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

LIVING RIVERS, Petitioner, vs. UTAH DIVISION OF OIL, GAS & MINING, Respondent, RED LEAF RESOURCES, INC., Intervenor-Respondent.	RED LEAF RESOURCES, INC.'S MOTION IN LIMINE Docket No. 2012-017 Docket No. 2012-17 Cause No. M/047/0103
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Intervenor-Respondent Red Leaf Resources, Inc. (“**RLR**” or “**Red Leaf**”), permittee of the Southwest #1 Mine, LM/04710103, through its attorneys, and pursuant to Utah Administrative Code R641-108-200 and Utah Code § 63G-4-206(1)(b), hereby moves *in limine* for an Order prohibiting Petitioner Living Rivers’ purported expert James R. Kuipers from offering testimony on the following topics identified in his expert report dated May 25, 2012:

1. Any opinion regarding purported “significant risk of both technical and economic failure” of Red Leaf’s EcoShale™ In-Capsule technology. Red Leaf asserts that Mr. Kuipers is not qualified by either education or experience to offer such an

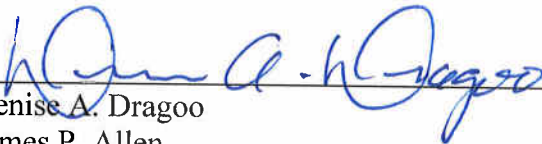
opinion. As a separate basis for its Motion, Red Leaf asserts that Mr. Kuipers' opinions on this topic lack a reliable and relevant basis, and are based on speculation.

2. Any opinion regarding the purported "high likelihood of project failure and proponent bankruptcy." Such an opinion is irrelevant to any issue raised in Petitioners' Request for Agency Action. As a separate basis for its motion, Red Leaf asserts that Mr. Kuipers' opinions on this topic are without a reliable and relevant basis.
3. Any opinion regarding the adequacy of the reclamation bond ("financial assurance") required by the Division. The adequacy of the bond was not among the issues raised in the Request for Agency Action. As a separate basis, Mr. Kuipers does not have a reliable basis for his opinions regarding reclamation costs.
4. Any opinions having their basis in the 2012 Oil Shale and Tar Sands Draft Programmatic Environmental Impact Statement, prepared by the Bureau of Land Management and offered for public review and comment on January 27, 2012 (the "Draft PEIS"). The Draft PEIS does not provide a reliable and relevant basis for opinions regarding Red Leaf, the Southwest #1 Mine, or the EcoShale In-Capsule Technology.

A memorandum of points and authorities setting forth the legal basis for this Motion is provided herewith.

RESPECTFULLY SUBMITTED this 11th day of June, 2012.

SNELL & WILMER, L.L.P.



Denise A. Dragoo
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CERTIFICATE OF SERVICE

I hereby certify that on the 11th day of June, 2012, a true and correct copy of the foregoing RED LEAF RESOURCES, INC.'S MOTION IN LIMINE was served by e-mail and United States Mail, postage prepaid, to the following:

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