
ocotillo 160:5	10:11,15,18,23	49:4 50:20,24	127:23 128:3,8
160:16,20	10:25 11:3,6,9	52:11,18 53:15	128:10 133:3
october 37:15	11:18,22,25	54:9,15 55:3,7	134:1,7,10,17
144:1 175:1	12:5,9,14,17,23	55:15,24 56:9	134:24 135:8
178:5 184:25	12:25 13:3,20	56:13,20 57:6	135:13 136:21
202:2 219:14	14:23 15:20	57:8,11,18	136:24 137:3,5
220:20,25	16:14,18,23	58:1,6,10	137:8,13,17,23
221:14 228:13	17:10,19 18:16	59:22,25 60:4	138:6,10 139:6
odd 299:24	19:16,22 20:14	60:8 68:1,4	139:9,15,19,23
offer 91:7	20:21,23 21:1	69:19,22 70:3	141:9,12,16
93:22 177:13	21:10,14,17,23	70:11,14,18,24	148:24 152:9
177:16,24	22:16,19,22	71:2,5,8 72:10	156:6,13,16,19
218:7,10,24	23:1,8,16 24:5	72:13,19,23	156:23 157:2,5
219:1,5,7,11	24:19,21,25	73:2,18,25	157:8,11,16,19
229:2 230:1,4	25:5,20 26:1,5	74:7,11 75:2,4	160:12 163:6
230:7	26:19,23 27:4	75:12,14,17	165:10,15
offered 208:14	27:13,18,21	77:23 78:1,3,6	166:18,23
229:3	28:4,10,13,19	79:14,22 80:4	169:11,18
offering 103:16	29:7,12,20,25	80:14,19 85:1	170:3,10 171:1
104:6,7,10,11	30:5,8,12,17,23	85:5 86:23	171:10,15,20
104:14 105:2,6	31:5,10,13,16	87:1 89:25	171:23 172:6
106:14,16	31:21 32:1,5,8	90:3,5,7,10,13	172:15,20,23
offers 91:5,6	32:14,20,22,25	93:10 102:5,9	172:25 180:4
218:5,6 219:8	33:21,25 34:13	103:19,24	182:11,18
228:19,20,22	34:16,18 35:21	104:3,13,24	183:6 185:25
229:7	35:23 36:10,15	105:17,24	186:9,16,19,23
office 6:18	36:25 37:5	106:5,16,23	187:12,15,19
220:6 255:6,12	39:15,18,21	107:17,23	187:23 188:3,7
255:13,15,20	41:7 43:11,16	108:3,7 114:2	190:18 191:25
255:23 305:18	43:21,24 44:6	114:9,16,21	192:12 193:2
officer 6:2,15	44:13,16,23	116:17,23	194:10,15,20
6:20,23 7:6,18	45:3,11,15,18	117:11 119:2	194:25 195:9

[officer - okay]

195:12,17,22	246:13,25	182:4 266:10	277:15 283:13
196:7,11,13,20	247:7,11,20,23	271:21 284:21	283:15,16
197:7,10,14,22	248:4,7 249:3	285:1,7 286:1	284:24 285:3,3
198:3,6,10,13	249:6,9,12,20	294:9 295:18	285:4 299:1,17
198:18,23	249:23 250:1,7	offsetting	okay 6:23 7:8
199:1 200:9,19	250:12,21,24	230:19 255:2	8:3,13,20 9:7
200:21 201:2,8	251:8,10,17	oftentimes	9:15,18,24
202:13,17	252:3,9,12,17	261:18	10:17,20 11:18
203:19 204:4,9	252:22,25	oh 12:14 28:7	12:7,17 13:3,4
204:23 205:1,5	254:10,13,16	32:1 36:18	13:4 15:19
205:8,12,22	254:19 256:7	52:14 66:12	16:8,18,23
206:5,14,18	256:14,19,22	75:17 90:9	18:20 19:11
207:2,6,20,22	257:3,14	114:9 116:25	20:13 21:5,10
208:4,19	258:14,20,23	141:14 178:7	22:16,22 23:1
209:17,22	259:3,23 260:3	187:25 247:7	23:15,16 24:15
210:14,25	260:6 262:2,22	250:7 257:1,5	24:25 25:1,20
211:9,12,15,20	262:24 263:5	257:6 268:1,17	26:19,24 27:22
212:3 220:12	263:11,18	272:20 280:19	27:24 28:14,19
220:17 221:25	267:24 268:14	283:16	29:2,13 31:6
222:8,12,20,24	268:17 273:9	oil 1:3,6 3:10	31:13,16 32:14
223:2,6,9,12,20	273:20,23	6:4 36:12	32:15,25 33:1
224:2,8,11,14	279:20,24	57:21,22 65:3	33:25 34:17
224:18,21,24	280:6,12,18,24	92:11,13,17	35:5,23 36:2
231:18 234:11	290:23 291:4,9	94:2,12 97:2	41:9 43:13,21
234:15,19,24	291:14,17	97:23 99:6	43:24 45:3,15
235:22 236:1,4	300:13,16	100:13,14	45:18,23 46:8
236:9 237:25	302:11,14,18	112:13 131:14	47:21 48:6,7
238:4,7,14	303:5,15,17,25	131:21 132:5,5	48:18,23 49:5
239:5,19,25	304:5,8,14,17	132:13,19	49:20 50:24
240:4,7 241:9	304:23 305:4	142:13 151:10	52:13 54:9,13
241:22 242:24	305:20 306:2	151:18,19	54:14 55:1,2
243:9 244:7,17	offline 67:9	180:21 235:13	55:15,17,24,25
244:20,24	100:10,12	236:25 267:16	56:1,10,11
245:6,9,13,18	offset 153:24	271:10,24	57:8 58:6,10
245:21 246:1,7	154:15 181:25	272:4 277:8,14	59:3,24 60:3

[okay - old]

60:19 62:16	158:3,14,19	214:23 215:4	266:18,25
63:19 64:19	159:2 160:24	215:16,23	268:4,13
65:25 66:2,6,8	161:2,13,16	216:11 217:4	270:13 272:17
67:24 70:4,11	163:8 164:16	219:12,16	272:21 273:18
70:13,18,24	165:6 166:16	220:18 221:25	274:2 275:21
71:5,22,25	168:18 171:9	222:22 223:6	275:25 276:14
72:7,10,13,19	171:20,23	223:20 224:8	277:7,23 278:8
72:23 74:19,23	172:12,15,17	224:13,20,24	279:18,20,24
75:10,19,24	172:23 173:11	225:8,8,11	280:8 281:1,7
76:6 78:2	173:23 174:8	227:9 231:24	282:1,4,21
79:22 80:14,19	174:16,23	232:8,15 233:4	283:22 286:7
85:9 86:1,20	175:8 176:11	234:9 235:6,22	287:1,4,10,12
86:23,25 88:2	176:15 178:6	236:15 237:8,9	288:16,25
89:3,10 90:2	178:18,22	237:19 238:7	290:15,19
90:13,16 92:6	179:5,16,22	239:21 241:9	291:2,9,17,19
96:16 97:9,19	180:1,4,17,24	241:10,23,24	292:24 293:5
106:6 107:6,13	181:3,8 183:14	242:4 244:19	293:18,24
108:6,20,24	183:18 185:2	245:1,4,15,16	294:13 295:5,9
110:3 113:18	185:17,20	247:11 248:6,9	295:15,18
117:7 120:14	186:16,18	248:18 249:8	296:14 297:20
123:14,16	187:21,25	249:11,17	297:22 298:9
124:22 125:11	188:12 189:4,6	250:17 251:2,9	298:21,24
125:24 127:23	189:11,14,16	251:16 252:19	299:19,25
132:3 133:14	189:21 192:21	252:20,22	300:5,9,16,18
133:17 134:7	192:25 195:17	253:10,12,23	301:20 302:5
134:10,24	195:18 196:13	254:19,21	302:11,14,18
135:13 136:23	196:20 197:14	255:25 256:5	302:20,24
137:4,8,23	198:13,18	256:12,17,21	303:16 304:19
139:6,9,20	199:11,14,19	257:7,7,17	305:4,9,19
140:13 141:2,6	201:8,13,20	258:22 259:3	oklahoma
141:8,13,17	202:6,11	259:21 261:22	303:22 304:6,7
145:5 148:21	203:14 204:3	261:25 262:2	304:19
151:3 152:6,13	205:8,9,12	262:25 263:5,6	old 96:5,10,14
153:18 156:14	206:14 208:19	263:11 264:22	167:18
157:8,13,16,22	211:9,20	265:5 266:14	

[older - options]

older 91:19,19 95:22 98:10 120:5 oldest 96:10 ology 149:18 151:24 once 89:2 100:19 138:22 244:1 249:16 259:18 one's 28:4 ones 7:11 10:9 22:1,23,24 60:1 75:2 99:17 116:4 242:20,21 246:5 272:14 272:15 290:10 303:23 ongoing 42:3 online 7:14 226:10 open 53:13 65:10 81:21 127:7 135:20 200:25 opening 4:3,4 34:15 36:3 37:4 41:9 operate 38:8 41:19 43:2 84:11 88:1 104:20 105:20 121:13 122:9 122:13 123:10	130:16 145:16 146:4,14 160:4 160:16 161:3,8 161:14,22 162:3 230:16 operated 109:15 111:2 121:10,11,15 121:22 131:3,5 143:13,13 160:25 161:10 289:19,20,21 290:8 operates 13:23 42:22 121:17 122:6 160:4 213:13 237:11 270:8 operating 2:2 5:16,17,19 6:14 11:24 29:5,17,23 30:2 47:8 49:23 51:15,20 51:25 77:3 78:24 93:1 106:4,6,10 107:9 108:14 108:22 110:7,9 110:21,22 111:3,3,23 112:8 124:9 140:7 216:19 operating's 37:10	operation 42:7 104:19 158:17 operations 7:15 7:25 9:9,14 26:17 30:4,5 39:25 42:1 43:5 79:2,7 129:20 135:1 138:8 139:8,10 139:17,25 140:10 144:5 146:3 147:7 148:4,12,13 150:2,18 168:7 operator 37:22 40:3 42:11,23 67:8 82:4 109:17,23 128:24 129:6 153:25 161:4 168:14,18 operators 86:16 91:13 95:9 139:3 154:15 181:25 182:4 296:17 297:3 operatorship 41:1 54:6 84:8 115:21 116:3 186:25 221:11 221:14 233:2 opine 207:18 opinion 80:10 175:12 186:6	229:12 239:10 239:14,15,17 242:9 243:19 243:19 244:14 249:13 294:14 opinions 243:16 opportunity 17:13 34:14 208:9,25 209:2 opposed 50:5 53:3 opposing 105:12 175:9 optimal 39:1 85:15 181:19 289:9 optimistic 90:25 optimistically 91:2 optimization 66:16 optimizes 107:3 option 40:3 169:17,22 170:14,19 171:5,8 181:18 182:15,25 203:9 204:15 204:17 295:21 options 150:14 193:14 202:21 202:24,25
---	--	--	--

[options - p.m..]

<p>204:11 orange 76:17 147:17,20 order 23:25 30:16 43:19 56:8 120:11 132:18 134:4,6 144:6,21 175:20 206:8 210:1 217:24 ordered 135:15 orders 229:16 ordinary 240:10,11,21 241:2 243:24 244:1 orient 60:13 orientation 63:12 201:4 oriented 60:25 63:17 201:4 original 11:15 12:19,22 22:14 222:7,9 256:18 278:3 286:17 294:1 originally 82:1 oryx 151:12,15 outcome 119:21 306:16 307:12 outlier 143:20 outline 115:10 141:25 143:5 168:22</p>	<p>outlined 93:17 142:4 143:11 147:18 outlines 143:18 145:19 outlining 142:6 143:16 152:17 outperforman... 289:23 outperformed 123:24 124:8 outperforming 290:1,2,3 outreach 190:12 outside 54:19 103:17 105:4 106:17 122:15 139:17 187:9 203:18 208:23 224:5 236:7 238:23 243:10 244:13 overall 77:19 229:9 overestimate 94:11 overestimated 93:8 overestimating 272:4 overhead 62:20 overlapping 192:8,19 245:17,19</p>	<p>override 194:2 194:19 overrides 197:4 overriding 50:15 193:24 196:17 199:7 overrule 80:5 114:25 119:6 135:14 overruled 170:10 182:19 overruling 24:9 oversaw 44:21 oversee 183:8 183:10 oversight 262:17 overstating 285:4,8 overview 46:18 51:7 145:21 154:22 176:23 own 39:9 79:1 109:12 126:24 139:2 159:16 161:7,8,13,22 176:18 189:17 190:2 191:2 213:22 228:2 228:16 229:12 229:23,24 233:8,15 owned 77:1,3 109:22 159:3 159:11 161:12</p>	<p>190:6 228:10 228:17 owner 217:7 258:2,3 owners 50:15 82:3,6 101:16 101:19 113:16 127:19 176:17 188:22 193:23 193:23 194:2 194:19 195:3,4 195:5 197:19 199:7,8 202:9 217:6 258:5 260:13 295:19 ownership 40:17 174:17 174:20 188:21 189:4 191:15 216:11,13 218:13 228:6 230:2 257:4 258:16 owning 191:20 owns 44:20,20 82:18 111:4 217:23</p>
			<p>p</p>
			<p>p 2:1,1,10 3:1,1 6:1,13 32:2 p.c. 2:4,11,18 p.m. 157:19 302:20 305:24 p.m.. 223:21</p>

[package - parrot]

package 61:12 61:12 64:11,12 79:4 86:7 packages 42:16 117:5 160:3,10 160:11 packet 10:4 11:13,15 14:5 15:18 54:23 75:7 194:5 195:13 196:10 212:14 222:2,7 227:19 229:5 256:11 260:16 294:1 pad 140:18 147:23 148:3 pads 146:23 147:19 149:24 229:24 page 4:2 10:4 11:6,13,15,17 11:20 12:16 15:13 35:15,16 89:23 90:1,11 118:4 125:20 184:19 188:21 192:4 193:1,20 195:18 196:10 209:18,20,23 211:2,5 212:9 231:23 234:1,3 248:23 254:12 256:10,19,23 256:25 257:15	257:16 260:9 260:21,21 278:11 291:2,5 291:6,8,11,12 291:20,20 293:25 294:1,2 pages 11:19 35:16 90:11 174:12 210:25 paid 101:15 pair 129:15 paloma 86:15 95:4 paragraph 11:25 13:1,1 106:25 158:9 158:12 180:18 180:19 211:4 211:14,16,18 212:9 214:24 215:1,2 232:9 233:6 234:4 235:5,24 236:12,17,18 241:10 245:4 247:6,8,19,21 247:22,24 248:13 249:7 249:25 251:20 252:5,6 261:5 paragraphs 212:14 214:23 214:25 215:17 216:2 235:23 236:5 238:19	238:24 250:14 252:5 parallel 136:13 parcel 73:23 pardon 17:17 113:22 parent 54:1 68:19 83:15 99:21 127:1 129:10 287:20 287:20 297:10 297:13,14 301:12,14,16 301:17 parrot 2:10 4:17,21,24 5:5 5:8 6:13 17:17 17:20 21:11 22:7 30:15,18 30:18 31:4 37:2 102:3 103:17 104:23 104:24,25 106:12 107:15 107:20 113:22 114:18 116:12 118:22 119:2 122:14 125:25 133:21 134:15 135:6,9 136:18 160:6 163:4 166:21,24 167:2 169:9,25 171:18 182:5 183:2 185:23	186:2 187:8 190:14 195:2 195:11,14 196:5,9,12,16 197:24 198:4 198:25 199:3 200:7,11 201:12 202:4,5 202:11 203:17 205:3,7 206:3 206:11,17,23 207:3,17,21,25 208:6 209:13 209:19 210:12 210:19,21 211:4,16,21 212:4 214:24 220:11,15 231:19,19,20 231:22 232:2 233:25 234:2 234:17,20,21 235:1,7,24 236:3,8,15,16 237:19 238:2,6 238:9 244:21 244:23 245:8 246:13,17 247:2,13,22 248:1,6,9,10 249:5,8,11 250:19,23 251:2,9,16,22 252:8,16,19,20 252:23 253:2,5
---	--	--	--

[parrot - performer]

254:11,14,18 254:20 256:5 259:25 260:1,4 260:7,11,20,23 261:25 262:22 262:23 273:21 273:22,24 274:2,4 275:15 275:20 276:15 276:17 277:4,6 277:23 290:24 290:25 291:5 291:10,19,24 296:5,13 300:11 302:13 302:16 303:1 parrot's 224:4 part 16:19,21 16:25 18:18 25:13 30:21 61:8,23 73:23 78:23 84:19 112:13 126:12 150:11 162:2 162:17,18 168:15 188:3 197:24 199:15 214:16 237:25 241:21 242:25 242:25 243:1,2 243:6,25 244:4 247:18 257:5 260:16 284:2 296:15 305:12	participate 81:16 177:14 participation 202:9 particular 18:12 30:20 38:10 52:10 53:22 54:7 56:3 177:2 183:11 184:24 219:13 237:22 239:12 particularly 118:18 parties 34:24 35:10 41:15 52:24 54:23 74:1 177:22 178:17 191:9 191:14 195:8 195:15 196:4 197:19,20 198:1 214:22 222:13 257:24 284:12 306:12 306:14 307:8 307:11 partner 67:7 167:8 partners 50:15 101:14 113:16 143:15 146:19 146:25 178:25 partnership 170:21	parts 15:22 208:20 party 24:15 32:15 35:15 40:11,12 53:25 169:5 210:15 240:22,24 305:7 paseo 3:13 passed 136:20 251:7 299:2 past 17:6 42:12 53:23 54:6 123:25 154:2 220:25 291:20 pathways 64:9 patience 253:3 pattern 117:7 paul 7:15,24 31:25 pay 103:12 230:19,22 paying 230:18 payment 82:24 230:22 payments 81:25 82:5,13 231:5 pc 3:4 pdf 90:10 254:12 peak 97:2 pecos 1:15 penalty 28:15	pending 47:23 penetrate 159:17 people 27:25 96:10 113:2 117:22 179:24 195:23 196:14 223:16 304:1 peralta 3:13 percent 84:4 94:22 149:3 151:19 152:3 168:1 230:11 230:13 241:16 282:19,19 284:7,8 percentage 216:19 241:16 perfect 15:11 46:24 60:3 73:25 137:3 172:20 259:3 263:19 304:5 304:23 perforated 142:21 performance 91:22 95:23 96:13,15 97:8 98:8,11 120:7 124:11,15 131:8 206:1 298:11 performer 85:22 97:15
---	---	--	--

[performing - please]

performing 83:8 97:4,12 98:2 124:13,19 125:6 131:4 period 35:9 113:12 139:2 190:16 297:23 peripheral 266:2 perjury 28:16 permanent 163:11 permanents 186:13 permian 3:2,10 6:8,19 36:12 57:16 60:17 86:15 95:4 109:12,15,22 160:25 257:25 257:25 permit 143:7 143:17 permits 76:18 76:22 84:4,10 143:14,17 144:11,13,14 145:3 159:3,10 159:19 160:18 160:20,23 permitting 139:12 perpetuate 82:14	person 7:12 8:7 9:20,21 27:7 163:3 304:1,21 305:1 personal 18:1,6 20:1 49:15 79:24 106:9 personally 75:25 80:3 239:11 personnel 122:18,21 253:24 255:9 persons 257:24 perspective 191:22 201:22 233:18 persuaded 41:2 petroleum 38:22 39:6 44:11 138:16 206:1 207:14 208:15 232:16 235:21 263:23 264:15 phase 139:12 phases 283:20 phone 218:3 220:6 221:1 254:2,5 phonetically 9:4 phrase 246:14 phrased 175:10	pick 144:3,4 picture 147:24 148:7 161:8 242:19,25,25 244:5 pictures 146:8 piece 77:3 242:16 pink 98:1 99:16 99:17 147:16 pipe 151:18,19 152:2,3 piped 151:6 pipeline 151:13 151:16 pipelines 149:9 155:23 place 40:12 64:13 109:4 115:22 116:16 185:22 placed 144:12 181:9 places 157:5 plains 151:12 151:15 plaintiff 55:20 plan 38:25 40:9 41:3 42:22 63:10 64:12 66:16 67:2 85:24,25 86:4 87:5,12 92:3 99:4 104:17 105:15 129:15	140:19 143:3,6 158:10 184:12 189:8 225:18 225:22,23 226:4,5,12,16 227:4 234:6 236:20 241:18 241:25 267:6 274:18,22 275:8 282:15 292:25 295:4,7 planned 66:24 164:8 275:6 276:2,10 planning 37:20 64:3 87:9,13 140:17 201:22 226:21 228:3 294:5 296:15 plans 43:4 67:7 68:14 87:16,17 87:22 95:8 144:3,4 292:17 292:20 plastic 148:1 platform 191:3 plays 17:23 301:14 please 6:10 15:25 16:4 19:9 27:8,25 29:11 33:5,8 39:21 41:9 47:2 48:10 49:4,7,21
---	---	--	---

[please - position]

51:10 52:7	277:5 278:15	204:2 209:7,11	199:6 217:14
55:8 58:21	280:24 297:8	209:12 226:3	217:24 218:21
60:5 63:20,23	pliny 100:6	228:15 231:14	229:13,16
64:21 66:17	285:14,15	234:22 235:8	233:7 250:4
68:6,10 69:17	301:10	245:15 251:11	poor 39:3
74:13,17 76:12	plot 96:23	251:24 257:18	65:11 83:8,19
80:23 85:14	97:14,23 98:2	265:20 269:9	84:6 96:14
87:6,7 89:12	99:15 100:3	270:7 271:11	97:4,4,11,15
89:20 90:16	289:16	274:18 296:23	98:1,6 124:12
92:4,7 95:14	plus 103:3,23	301:15	124:15,19
96:16 98:23	167:24	pointed 54:8	125:6 127:5
99:1 101:1	point 15:12	83:6 84:3	129:9 266:5
102:22 106:19	17:21 18:15	243:11 245:16	poorly 85:23
115:1 117:13	19:6,8,10	pointing 83:23	portion 115:16
119:7 123:15	21:25 23:18	92:19 96:25	119:25 150:4
128:4,5,9	27:5 30:15,22	97:15 149:17	portions
135:23 141:22	41:12 49:21,23	points 26:3	209:15 235:24
143:3 147:11	50:9 52:19	63:3 81:9	portrayed
149:4 151:7	53:19 60:2	93:19 94:17	66:18 76:13
152:10,15	63:13 69:4	154:25 181:9	portraying
153:21 158:5	72:21 73:1,7,7	240:14 244:3	95:15
159:7 160:13	73:16 76:14	policy 40:8	portrays 64:22
165:8 171:23	81:12,22 82:17	145:9 146:5	posing 65:18
172:11,13	83:1 85:21	164:5 165:3,4	position 16:7
173:7 176:22	87:15 90:20	pool 180:21,25	37:15 47:3
178:6 182:20	91:10,12 92:10	181:1 188:23	58:22,23 74:17
186:19 190:19	92:14 93:15	188:24 193:22	76:25 81:18
201:9 204:6	99:3,25 106:21	257:25 295:11	82:16 114:8
206:2 220:14	115:18 117:13	pooled 193:25	123:1 127:17
220:17 233:1	136:13,13	196:2,4 197:20	140:9 173:7
234:19 241:10	141:24 143:10	198:15 257:24	239:22 242:20
247:7,9,11,23	144:9 147:1	258:17	264:14 265:13
251:1 261:7	148:15 150:13	pooling 6:7,8	266:20 281:15
272:10,22	150:22 162:10	37:11 144:6,21	281:17
275:16 276:16	178:1 190:24	144:22 178:2	

[positions - prime]

<p>positions 51:15</p> <p>possibility 167:12</p> <p>possible 111:22 203:15 218:9 266:9 275:16</p> <p>possibly 164:21 189:25 226:20 246:10</p> <p>post 15:12,14 34:22,24 35:12 35:25 222:16 305:10</p> <p>posted 222:3</p> <p>potash 60:18</p> <p>potential 64:16 65:6,14 66:25 67:5 68:18 91:24 127:2,11 151:20 162:14 183:15,19 201:15 287:21 288:13</p> <p>potentially 115:23 116:7 144:6 154:19 162:24 204:8 218:20</p> <p>pound 96:2,4</p> <p>pounds 282:7 282:11,15 284:3 289:14</p> <p>power 146:23 146:24</p>	<p>prairie 153:14</p> <p>pre 23:25 33:7 33:24 210:1 222:13</p> <p>precedent 14:16,20</p> <p>preclude 191:21</p> <p>precursor 145:17 146:5</p> <p>prefer 19:4 156:21</p> <p>prejudicial 53:2</p> <p>preliminary 7:8 9:25 10:8</p> <p>premature 234:24</p> <p>prepare 47:13 59:11 75:21 79:20 173:17 225:9 227:10 268:22 270:14 287:13 289:1</p> <p>prepared 20:1 20:5,6 47:24 75:24 79:23 141:3 214:7,7 264:9,9 268:11 281:10,10 307:3</p> <p>presence 53:7</p> <p>present 3:18 7:12 14:7 18:25 26:9</p>	<p>32:15 52:25 226:16,17 231:13 267:13 298:21</p> <p>presentation 14:3,9,18,22 15:23 56:8 177:4</p> <p>presented 36:3 152:16 208:1 242:23</p> <p>presenting 93:12 268:5</p> <p>presents 65:13</p> <p>preserve 221:12</p> <p>pressure 88:17 88:17,22 298:4 298:7,9</p> <p>pretty 23:20 82:2 83:4,18 84:6 85:18 91:4 96:12 99:13 100:16 101:4,13,13,14 101:18 113:1,1 117:20,23 120:2 121:6,6 124:14,15 127:5 131:13 139:16 148:3 148:12 152:8 157:7 200:4</p> <p>prevent 41:4 164:16,19</p>	<p>246:21 251:15 295:25</p> <p>preventing 176:1 215:12 233:16,21</p> <p>prevention 233:3,5,11 235:9 238:12 250:5</p> <p>prevents 234:6 241:18,25</p> <p>previous 43:7 45:9 47:8 81:10 96:23 109:2 112:4 114:24 115:8 117:4 121:24 176:14 287:11 296:17</p> <p>previously 85:3 101:17 121:22 126:24 207:10 217:11 218:6 218:18 227:3 230:25 233:23</p> <p>prices 155:16</p> <p>pricing 86:17 91:14 94:23,23 98:21</p> <p>prima 17:2</p> <p>primarily 13:24 57:24</p> <p>primary 7:2</p> <p>prime 63:14,16 64:2 73:10,14</p>
--	--	--	---

[prior - proposal]

<p>prior 167:10 175:3 185:15 187:4 190:4 200:14 202:2 208:9 210:9 238:10 265:22 270:11 298:1 306:5</p> <p>priority 38:15 144:23 164:2 170:2</p> <p>private 38:13 103:3,22 113:5</p> <p>proactive 190:25 204:18 227:19</p> <p>probably 20:3 53:13 96:19 108:18 129:23 132:12 150:12 176:4 192:23 216:25 258:5 285:4 296:23 305:17</p> <p>probative 242:17 244:3</p> <p>problem 39:23 66:13 100:2 146:17 244:8 244:10 245:7 293:20</p> <p>problems 210:20</p> <p>procedure 208:7</p>	<p>proceed 7:3 21:22 74:13 137:18 156:10 172:11 206:2 220:14,16 280:24</p> <p>proceeding 38:4 40:24 52:25 54:1 59:5 140:15 305:25 307:4</p> <p>proceedings 42:21 162:11 214:9 264:11 281:12 305:3 306:3,5,6,9 307:6</p> <p>process 82:9 91:8 94:1 95:18 215:14</p> <p>processing 176:2</p> <p>produce 38:16 38:25 103:15 104:6 235:12 235:14,17</p> <p>produced 40:10 62:25 65:16 101:12 105:7 142:13 151:1,2 166:9 168:3,5 265:24</p> <p>producer 117:19</p>	<p>producing 77:10 83:24 92:16 100:14 103:13 118:4 143:13 237:13 269:16,20 270:9 286:4 297:23</p> <p>product 53:23</p> <p>production 26:11 42:7 44:25 91:24 94:7,8 100:13 100:25 118:2 119:21 120:16 123:18 131:15 138:21 139:14 139:18 141:21 142:10 146:25 181:19 203:2 220:1 226:8 236:21 237:16 242:11 276:20 285:4,5 286:16 298:16</p> <p>productive 93:3 95:24</p> <p>professional 31:19</p> <p>profit 152:25 153:3,15 155:21</p> <p>progress 144:13</p>	<p>prohibits 24:3</p> <p>project 38:16 60:15 61:1 62:20 63:9 64:4 68:23 69:6,12 104:12</p> <p>projected 113:4</p> <p>prolific 39:1 267:7</p> <p>promised 105:13</p> <p>promote 53:3 62:12</p> <p>promotional 53:12</p> <p>pronounce 180:9</p> <p>pronouncing 291:7</p> <p>propagation 65:9</p> <p>proper 136:25 208:21 212:15 294:6</p> <p>properly 208:1 208:16</p> <p>proponent 239:17</p> <p>proposal 38:6 38:19,19 178:23,24 179:2,6,9,15 216:20,24</p>
---	---	---	---

[proposals - putting]

proposals 37:17 38:23 39:2,8 40:16 154:5,15 155:3 196:15,17,19 214:15 217:3 217:16 propose 43:2 proposed 34:24 61:16,25 63:10 63:23 64:8 67:2 86:8 122:13 123:10 126:17 129:15 143:14,15 147:19 154:1 159:4 165:25 177:12,17,17 177:24 187:1,3 187:6 188:14 189:17 192:18 192:18 216:16 218:8 219:2 226:25 230:8 235:3 265:17 265:18 proposing 39:11 64:21 65:23 66:4 126:12 177:18 241:12,14 proprietary 273:3,6,13 287:25 301:9	prospectivity 267:10 prospects 160:2,3 protect 41:5 150:15 181:21 182:3,10,16 251:15 294:14 295:13,15,19 295:22 protecting 215:11 233:20 233:20 protection 146:14 250:5 protects 181:24 protest 144:15 144:18,19 158:24 protested 158:19,20 protests 221:15 prove 111:19 proven 12:12 16:3 provide 47:10 59:7,9 65:8 104:12 140:24 173:14 176:22 196:6 197:24 199:12 214:11 262:13 284:9 provided 25:17 90:22 91:17 140:21 177:8	195:5 218:9 227:18 243:25 265:7 provider 167:17 provides 195:3 241:6 providing 53:4 101:18 195:4 provision 224:6 proximate 132:9 proximity 65:15 129:5 166:11 prudence 42:10 105:20 prudent 109:17 266:9 prudential 95:24 prudently 43:2 104:20,20 106:4,6,10 130:15 public 41:23 64:24 213:10 306:19 publicly 123:22 pull 10:13 189:7 pulling 15:9 289:11 pumping 88:23	puppy 148:3 purely 105:4 purple 62:25 64:9 69:3,8,8 99:16 133:18 136:11 180:25 301:21 purpose 1:7 80:25 81:4 119:4,5 168:4 190:12,21 202:7 215:12 purposes 14:9 217:14 297:12 pursue 170:19 pursued 204:15 204:18 push 120:11 167:14 238:15 pushed 100:9 101:10 177:9 177:23 pushing 118:9 175:2 put 28:21 32:18 34:3 96:25 115:22 118:6 119:10 127:13 144:19 168:5 181:14 226:18 246:5 256:13 292:24 293:2 295:12,21 putting 35:15 42:16 260:8
---	---	--	---

pv10 90:24 pvt 272:24	113:24,25 114:22 115:1 116:13,14 119:7 122:6 123:3,6,7 125:17 132:3 134:2,21,22 135:3,9,15,16 135:21,23,25 136:2,25 153:13 154:6 156:2 158:5,5 158:6,7 159:6 159:7 160:7 162:21 163:3 165:13 170:11 170:25 180:14 182:12,13,20 183:5,25 186:20,22 190:19 192:2 192:11,14 194:11,11 199:19,25 200:3,5,8,10,11 200:12 201:4,6 201:11 203:23 204:5,6 233:10 247:20,24 259:8,25 263:2 277:12,21 293:4,4,6,17 295:23,24 296:6 299:11 300:10	questioning 17:8 46:22 105:11,19 130:8 131:2 134:21 questions 36:21 46:19 49:3 71:14 72:8,17 73:17 74:3 102:1,20 106:9 122:25 125:12 127:21 133:2,6 133:22 136:20 138:11 156:4,9 158:4 166:17 169:10 171:11 171:14,18 173:25 180:2 180:12 194:9 198:20 202:12 202:16 204:21 204:25 236:13 252:21 256:5 256:10 258:13 262:1,21,23 263:4 267:23 272:18 273:10 273:19 277:23 279:19 299:6 300:11,15 302:9 quick 34:15 89:11 145:21 154:24 268:8	quickly 36:9 42:17 68:8 72:21 77:13 101:1 151:7 152:8 154:21 175:17 252:24 278:13 283:19 286:3 292:3 quite 22:5 49:14 86:13 113:23 118:16 124:11 128:4 142:3 167:21 215:5 224:14 283:19,21 286:3 288:7 quoting 96:2
q		r	
q3 162:7 q4 162:7 qualification 207:13 qualifications 30:20,25 206:4 206:6,25 208:9 235:21 qualified 7:22 8:19 9:16,17 29:8,10 31:1 33:4 135:11 138:8 139:24 172:9 206:10 207:10 212:1,5 235:11 263:22 306:7 qualifies 46:1 qualify 9:18 221:7 quarter 143:24 145:24 146:11 161:19,23 217:17 249:14 question 8:4 36:19 77:4 102:21,21,23 102:23 103:2 104:4 106:1,2 106:8,19,21 108:8,9,17 110:25 111:6,8		r r 2:1 3:1 6:1 29:16,22,22 30:2 31:18 32:11 r1 188:1 225:5 225:8 r2 287:12 297:8 r3 287:10 r4 288:19 r5 268:6,15,17 r6 268:7,10 r7 288:21,25 r8 268:7 270:13 270:14 276:16 288:20 298:25 299:6	

[r9 - recalls]

r9 225:6 227:10 254:8	132:5,5,19 283:17 299:1	109:13,13 127:18 141:24	20:17,17,19 21:2 22:13
radius 294:16 294:23 295:6 296:10,14,22	ratios 132:13 283:10,13,15 283:20	153:24 156:1 164:25 191:5 219:4 229:11	23:3,12,14,17 23:19 24:9,10 24:24 25:8,9
raise 27:24 30:22 36:20,22 103:16 104:6 206:24	ray 62:10 rcx 4:6 5:2 rd 37:14 rdx 4:6 5:2	231:13 266:23 270:23 289:8 296:20	26:9,25 32:16 33:11 47:19 56:2 69:20,23 69:24 70:2,7
raised 229:3 raising 103:5,8 ramping 131:12	reach 177:23 reached 162:13 162:22 227:24 reaction 177:18	reason 65:6 95:20 168:13 170:18 209:25 220:24 230:15 254:5 303:6	70:15,16,19 86:11 89:4,20 90:19 141:14 152:7 172:21 172:24 188:1
ran 95:19 range 73:8,9 138:19,23,25 141:9 153:3 155:10,16 174:5 269:5,7 269:19 270:4 282:6,11 283:5	read 10:18 13:4 55:4 233:1 238:4 241:10 247:5 249:7,16 249:17,24 261:7	reasonable 219:9 300:3 reasonably 239:13 reasons 229:6 230:9	222:3,23 223:23 224:22 225:2,5,6 227:10 254:8 267:25 268:1,5 268:10 270:13 286:20 287:4 287:12 288:25 297:6 303:10
rapidly 38:16 96:13 rate 94:22 97:2 282:18,19 285:23 289:16 292:10	reading 34:21 53:18 249:21 ready 7:3 67:3 157:23 205:10 205:11 234:16 234:17	rebound 286:15 rebounced 286:3 rebut 21:2 26:16 227:14 227:14	rebuttals 59:16 rebutting 26:2 225:19 287:18
rather 73:11 83:14 94:6 101:21 191:6 191:16 260:7 277:20	real 37:13 89:11 268:8 realize 207:9 really 10:15 14:13 19:22 20:5 25:14 37:18 61:6 63:4 69:10,11 94:9 96:13 97:5 98:6,6	rebut 225:12 225:12,14 227:15 268:25 268:25 269:1 270:17,19 287:16,16,17 289:3,5,8	recall 56:4,7 130:8 131:2 184:18 199:14 199:19 200:17 201:10 234:5 236:18 253:6 300:21
ratio 92:12,13 92:17 94:2,12 99:6 131:14,21		rebuttal 7:17 8:1 20:15,16	recalls 200:12

[recapitulation - regardless]

recapitulation 257:17	36:9 37:22 46:22 66:3	recycled 150:17	reef 60:17
receipt 262:12	76:9 78:9 82:4	recycling 167:4	refer 145:9
receive 55:1 196:15 262:18	93:13 102:8,10 103:1 145:22	167:12	164:17 179:23
received 10:1 51:1 55:12	157:18 160:8 173:7,24	red 61:9,20	234:4 236:17
57:2 80:7 85:7	193:24 199:5	76:19 81:6	253:10 260:4
144:6,21 195:8	212:24 221:23	87:12 93:17	reference 38:17
195:15 196:14	223:17,19	94:21 95:1	282:10
196:17 228:9	258:2,5 264:4	97:1 98:13	referenced 69:1
231:1 260:24	281:5 302:21	101:5 142:4	73:8 282:6
261:17 262:9	305:7,23 306:9	143:12,21	referring
recent 81:13	307:5	147:19 149:8	121:25 122:2
86:14 129:4	recorded 306:6	165:24 174:24	211:1 237:4
145:22	recording	178:3 229:3	282:2
recently 21:12	306:8 307:4	275:18 289:19	refers 38:5
87:24 95:5	records 222:19	290:10	60:14
153:8 176:4	recover 37:22	redirect 72:11	reflect 93:9
reciprocate	236:25 272:5	72:12 102:4	124:19,25
190:23	recovered 65:2	127:24 128:2	145:13
recited 240:12	recovering	128:13 133:4	reflected
recognize	288:7	133:22,23	178:12 267:14
217:13 260:12	recovery 39:3	136:19 137:10	reflective 179:1
recognized	62:13 65:11	166:20 167:1	179:9,17
8:10,15 29:17	87:6 289:9,10	170:2 198:24	reflects 68:11
44:8 58:11	recross 133:7	199:2 202:14	101:1 261:2
205:25 232:11	169:14 202:14	259:6,7,9	regard 18:10
280:21	202:18 260:10	262:5 279:21	251:25
reconsider	rectangle 69:3	279:23 300:17	regarding 68:9
17:16	recycle 149:3	300:19 302:12	103:6 193:21
record 5:20	149:12,22	redo 54:11,21	232:10 235:9
11:17 12:12	150:14 168:2	54:22 196:22	238:11 248:12
13:6 16:3	170:23	reduce 146:22	253:20 255:18
28:23 35:1,1		152:4	282:21
		reduced 306:7	regardless
			21:22

[regards - representatives]

<p>regards 113:25 210:12,22</p> <p>regular 215:9</p> <p>regularly 254:6</p> <p>regulations 133:23 186:3 215:8</p> <p>regulatory 144:25 146:1 162:20,24</p> <p>reinstate 259:12</p> <p>reinstated 230:24 259:19</p> <p>reinstatement 82:9,11,18,22 231:10 254:22 255:15,18 259:16 262:20</p> <p>reinstatements 255:11</p> <p>reiterate 178:3</p> <p>relate 287:22</p> <p>related 108:20 108:25 109:1 213:8,11 214:18 306:11 307:7</p> <p>relates 217:15</p> <p>relation 147:12</p> <p>relationship 104:2 107:21 108:2,13 131:14 297:10 297:13</p>	<p>relationships 131:21</p> <p>relative 81:10 87:5 98:15 306:13 307:10</p> <p>relatively 62:21 67:19 69:5 123:21</p> <p>relevance 79:16 105:10 118:23</p> <p>relevant 13:8 54:7 103:18 104:14 105:14 106:18 118:18 118:20 119:4,5 128:21,25 130:4,14,15,18 212:13</p> <p>reliability 13:8 79:17</p> <p>reliable 13:9 48:22 212:12</p> <p>relies 243:19</p> <p>rely 175:19,21 239:13</p> <p>relying 207:4</p> <p>remaining 22:24 65:10 144:12,20 228:15 244:4</p> <p>remember 104:4 138:12 247:21 299:12</p>	<p>remind 23:17 47:3 58:21 74:17,19 102:12 138:7 172:8 205:24 263:21 280:20</p> <p>remotely 304:22</p> <p>remove 15:16 15:25 16:4 54:11 55:10 247:12</p> <p>removing 284:6</p> <p>rena 147:22 161:9,10,14 270:10 289:21 290:9</p> <p>renewed 193:12</p> <p>renominated 193:17</p> <p>rental 81:25 82:5,13,24 231:4</p> <p>rentals 230:19</p> <p>rented 146:9</p> <p>reopen 252:1</p> <p>reopened 251:5</p> <p>reorientation 174:3</p> <p>repeat 33:8 102:22 104:3 124:21 158:6 180:15 191:11</p>	<p>272:10 274:21 276:8</p> <p>repeating 135:24</p> <p>rephrase 102:23 106:19 136:1 158:6 160:13 182:1 183:24 186:19 190:19 191:11 233:10 255:10 277:11 295:24</p> <p>report 189:4</p> <p>reported 1:18</p> <p>reporter 22:3 23:2 302:22</p> <p>reporting 142:11</p> <p>represent 61:16 68:24 154:9 160:1 271:9 290:11</p> <p>representation 54:2 267:15</p> <p>representations 103:6 174:13</p> <p>representative 97:7 98:11 119:15,15,18 120:6,20,24 121:7 130:24 196:1</p> <p>representatives 220:4</p>
---	---	--	--

[represented - retrograde]

represented 30:4 99:2 121:14 141:22 143:4 144:8 174:18 176:12 representing 29:18,23 30:10 32:12 64:10 92:11,24 93:24 represents 92:12 97:21 269:13 275:4 276:19 request 24:23 189:2 200:14 226:20 251:23 255:7,16 256:1 258:8 278:10 278:14 291:3 291:11 requested 7:16 52:12 requesting 184:23 193:21 197:20 requests 176:2 185:4,9 required 104:16 requirements 133:20 requires 246:22 247:3 reread 248:14 248:21	reserve 18:25 19:11 45:2 68:20 115:9 137:1 154:18 249:6 267:8 reserved 48:20 115:14 reserves 39:14 50:14 68:9,15 85:15 86:7,19 87:9,17 88:25 107:3 127:18 288:8 reservoir 7:14 8:24 9:6 16:22 17:9 29:11,12 31:20,21 44:8 44:24 45:7,13 46:1 47:4 74:18 78:11 84:15 90:20 107:1 129:18 135:18 138:21 158:16 211:19 232:12,16 235:19,20 237:14,20 240:14 241:5,6 242:1,18 244:4 246:18,20,22 247:3 261:19 267:11 272:3,7 276:24 277:16 277:21 280:9 280:11,21	281:16 292:5 293:6,17 297:23 reservoirs 88:11 resolution 144:20 177:22 178:17 resolve 261:12 resource 50:1 66:16 100:20 150:16 resources 1:2 11:16 42:14 43:8 52:23 78:15 79:8 86:15 93:3 95:4 107:10,14 108:1,13,15 109:15,20,23 110:4,5,19 111:2,4,18 112:8,23 113:19 114:7 116:21 117:2 138:19,23 139:4 161:1,22 266:16 respect 14:12 38:1 respective 285:7 respond 104:23 134:16 243:22 243:23 254:2	responded 210:8 response 159:21 286:7 responsibilities 111:12 292:4 responsibility 42:18 248:5 responsible 89:1 116:10,22 150:17 responsibly 109:18 rest 51:22 246:15 270:10 restroom 223:16 result 240:17 240:17 266:5 resulting 39:3 results 39:4 65:12 69:14 119:16 236:20 resume 7:25 8:2 78:8,13 107:6,7,8,11 111:10 resumes 53:19 108:18,19 retain 230:5 retained 116:1 retrograde 271:18,24,25 272:3
--	--	--	--

[return - road]

return 94:22 105:13 266:5 282:18,20 283:19	82:14,18 87:15 87:19 107:10 107:13 108:1 108:13,14,20	62:17,19 64:20 73:18,20 74:6 75:18 80:23 87:12 89:15	275:10,17,18 277:1,19 282:5 289:16 290:21 293:24,25
reusable 147:5 148:16	109:4,20 110:3 110:5,18 111:1	90:7 93:16 97:25 100:22	294:19 296:2 299:16,21
reuse 40:10 149:3 150:14 168:2 170:23	111:4,11,17 112:8,19,23 113:18,25	102:9 110:3 115:11 117:11 127:20 128:3	302:22,23 304:11,15 305:17,20,22
revert 288:8	114:1,6,8,10,12	128:15 137:13	rightfully
review 21:18 23:13 54:25 61:4 177:6,10 188:2 192:6 228:21 248:25 258:10	114:19 115:24 116:21 117:1 128:20 129:13 139:4 161:21 266:15 290:13	138:9 142:2,24 143:16,21 146:9 147:24 149:7 151:16 152:9 157:16 166:18 171:15 171:20 173:3 176:20 179:12 193:3,5 194:7 198:18 199:4 206:19,24 207:2 213:6,6 216:21,25 223:12 225:16 227:17 231:22 231:23 234:21 238:7 245:21 246:7 250:1 252:10,15 254:7 256:23 257:15 259:4 259:23 260:4 263:19 266:5 267:22 269:2 270:21 271:3	79:11 rights 41:5 181:21,24 182:9,10,17 215:11 217:20 217:21 219:21 228:8,8 229:13 229:25 230:2,5 230:6 233:8,20 250:6 251:15 294:14,21 295:14,16,19 295:22
reviewed 113:10 153:25 154:10 184:15 214:8 228:20 264:10 281:11	rig 37:19 77:13 144:3,4 145:4 148:17,18 175:21 225:23 226:19 227:2,5		rings 42:9 221:19,20 227:3,6,7
revised 10:3 12:20 73:22 194:5 197:25 252:14 278:12 278:15	right 6:23 7:6 8:4 9:19 10:11 10:16 11:8 12:3,17 13:11 17:10 20:25 22:22 23:5 25:2 26:20 27:4,15,22,24 27:25 28:13 35:23 36:25 37:6,7 39:18 41:9,19 45:23 45:25 51:4 55:25 57:13 58:6 61:3,14		ring 251:13 risk 39:3 65:14 65:18 67:21,23 101:22 186:15 226:13,17
revision 268:6			risks 283:7
rich 67:19			rivergate 3:5
ridge 11:16 42:13,19 43:8 45:9,10 51:15 51:16,23 52:23 57:16 77:1,2 77:20 78:15,24 79:8 80:1,2			road 229:23,24

[robust - savage]

<p>robust 40:9 rock 99:24 270:24 271:1 role 17:23 58:25 74:20,21 rolled 148:18 148:19 roof 213:13,22 room 249:15 262:11 rope 118:10 120:12 122:8 130:20,21 roping 122:2 roughly 51:24 81:23 91:5 92:13 93:23,23 269:15 279:9 royalties 193:24 royalty 195:5 196:17 199:7 rta 292:8 295:1 rule 23:18,20 23:23 24:3,6 24:14 145:20 ruled 18:22 rules 23:20 133:19 134:6,9 135:4,10 136:8 145:17,18 146:5,7 147:4 215:8 224:7 239:8 243:11 295:11</p>	<p>ruling 18:17 108:5 212:16 248:2 run 8:8 39:2 234:9 235:2 255:11,12 276:23 runner 42:13 42:19 43:8 45:9,10 51:16 51:16,24 52:23 57:16 77:2,2 77:20 78:15,24 79:8 80:1,2 82:14,18 87:16 87:19 107:10 107:14,21 108:1,13,15,21 109:4,20 110:3 110:5,18 111:1 111:4,11,17 112:8,19,23 113:18 114:1,1 114:6,8,10,12 114:20 115:24 116:21 117:2 128:21 129:13 139:4 161:21 266:15 290:13 runner's 11:16 running 94:24 97:23 144:3 221:19 227:8 runs 151:16</p>	<p>s s 2:1 3:1 5:11 6:1 9:2 29:3,22 31:18 sable 109:12,19 109:21 safely 146:14 safety 164:22 sage 133:18 136:11 180:25 301:21 saint 1:16 sale 81:14 193:18 salient 50:5 sam 29:4 sample 94:3 98:5 118:8 130:23 samples 298:19 sand 64:6 88:23 100:8 101:9 286:8,14 santa 1:17 2:6 3:14 6:18 255:11,22 304:10 sat 240:19 satisfy 143:9,25 231:8 satisfying 144:7 saturation 131:22</p>	<p>savage 3:3 4:4 4:9,13,16,20,23 4:25 5:4,7,9 6:16,18,21,22 6:24 7:9,11,19 7:24 9:23 10:6 10:7,13,17,20 10:24 11:11,21 11:23 12:3,7 12:10,15,21,24 13:1,12 14:9 14:25 15:16 16:11,13,17,24 17:2 19:10,12 19:14,17 20:13 20:16 21:7,9 22:9,12,18,21 22:23 24:17,20 24:23 25:4,6 25:21 26:2,6 26:12,16,25 27:3,9,11,16,18 27:20 32:18,20 32:21,24 33:16 33:19 34:12,13 34:14,17 35:18 35:20 41:8,10 43:12 45:17,22 48:14,18,23 50:20,22 52:8 52:13,18,19 58:8,9 71:8,9 71:12 72:8 73:23 77:23,24 78:2,5,7 79:14</p>
---	--	--	---

[savage - scope]

80:13 85:1,2	183:5,7 186:10	250:2,9,18	169:21 170:13
85:10 89:23	186:11,18,21	251:5,21 252:5	171:4 207:10
90:2,9 102:14	186:24 187:12	252:10,11	210:3 242:7
102:15,16,18	187:13,17,21	256:15,16,21	244:8 250:8
103:19,20,25	187:25 188:6,8	256:24 257:1,5	278:22 279:16
104:5,15	190:18,20	257:11 258:20	286:12 295:8
105:18,21,25	191:23 193:2	258:22 259:1,5	295:10,11
106:3,14,20,24	200:2,25	259:7,10,21	300:22
107:17,18,23	202:13,15,19	260:8,18 262:3	says 62:4 79:1
107:25 108:6	203:23 204:1	262:6,21 263:9	141:20 151:5
108:10,11	204:10,21	263:10,12	152:13 180:23
114:3,4,5,11,23	205:9,11,14	264:2 267:22	192:6 240:9,22
115:7 116:18	209:1,23,24	268:1,3,16,21	240:24 241:23
116:19,23,25	210:15 211:6,7	272:17,20,22	241:24,24
117:14 119:19	211:8,11,14	273:11,18	243:12 244:9
122:23,24	212:18,20,22	274:1 279:21	251:18 257:17
123:7,14,16,17	213:9 221:5,22	279:23 280:4,5	257:21 291:11
125:11,14	222:6,10,18,22	280:8,25 281:1	scale 87:25
133:3,5,8,24	223:1,24 224:3	281:3 290:21	scf 271:8,16,22
134:4,8,11,22	224:10,13,16	291:14,15	schedule
134:25 136:1,3	224:20,23	300:17,20	115:11 143:16
136:23 137:1,4	225:1 231:15	302:9 303:19	144:8 145:2
137:6,7 139:21	234:10,13,22	303:22 304:2,7	221:13 226:4
139:22 156:6	234:25 238:25	304:10 305:8	227:6 288:14
156:11,14,18	239:3,7,21	savage's 10:2	schill 3:4 6:19
156:21,25	240:2,6,9	212:11	school 44:18
157:10,21,22	241:19,21	save 175:22	138:17,22
158:2 160:12	242:16 243:6	266:6	scope 54:19
160:14 163:7,8	243:22 244:7	saved 84:11	103:18 105:4
163:9 165:7,15	244:15,18	saw 20:21 55:5	106:17 122:15
169:12,13,15	245:2,5,11,12	66:20 195:20	133:22 136:19
169:20 170:3,4	245:15,19,22	240:20	187:9 203:18
170:12 171:3,9	246:3,8 247:1	saying 15:8	208:15 224:5
172:13 180:5,7	247:5,10	26:6 112:7	236:6,6 243:10
182:7,12,13,24	249:18,21,24	123:1 169:16	246:9

[scott - sell]

scott 51:12 111:25	265:22 266:23 274:12,16	94:25 95:4 96:10,24 97:1	289:22 297:3 301:8 302:20
screen 31:23 34:21 46:15 48:10 89:15 125:22 128:9 225:16,16 254:17 256:13 260:8 291:1	275:17 278:17 283:5 284:22 293:8 297:7 sectional 99:15 sections 37:25 38:2 63:14 81:24 142:4 159:14 174:6 216:17 230:20 255:1 293:1 294:10	98:1,4,13 99:14 100:3,5 101:5,7 107:7 107:10 108:17 113:2 125:22 132:13 139:15 144:10,12 146:11 147:20 148:8,10 149:9 149:18 151:15 154:14 155:8 155:13 166:10 168:21 183:18 188:22 189:16 196:25 201:1 210:25 215:10 220:24 222:20 225:15,20 226:4 232:18 234:8 235:15 235:16 236:23 238:25 241:5 245:12 247:6,8 248:21 254:17 256:21 257:2,6 265:1 266:10 266:12 268:9 268:20 269:12 270:1 275:18 277:7 280:2 282:17 283:18 283:18 285:17 286:15 287:7	303:6 305:5 seeing 95:9 248:22 seek 38:16 44:7 209:4 seeking 37:24 193:25 199:6 257:25 seeks 37:21 seem 208:10,13 seemed 18:17 seems 16:25 19:18 105:11 159:23 162:10 207:12 seen 28:19 88:14 142:3 221:7 seismic 279:6 select 167:6 168:9,19,25 select's 167:11 self 207:15 208:18 213:1 236:5 248:12 251:12 264:11 281:12 291:21 sell 42:17 104:18 109:16 109:16 111:19 113:4,8,11,19 114:14 115:3 116:9 117:8
scroll 152:10 214:13 247:8 260:20 275:17 275:18 278:13	secure 105:3 163:12,16,18 163:19 securing 167:10 see 12:14 13:4 13:16 15:13 16:6 17:12 19:1 20:12 21:5,25 23:20 23:22 24:7 27:22,25 28:13 34:3,20 36:1 36:22 45:11 46:14 48:10 64:8 69:7 73:4 76:16,19,20,24 77:7 78:23 80:12 81:6,6 86:13 88:17,21 89:15 90:9,23 93:17,25 94:20		
seat 29:13			
second 39:5 43:22 50:9 260:2 288:13 297:15			
secondary 283:20			
secondly 61:4 288:6			
seconds 51:8 68:3 86:22 148:23			
section 61:22 63:10 64:1,24 66:23 67:16 73:11,11,15 82:18,21,25 83:3 90:20 151:16 192:17 203:14 228:3 232:25 247:18 251:24,25			

[selling - showing]

<p>selling 103:6 114:20 116:10</p> <p>sells 43:9 113:20 114:13 114:13</p> <p>send 54:24 168:7 178:25 196:19 254:1</p> <p>sendero 151:23 151:24</p> <p>senior 58:4</p> <p>sense 53:3 112:15 115:5 241:2 242:15</p> <p>sensitive 147:8</p> <p>sent 154:5 179:2,9 184:22 210:3 260:15 282:8</p> <p>sentence 238:3 244:19 245:7,8 245:10,23 246:16,17 247:12 252:7 261:5,7,22</p> <p>sentences 244:21 245:1,4 252:6</p> <p>separate 72:1,3 72:4 88:4,11 123:2 142:8 300:22,25 301:13</p> <p>separated 61:17 68:25</p>	<p>separation 61:18 64:14 67:16,18,23 88:10,12 275:5 276:1,5,9 298:10 301:6</p> <p>september 81:14 173:10</p> <p>sequence 12:1</p> <p>series 64:5,17 64:18 105:23</p> <p>service 35:17 170:6</p> <p>set 37:14 98:5 118:3 121:10 122:7,10 123:24 124:1 124:17 125:1 130:9,10 145:20 182:3 184:24 205:15 261:13 265:25 283:4,12,24 284:12,16 289:15</p> <p>setback 136:10 136:16 181:22 181:23 182:3,9 182:14 294:13 295:25 302:3</p> <p>setbacks 134:8 134:13 136:7 181:8 293:16 301:24</p>	<p>sets 182:14</p> <p>setting 145:18 273:7 288:5</p> <p>seven 10:10 12:8 13:13 14:14 19:17 27:7 40:25 106:1 142:8 143:18 214:3 218:8 228:23 229:4 230:7 274:19,23</p> <p>several 57:14 84:16 86:15 91:4,12,18 95:21 113:7 120:3 195:23</p> <p>severely 95:22</p> <p>sg 57:23</p> <p>shaded 149:15 168:21</p> <p>shading 61:9</p> <p>shale 61:11,11 61:24 65:7</p> <p>shallow 132:19 132:23</p> <p>shallower 132:15</p> <p>share 128:9 157:22 172:14 172:15 256:17 260:8 262:14 273:25 288:5 291:2</p>	<p>sharing 70:20 172:13 262:14 273:6</p> <p>shells 64:6</p> <p>shift 221:19</p> <p>shooting 119:10</p> <p>short 43:4 103:7 139:2 219:22 280:10</p> <p>shorthand 145:10</p> <p>shortly 100:7</p> <p>show 60:12 63:17 80:9 90:4,6 92:18 95:17 99:11 124:15,24 153:7 174:2 176:16 187:20 189:21 190:21 190:24 198:14 202:8 208:23 225:25 227:16 237:18 247:24 266:24 267:12 267:16 270:23 271:5 274:11 287:23 293:7</p> <p>showed 196:3 228:5</p> <p>showing 62:20 66:22 67:2 69:1 117:3,5 143:12,23</p>
---	--	---	---

[showing - slagle]

145:2 147:15 147:17 149:8 149:12 151:11 151:12 153:6 165:20,25 227:19 240:1,8 241:18 258:16 265:15 267:2 269:3,4 270:20 274:18,22 278:16 285:23 288:6 299:6 shown 62:24 63:1,8 64:15 91:13 266:23 269:2 288:10 301:9 shows 65:22 76:25 82:12 83:19 87:9,13 92:6,21,25 93:19 94:21 95:8 98:14 101:4,5 118:17 126:7 151:24 181:5 256:25 289:7 298:14 side 41:20 42:13 63:16 131:5 149:7 153:4,15 154:16 158:17 162:20,20 225:16 227:17 242:7 289:23	sign 116:9 signature 255:23 306:17 307:14 signed 113:9 150:9 significance 60:24 147:12 151:7 154:22 174:23 204:13 284:11 significant 53:6 84:19 88:24 94:5,9 101:4 101:18,22 118:8 127:2 130:23 146:16 150:23 167:23 241:17 significantly 86:18 88:11 96:6 120:2 149:9 153:16 silos 148:11 similar 66:4 92:20 95:1 99:20 108:18 112:12 119:24 121:5 122:1 124:11 146:21 151:22 185:8 250:8 265:18 279:10 283:23 simple 216:4 251:23	simply 36:13 105:1 198:1 simultaneously 68:17 87:11 92:2 95:7 101:21 single 13:25 19:8 41:25 50:6 83:5,16 84:2 124:19 126:23 129:8 130:10 134:21 155:9 266:3 294:22 296:21 sink 298:5,9 sir 9:12 20:13 24:20 31:12 32:9 36:24 57:9 58:3 59:17 133:6 137:15 162:12 169:19 170:24 173:13,19 174:15 175:25 179:4,7,11,19 180:10 181:2 188:11 189:3 190:9 194:6 197:6 198:16 198:17 201:7 232:5 245:5 253:9,17 254:24 258:11 263:24 264:21 264:24 274:10	274:25 275:3,7 302:19 sit 69:10 79:7 site 37:19 sitting 28:8 situation 117:1 127:1,13 151:22 164:18 164:19 175:18 185:8 204:20 219:18 221:8 301:14 situations 164:10,12 301:12 six 142:10 size 94:3 118:8 130:23 154:21 282:6,10 284:16 skills 306:10 307:6 skip 71:20 skipped 147:1 slagle 4:7 5:14 8:24 9:2 17:23 29:2,2,10 39:5 39:11 43:19 44:2,6 46:11 47:25 49:8 50:17 54:8 56:7,11,23 70:20 71:1 74:8,10,16 78:14 102:12
--	--	---	--

[slagle - sorry]

102:19 104:8 106:25 108:12 125:20 126:2 127:21 128:15 133:9 slagle's 75:3 78:7 slide 5:14 11:16 15:15 16:12 18:10 20:1 46:17,21 48:3 48:4,5,9,20 49:8,9,16,19 52:3,7,10,23 53:20 55:4,9 55:22 60:11,11 60:20,24 63:14 63:20,25 64:1 64:17,20,22 65:22 66:7,15 66:20,21 68:6 68:10,21,24 69:16,17,18 72:24 73:4,13 76:13,15 78:21 79:20,23,24 80:21,24 81:1 81:4 85:12,14 86:1,11,20 87:4,7 89:3,21 90:16,18 92:4 93:5,8,12,16 94:15,17 95:11 95:16 96:16,20 96:21,23 97:9	97:17,21 98:23 99:2,14 100:4 100:22 101:25 102:25 103:21 112:5 126:2,7 141:23,24 142:24 143:2 145:6,8,13 147:2,9,13 148:21 149:2,5 149:7 150:13 151:3,5,7 152:16 153:18 153:20,22,23 154:23 174:1,2 174:8,18 176:12,21,23 176:25 177:7 178:6,8,8,10,11 178:12 179:13 189:3 190:13 190:21,24 191:17 225:15 268:20 287:8 slide's 60:13 slides 10:7 12:4 12:15,19,19 13:22,23 14:2 14:9,11,25 16:13,22 17:6 17:16 18:2,4,5 18:7,13,14,20 19:3 20:9 22:13 46:14,19 47:19,24 48:15	53:25 55:17 56:4,5 59:20 63:18 66:9 69:20,25 70:8 70:15,16,21 71:16 72:22 73:12,23 74:25 75:3 76:6 81:7 89:5,17 97:12 141:15 152:7 172:18,21,24 173:25 176:11 179:12 232:19 286:18,20 287:22 293:22 slight 298:25 slightly 62:24 119:12,13 120:22,23 130:20,21 188:20 slo 81:14 slow 152:13,21 small 63:4 76:19 94:3 149:12 smart 230:3 sneak 283:25 snippet 227:17 social 40:7 145:9 sold 112:5,11 117:6 solid 98:18	solidly 86:12 solved 94:22 somebody 134:12 161:25 163:25 296:4 someone's 18:18 194:16 somewhat 147:4 148:9 soon 15:12 42:20 144:6 229:16 sorry 11:2,12 17:18 25:23 36:8 43:18 52:14 66:12 70:23 83:21 90:9 96:18 105:24 116:25 122:16 124:21 128:11 135:25 178:7 182:1 184:2 191:12 195:7 199:24 200:20 208:7 211:17 212:3 233:9 247:19 251:2 257:11 257:23 262:19 277:14 289:7 292:9 293:12 293:13,19 294:18 295:9 304:25
---	---	---	--

[sort - standard]

sort 15:10 177:21 190:1 211:24 234:9 235:11 238:10 sorts 211:22 sound 275:13 277:1,19 300:1 sounds 58:7 102:24 183:14 197:8 266:14 280:5 sources 72:4 88:4 300:25 south 1:16 38:2 61:21,21 67:2 86:14 167:14 167:20 168:25 169:4 174:5 188:15,17 192:17,20 194:18 197:5 225:24 226:21 226:24 230:12 237:9,10,11 274:15,15 southern 57:25 126:12 150:11 southwest 150:4 271:13 271:20 southwestern 168:14 space 297:4,4 302:2	spacing 6:6 37:11,25 126:13 129:15 133:20 135:1 136:4,6,12,16 158:11,15 181:17 183:1 192:8,19 292:21 294:5,6 296:15 span 138:20 149:9 spans 150:23 speak 161:11 185:6 203:6 221:19 speaker 28:2 304:12,16 speakers 28:18 speaking 14:18 special 6:3 133:19 134:6 specific 77:12 119:18 131:22 132:4 135:19 207:13 208:20 210:22 235:23 251:25 296:9 specifically 121:24 122:19 132:11 147:22 170:7 182:3 214:2 244:22 289:5	specifics 138:13 specified 114:3 speculate 122:20 speculating 176:5 speculation 105:8 114:19 116:13 117:13 123:13 speculative 105:11 spell 28:22 187:14 spelling 29:3 spend 203:25 spending 138:24 233:18 spike 88:17,22 spikes 101:7,7 283:18,18 spill 147:7 spills 116:10,20 117:10 145:23 148:5 161:17 161:18 split 230:4 spoke 36:16 sponsorship 38:14 103:3,22 spot 69:11 spread 149:14 spreadsheet 176:13 195:25	196:2 spring 217:20 217:23,25 218:14 229:13 229:14,25 230:5 233:7 257:18,21 288:13 spud 143:23,24 144:7 202:2 221:13,20 225:21 226:7 227:6 spudding 203:1 square 148:9 squares 147:20 149:12 stable 146:23 146:24 staff 128:22 144:25 145:25 staffing 176:4,7 staggered 276:12 stake 25:18 191:8,9,14 stamp 23:4 stamped 11:3 16:9 141:10 stance 226:23 stand 13:11 20:2,7 27:8 28:5 33:12 standard 37:10 37:24 117:22
---	--	--	---

[standard - storage]

136:11 153:11 181:17 267:1 296:18 standing 28:14 stands 111:14 star 61:3 start 14:14,14 31:24 33:16 46:6 48:9 72:24 74:12 141:19 174:10 205:10 209:20 232:6 239:6 250:14 251:21 265:8 291:2 302:22,24 started 57:12 139:2 158:23 175:3 189:22 191:5 217:12 217:16 227:23 starting 28:20 76:8 173:25 211:16,18 214:23 232:9 261:6 297:3 starts 257:4 state 1:1 26:10 26:14 28:22 84:14 107:1 111:10 117:15 149:11 158:9 161:17,18 164:14 173:7 212:23 213:1	216:14 218:17 261:9 264:3 281:4 283:16 306:20 stated 129:9 183:3 241:16 283:8 294:4 statement 4:3,4 13:17 26:8 33:24 34:15 103:16 104:6,7 104:10,11,14 105:2,6 106:15 106:17 107:1,4 117:17 158:9 158:12 159:22 159:24 180:18 180:19 183:22 184:3,6,9,14,21 189:13 192:9 192:23 199:16 199:20,23 200:16 207:16 213:2 214:9,14 219:12 222:13 234:5 236:5,19 237:21 238:21 241:8 242:2 243:21 244:2 248:12 249:22 250:11 251:11 251:12 257:6 261:14 264:12 264:25 265:1,3 281:13 282:1	286:22,23 291:21 statements 13:15 15:9,21 15:24 19:21 53:10 207:15 208:17 212:5 232:10 235:8 236:7 238:11 238:12 251:6 264:20 284:25 states 138:25 239:3,8 statewide 134:9 136:16 stating 285:13 statistically 118:7 130:22 statistics 142:17 status 167:10 183:21 184:4 statute 239:23 statutory 243:23 staveren 4:18 8:15,17,18 29:21,22 40:15 52:4 78:20 171:21 172:2,6 173:6 180:8,11 180:11 192:2 193:7 194:8 198:7 199:4 262:13	staveren's 78:20 stay 195:18 stayed 79:13 stays 212:13 ste 3:5 steel 160:4,16 160:18 stepped 153:2 steps 145:16,19 147:3 steward 49:25 50:13 127:5 stewards 43:3 233:19 stewardship 83:19 113:14 sticks 76:17,18 stimulation 62:13 65:10 155:20,21 stipulate 22:10 23:9 209:5 stipulated 23:2 48:16 stipulation 17:12 20:11 22:1 262:19 stipulations 231:3,5,8 259:15 262:20 stop 62:2 172:13 211:2 storage 149:13 151:2 166:9
--	--	---	---

story 216:4 straightforward 200:5 265:1 stranded 82:24 strategy 50:9 83:12 84:18,21 86:5 87:22 100:19 127:15 226:9 287:19 stratigraphy 61:7 stream 151:10 151:11 streams 151:10 strike 17:11 212:14 238:22 244:18 251:23 striking 250:14 251:19 252:6,7 striving 146:18 strong 100:16 strongly 92:1 struck 235:10 238:13 246:14 structural 64:23 structure 62:19 107:12 131:23 265:14,18 studies 153:25 studying 91:16 stuff 17:7 229:24 suazo 2:3 4:3,8 4:10,12,15,19	6:11,12 8:4,6 8:12,14,17,21 8:23 9:2,6,8,11 9:14 11:1,2,5,8 13:20,21 15:19 16:19,21 18:3 20:18,19,22,25 21:11,13,15,19 22:6,6 23:6,7 23:11,17,24 25:22,23 26:4 26:6,13,20,21 28:9,12 33:22 33:23 35:21,22 36:2,6 37:2,4,7 39:17,20,23 43:13,15,17,23 46:3,4,10,20,23 47:1,22 48:6,8 48:21 49:1,2,5 49:6 50:18 51:3 52:7,14 53:15,16 54:10 54:14 55:2,6 55:14,22 56:3 58:15,18 59:19 59:24 60:3,6,9 60:20,21 63:20 63:21 66:7,10 68:5,6,7,21,22 69:17,21 70:6 70:13,17,19,23 71:1,4,7 72:11 72:12 73:3,21 74:9,15,24	75:3,10,13,16 75:19,20 77:21 80:18,21,22 84:24 85:11,13 86:1,20,24 87:2,3 89:3,10 89:14 90:4,6 90:12,14,15 92:4,5 93:5,6 93:10 94:14,16 95:11,12 96:16 96:17 97:9,10 97:17,18 98:23 98:24 100:22 100:23 101:24 127:24 128:1,7 128:11,14 133:1 137:18 137:21,25 140:1,2,4 141:7,11,14,17 141:18 142:24 143:1 145:6,7 148:21 149:1 151:3,4 152:6 152:10,12 153:18,19 156:4 157:4,7 171:22 172:12 172:18,22,24 173:3,5 174:8 174:9 178:6,9 180:2 206:21 231:18 303:2,4 303:13,16	304:20,25 suazo's 22:7 sub 154:5 265:15 subject 15:3 41:20 43:1,1,4 43:6 59:4 117:16 130:14 130:16 132:8 140:14 147:16 173:12 180:20 190:5 192:7 214:4 239:14 243:16 253:7 255:3 264:6 276:21 281:7 299:8 submission 12:20,20 15:17 16:7,9 22:11 submissions 15:12,15 21:8 34:22 35:13 305:10 submit 34:24 54:3,22 210:4 252:18 278:12 submittals 144:20 submitted 10:3 11:24 24:2 59:15 143:17 144:11 173:21 179:17 185:17 194:24 195:10
---	---	---	---

199:16 210:2,2 214:8,15 221:15 253:20 260:17,18,18 261:20 264:10 281:11 submitting 185:14 suboptimal 62:5,14 289:10 subsequent 63:18 64:17 65:20 99:1 100:4 subsidiary 41:21 217:18 substantive 280:11 subsurface 61:1 success 145:18 successful 12:11 16:2 103:12 successfully 117:5,6 sufficient 33:17 38:12 294:13 295:18,25 301:5 suggest 14:4 suite 2:12,19 suited 38:7 suites 129:17	summarize 13:6 33:9,10 summarized 289:24 summary 12:11 15:21 33:18 90:19 217:6 260:12 sunrise 271:12 271:14 286:2 super 254:3 supervision 214:8 264:10 281:11 supply 72:5 88:4 168:25 300:25 support 236:14 273:3,7 supports 273:16 supposed 88:7 196:1,3 234:23 sure 8:6 13:21 14:13 18:14 19:16 22:20 46:16 47:12 49:2,17 57:2 60:25 62:3 64:1,23 66:19 68:12 71:15 72:6 75:23 79:15,21,25 86:7 88:5 89:16 97:13	106:23 109:16 111:7 113:23 127:9 131:9 135:8 138:15 141:24 143:5 145:2 147:14 149:6 151:9 152:17 153:23 154:24 167:7 176:25 180:16 183:24 184:13 192:10 194:17 207:3 209:16 211:1,10 222:24 223:2,3 224:9,18 249:5 252:15 254:9 254:11 259:2 260:17 271:3 280:12 291:6 292:1,5 293:23 299:4,16 surface 82:19 158:17 229:21 238:19 240:13 survey 64:25 suspend 41:14 185:7 suspended 175:20 185:12 suspension 175:9 185:10 186:4,8 220:5 220:9,22 221:7 255:7,16 256:1	262:19 suspensions 218:19 221:3 255:12 sustain 15:1,25 54:10,20 106:7 106:18 108:7 117:12 123:12 136:21 188:4 sustained 163:6 183:6 sustaining 186:17 209:11 210:17 252:4 swapped 291:13 swds 167:24 168:4 swear 28:15 sweet 69:11 switch 260:7 291:1 sworn 27:5 44:3 56:16 138:3 172:3 205:19 207:1 263:15 280:15 306:5 symbol 63:1,2 system 144:14 147:6,11,12,25 148:1,14 149:3 149:8,19 150:5 150:7,8,23 151:16,24
---	---	--	--

[system - technical]

163:12,16,21 164:2,23 165:1 165:3 166:6,8 166:14 167:11 167:18,20 168:1,5,10,13 168:20 169:6 222:1,15,17,19 223:4 systems 146:13 146:20,20	230:4,25 241:15 243:12 248:7 250:11 252:25 268:8,9 275:12,23,24 286:3 291:15 298:2 takeaway 69:15 149:21 163:12,15,16 163:23 167:15 167:17,24,25 169:22 170:6 170:15,22 taken 41:15,16 105:2 145:16 145:19 149:23 163:25 229:17 284:10 306:3 306:12 307:9 takes 35:3 37:19 115:21 147:4 talk 15:12 24:25 33:11 34:20,21 60:10 62:16 78:16 87:4 174:16 214:25 219:13 219:16 242:22 267:8 277:17 282:23 305:10 talked 162:9 228:12 281:24 299:1 305:9	talking 25:24 26:2 101:3 128:16 132:4 211:2 218:25 224:1 253:13 286:8 287:22 288:9 293:9 298:23 talks 245:23 tanks 148:11 tanner 26:1 32:10,11 tap 99:24 target 64:4 69:7 83:6,7 85:24,25 99:17 129:9 265:16 285:13 targeting 266:22 279:8 targets 60:23 tarping 148:8 team 5:18 6:25 12:11 13:23 16:2 38:8 42:14 45:8 46:18 47:7 49:24 50:2 51:8,20,22 57:16,19 76:22 77:16 78:17,23 79:12 103:11 109:3 110:15 129:12,17 130:2 141:20	141:25 142:7,9 145:22 160:9 160:15 161:3 162:19 179:24 181:18 182:25 183:4 213:20 213:20,20 215:15 228:20 228:24 229:9 237:17,23 240:16 282:12 292:17,20 302:2 team's 111:24 121:24 128:16 128:19 130:5 teams 103:10 130:2 305:18 tech 138:16 technical 3:19 3:21 6:17,25 7:2 17:7 25:12 37:9 72:14,16 72:20,25 73:6 125:16,24 126:1,6,11 127:20 137:11 157:14 165:12 165:17,24 166:5,16 171:13 179:24 192:1,5,16,25 193:6,19 194:4 194:7 197:12 197:17 198:21
t			
t 5:11 29:16,22 30:2,10,10 32:11 tab 291:11 table 21:3 83:22 84:2 143:15 144:10 152:23 154:9 193:22 195:20 258:16,24 276:19 289:24 tad 260:21 take 73:19 102:5 116:16 116:21 119:13 124:5 136:13 136:13 149:6 155:2 156:8,15 163:23 167:19 168:5 181:9 193:1,4 208:22 209:9 220:23 223:15 225:22			

[technical - thank]

204:24 256:8 257:9,16,22 258:7,12,18 263:3 277:25 278:5,7,9,20 279:1,11,14,18 300:14 305:15 305:19 techniques 26:11,15 technology 83:16 91:21 96:12,14 120:1 203:12 tell 28:23 44:4 46:21 48:10 49:7,13 56:17 56:23 63:23 68:10 76:12 80:2 138:4 150:22 167:3 172:4 179:13 197:15 205:20 207:4 209:7 210:3 216:4 222:4 227:13 232:11,15,21 233:4,11,14 248:19 263:16 268:4 280:16 292:4 294:9 telling 34:2 273:1 ten 33:19 90:24 129:7 169:1	231:2 281:18 tenant 150:3 164:1 167:10 168:9 tend 175:16 term 42:23 43:2,4 103:7,8 103:14 111:23 143:2,6,7,8 145:18 149:20 168:11 203:13 217:19 219:22 219:22 225:17 228:7,9,11,14 terminated 81:24 termination 162:14 183:20 terms 14:8 115:14 116:6 191:14 235:12 241:16 242:22 terrible 129:10 territory 235:18 test 265:25 266:4,7 testified 18:4,5 18:21 38:22 44:5 54:12 55:11 56:18 138:5 160:9 172:5 205:21 215:7 263:17 280:17 303:20	303:23 testify 13:25 15:3 17:5,24 20:6 70:16 105:1 122:17 186:5 187:10 190:15 238:16 242:18 testifying 52:5 214:22 306:5 testimony 16:4 16:19,25 17:9 17:14 18:12,18 22:15 26:7,8 26:13 28:16 30:21 33:8 54:20 63:18 74:8 80:5 103:18 105:8 122:15,16 131:9 135:2 147:10 183:19 187:9 188:4 192:3 199:5 202:7 208:14 217:4 224:6,9 236:19 237:18 242:4 247:16 263:7 278:21 280:1 284:19 297:9 301:21 301:23 303:12 testing 266:2 288:2	texas 44:12,21 57:3,16 138:16 text 62:4 thank 7:6 8:19 8:20 9:7,15 13:4 18:15 20:13 21:4 25:20 27:3,15 28:14,22 29:20 29:25 30:8,12 31:4,5,16,22 32:6,14 34:2 36:16,23,25 39:19 41:6,7 43:11 45:24 46:2,4,24 48:18 49:2 50:17 52:6 56:11,12 57:11 58:15 59:18 60:7 63:19 64:19 66:2 67:24 68:4 71:9 72:9,10 74:5,6 84:23 85:5 86:23 87:2 90:2,12 94:14 98:22 102:7,16,19,24 104:25 105:16 105:17 111:9 125:12,13 127:21,22 128:8,12 130:7 131:1 132:3
---	--	---	--

[thank - thinning]

133:1,2 137:4 137:7,12,15,16 139:20 140:2 141:13 145:5 148:24 157:17 157:23 158:3 165:6,10,16,18 166:17,18,24 168:8 169:9 171:9,15,19 172:7,16,20,25 180:4,11,17 186:23 187:21 188:6,7 191:24 193:6,19 194:8 202:3,11 204:9 204:22 205:1,3 205:5,24 220:15 223:18 224:20 227:9 231:15,24 232:3,15 247:12 252:20 256:6 257:10 258:12 259:22 261:25 262:25 263:7,19 268:1 273:22 274:5 276:16 277:24 279:19,20,23 279:25 290:23 290:25 291:18 291:19,25 292:15 300:10 300:11 302:19	304:24 305:20 305:22 thanks 238:5 253:2 that'd 189:13 theirs 187:25 theme 14:17 thick 67:19 69:11 thickness 69:5 69:13 267:2 thin 69:12 thing 15:21 64:2 69:4 79:16,17 89:1 95:9 122:4 144:9 193:20 211:25 213:6 246:9 248:14 249:17 252:15 253:23 257:13 303:19 things 13:10 37:20 52:20 63:13 108:18 132:4 155:4 176:6 200:15 238:17 250:10 259:12 262:8 279:5 think 13:17,21 14:4,15,21 24:3 33:20 35:10 50:5,22 53:16 54:2,6	56:7 62:11,16 67:22 70:4 73:8 76:7 77:9 81:16 82:2,10 82:11 84:8,9 85:17,18,23 86:3 87:17 89:1,4,6,8 91:2 91:19,23 92:12 92:14,21,25 94:4 95:8 96:8 96:19 98:17,19 100:16,18 101:19 103:25 104:25 107:20 108:16,17 109:23 110:10 111:9,20 112:21,24 113:1,7 114:23 115:2,4 117:19 117:23 119:3,9 121:1,2,5,8,13 121:16,17,18 122:25 124:3 124:14 125:3,6 126:21,25 127:3,5,12 128:23,25 129:5 130:3,17 131:15,19 132:11,11,13 132:16,22 135:21 136:11 137:21 147:10	149:22 150:5 150:12,16 152:7 156:8 165:9 166:2 167:25 170:8 170:20,21,24 175:19,21 178:10 182:21 190:3 200:4,7 200:13 203:19 203:20 204:17 206:15,19 208:6,21 209:13 211:12 219:10 221:3 222:16 226:16 231:13 233:9 237:17 238:23 241:1 244:10 246:8 247:6,18 251:24 256:22 257:3 258:15 280:2,4 282:8 283:14 284:3,7 285:21 286:25 293:4,25 294:12 296:2 298:2,8 299:7 301:5,7,16 302:8,21 303:4 303:20 thinking 14:6 83:11 288:9 thinning 131:13
---	--	---	--

[thins - told]

<p>thins 69:6</p> <p>third 39:24</p> <p>40:12 66:24</p> <p>137:24 143:24</p> <p>146:11 169:5</p> <p>276:19</p> <p>thorough 120:8</p> <p>thoroughly</p> <p>83:11</p> <p>thought 28:10</p> <p>70:8 120:8</p> <p>208:4 244:25</p> <p>thousand 155:8</p> <p>three 9:17,21</p> <p>10:7 12:4,13</p> <p>12:15 27:6</p> <p>28:1 33:2</p> <p>61:14 64:16</p> <p>66:23 67:3</p> <p>74:21 87:24</p> <p>89:7 95:6</p> <p>99:22 105:8</p> <p>129:3 152:6</p> <p>155:10 161:15</p> <p>161:16 206:6,7</p> <p>218:10 228:22</p> <p>229:4,19 230:7</p> <p>236:4 241:15</p> <p>249:14 270:9</p> <p>272:25 273:2</p> <p>285:17 289:21</p> <p>298:1</p> <p>throughput</p> <p>150:24</p>	<p>thursday</p> <p>222:11,11</p> <p>tie 14:21</p> <p>tied 228:13</p> <p>tile 193:24</p> <p>time 1:13 10:3</p> <p>17:16 19:6</p> <p>22:6 23:13</p> <p>27:6 28:20</p> <p>30:24 31:1</p> <p>33:4,10,11,13</p> <p>33:14,17 34:3</p> <p>34:5,6,7,9 35:9</p> <p>37:18,19 40:4</p> <p>47:23 50:18</p> <p>51:18 52:15</p> <p>54:17 56:5</p> <p>57:5 59:19</p> <p>60:17 70:7,10</p> <p>70:12 76:7</p> <p>77:21 82:2,14</p> <p>84:24 86:25</p> <p>91:20 99:7</p> <p>101:9 102:19</p> <p>111:25 120:2</p> <p>128:4 133:2</p> <p>136:19,20,25</p> <p>138:23,24</p> <p>145:3,25</p> <p>156:24 158:3</p> <p>159:17 166:1,3</p> <p>166:14 167:3</p> <p>175:18,21,24</p> <p>177:13,23</p> <p>180:12 190:16</p>	<p>203:25 204:14</p> <p>206:20,24</p> <p>207:9,24</p> <p>208:11,21</p> <p>214:12 220:23</p> <p>224:12,13</p> <p>225:24 226:6</p> <p>226:20 227:25</p> <p>232:4 235:8,12</p> <p>235:14 239:22</p> <p>240:19 250:13</p> <p>251:7 252:25</p> <p>261:14,16,20</p> <p>274:5 280:2,10</p> <p>292:2</p> <p>timeframe</p> <p>113:9,12</p> <p>185:18</p> <p>timeline 24:1</p> <p>104:17,18</p> <p>113:4 187:7,11</p> <p>187:14 189:15</p> <p>191:4 221:12</p> <p>227:18 228:5</p> <p>timeliness</p> <p>23:12 129:5</p> <p>timely 221:20</p> <p>timer 46:6</p> <p>74:12</p> <p>times 77:5</p> <p>87:16 113:7</p> <p>254:3,4 255:12</p> <p>timing 23:19</p> <p>143:8 176:6</p>	<p>title 35:16</p> <p>45:12 82:4</p> <p>139:7 232:25</p> <p>258:2,5</p> <p>titled 11:16</p> <p>80:24 89:19</p> <p>today 6:12,25</p> <p>7:2 18:22 24:6</p> <p>27:1 30:2 36:1</p> <p>37:9,18 38:20</p> <p>46:12 47:11</p> <p>50:4 52:2,5</p> <p>54:12,16 55:11</p> <p>67:15 69:15</p> <p>76:20 81:5</p> <p>116:2 129:19</p> <p>142:3 143:19</p> <p>163:1 192:9</p> <p>199:5 203:11</p> <p>214:22 218:15</p> <p>218:21 249:10</p> <p>249:15 261:6,8</p> <p>268:5 296:20</p> <p>298:22 305:7</p> <p>today's 35:5</p> <p>54:19 104:14</p> <p>106:18</p> <p>together 42:16</p> <p>51:23 86:6</p> <p>118:6 119:10</p> <p>119:14 122:3,9</p> <p>216:18 255:13</p> <p>271:25 272:16</p> <p>told 18:20</p> <p>115:24 219:6</p>
---	---	--	--

[told - trying]

220:8,18 234:17 tomorrow 249:14 250:13 302:25 303:8,9 304:21 305:3,5 305:11 tonight 249:7 took 74:1 94:6 94:8 101:8 155:9 228:14 top 38:15 49:22 61:15 143:16 143:21 148:2 151:11 154:11 194:14 213:4 260:21,22 261:3 265:15 265:16 275:10 277:3 285:19 285:22 289:16 topic 14:4 total 65:2 97:14 142:17,21 294:18,18 totaled 142:19 totaling 142:20 totals 176:18 totes 148:12 touched 96:19 152:15 tough 296:2 toward 44:10 45:4 56:24,25 297:7	towards 120:3 184:17 284:23 284:23 township 50:3 50:6 77:4 81:5 83:23 87:24 95:3 117:18 118:14,15 129:2 130:10 130:11 131:16 142:1,10,15,22 174:5 269:19 270:4 townships 118:10 130:13 269:12 toyota 243:5 track 5:19 11:17 12:12 16:3 22:4 60:6 76:9 78:9 145:21 251:3 tract 174:17,20 176:18 257:4 tracts 40:17 81:13,21 159:3 159:11,16 174:19 trade 261:11 trades 292:7 traffic 151:20 tramell 146:2 transaction 112:22 115:19 116:9,11,15	117:3 transactions 117:4 transcriber 307:1 transcript 35:2 35:4,8,12 307:3,5 transcriptionist 306:8 transient 292:10 transitions 79:13 transport 40:13 transportation 167:5 treated 149:13 149:25 151:2 treatment 166:12 168:6 trend 60:18 trends 153:7 trial 19:7 tricky 121:12 tried 93:18 155:1 185:11 218:4 220:2 258:4 266:9 tries 53:3 trouble 250:15 251:19 truck 151:20	true 111:21 118:1 121:17 158:20 170:20 174:13 179:1,8 179:16 185:3 189:13,16,21 192:9,14 261:14,16 264:22 267:16 306:9 307:5 truly 24:8 truth 28:17,17 28:17 44:4,4,5 56:17,17,18 138:4,4,5 172:4,4,5 205:20,20,21 263:16,16,17 280:16,16,17 try 56:25 138:12 146:18 154:24 159:13 177:21 201:1 204:19,19 256:16 260:7 271:1 292:3 trying 9:3 82:10 100:17 105:12 107:18 119:3 134:13 150:15 178:16 190:25 206:19 218:19 221:1,2 266:5
--	--	--	--

[tschantz - under]

tschantz 3:23 46:5 74:11 210:3 223:3 tuesday 1:12 tune 234:6 242:1 turbine 146:20 turn 27:13 102:14 130:7 168:6 172:7 181:3 202:4 203:12,15 204:8 205:23 205:23 234:3 238:25 254:7 263:19 275:15 276:15 277:4 280:19 293:7 293:21 297:8 turned 219:6 turning 139:13 tv 274:20,24 275:1 279:7,9 twelve 94:4 twenty 282:14 twice 91:5 93:23 200:3,4 two 9:18,21 12:18 16:13 17:6,16 25:2,2 27:10,19 28:21 35:3,11 39:7 41:18 47:6 61:17 63:11,13 63:14 64:10	66:8,24 68:25 72:4 76:15 81:13 83:17 87:16 88:8,13 88:15 97:12 101:20 108:2 108:15 110:10 117:22 126:24 127:8 129:17 130:13 138:18 143:22 144:11 149:14,23 150:21,25 151:10 153:13 154:1,3 155:9 161:5 168:2 178:17 188:14 196:24,25 197:8 203:16 213:7 215:21 216:17 220:6 225:2,20 226:13,22 229:15 241:11 245:1,4 252:6 253:25 254:6 258:8 284:12 289:25 297:16 301:6 tying 63:15 tyler 4:14 9:8 30:1 39:25 52:4 80:2 129:19 137:25 138:2	type 56:5 61:2 61:5,6,14 63:16 66:19 69:1 73:10,14 85:16,19 86:3 86:10,12 89:19 90:21 91:16 92:12,20 94:2 94:20 95:19 96:6,8,11 97:5 97:20,23 98:3 98:12,15,15 118:3,7,9 119:10,14 120:11,14,19 121:4,6,10,18 122:7,10 123:19 124:1 125:1,10 130:14,19,24 193:3,4 267:15 269:9,11,14,16 269:20 270:5,5 270:6,21 271:10,14,17 271:19 272:6,7 273:2 282:25 283:1,5,12,15 283:24 284:4,6 284:12,16,19 285:5 288:9 289:12 290:3 types 262:14 272:9,12 273:16 283:9	typewriting 306:7 typical 292:5 typically 25:13 117:22 155:7 155:13 185:2 193:16 296:15 296:16 298:8 typing 272:2 typo 181:2
u			
u 32:2 203:12 203:15 204:8 ultimate 215:12 ultimately 13:8 18:19 umbrella 108:16 110:20 111:6 213:12 213:22,25 unable 226:18 uncaptured 39:14 88:25 93:4 uncertainty 283:7 uncommitted 257:24 uncommon 103:10 uncompleted 226:15 under 23:22 28:15 40:4			

[under - units]

48:15 55:9 75:24 82:8,17 82:22 91:18 97:11 102:13 108:16 111:5 120:5 134:6 136:7 138:7 141:3 142:23 147:6 148:20 163:24 165:21 165:23 166:12 172:8 181:17 185:3 194:23 205:24 213:12 213:12,21,22 214:7 218:23 224:6 229:17 239:1,23 263:21 264:9 280:20 281:10 underdesigned 155:5 underestimate 94:12 95:24,25 underestimated 156:2 underlying 192:7 245:24 undermines 120:17 underneath 148:9 undersized 25:11	understand 15:8 19:4 78:8 78:12 84:20 105:18,25 116:17 131:7 132:12 134:18 139:19 182:9 186:9 192:10 192:22 194:21 198:14 200:5 201:2,6 219:17 233:15 236:11 241:7 242:13 244:15 246:25 252:10 258:21 265:13 266:20 273:14 285:10 290:17 understandable 53:4 understanding 18:11 25:16,18 81:19 84:16 88:9 131:20,25 133:25 134:2 135:3 171:7 215:24 216:3 219:16 243:25 247:3 248:17 255:14 264:23 understands 87:21 182:8 240:11,16 understated 154:19	understating 91:23 understimula... 154:7 156:3 understimula... 155:18 understood 23:24 31:4 55:14 80:13 128:7 131:9 134:12 169:8 199:14 200:14 206:11 209:13 210:15 232:21 232:25 233:24 236:15 238:8 256:4 261:4 277:22 297:5 298:17,24 undervalued 98:19 undeveloped 90:25 undue 233:21 uneconomic 39:3 65:6,12 unexperienced 99:8 unfair 210:19 unfavorable 229:7 unfortunate 82:3 101:13 126:22 127:3 127:13	unfortunately 40:20 81:23 82:23 254:4 unidentified 28:2 304:12,16 unit 6:7 37:11 37:25 119:16 125:4 126:13 130:16 136:4,6 136:12 147:18 158:15 160:23 161:5,6 166:15 181:5,10,17 187:3 189:12 189:17 192:18 199:8 216:16 216:17 221:20 229:14 230:20 241:12 245:17 245:25 257:17 267:3 271:22 292:21,22 296:1 united 138:25 units 42:19 43:2 113:19,21 114:14,15 129:15 143:13 143:13,14 158:11 159:4 160:5 168:24 187:1 188:14 188:18 190:3 191:10 192:8 192:18,19
---	---	--	--

[units - voluntary]

245:20 university 44:20 57:3 109:10 138:17 unnecessarily 287:19 unnecessary 226:16 236:20 238:11,20 246:2,3 247:17 248:13,16,24 250:6 unpack 292:14 unreasonable 219:9,10 unreliable 80:10 update 152:14 updated 142:11 199:11 284:10 updating 152:18 uplift 120:9 upper 61:8,23 69:2 upstairs 157:12 urgency 162:10 usage 155:8 use 33:14 40:10 86:4 93:18 119:23 122:19 147:6 150:17 223:16 225:18 229:23,24 254:3 299:8	300:6 used 63:3 64:24 114:6 121:7,9 122:12 136:16 155:16 178:25 240:10 269:10 269:15 276:23 277:10 299:13 uses 40:25 279:8 using 25:11 26:10,14 146:15 272:6,9 272:12 285:1 285:14 289:12 utilize 134:13 150:17 282:8 utilized 135:4 utilizing 14:8 v v 29:22,22 31:18 validate 273:15 valuation 84:18 90:22 91:5 93:7,20 value 45:1 81:19 82:6 90:25 91:3 101:17 111:21 113:13,15 127:19 235:13 valuing 93:22 van 4:18 8:14 8:17,18 29:21	29:21 40:15 52:4 78:19,20 171:21 172:2 173:6 180:8,11 180:11 192:2 193:7 194:8 198:7 199:4 262:13 variable 118:17 132:6,14 variables 119:20 variation 124:2 131:7 variety 262:16 various 13:14 40:17 53:20 175:15 240:12 vent 146:13 verbal 253:14 253:24 verification 169:6 versed 38:9 version 176:14 196:2 versus 5:22 11:14 80:25 103:7 130:10 241:13 289:9 289:25 vertical 61:18 64:14 67:16,17 275:5 276:1,9 298:10	vessels 164:16 164:20 viability 261:10 viable 40:2 285:13 286:5 vicinity 52:1 120:4 videoconfere... 3:11,20,22 view 62:7,8,21 170:20 175:8 177:1 178:15 228:25 229:7 301:11,12 viewed 229:20 vintage 91:19 95:14,22 96:5 98:10 120:6 virtual 9:22 304:3 virtually 303:7 303:8 visual 174:19 visually 289:22 visuals 176:14 voir 30:23 31:3 volatile 271:10 271:24 284:24 285:3 volume 65:7,8 282:14 volumes 152:2 288:10 voluntary 202:8
---	---	---	--

[vshale - we've]

vshale 62:12	211:10 212:18	233:21 234:6	167:4,6,12,15
w	214:11,19	235:10,25,25	167:19 168:1,4
w 29:16 32:11	223:16 243:4,5	236:22 238:12	168:5,6 169:22
wait 18:18 73:3	258:15 263:2,8	238:17,18,19	170:6,15,22
125:21 207:22	264:19 265:2,6	239:23 240:9	283:13,15,16
212:7	265:20 269:8	240:11,12,13	way 14:2 18:9
waiting 227:5	270:7,23	240:13,17,17	25:14 53:5
231:12	271:11 283:15	240:21,22	68:20 70:4
walk 64:22	284:11,15,17	241:1,2,18	90:25 100:13
68:8 87:6	286:21 303:7	242:1,5,9	100:20 104:19
89:11,20 93:7	303:12	243:1,20,24,24	108:20 109:9
95:15 97:21	wanted 9:19	244:11,13	111:22 112:12
99:2 101:1	17:21 18:14	246:12,15,21	122:1 126:22
141:22 149:4	49:13,23 62:16	247:14,25	127:4 130:3
152:15	73:1,7 75:8	248:3 250:5	131:17 149:10
walks 145:15	92:10,14	251:15	155:12 159:8
152:23	163:25 173:24	wasteful	163:14 175:14
wanna 214:11	181:14 207:9	242:15 243:4,5	201:14 203:3
want 10:16	226:3 228:15	243:7	207:23 210:14
14:13,14 15:13	230:16 231:13	water 23:22	212:10,15
21:21,24 22:19	266:3 284:13	40:10,13 65:4	218:20 219:1
29:8 36:8,19	286:23 292:14	92:11,13,17	244:9 247:9,14
41:8 46:18	wanting 210:10	94:2,7,12 99:6	252:1 283:21
55:18 56:1	wants 129:24	100:8 101:7	301:16
58:14 62:4	198:14 237:20	131:14,15,21	we've 14:17
64:2 70:16	239:1	131:22 132:5	23:13 28:3
72:24 74:7	waste 41:4	132:12,13,19	49:13,23 51:23
77:25 80:11,16	68:10,20 88:24	132:24 149:8	61:10 77:1,3
108:4 115:10	100:21 127:2	149:13,19,21	77:17,18 83:6
121:15 137:18	151:21 154:19	149:21,23,25	91:4,17 92:16
143:5 156:9	210:21 211:18	150:15,17	105:8 112:1
157:9 170:19	211:19,19,24	151:1,2 155:14	119:25 127:13
177:14 196:21	215:12,24	155:16,19	129:8 130:2
197:15 205:13	216:3 232:10	163:12,15,16	142:2,2,18
208:23,24	233:3,5,11,16	163:24,25	143:18 144:8

[we've - west]

175:2 190:25 204:17,18,18 208:5 218:2,4 218:12 220:2 220:18 221:1,2 221:15 223:25 228:12 230:23 231:12 247:15 262:14 268:9 269:23 271:2 288:9 296:16 305:9 wealth 51:20 websites 53:19 week 20:20 255:17 weeks 35:3,11 weigh 10:21 15:7 weighted 125:7 welcome 35:14 36:17 74:16 well's 96:3 124:14 wellbore 226:13 wells 37:23 38:3,5,8 40:11 42:4,5,8,17,19 42:21,23 43:1 43:10 44:22 45:2 50:3 62:22,24 63:1 63:10 64:13,16 64:18 66:22,23	66:24 67:3,15 68:19 69:7 76:17,18,22 77:18,20 79:1 79:9 80:3 83:14,17,25 84:12 86:14 87:24 88:7,10 88:16,25 91:18 92:16,18 93:3 94:4 95:6,21 98:6,6,7,10 99:16,16,17,24 100:1,2 101:6 101:23 103:7 103:13 104:17 104:18,19,21 106:4,6,11 110:13,17,18 110:22,23,24 111:1,18 112:6 113:17,19,21 114:13,15 115:23 116:1,8 118:5,11,13,21 119:1,11,12,18 120:4,12,21,22 121:10,11,13 121:14,17,19 121:20,23 122:3,7,10,13 122:19,22 123:10,19,24 123:24 124:4,4 124:6,8,9,18	125:8 126:3,3 127:8 128:19 129:1,22,25 130:13,16,20 130:21,25 131:2,4 132:25 139:14 142:6 142:17,23 143:15,18,22 152:20 153:9 153:14 155:18 158:15 160:4 160:16,19,21 161:5,8,10,13 161:15,16,21 162:3 163:13 166:4 177:12 177:17,19 178:21 183:1 203:12 213:14 213:18,20,21 216:5 218:7,8 218:10,11 219:11 225:21 225:24,25 226:6,9,13,15 226:21,22 228:4,23,24 229:1,4,10,15 229:19,22 230:8 233:17 235:3 237:2,3 237:5 238:12 241:11,13,17 246:5 247:18	248:13,16,24 250:6 265:17 267:7,8 269:7 269:10,13,16 269:17,18,20 269:21,22 270:3,8,9,9,10 270:21 272:5,6 272:25 273:3 274:19,23 275:6,9 276:2 276:7,10,11 281:8 283:2,12 283:17 285:2 285:15,16 289:11,13,18 289:18,19,20 289:21 290:8 290:12,14 292:18,21,22 294:16 295:12 296:24,25 297:3,9,22,25 298:12 wendell 1:15 went 51:14 79:3,4,4 96:1 109:21 128:4 139:1 284:7 west 57:15 60:23 62:21,23 63:11,15,17 69:6,12 77:10 131:8,11 132:6 133:10 167:14
---	---	--	--

[west - wolfcamp]

269:5 western 118:9 120:3 131:5 266:1 willing 23:21 218:13 229:2 win 221:14 window 284:22 winner 81:12 81:20 wire 148:12 withdraw 19:23 50:23 85:3 106:20 183:5 186:21 234:13 251:23 withdrew 209:3 witness 4:6 5:2 7:17 8:1 13:25 14:3,10 15:25 17:1 18:6,12 18:13,21,25 19:2,24,25 20:6 24:24 25:3,4,8,9,24 26:25 27:8 28:7,9,23 29:4 29:6,18,24 30:3,24 31:19 32:4 33:10 34:4 36:19 39:24 43:14,20 44:3,11,15,19 44:25 45:6,13	46:22 48:4 49:3 54:17 56:1,2,4,6,12 56:16,19 57:2 57:7,9,13,20 58:3 66:8 69:22 70:1,22 72:18 73:17 74:4,4,6 79:18 79:21,25 85:10 86:2 89:8,13 93:12,15 102:1 105:1 106:9 107:20,24 114:22 115:2 118:24,25 119:3,8 122:15 122:16,20 126:5,10,19 127:22,25 135:11,14,24 137:14,16,19 137:24 138:3,9 138:12,15 139:8,11,16 160:8 165:22 166:5 171:17 172:3 180:3 182:21 183:3 187:10 190:15 192:10,21 193:16 194:1,6 194:13,17,23 195:21,24 196:18 197:3,9	198:8,12,16 200:7,12,13,17 200:20 201:3,7 201:10 203:24 204:7 205:2,19 206:4,5,25 208:2,9,22 211:22,25 212:1 220:16 220:18 235:10 235:15,20,21 236:13 238:16 244:8,12 247:21,24 250:18 253:4 256:12,25 257:20 258:1 258:11 263:15 263:24 268:19 272:19,21,23 273:21 278:3,6 278:8,19,24 279:3,13,17 280:3,15,23 296:7,8 300:15 302:15 306:4 witness's 15:9 30:20 69:18 101:25 103:18 122:15 187:9 203:18 206:12 235:9 237:24 witnesses 7:9 7:22 8:7 9:16 9:20 15:2	17:15 25:2 27:5,7,10 28:1 33:2,5,7,18 34:8 38:21 43:19 45:20,21 52:5 53:10 54:13,16 138:11 152:14 242:6 251:6 296:6 303:1,20 wolfcamp 39:12 61:7,12 61:17 63:1,7 67:15,18 68:9 68:15 85:15,17 85:20,25 86:2 86:6,6,8,9 87:10,10,13 88:3,3,20,21,22 91:10,11,14,17 91:24 92:3,7 93:8 94:12,20 95:6,13,19,25 97:20,24 98:16 99:1,5,9,12,17 99:19,23,23 100:1,2,5,7,18 101:6,8,23 121:4 126:7,22 133:19 152:20 164:8 180:20 180:25 192:6 217:20,23 218:10,11,13 219:21 228:7
--	---	--	--

228:23 229:1 229:19,22 230:5 236:19 236:21 237:1,5 237:6,7,16 245:24 246:20 246:22 265:15 266:11,23 267:1,10 269:17,18,21 269:22,22,24 270:22 272:5 274:19,23 275:9 276:2,20 277:8 278:17 278:18,22 282:25 283:11 283:24 284:20 285:12,12,13 285:15,16,20 285:24 286:1,6 286:6 287:23 287:24 288:1,3 288:4,12 289:7 289:13 297:9 298:3 299:9 300:7 301:6,21 womack 7:16 8:2 24:24 25:5 25:25 26:2 27:1,11,23 32:8,9,10 womack's 26:7 wonderful 252:3	wondering 17:8 126:15 wood 143:25 wor 92:10 word 247:25 words 233:15 work 45:4 56:24 57:19 96:9 99:11 120:23 138:23 148:13 157:2 216:15 218:4 218:20 221:1 255:13 292:5 worked 45:6 47:5,6 51:14 57:14,20,22 78:22 80:1 109:3,3 139:1 140:11 173:9 213:24 214:1 264:16 302:2 working 57:5 57:12 113:21 114:15 115:3 146:19 148:11 163:22 176:17 188:10,13,18 189:12 191:9 193:22 195:4 199:6 202:9 213:16 216:18 217:7,17 218:2 218:16,18 220:4 230:10	230:11,14,17 230:23 254:21 258:3 259:17 283:3 workings 103:22 works 147:25 160:15 215:5,9 worse 119:13 120:23 124:5 130:22 worth 86:17 90:23 91:15,25 92:19 98:18 138:19 would've 83:13 222:10 260:16 261:21 294:5 woven 14:17 wozniak 2:4,11 2:18 6:12 wp 41:22 wpx 3:2 5:22 6:7,19 7:10 11:14 12:1 23:2 26:10 30:10 31:9,18 32:3,12 36:5 38:7 39:10,12 40:20 41:20 42:2,5,10,25 50:5 53:24 62:5 64:21,25 66:4 67:8 68:14 76:17	77:7 80:25 81:10,15,22 82:12 83:20 84:2 85:19,23 86:8,19 87:5 87:17 90:21 91:7,16,23 92:21,24 93:21 94:24 95:18,18 97:25 98:19 108:18,19 109:9,25 112:12,22 113:3 117:15 117:24 118:5 118:11,21 121:8,10,13,17 121:20 122:3,6 122:9,12,19,21 123:1,8 124:16 124:18 125:1,3 126:14,21 127:4,9,15 129:7 130:13 131:2,4 132:10 132:12,22 144:15,18 152:13,21 153:9 154:17 155:18 158:19 159:5,13,20 176:22,24 177:3,5,21 186:25 188:1,9 188:13,19,25
---	--	---	---

[wp_x - yeah]

		x	y
189:11,24	38:19 39:2		
190:4,11,15,16	83:3 87:12	x 4:1 5:1,11	y 30:2,9
190:22 192:17	92:12 95:13	31:8 240:23	yeah 21:14
199:14 213:3,5	97:20 98:25	xto 57:5,20	22:23 34:11
213:12,13,18	99:4,20,25	xy 39:12,13,15	44:19 51:11
213:18,21	121:3 122:17	61:8,16,19,23	62:18 72:6
214:1,15 216:5	123:19 126:18	61:25 62:15,25	75:11 78:6
216:14 217:23	130:8,15	64:10 65:1,14	79:25 85:16
219:25 220:2	153:20 154:4	66:4,5 67:2,17	87:8 90:16,18
220:19 221:10	158:20,24	68:23 69:3,4,7	94:19 96:22
225:5,6 227:3	159:19 184:15	71:18 72:1,2	97:13 103:24
227:9,20	184:21 187:6	85:15,17,20,25	109:21 110:16
229:23 230:10	187:10 200:1	86:6 87:10,14	111:12 113:7
230:14,18	210:13 213:17	88:3,21,22,23	114:11 122:2
231:4 233:2,7	226:4,8 234:6	91:10 92:3,7	127:12 129:16
237:11 241:11	235:4 241:18	93:8 94:12	138:15 147:9
241:17 244:23	241:25 263:12	99:5,17 100:2	151:9 152:17
257:25,25	288:11	100:5 101:23	153:23 154:24
258:6 259:15	write 9:4 245:3	121:4 126:4,9	156:14,21
260:8 261:10	writing 174:24	126:16 218:10	163:20 165:12
262:11 264:14	261:6,8,24	228:23 266:23	165:22,23
265:14,22	written 26:7,7	267:2,6 269:18	170:20 178:13
266:14 267:6	33:7 53:10	269:22 270:1	184:1,6 186:16
268:10 269:3	180:18,19	274:19,23	187:19 191:13
269:13,19	183:19,22	276:6,10	195:24 196:7
270:13 272:24	184:3,9 192:3	282:25 283:11	197:3,17
273:5 278:16	199:16,20,23	285:12,15	198:12 202:17
281:15,18	200:16 253:18	286:1,6 287:24	203:19 213:4
282:16 287:12	286:22,23	288:3,12 289:7	216:4 219:19
288:8,25 289:9	wrong 209:8	289:13 297:9	222:6 223:1,10
289:19,23	240:15 248:20	297:22,25	225:14 238:3
290:3,5 292:4	257:7 272:9,12	298:19,23	245:12,18
296:20 300:6	296:7	301:4	252:9 256:12
wp _x 's 23:8	wrote 261:23		256:16 257:9
24:11 37:12			257:11,17,20

[yeah - zunis]

261:20,24	169:2 214:2,3	72:1,3 89:1
265:10,11	230:23 231:12	101:20 126:24
268:19 269:1	264:18 281:18	131:12 132:19
272:16,22	285:17 297:23	132:23 300:22
275:16 279:3	298:1	301:13
283:16,23	yellow 36:22	zoom 275:16
284:18 285:11	61:9,13 76:24	zunis 195:21
286:14 287:8	93:17 99:22	
287:11 291:15	147:18 174:6	
292:13,16	197:21 198:17	
293:23 301:15	yep 89:13 90:9	
303:25 304:12	287:9 288:21	
year 100:15	yesterday	
101:11 129:4	21:13 222:4	
139:5 145:23	z	
145:24 146:11	zavattaro	
152:23,24	307:2,15	
162:2 175:1	zero 100:14	
177:24 178:5	145:23,24	
219:23 227:2	146:5 161:17	
228:4,13,14	161:18 164:4	
253:8 269:23	165:4 285:23	
285:24	286:1	
years 14:16	zone 61:19 62:5	
42:4,12 43:9	62:14 65:1	
45:7 47:6,8	66:5 71:17,20	
49:24 51:13,24	71:22 85:24	
57:13 74:22	86:16 94:21	
76:23 77:17	95:10 98:18,19	
78:17 82:11	265:17 266:22	
94:10 99:22	267:2,7 274:22	
110:10 112:1	301:13	
129:7 142:8	zones 39:1	
145:16 153:1	61:16,17 63:23	
154:2,16 168:2	64:7 71:17	