

BEFORE THE INDUSTRIAL COMMISSION
OF THE STATE OF NORTH DAKOTA

CASE NO. 11460
ORDER NO. 13582

IN THE MATTER OF A HEARING CALLED ON
A MOTION OF THE COMMISSION TO
CONSIDER THE APPLICATION OF BAYTEX
ENERGY USA LTD. FOR AN ORDER
EXTENDING THE FIELD BOUNDARIES AND
AMENDING THE FIELD RULES FOR THE
AMBROSE-BAKKEN POOL SO AS TO CREATE
AND ESTABLISH A 640-ACRE SPACING UNIT
COMPRISED OF SECTION 36, T.162N., R.99W,
DIVIDE COUNTY, ND, AUTHORIZING THE
DRILLING OF ONE HORIZONTAL WELL ON
SAID SPACING UNIT AND/OR SUCH OTHER
AND FURTHER RELIEF AS APPROPRIATE.

ORDER OF THE COMMISSION

THE COMMISSION FINDS:

- (1) This cause came on for hearing at 9:00 a.m. on the 27th day of August, 2009.
- (2) The witnesses for Baytex Energy USA Ltd. (Baytex) 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 September 2, 2009; therefore, such testimony may be considered evidence.
- (3) Baytex made application to the Commission for an order extending the field boundaries and amending the field rules for the Ambrose-Bakken Pool so as to create and establish a 640-acre spacing unit comprised of Section 36, Township 162 North, Range 99 West Divide County, North Dakota (Section 36), authorizing the drilling of one horizontal well on said spacing unit and/or such other and further relief as appropriate.
- (4) Order No. 13356 entered in Case No. 11262, the most recent spacing order for the Ambrose-Bakken Pool, established proper spacing for the development of Zone I at one horizontal well per 1280 acres and Zone II at one horizontal well per 640 acres.
- (5) Section 36 is two sections removed from the Ambrose Field and one section removed from the buffer zone of Zone II in the Ambrose-Bakken Pool.

(6) Baytex requested the Ambrose Field be extended to include the following lands in Divide County:

TOWNSHIP 162 NORTH, RANGE 99 WEST, 5TH PM
ALL OF SECTIONS 22, 23, 24, 25, 26, 27, 34, 35 AND 36,

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

(7) Baytex requested Sections 22, 23, 24, 25, 26, 27, 34, 35, and 36, Township 162 North, Range 99 West (Sections 22, 23, 24, 25, 26, 27, 34, and 35); and Sections 19, 30, and 31, Township 162 North, Range 98 West (Sections 19, 30, and 31), Divide County, North Dakota, be established as 640-acre spacing units in the Ambrose-Bakken Pool.

(8) Baytex testified they are partners with Samson Resources Company (Samson) in the area. Baytex and Samson own greater than 50% of the leasehold estate in Sections 22, 23, 24, 25, 26, 27, 34, 35, 36, 19, 30, and 31.

(9) Baytex presented evidence that the Ambrose-Bakken Pool underlies Sections 22, 23, 24, 25, 26, 27, 34, 35, 36, 19, 30, and 31; therefore the boundary of the Ambrose Field should be extended to include such lands.

(10) There are no wells currently permitted to or producing from the Bakken Pool in Sections 22, 23, 24, 25, 26, 27, 34, 35, 36, 19, 30, or 31.

(11) Baytex plans to develop the upper Three Forks Formation in the Bakken Pool underlying Section 36 by drilling a single-lateral horizontal well from a surface location 350 feet from the north line and 350 feet from the west line of Section 36. The casing will be set horizontally in the Bakken Pool southeast of the surface location at a legal location and the lateral will then be drilled to a bottom hole location 512 feet from the south line and 512 feet from the east line of Section 36. Baytex testified they will drill wells on the other proposed spacing units in a similar fashion. The surface and bottom hole locations herein depicted 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.

(12) Evidence and testimony presented to the Commission indicates that the proposed horizontal wells will produce oil that might otherwise not be produced.

(13) Flexibility with respect to spacing unit size and the location of wells in the Ambrose-Bakken Pool is essential to efficiently produce as much recoverable oil and gas as economically possible.

(14) Pursuant to Section 38-08-07 of the North Dakota Century Code, spacing units must be of uniform size and shape for the entire pool, except when found necessary to prevent waste, avoid the drilling of unnecessary wells, or to protect correlative rights, the Commission is authorized to divide any pool into zones and establish spacing units for each zone, which units may differ in size and shape from those established in any other zone.

(15) Zones of different spacing within the Ambrose-Bakken Pool will allow the flexibility needed for utilization of horizontal drilling.

(16) Granting flexibility in spacing unit size and in locating and drilling horizontal wells will result in economic and efficient development of the oil and gas resources in a manner that prevents waste and protects correlative rights.

(17) Baytex's activities are successful, 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.

(18) There were no objections to this application.

(19) Establishing Sections 22, 23, 24, 25, 26, 27, 34, 35, 36, 19, 30, and 31 as 640-acre spacing units within the Ambrose-Bakken Pool will prevent waste, avoid the drilling of unnecessary wells, and protect correlative rights.

IT IS THEREFORE ORDERED:

(1) Sections 22, 23, 24, 25, 26, 27, 34, 35, and 36, Township 162 North, Range 99 West; and Sections 19, 30, and 31, Township 162 North, Range 98 West, Divide County, North Dakota, are each hereby established as a 640-acre spacing unit for the exclusive purpose of drilling a horizontal well within each said spacing unit within the Bakken Pool and Zone II is hereby extended 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.

(2) The Director is hereby authorized to exercise continuing jurisdiction in this matter to determine whether a horizontal well proposed or drilled upon the 640-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.

(3) 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 (4) below shall not be subject to this order.

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

TOWNSHIP 163 NORTH, RANGE 99 WEST, 5TH PM

ALL OF SECTIONS 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 18, 19, 30 AND 31,

TOWNSHIP 162 NORTH, RANGE 99 WEST, 5TH PM

ALL OF SECTIONS 1, 2, 3, 10, 11, 12, 13, 14, 15, 22, 23, 24, 25, 26, 27, 34, 35 AND 36,

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

together with those additional sections or governmental lots corresponding thereto as may be proven productive by wells drilled on lands within one mile of the boundaries of the field as set forth above, provided further that such extensions of the field boundaries shall include only sufficient acreage to form a spacing unit for such wells, and any intervening lands.

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

ZONE I (Exclusively for horizontal wells)

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

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

ZONE II (Exclusively for horizontal wells)

TOWNSHIP 163 NORTH, RANGE 99 WEST, 5TH PM
ALL OF SECTIONS 13, 14, 15, 22, 23, 24, 26, 27, 34 AND 35,

TOWNSHIP 163 NORTH, RANGE 98 WEST, 5TH PM
ALL OF SECTIONS 18, 19, 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, 26, 27, 34, 35 AND 36,

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

together with those additional sections or governmental lots corresponding thereto as may be proven productive by wells drilled on lands within one mile of the boundaries of the field as set forth above, provided further that such extensions of the field boundaries shall include only sufficient acreage to form a spacing unit for such wells, and any intervening lands.

(6) 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.

(7) The proper spacing for the development of Zone I in the Ambrose-Bakken Pool is hereby set at one horizontal well per 1280 acres.

(8) All portions of the well bore not isolated by cement of any horizontal well hereafter drilled in Zone I in the Ambrose-Bakken Pool shall be no closer than 500 feet to the boundary of

the spacing unit. Measurement inaccuracies in the directional survey equipment need not be considered except when deemed necessary by the Director.

(9) Sections 16 and 21; Sections 17 and 20; Sections 25 and 36; Sections 28 and 33; Sections 29 and 32; Sections 30 and 31, Township 163 North, Range 99 West; and Sections 1 and 12, Township 162 North, Range 99 West, Divide County, North Dakota, are hereby designated 1280-acre spacing units in Zone I in the Ambrose-Bakken Pool.

(10) Spacing units hereafter created in Zone I in the Ambrose-Bakken Pool shall consist of two adjacent governmental sections.

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

(12) The proper spacing for the development of Zone II in the Ambrose-Bakken Pool is hereby set at one horizontal well per 640 acres.

(13) All portions of the well bore not isolated by cement of any horizontal well hereafter drilled in Zone II in the Ambrose-Bakken Pool shall be no closer than 500 feet to the boundary of the spacing unit. Measurement inaccuracies in the directional survey equipment need not be considered except when deemed necessary by the Director.

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

(15) 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.

(16) 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.

(17) 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.

(18) 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.

(19) 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;
- (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.

(20) 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.

(21) 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.

(22) 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.

(23) 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.

(24) This order covers 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 10th day of September, 2009.

INDUSTRIAL COMMISSION
STATE OF NORTH DAKOTA

By the Director, on behalf of the Commission

/s/ Lynn D. Helms, Director

STATE OF NORTH DAKOTA

AFFIDAVIT OF MAILING

COUNTY OF BURLEIGH

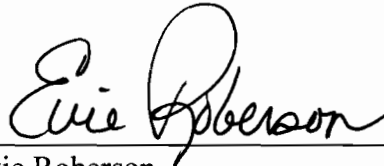
I, Evie Roberson, being duly sworn upon oath, depose and say: That on the 10th ___ day of September, 2009 enclosed in separate envelopes true and correct copies of the attached Order No. 13582 of the North Dakota Industrial Commission, and deposited the same with the United States Postal Service in Bismarck, North Dakota, with postage thereon fully paid, directed to the following persons by the Industrial Commission in Case No. 11460 :

LAWRENCE BENDER
FREDRICKSON & BYRON
PO BOX 1855
BISMARCK ND 58502-1855

JASON PETERMAN
BAYTEX ENERGY USA LTD
600 17TH ST STE 1900 S
DENVER CO 80202


TIMOTHY R. MORRIS, CPL
VICE PRESIDENT, US BUSINESS DEV
BAYTEX ENERGY USA LTD
600 17TH ST STE 1900 S
DENVER CO 80202

JASON PETERMAN
BAYTEX ENERGY USA LTD
600 17TH ST STE 1900 S
DENVER CO 80202



Evie Roberson
Oil & Gas Division

On this 10th ___ day of September, 2009 before me personally appeared Evie Roberson 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

JEANETTE BEAN
Notary Public
State of North Dakota
May 25, 2011

August 31, 2009



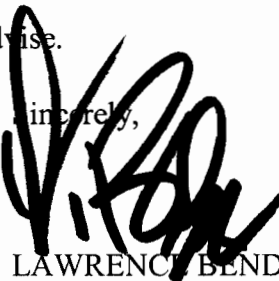
Mr. Bruce Hicks
Assistant Director
North Dakota Industrial Commission
Oil and Gas Division
600 East Boulevard
Bismarck, North Dakota 58505-0310

**RE: Baytex Energy USA Ltd.
NDIC CASE NO. 11460**

Dear Mr. Hicks:

Please find enclosed herewith for filing the original TELEPHONIC COMMUNICATION AFFIDAVITS for the captioned matter.

Should you have any questions, please advise.

Sincerely,


LAWRENCE BENDER

LB/leo

Enclosure

cc: Mr. Lee Zink - (w/o enc.)

4612901_1.DOC

Attorneys & Advisors
main 701.221.4020
fax 701.221.4040
www.fredlaw.com

Fredrikson & Byron, P.A.
200 North Third Street, Suite 150
Bismarck, North Dakota
58501-3879

BEFORE THE NORTH DAKOTA INDUSTRIAL COMMISSION

OF THE STATE OF NORTH DAKOTA

Case No. 11460

Application of Baytex Energy USA Ltd. for an order extending the field boundaries and amending the field rules for the Ambrose-Bakken Pool so as to create and establish a 640-acre spacing unit comprised of Section 36, T.162N., R.99W, Divide County, ND, authorizing the drilling of one horizontal well on said spacing unit and/or such other and further relief as appropriate.



TELEPHONIC COMMUNICATION AFFIDAVIT

Lee Zink being first duly sworn deposes and states as follows: That on August 27, 2009, I testified under oath before the North Dakota Industrial Commission in Case No. 11460. My testimony was presented by telephone from (303) 825-2777, at the offices of and on behalf of Baytex Energy USA Ltd., 600 17th Street, Suite 1900 South, Denver, Colorado 80202.

Lee Zink

STATE OF COLORADO)
)ss:
COUNTY OF Denver)

On August 27, 2009, Lee Zink of Baytex Energy USA Ltd., known to me to be the person described in and who executed the foregoing instrument, personally appeared before me and acknowledged that he executed the same as a free act and deed.



Larisa Barayeva
Notary Public
My Commission Expires: 06/27/2013

BEFORE THE NORTH DAKOTA INDUSTRIAL COMMISSION

OF THE STATE OF NORTH DAKOTA

Case No. 11460

Application of Baytex Energy USA Ltd. for an order extending the field boundaries and amending the field rules for the Ambrose-Bakken Pool so as to create and establish a 640-acre spacing unit comprised of Section 36, T.162N., R.99W, Divide County, ND, authorizing the drilling of one horizontal well on said spacing unit and/or such other and further relief as appropriate.



TELEPHONIC COMMUNICATION AFFIDAVIT

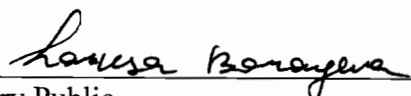
Jason Petermen being first duly sworn deposes and states as follows: That on August 27, 2009, I testified under oath before the North Dakota Industrial Commission in Case No. 11460. My testimony was presented by telephone from (303) 825-2777, at the offices of and on behalf of Baytex Energy USA Ltd., 600 17th Street, Suite 1900 South, Denver, Colorado 80202.


Jason Petermen

STATE OF COLORADO)
)ss:
COUNTY OF Denver)

On August 27, 2009, Jason Petermen of Baytex Energy USA Ltd., known to me to be the person described in and who executed the foregoing instrument, personally appeared before me and acknowledged that he executed the same as a free act and deed.




Notary Public
My Commission Expires: 06/27/2013



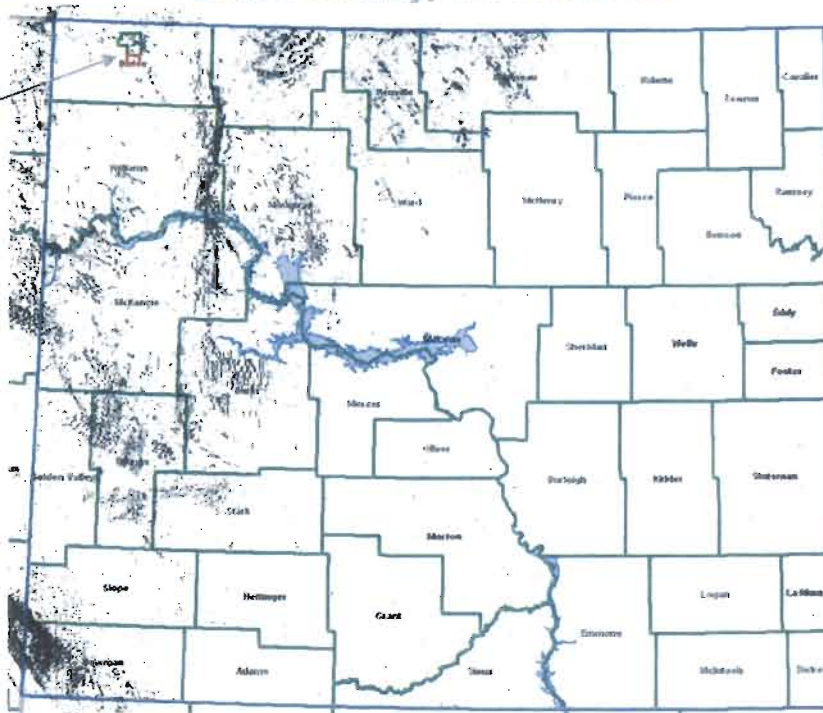
CASE NO. 11460

***Application for Amending Field Rules
in the
Ambrose-Bakken Pool***

**Fuhrman # 36-162-99H
T162N-R99W-Section 36**

Divide County, North Dakota

Spacing
Application
For
Amended Field
Rules

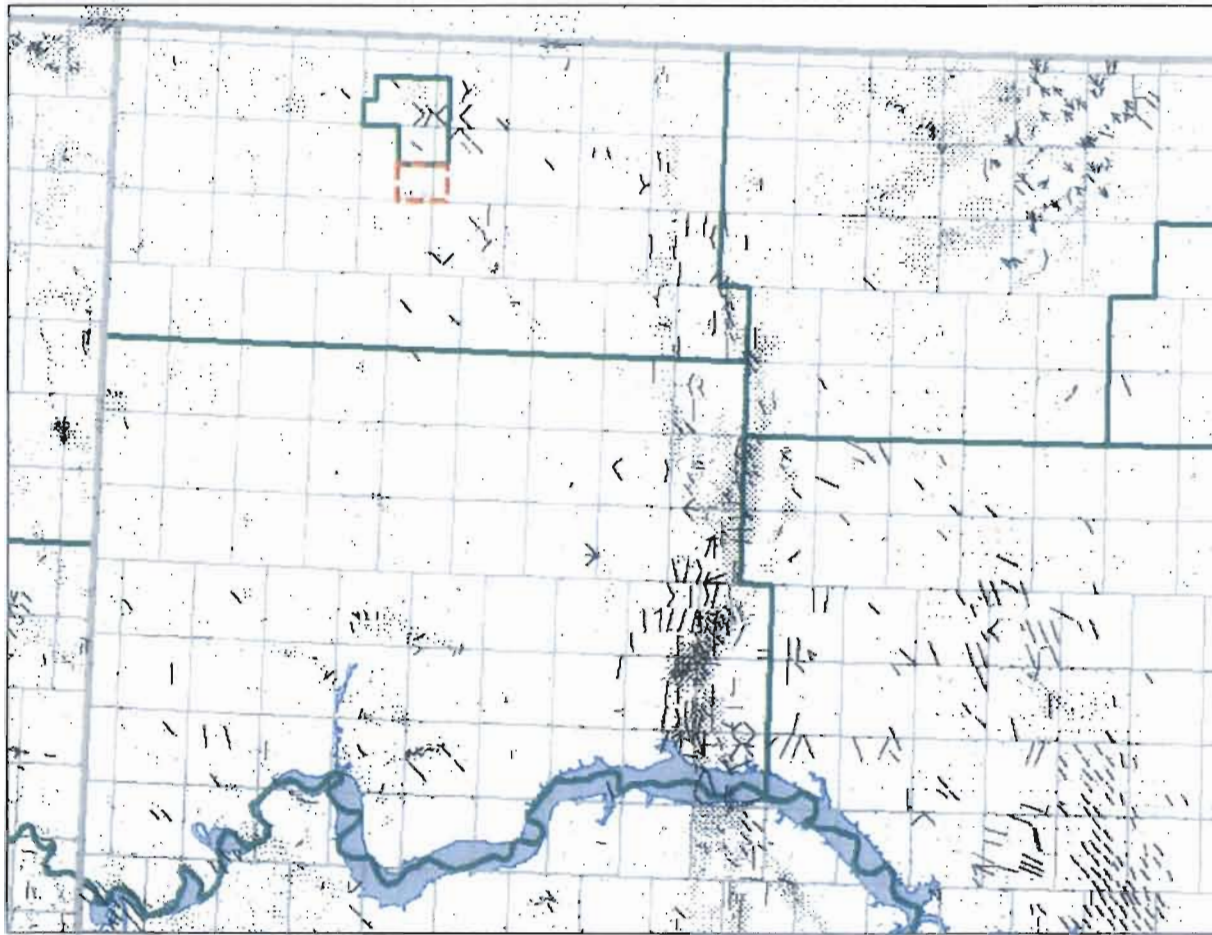


**Before the
Oil & Gas Division
of the
Industrial Commission
of the
State of North Dakota**

August 27, 2009

Case # 11460

Exhibit: L1



INDUSTRIAL COMMISSION

STATE OF NORTH DAKOTA

DATE 8/27/09 CASE NO. 11460

Introduced By Baytex

Exhibit L1

Identified By Zink



Proposed Ambrose-Bakken Pool Limit Extension



Existing Ambrose-Bakken Pool Limits

6.0 0 12.0
MILES

BAYTEX

ENERGY SERVICES LTD.

Index Map

Author: LJZ

18-Aug-2009

Case # 11460

Exhibit: L2



 Proposed Ambrose-Bakken Pool Limit Extension (640 Acre Spacing Units)

 Existing Ambrose-Bakken Pool Limits

 Proposed Horizontal

 1280 Acre Spacing Units

INDUSTRIAL COMMISSION

STATE OF NORTH DAKOTA

DATE 8/27/09 CASE NO. 11460

Introduced By Baytex

Exhibit L2

Identified By Zink

BAYTEX

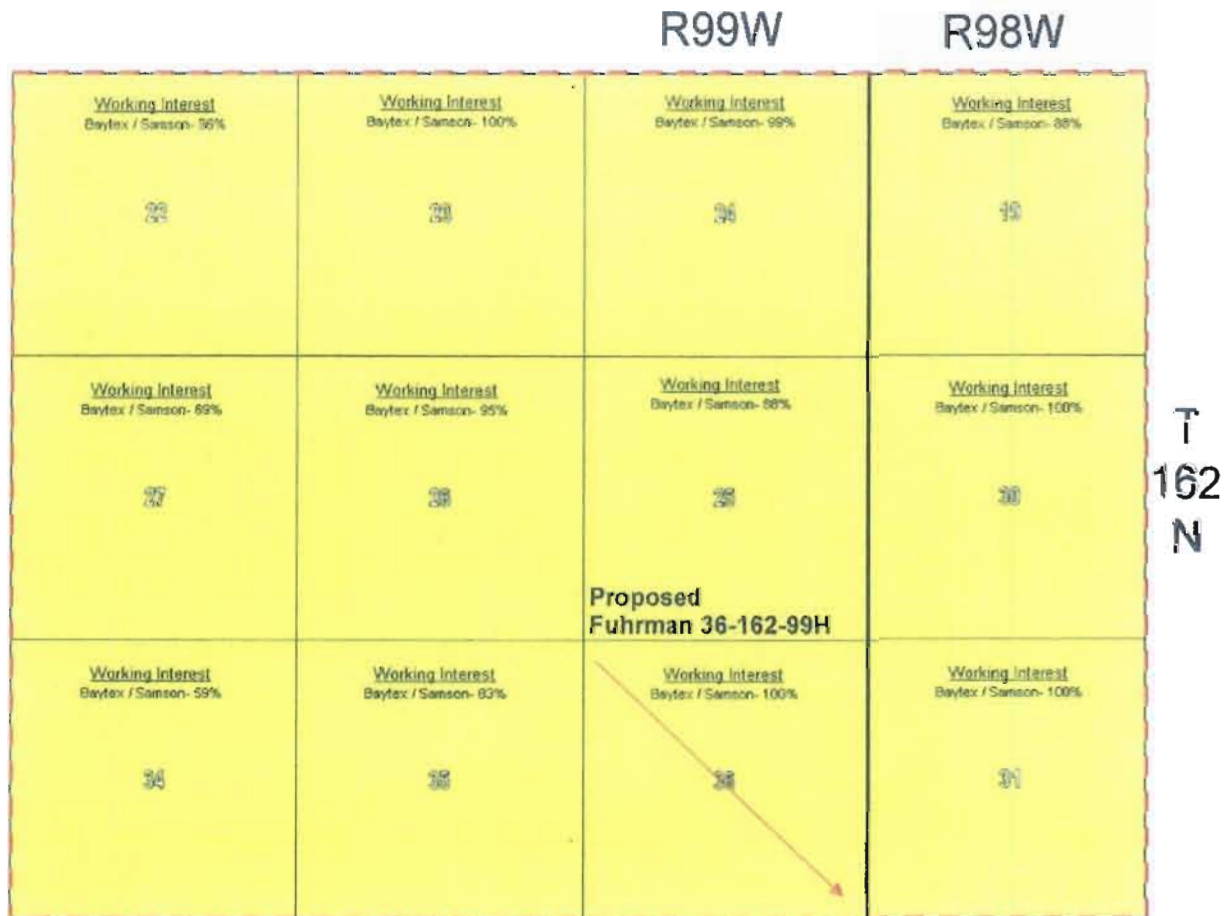
Existing and Proposed
Ambrose-Bakken Field

Author: LJZ

18-Aug-2009

Case # 11460


Exhibit: L3




INDUSTRIAL COMMISSION
STATE OF NORTH DAKOTA
DATE 8/27/09 CASE NO. 11460
Introduced By Baytex
Exhibit L3
Identified By Zink

 Proposed Ambrose-Bakken Pool Limit Extension (640 Acre Spacing Units)

 Samson/Baytex Acreage

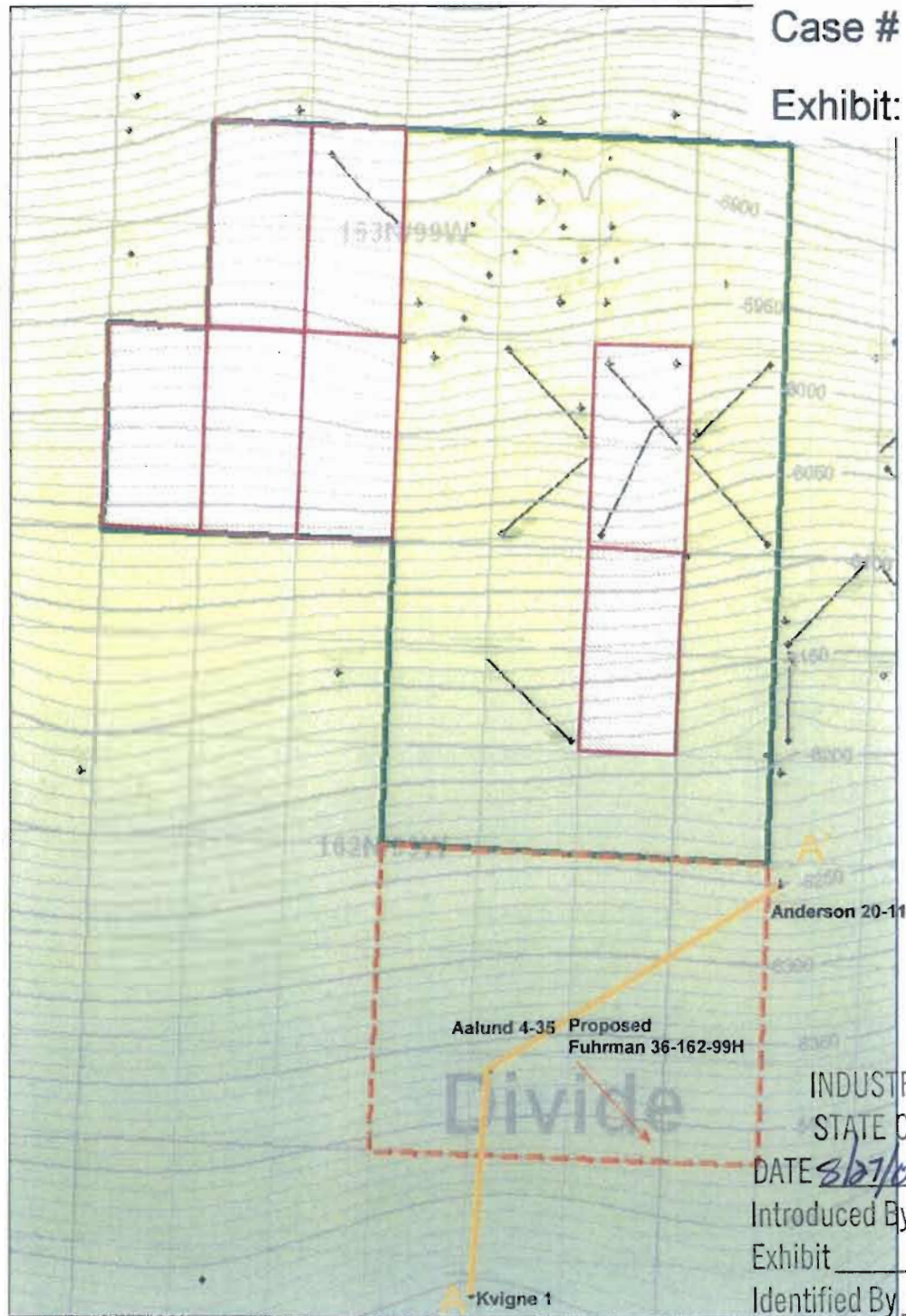
 Proposed Horizontal

0.25 0 0.5

MILES

BAYTEX ENERGY U.S.A. LTD.		
Lease Ownership Map		
Author: LJZ		18-Aug-2009

Case # 11460

Exhibit: G1



INDUSTRIAL COMMISSION
STATE OF NORTH DAKOTA
DATE 8/27/09 CASE NO. 11460
Introduced By Baytex
Exhibit G1
Identified By Peterson

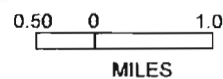


Proposed Ambrose-Bakken Pool Limit Extension (640 Acre Spacing Units)

Existing Ambrose-Bakken Pool Limits

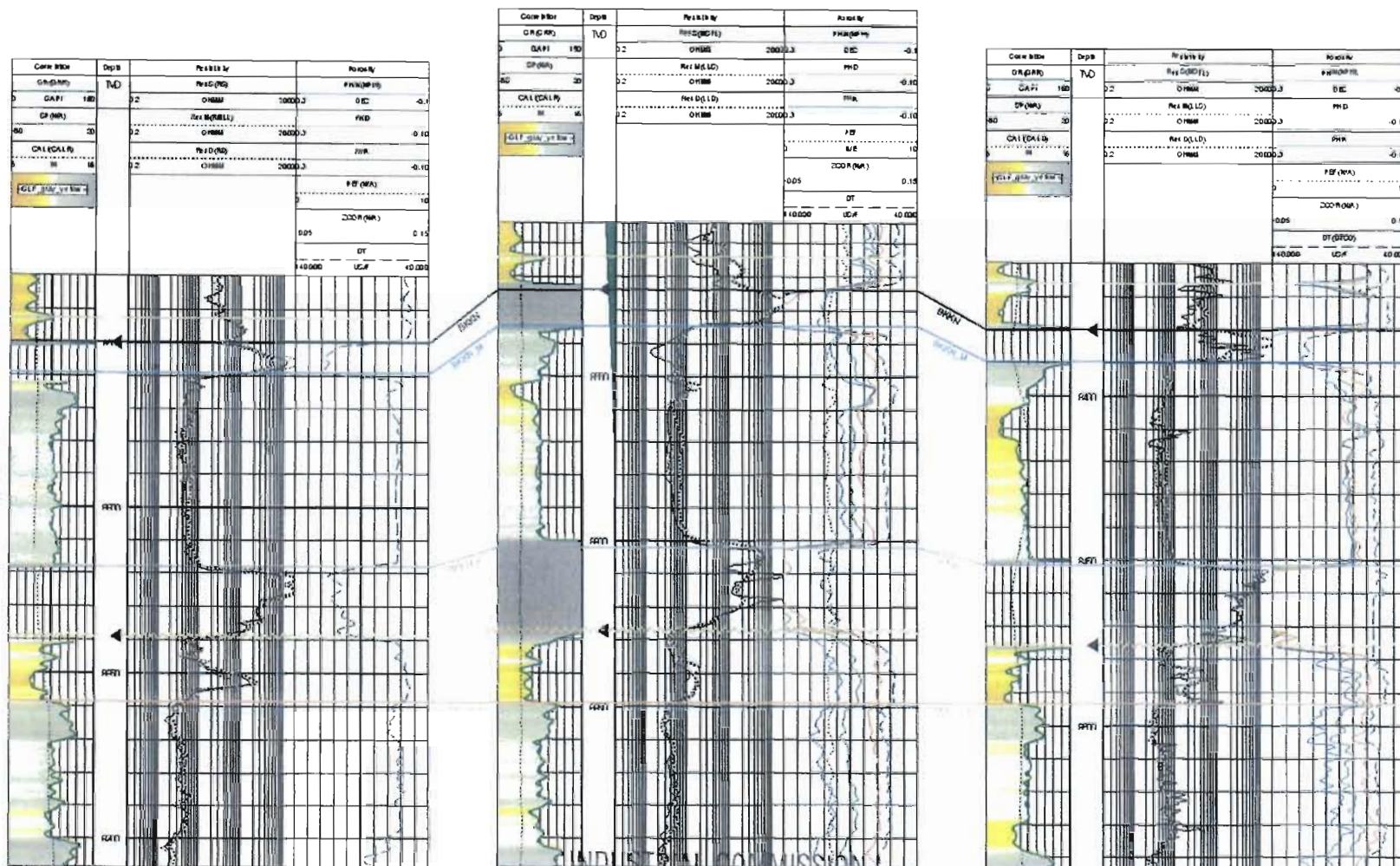
Cross Section:  Proposed Horizontal
Exhibit G2

1280 Acre Spacing Units



BAYTEX		
Three Forks Structure Map		
Author: GLF		19-Aug-2009
	C.I.: 10 ft	

Exhibit: G2



Middle Bakken

Three Forks Pay

Structural Design:
Exhibit G1

BAYTEX

Stratigraphic Cross Section

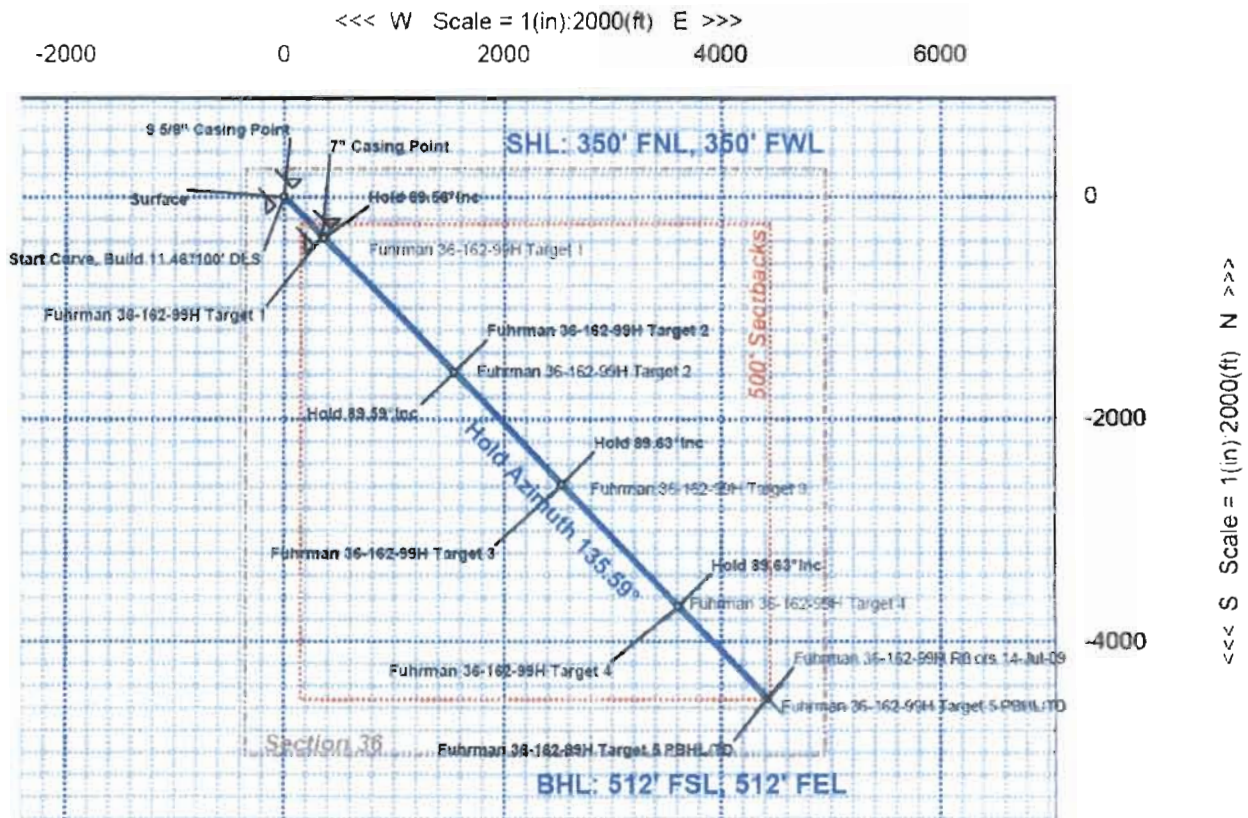
Author: GLF	19-Aug-2009
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STATE OF NORTH DAKOTA
DATE 8/27/09 CASE NO. 11460
Introduced By Baytex
Exhibit G2
Identified By Peterson

Case # 11460

BAYTEX**Baytex Energy USA Ltd.****Exhibit: E1**

Well	Fuhrman 36-162-99H	Field	ND, Divide Co. (NAD 83 NZ)	Structure	Baytex 36-162N-99W
Map with Annotations	Drawn By: JSP	Date: August 14, 2009	Scale: 1" = 2000'	Map with Annotations	Drawn By: JSP



Drawn by:
JSP
Date: 8/14/09
Scale: 1" = 2000'



Drawn by:
JSP
Date: 8/14/09
Scale: 1" = 2000'

INDUSTRIAL COMMISSION

STATE OF NORTH DAKOTA

DATE 8/27/09 CASE NO. 11460Introduced By BaytexExhibit E1Identified By Peterson**BAYTEX**

ENERGY USA LTD.

Fuhrman 36-162-99H
Plan View of Proposed Well Location

Author: JSP

25-Aug-2009

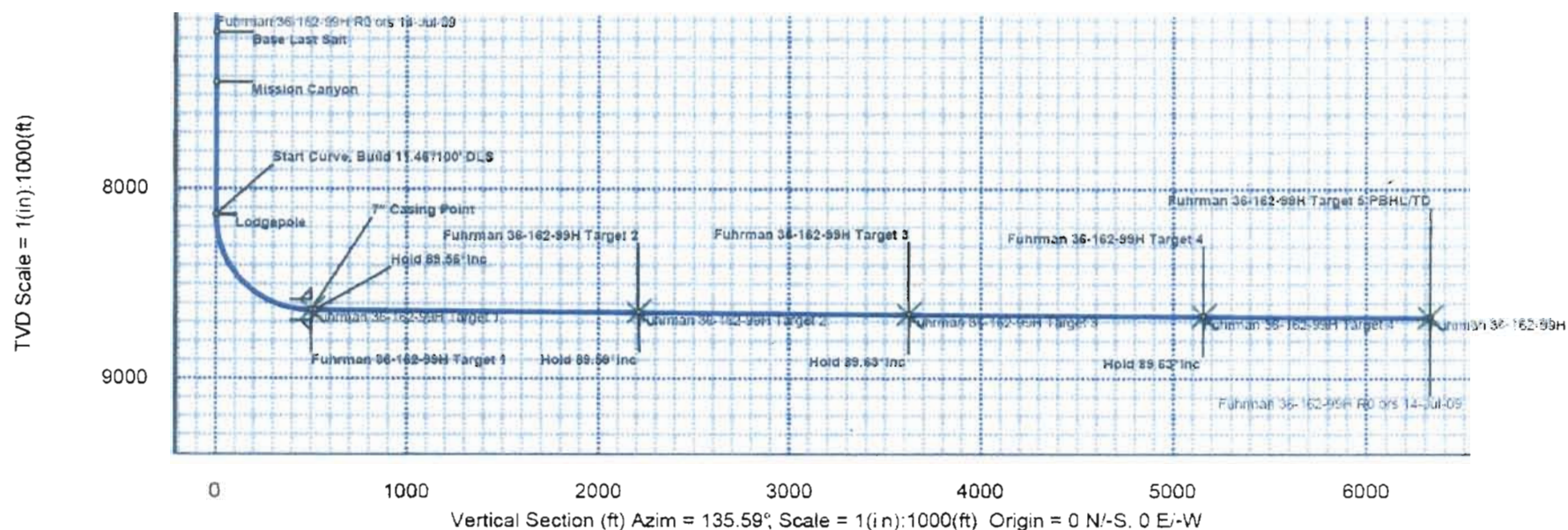


Baytex Energy USA Ltd.

Case # 11460

Exhibit: E2

WELL Fuhrman 36-162-99H	FIELD ND, Divide Co. (NAD 83 NZ)	STRUCTURE Baytex 36-162N-99W
Magnetic Parameters Magnet: 556M 308 Dip: 75.77° Mag Dec: +9.63°	Date: August 14, 2009 PS 37223.5 m	Surface Location Lat: 46°49'16.510 Lon: W100°29'6.310 NAD83 North Dakota State Plane, Northern Zone, U.S. Feet NAD83 54 MUG Grid Conv: +2.2319535° Northing: 124276.14 MUG Easting: 1600166217 Scale Factor: 1.000166217 Miscellaneous Sht: Fuhrman 36-162-99H Plan: RD on 14-Jul-09 TVD Ref: 41810294.821 based on 1985 Imp Date: August 14, 2009



INDUSTRIAL COMMISSION
STATE OF NORTH DAKOTA
DATE 8/21/09 CASE NO. 11460
Introduced By Baytex
Exhibit E2
Identified By Petermen

BAYTEX ENERGY TRUST		
Fuhrman 36-162-99H Borehole Schematic Diagram		
Author: JSP		25-Aug-2009

Case # 11460

Exhibit: E3

Three Forks Reservoir Data

Baytex Energy USA

Fuhrman 36-162-99H

Formation Type:	Dolomite/Sandstone
Initial Reservoir Pressure:	4,150 psi
True Vertical Depth:	8,628'
Oil Gravity:	43 API
Gross Thickness (3 Forks)	18'
Net Porosity Thickness (Target Interval):	8'
Porosity:	8%
Water Saturation (estimated):	40%
Oil Formation Volume Factor:	1.6
Reservoir Temperature:	220 degrees F
Spacing:	640 Acres
Oil in Place in Spacing Unit:	2,532,000 Bbls
Primary Oil Recovery Factor:	8%
GOR:	900 SCF/STB
IP:	220 BOPD
Expected Recovery:	205 MBO

INDUSTRIAL
STATE OF NORTH CAROLINA
DATE 8/27/09 CASE NO. 11460
Introduced By Baytex
Exhibit E3
Identified By Petermen

BAYTEX		
Fuhrman 36-162-99H Three Forks Reservoir Data		
Author: JSP		19-Aug-2009

Case # 11460

Exhibit: E4

Three Forks Well Economics

Baytex Energy USA
Fuhrman 36-162-99H

Well Name: Fuhrman #36H 162-99-36

Location: NWNW Sec 8-T162N-R98W

Spacing: 640 acres (Section 36)

FM Volume Factor: 1.6 RB/STB

Oil-in-Place: 2,532,000 STB

Primary Recovery Factor: 8% of OOIP

Initial Ultimate Recovery: 202,500 BBL Oil
182,700 MCFG

Monthly Operating Costs: \$5,500

Royalties and Overrides: 20%

Assumed Oil Price: \$82.95/BBL Average of Current 8 Year Strip
Assumed Gas Price: \$6.62/MCFG Average of Current 8 Year Strip

Investment: \$4,300,000

Net Present Value at 10%: \$1.1 Million

ROI: 2.4 to 1

ROR: 16%

INDUSTRIAL COMMISSION
STATE OF NORTH DAKOTA
DATE 8/27/09 CASE NO. 11460
Introduced By Baytex
Exhibit E4
Identified By Petermen

BAYTEX		
Fuhrman 36-162-99H Three Forks Well Economics		
Author: JSP		19-Aug-2009

July 27, 2009



Mr. Bruce Hicks
Assistant Director
North Dakota Industrial Commission
Oil and Gas Division
600 East Boulevard
Bismarck, North Dakota 58505-0310

**RE: APPLICATION OF BAYTEX
ENERGY USA LTD.
Section 36-T162N-R99W, Divide
County, ND**

Dear Mr. Hicks:

Please find enclosed herewith for filing an APPLICATION OF BAYTEX ENERGY USA LTD as described above.

Should you have any questions, please advise.

Sincerely,



LAWRENCE BENDER

LB/leo

Enclosure

cc: Ms. Karlene Fine - (w/enc.)
Mr. Lynn Helms - (w/enc.)
Ms. Cynthia Wagner Goulet - (w/enc.) *Via Email*
Mr. Tim Morris – (w/enc.) *Via Email and U.S. Mail*
Mr. Lee Zink – (w/enc.) *Via Email and U.S. Mail*

4595572_1.DOC

Attorneys & Advisors
main 701.221.4020
fax 701.221.4040
www.fredlaw.com

Fredrikson & Byron, P.A.
200 North Third Street, Suite 150
Bismarck, North Dakota
58501-3879

**BEFORE THE INDUSTRIAL COMMISSION
OF THE STATE OF NORTH DAKOTA**

Case No. 11460

Application of Baytex Energy USA Ltd. for an order extending the field boundaries and amending the field rules for the Ambrose-Bakken Pool so as to create and establish a 640-acre spacing unit comprised of Section 36-T162N-R99W, Divide County, North Dakota, authorizing the drilling of one horizontal well on said spacing unit and/or such other and further relief as appropriate.



APPLICATION OF BAYTEX ENERGY USA LTD.

Baytex Energy USA Ltd. ("Baytex"), respectfully states as follows:

1.

That Baytex is the owner of an interest in the oil and gas leasehold estate in Section 36, Township 162 North, Range 99 West, Divide County, North Dakota (the "Subject Lands").

2.

That the Subject Lands are near or within the area defined by the North Dakota Industrial Commission ("Commission") as the field boundaries for the Ambrose-Bakken Pool.

3.

That Baytex desires to utilize the horizontal drilling technique to further develop the Ambrose-Bakken Pool underlying the Subject Lands.

4.

That it is the opinion of Baytex that use of the horizontal drilling technique to further develop the Ambrose-Bakken Pool underlying the Subject Lands will increase the ultimate recovery of the reservoir.

5.

That pursuant to Section 38-08-07 of the North Dakota Century Code, the Commission is empowered to divide any pool into separate zones and to modify its previous spacing order when necessary to prevent waste, avoid the drilling of unnecessary wells or to protect correlative rights.

6.

That in order to prevent waste, to avoid the drilling of unnecessary wells and to protect correlative rights, the field boundaries for the Ambrose-Bakken Pool should be extended and a 640-acre spacing unit should be created and established for the Ambrose-Bakken Pool for Section 36, Township 162 North, Range 99 West, authorizing the drilling of one horizontal well on said spacing unit.

7.

That Baytex, therefore, requests that the Commission extend the field boundaries and amend the field rules for the Ambrose-Bakken Pool so as to create and establish a 640-acre spacing unit comprised of all of Section 36, Township 162 North, Range 99 West, Divide County, North Dakota, and authorizing the drilling of one horizontal well on said spacing unit and/or such other and further relief as the Commission deems appropriate.

WHEREFORE, Baytex requests the following:

(a) That this matter be set for the regularly scheduled August 2009 hearings of the Commission;

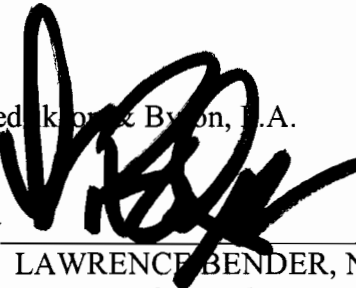
(b) That the Commission issue its order granting the relief requested and such other and further relief as the Commission may deem appropriate; and

(c) That pursuant to Section 43-02-03-88.2 of the North Dakota Administrative Code, Baytex's witnesses in this matter be allowed to participate by telephonic means.

DATED this 27th day of July, 2009.

Fredrikson & Byrson, P.A.

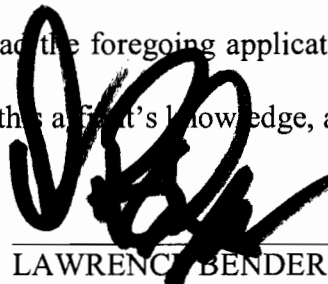
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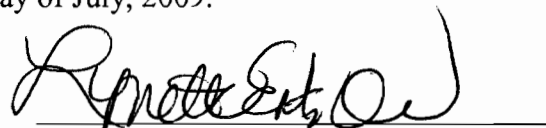
LAWRENCE BENDER, ND Bar #03908
Attorneys for Applicant, Baytex Energy USA Ltd.
200 North 3rd Street, Suite 150
P. O. Box 1855
Bismarck, ND 58502-1855
(701) 221-4020

STATE OF NORTH DAKOTA)
) ss.
COUNTY OF BURLEIGH)

LAWRENCE BENDER, being first duly sworn on oath, deposes and says that he is the attorney for the applicant named herein, that he has read the foregoing application, knows the contents thereof, and that the same is true to the best of this affiant's knowledge, and belief.


LAWRENCE BENDER

Subscribed and sworn to before me this 27th day of July, 2009.


Notary Public
Burleigh County, North Dakota
My Commission Expires:

**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. Thursday, August 27, 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 Friday, August 14, 2009.

**STATE OF NORTH DAKOTA
TO:**

Case No. 11172: (Continued) Application of North Plains Energy, LLC for an order creating two 1280-acre drilling units for the Bakken Formation consisting of Sections 26 and 27; and Sections 34 and 35, T.160N., R.97W., Divide County, ND, and allowing three horizontal wells 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. 11431: Application of Continental Resources, Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit for the Bratlien #1-35H, Sections 26 and 35, T.161N., R.95W., Sadler-Bakken Pool, Divide County, ND; authorizing the recovery from each nonparticipating owner a risk penalty as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 11288: (Continued) Application of Continental Resources, Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit for the Myhre #1-18H, Sections 18 and 19, T.160N., R.95W., Stoneview-Bakken Pool, Divide County, ND; authorizing the recovery from each nonparticipating owner a risk penalty as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 11460: Application of Baytex Energy USA Ltd. for an order extending the field boundaries and amending the field rules for the Ambrose-Bakken Pool so as to create and establish a 640-acre spacing unit comprised of Section 36, T.162N., R.99W, Divide County, ND, authorizing the drilling of one horizontal well on said spacing unit and/or such other and further relief as appropriate.

Case No. 11461: Application of Baytex Energy USA Ltd. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit for the Fuhrman #36-162-99H, Section 36, T.162N., R.99W, Ambrose-Bakken Pool, Divide County, ND; authorizing the recovery from each nonparticipating owner a risk penalty as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 11462: Application of Baytex Energy USA Ltd. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit for the Bublitz #27-163-99H, Section 27, T.163N., R.99W, Ambrose-Bakken Pool, Divide County, ND; authorizing the recovery from each nonparticipating owner a risk penalty as provided by NDCC § 38-08-08 and such other and further relief as is appropriate.

Case No. 11463: Application of Baytex Energy USA Ltd. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit for the Moe #9-162-98H, Section 9, T.162N., R.98W, Blooming Prairie-Bakken Pool, Divide County, ND; authorizing the recovery from each nonparticipating owner a risk penalty as provided by NDCC § 38-08-08 and such other relief as is appropriate.

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

(8-5)

Affidavit of Publication

h Dakota, County of Divide, ss:

ndrist, being first duly sworn, on my oath, say that I am the publisher of The Journal, paper of general circulation and official newspaper of Divide County, State of North ed in the city of Crosby, ND, and that the advertisement headed

NOTICE OF HEARING

oy of which is here attached, was published in The Journal on the following dates:

19..... 107 lines @ .59 = 63.13

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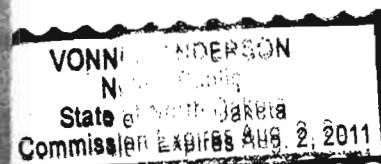
Signed

Steven J. Andrist, Publisher

Subscribed and sworn to before me August 5, 2009

Vonni L. Anderson

Notary Public, State of North Dakota
My Commission Expires August 2, 2011



Case No. 11460. Application of Baytex Energy USA Ltd. for an order extending the field boundaries and amending the field rules for the Ambrose-Bakken Pool so as to create and establish a 640-acre spacing unit comprised of Section 36, T.162N., R.99W., Divide County, ND, authorizing the drilling of one horizontal well on said spacing unit and/or such other and further relief as appropriate.

Case No. 11462: Application of Spotted Hawk Development, LLC for an order creating a 1280-acre drilling unit comprised of Sections 25 and 26, T150N., R91W, Dur and McLean Counties, ND, authorizing the drilling of a horizontal well within said drilling unit at a location not less than 50

Case No. 11479; Application of Hunt Co. to go for an order creating a 1280-acre drilling or spacing unit comprised of Sections 13 and 24, T.146N., R.93W., D.10E., County, ND, authorizing the drilling of a horizontal well within said drilling or spacing unit at a location not less than 500 feet from the boundary of said drilling or spacing unit and such other relief as is appropriate.

Case No. 11487: Application of EOG Resources, Inc. for an order pursuant to NDAC / 43-02-03-88, pooling all interests in a spacing unit described as Section 34, T.159N., R.90W., Thompson Lake-Bakken Pool, Burke County, ND; authorizing the recovery from each nonparticipating owner a risk penalty as provided by NDCC / 38-08-08 and such other relief as is appropriate.

1997, 1998, 1999, 2000, 2001, 2002, 2003, 2004, 2005, 2006, 2007, 2008, 2009, 2010, 2011, 2012, 2013, 2014, 2015, 2016, 2017, 2018, 2019, 2020, 2021, 2022, 2023, 2024, 2025, 2026, 2027, 2028, 2029, 2030, 2031, 2032, 2033, 2034, 2035, 2036, 2037, 2038, 2039, 2040, 2041, 2042, 2043, 2044, 2045, 2046, 2047, 2048, 2049, 2050, 2051, 2052, 2053, 2054, 2055, 2056, 2057, 2058, 2059, 2060, 2061, 2062, 2063, 2064, 2065, 2066, 2067, 2068, 2069, 2070, 2071, 2072, 2073, 2074, 2075, 2076, 2077, 2078, 2079, 2080, 2081, 2082, 2083, 2084, 2085, 2086, 2087, 2088, 2089, 2090, 2091, 2092, 2093, 2094, 2095, 2096, 2097, 2098, 2099, 2100, 2101, 2102, 2103, 2104, 2105, 2106, 2107, 2108, 2109, 2110, 2111, 2112, 2113, 2114, 2115, 2116, 2117, 2118, 2119, 2120, 2121, 2122, 2123, 2124, 2125, 2126, 2127, 2128, 2129, 2130, 2131, 2132, 2133, 2134, 2135, 2136, 2137, 2138, 2139, 2140, 2141, 2142, 2143, 2144, 2145, 2146, 2147, 2148, 2149, 2150, 2151, 2152, 2153, 2154, 2155, 2156, 2157, 2158, 2159, 2160, 2161, 2162, 2163, 2164, 2165, 2166, 2167, 2168, 2169, 2170, 2171, 2172, 2173, 2174, 2175, 2176, 2177, 2178, 2179, 2180, 2181, 2182, 2183, 2184, 2185, 2186, 2187, 2188, 2189, 2190, 2191, 2192, 2193, 2194, 2195, 2196, 2197, 2198, 2199, 2200, 2201, 2202, 2203, 2204, 2205, 2206, 2207, 2208, 2209, 2210, 2211, 2212, 2213, 2214, 2215, 2216, 2217, 2218, 2219, 2220, 2221, 2222, 2223, 2224, 2225, 2226, 2227, 2228, 2229, 2230, 2231, 2232, 2233, 2234, 2235, 2236, 2237, 2238, 2239, 2240, 2241, 2242, 2243, 2244, 2245, 2246, 2247, 2248, 2249, 2250, 2251, 2252, 2253, 2254, 2255, 2256, 2257, 2258, 2259, 2260, 2261, 2262, 2263, 2264, 2265, 2266, 2267, 2268, 2269, 2270, 2271, 2272, 2273, 2274, 2275, 2276, 2277, 2278, 2279, 2280, 2281, 2282, 2283, 2284, 2285, 2286, 2287, 2288, 2289, 2290, 2291, 2292, 2293, 2294, 2295, 2296, 2297, 2298, 2299, 2300, 2301, 2302, 2303, 2304, 2305, 2306, 2307, 2308, 2309, 2310, 2311, 2312, 2313, 2314, 2315, 2316, 2317, 2318, 2319, 2320, 2321, 2322, 2323, 2324, 2325, 2326, 2327, 2328, 2329, 2330, 2331, 2332, 2333, 2334, 2335, 2336, 2337, 2338, 2339, 2340, 2341, 2342, 2343, 2344, 2345, 2346, 2347, 2348, 2349, 2350, 2351, 2352, 2353, 2354, 2355, 2356, 2357, 2358, 2359, 2360, 2361, 2362, 2363, 2364, 2365, 2366, 2367, 2368, 2369, 2370, 2371, 2372, 2373, 2374, 2375, 2376, 2377, 2378, 2379, 2380, 2381, 2382, 2383, 2384, 2385, 2386, 2387, 2388, 2389, 2390, 2391, 2392, 2393, 2394, 2395, 2396, 2397, 2398, 2399, 2400, 2401, 2402, 2403, 2404, 2405, 2406, 2407, 2408, 2409, 2410, 2411, 2412, 2413, 2414, 2415, 2416, 2417, 2418, 2419, 2420, 2421, 2422, 2423, 2424, 2425, 2426, 2427, 2428, 2429, 2430, 2431, 2432, 2433, 2434, 2435, 2436, 2437, 2438, 2439, 2440, 2441, 2442, 2443, 2444, 2445, 2446, 2447, 2448, 2449, 2450, 2451, 2452, 2453, 2454, 2455, 2456, 2457, 2458, 2459, 2460, 2461, 2462, 2463, 2464, 2465, 2466, 2467, 2468, 2469, 2470, 2471, 2472, 2473, 2474, 2475, 2476, 2477, 2478, 2479, 2480, 2481, 2482, 2483, 2484, 2485, 2486, 2487, 2488, 2489, 2490, 2491, 2492, 2493, 2494, 2495, 2496, 2497, 2498, 2499, 2500, 2501, 2502, 2503, 2504, 2505, 2506, 2507, 2508, 2509, 2510, 2511, 2512, 2513, 2514, 2515, 2516, 2517, 2518, 2519, 2520, 2521, 2522, 2523, 2524, 2525, 2526, 2527, 2528, 2529, 2530, 2531, 2532, 2533, 2534, 2535, 2536, 2537, 2538, 2539, 2540, 2541, 2542, 2543, 2544, 2545, 2546, 2547, 2548, 2549, 2550, 2551, 2552, 2553, 2554, 2555, 2556, 2557, 2558, 2559, 2560, 2561, 2562, 2563, 2564, 2565, 2566, 2567, 2568, 2569, 2570, 2571, 2572, 2573, 2574, 2575, 2576, 2577, 2578, 2579, 2580, 2581, 2582, 2583, 2584, 2585, 2586, 2587, 2588, 2589, 2590, 2591, 2592, 2593, 2594, 2595, 2596, 2597, 2598, 2599, 2600, 2601, 2602, 2603, 2604, 2605, 2606, 2607, 2608, 2609, 2610, 2611, 2612, 2613, 2614, 2615, 2616, 2617, 2618, 2619, 2620, 2621, 2622, 2623, 2624, 2625, 2626, 2627, 2628, 2629, 2630, 2631, 2632, 2633, 2634, 2635, 2636, 2637, 2638, 2639, 2640, 2641, 2642, 2643, 2644, 2645, 2646, 2647, 2648, 2649, 2650, 2651, 2652, 2653, 2654, 2655, 2656, 2657, 2658, 2659, 2660, 2661, 2662, 2663, 2664, 2665, 2666, 2667, 2668, 2669, 2670, 2671, 2672, 2673, 2674, 2675, 2676, 2677, 2678, 26

NDAC/43-02-03-88.1 pooling all interests in a spacing unit described as Section 24, T.159N., R.90W., Thompson-Lake-Balken Pool, Burke County, ND, authorizing the recovery from each nonparticipating owner a risk penalty as provided by NDCC / 39-08-08 and such other relief as is appropriate.

Resources, Inc. for an order pursuant to NDAC/43-02-03-88.1 pooling all interests in a spacing unit described as Section T.157N, R.92W, Cottonwood, Alger, Ross-Bakken Pool, Mountrail County; authorizing the recovery from each nonparticipating owner a risk penalty as provided by NDCC/38-08-08 and such other terms as is appropriate.

Resources, Inc. for an order pursuant to NDAC/43-02-03-88. I pooling all interests in a spacing unit described as Section T.157N., R.89W., Clear Water-Bakken Pool, Mountrail County, ND; authorizing recovery from each nonparticipating owner a risk penalty as provided by NDCC/08-08 and such other relief as is appropriate.

Resources, Inc. for an order pursuant to NDAC/43-02-03-88, pooling all interests in a spacing unit described as Section 17, T.156N., R.92W., Cottonwood, Alger, or Ross-Bakken Pool, Mountrail County, ND; authorizing the recovery from each nonparticipating owner a risk penalty as provided by NDCC/38-08-08 and such other relief as is appropriate.

Case No. 11525: Application of EOG

Resources, Inc. for an order pursuant to NDAC / 43-02-03-88.1 pooling all interests in a spacing unit described as Section 16, T.156N., R.92W., Cottonwood, Alger, or Ross-Bakken Pool, Mountrail County, ND; authorizing the recovery from each nonparticipating owner a risk penalty as provided

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Affidavit of Publication

State of North Dakota) SS County of Burleigh
Before me, a Notary Public for the State of North Dakota
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and says that he (she) is the Clerk of Bismarck Tribune Co.,
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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. Thursday, August 27, 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 Friday, August 14, 2009.

STATE OF NORTH DAKOTA TO:

Case No. 11424: Application of TRZ Energy, LLC and Tracker Resource Development II, LLC for an order suspending and, after hearing, revoking the permit issued to XTO Energy, Inc. to drill the Bice Federal #14X-6 well (File No. 18197), with a surface location in Lot 7, Section 6, T.147N., R.96W., Dunn County, ND and such other relief as is appropriate.

Case No. 11425: Application of North Plains Energy, LLC for an order amending Order No. 13333 to create three 1280-acre drilling units for the Bakken Formation consisting of Sections 5 and 6; Sections 7 and 8; Sections 9 and 10, T.153N., R.96W., McKenzie County, ND, and allowing one 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. 11172: (Continued) Application of North Plains Energy, LLC for an order creating two 1280-acre drilling units for the Bakken Formation consisting of Sections 26 and 27; and Sections 34 and 35, T.160N., R.97W., Divide County, ND, and allowing three horizontal wells 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. 11173: (Continued) Application of North Plains Energy, LLC for an order creating eight 1280-acre drilling units for the Bakken Formation consisting of Sections 6 and 7; Sections 17 and 20; Sections 18 and 19, T.154N., R.97W., and Sections 13 and 24; Sections 15 and 22; Sections 21 and 28; Sections 26 and 35; Sections 27 and 34, T.154N., R.98W., Williams County, ND, and allowing three horizontal wells 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. 11426: In the matter of a hearing called on a motion of the Commission to consider the establishment or altering of drilling or spacing units in the Bakken Pool in and around Sections 19 and 30, T.157N., R.91W., Mountrail County, ND and such other relief as is appropriate.

Case No. 11427: Application of Anschutz Exploration Corp. for an order suspending and, after hearing, revoking the permit issued to Burlington Resources Oil & Gas Co., LP to drill the Conway #34-13H well (File No. 18093), with a surface location in the SWSE of Section 13, T.143N., R.96W., Dunn County, ND and for such other relief as appropriate.

Case No. 11428: Proper spacing for the development of the Charlie Bob-Bakken Pool, McKenzie County, ND, redefine the field limits, and enact such special field rules as may be necessary. Continental Resources, Inc.

Case No. 11429: Application of Continental Resources, Inc. for an order suspending and, after hearing, revoking the permit issued to Marathon Oil Co. to drill the Jacqueline Olson #14-16H well (File No. 17999), with a surface location in the SWSW of Section 16, T.145N., R.96W., Dunn County, ND and such other relief as is appropriate.

Case No. 11430: Application of Continental Resources, Inc. for an order suspending and, after hearing, revoking the permit issued to Hess Corporation to drill the HA-Link-152-95 #3526H-1 well (File No. 18115), with a surface location in the SWSE of Section 35, T.152N., R.95W., McKenzie County, ND and such other relief as is appropriate.

Case No. 11431: Application of Continental Resources, Inc. for an order pursuant to NDAC/43-02-03-88.1 pooling all interests in a spacing unit for the Braden #1-35H, Sections 26 and 35, T.161N., R.95W., Sadler-Bakken Pool, Divide County, ND; authorizing the recovery from each nonparticipating owner a risk penalty as provided by NDCC/38-08-08 and such other relief as is appropriate.

Case No. 11432: Application of Continental Resources, Inc. for an order allowing the production from the following wells: Jorgensen #21-4 NH, NENW, Section 4; Jorgensen #21-4 SH, NENW, Section 4; Beulah #21-5NH, NENW, Section 5; Beulah #21-5 SH, NENW, Section 5; Holecek #12-17NH, SWNW, Section 17; all in T.129N., R.104W., Marsha #34-34NH, SWSE, Section 34; Marsha #34-34SH, SWSE, Section 34; Graham #43-35SH, NESE, Section 35; all in T.130N., R.104W., Bowman County, ND, Medicine Pole Hills West-Red River Unit and/or Medicine Pole Hills South-Red River "B" Unit; to be produced into the Beulah Central Tank Battery or Production Facility located in Section 4, T.129N., R.104W., Bowman County, ND, as an exception to the provisions of NDAC/43-02-03-48 and 43-02-03-48.1 and such other relief as is appropriate.

Case No. 11286: (Continued) Application of Continental Resources, Inc. for an order to establish temporary spacing for the McCoy #1-18H, NWNE of Section 18, T.159N., R.95W., Williams County, ND and such other relief as is appropriate.

Case No. 11287: (Continued) Application of Continental Resources, Inc. for an order pursuant to NDAC/43-02-03-88.1 pooling all interests in a spacing unit for the McCoy #1-18H, Sections 18 and 19, T.159N., R.95W., Northwest McGregor-Bakken Pool, Williams County, ND; authorizing the recovery from each nonparticipating owner a risk penalty as provided by NDCC/38-08-08 and such other relief as is appropriate.

Case No. 11288: (Continued) Application of Continental Resources, Inc. for an order pursuant to NDAC/43-02-03-88.1 pooling all interests in a spacing unit for the Myhre #1-18H, Sections 18 and 19, T.160N., R.95W., Stoneview-Bakken Pool, Divide County, ND; authorizing the recovery from each nonparticipating owner a risk penalty as provided by NDCC/38-08-08 and such other relief as is appropriate.

Case No. 11289: (Continued) Application of Continental Resources, Inc. for an order pursuant to NDAC/43-02-03-88.1 pooling all interests in a spacing unit for the Bohmbach #1-35H, Sections 26 and 35, T.153N., R.94W., Elm Tree-Bakken Pool, McKenzie County, ND; authorizing the recovery from each nonparticipating owner a risk penalty as provided by NDCC/38-08-08 and such other relief as is appropriate.

Case No. 11183: (Continued) Application of Continental Resources, Inc. for an order extending the field boundaries and amending the field rules for the Temple-Bakken Pool or the Northwest McGregor-Bakken Pool so as to create and establish a 1280-acre spacing unit comprised of Sections 1 and 12, T.159N., R.96W., Williams County, ND; authorizing the drilling of one horizontal well on said spacing unit and such other relief as is appropriate.

Case No. 11184: (Continued) Application of Continental Resources, Inc. for an order pursuant to NDAC/43-02-03-88.1 pooling all interests in a spacing unit for the Leonard #1-1H, Sections 1 and 2, T.159N., R.96W., Temple or the Northwest McGregor-Bakken Pool, Williams County, ND; authorizing the recovery from each nonparticipating owner a risk penalty as provided by NDCC/38-08-08 and such other relief as is appropriate.

Case No. 11433: Temporary spacing to develop an oil and/or gas pool discovered by the Newfield.

Production Co. #1-4H Wisnes, SESE Section 4, T.152N., R.96W., McKenzie County, ND, define the field limits, and enact such special field rules as may be necessary.

Case No. 11434: Application of Newfield Production Co. for an order pursuant to NDAC/43-02-03-88.1 pooling all interests in a spacing unit for the Wisnes #1-4H, Section 4, T.152N., R.96W., Westberg-Bakken Pool, McKenzie County, ND; authorizing the recovery from each nonparticipating owner a risk penalty as provided by NDCC/38-08-08 and such other relief as is appropriate.

Case No. 11435: Application of Newfield Production Co. for an order pursuant to NDAC/43-02-03-88.1 pooling all interests in a spacing unit for the Rolfsrud #1-32H, Section 32, T.152N., R.96W., Westberg-Bakken Pool, McKenzie County, ND; authorizing the recovery from each nonparticipating owner a risk penalty as provided by NDCC/38-08-08 and such other relief as is appropriate.

Case No. 11436: Application of Newfield Production Co. for an order pursuant to NDAC/43-02-03-88.1 pooling all interests in a spacing unit for the Jorgensen #1-4H, Section 4, T.148N., R.96W., Lost Bridge-Bakken Pool, Dunn County, ND; authorizing the recovery from each nonparticipating owner a risk penalty as provided by NDCC/38-08-08 and such other relief as is appropriate.

Case No. 11437: Temporary spacing to develop an oil and/or gas pool discovered by the Zenergy Op. Co., LLC #2-1H Dakota-3 TAT (714A), Lot 2, Section 1, T.148N., R.95W., Dunn County, ND, define the field limits, and enact such special field rules as may be necessary.

Case No. 11438: Application of Zenergy, Inc. for an order creating a 1280-acre drilling unit comprised of Sections 7 and 8, T.150N., R.91W., McLean County, ND; authorizing the drilling of a horizontal well within said drilling unit at a location not less than 500 feet from the boundary of said drilling unit and such other and further relief.

Case No. 11439: Temporary spacing to develop an oil and/or gas pool discovered by the Slawson Expl. Co., Inc. #1-4H Wolf, SESE Section 4, T.151N., R.92W., Mountrail County, ND, define the field limits, and enact such special field rules as may be necessary.

Case No. 11440: Temporary spacing to develop an oil and/or gas pool discovered by the Slawson Expl. Co., Inc. #1-20H Mamba, SWSE Section 20, T.152N., R.91W., Mountrail County, ND, define the field limits, and enact such special field rules as may be necessary.

Case No. 11441: Application of Slawson Exploration Co., Inc. for an order extending the field boundaries and/or amending the field rules for the Parshall-Bakken Pool and/or Sanish-Bakken Pool to create and establish two 1280-acre spacing units comprised of Sections 2 and 3, T.151N., R.91W., and Section 4, T.151N., R.91W., and Section 33, T.152N., R.91W., Mountrail County, ND, authorizing the drilling of one horizontal well on each spacing unit and such other relief as is appropriate.

Case No. 11442: Application of Slawson Exploration Co., Inc. for an order creating a 1280-acre drilling unit comprised of Sections 23 and 26, T.152N., R.92W., Mountrail County, ND, authorizing the drilling of a horizontal well within said drilling unit at a location not less than 500 feet from the boundary of said drilling unit and such other relief as is appropriate.

Case No. 11443: Application of Slawson Exploration Co., Inc. for an order amending the field rules for the Parshall-Bakken Pool to create a 1280-acre spacing unit comprised of Sections 27 and 34,

T.152N., R.91W., Mountrail County, ND, authorizing the drilling of a horizontal well within said spacing unit not less than 500 feet to the boundary of said spacing unit and providing such further and additional relief as the Commission deems appropriate.

Case No. 11444: Application of Slawson Exploration Co., Inc. for an order extending the field boundaries and amending the field rules for the Van Hook-Bakken Pool to create and establish a 1280-acre spacing unit comprised of Sections 22 and 27, T.152N., R.92W., Mountrail County, ND; authorizing the drilling of one horizontal well on said spacing unit and such other relief as is appropriate.

Case No. 11299: (Continued) Application of Slawson Exploration Co., Inc. for an order amending any previous orders for the Big Bend-Bakken Pool to create two 640-acre spacing units comprised of Section 1 and Section 12, T.151N., R.93W., Mountrail County, ND; authorizing the drilling of one horizontal well within said spacing unit not less than 500 feet to the boundary of the spacing unit and providing such further and additional relief.

Case No. 10792: (Continued) Temporary spacing to develop an oil and/or gas pool discovered by the Tracker Resource Development II, LLC, #13-1H Dressler, NENW Section 13, T.142N., R.92W., Dunn County, ND, define the field limits, and enact such special field rules as may be necessary.

Case No. 11445: Application of XTO Energy Inc. for an order authorizing the drilling, completing and producing of an increase density well on each 1280-acre spacing unit described as Sections 15 and 16; Sections 23 and 26, T.155N., R.95W., and Section 1, T.154N., R.96W., and Section 36, T.155N., R.96W., Capa-Bakken Pool, Williams County, ND and such other relief as is appropriate.

Case No. 11446: Application of XTO Energy Inc. for an order authorizing the drilling, completing and producing of an increase density well on a 640-acre spacing unit described as Section 35, T.155N., R.95W., Alkali Creek-Bakken Pool, Williams County, ND and such other relief as is appropriate.

Case No. 11447: Application of XTO Energy Inc. for an order extending the field boundaries and amending the field rules for the Heart Butte-Bakken Pool to create and establish eighteen 1280-acre spacing units comprised of Sections 1 and 2; Sections 9 and 16; Sections 10 and 15; Sections 11 and 14, T.148N., R.92W.; Sections 5 and 8; Sections 7 and 18; Sections 16 and 21; Sections 17 and 20; Sections 19 and 30; Sections 28 and 33; Sections 29 and 32, T.149N., R.91W.; Sections 10 and 15; Sections 11 and 14; Sections 12 and 13; Sections 22 and 27; Sections 23 and 26; Sections 24 and 25, T.149N., R.92W.; and Section 3, T.148N., R.92W., and W/2 of Section 31, T.149N., R.91W., and E/2 of Section 36, T.149N., R.92W., one 640-acre spacing unit comprised of the E/2 of Section 4, T.148N., R.92W., and the W/2 of Section 36, T.149N., R.92W.; and one 320-acre spacing unit comprised of the E/2 of Section 31, T.149N., R.91W., Dunn County, ND, authorizing the drilling of one horizontal well on each spacing unit and such other relief as is appropriate.

Case No. 11448: Application of XTO Energy Inc. for an order extending the field boundaries and amending the field rules for the Haystack Butte-Bakken Pool to create and establish a 1280-acre spacing unit comprised of Sections 19 and 30, T.148N., R.97W., Dunn County, ND; authorizing the drilling of one horizontal well on said spacing unit and/or such other and further relief as appropriate.

Case No. 11449: Application of XTO Energy Inc. for an order pursuant to NDAC/43-02-03-88.1 pooling all interests in a spacing unit for the Smouse #31X-28, Sections 28 and 33, T.155N., R.96W., West Capa-Bakken Pool, Williams County, ND; authorizing the recovery from each nonparticipating owner a risk penalty as provided by NDCC/38-08-08 and such other relief as is appropriate.