

BEFORE THE INDUSTRIAL COMMISSION
OF THE STATE OF NORTH DAKOTA

CASE NO. 16430
ORDER NO. 18696

IN THE MATTER OF A HEARING CALLED ON A MOTION OF THE COMMISSION TO CONSIDER THE IN THE MATTER OF THE PETITION FOR A RISK PENALTY OF BAYTEX ENERGY USA LTD. REQUESTING AN ORDER AUTHORIZING THE RECOVERY OF A RISK PENALTY FROM CERTAIN NON-PARTICIPATING OWNERS, AS PROVIDED BY NDCC § 38-08-08 IN THE DRILLING AND COMPLETING OF THE GERALYN MARIE 34-163-99H #1DQ WELL LOCATED IN A SPACING UNIT DESCRIBED AS SECTION 34, T.163N., R.99W., AMBROSE-BAKKEN POOL, DIVIDE COUNTY, ND, PURSUANT TO NDAC § 43-02-03-88.1, 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 15th day of December, 2011.
- (2) Baytex Energy USA Ltd. (Baytex) has filed a petition for a risk penalty before the North Dakota Industrial Commission (Commission) requesting an order authorizing the recovery of a risk penalty from certain non-participating owners, as provided by North Dakota Century Code (NDCC) Section 38-08-08 in the drilling and completing of the Geralyn Marie 34-163-99H #1DQ well located in a spacing unit described as Section 34, Township 163 North, Range 99 West (Section 34), Ambrose-Bakken Pool, Divide County, North Dakota, pursuant to North Dakota Administrative Code (NDAC) Section 43-02-03-88.1, and such other relief as is appropriate.
- (3) Baytex is the owner of an interest in an oil and gas leasehold estate in a spacing unit for the Ambrose-Bakken Pool described as Section 34.
- (4) The Commission makes no findings with regard to the specific acreage or percentage attributed to separately owned tracts or interests.
- (5) NDCC Section 38-08-08 provides that working interest owners in the spacing unit shall pay their share of the reasonable actual cost of drilling and operating the well plus a

reasonable charge for supervision. In addition to such costs and charges, nonparticipating lessees may be required to pay a risk penalty of 200 percent and unleased mineral interest owners may be required to pay a risk penalty of 50 percent of their share of the reasonable actual cost of drilling and completing the well.

(6) Baytex requests an order of the Commission allowing the recovery of a risk penalty from Shanon Gjovig's interests.

(7) Shanon Gjovig, a mineral interest owner within the spacing unit, did not appear in this matter or object to the risk penalty being assessed against his mineral interest.

(8) Pursuant to NDAC Section 43-02-03-16.3, Baytex sent an invitation to participate in the drilling and completion of the Geralyn Marie 34-163-99H #1DQ well. Baytex provided evidence that the invitation to participate was complete and properly served on Shanon Gjovig and that Baytex made a good-faith offer to lease said minerals.

(9) Pursuant to NDAC Section 43-02-03-16.3, Shanon Gjovig had 30 days from the date of receiving the invitation to elect to participate in the Geralyn Marie 34-163-99H #1DQ well. Baytex provided evidence that Shanon Gjovig responded to Baytex's invitation indicating he elected not to participate

(10) The Commission concludes Baytex has complied with NDAC Section 43-02-03-16.3 and the risk penalty may be imposed against Shanon Gjovig's mineral interest.

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

IT IS THEREFORE ORDERED:

(1) A risk penalty may be imposed on Shanon Gjovig's mineral interests for the drilling and completion of the Geralyn Marie 34-163-99H #1DQ well on a spacing unit described as Section 34, Township 163 North, Range 99 West, Ambrose-Bakken Pool, Divide County, North Dakota, pursuant to NDCC Section 38-08-08 and NDAC Section 43-02-03-16.3.

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

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

Dated this 30th day of October, 2013.

**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

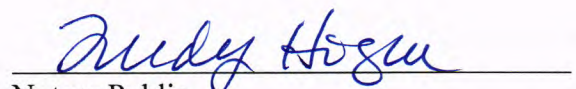
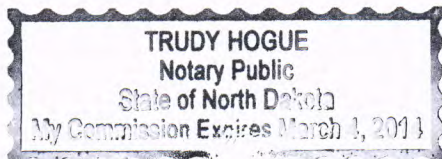
I, Belinda Dickson, being duly sworn upon oath, depose and say: That on the 4th day of November, 2013 enclosed in separate envelopes true and correct copies of the attached Order No. 18696 of the North Dakota Industrial Commission, and deposited the same with the United States Postal Service in Bismarck, North Dakota, with postage thereon fully paid, directed to the following persons by the Industrial Commission in Case No. 16430:

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



Belinda Dickson
Oil & Gas Division

On this 4th day of November, 2013 before me personally appeared Belinda Dickson 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.



Trudy Hogue
Notary Public
State of North Dakota, County of Burleigh

November 28, 2011



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

RE: BAYTEX ENERGY USA LTD.
CASE NO. 16430

Dear Mr. Hicks:

Please find enclosed herewith for filing a copy of the certified mail return receipt in the above matter.

Should you have any questions, please advise.

Sincerely,

A handwritten signature in blue ink, appearing to read "Lawrence Bender".

LAWRENCE BENDER

LB/mpg

Enclosure

5027148_1.DOC

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

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

U.S. Postal Service™
CERTIFIED MAIL™ RECEIPT
 (Domestic Mail Only; No Insurance Coverage Provided)

For delivery information visit our website at www.usps.com

OFFICIAL USE

Postage:

Certified Fee:

Return Receipt Fee:

Total Postage & Fees:

1.48

\$2.85

\$2.30

5.63

mark
ere

Shanon Gjovig
 13205 104th Street NW
 Fortuna, ND 58844

for Instructions

NOV 2011

RECEIVED
 ND OIL & GAS
 DIVISION

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Shanon Gjovig
 13205 104th Street NW
 Fortuna, ND 58844

Baytex - Geraldyn Marie

2. Article Number
 (Transfer from se

7011 0470 0001 8818 1140

PS Form 3811, February 2004

COMPLETE THIS SECTION ON DELIVERY

A. Signature

X

- ☐ Agent
- ☐ Addressee

B. Received by (Printed Name)

Shanon Gjovig

C. Date of Delivery

D. Is delivery address different from item 1?

If YES, enter delivery address below:

- ☐ Yes
- ☐ No

3. Service Type

- ☒ Certified Mail
- ☐ Express Mail
- ☐ Registered
- ☒ Return Receipt for Merchandise
- ☐ Insured Mail
- ☐ C.O.D.

4. Restricted Delivery? (Extra Fee)

- ☐ Yes

102595-02-M-1540

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

CASE NO. 16430

In the matter of the petition for a risk penalty of Baytex Energy USA Ltd. requesting an order authorizing the recovery of a risk penalty from certain non-participating owners, as provided by NDCC § 38 08 08 in the drilling and completing of the Geralyn Marie 34-163-99H 1DQ well located in a spacing unit described as Section 34, Township 163 North, Range 99 West, Ambrose-Bakken Pool, Divide County, North Dakota, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.



PETITION OF BAYTEX ENERGY USA LTD.

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

1.

That Baytex is an owner of an interest in the oil and gas leasehold estate in all of Section 34, Township 163 North, Range 99 West, Divide County, North Dakota ("Section 34").

2.

That Baytex is the operator of the Geralyn Marie 34-163-99H 1DQ well, drilled in the Northwest Quarter of the Northwest Quarter (NW/4NW/4) of Section 34.

3.

That Section 34 constitutes the spacing unit for the Geralyn Marie 34-163-99H 1DQ well in the Ambrose-Bakken Pool.

4.

That an application has been filed and Order No. 17135 has been entered pooling all interests in a spacing unit for the Ambrose-Bakken Pool and described as all of Section 34.

5.

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

6.

That the following owner has elected not to participate in the drilling and completion operations of the Geralyn Marie 34-163-99H 1DQ well:

(a) Shanon Gjovig

7.

That the interests of the foregoing mineral interest owner are unleased interests.

8.

That a well proposal was forwarded to the foregoing unleased owner and said owner failed or refused to respond to the same, or elected not to participate.

9.

That the Geralyn Marie 34-163-99H 1DQ well was spud on April 12, 2011.

10.

That Baytex therefore requests that the Commission enter its order authorizing the recovery of a risk penalty from certain non-participating owners, as provided by N.D.C.C. § 38-08-08 in the drilling and completing of the Geralyn Marie 34-163-99H 1DQ well located in a

spacing unit described as Section 34, Township 163 North, Range 99 West, Ambrose-Bakken Pool, Divide County, North Dakota, pursuant to N.D.A.C. § 43-02-03-88.1 and such other and further relief as is appropriate.

WHEREFORE, Baytex requests the following:

- (a) That this matter be set for the regularly scheduled December 2011 hearings of the Commission;
- (b) That pursuant to Section 43-02-03-88.2 of the North Dakota Administrative Code, Baytex's witnesses in this matter be allowed to participate by telephonic means; and
- (c) That thereafter the Commission issue an order granting the relief requested and such other and further relief as the Commission may deem appropriate.

DATED this 14th day of November, 2011.

FREDRIKSON & BYRON, P.A.

By 

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

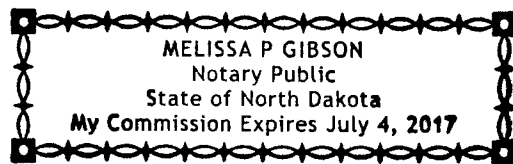
STATE OF NORTH DAKOTA)
) ss.
COUNTY OF BURLEIGH)

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

LAWRENCE BENDER

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

Melissa P. Gibson
Notary Public



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

CASE NO. _____

In the matter of the petition for a risk penalty of Baytex Energy USA Ltd. requesting an order authorizing the recovery of a risk penalty from certain non-participating owners, as provided by NDCC § 38 08 08 in the drilling and completing of the Geralyn Marie 34-163-99H 1DQ well located in a spacing unit described as Section 34, Township 163 North, Range 99 West, Ambrose-Bakken Pool, Divide County, North Dakota, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.



NOTICE OF HEARING

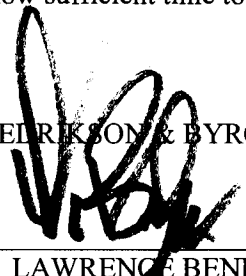
PLEASE TAKE NOTICE that Baytex Energy USA Ltd. filed the above-referenced application with the North Dakota Industrial Commission.

A hearing will be held at 9:00 a.m. on December 15, 2011 at the Department of Mineral Resources Conference Room, Oil and Gas Division, 1016 East Calgary Avenue, Bismarck, North Dakota, to consider the request of Baytex Energy USA Ltd.

As noted in the attached application, the applicant is requesting the authority to impose a risk penalty against any nonparticipating owner electing not to participate in the drilling of the contemplated well. Any nonparticipating owner may object to the risk penalty by responding in opposition to the application. In the event a nonparticipating owner objects, the applicant reserves the right to request a continuance to the next regularly scheduled hearing to allow sufficient time to respond to the objection.

DATED this 14th day of November, 2011.

FREDRIKSON & BYRON, P.A.

By 

LAWRENCE BENDER, ND Bar #03908
Attorneys for Applicant,
Baytex Energy USA Ltd.
200 North 3rd Street, Suite 150
Post Office Box 1855
Bismarck, North Dakota 58502-1855
701-221-4020 5014615_1.DOC

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

CASE NO. _____

In the matter of the petition for a risk penalty of Baytex Energy USA Ltd. requesting an order authorizing the recovery of a risk penalty from certain non-participating owners, as provided by NDCC § 38 08 08 in the drilling and completing of the Geralyn Marie 34-163-99H 1DQ well located in a spacing unit described as Section 34, Township 163 North, Range 99 West, Ambrose-Bakken Pool, Divide County, North Dakota, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.



CERTIFICATE OF SERVICE

I, the undersigned, hereby certify that a true and correct copy of the following documents:

1. **Petition of Baytex Energy USA Ltd.;**
2. **Notice of Hearing; and**
3. **Affidavit of Lee Zink**

was on the 14th day of November, 2011 served by placing the same in the United States mail, with postage prepaid, certified mail, return receipt requested, at Bismarck, North Dakota, properly addressed to the following:

Shanon Gjovig
13205 104th Street NW
Fortuna, ND 58844

LAWRENCE BENDER
5014610_1.DOC

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

CASE NO. _____

In the matter of the petition for a risk penalty of Baytex Energy USA Ltd. requesting an order authorizing the recovery of a risk penalty from certain non-participating owners, as provided by NDCC § 38 08 08 in the drilling and completing of the GERALYN MARIE 34-163-99H 1DQ well located in a spacing unit described as Section 34, Township 163 North, Range 99 West, Ambrose-Bakken Pool, Divide County, North Dakota, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.



AFFIDAVIT OF LEE ZINK

STATE OF COLORADO)
) ss.
COUNTY OF DENVER)

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

1.

That I am a Landman for Baytex Energy USA Ltd., 600 17th Street, Suite 1600 S., Denver, Colorado 80202, the applicant in the above-entitled matter.

2.

That in the course of my work as a Landman for Baytex Energy USA Ltd., I have become familiar with the mineral ownership and leasehold ownership in and under all of Section 34, Township 163 North, Range 99 West, Divide County, North Dakota ("Section 34"). I am also familiar with all the oil and gas operations which have been conducted by Baytex Energy USA Ltd. on the above-described lands.

3.

That Baytex Energy USA Ltd. is an owner of an interest in the oil and gas leasehold estate in Section 34.

4.

That Section 34 has been designated as the spacing unit for the Geralyn Marie 34-163-99H 1DQ well in the Ambrose-Bakken Pool.

5.

That by Order No. 17135 entered in Case No. 14859, dated July 18, 2011, a spacing unit for the Ambrose-Bakken Pool described as Section 34 was granted.

6.

That the following owner has elected not to participate in the drilling and completion operations of the Geralyn Marie 34-163-99H 1DQ:

(a) Shanon Gjovig

7.

That the interests of the foregoing mineral interest owner are unleased interests.

8.

That Baytex Energy USA Ltd. made a good faith attempt to have Shanon Gjovig execute an oil and gas lease. On February 28, 2011, Baytex Energy USA Ltd. mailed Shanon Gjovig a lease offer at 13205 104th Street Northwest, Fortuna, ND 58844. See Exhibit A. Shanon Gjovig did not respond. Although Baytex Energy USA Ltd. made a good-faith attempt to lease the interests of Shanon Gjovig, those efforts were unsuccessful.

9.

That Baytex Energy USA Ltd. mailed a well proposal for the Geralyn Marie 34-163-99H 1DQ well to Shanon Gjovig on July 15, 2011, via Certified Mail at 13205 104th Street

Northwest, Fortuna, ND 58844. That attached hereto as Exhibit B is a true and correct copy of the well proposal that Baytex Energy USA Ltd. sent to Shanon Gjovig July 15, 2011.

10.

That Shanon Gjovig received the well proposal that Baytex Energy USA Ltd. forwarded on July 15, 2011. That attached hereto as Exhibit C is a true and correct copy of the certified mail receipt proving Shanon Gjovig received and signed for the well proposal.

11.

That the well proposal stated that Shanon Gjovig had thirty (30) days from the receipt of the well proposal to accept or reject the well proposal. See Exhibit B. The well proposal provided that Baytex Energy USA Ltd. would be seeking recovery of a risk penalty from all nonparticipating owners as provided by North Dakota law. See Exhibit B. The well proposal further stated that any nonparticipating owner may object to the risk penalty by either responding in opposition to the petition, or if no such petition has been filed, by filing a request for hearing with the Commission. See Exhibit B.

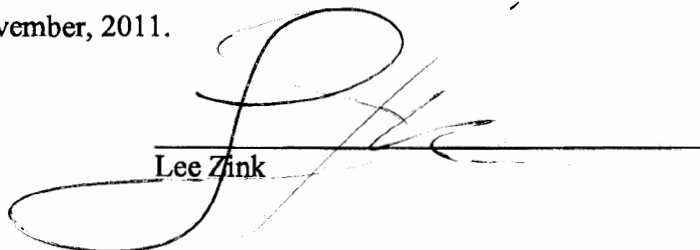
12.

That Shanon Gjovig responded to the well proposal and elected not to participate. See Exhibit D. Accordingly, because Shanon Gjovig elected not to participate, Baytex Energy USA Ltd. is seeking and is entitled to a risk penalty against the interests of Shanon Gjovig.

13.

That the Geralyn Marie 34-163-99H 1DQ well was spud on April 12, 2011.

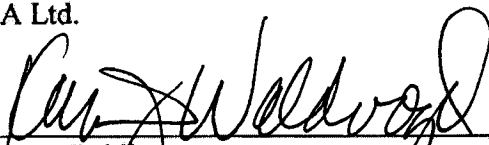
DATED this 7th day of November, 2011.


Lee Zink

STATE OF COLORADO)
) ss.
COUNTY OF DENVER)

The foregoing instrument was acknowledged before me this 7th day of November, 2011 by Lee Zink, Landman, of Baytex Energy USA Ltd.





Notary Public
My Commission Expires: 1/18/2014

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February 28, 2011

Shanon Gjovig
13205 104th Street Northwest
Fortuna, ND 58844

Subject: Township 163 North, Range 99 West, 5th P.M.
Section 34: NW4
Divide County, North Dakota

Dear Shanon,


Irish Oil & Gas, Inc., on behalf of Baytex Energy USA Ltd., has enclosed for your review the following items. Upon your approval, please proceed as instructed.

- Two originals (and a copy) of an oil and gas lease: Please sign the two original oil and gas leases on the signature line above your name. Be sure to sign exactly as your name is typed in the presence of a Notary Public.
- One bank draft in the amount of \$23,704.00: Please detach the top portion of the draft and sign the back.
- Partially filled out W-9 Form: Fill in Social Security Number on the W-9 Form and sign and date.
- Self-addressed return envelope addressed to "Irish Oil & Gas, Inc.": Please return the two executed oil and gas leases, the bank draft and the W-9 Form in the envelope addressed to "Irish Oil & Gas, Inc."

The oil and gas lease and draft marked "Copy" are for your records. If you have any questions, please feel free to call me directly at or our Williston Basin Office as listed below.

Thank you in advance for your early attention to this matter, it is most appreciated.

Sincerely yours,
Irish Oil & Gas, Inc.


Tim Furlong
Vice President

NEVADA OFFICE
2533 North Carson Street, Suite 6168
Carson City, Nevada 89706
775.841.1257

WILLISTON BASIN OFFICE
925 Basin Avenue • P.O. Box 2356
Bismarck, North Dakota 58502
701.751.3141

UTAH OFFICE
2825 East Cottonwood Parkway, Suite #500
Salt Lake City, Utah 84121
801.990.3309

EXHIBIT A

Return To:
Irish Oil & Gas, Inc.
PO Box 2356
Bismarck, ND 58502

PRODUCERS 88-PAID UP
Rev. 5-60 No. 2
NE 94 OG
Rev. 9-09 IOG
Rev. 1-10 IOG

OIL AND GAS LEASE

AGREEMENT, Made and entered into the 28th day of February, 2011, by and between Shanon Giovis, dealing in his sole and separate property, whose address is 13705 104th Street NW, Fortuna, ND 58844, hereinafter called Lessor (whether one or more) and Baytex Energy USA Ltd., whose address is 600 17th Street, Suite 1600 S, Denver, CO 80202, hereinafter called Lessee:

WITNESSETH, That Lessor, in consideration of TEN DOLLARS plus (\$10.00+) cash in hand paid, the receipt of which is hereby acknowledged, and the covenants and agreements hereinafter contained, has granted, demised, leased and let, and by these presents does grant, demise, lease and let exclusive right for the purpose of mining, drilling, exploring by geophysical and other methods, and operating for and producing therefrom oil and all gas of whatsoever nature or kind, with rights of way and easements for laying pipelines and erection of structures thereon to produce, save and take care of said products, all that certain tract of land situated in the County of Divide, State of North Dakota, described as follows, to-wit:

Township 163 North, Range 99 West, 5th P.M.
Section 34: NW4

* Any reference to a Lessor's royalty of "one-eighth (1/8)" is hereby changed to a Lessor's royalty of "three-sixteenths (3/16th)"

In addition to the lands described above, Lessor hereby grants, leases and lets exclusively unto Lessee, to the same extent as if specifically described, lands which are owned or claimed by Lessor by one of the following reasons: (1) all lands and rights acquired or retained by avulsion, accretion, reliction or otherwise as the result of a change in the boundaries or centerline of any river or stream traversing or adjoining the lands described above; (2) all riparian lands and rights which are or may be incident, appurtenant, related or attributed to Lessor in any lake, stream or river traversing or adjoining the lands described above by virtue of Lessor's ownership of the lands described above; (3) all lands included in any road, easement or right-of-way traversing or adjoining the lands described above which are or may be incident, appurtenant, related or attributed to Lessor by virtue of Lessor's ownership of the lands described above; and (4) all strips or tracts of land adjacent or contiguous to the lands described above owned or acquired by Lessor through adverse possession or other similar statutes of the state in which the lands are located. In the event that the Lessor shall acquire lands in addition to those described above for the above stated reasons, Lessee shall pay to Lessor the same bonus and royalty for said lands as was paid for the lands described above.

For purposes of payment of rentals and royalties, Lessor and Lessee agree that the lease shall be treated as covering 160.00 acres, whatever more or less.

1. It is agreed that this lease shall remain in force for a term of three (3) years from this date and as long thereafter as oil or gas of whatsoever nature or kind is produced from said leased premises or on acreage pooled therewith, or drilling operations are continued as hereinafter provided. If, at the expiration of the primary term of this lease, oil or gas is not being produced on the leased premises or on acreage pooled therewith but Lessee is then engaged in drilling or re-working operations thereon, then this lease shall continue in force so long as operations are being continuously prosecuted on the leased premises or on acreage pooled therewith; and operations shall be considered to be continuously prosecuted if not more than one hundred eighty (180) days shall elapse between the completion or abandonment of one well and the beginning of operations for the drilling of a subsequent well. If after discovery of oil or gas on said land or on acreage pooled therewith, the production thereof should cease from any cause after the primary term, this lease shall not terminate if Lessee commences additional drilling or re-working operations within one hundred eighty (180) days from date of cessation of production or from date of completion of dry hole. If oil or gas shall be discovered and produced as a result of such operations at or after the expiration of the primary term of this lease, this lease shall continue in force so long as oil or gas is produced from the leased premises or on acreage pooled therewith.

2. This is a PAID-UP LEASE. In consideration of the down cash payment, Lessor agrees that Lessee shall not be obligated, except as otherwise provided herein, to commence or continue any operations during the primary term. Lessee may at any time or times during or after the primary term surrender this lease as to all or any portion of said land and as to any strata or stratum by delivering to Lessor by fillet for record a release or releases, and be relieved of all obligation thereafter accruing as to the acreage surrendered.

3. In consideration of the premises the said Lessee covenants and agrees:

- 1st. To deliver to the credit of Lessor, free of cost, in the pipeline to which Lessee may connect wells on said land, the equal one-eighth (1/8) part of all oil produced and saved from the leased premises.
- 2nd. To pay Lessor one-eighth (1/8) of the gross proceeds each year, payable quarterly, for the gas from each well where gas only is found, while the same is being used off the premises, and if used in the manufacture of gasoline a royalty of one-eighth (1/8), payable monthly at the prevailing market rate for gas.
- 3rd. To pay Lessor for gas produced from any oil well and used off the premises or in the manufacture of gasoline or any other product a royalty of one-eighth (1/8) of the proceeds, at the mouth of the well, payable monthly at the prevailing market rate.
4. If, at the expiration of the primary term or at any time or times thereafter there is any well on the leased premises either capable of producing oil or gas, then this lease shall not terminate so long as such well is shut in. For each such well, Lessee shall pay or tender to Lessor or Lessor's successor or assigns One Dollar per year per net mineral acre retained hereunder, such payment or tender to be made on or before the anniversary date of this lease next ensuing after the expiration of ninety (90) days from the date such well is shut in and thereafter on or before the anniversary date of this lease during the period such well is shut in. Lessee's failure to pay or tender, or properly pay or tender, any such sum shall render Lessee liable for the amount due but it shall not operate to terminate the lease.
5. If said Lessor owns a lesser interest in the above described land than the entire and undivided fee simple estate therein, then the royalties (including any shut-in gas royalty) herein provided for shall be paid the Lessor only in the proportion which Lessor's interest bears to the whole and undivided fee.
6. Lessee shall have the right to use, free of cost, gas, oil and water produced on said land for Lessee's operation thereon, except water from the wells of Lessor.
7. When requested by Lessor, Lessee shall bury Lessee's pipeline below plow depth.
8. No well shall be drilled nearer than 500 feet to the house or barn now on said premises without written consent of Lessor.
9. Lessee shall pay for damages caused by Lessee's operations to growing crops on said land.
10. Lessee shall have the right at any time to remove all machinery and fixtures placed on said premises, including the right to draw and remove casing.
11. The rights of the Lessor and Lessee hereunder may be assigned in whole or in part. No change of ownership of Lessor's interest (by assignment or otherwise) shall be binding on Lessee until Lessee has been furnished with notice, consisting of certified copies of all recorded instruments or documents and other information necessary to establish a complete chain of record title from Lessor, and then only with respect to payments thereafter made. No other kind of notice, whether actual or constructive, shall be binding on Lessee. No present or future division of Lessor's ownership as to different portions or parcels of said land shall operate to enlarge the obligations or diminish the rights of Lessee, and all Lessee's operations may be conducted without regard to any such division. If all or any part of this lease is assigned, no leasehold owner shall be liable for any act or omission of any other leasehold owner.

12. Lessee, at its option, is hereby given the right and power at any time and from time to time as a recurring right, either before or after production, as to all or any part of the land described herein and as to any one or more of the formations hereunder, to pool or unitize the leasehold estate and the mineral estate covered by this lease with other land, lease or leases in the immediate vicinity for the production of oil and gas, or separately for the production of either, when in Lessee's judgment it is necessary or advisable to do so, and irrespective of whether authority similar to this exists with respect to such other land, lease or leases. Likewise, units previously formed to include formations not producing oil or gas, may be reformed to exclude such non-producing formations. The forming or reforming of any unit shall be accomplished by Lessee executing and filing of record a declaration of such unitization or reformation, which declaration shall describe the unit. Any unit may include land upon which a well has theretofore been completed or upon which operations for drilling have theretofore been commenced. Production, drilling or reworking operations or a well shut in for want of a market anywhere on a unit which includes all or a part of this lease shall be treated as if it were production, drilling or reworking operations or a well shut in for want of a market under this lease. In lieu of the royalties elsewhere herein specified, including shut-in gas royalties, Lessor shall receive on production from the unit so pooled royalties only on the portion of such production allocated to this lease; such allocation shall be that proportion of the unit production that the total number of surface acres covered by this lease and included in the unit bears to the total number of surface acres in such unit. In addition to the foregoing, Lessee shall have the right to unitize, pool or combine all or any part of the above described lands as to one or more of the formations thereunder with other lands in the same general area by entering into a cooperative or unit plan of development or operation approved by any governmental agency and, from time to time, with like approval, to modify, change or terminate any such plan or agreement and, in such event, the terms, conditions and provisions of this lease shall be deemed modified to conform to the terms, conditions, and provisions of such approved cooperative or unit plan of development or operation and, particularly, all drilling and development requirements of this lease, express or implied, shall be satisfied by compliance with the drilling and development requirements of such plan or agreement, and this lease shall not terminate or expire during the life of such plan or agreement. In the event that said above described lands or any part thereof, shall hereafter be operated under any such cooperative or unit plan of development or operation whereby the production therefrom is allocated to different portions of the land covered by said plan, then the production allocated to any particular tract of land shall, for the purpose of computing the royalty payments to be made hereunder to Lessor, be based upon

production only as so allocated. Lessor shall formally express Lessor's consent to any cooperative or unit plan of development or operation adopted by Lessee and approved by any governmental agency by executing the same upon request of Lessee.

13. All express or implied covenants of this lease shall be subject to all Federal and State Laws, Executive Orders, Rules or Regulations, and this lease shall not be terminated, in whole or in part, nor Lessee held liable in damages, for failure to comply therewith, if compliance is prevented by, or if such failure is the result of, any such Law, Order, Rule or Regulation.

14. Lessor hereby warrants and agrees to defend the title to the lands herein described, and agrees that the Lessee shall have the right at any time to redeem for Lessor, by payment, any mortgages, taxes or other liens on the above described lands, in the event of default of payment by Lessor and be subrogated to the rights of the holder thereof, and the undersigned Lessors, for themselves and their heirs, successors and assigns, hereby surrender and release all right of dower and homestead in the premises described herein, insofar as said right of dower and homestead may in any way affect the purposes for which this lease is made, as recited herein.

15. When drilling, production or other operations are directly and proximately delayed, interrupted or stopped by lack of water, labor, material, inability to obtain access to leased premises, fire, flood, war, rebellion, insurrection, riot, strike, differences with workmen, failure of carriers to transport or furnish facilities for transportation of any product produced hereunder, lack of available or satisfactory market, in Lessee's opinion, for the oil or gas produced, or as a result of an order of any governmental agency, (including but not limited to orders restricting production) or as a result of any cause beyond the control of Lessee, the time of such delay, interruption or stoppage shall not be counted against the Lessee under any provision of this lease, and this lease shall not terminate by reason of any such delay, interruption or stoppage, and period of such delay, interruption or stoppage shall be added to the term of this lease.

16. Should any one or more of the parties hereinabove named as Lessor fail to execute this lease, it shall nevertheless be binding upon all such parties who do execute it as Lessor. The word "Lessor," as used in this lease, shall mean any one or more or all of the parties who execute this lease as Lessor. All the provisions of this lease shall be binding on the heirs, successors and assigns of Lessor and Lessee.

17. In the event Lessor considers that Lessee has not complied with all of its obligations hereunder, either express or implied, Lessor shall notify Lessee in writing, setting out specifically in what respects Lessee has breached this lease. Lessee shall then have sixty (60) days after receipt of said notice within which to meet or commence to meet all or any part of the breaches alleged by Lessor. The service of said notice shall be precedent to the bringing of any action by Lessor on said lease for any cause, and no such action shall be brought until the lapse of sixty (60) days after service of such notice on Lessee and Lessee has not taken the appropriate action to remedy the alleged breach. Neither the service of said notice nor the doing of any acts by Lessee aimed to meet all or any of the alleged breaches shall be deemed an admission or presumption that Lessee has failed to perform all its obligations hereunder. This lease shall never be forfeited or cancelled for failure to perform in whole or in part any of its implied covenants, conditions, or stipulations until a judicial determination is made that such failure exists and Lessee fails within a reasonable time to satisfy any such covenants, conditions, or stipulations.

IN WITNESS WHEREOF, this instrument is executed as of the date first above written.

Shanon Gjovig, dealing in his sole and separate property

ACKNOWLEDGMENT-CORPORATE

STATE OF North Dakota }
COUNTY OF }

BEFORE ME, the undersigned, a Notary Public, in and for said County and State, on this _____ day of _____, 2011, personally appeared Shanon Gjovig, to me known to be the identical person(s) described in and who executed the within and foregoing instrument of writing and acknowledged to me that he duly executed the same as his free and voluntary act and deed for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year last above written.

My Commission Expires:

Notary
Public
Address

THIS IS A COLLECTION ITEM
NOT A CASH ITEM

CUSTOMER'S DRAFT

12853

COLLECT DIRECTLY THROUGH Irish Oil & Gas, Inc.

DATE February 28, 2011

Payable Forty Five (45) days After Sight and Subject to Approval of Title, with privilege of redraft

Pay to the Shanon Gjovig

Order of 13205 104th Street NW
Fortuna, ND 58844

\$23,704.00

Twenty Three Thousand Seven Hundred Four and 00/100----- Dollars

With Exchange

Full and Final Payment on an Oil & Gas Lease dated February 28, 2011

TO: Irish Oil & Gas, Inc.
PO Box 2356
Bismarck, ND 58502

Tim Furlong ⁸¹²
Tim Furlong Agent

Prospect Name/Number: Divide

DETACH BEFORE PRESENTING FOR PAYMENT

Description:

Township 163 North - Range 99 West, 5th P.M.
Section 34: NW4

County Divide

State North Dakota

Gross Acres 160.00

Net Acres 59.26

Interest: 37.0375%

Term: 3 years

Royalty: 3/16th

Bonus: \$400.00

Phone #:

Irish Oil & Gas, Inc.
PO Box 2356
Bismarck, ND 58502
Phone: (701) 751-3141

RECEIVED ORIGINAL AS PAYMENT

12853

**Request for Taxpayer
Identification Number and Certification**

Give form to the
requester. Do not
send to the IRS.

Print or type See Specific Instructions on page 2	Name Shanon Gjovig	
	Business name, if different from above	
	Check appropriate box: <input type="checkbox"/> Individual/ Sole proprietor <input type="checkbox"/> Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Other ▶	<input type="checkbox"/> Exempt from backup withholding
	Address (number, street, and apt. or suite no.) 13205 104th Street NW	
	City, state, and ZIP code Fortuna, ND 58844	
List account number(s) here (optional)		Requester's name and address (optional)

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. For individuals, this is your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the Part I instructions on page 3. For other entities, it is your employer identification number (EIN). If you do not have a number, see How to get a TIN on page 3.

Note: If the account is in more than one name, see the chart on page 4 for guidelines on whose number to enter.

Social security number
- -
or
Employer identification number
—

Part II Certification

Under penalties of perjury, I certify that:

1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and
2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and
3. I am a U.S. person (including a U.S. resident alien).

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the Certification, but you must provide your correct TIN. (See the instructions on page 4.)

Sign Here Signature of U.S. person ▶

Date ▶

Purpose of Form

A person who is required to file an information return with the IRS, must obtain your correct taxpayer identification number (TIN) to report, for example, income paid to you, real estate transactions, mortgage interest you paid, acquisition or abandonment of secured property, cancellation of debt, or contributions you made to an IRA.

U.S. person. Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN to the person requesting it (the requester) and, when applicable, to:

1. Certify that the TIN you are giving is correct (or you are waiting for a number to be issued),
2. Certify that you are not subject to backup withholding, or
3. Claim exemption from backup withholding if you are a U.S. exempt payee.

Note: If a requester gives you a form other than Form W-9 to request your TIN, you must use the requester's form if it is substantially similar to this Form W-9.

Foreign person. If you are a foreign person, use the appropriate Form W-8 (see Pub. 515, Withholding of Tax on Nonresident Aliens and Foreign Entities).

Nonresident alien who becomes a resident alien.

Generally, only a nonresident alien individual may use the terms of a tax treaty to reduce or eliminate U.S. tax on certain types of income. However, most tax treaties contain a provision known as a "saving clause." Exceptions specified in the saving clause may permit an exemption from tax to continue for certain types of income even after the recipient has otherwise become a U.S. resident alien for tax purposes.

If you are a U.S. resident alien who is relying on an exception contained in the saving clause of a tax treaty to claim an exemption from U.S. tax on certain types of income, you must attach a statement that specifies the following five items:

1. The treaty country. Generally, this must be the same treaty under which you claimed exemption from tax as a nonresident alien.
2. The treaty article addressing the income.
3. The article number (or location) in the tax treaty that contains the saving clause and its exceptions.
4. The type and amount of income that qualifies for the exemption from tax.
5. Sufficient facts to justify the exemption from tax under the terms of the treaty article.

SENDER: COMPLETE THIS SECTION		COMPLETE THIS SECTION ON DELIVERY	
<ul style="list-style-type: none"> Complete Items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired. Print your name and address on the reverse so that we can return the card to you. Attach this card to the back of the mailpiece, or on the front if space permits. 		<p>A. Signature <input checked="" type="checkbox"/> Agent <input checked="" type="checkbox"/> Addressee</p> <p>B. Received by (Printed Name) Shrivastava</p> <p>C. Date of Delivery 3-1-11</p> <p>D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No</p>	
<p>1. Article Addressed to:</p> <p>Shanon Gjovig 13205 104th Street Northwest Fortuna, ND 58844</p>		<p>3. Service Type</p> <p><input checked="" type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail <input type="checkbox"/> Registered <input type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.</p>	
<p>2. Article Number (Transfer from service label) 7010 2780 0000 9426 1362</p>		<p>4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes</p>	

PS Form 3811, February 2004 Domestic Return Receipt 102505-02-44-1540

U.S. Postal Service[®]
CERTIFIED MAIL[®] RECEIPT
(Domestic Mail Only. No Insurance Coverage Provided.)

For delivery information visit our website at www.usps.com.

OFFICIAL USE

Postage	\$ 1.37	0900
Certified Fee	\$2.80	17
Return Receipt Fee (Endorsement Required)	\$2.30	
Restricted Delivery Fee (Endorsement Required)	\$0.00	
Total Postage & Fees	\$ 6.47	

BISMARCK ND 58501
28
2011
USPS

Sent To
 Street, P.O. Box, or PO Box
 PS Per:
 Shanon Gjovig
 13205 104th Street Northwest
 Fortuna, ND 58844

BAYTEX

ENERGY USA LTD.

July 15, 2011

Shanon Gjovig
13205 104th Street NW
Fortuna, ND 58844

Re: Geralyn Marie 34-163-99H 1DQ Well Proposal
Section 34-T163N-R99W
Divide County, North Dakota

Certified Mail

Dear Mr. Gjovig:

This letter will serve as notice, pursuant to the provisions of Section 38-08-08 of the North Dakota Century Code and Section 43-02-03-16.3 of the North Dakota Administrative Code, of the plans of Baytex Energy USA Ltd. ("Baytex") to drill the above-referenced well. As the owner of an unleased mineral interest in and under the above-described lands, Baytex proposes the following:

1. Baytex drilled the Geralyn Marie 34-163-99H 1DQ well located in the NW/4 of Section 34, Township 163 North, Range 99 West, Divide County, North Dakota. The well was drilled as a single horizontal lateral well to test the Three Forks formation within the Ambrose-Bakken Pool as defined by the North Dakota Industrial Commission at an approximate true vertical depth of approximately 8,554 feet. The lateral will have a bottom hole location approximately 212 feet from the south line and 512 feet from the east line of Section 34-T163N-R99W.
2. As set forth in the enclosed AFE for the Geralyn Marie 34-163-99H 1DQ well, the estimated drilling and casing costs for this operation are \$2,449,900 and the estimated completed and equipped well costs are \$4,839,450.
3. Baytex has spud the Geralyn Marie 34-163-99H 1DQ well on or about April 14, 2011.
4. Each working interest owner (unleased mineral owner) has thirty (30) days from receipt of this letter to accept or reject this well proposal. Baytex's records indicate that you own 59.259 net mineral acres or a 9.25921% working interest in the proposed well. If you accept this well proposal and elect to participate in the drilling of the Geralyn Marie 34-163-99H 1DQ well, please so indicate by executing the enclosed AFE and returning a copy of the AFE to the undersigned on or before thirty (30) days from the receipt of this letter.

600 Seventeenth Street
Suite 1600S
Denver, CO 80202

Telephone 303.825.2777
Facsimile 303.825.2790
www.baytex.us.ca

EXHIBIT B

5. If you elect not to participate in the proposed operation as outlined herein, please so indicate by marking the appropriate space provided below, executing this letter and returning it to Baytex on or before thirty (30) days from the receipt of this letter. Please take notice that in the event any owner offered an opportunity to participate hereby elects not to participate in the operations of the Geralyn Marie 34-163-99H 1DQ well, the participating owners plan to impose a risk penalty as provided by North Dakota law. Any nonparticipating owner may object to the risk penalty by either responding in opposition to the petition for a risk penalty, or if no such petition has been filed, by filing an application or request for hearing with the North Dakota Industrial Commission.

6. If you elect not to participate in the proposed operation as outlined herein, and would rather execute a lease with Baytex being the Lessee, Baytex provides the following option using Baytex's lease form:

A lease covering your unleased mineral interest in the Section 34-T163N-R99W, with a one-year primary term, cash consideration of \$400 per net mineral acre ($\$400/\text{acre} \times 59.259 \text{ net acres} = \$23,703.60$), and a 3/16th royalty.

If you have any questions, please do not hesitate to contact the undersigned at (303) 551-6452.

Very truly yours,


Lee Zing
Landman

Geralyn Marie 34-163-99H 1DQ Well Election

- ☐ I/We elect to participate in Baytex's Well Proposal of the Geralyn Marie 34-163-99H 1DQ.
- ☐ I/We elect NOT to participate in Baytex's Well Proposal of the Geralyn Marie 34-163-99H 1DQ and not lease our interest per the leasing option above.
- ☐ Lease my interest in Section 34 to Baytex as per the leasing option above.

Shanon Gjovig

By: _____

Date: _____

<h1 style="margin: 0;">BAYTEX</h1> <p style="margin: 0;">ENERGY USA LTD</p>		<h2 style="margin: 0;">Onshore Operations</h2> <h3 style="margin: 0;">Authority For Expenditure</h3>		AFE NO. _____ Working Interest _____ 100% AFE Wt. Amt. _____ Total W.I. AFE Amt. \$ _____ AFE Date _____ Working Interest Partners _____ Working Interest _____ Estimated Costs _____ Chosen Option 9.7% \$ 448,133	
		Original _____ Supplemental No. _____ Category _____ X Drilling _____ Workover/Recompletion _____ Production Facility (Tangible Expenses Only) _____ Repairs _____			
Project Name Geralyn Marie 34-163-89H Location NW1/4 S41° E40° FWL to bottom hole coordinates located in the SESE 212° FSL / 812° FEL Operator BAYTEX ENERGY USA LTD		Depth 10D -14540ft. Depth TVD -8558ft. Elevation GL 2282.8 ft. County _____ Division _____			
Description Of Work: This AFE is raised to drill, complete and equip (DCE) a horizontal well targeting the Three Forks Formation from surface coordinates located. This well to be drilled to an estimated -5844' TVD / -14, 546 MD. Completed with hydraulic stage fracture and tied in a single well battery. Estimate 36 days spud - fly release					
INTANGIBLES					
NET		GROSS		INTANGIBLE DRILLING	
Major Account	Minor Account	Major Account	Minor Account	Description	DNE
3200	1030	9200	1030	ENTRY FEE & INITIAL CONSIDERATION	\$ 6,000
3200	1032	9200	1032	LICENSE & SURVEY	\$ 3,000
3200	1034	9200	1034	LEASE PREPARATION	\$ -
3200	2400	9200	2400	SITE RESTORATION	\$ -
3200	1038	9200	1038	ROAD USE FEES	\$ -
3200	1100	9200	1100	EQUIPMENT RENTALS	\$ 150,000
3200	1102	9200	1102	POWER, FUEL & WATER HAULING	\$ 180,000
3200	1104	9200	1104	TRUCKING & HAULING	\$ 50,000
3200	2000	9200	2000	SUPERVISION	\$ 80,000
3200	2225	9200	2225	LEGAL/TITLE	\$ 18,000
3200	2025	9200	2025	COMMUNICATIONS	\$ 18,000
3200	2010	9200	2010	SAFETY SERVICES	\$ -
3200	2010	9200	2010	CONTRACT SERVICES	\$ 50,000
3200	2500	9200	2500	ENVIRONMENTAL SERVICES	\$ -
3200	2005	9200	2005	COMPANY LABOUR	\$ -
3200	2015	9200	2015	ENGINEERING	\$ -
3200	2020	9200	2020	CONSTRUCTION/LOCATION & ROAD	\$ 125,000
3200	3130	9200	3130	RAT HOLE & CONDUCTOR PIPE	\$ 18,000
3200	3125	9200	3125	CASING BOWL	\$ 23,000
3200	3100	9200	3100	SURFACE CASING & ATTACHMENTS	\$ -
3200	3105	9200	3105	CEMENTING SURFACE CASING	\$ 19,000
3200	3120	9200	3120	PLUGS	\$ -
3200	3115	9200	3115	INTERMEDIATE CASING & ATTACHMENTS	\$ -
3200	3110	9200	3110	CEMENTING INTERMEDIATE CASING	\$ 40,000
3200	3135	9200	3135	POWER TONGS	\$ 20,000
3200	3282	9200	3282	DRILL MOVE & RACKING COST	\$ 50,000
3200	3210	9200	3210	DRILLING - METERAGE	\$ -
3200	3205	9200	3205	DRILLING - DAYWORK	\$ 524,800
3200	3215	9200	3215	DRILLING - DIRECTIONAL	\$ 295,000
3200	3220	9200	3220	CAMP & SUBSISTENCE	\$ -
3200	3284	9200	3284	RIG UP - TEAR OUT & STANDBY	\$ 105,000
3200	3260	9200	3260	DRILLING BITS	\$ 85,000
3200	3254	9200	3254	MUD & CHEMICALS	\$ 150,000
3200	3252	9200	3252	DRILLING TOOL COSTS	\$ -
3200	3236	9200	3236	CORING & ANALYSIS	\$ -
3200	3240	9200	3240	OPEN HOLE LOGGING	\$ 21,000
3200	3230	9200	3230	DRILL STEM TEST	\$ -
3200	3231	9200	3231	SUPERVISION - GEOLOGICAL	\$ 38,000
3200	3280	9200	3280	AIR TRANSPORTATION	\$ -
3200	3285	9200	3285	GOVERNMENT INCENTIVES	\$ -
3200	3280	9200	3280	PRODUCTION CASING & ATTACHMENTS	\$ -
3200	3261	9200	3261	CEMENTING PRODUCTION CASING	\$ -
3200	3135	9200	3135	POWER TONGS	\$ -
3200	8098	9200	8098	ENGINEERING & DESIGN - 2%	\$ -
3200	8000	9200	8000	MISCELLANEOUS	\$ 50,000
3200	5000	9200	5000	INSURANCE	\$ -
3200	8098				

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Shanon Gjovig
13205 104th Street NW
Fortuna, ND 58844

2. Article Number
(Transfer from service label)

7008 1140 0004 507817082

PS Form 3811, February 2004

Domestic Return Receipt

102505-02-M-1540

COMPLETE THIS SECTION ON DELIVERY

A. Signature

X *[Signature]*

- ☐ Agent
☐ Addressee

B. Received by (Printed Name)

Shanon Gjovig

C. Date of Delivery

D. Is delivery address different from item 1? ☐ Yes
If YES, enter delivery address below: ☐ No

3. Service Type

- ☒ Certified Mail ☐ Express Mail
☐ Registered ☐ Return Receipt for Merchandise
☐ Insured Mail ☐ C.O.D.

4. Restricted Delivery? (Extra Fee) ☐ Yes

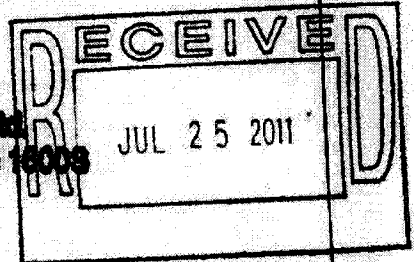
UNITED STATES POSTAL SERVICE

25 JUL 2011 PM 11

First-Class Mail
Postage & Fees Paid
USPS
Permit No. G-10

• Sender: Please print your name, address, and ZIP+4 in this box •

Baytex Energy USA Ltd
600 17th Street, Suite 1600
Denver, CO 80202
Attn: Kelly



Geraldyn Marie 34-163-99 Well Proposal

EXHIBIT C

5. If you elect not to participate in the proposed operation as outlined herein, please so indicate by marking the appropriate space provided below, executing this letter and returning it to Baytex on or before thirty (30) days from the receipt of this letter. Please take notice that in the event any owner offered an opportunity to participate hereby elects not to participate in the operations of the Geralyn Marie 34-163-99H 1DQ well, the participating owners plan to impose a risk penalty as provided by North Dakota law. Any nonparticipating owner may object to the risk penalty by either responding in opposition to the petition for a risk penalty, or if no such petition has been filed, by filing an application or request for hearing with the North Dakota Industrial Commission.

6. If you elect not to participate in the proposed operation as outlined herein, and would rather execute a lease with Baytex being the Lessee, Baytex provides the following option using Baytex's lease form:

A lease covering your unleased mineral interest in the Section 34-T163N-R99W, with a one-year primary term, cash consideration of \$400 per net mineral acre ($\$400/\text{acre} \times 59.259 \text{ net acres} = \$23,703.60$), and a $3/16\text{th}$ royalty.

If you have any questions, please do not hesitate to contact the undersigned at (303) 551-6452.

Very truly yours,


Lee Zink
Landman

Geralyn Marie 34-163-99H 1DQ Well Election

___ I/We elect to participate in Baytex's Well Proposal of the Geralyn Marie 34-163-99H 1DQ.

☒ I/We elect NOT to participate in Baytex's Well Proposal of the Geralyn Marie 34-163-99H 1DQ and not lease our interest per the leasing option above.

___ Lease my interest in Section 34 to Baytex as per the leasing option above.

Shanon Gjovig

By: 

Date: 8-13-11

EXHIBIT D

Fredrikson

& BYRON, P.A.

November 14, 2011

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



RE: RISK PENALTY PETITION OF
BAYTEX ENERGY USA LTD.

Dear Mr. Hicks:

Please find enclosed herewith for filing the following:

1. Petition of Baytex Energy USA Ltd.;
2. Notice of Hearing;
3. Affidavit of Lee Zink; and
4. Certificate of Service.

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

Should you have any questions, please advise.

Sincerely,

LAWRENCE BENDER

LB/mpg
Enclosure

cc: Ms. Karlene Fine - (w/enc.)
Mr. Lynn Helms - (w/enc.)
Ms. Hope Hogan - (w/enc.)
Mr. Lee Zink - (w/enc.)
5020506_1.DOC

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

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

NOTICE OF HEARING

N.D. INDUSTRIAL COMMISSION OIL AND GAS DIVISION

The North Dakota Industrial Commission will hold a public hearing at 9:00 a.m. Thursday, December 15, 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 Friday, December 02, 2011.

STATE OF NORTH DAKOTA
TO:

Case No. 16407: Application of Continental Resources, Inc. for an order extending the field boundaries and amending the field rules for the Wildrose or Hamlet-Bakken Pools to create and establish a 1280-acre spacing unit comprised of Sections 25 and 36, T.160N., R.97W., Divide County, ND, authorizing the drilling of seven horizontal wells on said spacing unit and such other relief as is appropriate.

Case No. 15949: (Continued) Application of Continental Resources, Inc. for an order extending the field boundaries and amending the field rules for the Juno, Upland, and/or Wildrose-Bakken Pools to create and establish seven 1280-acre spacing units comprised of Sections 25 and 36; Sections 26 and 35; Sections 27 and 34, T.161N., R.97W.; Sections 3 and 10; Sections 4 and 9; Sections 5 and 8; and Sections 6 and 7, T.161N., R.96W., Divide County, ND, authorizing the drilling of one horizontal well on each spacing unit and such other relief as is appropriate.

Case No. 16412: Temporary spacing to develop an oil and/or gas pool discovered by the Baytex Energy USA Ltd #1PB Moe 19-18-162-100H, SWSE Section 19, T.162N., R.100W., Divide County, ND, define the field limits, and enact such special field rules as may be necessary.

Case No. 16413: Temporary spacing to develop an oil and/or gas pool discovered by the Samson Resources Co. #32-29-163-95H Blue Jay, Lot 3, Section 5, T.162N., R.95W., Divide County, ND, define the field limits, and enact such special field rules as may be necessary.

Case No. 16427: Application of R360 Environmental Solutions, Inc. for a treating plant permit to operate a portable oil and gas waste treating plant for the treatment of pit waste at various oil and gas production sites throughout the State of North Dakota and such other relief as is appropriate.

Case No. 16428: Application of Baytex Energy USA Ltd. for an order pursuant to NDAC § 43-02-03-88.1 authorizing the flaring of gas from the Hansen #18-19-162-99H well, NENE of Section 18, T.162N., R.99W., Divide County, ND, Ambrose-Bakken Pool, as an exception to the provisions of NDCC § 38-08-06.4 and such other relief as is appropriate.

Case No. 16429: Application of Baytex Energy USA Ltd. for an order pursuant to NDAC § 43-02-03-88.1 authorizing the flaring of gas from the Hansen #6-7-162-99H well, NENE of Section 18, T.162N., R.99W., Divide County, ND, Ambrose-Bakken Pool, as an exception to the provisions of NDCC § 38-08-06.4 and such other relief as is appropriate.



Affidavit of Publication

State of North Dakota, County of Divide, ss:

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

NOTICE OF ND INDUSTRIAL COMMISSION OIL AND GAS DIVISION

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

November 23, 2011 239 lines @ .63 = 150.57

TOTAL CHARGE.....\$150.57

Signed

Steven J. Andrist, Publisher

Subscribed and sworn to before me November 25, 2011

Notary Public, State of North Dakota

SUSAN M JACOBSON
Notary Public
State of North Dakota
My Commission Expires February 17, 2016

Case No. 16430: In the matter of the petition for a risk penalty of Baytex Energy USA Ltd. requesting an order authorizing the recovery of a risk penalty from certain non-participating owners, as provided by NDCC § 38-08-08 in the drilling and completing of the Geralyn Marie 34-63-99H #1DQ well located in a spacing unit described as Section 34, T.163N., R.99W., Ambrose-Bakken Pool, Divide County, ND, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 16431: Application of Baytex Energy USA Ltd. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 14 and 23, T.162N., R.100W., West Ambrose-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16432: Application of Baytex Energy USA Ltd. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 29 and 32, T.162N., R.100W., West Ambrose-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16433: Application of Baytex Energy USA Ltd. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests for wells drilled on the overlapping spacing unit described as Sections 26 and 35, T.162N., R.99W., Ambrose-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08 but not re-allocating production for wells producing on other spacing units and such other relief as is appropriate.

Case No. 16434: Application of Baytex Energy USA Ltd. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 25 and 36, T.162N., R.98W.,

Whiteaker-Bakken Pool, Divide County, ND, as provided NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16435: Application of Baytex Energy USA Ltd. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 2 and 11, T.161N., R.99W., Garnet-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16436: Application of Baytex Energy USA Ltd. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 30 and 31, T.161N., R.99W., Musta-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16437: Application of Baytex Energy USA Ltd. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 1 and 12, T.161N., R.98W., Whiteaker-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16438: Application of Baytex Energy USA Ltd. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 1 and 12, T.160N., R.100W., Smokey Butte-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16439: Application of Baytex Energy USA Ltd. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 25 and 36, T.160N., R.100W., Smokey Butte-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16473: Application of Continental Resources, Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 6 and 7, T.160N., R.97W., Wildrose-Bakken Pool, Divide County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16474: Application of Continental Resources, Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 17 and 20, T.160N., R.97W., Wildrose-Bakken Pool, Divide County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Signed by,
Jack Dalrymple, Governor
Chairman,
ND Industrial Commission
(11-23)

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Affidavit of Publication

State of North Dakota) SS. County of Burleigh
Before me, a Notary Public for the State of North Dakota
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and says that he (she) is the Clerk of Bismarck Tribune Co.,
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sworn and subscribed to before me this 30th
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**NOTICE OF HEARING
N.D. INDUSTRIAL COMMISSION
OIL AND GAS DIVISION**

The North Dakota Industrial Commission will hold a public hearing at 9:00 a.m. Thursday, December 15, 2011, at the N.D. Oil & Gas Division, 1015 East Calgary Ave., Bismarck, N. D. At the hearing the Commission will receive testimony and exhibits. Persons with any interest in the cases listed below, take notice.

PERSONS WITH DISABILITIES: If at the hearing you need special facilities or assistance, contact the Oil and Gas Division at 701-328-8038 by Friday, December 02, 2011.

STATE OF NORTH DAKOTA TO:

Case No. 16406: Proper spacing for the development of the Brooklyn-Bakken Pool, Williams County, ND, redefine the field limits, and enact such special field rules as may be necessary. Continental Resources, Inc.

Case No. 16407: Application of Continental Resources, Inc. for an order extending the field boundaries and amending the field rules for the Wildrose or Hamlet-Bakken Pools to create and establish a 1280-acre spacing unit comprised of Sections 25 and 36, T.160N., R.97W., Divide County, ND, authorizing the drilling of seven horizontal wells on said spacing unit and such other relief as is appropriate.

Case No. 16408: Application of Continental Resources, Inc. for an order amending the field rules for the Medicine Pole Hills West-Red River Unit, and the Medicine Pole Hills-Red River "B" Unit, Bowman County, ND, authorizing the drilling of a boundary horizontal well at a surface location approximately 370 feet from the north line and 870 feet from the west line of Section 9, T.130N., R.104W., Bowman County, ND, allowing the well to be drilled at an approximate azimuth of south 45°W., with the terminus of the horizontal well bore at a location 600 feet from the north line and 1900 feet from the east line of Section 10, T.130N., R.104W., such that the horizontal displacement in the open hole portion of the well bore in the Red River "B" porosity will be approximately 3916 feet in the Medicine Pole Hills West-Red River Unit and approximately 3404 feet in the Medicine Pole Hills-Red River "B" Unit, and such other relief as is appropriate.

Case No. 15224: (Continued) Application of Continental Resources, Inc. for an order suspending and, after hearing, revoking the permit issued to Hess Corp. to drill the 2WX #7-1H well (File No. 20123), with a surface location in the SESE of Section 7, T.152N., R.99W., McKenzie County, ND, and such other relief as is appropriate.

Case No. 15491: (Continued) Temporary spacing to develop an oil and/or gas pool discovered by the Continental Resources, Inc. #1-14H Montpelier, NENE Section 14, T.153N., R.101W., McKenzie County, ND, define the field limits, and enact such special field rules as may be necessary.

Case No. 15949: (Continued) Application of Continental Resources, Inc. for an order extending the field boundaries and amending the field rules for the Juno, Upland, and/or Wildrose-Bakken Pools to create and establish seven 1280-acre spacing units comprised of Sections 25 and 36; Sections 26 and 35; Sections 27 and 34, T.161N., R.97W.; Sections 3 and 10; Sections 4 and 9; Sections 5 and 8; and Sections 6 and 7, T.161N., R.96W., Divide County, ND, authorizing the drilling of one horizontal well on each spacing unit and such other relief as is appropriate.

Case No. 16195: (Continued) Application of Continental Resources, Inc. for an order amending the field rules for the Medicine Pole Hills West-Red River Unit, and the Medicine Pole Hills-Red River "B" Unit, Bowman County, ND, authorizing the drilling of a boundary horizontal well at a surface location approximately 2250 feet from the north line and 2400 feet from the east line of Section 10, T.130N., R.104W., Bowman County, ND, allowing the well to be drilled at an approximate azimuth of south 45°W., with the terminus of the horizontal well bore at a location 2150 feet from the south line and 700 feet from the west line of Section 10, T.130N., R.104W., such that the horizontal displacement in the open hole portion of the well bore in the Red River "B" porosity will be approximately 3500 feet in the Medicine Pole Hills West-Red River Unit and approximately 3900 feet in the Medicine Pole Hills-Red River "B" Unit, and such other relief as is appropriate.

Case No. 16409: Temporary spacing to develop an oil and/or gas pool discovered by the Prima Exploration, Inc. #41-23H Gunnison, NWNE Section 23, T.161N., R.91W., Burke County, ND, define the field limits, and enact such special field rules as may be necessary.

Case No. 16410: Temporary spacing to develop an oil and/or gas pool discovered by the Prima Exploration, Inc. #31-25H Fortification, NWNE Section 25, T.162N., R.91W., Burke County, ND, define the field limits, and enact such special field rules as may be necessary.

Case No. 16411: Temporary spacing to develop an oil and/or gas pool discovered by the XTO Energy Inc. #13X-34 Haugen, NWSW Section 34, T.149N., R.102W., McKenzie County, ND, define the field limits, and enact such special field rules as may be necessary.

Case No. 16412: Temporary spacing to develop an oil and/or gas pool discovered by the Baytex Energy USA Ltd #1PB Moe 19-18-162-100H, SWSE Section 19, T.162N., R.100W., Divide County, ND, define the field limits, and enact such special field rules as may be necessary.

Case No. 16413: Temporary spacing to develop an oil and/or gas pool discovered by the Samson Resources Co. #32-29-163-95H Blue Jay, Lot 3, Section 5, T.162N., R.95W., Divide County, ND, define the field limits, and enact such special field rules as may be necessary.

Case No. 16414: Application of Zenergy, Inc. for an order amending the field rules for the Todd-Bakken Pool to create and establish two 1280-acre spacing units comprised of Sections 29 and 30; and Sections 31 and 32, T.154N., R.101W., Williams and McKenzie Counties, ND, authorizing the drilling of one horizontal well on each 1280-acre spacing unit and such other relief as is appropriate.

Case No. 16415: Application of Denbury Onshore, LLC for an order authorizing the completion of the Thorlackson #26-3 well at a location approximately 600 feet

from the north line and 1650 feet from the west line of Section 26, T.153N., R.95W., McKenzie County, ND, as an exception to the field rules for the Charlson-Madison Pool and such other relief as is appropriate.

Case No. 16416: Application of Fram Operating LLC for an order amending the field rules for the South Greene-Madison Pool, Renville County, ND, to allow the flaring of gas and unrestricted production of oil from wells not connected to a gas gathering facility until the same can be connected and such other relief as is appropriate.

Case No. 16417: Application of EOG Resources, Inc. for an order extending the field boundaries and amending the field rules for the Clarks Creek-Bakken Pool to create and establish a 1920-acre spacing unit comprised of Sections 13, 24 and 25, T.151N., R.95W., McKenzie County, ND, authorizing the drilling of a total of not more than eight wells on said 1920-acre spacing unit, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 16418: Application of EOG Resources, Inc. for an order amending the field rules for the Parshall-Bakken Pool to create and establish a 1920-acre spacing unit comprised of Sections 27, 28 and 34, T.153N., R.90W., Mountrail County, ND, authorizing the drilling of one horizontal well on said 1920-acre spacing unit and such other relief as is appropriate.

Case No. 15494: (Continued) Temporary spacing to develop an oil and/or gas pool discovered by the EOG Resources, Inc. #13-3526H Hardscrabble, SWSE Section 35, T.153N., R.103W., Williams County, ND, define the field limits, and enact such special field rules as may be necessary.

Case No. 16419: Application of Enerplus Resources (USA), Inc. for an order extending the field boundaries and amending the field rules for the Antelope-Sanish Pool, McKenzie County, ND, to create and establish a 320-acre spacing unit comprised of the E72 of Section 19, T.152N., R.94W., authorizing the drilling of a total of not more than two wells on said 320-acre spacing unit; to create and establish a 1280-acre spacing unit comprised of Sections 28 and 29, T.152N., R.94W., authorizing the drilling of a total of not more than four wells on said 1280-acre spacing unit; and to create and establish a 640-acre spacing unit comprised of Section 33, T.151N., R.94W., authorizing the drilling of a total of not more than four wells on said 640-acre spacing unit, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 16420: Application of Brigham Oil & Gas, L.P. for an order amending the field rules for the Catwalk-Bakken Pool to create and establish two 1280-acre spacing units comprised of Sections 16 and 21; and Sections 17 and 20, T.154N., R.100W., Williams County, ND, authorizing the drilling of a total of not more than eight wells on each 1280-acre spacing unit, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 16421: Application of Dakota-3 E&P Co., LLC for an order amending the field rules for the Mandaree-Bakken Pool to create and establish a 1280-acre spacing unit comprised of Sections 17 and 20, T.149N., R.93W., Dunn County, ND, authorizing the drilling of a total of not more than seven wells on said 1280-acre spacing unit, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 16422: Application of Slawson Exploration Co., Inc. for an order amending the field rules for the MonDak-Bakken Pool to create and establish a 640-acre spacing unit comprised of two irregular sections, being Sections 15 and 22, T.147N., R.105W., McKenzie County, ND, authorizing the drilling of a total of not more than three wells on said 640-acre spacing unit, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 16423: Application of Stawson Exploration Co., Inc. for an order extending the field boundaries and amending the field rules for the Ellsworth-Bakken Pool to create and establish a 1280-acre spacing unit comprised of Sections 6 and 7, T.149N., R.99W., McKenzie County, ND, authorizing the drilling of a total of not more than seven wells on said 1280-acre spacing unit, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 16424: Application of Chimney Sweep Oil & Gas Co. for an order creating a 320-acre drilling unit comprised of the S/2 S/2 of Section 16 and the N/2 N/2 of Section 21, T.139N., R.96W., Stark County, ND, authorizing the drilling of a vertical well to the Lodgepole Formation anywhere within said drilling unit not less than 660 feet from the boundary of the said 320-acre drilling unit and such other relief as is appropriate.

Case No. 16425: Application of Zavanna, LLC for an order to establish temporary spacing for the development of an oil and/or gas pool discovered by the Koufax #3-10 1H well, located in Lot 3 of Section 3, T.149N., R.102W., McKenzie County, ND, define the field limits, enact such special field rules as may be necessary and such further and additional relief.

Case No. 16426: Application of Zavanna, LLC for an order amending the field rules for the Stockyard Creek-Bakken Pool to create and establish four 1280-acre spacing units comprised of Sections 13 and 14; Sections 14 and 15; Sections 22 and 23; and Sections 23 and 24, T.154N., R.99W., Williams County, ND, authorizing the drilling of one horizontal well on each 1280-acre spacing unit with 500 foot setbacks from the spacing unit except for the heel and toe where the setbacks should be 200 feet from the "heel and toe" of the well to each spacing unit boundary, and/or such other and further relief as appropriate.

Case No. 16188: (Continued) Application of Silver Oak Energy, LLC for an order authorizing the drilling, completing and producing of the Rankin #1-35H well with a beginning location of the lateral approximately 728 feet from the south line and 621 feet from the west line of Section 35, T.133N., R.106W., Slope County, ND, as an exception to the provisions of NDAC § 43-02-03-18 and such other relief as is appropriate.

Case No. 15754: (Continued) Application of Newfield Production Co. for an order extending the field boundaries and amending the field rules for the Cartwright-Bakken Pool, or in the alternative to establish Bakken spacing in the Hay Creek, Estes, and/or Yellowstone Fields, to create and establish ten 1280-acre spacing units comprised of Sections 14 and 23; Sections 15 and 22; Sections 16 and 21; Sections 17 and 20; Sections 18 and 19; Sections 26 and 35; Sections 27 and 34; Sections 28 and 33; Sections 29 and 32; and Sections 30 and 31, T.150N., R.104W., McKenzie County, ND, authorizing the drilling of one horizontal well on each spacing unit and such other relief as is appropriate.

Case No. 15755: (Continued) Application of Newfield Production Co. for an order extending the field boundaries and amending the field rules for the Todd or Williston-Bakken Pools, or in the alternative to establish Bakken spacing in the Springbrook Field, to create and establish a 1280-acre spacing unit comprised of Sections 30 and 31, T.155N., R.100W., Williams County, ND, authorizing the drilling of a total of not more than seven wells on said 1280-acre spacing unit, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 15496: (Continued) Temporary spacing to develop an oil and/or gas pool discovered by the Renegade Petroleum (ND) Ltd. #6H 3-14 A Trout, Lot 3, Section 6, T.162N., R.84W., Renville County, ND, define the field limits, and enact such special

field rules as may be necessary.

Case No. 15747: (Continued) Application of Credo Petroleum Corp. for an order suspending, and after hearing, revoking the permit issued to Hells Oil & Gas Co., LLC., to drill the Linseath #13-1312H well (File No. 21217), with a surface location in Lot 4 of Section 13, T.149N., R.95W., McKenzie County, ND, and such other relief as is appropriate.

Case No. 16427: Application of R360 Environmental Solutions, Inc. for a treating plant permit to operate a portable oil and gas waste treating plant for the treatment of pit waste at various oil and gas production sites throughout the State of North Dakota and such other relief as is appropriate.

Case No. 16428: Application of Baytex Energy USA Ltd. for an order pursuant to NDAC § 43-02-03-88.1 authorizing the flaring of gas from the Hansen #18-19-162-99H well, NENE of Section 18, T.162N., R.99W., Divide County, ND, Ambrose-Bakken Pool, as an exception to the provisions of NDCC § 38-08-06.4 and such other relief as is appropriate.

Case No. 16429: Application of Baytex Energy USA Ltd. for an order pursuant to NDAC § 43-02-03-88.1 authorizing the flaring of gas from the Hansen #6-7-162-99H well, NENE of Section 18, T.162N., R.99W., Divide County, ND, Ambrose-Bakken Pool, as an exception to the provisions of NDCC § 38-08-06.4 and such other relief as is appropriate.

Case No. 16430: In the matter of the petition for a risk penalty of Baytex Energy USA Ltd. requesting an order authorizing the recovery of a risk penalty from certain non-participating owners, as provided by NDCC § 38-08-08 in the drilling and completing of the Gerylal Marie 34-163-99H #1DQ well located in a spacing unit described as Section 34, T.163N., R.99W., Ambrose-Bakken Pool, Divide County, ND, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 16431: Application of Baytex Energy USA Ltd. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 14 and 23, T.162N., R.100W., West Ambrose-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16432: Application of Baytex Energy USA Ltd. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 29 and 32, T.162N., R.100W., West Ambrose-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16433: Application of Baytex Energy USA Ltd. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests for wells drilled on the overlapping spacing unit described as Sections 26 and 35, T.162N., R.99W., Ambrose-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08 but not reallocating production for wells producing on other spacing units and such other relief as is appropriate.

Case No. 16434: Application of Baytex Energy USA Ltd. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 25 and 36, T.162N., R.98W., Whiteaker-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16435: Application of Baytex Energy USA Ltd. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 30 and 31, T.161N., R.99W., Garnet-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16436: Application of Baytex Energy USA Ltd. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 30 and 31, T.161N., R.99W., Musta-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16437: Application of Baytex Energy USA Ltd. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 1 and 12, T.161N., R.98W., Whiteaker-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16438: Application of Baytex Energy USA Ltd. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 1 and 12, T.160N., R.100W., Smokey Butte-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16439: Application of Baytex Energy USA Ltd. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 25 and 36, T.160N., R.100W., Smokey Butte-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16440: Application of EOG Resources, Inc. for an order authorizing the drilling, completing and producing of a total of not more than four wells on a 1280-acre spacing unit described as Sections 5 and 8, T.151N., R.94W., Antelope-Sanish Pool, McKenzie County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 16441: Application of EOG Resources, Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests for wells drilled on the overlapping spacing unit described as Sections 16 and 21, T.153N., R.103W., Lake Trenton-Bakken Pool, Williams County, ND as provided by NDCC § 38-08-08 but not reallocating production for wells producing on other spacing units and such other relief as is appropriate.

Case No. 16442: Application of EOG Resources, Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 25 and 36, T.152N., R.95W., and Section 1, T.151N., R.95W., Clarks Creek-Bakken Pool, McKenzie County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16443: Application of EOG Resources, Inc. for an order authorizing the drilling, completing and producing of a total of not more than four wells on each 1280-acre spacing unit described as Sections 19 and 30; Sections 29 and 32, T.158N., R.90W.; Sections 5 and 6; and Sections 7 and 18, T.157N., R.90W., Clear Water-Bakken Pool, Mountrail County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 16444: Application of EOG Resources, Inc. for an order authorizing the drilling, completing and producing of a total of not more than four wells on a 1280-acre spacing unit described as Sections 1 and 12, T.157N., R.91W., Kittleson Slough-Bakken Pool, Mountrail County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 16445: Application of EOG Resources, Inc. for an order authorizing the drilling, completing and producing of a total of not more than four wells on each 1280-acre spacing unit described as Section 25, T.157N., R.91W. and Section 30, T.157N., R.90W.; Section 32, T.157N., R.90W. and the W/2 of Section 1 and the E/2 of Section 2, T.156N., R.91W.; and Sections 18 and 19, T.156N., R.90W., Ross-Bakken Pool, Mountrail County, ND, eliminating any tool error requirements and such further and additional relief.

Case No. 16446: Application of EOG Resources, Inc. for an order authorizing the drilling, completing and producing of a total of not more than four wells on each 1280-acre spacing unit described as Sections 15 and 22, T.154N., R.103W.; and Sections 6

and 7, T.153N., R.103W., Painted Woods-Bakken Pool, Williams County, ND, eliminating any tool error requirements and such further and additional relief.

Case No. 16447: Application of Enerplus Resources (U.S.A.) Inc. for an order authorizing the drilling, completing and producing of a total of not more than four wells on a 640-acre spacing unit described as Section 34, T.148N., R.94W.; and a total of not more than two wells on each 320-acre spacing unit described as the E/2 and the W/2 of Section 32, T.148N., R.93W., McGregory Buttes-Bakken Pool, Dunn County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 16448: Application of Enerplus Resources (U.S.A.) Inc. for an order authorizing the drilling, completing and producing of a total of not more than five wells on a 640-acre spacing unit described as Section 36, T.150N., R.94W., Spotted Horn-Bakken Pool, McKenzie County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 16449: Application of Enerplus Resources (U.S.A.) Inc. for an order authorizing the drilling, completing and producing of a total of not more than four wells on a 640-acre spacing unit described as Section 12, T.148N., R.95W., Eagle Nest-Bakken Pool, Dunn County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 16450: Application of Enerplus Resources (U.S.A.) Inc. for an order authorizing the drilling, completing and producing of a total of not more than four wells on a 1280-acre spacing unit described as Sections 5 and 8, T.147N., R.93W., Moccasin Creek-Bakken Pool, Dunn County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 16451: Application of Enerplus Resources (U.S.A.) Inc. for an order authorizing the drilling, completing and producing of a total of not more than four wells on a 640-acre spacing unit described as Section 35, T.149N., R.92W., Heart Butte-Bakken Pool, Dunn County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 16452: Application of Enerplus Resources (U.S.A.) Inc. for an order amending the field rules for the Eagle Nest-Bakken Pool, Dunn and McKenzie Counties, ND, to allow the flaring of gas and unrestricted production of oil from wells not connected to a gas gathering facility until the same can be connected and providing such further and additional relief.

Case No. 16453: Application of Brigham Oil & Gas, L.P. for an order authorizing the drilling, completing and producing of a total of not more than eight wells on a 1280-acre spacing unit described as Sections 30 and 31, T.156N., R.100W., East Fork-Bakken Pool, Williams County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 16454: Application of Brigham Oil & Gas, L.P. for an order authorizing the drilling, completing and producing of horizontal increase density wells on a 1280-acre spacing unit described as Sections 32 and 33, T.158N., R.91W., and on each 1280-acre spacing unit within Zones II, IV and V of the Kittleson Slough-Bakken Pool, Mountrail County, ND, so as not to exceed a total of eight horizontal wells on each such 1280-acre spacing unit, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 16455: Application of Brigham Oil & Gas, L.P. in accordance with NDAC § 43-02-03-88.1 for an order authorizing the conversion of the LM #1 well, located in the NESE of Section 9, T.152N., R.98W., McKenzie County, ND, to a saltwater disposal well in the Dakota Group pursuant to NDAC Chapter 43-02-05 and such other relief as is appropriate.

Case No. 16456: Application of Brigham Oil & Gas, L.P. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 26 and 35, T.155N., R.103W., Squires-Bakken Pool, Williams County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16457: Application of Brigham Oil & Gas, L.P. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 25 and 36, T.155N., R.101W., Todd-Bakken Pool, Williams County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16458: Application of Brigham Oil & Gas, L.P. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 14 and 23, T.154N., R.103W., Painted Woods-Bakken Pool, Williams County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16459: Application of Brigham Oil & Gas, L.P. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 4 and 9, T.154N., R.100W., Williston-Bakken Pool, Williams County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16460: Application of Brigham Oil & Gas, L.P. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 3 and 10, T.153N., R.100W., Last Chance-Bakken Pool, Williams County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16461: Application of Brigham Oil & Gas, L.P. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 13 and 24, T.151N., R.101W., Alexander-Bakken Pool, McKenzie County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16462: Application of Brigham Oil & Gas, L.P. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 26 and 35, T.151N., R.101W., Alexander-Bakken Pool, McKenzie County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16463: Application of Brigham Oil & Gas, L.P. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 17 and 20, T.151N., R.100W., Poe-Bakken Pool and Patent Gate-Bakken Pool, McKenzie County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16464: Application of Denbury Onshore, LLC for an order amending the field rules for the Charlson-Bakken Pool, Williams and McKenzie Counties, ND, to allow the flaring of gas and unrestricted production of oil from wells not connected to a gas gathering facility until the same can be connected and such other relief as is appropriate.

Case No. 16465: Application of Denbury Onshore, LLC for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Section 4, T.149N., R.97W., Siverston-Bakken Pool, McKenzie County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16466: Application of Denbury Onshore, LLC for an order amending the field rules for the Indian Hill-Bakken Pool, Williams and McKenzie Counties, ND, to allow the flaring of gas and unrestricted production of oil from wells not connected to a gas gathering facility until the same can be connected and such other relief as is appropriate.

Case No. 16467: Application of Denbury Onshore, LLC for an order pursuant to NDAC § 43-02-03-88.1 authorizing the conversion to saltwater disposal into the Dakota Group of the Silurian Unit #56-1 well, NVSE Section 16, T.153N., R.95W.,

Charlson Field, McKenzie County, ND, pursuant to NDAC Chapter 43-02-05 and such other relief as is appropriate.

Case No. 16468: Application of Continental Resources, Inc. for an order amending the field rules for the Indian Hill-Bakken Pool, Williams and McKenzie Counties, ND, to allow the flaring of gas and unrestricted production of oil from wells not connected to a gas gathering facility until the same can be connected and such other relief as is appropriate.

Case No. 16469: In the matter of the petition for a risk penalty of Continental Resources, Inc. requesting an order authorizing the recovery of a risk penalty from certain non-participating owners, as provided by NDCC § 38-08-08 in the drilling and completing of the Shafer #1-21H well located in a spacing unit described as Sections 16 and 21, T.151N., R.97W., Elidah-Bakken Pool, McKenzie County, ND, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 16470: In the matter of the petition for a risk penalty of Continental Resources, Inc. requesting an order authorizing the recovery of a risk penalty from certain non-participating owners, as provided by NDCC § 38-08-08 in the drilling and completing of the Barney #1-29H well located in a spacing unit described as Sections 29 and 32, T.155N., R.98W., Brooklyn-Bakken Pool, Williams County, ND, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 16471: Application of Continental Resources, Inc. for an order authorizing the drilling, completing and producing of a total of not more than four wells on a 1280-acre spacing unit described as Sections 29 and 32, T.153N., R.93W., Elm Tree-Bakken Pool, Mountrail and McKenzie Counties, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 16472: Application of Continental Resources, Inc. for an order amending the field rules for the Bell-Bakken Pool, Stark County, ND, to allow the flaring of gas and unrestricted production of oil from wells not connected to a gas gathering facility until the same can be connected and such other relief as is appropriate.

Case No. 16473: Application of Continental Resources, Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 6 and 7, T.160N., R.97W., Wildrose-Bakken Pool, Divide County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16474: Application of Continental Resources, Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 17 and 20, T.160N., R.97W., Wildrose-Bakken Pool, Divide County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16475: Application of Continental Resources, Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 6, T.160N., R.94W., Stoneview-Bakken Pool, Burke County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16476: Application of Continental Resources, Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 5 and 8, T.151N., R.100W., Poe and Sakakwea-Bakken Pools, McKenzie County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16477: Application of Continental Resources, Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 18 and 19, T.146N., R.95W., Jim Creek-Bakken Pool, Dunn County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16478: Application of G3 Operating, LLC for an order amending the field rules for the Strandahl-Bakken Pool, Williams County, ND, to allow the flaring of gas and unrestricted production of oil from wells not connected to a gas gathering facility until the same can be connected and such other relief as is appropriate.

Case No. 16479: In the matter of the petition for a risk penalty of G3 Operating, 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 completing of the Muller #1-21-16H well located in a spacing unit described as Sections 16 and 21, T.158N., R.103W., Climax-Bakken Pool, Williams County, ND, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 16480: Application of G3 Operating, LLC pursuant to NDAC § 43-02-03-88.1 for an order authorizing the drilling of a salt water disposal well to be located in the SENW of Section 21, T.158N., R.103W., Climax Field, Williams County, ND, in the Dakota Group pursuant to NDAC Chapter 43-02-05 and such other relief as is appropriate.

Case No. 16481: Application of G3 Operating, LLC pursuant to NDAC § 43-02-03-88.1 for an order authorizing the drilling of a saltwater disposal well to be located in the SWSW of Section 1, T.157N., R.103W., Strandahl Field, Williams County, ND, in the Dakota Group pursuant to NDAC Chapter 43-02-05 and such other relief as is appropriate.

Case No. 16482: Application of Slawson Exploration Co., Inc. for an order authorizing the drilling, completing and producing of a total of not more than seven wells on a 1280-acre spacing unit described as Sections 25 and 36, T.151N., R.99W., North Tobacco Garden-Bakken Pool, McKenzie County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 16483: Application of Slawson Exploration Co., Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 25 and 36, T.151N., R.99W., North Tobacco Garden-Bakken Pool, McKenzie County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16484: Application of Slawson Exploration Co., Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 30 and 31, T.156N., R.101W., Tyrone-Bakken Pool, Williams County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16485: Application of Slawson Exploration Co., Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 25 and 36, T.154N., R.104W., Painted Woods-Bakken Pool, Williams County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16486: Application of Slawson Exploration Co., Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 25 and 36, T.153N., R.101W., Baker-Bakken Pool, McKenzie County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16487: Application of Slawson Exploration Co., Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Section 22, T.147N., R.105W., MonDak-Bakken Pool, McKenzie County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16488: Application of Slawson Exploration Co., Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Section 26, T.147N., R.105W., MonDak and/or Squaw Gap-Bakken Pools, McKenzie County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16489: Application of Slawson

Exploration Co., Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Section 27, T.147N., R.105W., MonDak and/or Squaw Gap-Bakken Pools, McKenzie County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16490: Application of Slawson Exploration Co., Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Section 34, T.147N., R.105W., MonDak and/or Squaw Gap-Bakken Pools, McKenzie County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16491: Application of Slawson Exploration Co., Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Section 35, T.147N., R.105W., MonDak and/or Squaw Gap-Bakken Pools, McKenzie County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16492: Application of Slawson Exploration Co., Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Section 10, T.144N., R.97W., Cabernet-Bakken Pool, Dunn County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16493: Application of Slawson Exploration Co., Inc. for an order amending the field rules for the Alger-Bakken Pool, Mountrail County, ND, to allow the flaring of gas and unrestricted production of oil from wells not connected to a gas gathering facility until the same can be connected and such other relief as is appropriate.

Case No. 16494: Application of Slawson Exploration Co., Inc. for an order amending the field rules for the Murphy Creek-Bakken Pool, Dunn County, ND, to allow the flaring of gas and unrestricted production of oil from wells not connected to a gas gathering facility until the same can be connected and such other relief as is appropriate.

Case No. 16495: Application of Arsenal Energy USA Inc. for an order amending the field rules for the Stanley-Bakken Pool, Mountrail County, ND, to allow the flaring of gas and unrestricted production of oil from wells not connected to a gas gathering facility until the same can be connected and such other relief as is appropriate.

Case No. 16496: In the matter of the petition for a risk penalty of Arsenal Energy USA Inc. requesting an order authorizing the recovery of a risk penalty from certain non-participating owners, as provided by NDCC § 38-08-08 in the drilling and completing of the Brenlee #100-19H well located in a spacing unit described as Section 19, T.155N., R.90W., Stanley-Bakken Pool, Mountrail County, ND, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 16497: Application of Arsenal Energy USA, Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Section 12, T.155N., R.91W., Stanley-Bakken Pool, Mountrail County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16498: Application of OXY USA Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 25 and 36, T.143N., R.95W., Murphy Creek-Bakken Pool, Dunn County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16499: Application of OXY USA Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 3 and 10, T.142N., R.95W., Murphy Creek-Bakken Pool, Dunn County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16500: Application of OXY USA Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 25 and 36, T.142N., R.95W., Murphy Creek-Bakken Pool, Dunn County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16548: Application of Zenergy, Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 30 and 31, T.151N., R.102W., Glass Bluff-Bakken Pool, McKenzie County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16549: Application of XTO Energy Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 22 and 27, T.149N., R.92W., Heart Butte-Bakken Pool, Dunn County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16550: Application of XTO Energy Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 5 and 8, T.149N., R.91W., Heart Butte-Bakken Pool, Dunn County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16551: Application of XTO Energy Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a

spacing unit described as Sections 28 and 33, T.149N., R.91W., Heart Butte-Bakken Pool, Dunn County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16552: Application of XTO Energy Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as the E/2 of Section 31, T.149N., R.91W., Heart Butte-Bakken Pool, Dunn County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16553: Application of XTO Energy Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 1 and 2, T.148N., R.92W., Heart Butte-Bakken Pool, Dunn County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16554: Application of XTO Energy Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 9 and 16, T.148N., R.92W., Heart Butte-Bakken Pool, Dunn County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16555: Application of XTO Energy Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Section 13, T.148N., R.92W., and Section 18, T.148N., R.91W., Heart Butte-Bakken Pool, Dunn County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16556: Application of XTO Energy Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 6 and 7, T.148N., R.91W., Heart Butte-Bakken Pool, Dunn County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16557: Application of XTO Energy Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 19 and 30, T.148N., R.97W., Haystack Butte-Bakken Pool, Dunn County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16558: Application of XTO Energy Inc. for an order authorizing the drilling, completing and producing of a total of not more than three wells on a 1280-acre spacing unit described as Sections 18 and 19, T.154N., R.96W., Grinnell-Bakken Pool, Williams County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 16559: Application of Triangle USA Petroleum Corp. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 29 and 32, T.151N., R.101W., Ragged Butte-Bakken Pool, McKenzie County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16560: Application of Triangle USA Petroleum Corp. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 13 and 24, T.149N., R.101W., Antelope Creek-Bakken Pool, McKenzie County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16561: Application of Samson Resources Co. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 5 and 8, T.161N., R.92W., Black Slough-Bakken Pool, Burke County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16562: Application of Samson Resources Co. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 17 and 20, T.161N., R.92W., Foothills-Bakken Pool, Burke County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16563: Application of Zavanna, LLC for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 29 and 32, T.150N., R.102W., Foreman Butte-Bakken Pool, McKenzie County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16564: Application of Zavanna, LLC for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 3 and 10, T.149N., R.102W., Foreman Butte-Bakken Pool, McKenzie County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16565: Application of Newfield Production Co. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 3 and 10, T.156N., R.99W., East Fork-Bakken Pool, Williams County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16566: Application of Newfield Production Co. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 14 and 23, T.156N., R.99W., East Fork-Bakken Pool, Williams County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16567: Application of Newfield Production Co. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 18 and 19, T.156N., R.99W., East Fork-Bakken Pool, Williams County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16568: Application of Newfield Production Co. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 26 and 35, T.156N., R.99W., East Fork-Bakken Pool, Williams County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16569: Application of Newfield Production Co. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 29 and 32, T.156N., R.99W., East Fork-Bakken Pool, Williams County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16570: Application of Newfield Production Co. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 5 and 8, T.155N., R.99W., Epping-Bakken Pool, Williams County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16571: Application of Newfield Production Co. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 6 and 7, T.155N., R.99W., Epping-Bakken Pool, Williams County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16572: Application of Newfield Production Co. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 17 and 20, T.155N., R.99W., Epping-Bakken Pool, Williams County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16573: Application of Newfield Production Co. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 18 and 19, T.155N., R.99W., Epping-Bakken Pool, Williams County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 16574: Application of Newfield Production Co. for an order authorizing the drilling, completing and producing of a total of not more than six wells on an overlapping 1280-acre spacing unit described as Sections 25 and 36, T.152N., R.97W., Westberg-Bakken Pool, McKenzie County, ND, eliminating any tool error requirements and such further and additional relief.

Case No. 16575: Application of Newfield Production Co. for an order authorizing the drilling, completing and producing of a total of not more than six wells on an overlapping 1280-acre spacing unit described as Sections 21 and 28, T.153N., R.96W., Sand Creek-Bakken Pool, McKenzie County, ND, eliminating any tool error requirements and such further and additional relief.

Case No. 15859: (Continued) Application of Newfield Production Co. for an order authorizing the drilling, completing and producing of a total of not more than seven wells on a 1280-acre spacing unit described as Sections 6 and 7, T.154N., R.100W., Williston-Bakken Pool, Williams County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 15860: (Continued) Application of Newfield Production Co. for an order authorizing the drilling, completing and producing of a total of not more than seven wells on a 1280-acre spacing unit described as Sections 1 and 12, T.155N., R.100W., Stony Creek-Bakken Pool, Williams County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 15861: (Continued) Application of Newfield Production Co. for an order authorizing the drilling, completing and producing of a total of not more than seven wells on each 1280-acre spacing unit described as Sections 5 and 8; Sections 6 and 7; Sections 14 and 23; Sections 17 and 20; and Sections 18 and 19, T.155N., R.99W., Epping-Bakken Pool, Williams County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 16576: Application of Dakota-3 E&P Co., LLC for an order authorizing the drilling, completing and producing of a total of not more than seven wells on each 1280-acre spacing unit described as Sections 13 and 24 and Sections 27 and 34, T.150N., R.94W., Spotted Horn-Bakken Pool, McKenzie County, ND, eliminating any tool error requirements and such further and additional relief.

Case No. 16577: Application of Resource Drilling, LLC for an order amending the field rules for the Clear Water-Bakken Pool (Burke and Mountrail Counties, ND) so as to allow the flaring of gas and unrestricted production of oil from wells not connected to a gas gathering facility until the same can be connected and providing such further and additional relief.

Case No. 16578: Application of Resource Drilling, LLC, pursuant to NDAC § 43-02-03-88.1 for an order authorizing the drilling of a saltwater disposal well to be located in the SW1/4 NW1/4 NW1/4 of Section 14, T.157N., R.90W., Clear Water Field, Mountrail County, ND, in the Dakota Formation pursuant to NDAC Chapter 43-02-05, and such other relief as is appropriate.

Case No. 16579: Application of ProWater Inc. pursuant to NDAC § 43-02-03-88.1 for an order authorizing the drilling of a saltwater disposal well to be located in the NENE of Section 25, T.151N., R.104W., Assiniboine Field, McKenzie County, ND, in the Dakota Formation pursuant to NDAC Chapter 43-02-05 and such other relief as is appropriate.

Case No. 16580: Application of ProWater Inc. pursuant to NDAC § 43-02-03-88.1 for an order authorizing the drilling of a saltwater disposal well to be located in the SWNE of Section 11, T.152N., R.104W., Buford Field, Williams County, ND, in the Dakota Group pursuant to NDAC Chapter 43-02-05, and such other relief as is appropriate.

Case No. 16581: Application of Missouri Basin Well Service, Inc. pursuant to NDAC § 43-02-03-88.1 for an order authorizing the conversion of the Hepler #1 SWD well, 1/k/a Hepler #31-22 well, SENW of Section 31, T.156N., R.99W., Williams County, ND, to a saltwater disposal well in the Dakota Group pursuant to NDAC Chapter 43-02-05 and such other relief as is appropriate.

Case No. 16582: Application of Frontier Venture, LLC pursuant to NDAC § 43-02-03-88.1 for an order authorizing the drilling of a saltwater disposal well to be located in the NWNW of Section 24, T.158N., R.100W., Williams County, ND, in the Dakota Formation pursuant to NDAC Chapter 43-02-05 and such other relief as is appropriate.

Signed by,
Jack Dalrymple, Governor
Chairman, ND Industrial Commission
11/24 - 607405