

**BEFORE THE OFFICE OF THE STATE ENGINEER
STATE OF COLORADO**

**IN THE MATTER OF RULES AND REGULATIONS FOR)
THE DETERMINATION OF THE NONTRIBUTARY NATURE) 2 CCR 402-17
OF GROUND WATER PRODUCED THROUGH WELLS)
IN CONJUNCTION WITH THE MINING OF MINERALS)**

SECOND PREHEARING ORDER

A status conference in this matter was held on October 9, 2009. The following schedule, discussed at the status conference, will govern submission of documents.

**PROPOSED ALTERNATE RULES FOR CONVENTIONAL OIL & GAS PRODUCTION –
SCHEDULE FOR DOCUMENT SUBMISSION: DUE OCTOBER 16, 2009, AT NOON**

For any proposed alternate rules concerning conventional oil and gas production, parties must submit by October 16, 2009, at noon, the dates by which modeling, expert reports and prehearing statements can be completed. The rulemaking hearing in this matter is scheduled for December 2-11, 2009; therefore, proposed dates must leave time for the submission of responsive prehearing statements and rebuttal statements prior to the hearing. The proposed dates can be sent by electronic mail to all parties and the hearing officer.

For proposed alternate rules concerning conventional oil and gas production, a subsequent prehearing order will govern submission of documents which must include all modeling and expert reports, and any other information required by the State Engineer's Proposed Produced Nontributary Ground Water Rule 17.6. Parties with overlapping proposed alternate rules are requested to work together to present a unified proposal and document submissions.

**PROPOSED ALTERNATE RULES FOR COALBED METHANE (CBM) PRODUCTION –
MODELING & EXPERT REPORTS: DUE OCTOBER 16**

For any proposed alternate rule concerning coalbed methane production, all modeling and expert reports, and any other information required by the State Engineer's Proposed Produced Nontributary Ground Water Rule 17.6, must be submitted to the State Engineer and served on all parties by October 16, 2009, at 5:00 p.m. See specific submission requirements below.

CBM PREHEARING STATEMENTS: DUE OCTOBER 23

For any proposed alternate rule concerning coalbed methane production, prehearing statements must be submitted to the State Engineer and served on all parties by October 23, 2009, at 5:00 p.m. See specific submission requirements below.

Each prehearing statement is required to contain:

- (1) A cover document that contains an executive summary, in layperson's terms, of the party's general position and the contents of the prehearing statement. The executive summary shall also summarize any voluminous exhibits.

- (2) A reasonable estimate of the time necessary for presentation at hearing.
- (3) A specific statement of the factual and legal issues that arise from the rulemaking proposal, and what position is being taken on each such issue and the basis for that position.
- (4) A list of the issues to be resolved by the State Engineer during the rulemaking hearing.
- (5) Copies of all exhibits to be introduced at the hearing. Maps should be submitted in a format that can be read into Geographic Information System (GIS).
- (6) Written testimony of each witness. All testimony to be offered into evidence at the hearing must be provided in writing and witnesses should identify exhibits they rely upon, if any. At the hearing, witnesses will be asked to summarize their written testimony and respond to questions.

**RESPONSIVE PREHEARING STATEMENTS TO CBM ALTERNATE RULES:
DUE NOVEMBER 9**

Any prehearing statement in response to a CBM proposed alternate rule must be submitted to the State Engineer and served on all parties by November 9, 2009, at 5:00 p.m. See specific submission requirements below.

CBM REBUTTAL STATEMENTS

Any CBM rebuttal statement must be submitted to the State Engineer and served on all parties by November 13, 2009, at 5:00 p.m. Rebuttal statements are constrained to address topics raised in the prehearing statements of the parties, and are not to raise new issues or arguments. See specific submission requirements below.

SUBMISSION REQUIREMENTS

Expert reports, prehearing statements, responsive prehearing statements and rebuttal statements must be submitted by electronic mail to laura.kalafus@state.co.us. In addition, three hard copies of these documents must be delivered to the following address: Office of the State Engineer, Produced Water Rulemaking, 1313 Sherman Street, 8th floor, Denver, Colorado 80203.

PARTY STATUS

Marathon Oil Company, and its affiliates Marathon Petroleum Company LLC and Speedway SuperAmerica LLC, has been granted late party status.

Dated this 13th day of October, 2009

/s/
Casey Shpall
Hearing Officer