

BEFORE THE INDUSTRIAL COMMISSION
OF THE STATE OF NORTH DAKOTA

CASE NO. 11265
ORDER NO. 13359

IN THE MATTER OF A HEARING CALLED ON
A MOTION OF THE COMMISSION TO
CONSIDER THE APPLICATION OF ST. MARY
LAND & EXPL. CO. FOR AN ORDER
PURSUANT TO NDAC § 43-02-03-88.1 POOLING
ALL INTERESTS IN A SPACING UNIT FOR THE
AMBROSE-BAKKEN POOL, SECTIONS 28 AND
33, T.163N., R.99W., DIVIDE COUNTY, ND,
AUTHORIZING THE RECOVERY FROM EACH
NON-PARTICIPATING OWNER OF A RISK
PENALTY AS PROVIDED IN NDCC § 38-08-08
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 20th day of July, 2009.
- (2) Counsel for applicant requests that this case be dismissed without prejudice.

IT IS THEREFORE ORDERED:

- (1) This case is dismissed without prejudice.

Dated this 20th day of August, 2009.

INDUSTRIAL COMMISSION
STATE OF NORTH DAKOTA

By the Director, on behalf of the Commission

/s/ Lynn D. Helms, Director

SFN 5729

STATE OF NORTH DAKOTA

AFFIDAVIT OF MAILING

COUNTY OF BURLEIGH

I, Jeanette Bean, being duly sworn upon oath, depose and say: That on the 31st day of August, 2009 enclosed in separate envelopes true and correct copies of the attached Order No. 13359 of the North Dakota Industrial Commission, and deposited the same with the United States Postal Service in Bismarck, North Dakota, with postage thereon fully paid, directed to the following persons by the Industrial Commission in Case No. 11265:

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FREDRICKSON & BYRON
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BISMARCK ND 58502-1855

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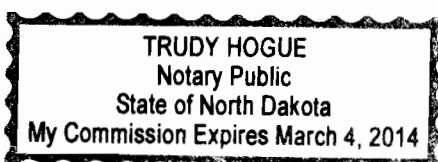
ROGER NELSON
ST MARY LAND & EXPLORATION CO
PO BOX 7168
BILLINGS MT 59103-7168

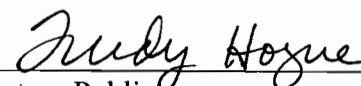
GORDON OLSON
ST MARY LAND & EXPLORATION CO
PO BOX 7168
BILLINGS MT 59103-7168

MIKE BRYANT
ST MARY LAND & EXPLORATION CO
PO BOX 7168
BILLINGS MT 59103-7168


Jeanette Bean
Oil & Gas Division

On this 31st day of August, 2009 before me personally appeared Jeanette Bean to me known as the person described in and who executed the foregoing instrument and acknowledged that she executed the same as her free act and deed.




Notary Public
State of North Dakota, County of Burleigh

**BEFORE THE NORTH DAKOTA
INDUSTRIAL COMMISSION**

CASE NO. 11263-68

**APPLICATION FOR POOLING ALL INTEREST
AMBROSE-BAKKEN POOL
Divide County, ND**

July 20, 2009

ST. MARY LAND & EXPLORATION CO.



**CASE NO. 11263-11268
AMBROSE-BAKKEN POOL**

INDEX

Exhibit A	Spacing Unit / Tract Ownership Map
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INDUSTRIAL COMMISSION
STATE OF NORTH DAKOTA
DATE 7/20/09 CASE NO. 11263-8
Introduced By St. Mary's and Ex
Exhibit 11
Identified By Nelson

BEFORE THE INDUSTRIAL COMMISSION
OF THE STATE OF NORTH DAKOTA

In the matter of the application of St. Mary)	
Land & Exploration Company for an order)	
pursuant to Section 43-02-03-88.1 of the North)	
Dakota Administrative Code pooling all)	APPLICATION
interests in a spacing unit for the Ambrose-)	
Bakken pool described as all of Sections 28 and)	
33, T.163N., R.99W., Divide County, North)	
Dakota, authorizing the recovery from each)	
non-participating owner of a risk penalty as)	
provided in Section 38-08-08 of the North)	
Dakota Century Code, and for such other and)	
further relief as may be appropriate.)	

COMES NOW the applicant, St. Mary Land & Exploration Company, and respectfully alleges as follows:

1. It is the owner of an interest in the oil and gas leasehold estate underlying all or portions of Sections 28 and 33, Township 163 North, Range 99 West, Divide County, North Dakota.
2. By separate application, applicant has requested that said lands be designated as a 1280-acre spacing unit in the Ambrose-Bakken pool.
3. There are separately owned tracts and separately owned interests within tracts within the spacing unit.
4. There is no voluntary pooling agreement covering all interests within the spacing unit.
5. In the event that any owners elect not to lease or otherwise participate in the risk and cost of drilling a well on said spacing unit, applicant intends to collect the penalty afforded by Section 38-08-08 of the North Dakota Century Code.

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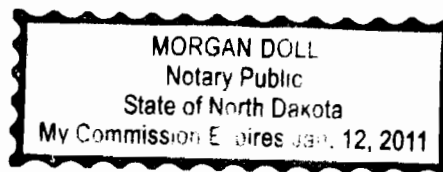


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07/01/09	07/01/09	1	Case 11246/604224 Bismarck Tribune PO:Public Hearing	306.00	Legals	220.32	220.32

Affidavit of Publication
State of North Dakota) SS County of Burleigh
Before me, a Notary Public for the State of North Dakota
personally appeared K. K. who being duly sworn, deposes
and says that he (she) is the Clerk of Bismarck Tribune Co.,
and that the publication(s) were made through the
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Morgan Doll
Notary Public in and for the State of North Dakota



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NOTICE OF HEARING N.D. INDUSTRIAL COMMISSION OIL AND GAS DIVISION

The North Dakota Industrial Commission will hold a public hearing at 9:00 a.m. Monday, July 20, 2009, at the N.D. Oil & Gas Division, 1016 East Calgary Ave., Bismarck, N.D. At the hearing the Commission will receive testimony and exhibits. Persons with any interest in the cases listed below, take notice.

PERSONS WITH DISABILITIES: If at the hearing you need special facilities or assistance, contact the Oil and Gas Division at 701-328-8038 by Tuesday, July 07, 2009.

STATE OF NORTH DAKOTA TO:

Case No. 11246: Temporary spacing to develop an oil and/or gas pool discovered by the Marathon Oil Co. #14-35H Darwin, SWSW Section 35, T.145N., R.96W., Dunn County, ND, define the field limits, and enact such special field rules as may be necessary.
Case No. 11247: Application of Marathon Oil Co. for an order creating a 1280-acre drilling unit consisting of Sections 17 and 20, T.146N., R.92W., Dunn County, ND, and allowing a horizontal well to be drilled in the Bakken Formation in each such drilling unit at any location not closer than 500 feet to the boundary thereof, or granting such other relief as is appropriate.

Case No. 11248: Application of Petro-Hunt, LLC for an order amending the applicable field orders for the Charlson-Bakken and Keene-Bakken Pools to establish a 1280-acre spacing unit in either the Charlson-Bakken or Keene-Bakken Pool consisting of Sections 13 and 24, T.153N., R.96W., McKenzie County, ND, and allow a horizontal well to be drilled at any location thereon not closer than 500 feet to the boundary of the spacing unit and such other relief as is appropriate.

Case No. 11078: (Continued) Application of Petro-Hunt, LLC, for an order creating five 1280-acre drilling units for the Bakken Formation consisting of Sections 14 and 15; Sections 13 and 24; Sections 22 and 27; Sections 23 and 26; and Sections 25 and 36, T.148N., R.95W., Dunn County, ND, and allowing a horizontal well to be drilled at any location not closer than 500 feet to the boundary of each drilling unit and such other relief as is appropriate.

Case No. 11249: Application of Luff Expl. Co. for an order amending the orders for the Cold Turkey Creek-Red River Pool to include the E/2 and NW/4 of Section 20, T.130N., R.102W., Bowman County, ND, in Zone VII of the Cold Turkey Creek-Red River Pool and such other relief as is appropriate.

Case No. 11250: Application of Hess Corp. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit for the Enget Lake-Bakken Pool, Sections 15 and 22, T.158N., R.93W., Mountrail County, ND, authorizing the recovery from each non-participating owner of a risk penalty as provided in NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 11251: Application of Hess Corp. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit for the Enget Lake-Bakken Pool, Sections 9 and 10, T.158N., R.93W., Mountrail County, ND, authorizing the recovery from each non-participating owner of a risk penalty as provided in NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 11252: Application of Hess Corp. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit for the Big Butte-Bakken Pool, Sections 15 and 22, T.157N., R.94W., Mountrail County, ND, authorizing the recovery from each non-participating owner of a risk penalty as provided in NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 11253: Application of Hess Corp. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit for the Big Butte-Bakken Pool, Sections 6 and 7, T.156N., R.94W., Mountrail County, ND, authorizing the recovery from each non-participating owner of a risk penalty as provided in NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 11254: Application of Hess Corp. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit in an unnamed Bakken Pool described as Sections 26 and 27, T.157N., R.93W., Mountrail County, ND, authorizing the recovery from each non-participating owner of a risk penalty as provided in NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 11255: Application of Hess Corp. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit in an unnamed Bakken Pool described as Sections 15 and 22, T.157N., R.93W., Mountrail County, ND, authorizing the recovery from each non-participating owner of a risk penalty as provided in NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 11204: (Continued) Temporary spacing to develop an oil and/or gas pool discovered by the Hess Corp. #3625H-1 RS-State F-157-92, SESE Section 36, T.157N., R.92W., Mountrail County, ND, define the field limits, and enact such special field rules as may be necessary.

Case No. 11205: (Continued) Application of Hess Corp. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit for the Manitou-Bakken Pool, Sections 28 and 33, T.156N., R.94W., Mountrail County, ND, authorizing the recovery from each non-participating owner of a risk penalty as provided in NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 11229: (Continued) Temporary spacing to develop an oil and/or gas pool discovered by the Burlington Resources Oil & Gas Co., LP #11-23H Catalina, NWNW Section 23, T.145N., R.96W., Dunn County, ND, define the field limits, and enact such special field rules as may be necessary.

Case No. 11256: Application of Burlington Resources Oil & Gas Co. LP for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit in an unnamed Bakken Pool for the Catalina #11-23H, Sections 23 and 24, T.145N., R.96W., Dunn County, ND, authorizing the recovery from each non-participating owner of a risk penalty as provided in NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 11257: Application of Burlington

Resources Oil & Gas Co. LP for an order pursuant to NDAC § 43-02-03-88.1 designating the Minnelusa Group in the Cedar Hills Field, located in Bowman and Slope Counties, ND, as an exempt aquifer pursuant to NDAC § 43-02-05-03 and such other relief as is appropriate.

Case No. 11258: Application of Burlington Resources Oil & Gas Co. LP for an order extending the outline of the Blue Buttes Field to include Sections 2 and 11, T.151N., R.95W., McKenzie County, ND, and further including said lands within Zone II of the Blue Buttes-Bakken Pool, for which spacing has been established on the basis of one horizontal well per 1280-acres and such other relief as is appropriate.

Case No. 11259: Application of Burlington Resources Oil & Gas Co. LP for an order amending the orders for the Berg, Union Center and Clear Creek Fields to establish three 1280-acre spacing units in either the Union Center-Bakken or the Clear Creek-Bakken Pool consisting of Sections 13 and 24; Sections 14 and 23; and Sections 15 and 22, T.152N., R.96W., McKenzie County, ND and such other relief as is appropriate.

Case No. 11260: Application of Burlington Resources Oil & Gas Co. LP for an order extending the outline of the Haystack Butte Field to include all of T.148N., R.98W., McKenzie County, ND, and further including all of said township within Zone II of the Haystack Butte-Bakken Pool, for which spacing has been established on the basis of one horizontal well per 1280-acres and such other relief as is appropriate.

Case No. 11228: (Continued) Temporary spacing to develop an oil and/or gas pool discovered by the Burlington Resources Oil & Gas Co., LP #14-9H Jack, SESE Section 9, T.145N., R.95W., Dunn County, ND, define the field limits, and enact such special field rules as may be necessary.

Case No. 11261: Application of Windsor Energy Group, LLC, for an order pooling all interests in a spacing unit for the Marshall-Bakken Pool, Section 4, T.153N., R.90W., Mountrail County, ND; authorizing the recovery of a risk penalty in accordance with NDCC § 38-08-08 against the interest of any owner that has elected or elects not to participate in the risk and cost of drilling a well on said spacing unit and such other relief as is appropriate.

Case No. 11262: Application of St. Mary Land & Expl. Co. for an order extending the boundary of the Ambrose Field to include all of Sections 16, 17, 18, 19, 20, 21, 28, 29, 30, 31, 32, and 33, T.163N., R.99W., Divide County, ND, and further including Sections 16 and 21; Sections 17 and 20; Sections 18 and 19; Sections 30 and 31; Sections 29 and 32; and Sections 28 and 33 as 1280-

acre spacing units within Zone I of the Ambrose-Bakken Pool and such other relief as is appropriate.

Case No. 11263: Application of St. Mary Land & Expl. Co. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit for the Ambrose-Bakken Pool, Sections 30 and 31, T.163N., R.99W., Divide County, ND, authorizing the recovery from each non-participating owner of a risk penalty as provided in NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 11264: Application of St. Mary Land & Expl. Co. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit for the Ambrose-Bakken Pool, Sections 29 and 32, T.163N., R.99W., Divide County, ND, authorizing the recovery from each non-participating owner of a risk penalty as provided in NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 11265: Application of St. Mary Land & Expl. Co. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit for the Ambrose-Bakken Pool, Sections 28 and 33, T.163N., R.99W., Divide County, ND, authorizing the recovery from each non-participating owner of a risk penalty as provided in NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 11266: Application of St. Mary Land & Expl. Co. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit for the Ambrose-Bakken Pool, Sections 18 and 19, T.163N., R.99W., Divide County, ND, authorizing the recovery from each non-participating owner of a risk penalty as provided in NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 11267: Application of St. Mary Land & Expl. Co. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit for the Ambrose-Bakken Pool, Sections 17 and 20, T.163N., R.99W., Divide County, ND, authorizing the recovery from each non-participating owner of a risk penalty as provided in NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 11268: Application of St. Mary Land & Expl. Co. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit for the Ambrose-Bakken Pool, Sections 16 and 21, T.163N., R.99W., Divide County, ND, authorizing the recovery from each non-participating owner of a risk penalty as provided in NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 11269: Application of PDC Corp. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit in an unnamed Bakken Pool for the Jepsen #21-19HB, Sections 19 and 30, T.161N., R.90W., Burke County, ND, authorizing the recovery from each non-participating owner of a risk penalty as provided in NDCC § 38-08-08 and such other relief as may be appropriate.

Case No. 11118: (Continued) Temporary spacing to develop an oil and/or gas pool discovered by the PDC Corp. #21-19HB Jepsen, NENW Section 19, T.161N., R.90W., Burke County, ND, define the field limits, and enact such special field rules as may be necessary.

Case No. 11174: (Continued) Temporary spacing to develop an oil and/or gas pool discovered by the Questar Expl. & Prod. Co. #1-18H-150-90 MHA, NENW Section 18, T.150N., R.90W., McLean

County, ND, define the field limits, and enact such special field rules as may be necessary.

Signed by:
John Hoeven, Governor
Chairman, ND Industrial Commission
7/11/09 604224

NOTICE OF HEARING
N.D. INDUSTRIAL COMMISSION
OIL AND GAS DIVISION

The North Dakota Industrial Commission will hold a public hearing at 9:00 a.m. Monday, July 20, 2009, at the N.D. Oil & Gas Division, 1016 East Calgary Ave., Bismarck, N. D. At the hearing the Commission will receive testimony and exhibits. Persons with any interest in the cases listed below, take notice.

PERSONS WITH DISABILITIES:

If at the hearing you need special facilities or assistance, contact the Oil and Gas Division at 701-328-8038 by Tuesday, July 07, 2009.

STATE OF NORTH DAKOTA TO:

Case No. 11262: Application of St. Mary Land & Expl. Co. for an order extending the boundary of the Ambrose Field to include all of Sections 16, 17, 18, 19, 20, 21, 28, 29, 30, 31, 32, and 33, T.163N., R.99W., Divide County, ND, and further including Sections 16 and 21; Sections 17 and 20;

Sections 18 and 19; Sections 30 and 31; Sections 29 and 32; and Sections 28 and 33 as 1280-acre spacing units within Zone I of the Ambrose-Bakken Pool and such other relief as is appropriate.

Case No. 11263: Application of St. Mary Land & Expl. Co. for an order pursuant to NDAC § 43-02-

03-88.1 pooling all interests in a spacing unit for the Ambrose-Bakken Pool, Sections 30 and 31, T.163N., R.99W., Divide County, ND, authorizing the recovery from each non-participating owner of a risk penalty as provided in NDCC § 38-08-08 and such other relief as is appropriate.

38-08-08 and such other relief as is appropriate.

Case No. 11266: Application of St. Mary Land & Expl. Co. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit for the Ambrose-Bakken Pool, Sections 18 and 19, T.163N., R.99W., Divide County, ND, authorizing the recovery from each non-participating owner of a risk penalty as provided in NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 11267: Application of St. Mary Land & Expl. Co. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit for the Ambrose-Bakken Pool, Sections 17 and 20, T.163N., R.99W., Divide County, ND, authorizing the recovery from each non-participating owner of a risk penalty as provided in NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 11268: Application of St. Mary Land & Expl. Co. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit for the Ambrose-Bakken Pool, Sections 16 and 21, T.163N., R.99W., Divide County, ND, authorizing the recovery from each non-participating owner of a risk penalty as provided in NDCC § 38-08-08 and such other relief as is appropriate.

Signed by,
 John Hoeven, Governor
 Chairman,
 ND Industrial Commission

(7-1)

Affidavit of Publication

State of North Dakota, County of Divide, ss:

I, Steven J. Andrist, being first duly sworn, on my oath, say that I am the publisher of The Journal, a weekly newspaper of general circulation and official newspaper of Divide County, State of North Dakota, published in the city of Crosby, ND, and that the advertisement headed

NOTICE OF HEARING

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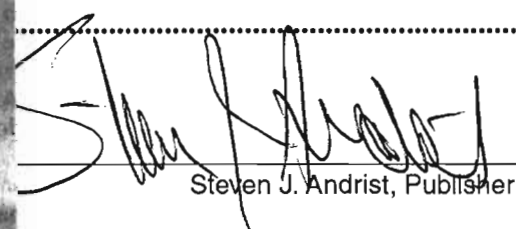
July 1, 2009114 line @ .59 = 67.26

Case No. 11264: Application of St. Mary Land & Expl. Co. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit for the Ambrose-Bakken Pool, Sections 29 and 32,


T.163N., R.99W., Divide County, ND, authorizing the recovery from each non-participating owner of a risk penalty as provided in NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 11265: Application of St. Mary Land & Expl. Co. for an order pursuant to NDAC § 43-02-

03-88.1 pooling all interests in a spacing unit for the Ambrose-Bakken Pool, Sections 28 and 33, T.163N., R.99W., Divide County, ND, authorizing the recovery from each non-participating owner of a risk penalty as provided in NDCC §

.....\$67.26

 Steven J. Andrist, Publisher

and sworn to before me July 1, 2009


 Vonni L. Anderson
 Notary Public, State of North Dakota
 My Commission Expires August 2, 2011

