

**COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF ENVIRONMENTAL PROTECTION
OFFICE OF OIL AND GAS MANAGEMENT**

In Re: The Matter of the Application of)
Hilcorp Energy Company for)
Well Spacing Units) Docket No. 2013-01
)

APPLICANT HILCORP ENERGY COMPANY'S AMENDED WITNESS LIST

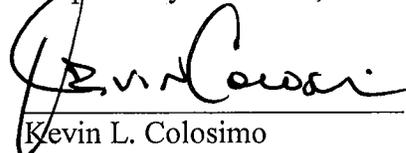
Hilcorp Energy Company ("Hilcorp") hereby amends its Witness List, filed on March 14, 2014 and attached hereto as Exhibit "A", to include the following expert witness:

Terry Engelder, Ph.D., Professor of Geosciences
Department of Geosciences
334A Deike Building
The Pennsylvania State University
University Park, PA 16802
(814) 865-3620

Hilcorp will call Dr. Engelder as an expert witness in support of its Application and/or to rebut the testimony of the Department's expert witnesses. A copy of Dr. Engelder's C.V. is available upon request.

DATED: April 14, 2014

Respectfully submitted,



Kevin L. Colosimo
PA ID No. 80191
Daniel P. Craig
PA ID No. 312238
Burleson LLP
501 Corporate Drive, Suite 105
Canonsburg, PA 15317
724-746-6644

CERTIFICATE OF SERVICE

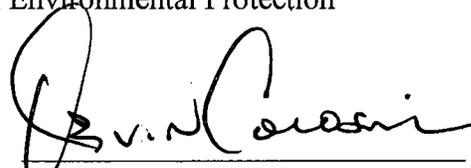
I hereby certify that a true and correct copy of the foregoing was served this 14th day of April, 2014 via email upon the following:

Michael L. Bangs
Bangs Law Office, LLC
429 South 18th Street
Camp Hill, PA 17011
Hearing Officer

Glenda Davidson
Department of Environmental Protection
400 Market Street
Rachel Carson State Office Building, 16th Floor
Harrisburg, PA 17101
Docket Clerk

Donna Duffy, Esquire
Michael Braymer, Esquire
Department of Environmental Protection
230 Chestnut Street
Meadville, PA 16335
Counsel for the Department of Environmental Protection

Elizabeth Nolan, Esquire
Department of Environmental Protection
400 Market Street, 9th Floor
Harrisburg, PA 17105
Counsel for the Department of Environmental Protection


Kevin L. Colosimo



Daniel P. Craig
724.746.6645 (phone)
724.746.6645 (fax)
dcraig@burlisonllp.com

March 14, 2014

VIA EMAIL AND FEDERAL EXPRESS

Glenda Davidson
Docket Clerk
Department of Environmental Protection
400 Market Street
Rachel Carson State Office Building
16th Floor
Harrisburg, PA 17101

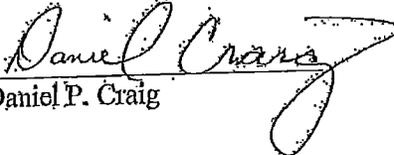
**RE: In Re. Hilcorp Energy Company
MMS No. 2013-SLAP-000528
Docket No. 2013-01**

Dear Ms. Davidson:

Enclosed for filing in the above-referenced matter is Hilcorp Energy Company's Witness List.

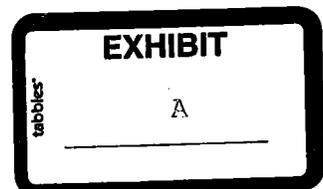
Thank you, and please contact me with any questions.

Sincerely,


Daniel P. Craig

Enclosure

cc: Michael L. Bangs (via email)
Donna Duffy, Esquire (via email)
Michael Braymer, Esquire (via email)
Elizabeth Nolan, Esquire (via email)



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In Re: The Matter of the Application of)
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APPLICANT HILCORP ENERGY COMPANY'S WITNESS LIST

Hilcorp Energy Company ("Hilcorp") provided a complete witness list, including the topic of each witness's testimony, as reiterated below, in its Pre-Hearing Statement filed January 23, 2014. Hilcorp now files this Witness List in order to reserve its right to call any witness identified in the Department's Witness List, any witness who is called at the hearing by any other party, and any witness necessary to rebut the testimony of the Department's witnesses, as the Department has failed to provide the topic of testimony for any of the witnesses listed on its Witness List and has not stated its position as to the merits of Hilcorp's Application. Hilcorp intends to examine the following witnesses at the public hearing on its Application for Well Spacing Units:

(a) Nina Delano, Geologist for Hilcorp, who will testify that the "discovery well" is drilled to a true vertical depth of 7,514 feet below the surface and penetrates the Onandago horizon, and that the Pulaski Accumulation is an underground reservoir containing a common accumulation of mobile hydrocarbon components that are not in communication laterally or vertically with other accumulations of mobile hydrocarbon components outside of the Pulaski Accumulation.

(b) Kyle Koerber, Reservoir and Completion Engineer for Hilcorp, who will testify that the proposed HEC-110H Unit and HEC-111H Unit represent the maximum area that may be efficiently and economically from a single well pad through horizontal drilling and hydraulic

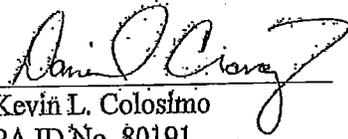
fracturing unit operations, and that the drainage areas of wells drilled into the proposed units will be completely within the boundaries of the Pulaski Accumulation, meaning that no drainage would occur from outside of the defined areas, either laterally or vertically.

(c) Richard Winchester, Land Manager – New Ventures for Hilcorp, who will testify as to the acreage and number of separate tracts contained within each unit and within the Pulaski Accumulation as a whole.

(d) Scott R. Petry, Deputy Secretary of the Office of Oil and Gas Management, whose testimony will establish the delivery and filing of the Application with DEP on December 2, 2013.

DATED: March 14, 2014

Respectfully submitted,



Kevin L. Colosimo
PA ID No. 80191

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Burleson LLP

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CERTIFICATE OF SERVICE

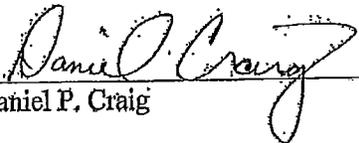
I hereby certify that a true and correct copy of the foregoing was served this 14 day of March, 2014 via first class, U.S. Mail, postage prepaid upon the following:

Michael L. Bangs
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