

BEFORE THE INDUSTRIAL COMMISSION
OF THE STATE OF NORTH DAKOTA

CASE NO. 12333
ORDER NO. 14585

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
PURSUANT TO NDAC § 43-02-03-88.1 POOLING
ALL INTERESTS IN A SPACING UNIT FOR THE
SORENSEN #14-162-99H, SECTION 14, 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.

ORDER OF THE COMMISSION

THE COMMISSION FINDS:

- (1) This cause came on for hearing at 9:00 a.m. on the 25th day of March, 2010.
- (2) Pursuant to North Dakota Administrative Code (NDAC) Section 43-02-03-88.1, the Director is authorized to sign, on behalf of the Commission, orders relating to, inter alia, pooling under North Dakota Century Code (NDCC) Section 38-08-08.
- (3) The applicant is the owner of an interest in an oil and gas leasehold estate in a spacing unit for the Ambrose-Bakken Pool described as all of Section 14, Township 162 North, Range 99 West, Divide County, North Dakota.
- (4) Said spacing unit is created in accordance with an order of the Commission and there are separately owned tracts and/or separately owned interests in the spacing unit, and some of the owners thereof have not voluntarily pooled their interests for the development and operation of said spacing unit.
- (5) The Commission makes no findings with regard to the specific acreage or percentage attributed to separately owned tracts or interests.

(6) Counsel for applicant requests an order of the Commission pooling all interests in the spacing unit.

(7) There were no objections to this application.

(8) NDCC Section 38-08-08 requires the Commission to enter a pooling order upon application when two or more separately owned tracts are embraced within a spacing unit, or there are separately owned interests in all or a part of a spacing unit, in the absence of voluntary pooling. The section further provides that working interest owners in the spacing unit shall pay their share of the reasonable actual cost of drilling and operating the well plus a reasonable charge for supervision. In addition to such costs and charges, nonparticipating lessees may be required to pay a risk penalty of 200 percent and unleased mineral interest owners may be required to pay a risk penalty of 50% of their share of the reasonable actual cost of drilling and completing the well. This application is not a petition for a risk penalty, therefore the Commission makes no findings with regard to whether any particular owner with an interest in the spacing unit at issue in this application may impose a risk penalty against any other owner. The requirements for imposition of a risk penalty are set forth in NDCC Section 38-08-08 and NDAC Section 43-02-03-16.3.

(9) This application should be granted in order to prevent waste and protect correlative rights.

IT IS THEREFORE ORDERED:

(1) All oil and gas interests in a spacing unit for the Ambrose-Bakken Pool described as all of Section 14, Township 162 North, Range 99 West, Divide County, North Dakota, are hereby pooled for the development and operation of the spacing unit.

(2) This pooling shall not determine or establish the specific acreage to be attributed to separately owned tracts, or specific interests attributed to separately owned interests.

(3) The operator of the well for the spacing unit shall conduct operations in a manner so as to protect correlative rights of all interested parties.

(4) All owners of interests shall recover or receive, without unnecessary expense, their just and equitable share of production from the spacing unit in the proportion as their interests may appear in the spacing unit.

(5) The working interest owners shall reimburse the operator for their proportionate share of the reasonable actual cost of drilling and operating said well, plus a reasonable charge for supervision.

(6) In the event of any dispute as to such costs the Commission shall determine the proper cost.

(7) In the event the size of the spacing unit pooled herein is modified by the Commission, this order shall terminate as of the date of such order.

(8) This order shall be effective from the date of first operations within the spacing unit, and shall remain in full force and effect until further order of the Commission.

Dated this 1st day of June, 2010.

INDUSTRIAL COMMISSION
STATE OF NORTH DAKOTA

By the Director, on behalf of the Commission

/s/ Lynn D. Helms, Director

STATE OF NORTH DAKOTA

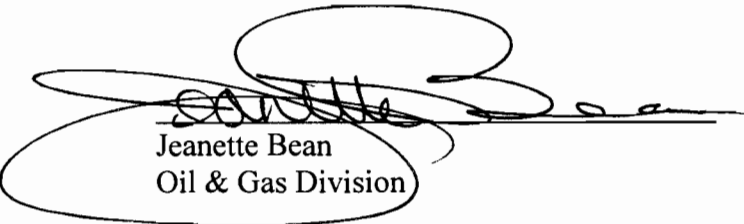
AFFIDAVIT OF MAILING

COUNTY OF BURLEIGH

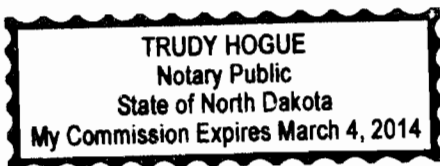
I, Jeanette Bean, being duly sworn upon oath, depose and say: That on the 18th day of June, 2010 enclosed in separate envelopes true and correct copies of the attached Order No. 14585 of the North Dakota Industrial Commission, and deposited the same with the United States Postal Service in Bismarck, North Dakota, with postage thereon fully paid, directed to the following persons by the Industrial Commission in Case No. 12333 :


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

LEE ZINK
BAYTEX ENERGY USA LTD
600 17TH ST STE 1900 S
DENVER CO 80202


Jeanette Bean
Oil & Gas Division

On this 18th day of June, 2010 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

Case 12333

Fredrikson

& BYRON, P.A.

March 18, 2010



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. 12333**

Dear Mr. Hicks:

Please find enclosed herewith for filing an AFFIDAVIT OF LEE ZINK in the above-captioned matter.

Should you have any questions, please advise.

Sincerely,

LAWRENCE BENDER

LB/leo

Enclosure

cc: Mr. Lee Zink – (w/o enc.) *Via Email*

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



Application of Baytex Energy USA Ltd. for an order pursuant to Section 43-02-03-88.1 of the N.D. Admin. Code pooling all interests in a spacing unit for the Sorenson 14-162-99H well described as Section 14-T162N-R99W, Ambrose-Bakken Pool, Divide County, North Dakota; authorizing the recovery from each nonparticipating owner a risk penalty as provided by Section 38-08-08 of the N.D.C.C. and such other and further relief as is appropriate.

AFFIDAVIT OF LEE ZINK

STATE OF COLORADO)
) ss
COUNTY OF DENVER)

Lee Zink, being first duly sworn, deposes and states as follows:

1.

That I am a Landman for Baytex Energy USA Ltd., 600 17th Street, Suite 1900 South, Denver, Colorado 80202, the applicant in the above-entitled matter.

2.

That in the course of my work as Landman for Baytex, I have become familiar with the mineral ownership and leasehold ownership in and under all of Section 14, Township 162 North, Range 99 West, Divide County, North Dakota ("Section 14"). I am also familiar with all the oil and gas operations which have been conducted by Baytex on the above-described lands.

3.

That Baytex is the owner of an interest in the oil and gas leasehold estate in portions of the Section 14.

4.

That all of Section 14 has been designated as the spacing unit for the Sorenson 14-162-99H well in the Ambrose-Bakken Pool.


5.

That there are separately owned tracts or interests in the mineral estate and/or leasehold estate in the Section 14.

6.

That a voluntary pooling in Section 14 has not been accomplished.

DATED this 17 day of March, 2010.



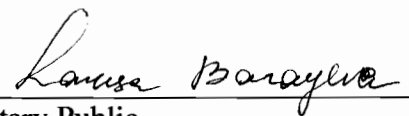
Lee Zink

STATE OF COLORADO)
)ss
COUNTY OF DENVER)

The foregoing instrument was acknowledged before me this 17 day of March, 2010 by Lee Zink, Landman, of Baytex Energy USA Ltd.

4708225_1.DOC





Notary Public
My Commission Expires: 06/27/2013

February 19, 2010



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. FOR
MARCH 24/25 2010 HEARINGS**


Dear Mr. Hicks:

Please find enclosed herewith for filing the APPLICATION OF BAYTEX ENERGY USA LTD. and NOTICE OF HEARING to be placed on the March 24/25, 2010 docket.

As you will note, pursuant to N.D. Admin. Code § 43-02-03-88.2, Baytex requests that its witnesses be allowed to participate at the hearing by telephonic means.

Should you have any questions, please advise.

Sincerely,


LAWRENCE BENDER

LB/leo
Enclosure

cc: Ms. Karlene Fine - (w/enc.)
Mr. Lynn Helms - (w/enc.)
Mr. Todd Sattler - (w/enc.)
Mr. Lee Zink - (w/enc.)

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. 12333

Application of Baytex Energy USA Ltd. for an order pursuant to Section 43-02-03-88.1 of the N.D. Admin. Code pooling all interests in a spacing unit for the Sorenson 14-162-99H well described as Section 14-T162N-R99W, Ambrose-Bakken Pool, Divide County, North Dakota; authorizing the recovery from each nonparticipating owner a risk penalty as provided by Section 38-08-08 of the N.D.C.C. and such other and further relief as is appropriate.



APPLICATION OF BAYTEX ENERGY USA LTD.

Baytex Energy USA Ltd. ("Baytex"), respectfully shows the North Dakota Industrial Commission ("Commission") as follows:

1.

That Baytex is an owner of an interest in the oil and gas leasehold estate in Section 14, Township 162 North, Range 99 West, Divide County, North Dakota ("Section 14").

2.

That there are separately owned tracts or interests in the mineral estate and/or leasehold estate in Section 14.

3.

That a voluntary pooling of Section 14 has not been accomplished.

4.

That Baytex is the operator of the Sorenson 14-162-99H well to be drilled in Section 14.

5.

That Section 14 constitutes the spacing unit for the Sorenson 14-162-99H well in the Ambrose-Bakken Pool.

6.

That Section 38-08-08(1) of the North Dakota Century Code provides that when two or more separately owned tracts are embraced within a spacing unit, or when there are separately owned interests in all or a part of a spacing unit, and in the absence of a voluntary pooling, the Commission upon the application of any interested person shall enter an order pooling all interests in the spacing unit for the development and operations thereof.

7.

That certain owners of interests in and under Section 14 may have elected not to participate in the drilling and completion operations of the Sorenson 14-162-99H well.

8.

That Section 38-08-08(3) of the North Dakota Century Code provides that if an owner of an interest in a spacing unit elects not to participate in the risk and cost of drilling a well, the owner paying for the nonparticipating owner's share of the drilling and operation of a well may recover from the nonparticipating owner a risk penalty involved in drilling the well.


9.

That Baytex therefore requests that the Commission enter its order pooling all interests in a spacing unit for the Sorenson 14-162-99H well described as Section 14, Township 162 North, Range 99 West, Ambrose-Bakken Pool, Divide County, North Dakota; authorizing the recovery from each nonparticipating owner a risk penalty as provided by Section 38-08-08 of the N.D.C.C. and such other and further relief as is appropriate.

(a) That this matter be set for the regularly scheduled March 2010 hearings of the Commission;

DATED this 19 day of February, 2010.

FREDRIKSON & BYRON P.A.

By 
LAWRENCE BENDER, ND Bar #03908
Attorneys for Applicant
Baytex Energy USA Ltd.
200 North 3rd Street, Suite 150
Post Office Box 18144
Bismarck, North Dakota 58502-18144

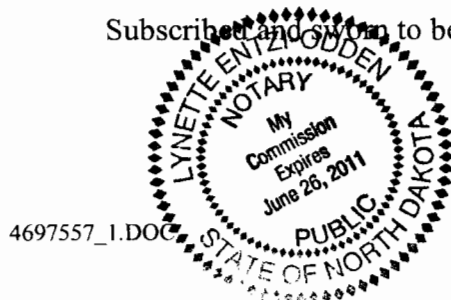
STATE OF NORTH DAKOTA)
)**ss.**
COUNTY OF BURLEIGH)

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 his affiant's knowledge and belief.

LAWRENCE BENDER

Subscribed and sworn to before me this 19 day of February, 2010.

Notary Public
My Commission Expires: _____



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

CASE NO. _____

Application of Baytex Energy USA Ltd. for an order pursuant to Section 43-02-03-88.1 of the N.D. Admin. Code pooling all interests in a spacing unit for the Sorenson 14-162-99H well described as Section 14-T162N-R99W, Ambrose-Bakken Pool, Divide County, North Dakota; authorizing the recovery from each nonparticipating owner a risk penalty as provided by Section 38-08-08 of the N.D.C.C. and such other and further relief as is appropriate.



NOTICE OF HEARING

PLEASE TAKE NOTICE that Baytex Energy USA Ltd. filed the above-referenced application with the North Dakota Industrial Commission.

A hearing will be held at the March 2010 hearings of the Commission, at the Department of Mineral Resources Conference Room, Oil and Gas Division, 1016 East Calgary Avenue, Bismarck, North Dakota, to consider the request of Baytex Energy USA Ltd.

As noted in the attached application, the applicant is requesting the authority to impose a risk penalty against any nonparticipating owner electing not to participate in the drilling of the contemplated well. Any nonparticipating owner may object to the risk penalty by responding in opposition to the application.

DATED this 19 day of February, 2010.

FREDERICKSON & BYRON, P.A.

By 

LAWRENCE BENDER, ND Bar #03908

Attorneys for Applicant

Baytex Energy USA Ltd.

200 North 3rd Street, Suite 150

Post Office Box 1855

Bismarck, North Dakota 58502-1855

Ph: (701) 221-4020



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

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

February 3, 2010 218 lines @ .59 = 128.62

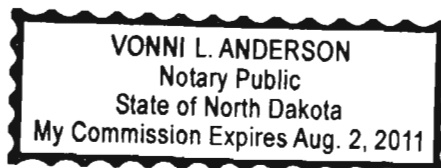
TOTAL CHARGE.....\$128.62

Signed

Steven J. Andrist, Publisher

Subscribed and sworn to before me February 3, 2010

Vonni L. Anderson
Notary Public, State of North Dakota



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, March 25, 2010, 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, March 12, 2010.

STATE OF NORTH DAKOTA
 TO:

Case No. 12311: Application of Continental Resources, Inc. for an order extending the field boundaries and amending the field rules for the Upland-Bakken Pool to create and establish three 1280-acre spacing units comprised of Sections 14 and 23, Sections 26 and 35, Sections 27 and 34, T.161N., R.96W., Divide County, ND, authorizing the drilling of one horizontal well on each spacing unit, eliminating the minimum setbacks from the "heel and toe" of the well to the spacing unit boundaries, and eliminating any tool error requirements, and such other relief as is appropriate.

Case No. 12312: Application of Continental Resources, Inc. for an order extending the field boundaries and amending the field rules for the Hamlet-Bakken Pool to create and establish three 1280-acre spacing units comprised of Sections 13 and 24, T.160N., R.97W.; Sections 18 and 19, and Sections 30 and 31, T.160N., R.96W., Divide County, ND, authorizing the drilling of one horizontal well on each spacing unit, eliminating the minimum setbacks from the "heel and toe" of the well to the spacing unit boundaries, and such other further relief as is appropriate.

Case No. 12313: Application of Continental Resources, Inc. for an order extending the field boundaries and amending the field rules for the Dolphin-Bakken Pool to create and establish a 1280-acre spacing unit comprised of Sections 6 and 7, T.160N., R.96W., Divide County, ND, authorizing the drilling of one horizontal well on said spacing unit, eliminating the minimum setbacks from the "heel and toe" of the well to the spacing unit boundaries, and such other relief as is appropriate.

Case No. 12203: (Continued) Application of Continental Resources, Inc. for an order amending the field rules for the Stoneview-Bakken Pool to create 2560-acre spacing units comprised of the following lands: Sections 3, 10, 15, and 22; Sections 27, 34, 26, and 35, T.160N., R.95W.; Divide County; and Sections 3, 10, 2, and 11, T.159N., R.95W., Williams County, ND, authorizing the drilling of up to four horizontal wells from each common well pad within each 2560-acre spacing unit; eliminating the minimum setbacks from the "heel and toe" of the wells to the spacing

unit boundaries; eliminating any tool error requirements, and such other relief as is appropriate.

Case No. 12204: (Continued) Application of Continental Resources, Inc. for an order amending the field rules for the Hamlet-Bakken Pool to create a 2560-acre spacing unit comprised of Sections 13, 24, 25, and 36, T.160N., R.96W., Divide County, ND, authorizing the drilling of up to four horizontal wells from common well pad within the 2560-acre spacing unit; eliminating the minimum setbacks from the "heel and toe" of the wells to the spacing unit boundaries; eliminating any tool error requirements, and such other relief as is appropriate.

Case No. 12325: Application of Samson Resources Co. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit for the Ness #29-32-163-98H, Sections 29 and 32, T.163N., R.98W., Blooming Prairie-Bakken Pool, Divide County, ND, and such other relief as is appropriate.

Case No. 12326: Application of Samson Resources Co. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit for the Almos Farms #01-12-162-99H, Sections 1 and 12, T.162N., R.99W., Ambrose-Bakken Pool, Divide County, ND, and such other relief as is appropriate.

Case No. 12023: (Continued) Application of Continental Resources, Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 14 and 23, 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. 12332: 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 Haugenoe #15-162-99H, Section 15, 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. 12333: 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 Sorenson #14-162-99H, Section 14, 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. 12334: 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 Larson #3-162-99H, Section 3, 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. 12335: 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 Egge #22-161-98H, Section 22, T.161N., R.98W., Whiteaker-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. 12336: 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 Olson #5-161-98H, Section 5, T.161N., R.98W., Whiteaker-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. 12337: 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 Lindsey #4-161-98H, Section 4, T.161N., R.98W., Whiteaker-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. 12338: 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 Hall #3-161-98H, Section 3, T.161N., R.98W., Whiteaker-Bakken Pool, Divide County, ND; authorizing the recovery from each nonparticipating

ing owner a risk penalty as provided by NDCC § 38-08-08, and such other relief as is appropriate.

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

The Bismarck Tribune

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The Finder

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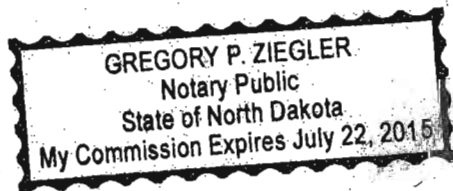
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Affidavit of Publication
State of North Dakota) SS. County of Burleigh
Before me, a Notary Public for the State of North Dakota
personally appeared CL who being duly sworn, deposes
and says that he (she) is the Clerk of Bismarck Tribune Co.,
and that the publication(s) were made through the
Bismarck Tribune on the following dates
3/5 Signed Clara Huntz
sworn and subscribed to before me this 10th
day of MARCH 2010
Gregory P. Ziegler
Notary Public in and for the State of North Dakota



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drilling to develop an oil and/or gas pool discovered by the Continental Resources, Inc. #1-147, Traveler SEW Section 31, T.146N., R.83W., Mercer County, ND, define the field limits, and enact such special field rules as may be necessary.

Case No. 12200 (Continued). Application of Continental Resources, Inc. for an order amending the field rules for the Sank, Lindahl, and North Tioga-Bakken Pools to create 2560-acre spacing units comprised of the following lands: Sections 8, 17, 20, and 29; Sections 9, 16, 21, and 28; Sections 15, 22, 27, and 34; and Sections 14, 21, 26, and 35. T.159N., R.95W., Williams County, ND, authorizing the drilling of up to four horizontal wells from each common well pad within each 2560-acre spacing unit, eliminating the minimum setbacks from the heel and toe of the wells to the spacing unit boundaries, eliminating any tool error requirements, and such other relief as is appropriate.

Case No. 12201 (Continued). Application of Continental Resources, Inc. for an order amending the field rules for the Sank, Lindahl, and North Tioga-Bakken Pools to create 2560-acre spacing units comprised of the following lands: Sections 8, 17, 20, and 29; Sections 9, 16, 21, and 28; Sections 15, 22, 27, and 34; and Sections 14, 21, 26, and 35. T.159N., R.95W., Williams County, ND, authorizing the drilling of up to four horizontal wells from each common well pad within each 2560-acre spacing unit, eliminating the minimum setbacks from the heel and toe of the wells to the spacing unit boundaries, eliminating any tool error requirements, and such other relief as is appropriate.

Case No. 12202 (Continued). Application of Continental Resources, Inc. for an order amending the field rules for the Stoneview-Bakken Pool to create 2560-acre spacing units comprised of the following lands: Sections 3, 10, 45, and 22; Sections 27, 34, 26, and 35. T.160N., R.96W., Divide County, ND, authorizing the drilling of up to four horizontal wells from each common well pad within each 2560-acre spacing unit, eliminating the minimum setbacks from the heel and toe of the wells to the spacing unit boundaries, eliminating any tool error requirements, and such other relief as is appropriate.

Case No. 12204 (Continued). Application of Continental Resources, Inc. for an order amending the field rules for the Hamlet-Bakken Pool to create a 2560-acre spacing unit comprised of Sections 13, 24, 25, and 36. T.160N., R.96W., Divide County, ND, authorizing the drilling of up to four horizontal wells from a common well pad within the 2560-acre spacing unit, eliminating the minimum setbacks from the heel and toe of the wells to the spacing unit boundaries, eliminating any tool error requirements, and such other relief as is appropriate.

Case No. 12205 (Continued). Application of Continental Resources, Inc. for an order amending the field rules for the North West McGregor, and Temple-Bakken Pools to create a 2560-acre spacing unit comprised of Sections 1, 12, 13, and 24. T.159N., R.96W., Williams County, ND, authorizing the drilling of up to four horizontal wells from a common well pad within the 2560-acre spacing unit, eliminating the minimum setbacks from the heel and toe of the wells to the spacing unit boundaries, eliminating any tool error requirements, and such other relief as is appropriate.

Case No. 12207 (Continued). Application of Continental Resources, Inc. for an order extending the field boundaries and amending the field rules for the Alkali Creek and/or Elm Tree-Bakken Pools to create two 2560-acre spacing units comprised of all of Sections 16, 21, 28, and

33. T.154N., R.94W., and Sections 25 and 36. T.154N., R.94W., and Sections 1 and 12. T.153N., R.94W., McKenzie and Mountrail Counties, ND, authorizing the drilling of up to four horizontal wells from each well pad within each 2560-acre spacing unit, eliminating the minimum setbacks from the heel and toe of the wells to the spacing unit boundaries, eliminating any tool error requirements, and such other relief as is appropriate.

Case No. 12208 (Continued). Application of Continental Resources, Inc. for an order extending the field boundaries and amending the field rules for the Silverston or Eldah-Bakken Pools to create a 2560-acre spacing unit comprised of all of Sections 17, 20, 29, and 32. T.151N., R.97W., McKenzie County, ND, authorizing the drilling of up to four horizontal wells from the same well pad within said 2560-acre

spacing unit, eliminating the minimum setbacks from the heel and toe of the well to the spacing unit boundaries, eliminating any tool error requirements, and such other relief as is appropriate.

Case No. 12209 (Continued). Application of Continental Resources, Inc. for an order extending the field boundaries and amending the field rules for the North Fork-Bakken Pool and Pershing-Bakken Pool to create two 2560-acre spacing units comprised of all of Sections 1, 24, 25, and 36. T.150N., R.97W., and Sections 1 and 9. T.149N., R.96W., and Sections 28 and 33. T.150N., R.95W., McKenzie County, ND, authorizing the drilling of up to four horizontal wells from each well pad within each 2560-acre spacing unit, eliminating the minimum setbacks from the heel and toe of the wells to the spacing unit boundaries, eliminating any tool error requirements, and such other relief as is appropriate.

Case No. 12210 (Continued). Application of Continental Resources, Inc. for an order amending the field rules for the Great Coulee-Bakken Pool to create a 2560-acre spacing unit comprised of Section 32. T.148N., R.94W., and Sections 5, 8, and 17. T.147N., R.96W., Dunn County, ND, authorizing the drilling of up to four horizontal wells from said well pad within said 2560-acre spacing unit, eliminating the minimum setbacks from the heel and toe of the wells to the spacing unit boundaries, eliminating any tool error requirements, and such other relief as is appropriate.

Case No. 12211 (Continued). Application of Continental Resources, Inc. for an order amending the field rules for the Rattlesnake Point and Jim Creek-Bakken Pools to create a 2560-acre spacing unit comprised of Sections 11, 14, 23, and 26. T.146N., R.96W., Dunn County, ND, authorizing the drilling of up to four horizontal wells from the same well pad within said 2560-acre spacing unit, eliminating the minimum setbacks from the heel and toe of the wells to the spacing unit boundaries, eliminating any tool error requirements, and such other relief as is appropriate.

Case No. 12212 (Continued). Application of Continental Resources, Inc. for an order amending the field rules for the Chimney Butte-Bakken Pool to create a 2560-acre spacing unit comprised of Sections 4, 9, 16, and 31. T.146N., R.95W., Dunn County, ND, authorizing the drilling of up to four horizontal wells from said well pad within said 2560-acre spacing unit, eliminating the minimum setbacks from the heel and toe of the wells to the spacing unit boundaries, eliminating any tool error requirements, and such other relief as is appropriate.

Case No. 12217. Application of Sagebrush Resources, LLC for an order to establish temporary spacing for the development of an oil and/or gas pool discovered by the Heller #6-31 well located in the SEW of Section 21, T.162N., R.82W., Bottineau County, ND, define the field limits, enact such special field rules as may be necessary, and such other relief as is appropriate.

Case No. 12218. Application of Zavanna, LLC for an order extending the field boundaries and amending the field rules for the Stockyard Creek-Bakken Pool to create and establish seven 1280-acre spacing and/or drilling units comprised of Sections 27 and 34; Sections 28 and 33; Sections 30 and 31. T.154N., R.99W., Section 32. T.154N., R.99W., and Section 5. T.153N., R.99W., Section 35. T.154N., R.99W., and Section 2. T.153N., R.99W., Section 36. T.154N., R.99W., and Section 1. T.153N., R.99W., and Sections 3 and 4. T.153N., R.99W., Williams County, ND, authorizing the drilling of one horizontal well on each spacing and/or drilling unit, and such other relief as is appropriate.

Case No. 12164 (Continued). Application of Golden Eye Resources, LLC for an order creating 1280-acre drilling units comprised of Sections 6 and 7. T.153N., R.101W., Williams and McKenzie Counties, ND, authorizing the drilling of a horizontal well within each drilling unit at a location not less than 500 feet from the boundary of each drilling unit, and such other relief as is appropriate.

Case No. 12082 (Continued). Temporary spacing to develop an oil and/or gas pool discovered by the Prima Exploration, Inc. #32-30, MacTavish, SWNE Section 30, T.160N., R.83W., Bottineau County, ND, define the field limits, and enact such special field rules as may be necessary.

Case No. 12219. Application of the Cirque Resources, L.P. for an order authorizing the Red Lady #35-4H well to be drilled, completed and produced with a portion of its lateral located less than 500 feet to the northline of Section 36, T.160N., R.91W., Burke County, ND, as an exception to spacing orders for the Diamond-Bakken Pool, and such other relief as is appropriate.

Case No. 12220. Application of Tracker Resource Development, LLC for an order pursuant to NDAC § 43-02-03-88, pooling all interests in a spacing unit for the Werne Trust #29-H, Sections 29 and 32. T.144N., R.94W., Murphy Creek-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. 12221. Application of Brigham Oil & Gas, L.P. for an order pursuant to NDAC § 43-02-03-88, pooling all interests in a spacing unit for the Jackson #5-34 #1-H, Sections 34 and 35. T.154N., R.102W., 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. 12222. Application of Brigham Oil & Gas, L.P. for an order pursuant to NDAC § 43-02-03-88, pooling all interests in a spacing unit for the State #6-1 #1-H, Section 36. T.155N., R.100W., and Section 2. T.154N., R.100W., Stony Creek-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. 12223. Application of Slawson Exploration Co., Inc. for an order pursuant to NDAC § 43-02-03-88, pooling all interests in a spacing unit for the Boreoka #1-120H, Section 26. T.152N., R.92W., Big Bend-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. 11922 (Continued). Application of Slawson Exploration Co., Inc. for an order pursuant to NDAC § 43-02-03-88, pooling all interests in a spacing unit for the Zephyr #1-36H, Section 36. T.152N., R.93W., Big Bend-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. 11928 (Continued). Application of Slawson Exploration Co., Inc. for an order pursuant to NDAC § 43-02-03-88, pooling all interests in a spacing unit for the Wombat #1-25H, Section 25. T.152N., R.90W., Parshall-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. 12233. Application of Anschutz Exploration Corp. for an order pursuant to NDAC § 43-02-03-88, pooling all interests in a spacing unit for the Emerson #1-24-25H-143-96, Sections 24 and 25. T.143N., R.96W., Fayette-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. 12234. Application of XTO Energy, Inc. for an order pursuant to NDAC § 43-02-03-88, pooling all interests in a spacing unit for the Lee #1-20H, Sections 17 and 20. T.159N., R.103W., Squires-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. 12235. Application of Samson Resources Co. for an order pursuant to NDAC § 43-02-03-88, pooling all interests in a spacing unit for the Ness #29-32-163-98H, Sections 29 and 32. T.161N., R.98W., Blooming Prairie-Bakken Pool, Divide County, ND, and such other relief as is appropriate.

Case No. 12236. Application of Samson Resources Co. for an order pursuant to NDAC § 43-02-03-88, pooling all interests in a spacing unit for the Almos Farms #01-12-162-99H, Sections 1 and 12. T.162N., R.99W., Ambrose-Bakken Pool, Divide County, ND, and such other relief as is appropriate.

Case No. 12237. Application of EOG Resources, Inc. for an order pursuant to NDAC § 43-02-03-88, pooling all interests in a spacing unit for the Clearwater #14-31H, Section 31. T.157N., R.90W., the W/2 of Section 2, and the E/2 of Section 3. T.156N., R.91W., 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. 12238. Application of EOG Resources, Inc. for an order pursuant to NDAC § 43-02-03-88, pooling all interests in a spacing unit for the Clearwater #14-31H, Section 31. T.157N., R.90W., the W/2 of Section 2, and the E/2 of Section 3. T.156N., R.91W., 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. 12239. Application of EOG Resources, Inc. for an order pursuant to NDAC § 43-02-03-88, pooling all interests in a spacing unit for the Lee #1-20H, Sections 17 and 20. T.159N., R.103W., Squires-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. 12240. Application of Continental Resources, Inc. for an order pursuant to NDAC § 43-02-03-88, pooling all interests in a spacing unit for the Lee #1-20H, Sections 17 and 20. T.159N., R.103W., Squires-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. 12241. Application of Continental Resources, Inc. for an order pursuant to NDAC § 43-02-03-88, pooling all interests in a spacing unit for the Lee #1-20H, Sections 17 and 20. T.159N., R.103W., Squires-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. 12242. Application of Continental Resources, Inc. for an order pursuant to NDAC § 43-02-03-88, pooling all interests in a spacing unit for the Lee #1-20H, Sections 17 and 20. T.159N., R.103W., Squires-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. 12243. Application of Continental Resources, Inc. for an order pursuant to NDAC § 43-02-03-88, pooling all interests in a spacing unit for the Lee #1-20H, Sections 17 and 20. T.159N., R.103W., Squires-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. 12244. Application of Continental Resources, Inc. for an order pursuant to NDAC § 43-02-03-88, pooling all interests in a spacing unit for the Lee #1-20H, Sections 17 and 20. T.159N., R.103W., Squires-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. 12245. Application of Continental Resources, Inc. for an order pursuant to NDAC § 43-02-03-88, pooling all interests in a spacing unit for the Lee #1-20H, Sections 17 and 20. T.159N., R.103W., Squires-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. 12246. Application of Continental Resources, Inc. for an order pursuant to NDAC § 43-02-03-88, pooling all interests in a spacing unit for the Lee #1-20H, Sections 17 and 20. T.159N., R.103W., Squires-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. 12247. Application of Continental Resources, Inc. for an order pursuant to NDAC § 43-02-03-88, pooling all interests in a spacing unit for the Lee #1-20H, Sections 17 and 20. T.159N., R.103W., Squires-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. 12248. Application of Continental Resources, Inc. for an order pursuant to NDAC § 43-02-03-88, pooling all interests in a spacing unit for the Lee #1-20H, Sections 17 and 20. T.159N., R.103W., Squires-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. 12332: Application of XTO Energy USA Ltd. for an order pursuant to NDAC § 43-02-03-88, pooling all interests in a spacing unit for the Sorenson #1-162-99H, Section 14, T.162N., R.98W., 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. 12333: Application of XTO Energy USA Ltd. for an order pursuant to NDAC § 43-02-03-88, pooling all interests in a spacing unit for the Larson #3-162-99H, Section 3, T.162N., R.98W., 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. 12334: Application of XTO Energy USA Ltd. for an order pursuant to NDAC § 43-02-03-88, pooling all interests in a spacing unit for the Egge #22-161-98H, Section 22, T.161N., R.98W., Whiteaker-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. 12335: Application of XTO Energy USA Ltd. for an order pursuant to NDAC § 43-02-03-88, pooling all interests in a spacing unit for the Olson #5-161-98H, Section 5, T.161N., R.98W., Whiteaker-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. 12336: Application of XTO Energy USA Ltd. for an order pursuant to NDAC § 43-02-03-88, pooling all interests in a spacing unit for the Lindsey #4-161-98H, Section 4, T.161N., R.98W., Whiteaker-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. 12337: Application of XTO Energy USA Ltd. for an order pursuant to NDAC § 43-02-03-88, pooling all interests in a spacing unit for the Hall #3-161-98H, Section 3, T.161N., R.98W., Whiteaker-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. 12338: Application of XTO Energy Operating Co., LLC for an order pursuant to NDAC § 43-02-03-88, pooling all interests in a spacing unit for the Dakota 3 Pennington #16-15H, Section 15, T.152N., R.92W., Van Hook-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. 12339: Application of Brigham Oil & Gas, L.P. for an order authorizing the drilling, completing and producing of not more than two additional increase density wells on a 1280-acre spacing unit described as Section 36, T.155N., R.100W. and Section 1, T.154N., R.100W., Stony Creek-Bakken Pool, Williams County, ND, and such other relief as is appropriate.

Case No. 12340: Application of Brigham Oil & Gas, L.P. for an order authorizing the drilling, completing and producing of not more than two additional increase density wells on a 1280-acre spacing unit described as Sections 9 and 16, T.154N., R.102W., Painted Woods-Bakken Pool, Williams County, ND, and such other relief as is appropriate.

Case No. 12341: Application of XTO Energy Inc. for an order authorizing the drilling, completing and producing of not more than two additional increase density wells on a 640-acre spacing unit described as Section 35, T.155N., R.95W., and on each 1280-acre spacing unit described as Section 36, T.155N., R.95W. and Section 1, T.154N., R.95W., Sections 2 and 11, Sections 12 and 13, T.154N., R.95W., and Sections 17 and 18, T.154N., R.94W., Akai Creek-Bakken Pool, Williams and Mountrail Counties, ND, and such other relief as is appropriate.

Case No. 12342: Application of XTO Energy Inc. for an order authorizing the drilling, completing and producing of not more than two additional increase density wells on each 1280-acre spacing unit described as Sections 15 and 16, Sections 22 and 27, Sections 23 and 26, Sections 33 and 34, T.155N., R.95W., Section 11, T.154N., R.96W., and Section 36, T.155N., R.96W., and Sections 2 and 11, T.154N., R.96W., Gapa-Bakken Pool, Williams County, ND, and such other relief as is appropriate.

Case No. 12343: Application of XTO Energy Inc. for an order authorizing the drilling, completing and producing of not more than two additional increase density wells on each 1280-acre spacing unit described as Sections 12 and 13, Sections 24 and 25, T.154N., R.96W., Sections 17 and 18, Sections 19 and 20, and Sections 20 and 29, T.154N., R.95W., Grinnell-Bakken Pool, Williams and McKenzie Counties, ND, and such other relief as is appropriate.

Case No. 12344: Application of XTO Energy Inc. for an order authorizing the drilling, completing and producing of not more than two additional increase density wells on each 1280-acre spacing unit described as Sections 3 and 10, Sections 5 and 8, Sections 6 and 7, Sections 14 and 15, Sections 21 and 28, and Sections 22 and 27, T.154N., R.95W., Hofflund-Bakken Pool, Williams and McKenzie Counties, ND, and such other relief as is appropriate.

Case No. 12345: Application of XTO Energy Inc. for an order authorizing the drilling, completing and producing of not more than two additional increase density wells on each 1280-acre spacing unit described as Sections 23 and 26, Sections 27 and 34, Sections 35 and 36, T.149N., R.96W., and Section 19, T.149N., R.95W. and Section 24, T.149N., R.96W., Bear Den-Bakken Pool, McKenzie County, ND, and such other relief as is appropriate.

Case No. 12346: Application of XTO Energy Inc. for an order authorizing the drilling, completing and producing of not more than two additional increase density wells on each 1280-acre spacing unit described as Sections 11 and 2, Sections 11 and 12, Sections 26 and 35, T.148N., R.97W., Sections 2 and 3, Sections 5 and 6, Sections 7 and 18, Sections 8 and 17, Sections 19 and 30, Sections 20 and 29, and Sections 21 and 28, T.148N., R.96W., Lost Bridge-Bakken Pool, Dunn County, ND, and such other relief as is appropriate.

Case No. 12347: Application of Newfield Production Co. for an order authorizing the drilling, completing and producing of an increase density well on each 640-acre spacing unit described as Section 4 and Section 10, T.148N., R.96W., Lost Bridge-Bakken Pool, Dunn County, ND, and such other relief as is appropriate.

Case No. 12348: Application of EOG Resources, Inc. for an order authorizing the drilling, completing and producing of an increase density well on a 1280-acre spacing unit for the Painted Woods-Bakken Pool described as Sections 25 and 36, T.154N., R.103W., Williams County, ND, and such other relief as is appropriate.

Case No. 12349: Application of RM Resources, LLC for an order authorizing the conversion of the Masters Enterprises #1, SESE of Section 27, T.143N., R.96W., Fayette Field, Dunn County, ND, into a salt water disposal well for the purpose of injecting fluids into the Dakota Group pursuant to NDAC Chapter 43-02-05, and such other relief as is appropriate.

Case No. 12350: Application of Newfield Production Co. for an order allowing the production from the Wisness #1-4H well located in Section 4, T.152N., R.96W., Wisness Federal #2-4H well located or to be located in Section 4, T.152N., R.96W., and the Gladys #1-9H well located in Section 9, T.152N., R.96W., and the Gladys #2-9H well located or to be located in Section 9, T.152N., R.96W. into the Wisness #1-4H Central Tank Battery or production facility, Westberg Field, McKenzie County, ND, as an exception to the provisions of NDAC § 43-02-03-48 and such other relief as is appropriate.

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