

BEFORE THE INDUSTRIAL COMMISSION
OF THE STATE OF NORTH DAKOTA

CASE NO. 16305
ORDER NO. 18570

IN THE MATTER OF A HEARING CALLED ON A MOTION OF THE COMMISSION TO CONSIDER THE APPLICATION OF BURLINGTON RESOURCES OIL & GAS CO. LP FOR AN ORDER EXTENDING THE OUTLINE AND AMENDING THE APPLICABLE ORDERS FOR THE SOUTH HEART FIELD AND SUCH OTHER FIELDS AS MAY BE APPROPRIATE SO AS TO DESIGNATE SECTIONS 18 AND 19; SECTIONS 30 AND 31, T.139N., R.96W.; SECTIONS 1 AND 12; SECTIONS 2 AND 11; SECTIONS 3 AND 10, T.139N., R.97W.; SECTIONS 25 AND 36; SECTIONS 26 AND 35; SECTIONS 27 AND 34; AND SECTIONS 28 AND 33, T.140N., R.97W., STARK COUNTY, ND, AS 1280-ACRE DRILLING OR SPACING UNITS, ELIMINATING THE 1220-FOOT SETBACK POLICY FOR WELLS DRILLED ON SUCH UNITS, EXTENDING THE STRATIGRAPHIC INTERVAL INCLUDED WITHIN ANY POOL IN WHICH SAID UNITS MAY BE INCLUDED TO INCLUDE TO DEPTH OF 100 FEET BELOW THE TOP OF THE THREE FORKS FORMATION, 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 14th day of December, 2011.
- (2) The engineering witness for Burlington Resources Oil & Gas Company LP (Burlington) provided telephonic testimony in this matter pursuant to North Dakota Administrative Code (NDAC) Section 43-02-03-88.2. A Telephonic Communication Affidavit was received on January 3, 2012; therefore, such testimony may be considered evidence.
- (3) Burlington made application to the Commission for an order extending the outline and amending the applicable orders for the South Heart Field and such other fields as may be appropriate so as to designate Sections 25 and 36; Sections 26 and 35; Sections 27 and 34; Sections 28 and 33, Township 140 North, Range 97 West (Sections 25, 36, 26, 35, 27, 34, 28, and 33);

Sections 1 and 12; Sections 2 and 11; Sections 3 and 10, Township 139 North, Range 97 West (Sections 1, 12, 2, 11, 3, and 10); Sections 18 and 19; and Sections 30 and 31, Township 139 North, Range 96 West (Sections 18, 19, 30, and 31), Stark County, North Dakota, as 1280-acre drilling or spacing units, eliminating the 1220-foot setback policy for wells drilled on such units, extending the stratigraphic interval included within any pool in which said units may be included to include to depth of 100 feet below the top of the Three Forks Formation, and such other relief as is appropriate.

(4) Burlington withdrew its requests to grant an exception to the Commission's 1220-foot setback policy and to extend the stratigraphic interval of the Bakken Pool.

(5) Section 28 is within the South Heart Field. Sections 25, 26, 27, 33, 34, 35, 36, 1, 2, and 3 are within the Dickinson Field. Sections 11, 12, 18, and 19, the SW/4 SE/4, S/2 SW/4, and the S/2 NW/4 SW/4 of Section 2, the E/2 SE/4 of Section 3, and the E/2 E/2 of Section 10 are within the Eland Field. Sections 30 and 31 are adjacent to or within one-half mile of the Versippi Field.

(6) The Bakken Pool is not spaced in the Dickinson, Eland, or Versippi Fields.

(7) The Commission does not as a matter of practice, establish pools without prior establishment of production in the field. However, in order to ease confusion and provide for orderly development in the area, the Dickinson, Eland, and Versippi-Bakken Pools should be established to prevent waste, avoid the drilling of unnecessary wells, and protect correlative rights. The operator of the first producing well in the Dickinson, Eland, and Versippi-Bakken Pools should submit exhibits to be included in the record for this case similar to those typically submitted in a temporary spacing hearing, subsequent to completing the first producing well in each respective Bakken Pool.

(8) The Commission requested Burlington submit the proposed surface locations of the proposed horizontal wells in the proposed 1280-acre spacing units so the Commission could establish the spacing units in the field in which the surface location is located. Burlington failed to supply such information so the Commission should establish Sections 28 and 33; Sections 1 and 12; and Sections 2 and 11 as 1280-acre drilling units.

(9) Burlington proposes to develop each standup 1280-acre spacing or drilling unit described as Sections 25 and 36; Sections 26 and 35; Sections 27 and 34; Sections 28 and 33; Sections 1 and 12; Sections 2 and 11; Sections 3 and 10; Sections 18 and 19; and Sections 30 and 31 by drilling a horizontal well in the upper Three Forks Formation in the Bakken Pool 1980 feet from the west boundary. Utilization of horizontal drilling technology as proposed would result in the wells being completed at a location or locations not in compliance with current applicable spacing orders for the Bakken Pool or NDAC Section 43-02-03-18. The horizontal well design proposed may be preliminary and could be changed for various reasons which is permissible as long as the horizontal well design still justifies the proposed spacing or drilling unit.

(10) The Commission will take administrative notice of the testimony given in Case No. 12246 which was scheduled on a motion of the Commission to consider amending the current Bakken Pool field rules to eliminate or reduce the setbacks currently established for the heel and toe of horizontal wells in North Dakota, and such other relief as is appropriate, heard on March 23, 2010. Order No. 14498 entered in Case No. 12246 amended all current 660 or 500-foot setback

requirements in any established Bakken Pool spacing unit or drilling unit relative to the heel and toe of a horizontal well to 200 feet.

(11) Case No. 16610, heard on the January 18, 2012 docket, is an application by Whiting Oil & Gas Corporation (Whiting) for an order amending the applicable orders for Zone II of the Dutch Henry Butte-Bakken Pool, Stark County, North Dakota, to allow up to four horizontal wells to be drilled on each spacing unit contained within the pool, and such other relief as is appropriate. Sections 15 and 22, Township 140 North, Range 97 West, Stark County, North Dakota, are currently a standup 1280-acre spacing unit in Zone II in the Dutch Henry Butte-Bakken Pool. The Whiting #21-15TFH Havelka well (File No. 21625) is a horizontal well permitted in the Dutch Henry Butte-Bakken Pool in the standup 1280-acre spacing unit described as said Sections 15 and 22. Removing said Sections 15 and 22 from the Dutch Henry Butte Field and placing them in the Dickinson Field will ease confusion and provide for orderly development.

(12) Case No. 16625 heard on the January 18, 2012 docket, is an application by Hess Corporation for an order extending the outline and amending the applicable orders for the St. Anthony-Bakken Pool to include Sections 5 and 8, Township 140 North, Range 96 West, Stark County, North Dakota, as a 1280-acre spacing unit, or alternatively designating said lands as a 1280-acre drilling unit, and allowing up to six horizontal wells to be drilled thereon, and such other relief as is appropriate.

(13) Case No. 16942 heard on the February 28, 2012 docket, is an application by Burlington for an order establishing five 1280-acre drilling units consisting of Sections 14 and 23; Sections 15 and 22; Sections 16 and 21; Sections 17 and 20; and Sections 18 and 19, Township 140 North, Range 96 West, Stark County, North Dakota, and allowing a horizontal well to be drilled in the Bakken Formation on each such drilling unit, and such other relief as is appropriate.

(14) Case No. 17009 heard on the February 29, 2012 docket, is an application by Fidelity Exploration & Production Company (Fidelity) for an order extending the field boundaries and amending the field rules for the Dutch Henry Butte-Bakken Pool to create and establish two 1280-acre spacing units comprised of Section 2 and 11, Township 140 North, Range 97 West; and Sections 6 and 7, Township 140 North, Range 96 West, Stark County, North Dakota, authorizing the drilling of one horizontal well on each spacing unit, and such other relief as is appropriate.

(15) Case No. 17209 heard on the March 28, 2012 docket, is an application by Fidelity for an order creating two 1280-acre drilling units comprised of Sections 13 and 24; and Sections 14 and 23, Township 140 North, Range 97 West, Stark County, North Dakota, authorizing the drilling of a horizontal well within each drilling unit, and such other relief as is appropriate.

(16) Geological and engineering evidence and testimony presented to the Commission relative to the matter of well spacing indicates the Eland and Versippi-Bakken Pools, as classified and defined in this order, should be developed on a pattern of one horizontal well per 1280 acres, and the Dickinson-Bakken Pool should be developed on a pattern of one horizontal well per 1280 acres in Zone I, up to four horizontal wells per 1280 acres in Zone II, and up to six horizontal wells per 1280 acres in Zone III, for the effective, economical, and efficient recovery of oil from said pools, to assure rapid development and provide maximum ultimate recovery, to avoid the drilling of unnecessary wells, and to prevent waste in a manner that will protect correlative rights.

(17) There were no objections to this application.

(18) Certain special field rules for the Dickinson, Eland, and Versippi-Bakken Pools are necessary to prevent waste and protect against the contamination and pollution of surface lands and fresh waters.

IT IS THEREFORE ORDERED:

(1) Sections 28 and 33, Township 140 North, Range 97 West; Sections 1 and 12; and Sections 2 and 11, Township 139 North, Range 97 West, Stark County, North Dakota, are hereby established as standup 1280-acre drilling units for the exclusive purpose of drilling one horizontal well within each said drilling unit within the Bakken Pool.

(2) Sections 25 and 36; Sections 26 and 35; Sections 27 and 34, Township 140 North, Range 97 West; and Sections 3 and 10, Township 139 North, Range 97 West, Stark County, North Dakota, are hereby established as standup 1280-acre spacing units for the exclusive purpose of drilling one horizontal well within each said spacing unit within the Dickinson-Bakken Pool and Zone I is hereby created to include said spacing units. Existing and future vertical and directional wells drilled within the spacing units herein established shall not be subject to this order.

(3) Sections 18 and 19, Township 139 North, Range 96 West, Stark County, North Dakota, are hereby established as a standup 1280-acre spacing unit for the exclusive purpose of drilling one horizontal well within said spacing unit within the Eland-Bakken Pool. Existing and future vertical and directional wells drilled within the spacing unit herein established shall not be subject to this order.

(4) Sections 30 and 31, Township 139 North, Range 96 West, Stark County, North Dakota, are hereby established as a standup 1280-acre spacing unit for the exclusive purpose of drilling one horizontal well within said spacing unit within the Versippi-Bakken Pool. Existing and future vertical and directional wells drilled within the spacing unit herein established shall not be subject to this order.

(5) The operator of the first producing well in the Dickinson, Eland, or Versippi-Bakken Pools shall submit exhibits to be included in the record for this case, Case No. 16305, similar to those typically submitted in a temporary spacing hearing. Such exhibits shall be submitted within 120 days after completing said wells.

(6) The Director is hereby authorized to exercise continuing jurisdiction in this matter to determine whether a horizontal well proposed or drilled upon the 1280-acre spacing or drilling units herein established has justified the creation of such unit, to require amendments or modifications to the permit to drill for such horizontal well, and to deny a permit to drill in the event a well is proposed to be drilled in a manner inconsistent with the evidence that justified such spacing or drilling unit.

(7) For purposes of this order as it pertains to the drilling units herein established, the Bakken Pool is hereby defined as that accumulation of oil and gas found in the interval from below the base of the Lodgepole Formation to 100 feet below the top of the Three Forks Formation.

(8) All portions of the well bore not isolated by cement of any horizontal well permitted or drilled within the Bakken Pool in the drilling units herein established, shall be no closer than 500 feet to the east or west boundary and 200 feet to the north or south boundary of the drilling unit. Measurement inaccuracies in the directional survey equipment need not be considered except when deemed necessary by the Director.

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

(10) No well shall be drilled or produced in the Bakken Pool in the drilling units herein established, except in conformity with the regulations above, without special order of the Commission after due notice and hearing.

(11) This order as it pertains to the drilling units herein established shall remain in full force and effect until further order of the Commission.

(12) The operator of the first producing well in the Dickinson-Bakken Pool shall submit exhibits to be included in the record for this case, Case No. 16305, similar to those typically submitted in a temporary spacing hearing. Such exhibits shall be submitted within 120 days after completing said well.

(13) Provisions established herein for the Dickinson-Bakken Pool are for the exclusive purpose of drilling horizontal wells. Existing and future vertical and directional wells drilled within the area defined in paragraph (14) below shall not be subject to this order.

(14) The Dickinson Field is hereby redefined as the following described tracts of land in Stark County, North Dakota:

TOWNSHIP 140 NORTH, RANGE 97 WEST, 5TH PM

ALL OF SECTIONS 13, 14, 15, 22, 23, 24, 25, 26, 27, 33, 34, 35 AND 36,

TOWNSHIP 140 NORTH, RANGE 96 WEST, 5TH PM

ALL OF SECTIONS 5, 6, 7, 8, 9, 10, 11, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 27, 28, 29, 30, 31, 32 AND 33,

TOWNSHIP 139 NORTH, RANGE 97 WEST, 5TH PM

ALL OF SECTIONS 1, 2*, 3* AND 10*,

*The SW/4 SE/4, the S/2 SW/4, and the S/2 NW/4 SW/4 of Section 2, the E/2 SE/4 of Section 3, and the E/2 E/2 of Section 10 are also within the Eland Field.

TOWNSHIP 139 NORTH, RANGE 96 WEST, 5TH PM

ALL OF SECTIONS 5 AND 6.

(15) The Dickinson-Bakken Pool is hereby defined as the following described tracts of land in Stark County, North Dakota:

ZONE I (1280H-STANDUP)

TOWNSHIP 140 NORTH, RANGE 97 WEST, 5TH PM
ALL OF SECTIONS 13, 14, 23, 24, 25, 26, 27, 34, 35 AND 36,

TOWNSHIP 140 NORTH, RANGE 96 WEST, 5TH PM
ALL OF SECTIONS 6, 7, 14, 15, 16, 17, 18, 19, 20, 21, 22 AND 23,

TOWNSHIP 139 NORTH, RANGE 97 WEST, 5TH PM
ALL OF SECTIONS 3* AND 10*.

*The E/2 SE/4 of Section 3, and the E/2 E/2 of Section 10 are also within the Eland Field.

ZONE II (4/1280H-STANDUP)

TOWNSHIP 140 NORTH, RANGE 97 WEST, 5TH PM
ALL OF SECTIONS 15 AND 22.

ZONE III (6/1280H-STANDUP)

TOWNSHIP 140 NORTH, RANGE 96 WEST, 5TH PM
ALL OF SECTIONS 5 AND 8.

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

(17) The temporary spacing for the development of Zone I in the Dickinson-Bakken Pool is hereby set at one horizontal well per standup 1280-acre spacing unit.

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

(19) Sections 13 and 24; Sections 14 and 23; Sections 25 and 36; Sections 26 and 35; Sections 27 and 34, Township 140 North, Range 97 West; Sections 6 and 7; Sections 14 and 23; Sections 15 and 22; Sections 16 and 21; Sections 17 and 20; Sections 18 and 19, Township 140 North, Range 96 West; and Sections 3* and 10*, Township 139 North, Range 97 West, Stark County, North Dakota, are hereby designated standup 1280-acre spacing units in Zone I in the Dickinson-Bakken Pool.

*The E/2 SE/4 of Section 3, and the E/2 E/2 of Section 10 are also within the Eland Field.

(20) Spacing units hereafter created in Zone I in the Dickinson-Bakken Pool shall be standup spacing units consisting of two adjacent governmental sections.

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

(22) The temporary spacing for the development of Zone II in the Dickinson-Bakken Pool is hereby set at up to four horizontal wells per standup 1280-acre spacing unit.

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

(24) Sections 15 and 22, Township 140 North, Range 97 West, Stark County, North Dakota, are hereby designated a standup 1280-acre spacing unit in Zone II in the Dickinson-Bakken Pool.

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

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

(27) The temporary spacing for the development of Zone III in the Dickinson-Bakken Pool is hereby set at up to six horizontal wells per standup 1280-acre spacing unit.

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

(29) Sections 5 and 8, Township 140 North, Range 96 West, Stark County, North Dakota, are hereby designated a standup 1280-acre spacing unit in Zone III in the Dickinson-Bakken Pool.

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

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

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

(33) The Director is hereby authorized to exercise continuing jurisdiction to determine whether any well proposed or drilled upon any spacing unit herein established has justified the

creation of such unit, to require amendments or modifications to the permit to drill for such well, and to deny a permit to drill in the event a well is proposed to be drilled in a manner inconsistent with the evidence that justified the spacing requirements in the Dickinson-Bakken Pool.

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

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

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

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

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

(37) The gas-oil ratio of all wells not connected to a gas gathering system shall be measured annually during the month of May. The reservoir pressure shall be measured in any well completed in the Dickinson-Bakken Pool if deemed necessary by the Director. Drill stem test pressures are acceptable for determining reservoir pressure. Pressure measurements shall be made at or adjusted to a subsea datum of 7450 feet. All gas-oil ratio and reservoir pressure determinations shall be made by methods approved by the Director and reported to the Director within 15 days following the end of the month in which they are determined. The Director is authorized to waive these requirements if the necessity therefore can be demonstrated to his satisfaction. All additional gas-oil ratio and reservoir pressure determinations conducted on any well, but not specially required herein, shall be reported to the Director within 15 days following the end of the month in which they are determined.

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

(39) For the purposes of division of production to owners of interests in spacing units established by this order, and proven productive prior to the date hereof, this order shall be retroactive to the date of first production.

(40) All wells completed in the Dickinson-Bakken Pool shall be allowed to produce at a maximum efficient rate through August 31, 2012.

(41) After August 31, 2012, all wells in the Dickinson-Bakken Pool shall be allowed to produce at a maximum efficient rate for a period of 60 days commencing on the first day oil is produced through well-head equipment into tanks from the ultimate producing interval after casing has been run; after that, oil production from such wells shall not exceed an average of 200 barrels per day for a period of 60 days; after that, oil production from such wells shall not exceed an average of 150 barrels per day for a period of 60 days, thereafter, oil production from such wells shall not exceed an average of 100 barrels of oil per day; if and when such wells are connected to a gas gathering and processing facility the foregoing restrictions shall be removed, and the wells shall be allowed to produce at a maximum efficient rate. The Director is authorized to issue an administrative order allowing unrestricted production at a maximum efficient rate for a period not to exceed 120 days, commencing on the first day oil is produced through well-head equipment into tanks from the ultimate producing interval after casing has been run, if the necessity therefor can be demonstrated to his satisfaction.

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

(43) This portion of this order shall cover all of the Dickinson-Bakken Pool, common source of supply of crude oil and/or natural gas as herein defined, and shall continue in full force and effect until the 31st day of May, 2015. If the Dickinson-Bakken Pool is still producing, the proper spacing for the pool will be considered by the Commission on or before its regularly scheduled hearing date in April, 2015. If, however, the Dickinson-Bakken Pool is no longer producing when the proper spacing is to be considered, the Commission, at its own discretion, may refrain from scheduling a proper spacing hearing and may, without further notice, enter an order dismissing the proper spacing matter.

(44) The operator of the first producing well in the Eland-Bakken Pool shall submit exhibits to be included in the record for this case, Case No. 16305, similar to those typically submitted in a temporary spacing hearing. Such exhibits shall be submitted within 120 days after completing said well.

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

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

TOWNSHIP 139 NORTH, RANGE 97 WEST, 5TH PM

ALL OF SECTIONS 11, 12 AND 13, THE SW/4 SE/4, THE S/2 SW/4, AND THE S/2 NW/4 SW/4 OF SECTION 2*, THE E/2 SE/4 OF SECTION 3*, THE E/2 E/2 OF SECTION 10*, THE S/2, NE/4, E/2 NW/4, AND SW/4 NW/4 OF SECTION 14, THE NE/4 AND THE NE/4 NW/4 OF SECTION 23, AND THE N/2, N/2 SW/4, N/2 SE/4, AND SE/4 SE/4 OF SECTION 24,

*The SW/4 SE/4, the S/2 SW/4, and the S/2 NW/4 SW/4 of Section 2, the E/2 SE/4 of Section 3, and the E/2 E/2 of Section 10 are also within the Dickinson Field.

TOWNSHIP 139 NORTH, RANGE 96 WEST, 5TH PM

ALL OF SECTIONS 18 AND 19, AND THE W/2 OF SECTION 7.

(47) The Eland-Bakken Pool is hereby defined as the following described tracts of land in Stark County, North Dakota:

ZONE I (1280H-STANDUP)

TOWNSHIP 139 NORTH, RANGE 96 WEST, 5TH PM

ALL OF SECTIONS 18 AND 19.

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

(49) The temporary spacing for the development of Zone I in the Eland-Bakken Pool is hereby set at one horizontal well per standup 1280-acre spacing unit.

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

(51) Sections 18 and 19, Township 139 North, Range 96 West, Stark County, North Dakota, are hereby designated a standup 1280-acre spacing unit in Zone I in the Eland-Bakken Pool.

(52) Spacing units hereafter created in Zone I in the Eland-Bakken Pool shall be standup spacing units consisting of two adjacent governmental sections.

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

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

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

(56) The Commission shall have continuing jurisdiction in this matter and specifically reserves the authority, upon its own motion or the motion of any interested party, to: (1) review the spacing requirements for the Eland-Bakken Pool; and, (2) make such further amendments or modifications to the spacing requirements for the Eland-Bakken Pool as the Commission deems appropriate.

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

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

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

shall be allowed to stand a minimum of 12 hours before drilling the plug or initiating tests. The quality of cement shall conform to the standards provided under NDAC Section 43-02-03-21. After cementing, the casing shall be tested by application of pump pressure of at least 1500 pounds per square inch. If, at the end of 30 minutes this pressure shall have dropped 150 pounds per square inch or more, the casing shall be repaired. Thereafter, the casing shall again be tested in the same manner. Further work shall not proceed until a satisfactory test has been obtained;

- (b) The producing or oil string shall consist of new or reconditioned pipe that has been previously tested to 2000 pounds per square inch. Casing shall be set and cemented at a point not higher than the top of the producing formation, or at a point approved by the Director. Sufficient cement shall be used and applied in such manner to protect and isolate all formations containing oil and/or gas, protect the pipe through salt sections encountered, and to isolate the Dakota-Lakota Series. The cement shall be allowed to stand a minimum of 15 hours before drilling the plug or initiating tests. The quality of cement shall conform to the standards provided under NDAC Section 43-02-03-21. After cementing, the casing shall be tested by application of pump pressure of at least 1500 pounds per square inch. If, at the end of 30 minutes this pressure shall have dropped 150 pounds per square inch or more, the casing shall be repaired. Thereafter, the casing shall again be tested in the same manner. Further work shall not proceed until a satisfactory test has been obtained;
- (c) All well-head fittings and connections shall have a working pressure in excess of that to which they are expected to be subjected; and,
- (d) All wells shall be equipped with tubing; a tubing packer must also be utilized in flowing wells unless a waiver is obtained from the Director after demonstrating the casing will not be subjected to excessive pressure or corrosion; all tubing shall be of sufficient internal diameter to allow the passage of a bottom hole pressure gauge for the purpose of obtaining bottom hole pressure measurements.

(59) The gas-oil ratio of all wells not connected to a gas gathering system shall be measured annually during the month of May. The reservoir pressure shall be measured in any well completed in the Eland-Bakken Pool if deemed necessary by the Director. Drill stem test pressures are acceptable for determining reservoir pressure. Pressure measurements shall be made at or adjusted to a subsea datum of 7400 feet. All gas-oil ratio and reservoir pressure determinations shall be made by methods approved by the Director and reported to the Director within 15 days following the end of the month in which they are determined. The Director is authorized to waive these requirements if the necessity therefore can be demonstrated to his satisfaction. All additional gas-oil ratio and reservoir pressure determinations conducted on any well, but not specially required herein, shall be reported to the Director within 15 days following the end of the month in which they are determined.

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

(61) For the purposes of division of production to owners of interests in spacing units established by this order, and proven productive prior to the date hereof, this order shall be retroactive to the date of first production.

(62) All wells completed in the Eland-Bakken Pool shall be allowed to produce at a maximum efficient rate through August 31, 2012.

(63) After August 31, 2012, all wells in the Eland-Bakken Pool shall be allowed to produce at a maximum efficient rate for a period of 60 days commencing on the first day oil is produced through well-head equipment into tanks from the ultimate producing interval after casing has been run; after that, oil production from such wells shall not exceed an average of 200 barrels per day for a period of 60 days; after that, oil production from such wells shall not exceed an average of 150 barrels per day for a period of 60 days; thereafter, oil production from such wells shall not exceed an average of 100 barrels of oil per day; if and when such wells are connected to a gas gathering and processing facility the foregoing restrictions shall be removed, and the wells shall be allowed to produce at a maximum efficient rate. The Director is authorized to issue an administrative order allowing unrestricted production at a maximum efficient rate for a period not to exceed 120 days, commencing on the first day oil is produced through well-head equipment into tanks from the ultimate producing interval after casing has been run, if the necessity therefor can be demonstrated to his satisfaction.

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

(65) This portion of this order shall cover all of the Eland-Bakken Pool, common source of supply of crude oil and/or natural gas as herein defined, and shall continue in full force and effect until the 31st day of May, 2015. If the Eland-Bakken Pool is still producing, the proper spacing for the pool will be considered by the Commission on or before its regularly scheduled hearing date in April, 2015. If, however, the Eland-Bakken Pool is no longer producing when the proper spacing is to be considered, the Commission, at its own discretion, may refrain from scheduling a proper spacing hearing and may, without further notice, enter an order dismissing the proper spacing matter.

(66) The operator of the first producing well in the Versippi-Bakken Pool shall submit exhibits to be included in the record for this case, Case No. 16305, similar to those typically submitted in a temporary spacing hearing. Such exhibits shall be submitted within 120 days after completing said well.

(67) Provisions established herein for the Versippi-Bakken Pool are for the exclusive purpose of drilling horizontal wells. Existing and future vertical and directional wells drilled within the area defined in paragraph (68) below shall not be subject to this order.

(68) The Versippi Field is hereby redefined as the following described tracts of land in Stark County, North Dakota:

TOWNSHIP 139 NORTH, RANGE 96 WEST, 5TH PM

ALL OF SECTIONS 30 AND 31, THE SW/4 OF SECTION 20, AND THE NW/4 OF SECTION 29.

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

(70) The temporary spacing for the development of the Versippi-Bakken Pool is hereby set at one horizontal well per standup 1280-acre spacing unit.

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

(72) Sections 30 and 31, Township 139 North, Range 96 West, Stark County, North Dakota, are hereby designated a standup 1280-acre spacing unit in the Versippi-Bakken Pool.

(73) Spacing units hereafter created in the Versippi-Bakken Pool shall be standup spacing units consisting of two adjacent governmental sections.

(74) The Versippi-Bakken Pool shall not be extended except by further order of the Commission after due notice and hearing.

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

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

(77) The Commission shall have continuing jurisdiction in this matter and specifically reserves the authority, upon its own motion or the motion of any interested party, to: (1) review the spacing requirements for the Versippi-Bakken Pool; and, (2) make such further amendments or modifications to the spacing requirements for the Versippi-Bakken Pool as the Commission deems appropriate.

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

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

- (a) The surface casing shall consist of new or reconditioned pipe that has been previously tested to 1000 pounds per square inch. The casing shall be set and cemented at a point not less than 50 feet below the base of the Fox Hills Formation. Sufficient cement shall be used to fill the annular space outside the pipe to the surface of the ground or the bottom of the cellar, and sufficient scratchers and centralizers shall be used to assure a good cement job. Cement shall be allowed to stand a minimum of 12 hours before drilling the plug or initiating tests. The quality of cement shall conform to the standards provided under NDAC Section 43-02-03-21. After cementing, the casing shall be tested by application of pump pressure of at least 1500 pounds per square inch. If, at the end of 30 minutes this pressure shall have dropped 150 pounds per square inch or more, the casing shall be repaired. Thereafter, the casing shall again be tested in the same manner. Further work shall not proceed until a satisfactory test has been obtained;
- (b) The producing or oil string shall consist of new or reconditioned pipe that has been previously tested to 2000 pounds per square inch. Casing shall be set and cemented at a point not higher than the top of the producing formation, or at a point approved by the Director. Sufficient cement shall be used and applied in such manner to protect and isolate all formations containing oil and/or gas, protect the pipe through salt sections encountered, and to isolate the Dakota-Lakota Series. The cement shall be allowed to stand a minimum of 15 hours before drilling the plug or initiating tests. The quality of cement shall conform to the standards provided under NDAC Section 43-02-03-21. After cementing, the casing shall be tested by application of pump pressure of at least 1500 pounds per square inch. If, at the end of 30 minutes this pressure shall have dropped 150 pounds per square inch or more, the casing shall be repaired. Thereafter, the casing shall again be tested in the same manner. Further work shall not proceed until a satisfactory test has been obtained;
- (c) All well-head fittings and connections shall have a working pressure in excess of that to which they are expected to be subjected; and,
- (d) All wells shall be equipped with tubing; a tubing packer must also be utilized in flowing wells unless a waiver is obtained from the Director after demonstrating the casing will not be subjected to excessive pressure or corrosion; all tubing shall be of sufficient internal diameter to allow the passage of a bottom hole pressure gauge for the purpose of obtaining bottom hole pressure measurements.

(80) The gas-oil ratio of all wells not connected to a gas gathering system shall be measured annually during the month of May. The reservoir pressure shall be measured in any well completed in the Versippi-Bakken Pool if deemed necessary by the Director. Drill stem test pressures are acceptable for determining reservoir pressure. Pressure measurements shall be made at or adjusted to a subsea datum of 7350 feet. All gas-oil ratio and reservoir pressure determinations shall be made by methods approved by the Director and reported to the Director within 15 days following

the end of the month in which they are determined. The Director is authorized to waive these requirements if the necessity therefore can be demonstrated to his satisfaction. All additional gas-oil ratio and reservoir pressure determinations conducted on any well, but not specially required herein, shall be reported to the Director within 15 days following the end of the month in which they are determined.

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

(82) For the purposes of division of production to owners of interests in spacing units established by this order, and proven productive prior to the date hereof, this order shall be retroactive to the date of first production.

(83) All wells completed in the Versippi-Bakken Pool shall be allowed to produce at a maximum efficient rate through August 31, 2012.

(84) After August 31, 2012, all wells in the Versippi-Bakken Pool shall be allowed to produce at a maximum efficient rate for a period of 60 days commencing on the first day oil is produced through well-head equipment into tanks from the ultimate producing interval after casing has been run; after that, oil production from such wells shall not exceed an average of 200 barrels per day for a period of 60 days; after that, oil production from such wells shall not exceed an average of 150 barrels per day for a period of 60 days, thereafter, oil production from such wells shall not exceed an average of 100 barrels of oil per day; if and when such wells are connected to a gas gathering and processing facility the foregoing restrictions shall be removed, and the wells shall be allowed to produce at a maximum efficient rate. The Director is authorized to issue an administrative order allowing unrestricted production at a maximum efficient rate for a period not to exceed 120 days, commencing on the first day oil is produced through well-head equipment into tanks from the ultimate producing interval after casing has been run, if the necessity therefor can be demonstrated to his satisfaction.

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

(86) This portion of this order shall cover all of the Versippi-Bakken Pool, common source of supply of crude oil and/or natural gas as herein defined, and shall continue in full force and effect until the 31st day of May, 2015. If the Versippi-Bakken Pool is still producing, the proper spacing for the pool will be considered by the Commission on or before its regularly scheduled hearing date in April, 2015. If, however, the Versippi-Bakken Pool is no longer producing when the proper spacing is to be considered, the Commission, at its own discretion, may refrain from scheduling a proper spacing hearing and may, without further notice, enter an order dismissing the proper spacing matter.

Dated this 18th day of May, 2012.

INDUSTRIAL COMMISSION
STATE OF NORTH DAKOTA

By the Director, on behalf of the Commission

/s/ Lynn D. Helms, Director

SFN 5729

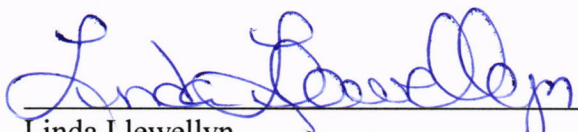
STATE OF NORTH DAKOTA

AFFIDAVIT OF MAILING

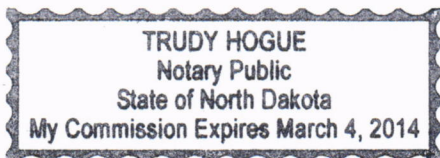
COUNTY OF BURLEIGH

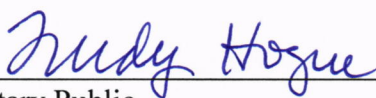
I, Linda Llewellyn, being duly sworn upon oath, depose and say: That on the 25th day of May, 2012 enclosed in separate envelopes true and correct copies of the attached Order No. 18570 of the North Dakota Industrial Commission, and deposited the same with the United States Postal Service in Bismarck, North Dakota, with postage thereon fully paid, directed to the following persons by the Industrial Commission in Case No. 16305:

JOHN MORRISON
CROWLEY FLECK PLLP
PO BOX 2798
BISMARCK ND 58502-2798


Linda Llewellyn
Oil & Gas Division

On this 25th day of May, 2012 before me personally appeared Linda Llewellyn 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

Kadrmass, Bethany R.

From: Lisa Herberholz <lherberholz@crowleyfleck.com>
Sent: Tuesday, January 03, 2012 10:41 AM
To: Hicks, Bruce E.
Cc: Kadrmass, Bethany R.; Heilman, Tracy A.
Subject: Telephonic Affidavit
Attachments: BR - Gardiner Telephonic Aff.pdf

Please see the attached telephonic affidavit in Case Nos. 16296-16301 & 16303-16305. Thank you.

Lisa

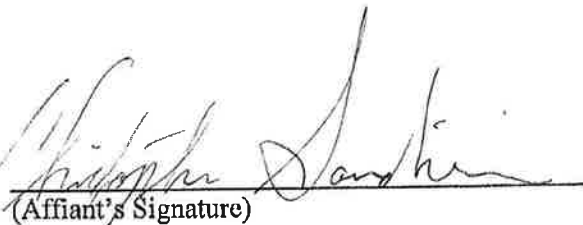

Lisa Herberholz
Administrative Assistant
Crowley Fleck PLLP
400 East Broadway Avenue, Suite 600
P.O. Box 2798
Bismarck, ND 58502
Direct 701.224.7538
Fax 701.222.4853
✉ lherberholz@crowleyfleck.com

This electronic mail transmission may constitute an attorney-client communication that is privileged at law. It is not intended for transmission to, or receipt by, any unauthorized persons. If you have received this electronic mail transmission in error, please delete it from your system without copying it, and notify the sender by reply e-mail or by calling Crowley Fleck PLLP, so that our address record can be corrected.

TELEPHONIC COMMUNICATION AFFIDAVIT
Industrial Commission of North Dakota
Oil and Gas Division
600 East Boulevard, Dept. 405
Bismarck, ND 58505-0840

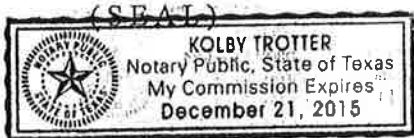
This affidavit is made to comply with North Dakota Administrative Code Section 43-02-03-88.2.


I, Chris Gardiner, do hereby confirm that I presented testimony under oath in North Dakota Industrial Commission Case Numbers 16296, 16297, 16298, 16299, 16300, 16301, 16303, 16304 and 16305 on December 14, 2011. My testimony was presented by telephone from (432) 688-9136, Burlington Resources Oil & Gas Company LP, 3300 North "A" Street, Bldg. 6, Midland, Texas 79705-5490.


(Affiant's Signature)

STATE OF TEXAS)
) ss.
COUNTY OF MIDLAND)

On January 3rd, 201², Chris Gardiner, 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
State of Texas, County of Midland
My Commission Expires: 12-21-2015



Application By:

Burlington Resources Oil & Gas Company LP,
a Limited Partnership of ConocoPhillips

North Dakota Industrial Commission
Oil and Gas Division

Case No. 16305

December 14, 2011



INDUSTRIAL COMMISSION
STATE OF NORTH DAKOTA

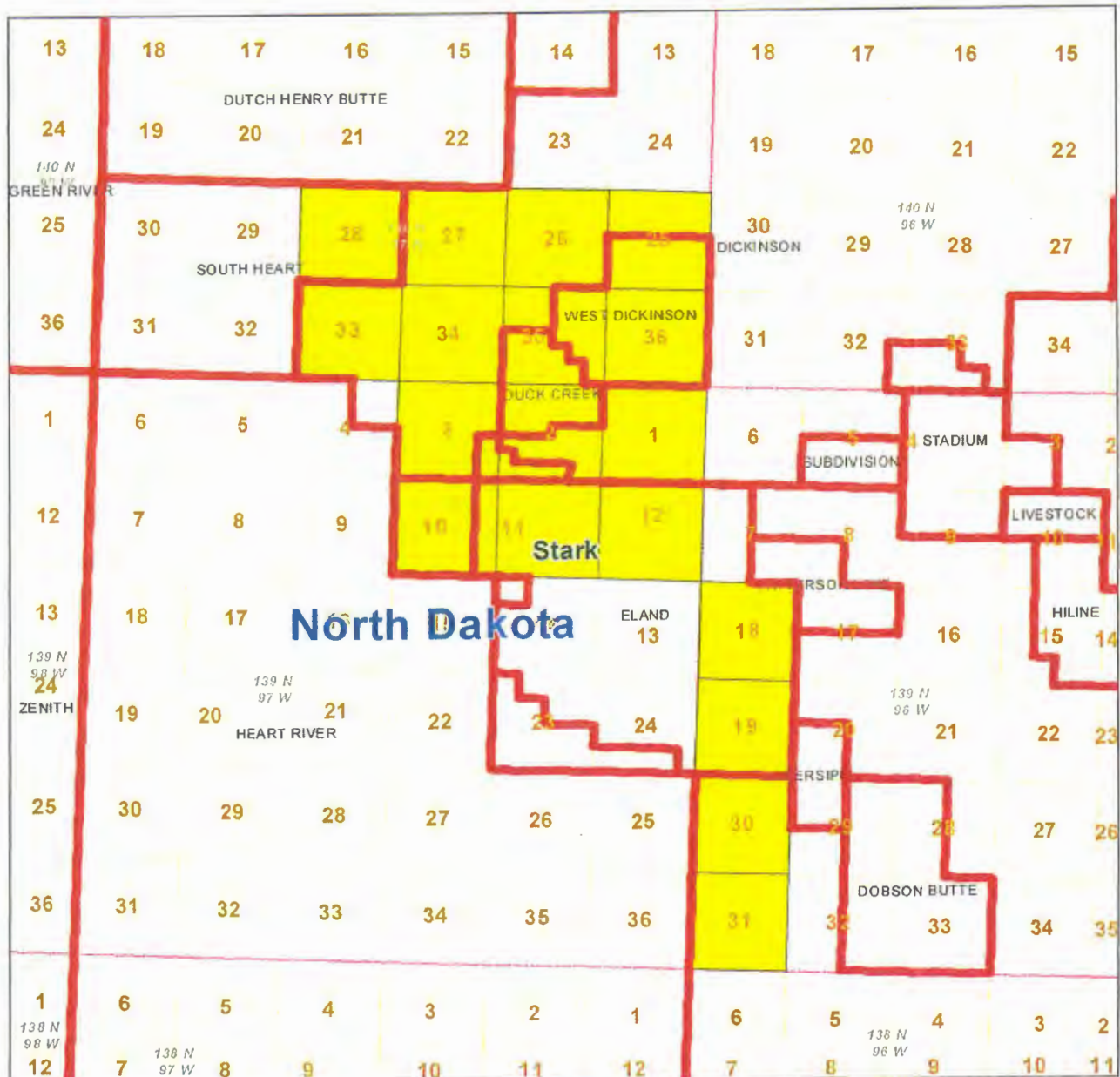
DATE 12/14/11 CASE NO. 16305
Introduced By Burlington
Exhibit 1.1
Identified By Hamidi

Exhibit 1.1
Case No. 16305
December 14, 2011

LEGEND



Proposed 1280
Ac. Spacing
Units with
Burlington WI%





Case No. 16305

Exhibit 1.2

14-Dec-11

Proposed 1280 Acre Spacing Units

Sections/Units	BR WI%	BR NRI%
Sections 18 & 19, T139N, R96W	50.000000%	50.000000%
Sections 30 & 31, T139N, R96W	35.540000%	35.540000%
Sections 1 & 12, T139N, R97W	70.450000%	70.450000%
Sections 2 & 11, T139N, R97W	43.370000%	43.370000%
Sections 3 & 10, T139N, R97W	52.000000%	52.000000%
Sections 25 & 36, T140N, R97W	29.520000%	29.520000%
Sections 26 & 35, T140N, R97W	78.125000%	78.125000%
Sections 27 & 34, T140N, R97W	70.922000%	70.922000%
Sections 28 & 33, T140N, R97W	32.820000%	32.820000%

INDUSTRIAL COMMISSION

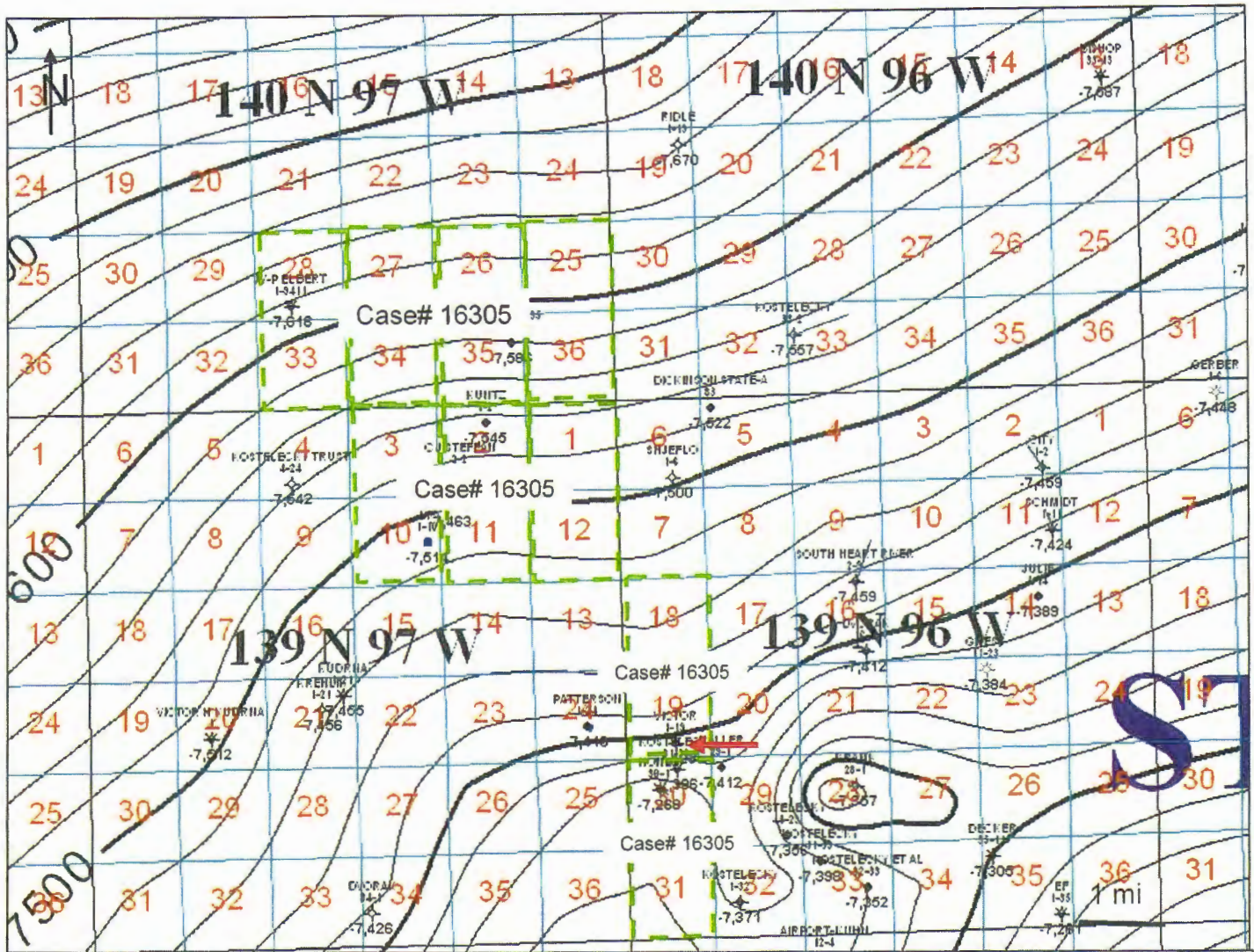
STATE OF NORTH DAKOTA

DATE 12/14/11 CASE NO. 16305

Introduced By Burlington

Exhibit 1.2

Identified By Hamidi



INDUSTRIAL COMMISSION
STATE OF NORTH DAKOTA
DATE 12/14/11 CASE NO. 16305
Produced By Burlington
Exhibit 2.1
Identified By Kuzniak

→ Type Log

ConocoPhillips	
Upper Bakken Shale Structure Map	
POSTED WELL DATA	
Well Name	
Well Number	
●	
FMTOPS - UBKN[KMK] (SS) (FEET)	
REMARKS	
Contour Interval = 20ft Case #16305, Exhibit 2.1	
By: Kasia Kuzniak/Tom McClurg - Geologist	
 MILES	
November 29, 2011	

31-30
33089002320000
Kostelecky 31-30
Shell Oil Co.
T139N-93W-30

INDUSTRIAL COMMISSION

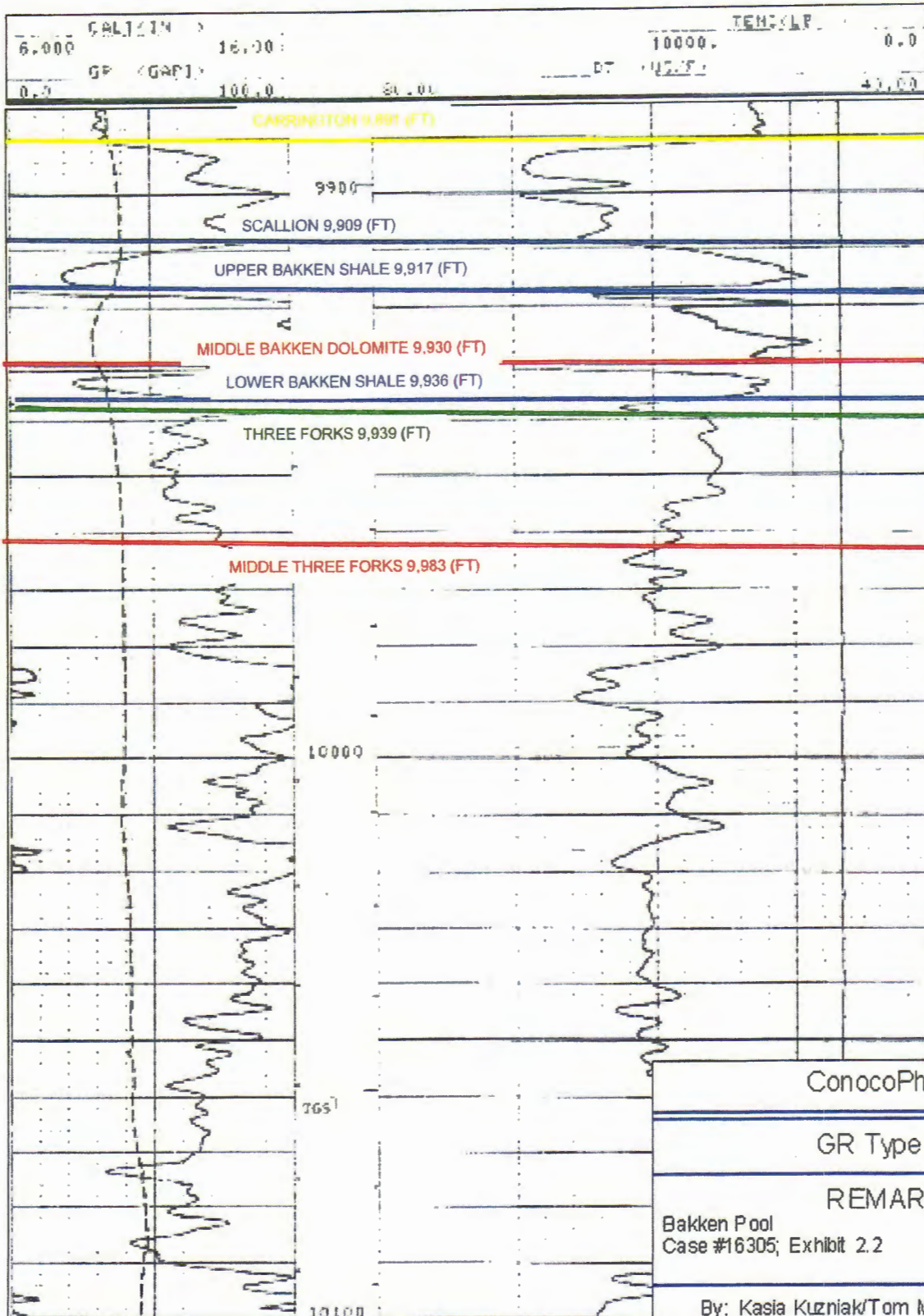
STATE OF NORTH DAKOTA

DATE 12/14/11 CASE NO. 16305

Introduced By Burlington

Exhibit 2.2

Identified By Kuzniak



ConocoPhillips
GR Type Log
REMARKS
Bakken Pool Case #16305; Exhibit 2.2
By: Kasia Kuzniak/Tom McClurg - Geologist
December 7, 2011

Wellbore Schematic

Burlington Resources Oil & Gas Company LP - No Well Name as Yet
Sections 3 and 10 of T139N-R97W
McKenzie County, ND

Surface Location (Preliminary)
1980' FWL and 200' FNL section 3

9 5/8" Surface Casing
set at approx. 1,988'

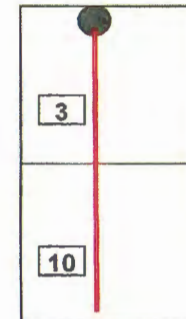
7" Production Casing
set at approx. 10334' MD, 10100' TVD

Bottom Hole Location
1980' FWL and 200' FSL (approximate) of section 10

4.5" Liner with approximately 30 external packers

Plan View *
*Not to Scale

N



INDUSTRIAL COMMISSION
STATE OF NORTH DAKOTA

DATE 12/14/11 CASE NO. 16305

Introduced By Burlington

Exhibit 3.1

Identified By Gardiner

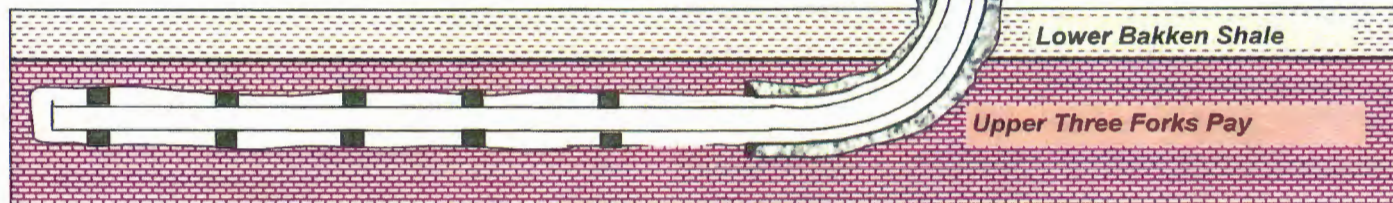


EXHIBIT 3.1

Case # 16305

NDIC Hearing, December 2011

**Bakken Permit Hearing
North Dakota Industrial Commission Hearing
Un-Named (as yet) Field Spacing
ThreeForks (3F) Reservoir Data Sheet**

Location	Sections 3 and 10 of T139N-R97W McKenzie County, ND
Drilling Unit	1280 acres
TVD (true vertical depth) ft	10100 ft
Net thickness	3F average 30 ft
Porosity	3F average 3 %
Oil saturation	3F average 45 %
Stimulation	Gelled water/propped fracture
Oil Gravity	45° API at 60° F
Bottom Hole Temperature	230° F
Gas oil ratio	1000 Scf/STB
Gas properties	0.92 gravity, 1500 MMbtu/Mcf
Reservoir Pressure (estimated)	7600 psi
Formation Volume Factor	1.8 Res Bbl/STB
Oil in Place in spacing unit	12 MM Barrels (STB)* * Three forks through Carrington intervals
Primary Oil Recovery	555000 Stock Tank Barrels per well
Est. Oil Recovery Factor Per well	4.6 * * Three forks through Carrington intervals

INDUSTRIAL COMMISSION
STATE OF NORTH DAKOTA
DATE 12/14/11 CASE NO. 16305
Introduced By Burlington
Exhibit 32
Identified By Gardiner

EXHIBIT 3.2
Case # 16305
NDIC Hearing, December 2011

**Permit Hearing
North Dakota Industrial Commission Hearing
Un-Named (as yet) Field Spacing
Economic Summary**

Location	Sections 3 and 10 of T139N-R97W
Gross Well Cost	\$10,500,000 / well
Working Interest / Revenue Interest (WI/NRI used for economics below)	100% / 83%
Realized Prices	\$80/bbl and \$4.50/Mcf
Oil Recovery	555000 Stock Tank Barrels per well
Undisc Profit / Investment Ratio *	1.57
13% Discounted Cash Flow *	\$1,814
Payout	5.8 years
ROR *	18%

* - Before Fed Inc Tax

EXHIBIT 3.3
Case # 16305
NDIC Hearing, December 2011

INDUSTRIAL COMMISSION
STATE OF NORTH DAKOTA
DATE 12/14/11 CASE NO. 16305
Introduced By Burlington
Exhibit 3.3
Identified By Gardiner

BEFORE THE INDUSTRIAL COMMISSION
OF THE STATE OF NORTH DAKOTA



In the matter of the application of Burlington Resources Oil & Gas Company LP for an extending the outline of and amending the applicable orders for the South Heart field and such other fields as may be appropriate so as to designate Sections 18 and 19 and 30 and 31, T. 139 N., R. 96 W., Sections 1 and 12, 2 and 11, and 3 and 10, T. 139 N., R. 97 W., Sections 25 and 36, 26 and 35, 27 and 34, and 38 and 33, T. 140 N., R. 97 W., all in Stark County, North Dakota, as 1280-acre drilling or spacing units, eliminating the 1220-foot setback policy for wells drilled on such units, extending the stratigraphic interval included within any pool in which said units may be included to include to depth of 100 feet below the top of the Three Forks formation, and granting such other relief as may be appropriate.

APPLICATION

COMES NOW the applicant, Burlington Resources Oil & Gas Company LP, and respectfully alleges as follows:

1. It is the owner of an interest in the oil and gas leasehold estate underlying all or portions of Sections 18, 19, 30 and 31, Township 139 North, Range 96 West, Sections 1, 2, 3, 10, 11 and 12, Township 139 North, Range 97 West, and Sections 25, 26, 27, 28, 33, 34, 35 and 36, Township 140 North, Range 97 West, all in Stark County, North Dakota.

2. Section 28, Township 140 North, Range 97 West, is currently included within the South Heart field. The remaining sections are either included in fields for which no Bakken spacing has been established or are in unspaced areas. In applicant's opinion the Bakken pool underlying said lands is part of the same common source of supply currently spaced in the South Heart -Bakken pool.

3. Applicant intends to develop the Bakken pool underlying said lands by horizontal drilling and believes the flexibility afforded by 1280-acre spacing is necessary to allow the

horizontal well to be drilled in a fashion that protects correlative rights, prevents waste, and prevents the drilling of unnecessary wells.

3. Applicant therefore requests that said Sections 18 and 19, 30 and 31, 1 and 12, 2 and 11, 3 and 10, 25 and 36, 26 and 35, 27 and 34, and 28 and 33 be designated as 1280-acre spacing units or drilling units and that a horizontal well be allowed to be drilled on each such unit at any location not closer than 500 feet to the unit boundary, without regard to the Commission 1220 foot setback policy, and that the Bakken pool be defined as from 50 feet above the top of the upper Bakken shale to 100 feet below the top of the Three Forks formation for purposes of such wells.

4. In applicant's opinion, such will protect correlative rights, prevent waste, and prevent the drilling of unnecessary wells.

5. Applicant requests that it be allowed to present testimony by telephone pursuant to Section 43-02-03-88.2 of the North Dakota Administrative Code.

WHEREFORE, applicant respectfully requests that this matter be set for hearing at the regularly scheduled hearings in December, 2011, and that thereafter the Commission enter its order granting the relief requested.

Dated this 14th day of November, 2011.

BURLINGTON RESOURCES OIL & GAS COMPANY LP

CROWLEY FLECK PLLP
Attorneys for the Applicant
Suite 600, 400 East Broadway
P.O. Box 2798
Bismarck, ND 58502

By: _____

JOHN W. MORRISON

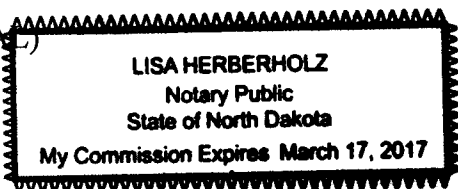
[illegible]

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

JOHN W. MORRISON

Subscribed and sworn to before me this 14th day of November, 2011.

(SEA)



Lisa Herberholz
Lisa Herberholz, Notary Public
Burleigh County, North Dakota
My Commission Expires:

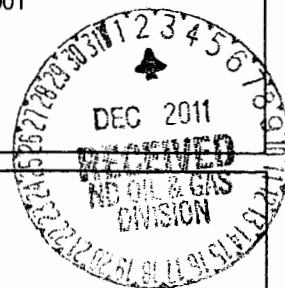
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OIL & GAS DIVISION

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BISMARCK ND 58505

Customer: 60010203
Phone: (701) 328-8020
Date: 11/25/2011

Date	Order #	Type	Order Amt
11/25/11	20553632	INV	1,061.72

Amount Paid: _____ CK #: _____

CREDIT CARD PAYMENT (circle one)



Card #: _____
Exp Date: _____
Signature: _____
Credit card users: Fax to 701-223-6584

Cash Amt _____

PLEASE DETACH AND RETURN TOP PORTION WITH YOUR PAYMENT

Date	Date	Times Run	Description	Lines	Class Code	Order Amt	Net Amt Due
11/25/11	11/25/11	1	607404/Case No 16100 Bismarck Tribune PO:Notice of Hearing	200.00	Legals	1,061.72	1,061.72

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:
11/25 Signed Calvin Kuntz
sworn and subscribed to before me this 30th
day of November 2011
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

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

Remarks	Total Due: 1,061.72
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PO BOX 4001
LaCrosse, WI 54602-4001

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. Wednesday, December 14, 2011, 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 Thursday, December 01, 2011.

STATE OF NORTH DAKOTA TO:

Case No. 16100: (Continued) In the matter of a hearing called on a motion of the Commission to rescind drilling units established wholly or partially within the Theodore Roosevelt National Park-North Unit, and to consider the establishment or altering of drilling or spacing units in the Bakken Pool surrounding the Theodore Roosevelt National Park-North Unit in and around Sections 1, 12, 13, 16, 21, 29, 30, and 31, T.148N., R.100W.; Sections 5, 6, 7, 8, 15, 16, 17, 18, 20, 21, 22, 27, 34, and 35, T.148N., R.99W.; Sections 6, 7, 8, 12, 13, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 32, 33, 34, 35, and 36, T.147N., R.100W.; and Sections 2, 3, 4, 7, 8, 9, 10, 11, 16, 17, 18, 19, 20, and 21, T.147N., R.99W., McKenzie County, ND, and such other relief as is appropriate.

Case No. 16268: Application of Cornerstone Natural Resources LLC, for an order establishing an 800-acre drilling unit consisting of Sections 26 and Section 35, T.164N., R.91W., Burke County, ND and allowing a horizontal well to be drilled, and such other relief as is appropriate.

Case No. 16269: Application of Cornerstone Natural Resources LLC for an order extending the outline and amending the applicable orders for the Lignite-Bakken Pool to establish a 1280-acre spacing unit consisting of Sections 16 and 21, T.162N., R.91W., Burke County, ND, and such other relief as is appropriate.

Case No. 16270: Application of Cornerstone Natural Resources LLC, for an order establishing a 1280-acre drilling unit consisting of Sections 25 and 36, T.162N., R.91W., Burke County, ND and allowing a horizontal well to be drilled in the Bakken Formation thereon, and such other relief as is appropriate.

Case No. 16271: Application of Cornerstone Natural Resources LLC, for an order establishing two 1280-acre drilling units consisting of Sections 17 and 20; and Sections 26 and 35, T.162N., R.90W., Burke County, ND and allowing a horizontal well to be drilled in the Bakken Formation thereon, and such other relief as is appropriate.

Case No. 16272: Application of Cornerstone Natural Resources LLC, for an order establishing a 1280-acre drilling unit consisting of Sections 5 and 8, T.162N.,

R.89W., Burke County, ND and allowing a horizontal well to be drilled in the Bakken Formation thereon, and such other relief as is appropriate.

Case No. 16273: Application of Cornerstone Natural Resources LLC for an order extending the outline and amending the applicable orders for the Northeast Foothills-Bakken Pool to establish a 1280-acre spacing unit consisting of Sections 6 and 7, T.161N., R.90W., Burke County, ND, and such other relief as is appropriate.

Case No. 16274: Application of Cornerstone Natural Resources LLC for an order extending the outline and amending the applicable orders for the Lostwood-Bakken Pool to establish a 1280-acre spacing unit consisting of Sections 14 and 23, T.161N., R.90W., Burke County, ND, and such other relief as is appropriate.

Case No. 16275: Application of Hess Corp. for an order amending the applicable orders for the Big Butte-Bakken Pool so as to allow up to six horizontal wells to be drilled on a spacing unit described as Sections 1 and 12, T.156N., R.94W., Mountrail County, ND, and such other relief as is appropriate.

Case No. 16276: Application of Hess Corp. for an order amending the applicable orders for the Manitou-Bakken Pool so as to allow up to six horizontal wells to be drilled on two spacing units described as Sections 30 and 31, T.156N., R.94W.; and Sections 3 and 10, T.155N., R.94W., Mountrail County, ND, and such other relief as is appropriate.

Case No. 16277: Application of Hess Corp. for an order amending the applicable orders for the Alkali Creek-Bakken Pool so as to allow up to six horizontal wells to be drilled on a spacing unit described as Sections 3 and 10, T.154N., R.94W., Mountrail County, ND, and such other relief as is appropriate.

Case No. 16278: Application of Hess Corp. for an order allowing the EN Thronson-154-94-2029H-1 well to be drilled on a spacing unit consisting of Sections 20 and 29, T.154N., R.94W., Mountrail County, ND, in such a manner that the wellbore may be open to the Bakken Pool at a location as close as 115 feet from the north line of said Section 20 as an exception to the applicable orders for the Alkali Creek-Bakken Pool, and such other relief as is appropriate.

Case No. 16279: Application of Hess Corp. for an order extending and amending the applicable orders for either the Timber Creek or the South Tobacco Garden Field so as to include Sections 30 and 31, T.150N., R.99W., McKenzie County, ND as a 1280-acre spacing unit for the Bakken Pool, and such other relief as is appropriate.

Case No. 16280: Application of Hess Corp. for an order amending the applicable orders for the Ray-Bakken Pool, Williams County, ND, to allow all wells to produce oil at an unrestricted rate and flare gas produced in association therewith until December 31, 2012, or such other time as may be established by the Commission, and such other relief as is appropriate.

Case No. 16281: Application of Hess Corp. for an order amending the applicable orders for the Dollar Joe-Bakken Pool, Williams County, ND, to allow all wells to produce oil at an unrestricted rate and flare gas produced in association therewith until December 31, 2012, or such other time as may be established by the Commission, and such other relief as is appropriate.

Case No. 16282: Application of Hess Corp. for an order amending the applicable orders for the Wheelock-Bakken Pool, Williams County, ND, to allow all wells to produce oil at an unrestricted rate and flare gas produced in association therewith until December 31, 2012, or such other time as may be established by the Commission, and such other relief as is appropriate.

Case No. 16283: Application of Hess Corp. for an order amending the applicable orders for the East Fork-Bakken Pool, Williams County, ND, to allow all wells to produce oil at an unrestricted rate and flare gas produced in association therewith until December 31, 2012, or such other time as may be established by the Commission, and such other relief as is appropriate.

Case No. 16284: Application of Hess Corp. for an order amending the applicable orders for the Oliver-Bakken Pool, Williams County, ND, to allow all wells to produce oil at an unrestricted rate and flare gas produced in association therewith until December 31, 2012, or such other time as may be established by the Commission, and such other relief as is appropriate.

Case No. 14935: (Continued) Application of Hess Corp. for an order suspending, and after hearing revoking, a permit issued to Continental Resources, Inc. for the drilling of the Foster #1-28H well on a drilling unit consisting of Sections 28 and 33, T.153N., R.99W., Williams and McKenzie Counties, ND; and such other relief as is appropriate.

Case No. 15370: (Continued) Application of Hess Corp. for an order amending the applicable orders for the Alger-Bakken Pool to include Section 28, T.156N., R.93W., Mountrail County, ND, within Zone I of the Alger-Bakken Pool for which spacing has been established on the basis of one horizontal well per 640-acres, and such other relief as is appropriate.

Case No. 16111: (Continued) Application of Hess Corp. for an order allowing the Moran #15-1H, drilled on a spacing unit consisting of Sections 15 and 22, T.149N., R.101W., McKenzie County, ND, to be completed and to produce from the Bakken Formation with the toe of the lateral drilled as close as 145 feet to the south section line of Section 22 as an exception to the applicable orders, and such other relief as is appropriate.

Case No. 16285: Application of Triangle USA Petroleum Corp. for an order revoking the permit issued to Zenergy, Inc. to drill the Frederick James #3-10H well, with a surface location in Lot 3 of Section 3, T.149N., R.101W., McKenzie County, ND, or alternatively designating applicant as operator of said well, and such other relief as is appropriate.

Case No. 16286: Application of Oasis Petroleum North America LLC for an order amending the applicable orders for the Crazy Man Creek-Bakken Pool to allow up to six horizontal wells to be drilled in a 1280-acre spacing unit described as Sections 1 and 12, T.153N., R.100W., Williams County, ND, and such other relief as is appropriate.

Case No. 16287: Application of Oasis Petroleum North America LLC for an order amending the applicable orders for the Willow Creek-Bakken Pool, McKenzie and Williams Counties, ND, to allow all wells to produce oil at an unrestricted rate and flare gas produced in association therewith until June 30, 2012, or such other time as may be established by the Commission, or for such other relief as may be appropriate.

Case No. 16288: Application of Oasis Petroleum North America LLC for an order amending the applicable orders for the Gros Ventre-Bakken Pool, Burke and Mountrail Counties, ND, to allow all wells to produce oil at an unrestricted rate and flare gas produced in association therewith until June 30, 2012, or such other time as may be established by the Commission, or for such other relief as may be appropriate.

Case No. 16289: Application of Oasis Petroleum North America LLC for an order amending the applicable orders for the Camp-Bakken Pool, Williams and McKenzie Counties, ND, to allow all wells to produce oil at an unrestricted rate and flare gas produced in association therewith until June 30, 2012, or such other time as may be established by the Commission, or for such other relief as may be appropriate.

Case No. 16290: Application of Oasis Petroleum North America LLC for an order amending the applicable orders for the Bull Butte-Bakken Pool, Williams

County, ND, to allow all wells to produce oil at an unrestricted rate and flare gas produced in association therewith until June 30, 2012, or such other time as may be established by the Commission, or for such other relief as may be appropriate.

Case No. 16291: Application of Oasis Petroleum North America LLC for an order amending the applicable orders for the Squires-Bakken Pool, Williams County, ND, to allow all wells to produce oil at an unrestricted rate and flare gas produced in association therewith until June 30, 2012, or such other time as may be established by the Commission, or for such other relief as may be appropriate.

Case No. 16292: Application of Oasis Petroleum North America LLC for an order amending the applicable orders for the Tyrone-Bakken Pool, Williams County, ND, to allow all wells to produce oil at an unrestricted rate and flare gas produced in association therewith until June 30, 2012, or such other time as may be established by the Commission, or for such other relief as may be appropriate.

Case No. 16293: Application of Petro Harvester Operating Co., LLC, for an order amending the applicable orders for the Columbus-Madison Pool to establish a 640-acre spacing unit consisting of Section 14, T.163N., R.93W., Burke County, ND, and allow a horizontal well to be drilled thereon, and such other relief as is appropriate.

Case No. 16294: Application of Petro Harvester Operating Co., LLC, for an order amending the applicable orders for the Columbus-Madison Pool to establish a 320-acre spacing unit consisting of the NE/4 of Sections 22 and the NW/4 of Section 23, T.163N., R.93W., Burke County, ND, and allow a horizontal well to be drilled thereon, and such other relief as is appropriate.

Case No. 16295: Application of Burlington Resources Oil & Gas Co. LP for an order amending the applicable orders for the Sand Creek-Bakken Pool to allow up to seven horizontal wells to be drilled on two spacing units described as Sections 13 and 24; and Sections 25 and 36, T.153N., R.97W., McKenzie County, ND, eliminating the 1220-foot setback policy for wells drilled on such units, extending the stratigraphic interval for the pool to include to a depth of 100 feet below the top of the Three Forks Formation, and such other relief as is appropriate.

Case No. 16296: Application of Burlington Resources Oil & Gas Co. LP for an order extending the outline of and amending the applicable orders for the MonDak-Bakken or Hay Draw-Bakken Pool to designate Sections 1 and 12, T.147N., R.103W.; and Sections 6 and 7; Sections 14 and 23; Sections 16 and 21; and Sections 17 and 20, T.147N., R.102W., McKenzie County, ND as 1280-acre spacing units, eliminating the 1220-foot setback policy for wells drilled on such unit, extending the stratigraphic interval included within such pools to include to depth of 100 feet below the top of the Three Forks Formation, and such other relief as is appropriate.

Case No. 16297: Application of Burlington Resources Oil & Gas Co. LP for an order extending the outline of and amending the applicable orders for the Poker Jim-Bakken Pool to designate Sections 3 and 10; Sections 15 and 22; and Sections 16 and 21, T.146N., R.103W., McKenzie County, ND as 1280-acre spacing units in Zone III, eliminating the 1220-foot setback policy for wells drilled on such unit, extending the stratigraphic interval included within such pool to include to depth of 100 feet below the top of the Three Forks Formation, and such other relief as is appropriate.

Case No. 16298: Application of Burlington Resources Oil & Gas Co. LP for an order amending the applicable orders for the Pierre Creek-Bakken Pool to designate Sections 18 and 19; Sections 29 and 32; and Sections 30 and 31, T.146N., R.102W.; and Sections 13 and 24, T.146N., R.103W., McKenzie County, ND as 1280-acre spacing units in Zone IV, eliminating the 1220-foot setback policy for wells drilled on such units, extending the stratigraphic interval included within such pool to include to depth of 100 feet below the top of the Three Forks Formation, and such other relief as is appropriate.

Case No. 16299: Application of Burlington Resources Oil & Gas Co. LP for an order amending the applicable orders for the Flat Top Butte-Bakken Pool to designate Sections 1 and 12; Sections 2 and 11; Sections 3 and 10; Sections 4 and 9; Sections 5 and 8; Sections 13 and 24; and Sections 25 and 36, T.146N., R.101W., and Sections 2 and 11, T.146N., R.102W., McKenzie County, ND as 1280-acre spacing units in Zone V, eliminating the 1220-foot setback policy for wells drilled on such units, extending the stratigraphic interval included within such pool to include to depth of 100 feet below the top of the Three Forks Formation, and such other relief as

Case No. 16300: Application of Burlington Resources Oil & Gas Co. LP for an order extending the outline of and amending the applicable orders for the Rough Rider-Bakken Pool to designate Sections 6 and 7; Sections 15 and 22; Sections 16 and 21; Sections 17 and 20; and Sections 30 and 31, T.146N., R.100W., McKenzie County, ND as 1280-acre spacing units in Zone IV, eliminating the 1220-foot setback policy for wells drilled on such units, extending the stratigraphic interval included within such pool to include to depth of 100 feet below the top of the Three Forks Formation, and such other relief as is appropriate.

Case No. 16301: Application of Burlington Resources Oil & Gas Co. LP for an order extending the outline of and amending the applicable orders for the Cinnamon Creek-Bakken Pool to designate Sections 1 and 12, T.145N., R.103W.; and Sections 17 and 20; Sections 18 and 19; Sections 28 and 33; Sections 29 and 32; and Sections 30 and 31, T.145N., R.102W., McKenzie County, ND as 1280-acre spacing units in Zone III, eliminating the 1220-foot setback policy for wells drilled on such units, extending the stratigraphic interval included within such pool to include to depth of 100 feet below the top of the Three Forks Formation, and such other relief as is appropriate.

Case No. 16302: Application of Burlington Resources Oil & Gas Co. LP for an order amending the applicable orders for the Little Knife-Bakken Pool to designate Sections 14 and 23, T.143N., R.98W., Billings County, ND as a 1280-acre spacing unit in Zone III, eliminating the 1220-foot setback policy for wells drilled on such unit, and such other relief as is appropriate.

Case No. 16303: Application of Burlington Resources Oil & Gas Co. LP for an order extending the outline of and amending the applicable orders for the Bicentennial-Bakken Pool to designate Sections 15 and 22; and Sections 27 and 34, T.144N., R.103W.; and Sections 25 and 36; Sections 26 and 35; and Sections 27 and 34, T.144N., R.104W., Golden Valley County, ND as 1280-acre spacing units in Zone VIII, eliminating the 1220-foot setback policy for wells drilled on such units, extending the stratigraphic interval included within such pool to include to depth of 100 feet below the top of the Three Forks Formation, and such other relief as is appropriate.

Case No. 16304: Application of Burlington Resources Oil & Gas Co. LP for an order amending the applicable orders for the Morgan Draw-Bakken Pool to designate Sections 14 and 23; Sections 25 and 36; and Sections 26 and 35, T.144N., R.103W., Golden Valley County, ND as 1280-acre spacing units in Zone V, eliminating the 1220-foot setback policy for wells drilled on such units, extending the stratigraphic interval included within such pool to include to depth of 100 feet below the top of the Three Forks Formation, and such other relief as is appropriate.

Case No. 16305: Application of Burlington Resources Oil & Gas Co. LP for an order

extending the outline of and amending the applicable orders for the South Heart Field and such other fields as may be appropriate so as to designate Sections 18 and 19; and Sections 30 and 31, T.139N., R.96W.; Sections 1 and 12; Sections 2 and 11; and Sections 3 and 10, T.139N., R.97W.; Sections 25 and 36; Sections 26 and 35; Sections 27 and 34; and Sections 28 and 33, T.140N., R.97W., all in Stark County, ND, as 1280-acre drilling or spacing units, eliminating the 1220-foot setback policy for wells drilled on such units, extending the stratigraphic interval included within any pool in which said units may be included to include to depth of 100 feet below the top of the Three Forks Formation, and such other relief as is appropriate.

Case No. 16306: Application of Burlington Resources Oil & Gas Co. LP for an order amending the applicable orders for the Westberg-Bakken Pool to include Sections 1 and 12, T.152N., R.97W., McKenzie County, ND, within Zone V for which spacing has been established on the basis of up to two horizontal wells per 1280-acres, and such other relief as is appropriate.

Case No. 16307: Application of Petro-Hunt, LLC for an order amending the applicable orders for the Clear Creek-Bakken Pool to establish a 640-acre spacing unit consisting of Section 27, T.152N., R.96W., McKenzie County, ND, and allow two additional wells to be drilled on such 640-acre spacing unit, and such other relief as is appropriate.

Case No. 16308: Application of Whiting Oil & Gas Corp. for an order amending the applicable orders for the Ellsworth-Bakken Pool, McKenzie County, ND, to allow up to 4 horizontal wells to be drilled on a spacing unit described as Sections 25 and 36, T.149N., R.100W., and such other relief as is appropriate.

Case No. 16309: Application of Kodiak Oil & Gas (USA) Inc. for an order amending the applicable orders for the Mandaree-Bakken Pool to allow up to six horizontal wells to be drilled on a spacing unit described as Sections 28 and 33, T.149N., R.93W., Dunn County, ND, and such other relief as is appropriate.

Case No. 16310: Application of Kodiak Oil & Gas (USA) Inc. for an order extending the outline and amending the applicable orders for the Hay Draw-Bakken Pool and such other orders as may be applicable to designate six 1280-acre spacing or drilling units described as Sections 4 and 9; Sections 5 and 8; Sections 6 and 7; Sections 16 and 21; Sections 17 and 20; and Sections 18 and 19, T.147N., R.102W., McKenzie County, ND, allow up to two horizontal wells to be drilled on each such unit, and such other relief as is appropriate.

Case No. 16311: Application of Sequel Energy, LLC for an order amending the applicable orders for the North Branch-Madison Pool to establish a 320-acre spacing unit consisting of the S/2 of Section 35, T.148N., R.102W., McKenzie County, ND, for and allow a horizontal well to be drilled thereon, and such other relief as is appropriate.

Case No. 16312: Application of Marathon Oil Co. for an order extending the outline and amending the field orders for Werner-Bakken or Wolf Bay-Bakken Pools to include Sections 5 and 8; and Sections 6 and 7, T.146N., R.92W., Dunn County, ND, as 1280-acre spacing units, and such other relief as is appropriate.

Case No. 16313: (Continued) Application of Marathon Oil Co. for an order amending the applicable orders for the Lake Ito-Bakken Pool, Dunn County, ND, to authorize up to seven horizontal wells to be drilled on three spacing units described as Sections 14 and 23; Sections 16 and 21; and Sections 17 and 20, T.145N., R.93W., Dunn County, ND, and such other relief as is appropriate.

Case No. 16313: Application of Luff Exploration Co. for an order pursuant to NDAC § 43-02-08-02.1(4) redesignating the NE/4 and S/2 of Section 21, T.129N., R.101W., Bowman County, ND, as a separate property for purposes of determining stripper well property status, and such other relief as is appropriate.

Case No. 14916: (Continued) Proper spacing for the development of the Ray-Red River Gas Pool, Williams County, ND, redefine the field limits, and enact such special field rules as may be necessary. Everson Operating Co., Whiting Oil and Gas Corp.

Case No. 16125: (Continued) In the matter of the application of XTO Energy Inc. for an order revoking the permit issued to Continental Resources, Inc. to drill the Tompkins #1-35H well, with a surface location in the SESW of Section 35, T.149N., R.97W., McKenzie County, ND, or alternatively designating applicant as operator of said well, and such other relief as the Commission may deem appropriate.

Case No. 15676: (Continued) Application of XTO Energy Inc. for an order revoking the permit issued to Continental Resources, Inc. to drill the Carbon #1-30H well, with a surface location in the NWNE of Section 30, T.149N., R.96W., McKenzie County, ND, and such other relief as is appropriate.

Case No. 15381: (Continued) In the matter of a hearing called on a motion of Allan G. Lassey to consider the termination of the Glass Bluff-Madison Unit, McKenzie and Williams Counties, ND, and such other relief as is appropriate.

Case No. 16314: Application of North Plains Energy, LLC for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in the spacing unit for the Reiger #9-11H well in the Truax-Bakken Pool, described as Sections 2 and 11, T.154N., R.98W., Williams County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 16315: In the matter of the petition for a risk penalty of North Plains Energy, LLC, 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 completion of the Reiger #9-11H well, located in a spacing unit described as Sections 2 and 11, T.154N., R.98W., Truax-Bakken Pool, Williams County, ND, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 16316: Application of North Plains Energy, LLC for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in the spacing unit for the A. Cvarcara #9-7H well in the Corinth-Bakken Pool, described as Sections 6 and 7, T.159N., R.97W., Williams County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 16317: In the matter of the petition for a risk penalty of North Plains Energy, LLC, 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 completion of the A. Cvarcara #9-7H well, located in a spacing unit described as Sections 6 and 7, T.159N., R.97W., Corinth-Bakken Pool, Williams County, ND, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 16318: Application of North Plains Energy, LLC for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in the spacing unit for the Netz #9-21H well in the Truax-Bakken Pool, described as Sections 16 and 21, T.154N., R.98W., Williams County, ND, as provided by

NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 16319: In the matter of the petition for a risk penalty of North Plains Energy, LLC, 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 completion of the Netz #9-21H well, located in a spacing unit described as Sections 16 and 21, T.154N., R.98W., Truax-Bakken Pool, Williams County, ND, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 16320: Application of North Plains Energy, LLC, for an order amending the field rules for the Truax-Bakken Pool to create one 1280-acre standup spacing unit comprised of Sections 16 and 21, T.154N., R.97W., establishing a new zone for the Truax-Bakken Pool allowing up to seven horizontal wells per 1280-acre standup spacing unit, and including Sections 5, 8, 16, 17, 20, and 21, T.154N., R.97W., Williams County, ND, in the proposed zone, and for such other relief as is appropriate.

Case No. 15915: (Continued) Proper spacing for the development of the Corinth-Bakken Pool, Williams County, ND, redefine the field limits, and enact such special field rules as may be necessary. North Plains Energy, LLC

Case No. 16321: Application of Vecta Oil & Gas, Ltd. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interest in a spacing unit for the Bryan Myers #26-1 well, NW/4, Section 26, T.151N., R.89W., Banner-Madison Pool, Mountrail County, ND, and such other relief as is appropriate.

Case No. 16322: Application of Vecta Oil & Gas, Ltd. for an order pursuant to NDAC § 43-02-03-88.1 authorizing the recovery of a risk penalty from certain non-participating owners in the drilling and completion of the Bryan Myers #26-1 well, NW/4, Section 26, T.151N., R.89W., Banner-Madison Pool, Mountrail County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16323: Application of Continental Resources, Inc. for an order designating Continental Resources, Inc. operator of the Peterson #156-99-29-32-1H well (NDIC File No. 21295), with a surface location in NWNE, Section 29, T.156N., R.99W., Williams County, ND, for the spacing unit consisting of Sections 29 and 32, T.156N., R.99W., Williams County, ND and for such other relief as appropriate.

Case No. 15690: (Continued) Application of Continental Resources, Inc. for an order suspending and after hearing, revoking the permit issued to Brigham Oil & Gas, LP to drill the Barney #32-29 1H well (File No. 21281), with a surface location in Lot 4 of Section 5, T.150N., R.100W., McKenzie County, ND, for the drilling unit consisting of Sections 29 and 32, T.151N., R.100W., McKenzie County, ND and for such other relief as appropriate.

Case No. 14541: (Continued) Temporary spacing to develop an oil and/or gas pool discovered by the Oil for America Exploration, LLC #22-1 Zastoupil, NESE Section 22, T.139N., R.97W., Stark County, ND, define the field limits, and enact such special field rules as may be necessary.

Case No. 15879: (Continued) Application of Debra K. Ganske to consider the appropriate spacing for wells completed in the Bakken Pool underlying 1280-acre spacing units comprised of Sections 2 and 11; Sections 3 and 10; Sections 15 and 22; and Sections 16 and 21, T.156N., R.101W., Williams County, ND, and such other relief as is appropriate.

Case No. 16324: Application of DRD SWD, LLC for an order pursuant to NDAC § 43-02-03-88.1 authorizing saltwater disposal into the Dakota Group in the Irgens SWD #1 well, SWSW Section 22, T.156N., R.100W., East Fork Field, Williams County, ND, pursuant to NDAC Chapter 43-02-05 and such other relief as is appropriate.

Case No. 16372: Application of Burlington Resources Oil & Gas Co. LP for an order pursuant to NDAC § 43 02-03-88.1 pooling all interests in a spacing unit for the Haystack Butte-Bakken Pool described as Sections 15 and 22, T.148N., R.98W., McKenzie County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 16373: Application of Burlington Resources Oil & Gas Co. LP for an order pursuant to NDAC § 43 02-03-88.1 pooling all interests in a spacing unit for the Haystack Butte-Bakken Pool described as Sections 18 and 19, T.148N., R.98W., McKenzie County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 16374: Application of Burlington Resources Oil & Gas Co. LP for an order pursuant to NDAC § 43 02-03-88.1 pooling all interests in a spacing unit for the Haystack Butte-Bakken Pool described as Sections 27 and 34, T.148N., R.98W., McKenzie County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 16375: Application of Petro-Hunt, LLC for an order pursuant to NDAC § 43 02-03-88.1 pooling all interests in a spacing unit for the Glass Bluff-Bakken Pool described as Sections 27 and 34, T.151N., R.103W., McKenzie County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 16376: Application of Petro-Hunt, LLC for an order pursuant to NDAC § 43 02-03-88.1 pooling all interests in a spacing unit for the Eagle Nest-Bakken Pool described as Sections 13 and 24, T.148N., R.95W., Dunn County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 16377: Application of Petro-Hunt, LLC for an order pursuant to NDAC § 43 02-03-88.1 pooling all interests in a spacing unit for the Eagle Nest-Bakken Pool described as Sections 14 and 23, T.148N., R.95W., Dunn County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 16378: Application of Petro-Hunt, LLC for an order pursuant to NDAC § 43 02-03-88.1 pooling all interests in a spacing unit for the Eagle Nest-Bakken Pool described as Sections 15 and 22, T.148N., R.95W., Dunn County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 16379: Application of SM Energy Co. for an order pursuant to NDAC § 43 02-03-88.1 pooling all interests in a spacing unit for the Cartwright-Bakken Pool described as Sections 1 and 12, T.150N., R.104W., McKenzie County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 16380: Application of SM Energy Co. for an order pursuant to NDAC § 43 02-03-88.1 pooling all interests in a spacing unit for the Sixmile-Bakken Pool described as Sections 29 and 32, T.153N., R.103W., Williams County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 16381: Application of SM Energy Co. for an order pursuant to NDAC § 43 02-03-88.1 pooling all interests in a spacing unit for the Fort Buford-Bakken Pool described as Sections 30 and 31, T.153N., R.103W., Williams County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 16382: Application of SM Energy Co. for an order pursuant to NDAC § 43 02-03-88.1 pooling all interests in a spacing unit for the Indian Hill-Bakken Pool described as Sections 25 and 36, T.153N., R.102W., McKenzie and Williams Counties, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 16383: Application of SM Energy Co. for an order pursuant to NDAC § 43 02-03-88.1 pooling all interests in a spacing unit for the Baker-Bakken Pool described as Sections 2 and 11, T.153N., R.101W., McKenzie and Williams Counties, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 16384: Application of SM Energy Co. for an order pursuant to NDAC § 43 02-03-88.1 pooling all interests in a spacing unit for the Baker-Bakken Pool described as Sections 3 and 10, T.153N., R.101W., McKenzie County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 16385: Application of SM Energy Co. for an order pursuant to NDAC § 43 02-03-88.1 pooling all interests in a spacing unit for the Indian Hill-Bakken Pool described as Sections 17 and 20, T.153N., R.101W., McKenzie County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 16386: Application of SM Energy Co. for an order pursuant to NDAC § 43 02-03-88.1 pooling all interests in a spacing unit for the Fort Buford-Bakken Pool described as Sections 4 and 9, T.152N., R.104W., Williams County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 16387: Application of SM Energy Co. for an order pursuant to NDAC § 43 02-03-88.1 pooling all interests in a spacing unit for the Fort Buford-Bakken Pool described as Sections 25 and 36, T.153N., R.104W., Williams County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 16388: Application of SM Energy Co. for an order pursuant to NDAC § 43 02-03-88.1 pooling all interests in a spacing unit for the Cartwright-Bakken Pool described as Sections 35 and 36, T.151N., R.104W., McKenzie County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 16389: Application of SM Energy Co. for an order pursuant to NDAC § 43 02-03-88.1 pooling all interests in a spacing unit for the Poe-Bakken Pool described as Sections 1 and 12, T.151N., R.100W.,

McKenzie County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 16390: Application of SM Energy Co. for an order pursuant to NDAC § 43 02-03-88.1 pooling all interests in a spacing unit for the Poe-Bakken Pool described as Sections 4 and 9, T.151N., R.100W., McKenzie County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 16391: Application of SM Energy Co. for an order pursuant to NDAC § 43 02-03-88.1 pooling all interests in a spacing unit for the Poe-Bakken Pool described as Sections 13 and 14, T.151N., R.100W., McKenzie County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 16392: Application of SM Energy Co. for an order pursuant to NDAC § 43 02-03-88.1 pooling all interests in a spacing unit for the Poe-Bakken Pool described as Sections 23 and 24, T.151N., R.100W., McKenzie County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 16393: Application of SM Energy Co. for an order pursuant to NDAC § 43 02-03-88.1 pooling all interests in a spacing unit for the Poe-Bakken Pool described as Sections 7 and 8, T.151N., R.99W., McKenzie County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 16394: Application of SM Energy Co. for an order pursuant to NDAC § 43 02-03-88.1 pooling all interests in a spacing unit for the Silverston-Bakken Pool described as Sections 26 and 35, T.150N., R.98W., McKenzie County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 16395: Application of Kodiak Oil & Gas Corp. for an order pursuant to NDAC § 43 02-03-88.1 pooling all interests in a spacing unit for the Antelope Creek-Bakken Pool described as Sections 1 and 12, T.149N., R.101W., McKenzie County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 16396: Application of Kodiak Oil & Gas Corp. for an order pursuant to NDAC § 43 02-03-88.1 pooling all interests in a spacing unit for the MonDak-Bakken Pool described as Sections 13 and 24, T.148N., R.104W., McKenzie County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 16397: Application of Kodiak Oil & Gas Corp. for an order pursuant to NDAC § 43 02-03-88.1 pooling all interests in a spacing unit for the MonDak-Bakken Pool described as Sections 25 and 36, T.148N., R.104W., McKenzie County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 16398: Application of Whiting Oil & Gas Corp. for an order pursuant to NDAC § 43 02-03-88.1 pooling all interests in a spacing unit for the Elkhorn Ranch-Bakken Pool described as Sections 3 and 10, T.143N., R.102W., Billings County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 16399: Application of Whiting Oil & Gas Corp. for an order pursuant to NDAC § 43 02-03-88.1 pooling all interests in a spacing unit for the Ash Coulee-Bakken Pool described as Sections 12 and 13, T.142N., R.102W., Billings County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 16400: Application of True Oil LLC for an order pursuant to NDAC § 43 02-03-88.1 pooling all interests in a spacing unit for the Red Wing Creek-Bakken Pool described as the S/2 of Section 13 and all of Section 24, T.148N., R.101W., McKenzie County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 16401: Application of True Oil LLC for an order pursuant to NDAC § 43 02-03-88.1 pooling all interests in a spacing unit for the Buffalo Wallow-Bakken Pool described as Sections 17 and 18, T.148N., R.100W., McKenzie County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 16402: Application of Petro Harvester Operating Co., LLC for an order pursuant to NDAC § 43-02-03-88.1 authorizing the conversion of the Cameron #1, SWSV of Section 1, T.163N., R.81W., Kuroki Field, Bottineau County, ND, for the injection of fluids into the Kuroki-Midale Unit pursuant to NDAC Chapter 43-02-05 and such other relief as is appropriate.

Case No. 16403: Application of Marathon Oil Co. for an order pursuant to NDAC § 43 02-03-88.1 pooling all interests in a spacing unit for the Lake Ilo-Bakken Pool described as Sections 17 and 20, T.145N., R.93W., Dunn County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

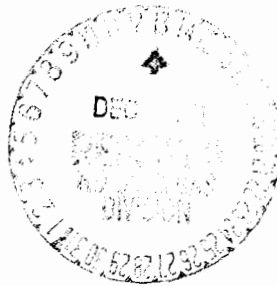
Case No. 16404: Application of Marathon Oil Co. for an order pursuant to NDAC § 43 02-03-88.1 pooling all interests in a spacing unit for the Bailey-Bakken Pool described as Sections 3 and 10, T.144N., R.94W., Dunn County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 16405: Application of Marathon Oil Co. for an order pursuant to NDAC § 43 02-03-88.1 pooling all interests in a spacing unit for the Murphy Creek-Bakken Pool described as Sections 26 and 35, T.144N., R.95W., Dunn County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Signed by,
Jack Dairymple, Governor
Chairman, ND Industrial
1125 - 607404

Affidavit of Publication

The Dickinson Press
Dickinson, North Dakota



STATE OF NORTH DAKOTA)
County of Stark) ss

Sonya Sacks being first duly sworn, on my oath,
say that I am the bookkeeper of The Dickinson Press, a daily
newspaper of general circulation, printed and published at Dickinson,
in said county and state, and the advertisement headed:

Case 16305, 14541

a printed copy of which is hereunto annexed, was printed and published
in The Dickinson Press, and in the regular and entire issue of each
and every number for 1 consecutive weeks, commencing on the

23 day of November A.D. 2011 and ending on the
23 day of November A.D. 2011, both inclusive.

Straight Matter Lines 49 ,2011

First Time Line Rates 0.70 23-Nov ,2011

Subsequent Line Rates 0.70 ,2011

Column Inches _____ ,2011

First Time Inch Rate \$7.78 ,2011

Subsequent Inch Rate \$7.78 ,2011

Total Cost of Legal \$ 34.30

Sonya Sacks

Subscribed and sworn to before me this 12th day of
December 2011 A.D. 2011.

(Seal) Joy Schoch

Notary Public, State Of North Dakota

My Commission Expires _____

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

The North Dakota Industrial Commission will hold a public hearing at 9:00 a.m. Wednesday, December 14, 2011, 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 701-328-5555 by Thursday, December 01, 2011.

STATE OF NORTH DAKOTA TO:

Case No. 16305: Application of Burlington Resources Oil & Gas Co. LP for an order extending the outline of and amending the applicable orders for the South Heart Field and such other fields as may be appropriate so as to designate Sections 18 and 19; and Sections 30 and 31, T.139N., R.96W.; Sections 1 and 12; Sections 2 and 11; and Sections 3 and 10, T.139N., R.97W.; Sections 25 and 36; Sections 26 and 35; Sections 27 and 34; and Sections 28 and 33, T.140N., R.97W., all in Stark County, ND, as 1280-acre drilling or spacing units, eliminating the 1220-foot set-back policy for wells drilled on such units, extending the stratigraphic interval included within any pool in which said units may be included to include to depth of 100 feet below the top of the Three Forks Formation, and such other relief as is appropriate.

Case No. 14541: (Continued) Temporary spacing to develop an oil and/or gas pool discovered by the Oil for America Exploration, LLC #22-1 Zastoupil, NESE Section 22, T.139N., R.97W., Stark County, ND, define the field limits, and enact such special field rules as may be necessary.

Signed by,
Jack Dairymple, Governor
Chairman, ND Industrial
(Published November 23, 2011)

JOY SCHOCH
NOTARY PUBLIC, STATE OF NORTH DAKOTA
MY COMMISSION EXPIRES JAN 6, 2017