

BEFORE THE INDUSTRIAL COMMISSION  
OF THE STATE OF NORTH DAKOTA

CASE NO. 13833  
ORDER NO. 16117

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  
AUTHORIZING THE DRILLING, COMPLETING  
AND PRODUCING OF THE LARSON #3-162-  
99H WELL WITH A HORIZONTAL LATERAL  
HEEL APPROXIMATELY 347 FEET FROM THE  
SOUTH LINE AND 489 FEET FROM THE EAST  
LINE OF SECTION 3, T.162N., R.99W., DIVIDE  
COUNTY, ND, AS AN EXCEPTION TO THE  
PROVISIONS OF NDAC § 43-02-03-18, 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 16th day of December, 2010.
- (2) The witnesses for Baytex Energy USA Limited (Baytex) provided telephonic testimony in this matter pursuant to North Dakota Administrative Code Section 43-02-03-88.2. Telephonic Communication Affidavits were received on December 21, 2010; therefore, such testimony may be considered evidence.
- (3) Baytex made application to the Commission for an order authorizing the drilling, completing and producing of the Larson #3-162-99H well (File No. 18982) with a horizontal lateral heel approximately 347 feet from the south line and 489 feet from the east line of Section 3, Township 162 North, Range 99 West, Divide County, North Dakota (Section 3), as an exception to the provisions of North Dakota Administrative Code (NDAC) Section 43-02-03-18, and such other relief as is appropriate.
- (4) Order No. 15537 entered in Case No. 13261, the most recent spacing order for the Ambrose-Bakken Pool, established proper spacing for the development of Zone I at one horizontal well per 640 acres, Zone II at up to three horizontal wells per 640 acres, Zone III at one horizontal well per 1280 acres, and Zone IV at up to three horizontal wells per 1280 acres.

(5) The Larson #3-162-99H well, located 265 feet from the south line and 375 feet from the east line of Section 3, was permitted as a horizontal well on a 640-acre spacing unit described as Section 3 in Zone II in the Ambrose-Bakken Pool pursuant to Order No. 14401. Pursuant to Order No. 14401, setback requirements in Zone II were such that the completion interval of a horizontal well must be located no closer than 500 feet to the boundary of the spacing unit. Zone II is now Zone I and setback requirements in Zone I are such that the completion interval of a horizontal well must be located no closer than 500 feet to the boundary of the spacing unit the lateral is most nearly parallel to and 200 feet to the boundary of the spacing unit the lateral is most nearly perpendicular to.

(6) Baytex encountered loss of the build rate when drilling the initial curve in the Larson #3-162-99H well. They attempted to build angle at a more aggressive rate but encountered tool failure which caused them to build angle in the wrong direction. This hole was abandoned at 8548 feet measured depth (MD) and an open hole sidetrack was initiated at 8139 feet MD. The sidetrack was drilled to 8454 feet MD, approximately 403 feet from the south line and 537 feet from the east line of Section 3. Baytex made three wiper trips to eliminate tight spots in the well bore. The 7 inch production casing became stuck in the well while tripping in and Baytex was unable to pull the casing. Baytex decided to cement the casing in place with the casing shoe at 8367 feet MD, approximately 351 feet from the south line and 492 feet from the east line of Section 3, which violates the 500-foot east setback requirement by 8 feet. Baytex testified there is approximately 11 feet of linear well bore from the 7 inch casing setting depth to the 500-foot east setback requirement.

(7) Baytex drilled the Larson #3-162-99H well to a total depth of 14,476 feet MD, approximately 526 feet from the north line and 638 feet from the west line of Section 3 and ran a 4-1/2 inch production liner to bottom. A casing packer is set at 8086 feet MD inside the 7 inch production casing and an oversized swellable isolation packer is set at 8600 feet MD, approximately 512 feet from the south line and 627 feet from the east line of Section 3. The sliding sleeve frack port in the 4-1/2 inch production liner closest to the 7 inch production casing shoe is at 8758 feet MD, approximately 602 feet from the south line and 744 feet from the east line of Section 3.

(8) Baytex testified they would not fracture stimulate the Larson #3-162-99H well between the 7 inch production casing shoe and the oversized swellable isolation packer set at 8600 feet MD, approximately 512 feet from the south line and 627 feet from the east line of Section 3.

(9) The offending lateral from 8367 feet MD to the 500-foot east setback requirement is adequately isolated to protect correlative rights.

(10) Requiring Baytex to perform a cement squeeze or circulate cement behind the production liner in an attempt to isolate the portion of the lateral between the 7 inch production casing shoe and the legal setback requirement could present substantial risk, including losing the well bore, that could result in economic waste and a reduction in reserves recovered from the Ambrose-Bakken Pool.

(11) Allowing the Larson #3-162-99H well to be completed as an exception to the Ambrose-Bakken Pool spacing requirements will prevent waste, prevent the drilling of unnecessary wells, be protective of correlative rights, and produce oil that might otherwise not be produced.

IT IS THEREFORE ORDERED:

(1) Baytex Energy USA Limited, its assigns and successors, is hereby permitted to produce the Larson #3-162-99H well (File No. 18982) from as close as 351 feet from the south line and 492 feet from the east line of Section 3, Township 162 North, Range 99 West, Divide County, North Dakota, as an exception to the spacing requirements set forth in the Ambrose-Bakken Pool.

(2) Baytex shall not stimulate the Larson #3-162-99H well utilizing a frack port or perforation closer than 8600 feet MD, approximately 512 feet from the south line and 627 feet from the east line of Section 3.

(3) Baytex shall submit procedures for prior approval to fracture stimulate the Larson #3-162-99H well on a Sundry Notice (Form 4). Subsequent to the fracture stimulation, a follow-up Sundry Notice (Form 4) shall be submitted verifying the location of the nearest fracture initiation point relative to the south and east lines of Section 3 and to the swellable isolation packer set at 8600 feet MD.

(4) The Larson #3-162-99H well permitted in paragraph (1) above shall not produce more than its fair and equitable share of oil and/or gas from the Ambrose-Bakken Pool.

(5) This order shall remain in full force and effect until further order of the Commission.

Dated this 29th day of April, 2011.

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

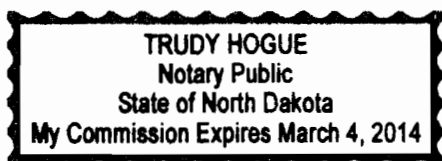
COUNTY OF BURLEIGH

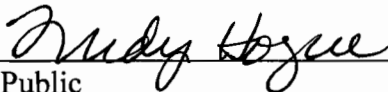
I, Jeanette Bean, being duly sworn upon oath, depose and say: That on the 3<sup>rd</sup> day of May, 2011 enclosed in separate envelopes true and correct copies of the attached Order No. 16117 of the North Dakota Industrial Commission, and deposited the same with the United States Postal Service in Bismarck, North Dakota, with postage thereon fully paid, directed to the following persons by the Industrial Commission in Case No. 13833:

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

  
Jeanette Bean  
Oil & Gas Division

On this 3<sup>rd</sup> day of May, 2011 ~~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

# Fredrikson

& BYRON, P.A.

December 17, 2010



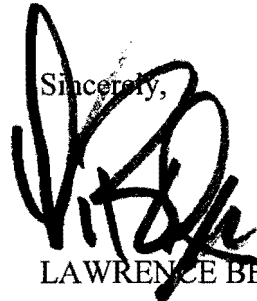
Mr. Bruce Hicks  
Assistant Director  
North Dakota Industrial Commission  
Oil and Gas Division  
600 East Boulevard  
Bismarck, North Dakota 58505-0310

**RE: NDIC CASE NO. 13833  
BAYTEX ENERGY USA LTD.**

Dear Mr. Hicks:

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

Should you have any questions, please advise.

Sincerely,  
  
LAWRENCE BENDER

LB/mk

Enclosures

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

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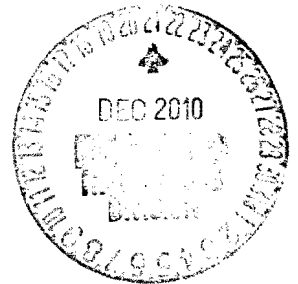
Attorneys & Advisors  
main 701.221.4020  
fax 701.221.4040  
www.fredlaw.com

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. 13833

Application of Baytex Energy USA Ltd. for an order authorizing the drilling, completing and producing of the Larson #3-162-99H well with a horizontal lateral heel approximately 347 feet from the south line and 489 feet from the east line of Section 3, T.162N., R.99W., Divide County, ND, as an exception to the provisions of NDAC § 43-02-03-18, and such other relief as is appropriate.



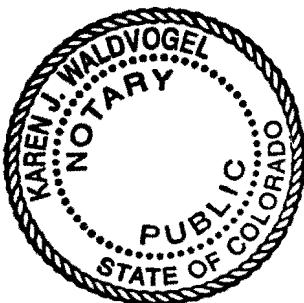
TELEPHONIC COMMUNICATION AFFIDAVIT

Ben Metz being first duly sworn deposes and states as follows: That on December 16, 2010, I testified under oath before the North Dakota Industrial Commission in Case No. 13833. My testimony was presented by telephone from (303) 551-6445, at the offices of and on behalf of Baytex Energy USA Ltd., 600 17<sup>th</sup> Street, Suite 1900 South, Denver, Colorado 80202.

  
BEN METZ

STATE OF COLORADO     )  
                                  )ss:  
COUNTY OF Denver     )

On Dec 16<sup>th</sup>, 2010, Ben Metz of Baytex Enery 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: 1/18/2014

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

Case No. 13833

Application of Baytex Energy USA Ltd. for an order authorizing the drilling, completing and producing of the Larson #3-162-99H well with a horizontal lateral heel approximately 347 feet from the south line and 489 feet from the east line of Section 3, T.162N., R.99W., Divide County, ND, as an exception to the provisions of NDAC § 43-02-03-18, and such other relief as is appropriate.



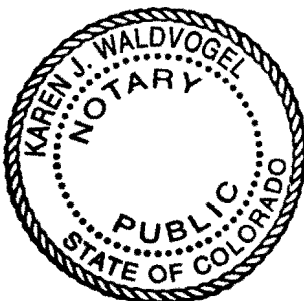
TELEPHONIC COMMUNICATION AFFIDAVIT

Lee Zink being first duly sworn deposes and states as follows: That on December 16, 2010, I testified under oath before the North Dakota Industrial Commission in Case No. 13833. My testimony was presented by telephone from (303) 551-6445, at the offices of and on behalf of Baytex Energy USA Ltd., 600 17<sup>th</sup> Street, Suite 1900 South, Denver, Colorado 80202.

LEE ZINK

STATE OF COLORADO     )  
  )ss:  
COUNTY OF Denver     )

On Dec 16, 2010, 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.



Notary Public

My Commission Expires: 1/18/2014

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

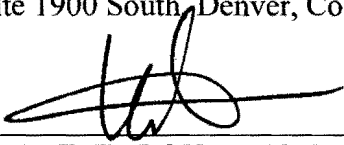
Case No. 13833

Application of Baytex Energy USA Ltd. for an order authorizing the drilling, completing and producing of the Larson #3-162-99H well with a horizontal lateral heel approximately 347 feet from the south line and 489 feet from the east line of Section 3, T.162N., R.99W., Divide County, ND, as an exception to the provisions of NDAC § 43-02-03-18, and such other relief as is appropriate.



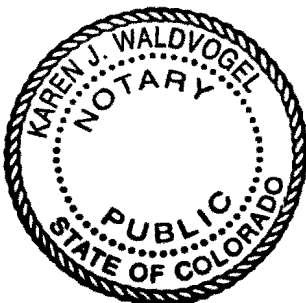
**TELEPHONIC COMMUNICATION AFFIDAVIT**

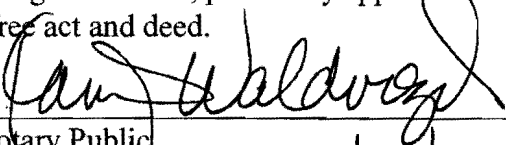
Vladimir Roudakov being first duly sworn deposes and states as follows: That on December 16, 2010, I testified under oath before the North Dakota Industrial Commission in Case No. 13833. My testimony was presented by telephone from (303) 551-6445, at the offices of and on behalf of Baytex Energy USA Ltd., 600 17<sup>th</sup> Street, Suite 1900 South, Denver, Colorado 80202.

  
VLADIMIR ROUDAKOV

STATE OF COLORADO     )  
  )ss:  
COUNTY OF Denver     )

On Dec 16, 2010, Vladimir Roudakov of Baytex Enery 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: 1/18/2014





CASE NO. 13833

**Application of Baytex Energy USA LTD for Exception Location**



Above noted location

Location Map

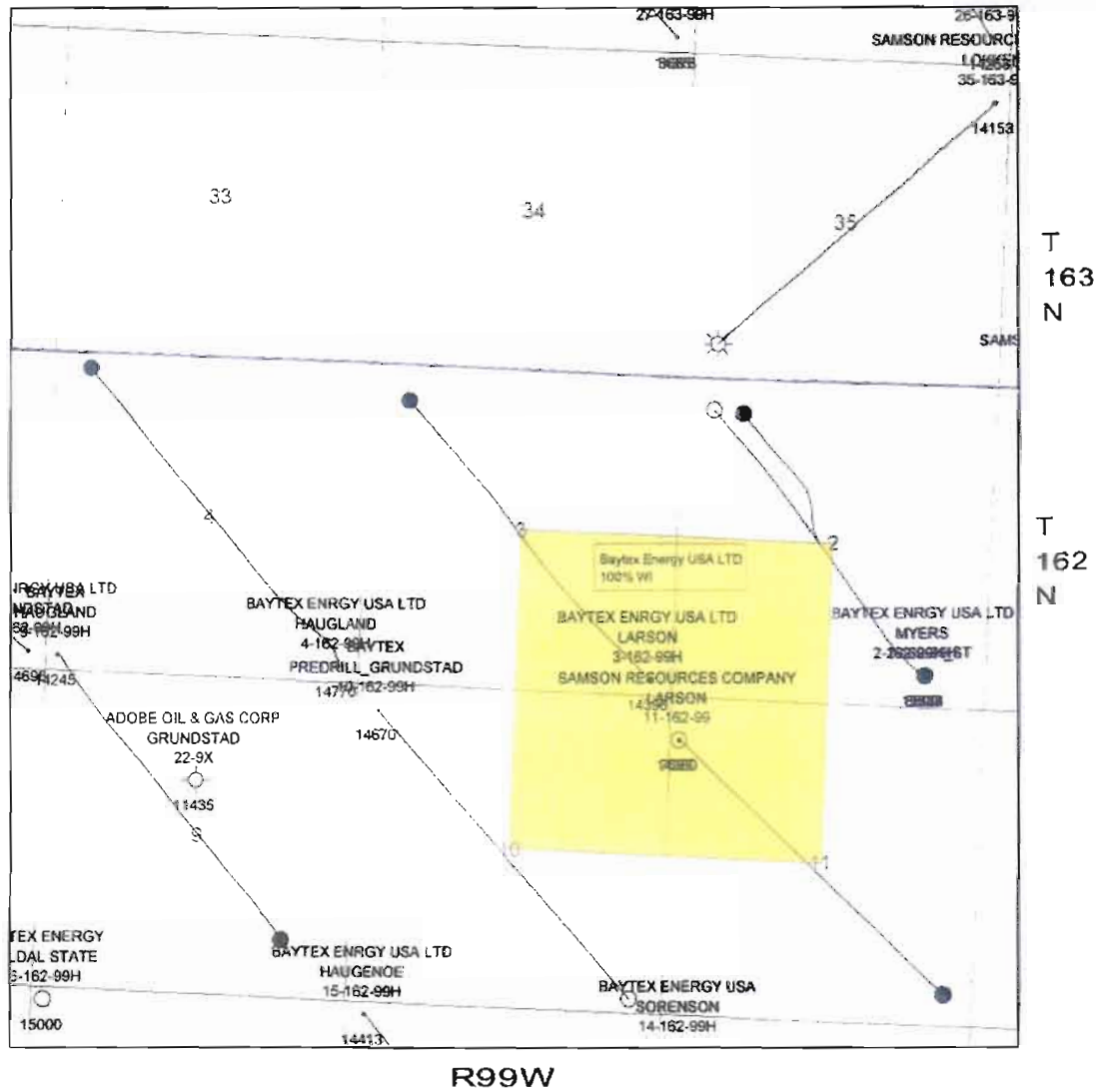
Divide County, North Dakota

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

December 16, 2010

INDUSTRIAL COMMISSION  
STATE OF NORTH DAKOTA  
DATE 12/16/10 CASE NO. 13833  
Introduced By Baytex  
Exhibit \_\_\_\_\_  
Identified By Zink

**Case # 13833  
Exhibit A**



**Exception Location  
Larson 3-162-99H**

Scale  
1" = 3000'



BAYTEX		
Exception Location		
Larson 3-162-99H		
Shaded System: 3D		
North	Scale	Sheet
	1" = 3000'	13 October 2009

INDUSTRIAL COMMISSION

STATE OF NORTH DAKOTA

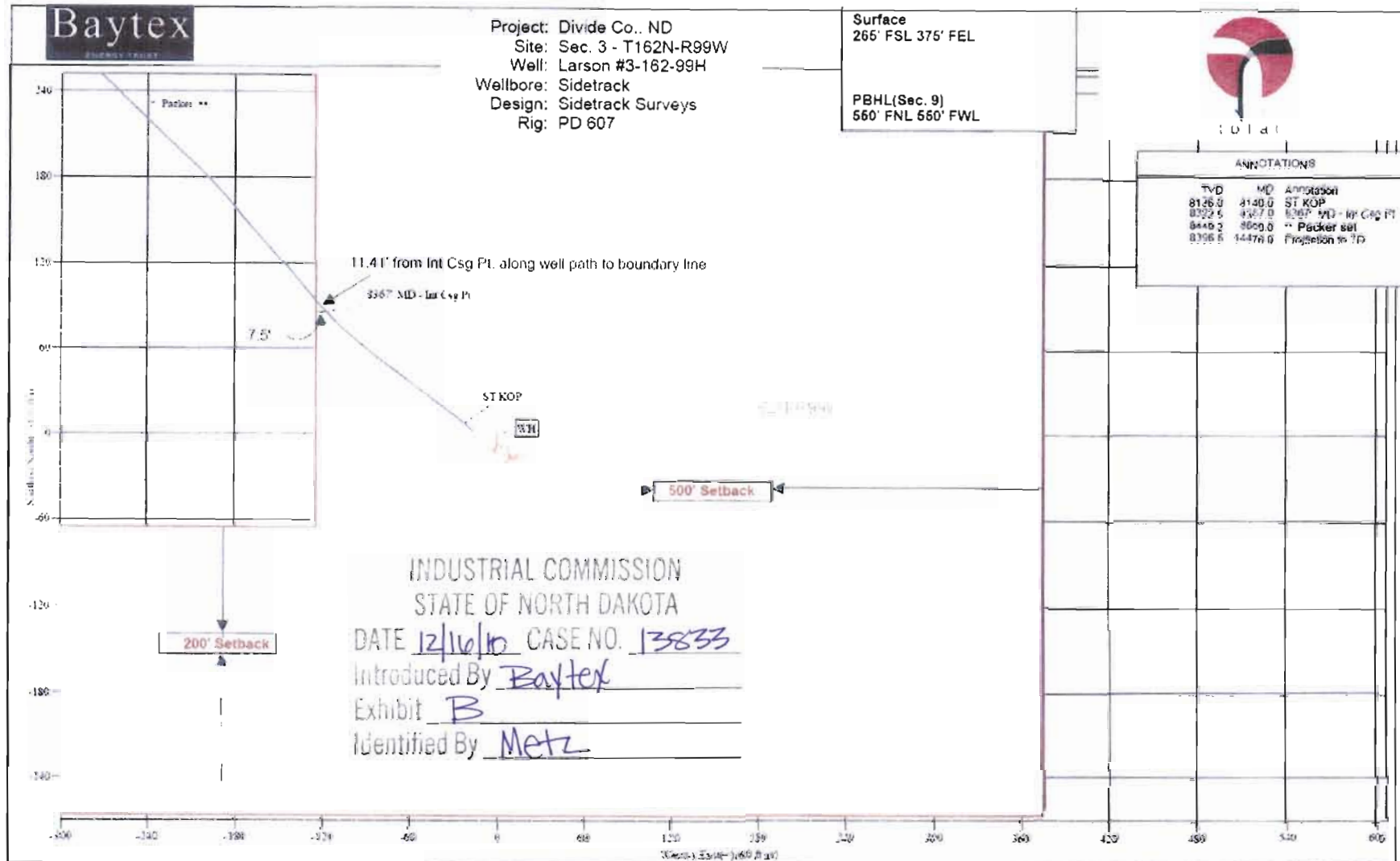
DATE 12/16/10 CASE NO. 13833

Introduced By Baytex

Exhibit A

Identified By Zink

Case # 13833  
Exhibit B



# BAYTEX

Larson 3-162-99H  
Divide County, ND  
1-Oct-10

NDIC Case 13833

Final Installation					
Depth	Length	Jts.	Description	OD	ID
8,600	4	31)	4 1/2" 11.6# P110 LTC Casing	4.500	3.040
8,758	5	30)	Swellpacker Lite II 4.5x5.85x2m 7000k psi	5.850	4.000
8,948	5	29)	4 1/2" Delta Stim Sleeve Lite	5.600	2.915
9,141	5	28)	Swellpacker Lite II 4.5x5.85x2m 7000k psi	5.850	4.000
9,335	5	27)	4 1/2" Delta Stim Sleeve Lite	5.600	2.790
9,529	5	26)	Swellpacker Lite II 4.5x5.85x2m 7000k psi	5.850	4.000
9,743	5	25)	4 1/2" Delta Stim Sleeve Lite	5.600	2.665
9,916	4	24)	Swellpacker Lite II 4.5x5.75x1m 3500k psi	5.750	4.000
10,173	6	23)	4 1/2" Delta Stim Sleeve Lite	5.600	2.540
10,389	5	22)	Swellpacker Lite II 4.5x5.75x1m 3500k psi	5.750	4.000
10,620	6	21)	4 1/2" Delta Stim Sleeve Lite	5.600	2.415
10,860	5	20)	Swellpacker Lite II 4.5x5.75x1m 3500k psi	5.750	4.000
11,076	5	19)	4 1/2" Delta Stim Sleeve Lite	5.600	2.290
11,248	4	18)	Swellpacker Lite II 4.5x5.75x1m 3500k psi	5.750	4.000
11,506	6	17)	4 1/2" Delta Stim Sleeve Lite	5.600	2.165
11,722	5	16)	Swellpacker Lite II 4.5x5.75x1m 3500k psi	5.750	4.000
11,936	5	15)	4 1/2" Delta Stim Sleeve Lite	5.600	2.040
12,151	5	14)	Swellpacker Lite II 4.5x5.75x1m 3500k psi	5.750	4.000
12,366	5	13)	4 1/2" Delta Stim Sleeve Lite	5.600	1.915
12,583	5	12)	Swellpacker Lite II 4.5x5.75x1m 3500k psi	5.750	4.000
12,796	5	11)	4 1/2" Delta Stim Sleeve Lite	5.600	1.790
13,014	6	10)	Swellpacker Lite II 4.5x5.75x1m 3500k psi	5.750	4.000
13,248	6	9)	4 1/2" Delta Stim Sleeve Lite	5.600	1.665
13,488	6	8)	Swellpacker Lite II 4.5x5.75x1m 3500k psi	5.750	4.000
13,721	6	7)	4 1/2" Delta Stim Sleeve Lite	5.600	1.540
13,961	6	6)	Swellpacker Lite II 4.5x5.75x1m 3500k psi	5.750	4.000
14,194	6	5)	4 1/2" Delta Stim Sleeve Lite	5.600	1.415
14,435	1	4)	Swellpacker Lite II 4.5x5.75x1m 3500k psi	5.750	4.000
14,458	2)	3)	4 1/2" Delta Stim Sleeve Lite	5.600	1.290
14,459	1)	2)	4 1/2" 8RD P110 Float Collar		
		1)	4 1/2" 8RD P110 Downjet Float Shoe		

Sleeves/ Pkts	Depths	Dist Between	Packers	Sleeves	CSG Jntls
14	8,758			Sleeve 14	8,758
13	9,141	383	Packer 14	8,600	
12	9,529	388		Sleeve 13	9,141
11	9,916	387	Packer 13	8,948	
10	10,389	473		Sleeve 12	9,529
9	10,860	471	Packer 12	9,335	
8	11,248	388		Sleeve 11	9,916
7	11,722	474	Packer 11	9,743	
6	12,151	429		Sleeve 10	10,389
5	12,583	432	Packer 10	10,173	
4	13,014	431		Sleeve 9	10,860
3	13,488	474	Packer 9	10,620	
2	13,961	473		Sleeve 8	11,248
1	14,435	474	Packer 8	11,076	
				Sleeve 7	11,722
				Sleeve 6	12,151
				Sleeve 5	12,583
				Sleeve 4	13,014
				Sleeve 3	13,488
				Sleeve 2	13,961
				Sleeve 1	14,435
				Float Collar	14,458
				Float Shoe	14,459

INDUSTRIAL COMMISSION  
STATE OF NORTH DAKOTA

DATE 12/10/10 CASE NO. 13833

Introduced By Baytex

Exhibit C

Identified By Roudakov

EXHIBIT C



**Larsen 3-162-99H**  
**Case No. 13833**  
Operational Summary

Typical curve is drilled with OBM, using 613 type bit and 2.38° bend motor. While drilling 8 ¾" curve section on 9.12.10 with 2.38° bend motor a sudden loss of build rates was observed at 8,272' TVD/ 8,299' MD. We lost BR (build rate) in 3 consecutive slides.

On 9.13.10 at 8,453' MD the decision was made to pick up a more aggressive motor (2.75° bend). The drilling continued to 8,548' MD, where it became obvious that due to MWD failure the inclination was building in the wrong direction. Last survey was taken at 8,485' MD/ 8,433' TVD: Inc – 54.61°, Azimuth (Az) – 326.7°.

Directional surveys for the original wellbore were as follows:

Measured Depth (ft)	Incl (deg)	Drift Dir. (deg)	DLS (dg/100ft)	TVD (ft)
7956.00	1.93	291.57	0.41	7955.24
7987.00	2.73	301.18	2.86	7986.22
8018.00	5.98	311.07	10.72	8017.12
8049.00	9.67	316.27	12.11	8047.83
8081.00	13.72	316.30	12.66	8079.16
8112.00	16.27	318.12	8.36	8109.10
8144.00	20.22	319.46	12.41	8139.49
8175.00	24.18	319.42	12.77	8168.18
8206.00	28.31	318.73	13.36	8195.98
8237.00	32.10	318.18	12.26	8222.77
8267.00	35.70	316.33	12.48	8247.66
8298.00	39.04	316.99	10.85	8272.30
8329.00	41.59	318.51	8.82	8295.93
8360.00	45.29	318.61	11.94	8318.44
INTERPOLATED BY PathCalc - U. Bakken				
8382.00	47.26	318.56	8.96	8333.64
8391.00	48.10	318.58	9.06	8339.70
INTERPOLATED BY PathCalc - M. Bakken				
8402.00	49.40	318.68	11.88	8346.95
8422.00	51.97	319.09	12.55	8359.61
8454.00	54.08	320.30	7.25	8378.85
8485.00	54.61	326.77	17.04	8396.94

INDUSTRIAL COMMISSION  
STATE OF NORTH DAKOTA  
DATE 12/16/10 CASE NO. 13833  
Introduced By Baytex  
Exhibit D  
Identified By Roudakov

EXHIBIT D

At this point the decision was made to attempt an open hole (OH) sidetrack from the original curve with a kick-off point (KOP) of 8,139' TVD (8,144' MD, 15.3° Inc and 308° Az). This operation was begun on 9.15.10. The OH sidetrack was drilled with a 2.74° bend motor to a TD of 8,454'TVD/8,695' MD with 91° Inc and 312° Az. The last survey point in the sidetrack was at 8,449' TVD/8,636' MD with 79.4° Inc and 312.6° Az.

Directional surveys for the sidetrack wellbore were as follows:

Measured Depth (ft)	Incl (deg)	Drift Dir. (deg)	DLS (dg/100ft)	TVD (ft)
8112.00	16.27	318.12	8.36	8109.10
ST1 DEPARTS ORIGINAL WELLBORE AT 8139' MD.				
8144.00	15.30	308.12	9.01	8139.90
8159.00	17.94	306.20	17.97	8154.27
8175.00	21.10	306.85	19.80	8169.35
8206.00	27.35	307.56	20.18	8197.61
8237.00	33.41	308.37	19.59	8224.34
8267.00	37.72	306.55	14.79	8248.74
8298.00	40.71	309.29	11.14	8272.75
8329.00	44.32	309.99	11.74	8295.60
8360.00	45.11	315.59	12.96	8317.64
INTERPOLATED BY PathCalc - 7" SHOE				
8367.00	45.72	316.90	15.93	8322.55
INTERPOLATED BY PathCalc - U. Bakken				
8382.00	47.44	319.38	16.35	8332.84
8391.00	48.72	320.49	16.39	8338.82
INTERPOLATED BY PathCalc - M. Bakken				
8402.00	50.53	321.09	16.95	8345.94
8422.00	54.08	320.62	17.29	8358.15
8454.00	58.65	318.11	15.70	8375.87
8485.00	60.67	321.47	11.40	8391.53
INTERPOLATED BY PathCalc - L. Bakken				
8515.00	61.77	316.07	16.18	8405.98
8516.00	61.82	315.87	16.26	8406.45
8546.00	64.63	312.57	13.57	8419.97
8578.00	68.06	315.04	12.84	8432.81

INDUSTRIAL COMMISSION  
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Exhibit D  
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Once TD was reached on 9.18.10 a "bottoms up" was circulated and a wiper trip was done to eliminate tight spots (8,345' and 8,390'). Two "bottoms up" were circulated and an additional wiper trip was done to make sure we were able to enter the sidetrack. This was confirmed by surveys. On 9.19.10 another wiper trip to the bottom was done to assure the quality of open hole. Two "bottoms up" were circulated and the BHA was pulled out of the hole.

The 7" P-110 29 ppf new casing was run in the hole. "Bottoms up" was circulated before entering the sidetrack. An unexpected tight spot was hit at 8,366' MD. Pulled 220,000 lbs, slacked off 140,000 lbs with no success. Rigged up swedge and circulated with full returns at 45 strokes per minute. Pulled 280,000 lbs and slacked off 50,000 lbs with no success. The decision was made to pull up to a maximum of 300,000 lbs (elevator capacity – 80% of rating) and slacked off to 50,000 lbs several times. We had good circulation throughout all attempts, but were not able to pull the casing out. The decision was made to cement in place with the 7" casing shoe at **8,317.6' TVD/8366.6' MD**, 45.1° Inclination and 315.6° Azimuth.

Given our surface location footages and interpolation of our intermediate casing shoe we are ~11' **short** of being legally within the set-back boundary (east) of the drilling unit. The wellbore entered the Three Forks formation at 8,582' MD/8,434' TVD.

Due to exposed Bakken formation the whole lateral section of the hole was drilled with oil based mud. The well reached TD of 14,476' MD on 10.2.10. In order to insure that we are not fracing and producing from the Bakken pool outside the boundaries we took the following steps:

- the 4 ½" P-110 11.6 ppf BTC liner was ran with packer set at 8,086' MD inside the 7" intermediate casing
- the first frac sleeve was set at 8,757' MD
- the oversized (5.85" OD x 2 m long) swell packer was set in OH at **8,600' MD**

INDUSTRIAL COMMISSION  
STATE OF NORTH DAKOTA  
DATE 12/16/10 CASE NO. 13833  
Introduced By Baytex  
Exhibit D  
Identified By Roudakov

# Fredrikson

& BYRON, P.A.

November 22, 2010



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

**RE: NDIC CASE NO. 13833**  
**Baytex Energy USA Ltd.**

Dear Mr. Hicks:

Please find enclosed herewith for filing the AFFIDAVIT OF SERVICE in regard to the captioned matter.

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. Randy Verret - (w/enc.) *Via Email*

4824616\_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. 13833

Application of Baytex Energy USA Ltd. for an order authorizing the drilling, completing and producing of the Larson 3-162-99H well with a horizontal lateral heel approximately 347 feet from the south line and 489 feet from the east line of Section 3, Township 162 North, Range 99 West, Divide County, North Dakota, as an exception to the provisions of Section 43-02-03-18 of the North Dakota Administrative Code and such other and further relief.



AFFIDAVIT OF SERVICE BY MAIL

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

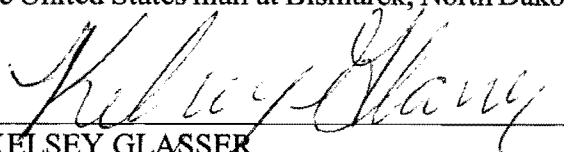
Kelsey Glasser, being first duly sworn, deposes and says that on the 22 day of November, 2010, she served the attached:

**Application of Baytex Energy USA Ltd.**

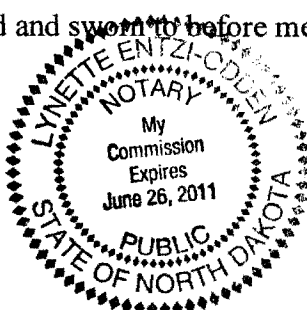
by placing a true and correct copy thereof in an envelope addressed as follows:


**See attached Exhibit A**

and depositing the same, with postage prepaid, in the United States mail at Bismarck, North Dakota.

  
KELSEY GLASSER

Subscribed and sworn to before me this 22 day of November, 2010.



  
\_\_\_\_\_  
Notary Public  
My Commission expires:  
4824589\_1.DOC

JUDITH A ENGMANN  
1109 7TH AVE E  
WILLISTON, ND 58801

LARRY SELLE ET UX  
12995 101ST ST NW  
AMBROSE, ND 58833

STATE of ND  
OG 09 00684  
1707 N 9TH ST  
BISMARCK, ND 58501

FRANK MONTGOMERY  
3450 BELMONT  
CASPER, WY 82604

STEVE MONTGOMERY  
16202 SURREY LN  
MAGNOLIA, TX 77355

JULIA FRANCES WATTERS  
4642 APPLEWOOD DR  
ODESSA, TX 79761

CARLOYN JANICE THURMOND  
520 CHATEAU WOODS  
PKWY DR  
CONROE, TX 77385

MURRY TORGESON  
P O BOX 292  
CROSBY, ND 58730

EUNICE K TORGENSEN TRUST  
11653 HIGHWAY 2,  
RAY ND 58849

ANDREW S GUDMUNSON  
2121 12TH AVE N  
GRAND FORKS, ND 58203

GRACIA GUDMUNSON  
9709 CAVELL AVE S  
BLOOMINGTON, MN 55438

MARRI B GUDMUNSON  
1405 14TH ST SW  
MINOT, ND 58701

GERALD A & SHARON  
PETERSON  
303 3RD AVE SE  
CROSBY, ND 58730

MARY DAWKINS  
235 N WASSON AVE  
WHISTLER, AL 26612

FRANK DAVID ELSIK  
711 W ELLIANE  
PASADENA, TX 77506

HENRY WUEBKER  
13129 HIGH STAR DR  
HOUSTON, TX 77072

PERRY COLWELL  
2604 S URSILA RD  
MONAHANS, TX 79756

ROY G BARTON SR AND OPAL  
BARTON REVOCABLE TRUST  
BOX 978  
HOBBS, NM 88241

SELMER A LARSON ET UX  
12790 91ST ST NW  
ALAMO, ND 58830

ARLENE MYERS  
12885 COUNTY 2 NW  
AMBROSE, ND 58833

DEE ANN M STUART  
32 CR 5190  
BLOOMFIELD, MN 87413

NODANA CORPORATION  
P O BOX 1221  
WILLISTON, ND 58802

LEROY J & PEGGY  
GREENSHIELDS  
1920 UMPTANUM RD  
ELLENSBURG, WA 98926

EXHIBIT A

Case 13833

# Fredrikson

& BYRON, P.A.

November 15, 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  
DECEMBER 2010 HEARINGS**

Dear Mr. Hicks:

Please find enclosed herewith for filing the APPLICATION OF BAYTEX ENERGY USA LTD.

**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. Randy Verret - (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. 13833

**Application of Baytex Energy USA Ltd. for an order authorizing the drilling, completing and producing of the Larson 3-162-99H well with a horizontal lateral heel approximately 347 feet from the south line and 489 feet from the east line of Section 3, Township 162 North, Range 99 West, Divide County, North Dakota, as an exception to the provisions of Section 43-02-03-18 of the North Dakota Administrative Code and such other and further relief.**



**APPLICATION OF BAYTEX ENERGY USA LTD.**

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

1.

That Baytex is the owner of an interest in the oil and gas leasehold estate in Section 3, Township 162 North, Range 94 West, Divide County, North Dakota ("Section 3").

2.

That Baytex is the operator of the Larson 3-162-99H well with a surface location in the Southeast Quarter of the Southeast Quarter (SE/4SE/4) of Section 3.

3.

That all of Section 3 constitutes the spacing unit for the Larson 3-162-99H well in the Ambrose-Bakken Pool.

4.

That Commission well location rules require the Larson 3-162-99H well to be completed not less than 500 feet to the east boundary of Section 36.

5.

That Baytex has inadvertently drilled the well less than 500 feet to the east line of the drilling unit boundary to a point approximately 489 feet from the east line and 347 feet from the south line of Section 3.

6.

That attached hereto and marked Exhibit "A" is a plat showing the Larson 3-162-99H well location and showing all producing wells and abandoned producers and dry holes on properties adjoining the proposed location.

7.

That attached hereto and marked Exhibit "B" is a list of owners or lessees of properties adjoining the tract which would be affected by the exception location to each of which a copy of this application is being mailed.

8.

That Baytex is of the opinion that drilling, completing and producing of its Larson 3-162-99H well, with a horizontal lateral heel approximately 489 feet from the east line and 347 feet from the south line of said Section 3, is necessary to protect correlative rights, prevent waste and to effect the greater ultimate recovery of oil and gas from the pool.

9.

That Baytex therefore requests an order authorizing the drilling, completing and producing of the Larson 3-162-99H well with a horizontal lateral heel approximately 489 feet from the east line and 347 feet from the south line of Section 3, Township 162 North, Range 94 West, Divide County, North Dakota, as an exception to the provisions of Section 43-02-03-18 of the North Dakota Administrative Code and further relief as the Commission deems appropriate.

**WHEREFORE**, Baytex requests the following:

- (a) That this matter be set for the regularly scheduled December 2010 hearings of the Commission;
- (b) 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; and
- (c) That the Commission issue its order granting the relief requested and such other and further relief as the Commission may deem appropriate.

**DATED** this 15th day of November, 2010.

Frederickson & Byron, P.A.

By 

LAWRENCE BENDER, ND Bar #03908  
*Attorneys for Applicant,*  
*Baytex Energy USA Ltd.*  
200 North 3<sup>rd</sup> Street, Suite 150  
P. O. Box 1855  
Bismarck, ND 58502-1855

**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.

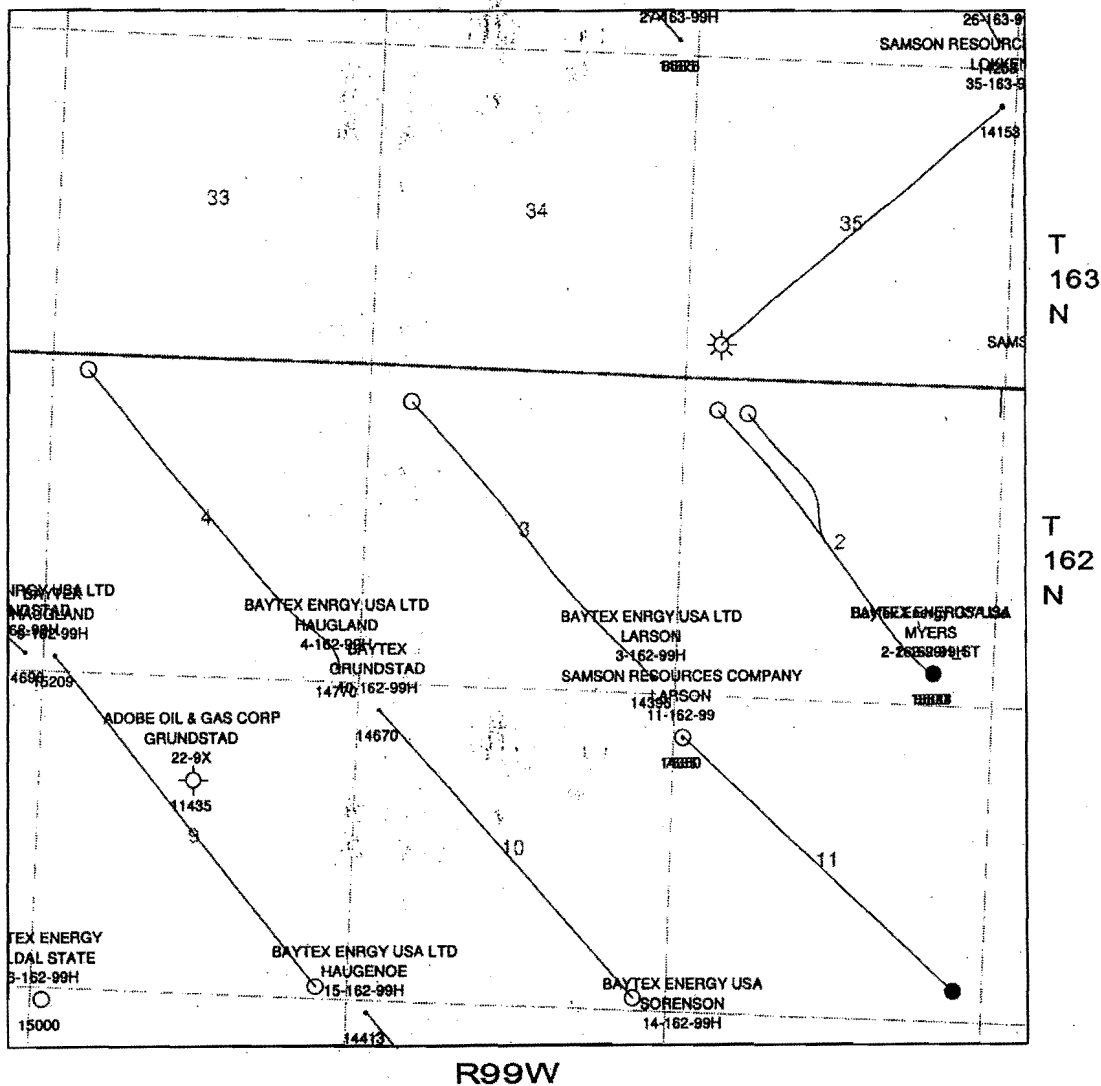
LAWRENCE BENDER

Subscribed and sworn to before me this 15th day of November, 2010.



Lynette Entzi-Odden, Notary Public  
My Commission Expires:  
4809358 1.DOC

Case 7:000  
Exhibit A



Exception Location  
Larson 3-162-99H

Scale  
1" = 3000'



BAYTEX		
Exception Location		
Exhibit A		
Larson 3-162-99H		
Dodge County, ND		
WBM	Scale	Date
	1" = 3000'	15 October, 2010



JUDITH A ENGMANN  
1109 7TH AVE E  
WILLISTON, ND 58801

LARRY SELLE ET UX  
12995 101ST ST NW  
AMBROSE, ND 58833

STATE of ND  
OG 09 00684  
1707 N 9TH ST  
BISMARCK, ND 58501

FRANK MONTGOMERY  
3450 BELMONT  
CASPER, WY 82604

STEVE MONTGOMERY  
16202 SURREY LN  
MAGNOLIA, TX 77355

JULIA FRANCES WATTERS  
4642 APPLEWOOD DR  
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CARLOYN JANICE THURMOND  
520 CHATEAU WOODS  
PKWY DR  
CONROE, TX 77385

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2121 12TH AVE N  
GRAND FORKS, ND 58203

GRACIA GUDMUNSON  
9709 CAVELL AVE S  
BLOOMINGTON, MN 55438

MARRI B GUDMUNSON  
1405 14TH ST SW  
MINOT, ND 58701

GERALD A & SHARON  
PETERSON  
303 3RD AVE SE  
CROSBY, ND 58730

MARY DAWKINS  
235 N WASSON AVE  
WHISTLER, AL 26612

FRANK DAVID ELSIK  
711 W ELLIANE  
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13129 HIGH STAR DR  
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ARLENE MYERS  
12885 COUNTY 2 NW  
AMBROSE, ND 58833

DEE ANN M STUART  
32 CR 5190  
BLOOMFIELD, MN 87413

NODANA CORPORATION  
P O BOX 1221  
WILLISTON, ND 58802

LEROY J & PEGGY  
GREENSHIELDS  
1920 UMPTANUM RD  
ELLENSBURG, WA 98926

**EXHIBIT B**

**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, December 16, 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, December 03, 2010.

**STATE OF NORTH DAKOTA TO:**

Case No. 13833: Application of Baytex Energy USA Ltd. for an order authorizing the drilling, completing and producing of the Larson #3-162-99H well with a horizontal lateral heel approximately 347 feet from the south line and 489 feet from the east line of Section 3, T.162N., R.99W., Divide County, ND, as an exception to the provisions of NDAC § 43-02-03-18, and such other relief as is appropriate.

Case No. 13839: Application of Newfield Production Co. for an order amending the field rules for the Fertile Valley-Bakken Pool to create and establish a 1280-acre spacing unit comprised of Sections 30 and 31, T.160N., R.102W., Divide County, ND, authorizing the drilling of a total of not more than four wells on said spacing unit, and such other relief as is appropriate.

Case No. 13843: Application of Samson Resources Co. for an order extending the field boundaries and amending the field rules for the Blooming Prairie-Bakken Pool to create and establish four 1280-acre spacing units comprised of Sections 13 and 24; Sections 14 and 23; Sections 15 and 22; and Sections 16 and 21, T.162N., R.98W., Divide County, ND, authorizing the drilling of one horizontal well on each spacing unit, and such other relief as is appropriate.

Case No. 13845: Application of Samson Resources Co. for an order amending the field rules for the Ambrose-Bakken Pool to create and establish a 1280-acre spacing unit comprised of Sections 18 and 19, T.162N., R.98W., Divide County, ND, authorizing the drilling of one horizontal well on said spacing unit, and such other relief as is appropriate.

Case No. 13896: 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 1 and 12, T.161N., R.96W., Upland-Bakken Pool, Divide County, ND as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 13897: 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 28 and 33, T.161N., R.96W., Upland-Bakken Pool, Divide County, ND as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 13898: 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 5 and 8, T.161N., R.95W., Sadler-Bakken Pool, Divide County, ND as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 13899: Application of Continental Resources, Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests for wells drilled on the overlapping spacing unit described as Sections 26 and 35, T.160N., R.96W., and Sections 2 and 11, T.159N., R.96W., Dolphin, Hamlet and/or Temple-Bakken Pools, Divide and Williams County, ND as provided by NDCC § 38-08-08 but not re-locating production for wells producing on other spacing units, and such other relief as is appropriate.

Case No. 13943: Application of Samson Resources Co. for an order pursuant to NDAC § 43-02-03-88.1 authorizing the flaring of gas from the Mae #9-162-98H well located in the NWNW of Section 9, T.162N., R.98W., Divide County, ND, Blooming Prairie-Bakken Pool, as an exception to the provisions of NDCC § 38-08-06.4, and such other relief as is appropriate.

Case No. 13944: Application of Samson Resources Co. for an order pursuant to NDAC § 43-02-03-88.1 authorizing the flaring of gas from the Vassen #27-163-99H well located in the SESE of Section 27, T.163N., R.99W., Divide County, ND, Ambrose-Bakken Pool, as an exception to the provisions of NDCC § 38-08-06.4, and such other relief as is appropriate.

Case No. 13945: Application of Samson Resources Co. for an order pursuant to NDAC § 43-02-03-88.1 authorizing the flaring of gas from the Sparks #8-162-98-2H well located in the NWNW of Section 8, T.162N., R.98W., Divide County, ND, Blooming Prairie-Bakken Pool, as an exception to the provisions of NDCC § 38-08-06.4, and such other relief as is appropriate.

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

(11-24)

December 16, 2010

X (13)  
OK  
LP



# 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:

November 24, 2010..... 157 lines @ .62 = 97.34

**TOTAL CHARGE.....\$97.34**

Signed

Steven J. Andrist, Publisher

Subscribed and sworn to before me November 24, 2010

Vonni L. Anderson  
Notary Public, State of North Dakota

**VONNI L. ANDERSON  
Notary Public  
State of North Dakota  
My Commission Expires Aug. 2, 2011**

Dec 16, 2010

# The Bismarck Tribune

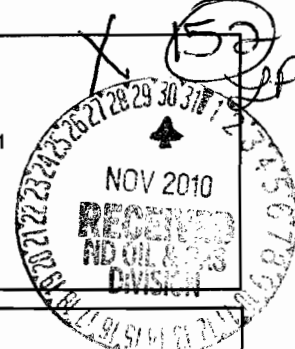
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## The Finder

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600 E BLVD AVE #405  
BISMARCK ND 58505

Phone: (701) 328-8020

Date: 11/24/2010

Date	Order #	Type	Order Amt
11/24/10	20481241	INV	1,064.76

Amount Paid:	CK #:
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#### CREDIT CARD PAYMENT (circle one)



Card #: \_\_\_\_\_

Exp Date: \_\_\_\_\_

Signature: \_\_\_\_\_

Credit card users: Fax to 701-223-6584

Cash Amt \_\_\_\_\_

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Date	Date	Times Run	Description	Lines	Class Code	Order Amt	Net Amt Due
11/24/10	11/24/10	1	Bismarck Tribune PO: Notice of Hearing	200.00	Legals	1,064.76	1,064.76

**Affidavit of Publication**  
State of North Dakota ) SS County of Burleigh  
Before me, a Notary Public for the State of North Dakota  
personally appeared CK 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:  
11/24 Signed Calvin H. Smith  
sworn and subscribed to before me this 29th  
day of November 2010  
Notary Public in and for the State of North Dakota

GREGORY P. ZIEGLER  
Notary Public  
State of North Dakota  
My Commission Expires July 22, 2015

#### 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, December 16, 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, December 03, 2010.

**STATE OF NORTH DAKOTA TO:**  
Case No. 13808: Temporary spacing to develop an oil and/or gas pool discovered by the EOG Resources, Inc. #2-20H Round Prairie, NWNW Section 20, T.154N., R.103W, Williams County, ND, define the field limits, and enact such special field rules as may be necessary.

Case No. 13809: Temporary spacing to develop an oil and/or gas pool discovered by the EOG Resources, Inc. #1-01H Lebron, SESE Section 1, T.155N., R.104W, Williams County, ND, define the field limits, and enact such special field rules as may be necessary.

Case No. 13810: In the matter of the petition for a risk penalty of EOG Resources, Inc. requesting an order authorizing the recovery of a risk penalty from certain non-participating owners, as provided by NDCC § 38-08-08 in the drilling and completing of the Fertile #29-27H well located in a spacing unit described as Section 27, T.151N., R.90W, Parshall-Bakken Pool, Mountrail County, ND, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 13811: Application of EOG Resources, Inc. for an order amending the field rules for the Thompson Lake-Bakken Pool to allow the drilling of horizontal wells on drilling pads to be located in the approximate north/south center line of two 1920-acre spacing units comprised of Sections 1, 12 and 13, and Sections 23, 26 and 35, T.159N., R.91W, Burke County, ND, eliminating any tool error requirements, and such other relief as is appropriate.

Case No. 13812: Application of EOG Resources, Inc. for an order extending the field boundaries and amending the field rules for the Van Hook and/or Parshall-Bakken Pools to create and establish ten 1920-acre spacing units comprised of Section 1, T.151N., R.91W, and Sections 6 and 7, T.151N., R.90W; Section 13, T.151N., R.91W, Sections 18 and 19, T.151N., R.90W; Section 24, T.151N., R.91W, and Sections 19 and 30, T.151N., R.90W; Sections 24 and 25, T.151N., R.91W, and Section 30, T.151N., R.90W; Sections 3, 4 and 10, T.151N., R.90W; Sections 4, 5 and 9, T.151N., R.90W; Sections 5, 8 and 9, T.151N., R.90W; Sections 8, 16 and 17, T.151N., R.90W; Sections 28, 29 and 33, T.151N., R.90W; and Sections 29, 32 and 33, T.151N., R.90W; and four 1280-acre spacing units comprised of Section 12, T.151N., R.91W, and Section 7, T.151N., R.90W; Section 36, T.151N., R.91W, and Section 31, T.151N., R.90W; Sections 17 and 18, T.151N., R.90W; and Sections 31 and 32, T.151N., R.90W, Mountrail County, ND, authorizing the drilling of one horizontal well on each spacing unit, and such other relief as is appropriate.

Case No. 13813: Temporary spacing to develop an oil and/or gas pool discovered by the Enerplus Resources USA Corp. #17A-20-1H Henry Bad Gun, NENE Section 17, T.147N., R.93W, Dunn County, ND, define the field limits, and enact such special field rules as may be necessary.

Case No. 13619: (Continued) Application of Enerplus Resources (U.S.A.) Inc. for an order extending the field boundaries and amending the field rules for the Spotted Horn-Bakken Pool to create and establish two 1280-acre spacing units comprised of Sections 1 and 8 and Sections 6 and 7, T.150N., R.94W, McKenzie County, ND, authorizing the drilling of a total of not more than four wells on each spacing unit, eliminating any tool error requirements, and such other relief as is appropriate.

Please return invoice or put order number on check. Thank You

Remarks

Bismarck Tribune  
www.bismarcktribune.com  
PO BOX 4001  
LaCrosse, WI 54602-4001

1,064.76

Terms: PAYMENT IS DUE UPON RECEIPT OF INVOICE

**Case No. 13620:** (Continued) Application of Enerplus Resources (U.S.A.) Inc. for an order extending the field boundaries and amending the field rules for the Antelope-Sanish Pool to create and establish two 1280-acre spacing units comprised of Sections 21 and 28, T.151N., R.94W.; and Section 33, T.151N., R.94W. and Section 4, T.150N., R.94W., McKenzie County, ND, authorizing the drilling of a total of not more than four wells on each spacing unit, eliminating any tool error requirements, and such other relief as is appropriate.

**Case No. 13814:** Proper spacing for the development of the Edge-Bakken Pool, McKenzie County, ND, redefine the field limits, and enact such special field rules as may be necessary. Continental Resources, Inc.

**Case No. 13815:** Proper spacing for the development of the Lindahl-Bakken Pool, Williams County, ND, redefine the field limits, and enact such special field rules as may be necessary. Continental Resources, Inc.; XTO Energy Inc.

**Case No. 13816:** Application of Continental Resources, Inc. for an order extending the field boundaries and amending the field rules for the Poe and/or Sakakawea-Bakken Pools to create and establish a 1280-acre spacing unit comprised of Sections 5 and 8, T.151N., R.100W., McKenzie County, ND, authorizing the drilling of one horizontal well on said spacing unit, and such other relief as is appropriate.

**Case No. 13817:** Application of Continental Resources, Inc. for an order amending the field rules for the Cedar Coulee and Rattlesnake Point-Bakken Pools to create a 2560-acre spacing unit comprised of all of Sections 20, 29 and 32, T.147N., R.96W. and Section 5, T.146N., 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 any tool error requirements, and such other relief as is appropriate.

**Case No. 12014:** (Continued) Temporary spacing to develop an oil and/or gas pool discovered by the Continental Resources, Inc. #1-31H Traxel, SESE Section 31, T.146N., R.89W., Mercer County, ND, define the field limits, and enact such special field rules as may be necessary.

**Case No. 13447:** (Continued) Application of Continental Resources, Inc. for an order amending the field rules for the Stoneview-Bakken Pool to create and establish two 320-acre spacing units comprised of the W/2 and the E/2 of Section 31, T.161N., R.94W., Burke County, ND, authorizing the drilling of one horizontal well on each spacing unit, and such other relief as is appropriate.

**Case No. 13818:** Proper spacing for the development of the Stony Creek-Bakken

Pool, Williams County, ND, redefine the field limits, and enact such special field rules as may be necessary. Brigham Oil & Gas, LP; Zavanna, LLC

**Case No. 13819:** Application of Brigham Oil & Gas, LP. for an order authorizing the plugging back of the Brown 30-19 #1-H well which was inadvertently drilled with a bottom hole location approximately 75 feet from the south line and 1370 feet from the east line of Section 18, T.156N., R.93W., Mountrail County, ND, as an exception to the provisions of NDAC § 43-02-03-18 and designating Sections 19 and 30, T.156N., R.93W., as the appropriate spacing unit for said well, and such other relief as is appropriate.

**Case No. 13820:** Application of Brigham Oil & Gas, LP. for an order amending Order No. 14702 to allow the drilling of three horizontal wells on a drilling unit established by Order No. 14702 as Sections 27 and 34, T.156N., R.100W., Williams County, ND, and such other relief as is appropriate.

**Case No. 13821:** Application of Brigham Oil & Gas, LP. for an order extending the field boundaries and amending the field rules for the Todd-Bakken Pool to create and establish three 1280-acre spacing units comprised of Sections 28 and 33; Sections 29 and 32; and Sections 30 and 31, T.155N., R.101W., Williams County, ND, authorizing the drilling of one horizontal well on each spacing unit, and such other relief as is appropriate.

**Case No. 13822:** Application of Brigham Oil & Gas, LP. for an order extending the field boundaries and amending the field rules for the Todd-Bakken Pool to create and establish two 1280-acre spacing units comprised of Sections 25 and 36, T.155N., R.101W., and Sections 26 and 35, T.154N., R.101W., McKenzie and Williams Counties, ND, authorizing the drilling of one horizontal well on each spacing unit, and such other relief as is appropriate.

**Case No. 13823:** In the matter of the Exploration & Production Co. for an order creating three 1280-acre drilling units comprised of Sections 25 and 36, T.140N., authorizing the recovery of a risk penalty R.98W.; Sections 4 and 9, T.139N., R.98W.; from certain non-participating owners, as and Sections 5 and 8, T.139N., R.97W., Stark provided by NDCC § 38-08-08 in the County, ND, authorizing the drilling of a drilling and completing of the Klamm horizontal well within each drilling unit, and #34-9NWH well located in a spacing unit described as Sections 4 and 9, T.150N., R.97W., Siverston-Bakken Pool, McKenzie County, ND, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.

**Case No. 13824:** Application of Encore Operating, LP. for an order extending the field boundaries and amending the field rules for the North Fork-Bakken Pool to create and establish a 1280-acre spacing order extending the field boundaries and unit comprised of Section 24, T.149N., R.98W., and Section 19, T.149N., R.97W., Bakken Pool to create and establish a 1280-McKenzie County, ND, authorizing the drilling of one horizontal well on said 12, T.140N., R.97W., Stark County, ND, spacing unit, and such other relief as is authorizing the drilling of one horizontal well on said spacing unit, and such other relief as is appropriate.

**Case No. 13825:** Application of Encore Operating, LP. for an order extending the field boundaries and amending the field rules for the Siverston-Bakken Pool to create and establish three 1280-acre spacing units comprised of Sections 2 and 11; Sections 4 and 3; and Sections 26 and 35, T.151N., R.98W., McKenzie County, ND; Sections 2 and 11; Sections 3 and 10; authorizing the drilling of one horizontal well on each spacing unit, and such other relief as is appropriate.

**Case No. 13826:** Application of Encore Operating, LP. for an order creating a 1280-acre drilling unit comprised of Sections 27 and 34, T.151N., R.99W., McKenzie County, ND, authorizing the drilling of a horizontal well within said drilling unit, and such other relief as is appropriate.

**Case No. 13827:** Application of Encore Operating, LP. for an order extending the field boundaries and amending the field rules for the Elk-Bakken Pool to create and establish three 1280-acre spacing units comprised of Sections 18 and 19, T.152N., R.102W.; Sections 13 and 24; and Sections 25 and 36, T.152N., R.103W., McKenzie and Williams Counties, ND, authorizing the drilling of one horizontal well on each spacing unit, and such other relief as is appropriate.

**Case No. 13828:** Application of Anschutz Exploration Corp. for an order amending the field rules for the Murphy Creek-Bakken Pool to create and establish a 1280-acre spacing unit comprised of Sections 13 and 24, T.143N., R.95W., Dunn County, ND, authorizing the drilling of one horizontal well on said spacing unit, and such other relief as is appropriate.

**Case No. 13829:** Application of Anschutz Exploration Corp. for an order amending the field rules for the St. Anthony-Bakken Pool to create and establish a 1280-acre spacing unit comprised of Sections 8 and 17, T.141N., R.97W., Dunn County, ND, authorizing the drilling of one horizontal well on said spacing unit, and such other relief as is appropriate.

**Case No. 13830:** Application of Anschutz Exploration Corp. for an order creating a 1280-acre drilling unit comprised of Sections 16 and 21, T.143N., R.97W., Dunn County, ND, authorizing the drilling of a horizontal well within said drilling unit, and such other relief as is appropriate.

**Case No. 13831:** Application of Anschutz Exploration Corp. for an order waiving the requirements of NDAC § 43-02-03-31 relative to the running of a cement bond log for the Evelyn Kary 1-15-22H-144-97 well located in Section 15, T.144N., R.97W., Dunn County, ND, and such other relief as is appropriate.

**Case No. 13832:** Application of Ballantyne Oil, LLC for an order amending the field rules for the Clear Water-Bakken Pool to create and establish a 1280-acre spacing unit comprised of Sections 14 and 13, T.157N., R.90W., Mountrail County, ND, authorizing the drilling of a total of not more than three wells on said spacing unit, eliminating any tool error requirements,

**Case No. 13833:** Application of Baytex Energy USA Ltd. for an order authorizing the drilling, completing and producing of the Larson #3-162-99H well with a horizontal lateral heel approximately 347 feet from the south line and 489 feet from the east line of Section 3, T.162N., R.99W., Divide County, ND, as an exception to the provisions of NDAC § 43-02-03-18, and such other relief as is appropriate.

**Case No. 13834:** Application of Fidelity Exploration & Production Co. for an order creating three 1280-acre drilling units comprised of Sections 25 and 36, T.140N., authorizing the recovery of a risk penalty R.98W.; Sections 4 and 9, T.139N., R.98W.; from certain non-participating owners, as and Sections 5 and 8, T.139N., R.97W., Stark provided by NDCC § 38-08-08 in the County, ND, authorizing the drilling of a drilling and completing of the Klamm horizontal well within each drilling unit, and #34-9NWH well located in a spacing unit described as Sections 4 and 9, T.150N., R.97W., Siverston-Bakken Pool, McKenzie County, ND, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.

**Case No. 13835:** Application of Fidelity Exploration & Production Co. for an order creating a 1280-acre drilling unit comprised of Sections 14 and 23, T.139N., R.95W., Stark County, ND, authorizing the drilling of one horizontal well within said drilling unit, and such other relief as is appropriate.

**Case No. 13836:** Application of Fidelity Exploration & Production Co. for an order creating a 1280-acre spacing order extending the field boundaries and unit comprised of Section 24, T.149N., R.98W., and Section 19, T.149N., R.97W., Bakken Pool to create and establish a 1280-McKenzie County, ND, authorizing the drilling of one horizontal well on said 12, T.140N., R.97W., Stark County, ND, spacing unit, and such other relief as is authorizing the drilling of one horizontal well on said spacing unit, and such other relief as is appropriate.

**Case No. 13837:** Application of GeoResources, Inc. for an order extending the field boundaries and amending the field rules for the Bull Butte-Bakken Pool to create and establish three 1280-acre spacing units comprised of Sections 2 and 11; Sections 4 and 3; and Sections 26 and 35, T.151N., R.98W., McKenzie County, ND; Sections 2 and 11; Sections 3 and 10; authorizing the drilling of one horizontal well on each spacing unit, and such other relief as is appropriate.

**Case No. 13838:** Application of Newfield Production Co. for an order creating a 1280-acre drilling unit comprised of Sections 17 and 20, T.156N., R.100W., Williams County, ND, authorizing the drilling of a total of not more than four wells within said drilling unit, eliminating any tool error requirements, and such other relief as is appropriate.

**Case No. 13839:** Application of Newfield Production Co. for an order amending the field rules for the Fertile Valley-Bakken Pool to create and establish a 1280-acre spacing unit comprised of Sections 30 and 31, T.160N., R.102W., Divide County, ND, authorizing the drilling of a total of not more than four wells on said spacing unit, and such other relief as is appropriate.

**Case No. 13840:** Application of Newfield Production Co. for an order creating a 1280-acre drilling unit comprised of Sections 4 and 9, T.156N., R.99W., Williams County, ND, authorizing the drilling of a total of not more than five wells within said drilling unit, eliminating any tool error requirements, and such other relief as is appropriate.

**Case No. 13841:** Application of Newfield Production Co. for an order creating a 1280-acre drilling unit comprised of Sections 28 and 33, T.154N., R.100W., Williams County, ND, authorizing the drilling of a total of not more than three wells within said drilling unit, eliminating any tool error requirements, and such other relief as is appropriate.

**Case No. 13842:** Application of Newfield Production Co. for an order extending the field boundaries and amending the field rules for the Poe-Bakken Pool to create and establish a 1280-acre spacing unit comprised of Sections 1 and 12, T.150N., R.100W., McKenzie County, ND, authorizing the drilling of a total of not more than three wells on said spacing unit, eliminating any tool error requirements, and such other relief as is appropriate.

**Case No. 13843:** Application of Samson Resources Co. for an order extending the field boundaries and amending the field rules for the Blooming Prairie-Bakken Pool to create and establish four 1280-acre spacing units comprised of Sections 13 and 24; Sections 14 and 23; Sections 15 and 22; and Sections 16 and 21, T.162N., R.98W., Divide County, ND, authorizing the drilling of one horizontal well on each spacing unit, and such other relief as is appropriate.

**Case No. 13844:** Application of Samson Resources Co. for an order amending the field rules for the Foothills-Bakken Pool to create and establish a 1280-acre spacing unit comprised of Sections 24 and 25, T.161N., R.93W., Burke County, ND, authorizing the drilling of one horizontal well on said spacing unit, and such other relief as is appropriate.

**Case No. 13842:** Application of Newfield Production Co. for an order extending the field boundaries and amending the field rules for the Poe-Bakken Pool to create and establish a 1280-acre spacing unit comprised of Sections 1 and 12, T.150N., R.100W., McKenzie County, ND, authorizing the drilling of a total of not more than three wells on said spacing unit, eliminating any tool error requirements, and such other relief as is appropriate.

**Case No. 13843:** Application of Samson Resources Co. for an order extending the field boundaries and amending the field rules for the Blooming Prairie-Bakken Pool to create and establish four 1280-acre spacing units comprised of Sections 13 and 24; Sections 14 and 23; Sections 15 and 22; and Sections 16 and 21, T.162N., R.98W., Divide County, ND, authorizing the drilling of one horizontal well on each spacing unit, and such other relief as is appropriate.

**Case No. 13844:** Application of Samson Resources Co. for an order amending the field rules for the Foothills-Bakken Pool to create and establish a 1280-acre spacing unit comprised of Sections 24 and 25, T.161N., R.93W., Burke County, ND, authorizing the drilling of one horizontal well on said spacing unit, and such other relief as is appropriate.

**Case No. 13845:** Application of Samson Resources Co. for an order amending the field rules for the Ambrose-Bakken Pool to create and establish a 1280-acre spacing unit comprised of Sections 18 and 19, T.162N., R.98W., Divide County, ND, authorizing the drilling of one horizontal well on said spacing unit, and such other relief as is appropriate.

**Case No. 13846:** Application of Slawson Exploration Co., Inc. for an order extending the field boundaries and amending the field rules for the Clear Water-Bakken Pool to create and establish three 1280-acre spacing units comprised of Sections 26 and 35; Sections 27 and 34; and Sections 28 and 33, T.157N., R.89W., Mountrail County, ND, authorizing the drilling of one horizontal well on each spacing unit, and such other relief as is appropriate.

**Case No. 13847:** Application of Slawson Exploration Co., Inc. for an order amending the field rules for the Kittleson Slough-Bakken Pool to create and establish four 1280-acre spacing units comprised of Sections 7 and 18; Sections 12 and 13; Sections 14 and 15; and Sections 17 and 20, T.157N., 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. 13848:** Application of Ward Williston Co. and Silver Oak Energy, LLC for an order amending the field rules for the North Westhope-Madison Unit and/or the North Westhope-Madison Pool, Bottineau County, ND, to allow the drilling of wells at a location not less than 330 feet from the exterior boundary of the unit, and such other relief as is appropriate.

**Case No. 13849:** Application of Zenergy Operating Co., LLC for an order amending the field rules for the Eagle Nest-Bakken Pool to create and establish a 1280-acre spacing unit comprised of Sections 6 and 7, T.148N., R.94W., Dunn County, ND, authorizing the drilling of one horizontal well on said spacing unit, and such other relief as is appropriate.

**Case No. 13850:** Application of Zenergy Operating Co., LLC for an order amending the field rules for the Spotted Horn-Bakken Pool to create and establish a 640-acre spacing unit comprised of the E/2 of Section 28 and the E/2 of Section 33, T.150N., R.94W., McKenzie County, ND, authorizing the drilling of a total of not more than two wells on said spacing unit, eliminating any tool error requirements, and such other relief as is appropriate.

**Case No. 13669:** (Continued) Application of Hunt Oil Co. for an order amending the field rules for the Ross-Bakken Pool to create and establish a 960-acre spacing unit comprised of Section 1 and the E/2 of Section 2, T.156N., R.90W.; and a 640-acre spacing unit comprised of Section 6, T.156N., R.89W., Mountrail County, ND, authorizing the drilling of a horizontal well on each spacing unit, and such other relief as is appropriate.

**Case No. 13851:** Application of Tracker Resource Development II, LLC, for an order establishing temporary spacing to develop an oil and gas pool discovered by the Gudmundsen #27-1H, NE/4 NE/4 Section 27, T.149N., R.100W., McKenzie County, ND; define the field limits to expand the existing Ellsworth Field to include Sections 1, 2, 3, 4, 5, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 32, 33, 34, 35, and 36, T.149N., R.100W., McKenzie County, ND; setting spacing unit boundaries at 200 feet, eliminate all tool error requirements, allow 180 day flaring of gas or until installation of gathering system and enact such special field rules as may be necessary.

**Case No. 13852:** Application of Tracker Resource Development II, LLC, for an order establishing temporary spacing to develop an oil and gas pool discovered by the Wahlstrom #18-1H, NW/4 NE/4 Sections 18, T.149N., R.101W., McKenzie County, ND; define the field limits to expand the existing Foreman Butte Field to include Sections 4, 5, 8, 9, 16, 17, 18, 19, 20 and 21, T.149N., R.101W., McKenzie County, ND; setting spacing unit boundaries at 200 feet, eliminate all tool error requirements, allow 180 day flaring of gas or until installation of gathering system, and enact such special field rules as may be necessary.

**Case No. 13729:** (Continued) Application of Enerplus Resources (U.S.A.) Inc. for an order authorizing the drilling, completing and producing of a total of not more than four wells on a 1280-acre spacing unit described as Sections 2 and 11, T.148N., R.95W., Eagle Nest-Bakken Pool, Dunn County, ND, eliminating any tool error requirements, and such other relief as is appropriate.

**Case No. 13853:** Application of Arsenal Energy, Inc. for an order authorizing the drilling, completing and producing of a total of not more than two wells on a 1280-acre spacing unit described as Sections 3 and 10, T.155N., R.91W., Stanley-Bakken Pool, Mountrail County, ND, eliminating any tool error requirements, and such other relief as is appropriate.

**Case No. 13854:** Application of Brigham Oil & Gas, LP. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in spacing unit described as Sections 30 and 31, T.154N., R.100W., Catwalk-Bakken Pool, Williams and McKenzie County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

**Case No. 13855:** Application of Brigham Oil & Gas, LP. for an order authorizing the drilling, completing and producing of a total of not more than four wells on each 1280-acre spacing unit described as Sections 1 and 23; Sections 19 and 30, T.156N., R.93W.; Sections 8 and 17; and Sections 21 and 29, T.155N., R.93W.; and Sections 4 and 9, T.155N., R.92W., Alger-Bakken Pool, Mountrail County, ND, eliminating any tool error requirements, and such other relief as is appropriate.

**Case No. 13856:** Application of Brigham Oil & Gas, LP. for an order authorizing the drilling, completing and producing of a total of not more than four wells on a 1280-acre spacing unit described as Sections 25 and 36, T.156N., R.103W., Bull Butte-Bakken Pool, Williams County, ND, eliminating any tool error requirements, and such other relief as is appropriate.

**Case No. 13857:** Application of Brigham Oil & Gas, LP. for an order authorizing the drilling, completing and producing of a total of not more than four wells on each 128-acre spacing unit described as Sections 16 and 21, T.154N., R.103V., Painted Woods-Bakken Pool, Williams County, ND, eliminating any tool error requirements, and such other relief as is appropriate.

**Case No. 13858:** Application of Brigham Oil & Gas, LP. for an order authorizing the drilling, completing and producing of a total of not more than four wells on 1280-acre spacing unit described as Sections 16 and 21, T.154N., R.103V., Painted Woods-Bakken Pool, Williams County, ND, eliminating any tool error requirements, and such other relief as is appropriate.





Case No. 13926: Application of Hunt Oil Co. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 15 and 22, T.155N., R.89W., Parshall-Bakken Pool, Mountrail County, ND as provided by NDCC § 38-08-08, and such other relief as is appropriate.

spacing unit and each 120-acre spacing unit within the Ross-Bakken Pool, Mountrail County, ND, not to exceed a total of three horizontal wells on each such spacing unit, eliminating any tool error requirements, and such other relief as is appropriate.

Dunn Counties, ND to allow the flaring of gas and unrestricted production of oil from wells not connected to a gas gathering facility until the same can be connected, and such other relief as is appropriate. SHD Oil & Gas. LLC

**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, December 16, 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, December 03, 2010.

**STATE OF NORTH DAKOTA TO:**

Case No. 13833: Application of Baytex Energy USA Ltd. for an order authorizing the drilling, completing and producing of the Larson #3-162-99H well with a horizontal lateral heel approximately 347 feet from the south line and 489 feet from the east line of Section 3, T.162N., R.99W., Divide County, ND, as an exception to the provisions of NDAC § 43-02-03-18, and such other relief as is appropriate.

Case No. 13839: Application of Newfield Production Co. for an order amending the field rules for the Fertile Valley-Bakken Pool to create and establish a 1280-acre spacing unit comprised of Sections 30 and 31; T.160N., R.102W., Divide County, ND, authorizing the drilling of a total of not more than four wells on said spacing unit, and such other relief as is appropriate.

Case No. 13843: Application of Samson Resources Co. for an order extending the field boundaries and amending the field rules for the Blooming Prairie-Bakken Pool to create and establish four 1280-acre spacing units comprised of Sections 13 and 24; Sections 14 and 23; Sections 15 and 22; and Sections 16 and 21, T.162N., R.98W., Divide County, ND, authorizing the drill-

Case No. 13897: 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 28 and 33, T.161N., R.96W., Upland-Bakken Pool, Divide County, ND as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 13898: 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 5 and 8, T.161N., R.95W., Sadler-Bakken Pool, Divide County, ND as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 13899: Application of Continental Resources, Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests for wells drilled on the overlapping spacing unit described as Sections 26 and 35, T.160N., R.96W., and Sections 2 and 11, T.159N., R.96W., Dolphin, Hamlet and/or Temple-Bakken Pools, Divide and Williams County, ND as provided by NDCC § 38-08-08 but not real-locating production for wells producing on other spacing units, and such other relief as is appropriate.

Case No. 13943: Application of Samson Resources Co. for an order pursuant to NDAC § 43-02-03-88.1 authorizing the flaring of gas from the Moe #9-162-98H well located in the NWNW of Section 9, T.162N., R.98W., Divide County, ND, Blooming Prairie-Bakken Pool, as an exception to the provisions of NDCC § 38-08-06.4, and such other relief as is appropriate.

Case No. 13944: Application of Samson Resources Co. for an order pursuant to NDAC § 43-02-03-88.1 authorizing the flaring of gas from the Vassen #27-163-99H well

December 16, 2010

# 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:

November 24, 2010..... 157 lines @ .62 = 97.34

**TOTAL CHARGE.....\$97.34**

Signed



Steven J. Andrist, Publisher

Subscribed and sworn to before me November 24, 2010



Vonni L. Anderson  
Notary Public, State of North Dakota

**VONNI L. ANDERSON  
Notary Public  
State of North Dakota  
My Commission Expires Aug. 2, 2011**



located in the SESE of Section 27, T.163N., R.99W., Divide County, ND, Ambrose-Bakken Pool, as an exception to the provisions of NDCC § 38-08-06.4, and such other relief as is appropriate.

Case No. 13945: Application of Samson Resources Co. for an order pursuant to NDAC § 43-02-03-88.1 authorizing the flaring of gas from the Sparks #8-162-98-2H well located in the NWNW of Section 8, T.162N., R.98W., Divide County, ND, Blooming Prairie-Bakken Pool, as an exception to the provisions of NDCC § 38-08-06.4, and such other relief as is appropriate.

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

(11-24)

County, ND, authorizing the drilling of one horizontal well on each spacing unit, and such other relief as is appropriate.

Case No. 13845: Application of Samson Resources Co. for an order amending the field rules for the Ambrose-Bakken Pool to create and establish a 1280-acre spacing unit comprised of Sections 18 and 19, T.162N., R.98W., Divide County, ND, authorizing the drilling of one horizontal well on said spacing unit, and such other relief as is appropriate.

Case No. 13896: 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 1 and 12, T.161N., R.96W., Upland-Bakken Pool, Divide County, ND as provided by NDCC § 38-08-08, and such other relief as is appropriate.