

BEFORE THE INDUSTRIAL COMMISSION
OF THE STATE OF NORTH DAKOTA

CASE NO. 17205
ORDER NO. 19474

IN THE MATTER OF A HEARING CALLED ON A MOTION OF THE COMMISSION TO CONSIDER THE APPLICATION OF SAMSON RESOURCES CO. FOR AN ORDER EXTENDING THE FIELD BOUNDARIES AND AMENDING THE FIELD RULES FOR THE WEST AMBROSE AND/OR AMBROSE-BAKKEN POOLS TO CREATE AND ESTABLISH EIGHT 800-ACRE SPACING UNITS COMPRISED OF SECTIONS 25 AND 36; SECTIONS 26 AND 35; SECTIONS 27 AND 34; SECTIONS 28 AND 33, T.164N., R.100W.; SECTIONS 27 AND 34; SECTIONS 28 AND 33; SECTIONS 29 AND 32; AND SECTIONS 30 AND 31, T.164N., R.99W., DIVIDE COUNTY, ND, AUTHORIZING THE DRILLING OF A TOTAL OF NOT MORE THAN SEVEN WELLS ON EACH 800-ACRE SPACING UNIT, ELIMINATING ANY TOOL ERROR REQUIREMENTS, AND SUCH OTHER RELIEF AS IS APPROPRIATE.

ORDER OF THE COMMISSION

THE COMMISSION FINDS:

- (1) This cause came on for hearing at 9:00 a.m. on the 28th day of March, 2012.
- (2) The witnesses for Samson Resources Company (Samson) provided telephonic testimony in this matter pursuant to North Dakota Administrative Code (NDAC) Section 43-02-03-88.2. Telephonic Communication Affidavits were received on April 2, 2012; therefore, such testimony may be considered evidence.
- (3) Samson made application to the Commission for an order extending the field boundaries and amending the field rules for the West Ambrose and/or Ambrose-Bakken Pools to create and establish eight 800-acre spacing units comprised of Sections 25 and 36; Sections 26 and 35; Sections 27 and 34; Sections 28 and 33, Township 164 North, Range 100 West; Sections 27 and 34; Sections 28 and 33; Sections 29 and 32; and Sections 30 and 31, Township 164 North, Range 99 West, Divide County, North Dakota, authorizing the drilling of a total of not more than seven wells

on each 800-acre spacing unit, eliminating any tool error requirements, and such other relief as is appropriate.

(4) Sections 25, 26, 35, and 36; and Sections 27, 28, 33, and 34, Township 164 North, Range 100 West, Divide County, North Dakota, are currently laydown 1600-acre spacing units in Zone IV in the West Ambrose-Bakken Pool.

(5) Order No. 17744 entered in Case No. 15498, the most recent spacing order for the West Ambrose-Bakken Pool, established temporary spacing for the development of Zone I at one horizontal well per 1280 acres, Zone II at up to three horizontal wells per 1280 acres, Zone III at up to four horizontal wells per 1280 acres, and Zone IV at one horizontal well per 1600 acres.

(6) The Crescent Point Energy US Corporation (Crescent Point) #35-36-164N-100W CPEUSC Aldag well (File No. 22496) is a horizontal well permitted in the laydown 1600-acre spacing unit described as Sections 25, 26, 35, and 36, Township 164 North, Range 100 West, Divide County, North Dakota. The Crescent Point #33-34-164N-100W CPEUSC Fairholm well (File No. 22732) is a horizontal well permitted in the laydown 1600-acre spacing unit described as Sections 27, 28, 33, and 34, Township 164 North, Range 100 West, Divide County, North Dakota.

(7) The record was left open in this case for Samson to submit their recommendation relative to the existing laydown 1600-acre spacing units described as Sections 25, 26, 35, and 36; and Sections 27, 28, 33, and 34, Township 164 North, Range 100 West, Divide County, North Dakota, after contacting Crescent Point. Samson submitted a letter on April 18, 2012, in which it requested to withdraw Sections 26, 27, 28, 33, 34, and 35, Township 164 North, Range 100 West, Divide County, North Dakota, but not Sections 25 and 36, Township 164 North, Range 100 West, Divide County, North Dakota.

(8) Since Samson did not withdraw all the lands currently in the laydown 1600-acre spacing unit described as Sections 25, 26, 35, and 36, Township 164 North, Range 100 West, Divide County, North Dakota, and Crescent Point has an existing permit in said spacing unit, the establishment of Sections 25 and 36, Township 164 North, Range 100 West, Divide County, North Dakota, as a standup 800-acre spacing unit should be denied.

(9) Sections 30 and 31, Township 164 North, Range 99 West, Divide County, North Dakota, are adjacent to the West Ambrose Field.

(10) Samson presented evidence the West Ambrose-Bakken Pool underlies Sections 30 and 31, Township 164 North, Range 99 West, Divide County, North Dakota; therefore, the boundary of the West Ambrose Field should be extended to include such lands.

(11) Sections 27, 32, 33, and 34, Township 164 North, Range 99 West, Divide County, North Dakota, are adjacent to the Ambrose Field and within the buffer zone of Zone I in the Ambrose-Bakken Pool. Sections 28 and 29, Township 164 North, Range 99 West, Divide County, North Dakota, are one section removed from the Ambrose Field and adjacent to the buffer zone of Zone I in the Ambrose-Bakken Pool.

(12) Samson presented evidence the Ambrose-Bakken Pool underlies Sections 27, 28, 29, 32, 33, and 34, Township 164 North, Range 99 West, Divide County, North Dakota; therefore, the boundary of the Ambrose Field should be extended to include such lands.

(13) Order No. 16836 entered in Case No. 14558, the most recent spacing order for the Ambrose-Bakken Pool, established proper spacing for the development of Zone I at one horizontal well per 640 acres, Zone II at up to three horizontal wells per 640 acres, Zone III at one horizontal well per 800 acres, Zones IV and V at one horizontal well per 1280 acres, and Zone VI at up to three horizontal wells per 1280 acres.

(14) Sections 27, 28, 29, and 30, Township 164 North, Range 99 West, Divide County, North Dakota, are short sections adjacent to the North Dakota-Canada border containing approximately 154.4 acres, 153.36 acres, 152.24 acres, and 148.21 acres, respectively.

(15) There are no wells currently permitted to or producing from the Bakken Pool in Sections 27, 28, 29, 30, 31, 32, 33, or 34, Township 164 North, Range 99 West, Divide County, North Dakota.

(16) Samson proposes to develop each proposed standup 800-acre spacing unit described as Sections 27 and 34; Sections 28 and 33; Sections 29 and 32; and Sections 30 and 31, Township 164 North, Range 99 West, Divide County, North Dakota, by drilling seven horizontal wells the Bakken Pool, four middle member of the Bakken Formation and three in the upper Three Forks Formation. The horizontal wells will be located 660 feet apart, alternating between the middle member of the Bakken Formation and the upper Three Forks Formation, starting with a horizontal well in the middle member of the Bakken Formation at 660 feet from the east spacing unit boundary. Samson plans to drill the initial horizontal well in each spacing unit in the upper Three Forks Formation approximately down the long axis of the spacing unit. Utilization of horizontal drilling technology as proposed would result in the wells being completed at a location or locations not in compliance with current applicable spacing orders for the Ambrose or West Ambrose-Bakken Pools. The horizontal well designs proposed may be preliminary and could be changed for various reasons which is permissible as long as the horizontal well design still justifies the proposed spacing unit.

(17) Samson requested any tool error in the directional survey equipment when calculating the bottom hole location of any horizontal lateral drilled in the proposed spacing units be waived. The Commission enforces a policy which requires measurement inaccuracies in the directional survey equipment be considered when the angle between the horizontal lateral and the corresponding spacing unit boundary is ten degrees or less. Waiving potential tool error in the directional survey equipment when calculating the bottom hole location of any horizontal lateral in spacing units which allow multiple horizontal wells will allow said spacing units to be more efficiently developed.

(18) If Samson's activities are successful in Sections 27 and 34; Sections 28 and 33; Sections 29 and 32; and Sections 30 and 31, Township 164 North, Range 99 West, Divide County, North Dakota, greater ultimate recovery of oil and gas from the pool will be achieved which will prevent waste and the drilling of unnecessary wells in a manner which will not have a detrimental effect on correlative rights.

IT IS THEREFORE ORDERED:

(1) The establishment of Sections 25 and 36, Township 164 North, Range 100 West, Divide County, North Dakota, as a standup 800-acre spacing unit is hereby denied.

(2) Sections 30 and 31, Township 164 North, Range 99 West, Divide County, North Dakota, are hereby established as a standup 800-acre spacing unit for the exclusive purpose of drilling up to seven horizontal wells within said spacing unit within the West Ambrose-Bakken Pool and Zone I is hereby redefined to include said spacing unit. Existing and future vertical and directional wells drilled within the spacing unit herein established shall not be subject to this order.

(3) Sections 27 and 34; Sections 28 and 33; and Sections 29 and 32, Township 164 North, Range 99 West, Divide County, North Dakota, are hereby established as standup 800-acre spacing units for the exclusive purpose of drilling up to seven horizontal wells within each said spacing unit within the Ambrose-Bakken Pool and Zone IV is hereby redefined to include said spacing units. Existing and future vertical and directional wells drilled within the spacing units herein established shall not be subject to this order.

(4) The Director is hereby authorized to exercise continuing jurisdiction in this matter to determine whether a horizontal well proposed or drilled upon the 800-acre spacing units herein established has justified the creation of such unit, to require amendments or modifications to the permit to drill for such horizontal well, and to deny a permit to drill in the event a well is proposed to be drilled in a manner inconsistent with the evidence that justified such spacing unit.

(5) Provisions established herein for the West Ambrose-Bakken Pool are for the exclusive purpose of drilling horizontal wells. Existing and future vertical and directional wells drilled within the area defined in paragraph (6) below shall not be subject to this order.

(6) The West Ambrose Field is hereby redefined as the following described tracts of land in Divide County, North Dakota:

TOWNSHIP 164 NORTH, RANGE 100 WEST, 5TH PM
ALL OF SECTIONS 25, 26, 27, 28, 33, 34, 35 AND 36,

TOWNSHIP 164 NORTH, RANGE 99 WEST, 5TH PM
ALL OF SECTIONS 30 AND 31,

TOWNSHIP 163 NORTH, RANGE 100 WEST, 5TH PM
ALL OF SECTIONS 1, 2, 3, 4, 9, 10, 11, 12, 13, 14, 15, 16, 21, 22, 23, 24, 25, 26, 27, 28, 33, 34, 35 AND 36,

TOWNSHIP 163 NORTH, RANGE 99 WEST, 5TH PM
ALL OF SECTIONS 6, 7, 18 AND 19,

TOWNSHIP 162 NORTH, RANGE 100 WEST, 5TH PM
ALL OF SECTIONS 1, 2, 3, 4, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35 AND 36.

(7) The West Ambrose-Bakken Pool is hereby redefined as the following described tracts of land in Divide County, North Dakota:

ZONE I (7/800H-STANDUP)

TOWNSHIP 164 NORTH, RANGE 99 WEST, 5TH PM
ALL OF SECTIONS 30 AND 31.

ZONE II (1280H-STANDUP)

TOWNSHIP 163 NORTH, RANGE 100 WEST, 5TH PM
ALL OF SECTIONS 25 AND 36,

TOWNSHIP 162 NORTH, RANGE 100 WEST, 5TH PM
ALL OF SECTIONS 3, 4, 9, 10, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35 AND 36.

ZONE III (3/1280H-STANDUP)

TOWNSHIP 163 NORTH, RANGE 99 WEST, 5TH PM
ALL OF SECTIONS 6 AND 7.

ZONE IV (4/1280H-STANDUP)

TOWNSHIP 163 NORTH, RANGE 100 WEST, 5TH PM
ALL OF SECTIONS 1, 2, 3, 4, 9, 10, 11, 12, 13, 14, 15, 16, 21, 22, 23, 24, 26, 27, 28, 33, 34 AND 35,

TOWNSHIP 163 NORTH, RANGE 99 WEST, 5TH PM
ALL OF SECTIONS 18 AND 19,

TOWNSHIP 162 NORTH, RANGE 100 WEST, 5TH PM
ALL OF SECTIONS 1, 2, 11 AND 12.

ZONE V (1600H-LAYDOWN)

TOWNSHIP 164 NORTH, RANGE 100 WEST, 5TH PM
ALL OF SECTIONS 25, 26, 27, 28, 33, 34, 35 AND 36.

(8) The West Ambrose-Bakken Pool is hereby defined as that accumulation of oil and gas found in the interval from 50 feet above the top of the Bakken Formation to 100 feet below the top of the Three Forks Formation within the limits of the field as set forth above.

(9) The proper spacing for the development of Zone I in the West Ambrose-Bakken Pool is hereby set at up to seven horizontal wells per standup 800-acre spacing unit.

(10) All portions of the well bore not isolated by cement of any horizontal well in Zone I in the West Ambrose-Bakken Pool shall be no closer than 500 feet to the east or west boundary and

200 feet to the north or south boundary of the spacing unit. Measurement inaccuracies in the directional survey equipment when calculating the bottom hole location in a horizontal well need not be considered.

(11) Sections 30 and 31, Township 164 North, Range 99 West, Divide County, North Dakota, are hereby designated a standup 800-acre spacing unit in Zone I in the West Ambrose-Bakken Pool.

(12) Spacing units hereafter created in Zone I in the West Ambrose-Bakken Pool shall be standup spacing units designated by the Commission.

(13) Zone I in the West Ambrose-Bakken Pool shall not be extended except by further order of the Commission after due notice and hearing.

(14) The proper spacing for the development of Zone II in the West Ambrose-Bakken Pool is hereby set at one horizontal well per standup 1280-acre spacing unit.

(15) All portions of the well bore not isolated by cement of any horizontal well in Zone II in the West Ambrose-Bakken Pool shall be no closer than 500 feet to the east or west boundary and 200 feet to the north or south boundary of the spacing unit. Measurement inaccuracies in the directional survey equipment need not be considered except when deemed necessary by the Director.

(16) Sections 25 and 36, Township 163 North, Range 100 West; Sections 3 and 10; Sections 4 and 9; Sections 13 and 24; Sections 14 and 23; Sections 15 and 22; Sections 16 and 21; Sections 17 and 20; Sections 18 and 19; Sections 25 and 36; Sections 26 and 35; Sections 27 and 34; Sections 28 and 33; Sections 29 and 32; and Sections 30 and 31, Township 162 North, Range 100 West, Divide County, North Dakota, are hereby designated standup 1280-acre spacing units in Zone II in the West Ambrose-Bakken Pool.

(17) Spacing units hereafter created in Zone II in the West Ambrose-Bakken Pool shall be standup spacing units consisting of two adjacent governmental sections.

(18) Zone II in the West Ambrose-Bakken Pool shall not be extended except by further order of the Commission after due notice and hearing.

(19) The proper spacing for the development of Zone III in the West Ambrose-Bakken Pool is hereby set at up to three horizontal wells per standup 1280-acre spacing unit.

(20) All portions of the well bore not isolated by cement of any horizontal well in Zone III in the West Ambrose-Bakken Pool shall be no closer than 500 feet to the east or west boundary and 200 feet to the north or south boundary of the spacing unit. Measurement inaccuracies in the directional survey equipment when calculating the bottom hole location in a horizontal well need not be considered.

(21) Sections 6 and 7, Township 163 North, Range 99 West, Divide County, North Dakota, are hereby designated a standup 1280-acre spacing unit in Zone III in the West Ambrose-Bakken Pool.

(22) Spacing units hereafter created in Zone III in the West Ambrose-Bakken Pool shall be standup spacing units consisting of two adjacent governmental sections.

(23) Zone III in the West Ambrose-Bakken Pool shall not be extended except by further order of the Commission after due notice and hearing.

(24) The proper spacing for the development of Zone IV in the West Ambrose-Bakken Pool is hereby set at up to four horizontal wells per standup 1280-acre spacing unit.

(25) All portions of the well bore not isolated by cement of any horizontal well in Zone IV in the West Ambrose-Bakken Pool shall be no closer than 500 feet to the east or west boundary and 200 feet to the north or south boundary of the spacing unit. Measurement inaccuracies in the directional survey equipment when calculating the bottom hole location in a horizontal well need not be considered.

(26) Sections 1 and 12; Sections 2 and 11; Sections 3 and 10; Sections 4 and 9; Sections 13 and 24; Sections 14 and 23; Sections 15 and 22; Sections 16 and 21; Sections 26 and 35; Sections 27 and 34; Sections 28 and 33, Township 163 North, Range 100 West; Sections 18 and 19, Township 163 North, Range 99 West; Sections 1 and 12; and Sections 2 and 11, Township 162 North, Range 100 West, Divide County, North Dakota, are hereby designated standup 1280-acre spacing units in Zone IV in the West Ambrose-Bakken Pool.

(27) Spacing units hereafter created in Zone IV in the West Ambrose-Bakken Pool shall be standup spacing units consisting of two adjacent governmental sections.

(28) Zone IV in the West Ambrose-Bakken Pool shall not be extended except by further order of the Commission after due notice and hearing.

(29) The proper spacing for the development of Zone V in the West Ambrose-Bakken Pool is hereby set at one horizontal well per laydown 1600-acre spacing unit.

(30) All portions of the well bore not isolated by cement of any horizontal well in Zone V in the West Ambrose-Bakken Pool shall be no closer than 500 feet to the north or south boundary and 200 feet to the east or west boundary of the spacing unit. Measurement inaccuracies in the directional survey equipment need not be considered except when deemed necessary by the Director.

(31) Sections 25, 26, 35, and 36; and Sections 27, 28, 33, and 34, Township 164 North, Range 100 West, Divide County, North Dakota, are hereby designated laydown 1600-acre spacing units in Zone V in the West Ambrose-Bakken Pool.

(32) Spacing units hereafter created in Zone V in the West Ambrose-Bakken Pool shall be laydown spacing units designated by the Commission.

(33) Zone V in the West Ambrose-Bakken Pool shall not be extended except by further order of the Commission after due notice and hearing.

(34) The operator of any horizontally drilled well in the West Ambrose-Bakken Pool shall cause to be made a directional survey of the well bore. The directional survey contractor shall file a certified survey with the Commission within 30 days after completion of the well in accordance with NDAC Section 43-02-03-25. The survey shall be of sufficient quality to enable the Commission to determine the entire completion location of the well and its terminus.

(35) The Director is hereby authorized to exercise continuing jurisdiction to determine whether any well proposed or drilled upon any spacing unit herein established has justified the creation of such unit, to require amendments or modifications to the permit to drill for such well, and to deny a permit to drill in the event a well is proposed to be drilled in a manner inconsistent with the evidence that justified the spacing requirements in the West Ambrose-Bakken Pool.

(36) The Commission shall have continuing jurisdiction in this matter and specifically reserves the authority, upon its own motion or the motion of any interested party, to: (1) review the spacing requirements for the West Ambrose-Bakken Pool; (2) determine whether the separate zones of spacing established herein are warranted; and, (3) make such further amendments or modifications to the spacing requirements for the West Ambrose-Bakken Pool as the Commission deems appropriate.

(37) No well shall be drilled or produced in the West Ambrose-Bakken Pool, as defined herein, except in conformity with the regulations above without special order of the Commission after due notice and hearing.

(38) The following rules concerning the casing, tubing and equipping of wells shall apply to the subsequent drilling and operation of wells in the West Ambrose-Bakken Pool:

- (a) The surface casing shall consist of new or reconditioned pipe that has been previously tested to 1000 pounds per square inch. The casing shall be set and cemented at a point not less than 50 feet below the base of the Fox Hills Formation. Sufficient cement shall be used to fill the annular space outside the pipe to the surface of the ground, or the bottom of the cellar, and sufficient scratchers and centralizers shall be used to assure a good cement job. Cement shall be allowed to stand a minimum of 12 hours before drilling the plug or initiating tests. The quality of cement shall conform to the standards provided under NDAC Section 43-02-03-21. After cementing, the casing shall be tested by application of pump pressure of at least 1500 pounds per square inch. If, at the end of 30 minutes this pressure has dropped 150 pounds per square inch or more, the casing shall be repaired. Thereafter, the casing shall again be tested in the same manner. Further work shall not proceed until a satisfactory test has been obtained;
- (b) The producing or oil string shall consist of new or reconditioned pipe that has been previously tested to 2000 pounds per square inch. Casing shall be set and cemented at a point not higher than the top of the producing formation, or at a point approved by the Director. Sufficient cement shall be used and applied in such a manner as to protect and isolate all formations containing oil and/or gas, protect the pipe through salt sections encountered, and isolate the Dakota-Lakota Series. The cement shall be allowed to stand a minimum of 15 hours before drilling the plug or initiating tests. The quality of cement shall conform to the standards provided under NDAC Section

43-02-03-21. After cementing, the casing shall be tested by application of pump pressure of at least 1500 pounds per square inch. If, at the end of 30 minutes this pressure has dropped 150 pounds per square inch or more, the casing shall be repaired. Thereafter, the casing shall again be tested in the same manner. Further work shall not proceed until a satisfactory test has been obtained;

- (c) All well-head fittings and connections shall have a working pressure in excess of that to which they are expected to be subjected; and,
- (d) All wells shall be equipped with tubing; a tubing packer must also be utilized in flowing wells unless a waiver is obtained from the Director after demonstrating the casing will not be subjected to excessive pressure or corrosion; all tubing shall be of sufficient internal diameter to allow the passage of a bottom hole pressure gauge for the purpose of obtaining bottom hole pressure measurements.

(39) The gas-oil ratio of all wells not connected to a gas gathering system shall be measured annually during the month of May. The reservoir pressure shall be measured in any well completed in the West Ambrose-Bakken Pool if deemed necessary by the Director. Drill stem test pressures are acceptable for determining reservoir pressure. Pressure measurements shall be made at or adjusted to a subsea datum of 5600 feet. All gas-oil ratio and reservoir pressure determinations shall be made by methods approved by the Director and reported to the Director within 15 days following the end of the month in which they are determined. The Director is authorized to waive these requirements if the necessity therefore can be demonstrated to his satisfaction. All additional gas-oil ratio and reservoir pressure determinations conducted on any well, but not specially required herein, shall be reported to the Director within 15 days following the end of the month in which they are determined.

(40) No salt water, drilling mud, crude oil, or waste oil shall be stored in pits in this field, except in an emergency, and approved by the Director.

(41) All wells in the West Ambrose-Bakken Pool shall be allowed to produce at a maximum efficient rate through June 30, 2012.

(42) After June 30, 2012, all wells in the West Ambrose-Bakken Pool shall be allowed to produce at a maximum efficient rate for a period of 60 days commencing on the first day oil is produced through wellhead equipment into tanks from the ultimate producing interval after casing has been run; after that, oil production from such wells shall not exceed an average of 200 barrels per day for a period of 60 days; after that, oil production from such wells shall not exceed an average of 150 barrels per day for a period of 60 days, thereafter, oil production from such wells shall not exceed an average of 100 barrels of oil per day; if and when such wells are connected to a gas gathering and processing facility the foregoing restrictions shall be removed, and the wells shall be allowed to produce at a maximum efficient rate. The Director is authorized to issue an administrative order allowing unrestricted production at a maximum efficient rate for a period not to exceed 120 days, commencing on the first day oil is produced through wellhead equipment into tanks from the ultimate producing interval after casing has been run, if the necessity therefor can be demonstrated to his satisfaction.

(43) If the flaring of gas produced with crude oil from the West Ambrose-Bakken Pool causes, or threatens to cause, degradation of ambient air quality, production from the pool shall be further restricted.

(44) This portion of this order shall cover all of the West Ambrose-Bakken Pool, common source of supply of crude oil and/or natural gas as herein defined, and shall continue in full force and effect until further order of the Commission or until the last well in the pool has been plugged and

(45) Provisions established herein for the Ambrose-Bakken Pool are for the exclusive purpose of drilling horizontal wells. Existing and future vertical and directional wells drilled within the area defined in paragraph (46) below shall not be subject to this order.

(46) The Ambrose Field is hereby redefined as the following described tracts of land in Divide County, North Dakota:

TOWNSHIP 164 NORTH, RANGE 99 WEST, 5TH PM
ALL OF SECTIONS 25, 26, 27, 28, 29, 32, 33, 34, 35 AND 36,

TOWNSHIP 164 NORTH, RANGE 98 WEST, 5TH PM
ALL OF SECTIONS 30 AND 31,

TOWNSHIP 163 NORTH, RANGE 99 WEST, 5TH PM
ALL OF SECTIONS 1, 2, 3, 4, 5, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35 AND 36,

TOWNSHIP 163 NORTH, RANGE 98 WEST, 5TH PM
ALL OF SECTIONS 6, 7, 18, 19, 30 AND 31,

TOWNSHIP 162 NORTH, RANGE 99 WEST, 5TH PM
ALL OF SECTIONS 1 THROUGH 36, INCLUSIVE,

TOWNSHIP 162 NORTH, RANGE 98 WEST, 5TH PM
ALL OF SECTIONS 6, 7, 18, 19, 30 AND 31.

(47) The Ambrose-Bakken Pool is hereby redefined as the following described tracts of land in Divide County, North Dakota:

ZONE I (640H)

TOWNSHIP 163 NORTH, RANGE 99 WEST, 5TH PM
ALL OF SECTIONS 26, 27, 34 AND 35,

TOWNSHIP 163 NORTH, RANGE 98 WEST, 5TH PM
ALL OF SECTIONS 30 AND 31,

TOWNSHIP 162 NORTH, RANGE 99 WEST, 5TH PM
ALL OF SECTIONS 2, 3, 10, 11, 13, 14, 15, 22, 23, 24, 25 AND 36.

ZONE II (3/640H)

TOWNSHIP 162 NORTH, RANGE 99 WEST, 5TH PM
ALL OF SECTIONS 4, 5, 8 AND 9.

ZONE III (800H-STANDUP)

TOWNSHIP 164 NORTH, RANGE 99 WEST, 5TH PM
ALL OF SECTIONS 25, 26, 35 AND 36,

TOWNSHIP 164 NORTH, RANGE 98 WEST, 5TH PM
ALL OF SECTIONS 30 AND 31.

ZONE IV (7/800H-STANDUP)

TOWNSHIP 164 NORTH, RANGE 99 WEST, 5TH PM
ALL OF SECTIONS 27, 28, 29, 32, 33 AND 34.

ZONE V (1280H-STANDUP)

TOWNSHIP 163 NORTH, RANGE 99 WEST, 5TH PM
ALL OF SECTIONS 16, 17, 20, 21, 25, 28, 29, 30, 31, 32, 33 AND 36.

ZONE VI (1280H-LAYDOWN-OVERLAPPING 640S)

TOWNSHIP 162 NORTH, RANGE 99 WEST, 5TH PM
ALL OF SECTIONS 4 AND 5.

ZONE VII (3/1280H-STANDUP)

TOWNSHIP 162 NORTH, RANGE 99 WEST, 5TH PM
ALL OF SECTIONS 6, 7, 16, 17, 18, 19, 20, 21, 26, 27, 28, 29, 30, 31, 32, 33, 34 AND 35,

TOWNSHIP 162 NORTH, RANGE 98 WEST, 5TH PM
ALL OF SECTIONS 30 AND 31.

ZONE VIII (7/1280H-STANDUP)

TOWNSHIP 163 NORTH, RANGE 99 WEST, 5TH PM
ALL OF SECTIONS 1, 2, 3, 4, 5, 8, 9, 10, 11, 12, 13, 14, 15, 22, 23 AND 24,

TOWNSHIP 163 NORTH, RANGE 98 WEST, 5TH PM
ALL OF SECTIONS 6, 7, 18 AND 19,

TOWNSHIP 162 NORTH, RANGE 99 WEST, 5TH PM
ALL OF SECTIONS 1 AND 12,

TOWNSHIP 162 NORTH, RANGE 98 WEST, 5TH PM
ALL OF SECTIONS 6, 7, 18 AND 19.

(48) The Ambrose-Bakken Pool is hereby defined as that accumulation of oil and gas found in the interval from 50 feet above the top of the Bakken Formation to 50 feet below the top of the Three Forks Formation within the limits of the field as set forth above.

(49) The proper spacing for the development of Zone I in the Ambrose-Bakken Pool is hereby set at one horizontal well per 640-acre spacing unit.

(50) All portions of the well bore not isolated by cement of any horizontal well in Zone I in the Ambrose-Bakken Pool shall be no closer than 500 feet to the boundary of the spacing unit the lateral is most nearly parallel to and 200 feet to the boundary of the spacing unit the lateral is most nearly perpendicular to. Measurement inaccuracies in the directional survey equipment need not be considered except when deemed necessary by the Director.

(51) Spacing units hereafter created in Zone I in the Ambrose-Bakken Pool shall consist of a governmental section.

(52) Zone I in the Ambrose-Bakken Pool shall not be extended except by further order of the Commission after due notice and hearing.

(53) The proper spacing for the development of Zone II in the Ambrose-Bakken Pool is hereby set at up to three horizontal wells per 640-acre spacing unit.

(54) All portions of the well bore not isolated by cement of any horizontal well in Zone II in the Ambrose-Bakken Pool shall be no closer than 500 feet to the boundary of the spacing unit the lateral is most nearly parallel to and 200 feet to the boundary of the spacing unit the lateral is most nearly perpendicular to. Measurement inaccuracies in the directional survey equipment when calculating the bottom hole location in a horizontal well need not be considered.

(55) Spacing units hereafter created in Zone II in the Ambrose-Bakken Pool shall consist of a governmental section.

(56) Sections 4 and 5, Township 162 North, Range 99 West, Divide County, North Dakota, are also designated a laydown 1280-acre spacing unit in Zone VI in the Ambrose-Bakken Pool.

(57) Zone II in the Ambrose-Bakken Pool shall not be extended except by further order of the Commission after due notice and hearing.

(58) The proper spacing for the development of Zone III in the Ambrose-Bakken Pool is hereby set at one horizontal well per standup 800-acre spacing unit.

(59) All portions of the well bore not isolated by cement of any horizontal well in Zone III in the Ambrose-Bakken Pool shall be no closer than 500 feet to the east or west boundary and 200 feet to the north or south boundary of the spacing unit. Measurement inaccuracies in the directional survey equipment need not be considered except when deemed necessary by the Director.

(60) Sections 25 and 36; Sections 26 and 35, Township 164 North, Range 99 West; and Sections 30 and 31, Township 164 North, Range 98 West, Divide County, North Dakota, are hereby designated standup 800-acre spacing units in Zone III in the Ambrose-Bakken Pool.

(61) Spacing units hereafter created in Zone III in the Ambrose-Bakken Pool shall be standup spacing units designated by the Commission.

(62) Zone III in the Ambrose-Bakken Pool shall not be extended except by further order of the Commission after due notice and hearing.

(63) The proper spacing for the development of Zone IV in the Ambrose-Bakken Pool is hereby set at up to seven horizontal wells per standup 800-acre spacing unit.

(64) All portions of the well bore not isolated by cement of any horizontal well in Zone IV in the Ambrose-Bakken Pool shall be no closer than 500 feet to the east or west boundary and 200 feet to the north or south boundary of the spacing unit. Measurement inaccuracies in the directional survey equipment when calculating the bottom hole location in a horizontal well need not be considered.

(65) Sections 27 and 34; Sections 28 and 33; and Sections 29 and 32, Township 164 North, Range 99 West, Divide County, North Dakota, are hereby designated standup 800-acre spacing units in Zone IV in the Ambrose-Bakken Pool.

(66) Spacing units hereafter created in Zone IV in the Ambrose-Bakken Pool shall be standup spacing units designated by the Commission.

(67) Zone IV in the Ambrose-Bakken Pool shall not be extended except by further order of the Commission after due notice and hearing.

(68) The proper spacing for the development of Zone V in the Ambrose-Bakken Pool is hereby set at one horizontal well per standup 1280-acre spacing unit.

(69) All portions of the well bore not isolated by cement of any horizontal well in Zone V in the Ambrose-Bakken Pool shall be no closer than 500 feet to the east or west boundary and 200 feet to the north or south boundary of the spacing unit. Measurement inaccuracies in the directional survey equipment need not be considered except when deemed necessary by the Director.

(70) Sections 16 and 21; Sections 17 and 20; Sections 25 and 36; Sections 28 and 33; Sections 29 and 32; and Sections 30 and 31, Township 163 North, Range 99 West, Divide County, North Dakota, are hereby designated standup 1280-acre spacing units in Zone V in the Ambrose-Bakken Pool.

(71) Spacing units hereafter created in Zone V in the Ambrose-Bakken Pool shall be standup spacing units consisting of two adjacent governmental sections.

(72) Zone V in the Ambrose-Bakken Pool shall not be extended except by further order of the Commission after due notice and hearing.

(73) The proper spacing for the development of Zone VI in the Ambrose-Bakken Pool is hereby set at one horizontal well per laydown 1280-acre spacing unit.

(74) All portions of the well bore not isolated by cement of any horizontal well in Zone VI in the Ambrose-Bakken Pool shall be no closer than 500 feet to the east or west boundary and 200 feet to the north or south boundary of the spacing unit. Measurement inaccuracies in the directional survey equipment need not be considered except when deemed necessary by the Director.

(75) Sections 4 and 5, Township 162 North, Range 99 West, Divide County, North Dakota, are hereby designated a laydown 1280-acre spacing unit in Zone VI in the Ambrose-Bakken Pool.

(76) Spacing units hereafter created in Zone VI in the Ambrose-Bakken Pool shall be laydown spacing units consisting of two adjacent governmental sections which overlap 640-acre spacing units.

(77) Section 4; and Section 5, Township 162 North, Range 99 West, Divide County, North Dakota, are also designated 640-acre spacing units in Zone II in the Ambrose-Bakken Pool.

(78) Zone VI in the Ambrose-Bakken Pool shall not be extended except by further order of the Commission after due notice and hearing.

(79) The proper spacing for the development of Zone VII in the Ambrose-Bakken Pool is hereby set at up to three horizontal wells per standup 1280-acre spacing unit.

(80) All portions of the well bore not isolated by cement of any horizontal well in Zone VII in the Ambrose-Bakken Pool shall be no closer than 500 feet to the east or west boundary and 200 feet to the north or south boundary of the spacing unit. Measurement inaccuracies in the directional survey equipment when calculating the bottom hole location in a horizontal well need not be considered.

(81) Sections 6 and 7; Sections 16 and 21; Sections 17 and 20; Sections 18 and 19; Sections 26 and 35; Sections 27 and 34; Sections 28 and 33; Sections 29 and 32; Sections 30 and 31, Township 162 North, Range 99 West; and Sections 30 and 31, Township 162 North, Range 98 West, Divide County, North Dakota, are hereby designated standup 1280-acre spacing units in Zone VII in the Ambrose-Bakken Pool.

(82) Spacing units hereafter created in Zone VII in the Ambrose-Bakken Pool shall be standup spacing units consisting of two adjacent governmental sections.

(83) Zone VII in the Ambrose-Bakken Pool shall not be extended except by further order of the Commission after due notice and hearing.

(84) The proper spacing for the development of Zone VIII in the Ambrose-Bakken Pool is hereby set at up to seven horizontal wells per standup 1280-acre spacing unit.

(85) All portions of the well bore not isolated by cement of any horizontal well in Zone VIII in the Ambrose-Bakken Pool shall be no closer than 500 feet to the east or west boundary and 200 feet to the north or south boundary of the spacing unit. Measurement inaccuracies in the directional

survey equipment when calculating the bottom hole location in a horizontal well need not be considered.

(86) Sections 1 and 12; Sections 2 and 11; Sections 3 and 10; Sections 4 and 9; Sections 5 and 8; Sections 13 and 24; Sections 14 and 23; Sections 15 and 22, Township 163 North, Range 99 West; Sections 6 and 7; Sections 18 and 19, Township 163 North, Range 98 West; Sections 1 and 12, Township 162 North, Range 99 West; Sections 6 and 7; and Sections 18 and 19, Township 162 North, Range 98 West, Divide County, North Dakota, are hereby designated standup 1280-acre spacing units in Zone VIII in the Ambrose-Bakken Pool.

(87) Spacing units hereafter created in Zone VIII in the Ambrose-Bakken Pool shall be standup spacing units consisting of two adjacent governmental sections.

(88) Zone VIII in the Ambrose-Bakken Pool shall not be extended except by further order of the Commission after due notice and hearing.

(89) The operator of any horizontally drilled well in the Ambrose-Bakken Pool shall cause to be made a directional survey of the well bore. The directional survey contractor shall file a certified survey with the Commission within 30 days after completion of the well in accordance with NDAC Section 43-02-03-25. The survey shall be of sufficient quality to enable the Commission to determine the entire completion location of the well and its terminus.

(90) The Director is hereby authorized to exercise continuing jurisdiction to determine whether any well proposed or drilled upon any spacing unit herein established has justified the creation of such unit, to require amendments or modifications to the permit to drill for such well, and to deny a permit to drill in the event a well is proposed to be drilled in a manner inconsistent with the evidence that justified the spacing requirements in the Ambrose-Bakken Pool.

(91) The Commission shall have continuing jurisdiction in this matter and specifically reserves the authority, upon its own motion or the motion of any interested party, to: (1) review the spacing requirements for the Ambrose-Bakken Pool; (2) determine whether the separate zones of spacing established herein are warranted; and (3) make such further amendments or modifications to the spacing requirements for the Ambrose-Bakken Pool as the Commission deems appropriate.

(92) No well shall be drilled or produced in the Ambrose-Bakken Pool, as defined herein, except in conformity with the regulations above without special order of the Commission after due notice and hearing.

(93) The following rules concerning the casing, tubing and equipping of wells shall apply to the subsequent drilling and operation of wells in the Ambrose-Bakken Pool:

(a) The surface casing shall consist of new or reconditioned pipe that has been previously tested to 1000 pounds per square inch. The casing shall be set and cemented at a point not less than 50 feet below the base of the Fox Hills Formation. Sufficient cement shall be used to fill the annular space outside the pipe to the surface of the ground, or the bottom of the cellar, and sufficient scratchers and centralizers shall be used to assure a good cement job. Cement shall be allowed to stand a minimum of 12 hours before drilling the plug or initiating tests. The quality of cement

shall conform to the standards provided under NDAC Section 43-02-03-21. After cementing, the casing shall be tested by application of pump pressure of at least 1500 pounds per square inch. If, at the end of 30 minutes this pressure has dropped 150 pounds per square inch or more, the casing shall be repaired. Thereafter, the casing shall again be tested in the same manner. Further work shall not proceed until a satisfactory test has been obtained;

(b) The producing or oil string shall consist of new or reconditioned pipe that has been previously tested to 2000 pounds per square inch. Casing shall be set and cemented at a point not higher than the top of the producing formation, or at a point approved by the Director. Sufficient cement shall be used and applied in such a manner as to protect and isolate all formations containing oil and/or gas, protect the pipe through salt sections encountered, and isolate the Dakota-Lakota Series. The cement shall be allowed to stand a minimum of 15 hours before drilling the plug or initiating tests. The quality of cement shall conform to the standards provided under NDAC Section 43-02-03-21. After cementing, the casing shall be tested by application of pump pressure of at least 1500 pounds per square inch. If, at the end of 30 minutes this pressure has dropped 150 pounds per square inch or more, the casing shall be repaired. Thereafter, the casing shall again be tested in the same manner. Further work shall not proceed until a satisfactory test has been obtained;

(c) All well-head fittings and connections shall have a working pressure in excess of that to which they are expected to be subjected; and,

(d) All wells shall be equipped with tubing; a tubing packer must also be utilized in flowing wells unless a waiver is obtained from the Director after demonstrating the casing will not be subjected to excessive pressure or corrosion; all tubing shall be of sufficient internal diameter to allow the passage of a bottom hole pressure gauge for the purpose of obtaining bottom hole pressure measurements.

(94) The gas-oil ratio of all wells not connected to a gas gathering system shall be measured annually during the month of May. The reservoir pressure shall be measured in any well completed in the Ambrose-Bakken Pool if deemed necessary by the Director. Drill stem test pressures are acceptable for determining reservoir pressure. Pressure measurements shall be made at or adjusted to a subsea datum of 5740 feet. All gas-oil ratio and reservoir pressure determinations shall be made by methods approved by the Director and reported to the Director within 15 days following the end of the month in which they are determined. The Director is authorized to waive these requirements if the necessity therefore can be demonstrated to his satisfaction. All additional gas-oil ratio and reservoir pressure determinations conducted on any well, but not specially required herein, shall be reported to the Director within 15 days following the end of the month in which they are determined.

(95) No salt water, drilling mud, crude oil, or waste oil shall be stored in pits in this field, except in an emergency, and approved by the Director.

(96) All wells in the Ambrose-Bakken Pool shall be allowed to produce at a maximum efficient rate for a period of 60 days commencing on the first day oil is produced through well-head equipment into tanks from the ultimate producing interval after casing has been run; after that, oil

production from such wells shall not exceed an average of 200 barrels per day for a period of 60 days; after that, oil production from such wells shall not exceed an average of 150 barrels per day for a period of 60 days, thereafter, oil production from such wells shall not exceed an average of 100 barrels of oil per day; if and when such wells are connected to a gas gathering and processing facility the foregoing restrictions shall be removed, and the wells shall be allowed to produce at a maximum efficient rate. The Director is authorized to issue an administrative order allowing unrestricted production at a maximum efficient rate for a period not to exceed 120 days, commencing on the first day oil is produced through well-head equipment into tanks from the ultimate producing interval after casing has been run, if the necessity therefor can be demonstrated to his satisfaction.

(97) If the flaring of gas produced with crude oil from the Ambrose-Bakken Pool causes, or threatens to cause, degradation of ambient air quality, production from the pool shall be further restricted.

(98) This portion of this order shall cover all of the Ambrose-Bakken Pool, common source of supply of crude oil and/or natural gas as herein defined, and continues in full force and effect until further order of the Commission or until the last well in the pool has been plugged and abandoned.

Dated this 19th day of April, 2012.

INDUSTRIAL COMMISSION
STATE OF NORTH DAKOTA

/s/ Jack Dalrymple, Governor

/s/ Wayne Stenehjem, Attorney General

/s/ Doug Goehring, Agriculture Commissioner