

BEFORE THE INDUSTRIAL COMMISSION  
OF THE STATE OF NORTH DAKOTA

CASE NO. 19357  
ORDER NO. 21660

IN THE MATTER OF A HEARING CALLED ON  
A MOTION OF THE COMMISSION TO  
CONSIDER THE APPLICATION OF BAYTEX  
ENERGY USA LTD. FOR AN ORDER  
AUTHORIZING THE DRILLING, COMPLETING,  
AND PRODUCING OF A TOTAL OF SEVEN  
WELLS ON EACH EXISTING 1280-ACRE  
SPACING UNIT DESCRIBED AS SECTIONS 6  
AND 7; 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; SECTIONS 30  
AND 31, T.162N., R.99W.; AND SECTIONS 30  
AND 31, T.162N., R.98W., AMBROSE-BAKKEN  
POOL, DIVIDE COUNTY, ND, ELIMINATING  
ANY TOOL ERROR REQUIREMENTS, 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 20th day of December, 2012.
- (2) Baytex Energy USA Limited (Baytex) provided exhibits and testimony in this matter by sworn affidavits.
- (3) Baytex made application to the Commission for an order authorizing the drilling, completing, and producing of a total of seven wells on each existing 1280-acre spacing unit described as Sections 6 and 7; 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; Sections 30 and 31, Township 162 North, Range 99 West; and Sections 30 and 31, Township 162 North, Range 98 West, Divide County, North Dakota, Ambrose-Bakken Pool, eliminating any tool error requirements, and such other relief as is appropriate.
- (4) Order No. 20561 entered in Case No. 18292, the most recent spacing order for the Ambrose-Bakken Pool, established proper spacing for the development of Zone I at one horizontal well per 640 acres, Zone II at up to three horizontal wells per 640 acres, Zone III at one horizontal

well per 800 acres, Zone IV at up to seven horizontal wells per 800 acres, Zones V and VI at one horizontal well per 1280 acres, Zone VII at up to three horizontal wells per 1280 acres, Zone VIII at up to four horizontal wells per 1280 acres, Zone IX at up to seven horizontal wells per 1280 acres, Zone X at a minimum of four horizontal wells, up to twelve horizontal wells, per 2080 acres, and Zone XI at up to thirteen horizontal wells per 2560 acres.

(5) Sections 6 and 7; 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; Sections 30 and 31, Township 162 North, Range 99 West; and Sections 30 and 31, Township 162 North, Range 98 West, Divide County, North Dakota, are currently standup 1280-acre spacing units in Zone VII in the Ambrose-Bakken Pool and comprise Zone VII in its entirety.

(6) Baytex's idealized development plan for each standup 1280-acre spacing unit described in paragraph (5) above is to drill seven horizontal wells 660 feet apart parallel to the long axis of the spacing unit alternating between middle member of the Bakken Formation and upper Three Forks Formation. Utilization of horizontal drilling technology as proposed would result in the wells being completed at a location or locations not in compliance with current applicable spacing orders for the Ambrose-Bakken Pool. The horizontal well design proposed may be preliminary and could be changed for various reasons which is permissible as long as the horizontal well design still justifies the spacing unit.

(7) Baytex requested any tool error in the directional survey equipment when calculating the bottom hole location of any horizontal lateral drilled in the spacing units be waived. The Commission enforces a policy which requires measurement inaccuracies in the directional survey equipment be considered when the angle between the horizontal lateral and the corresponding spacing unit boundary is ten degrees or less. Waiving potential tool error in the directional survey equipment when calculating the bottom hole location of any horizontal lateral in spacing units which allow multiple horizontal wells will allow said spacing units to be more efficiently developed.

(8) Baytex estimates the additional oil and gas to be recovered by each additional well will pay for the cost of drilling and completing the well and yield a profit, hence, each additional well will be economic.

(9) There were no objections to this application.

(10) If Baytex's activities are successful, greater ultimate recovery of oil and gas from the pool will be achieved which will prevent waste and the drilling of unnecessary wells in a manner which will not have a detrimental effect on correlative rights.

(11) In order to prevent waste, avoid the drilling of unnecessary wells, and protect correlative rights, this application should be approved.

IT IS THEREFORE ORDERED:

(1) Sections 6 and 7; 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; Sections 30 and 31, Township 162 North, Range 99 West; and Sections 30 and 31, Township 162 North, Range 98

West, Divide County, North Dakota, are hereby established as standup 1280-acre spacing units for the exclusive purpose of drilling up to seven horizontal wells within each said spacing unit within the Ambrose-Bakken Pool and Zone VII is hereby redefined to include said spacing units. Existing and future vertical and directional wells drilled within the spacing units herein established shall not be subject to this order.

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

(3) Provisions established herein for the Ambrose-Bakken Pool are for the exclusive purpose of drilling horizontal wells. Existing and future vertical and directional wells drilled within the area defined in paragraph (4) below shall not be subject to this order.

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

TOWNSHIP 164 NORTH, RANGE 99 WEST, 5TH PM  
ALL OF SECTIONS 25, 26, 27, 28, 29, 32, 33, 34, 35 AND 36,

TOWNSHIP 164 NORTH, RANGE 98 WEST, 5TH PM  
ALL OF SECTIONS 30 AND 31,

TOWNSHIP 163 NORTH, RANGE 99 WEST, 5TH PM  
ALL OF SECTIONS 1, 2, 3, 4, 5, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35 AND 36,

TOWNSHIP 163 NORTH, RANGE 98 WEST, 5TH PM  
ALL OF SECTIONS 6, 7, 18, 19, 30 AND 31,

TOWNSHIP 162 NORTH, RANGE 99 WEST, 5TH PM  
ALL OF SECTIONS 1 THROUGH 36, INCLUSIVE,

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

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

ZONE I (640H)

TOWNSHIP 163 NORTH, RANGE 99 WEST, 5TH PM  
ALL OF SECTIONS 26, 27, 34 AND 35,

TOWNSHIP 163 NORTH, RANGE 98 WEST, 5TH PM  
ALL OF SECTIONS 30 AND 31,

TOWNSHIP 162 NORTH, RANGE 99 WEST, 5TH PM  
ALL OF SECTIONS 2, 3, 10, 11, 13, 14, 15, 22, 23, 24, 25 AND 36.

ZONE II (3/640H)

TOWNSHIP 162 NORTH, RANGE 99 WEST, 5TH PM  
ALL OF SECTIONS 4, 5, 8 AND 9.

ZONE III (800H-STANDUP)

TOWNSHIP 164 NORTH, RANGE 99 WEST, 5TH PM  
ALL OF SECTIONS 25, 26, 27, 28, 29, 32, 33, 34, 35 AND 36.

ZONE IV (7/800H-STANDUP)

TOWNSHIP 164 NORTH, RANGE 98 WEST, 5TH PM  
ALL OF SECTIONS 30 AND 31.

ZONE V (1280H-STANDUP)

TOWNSHIP 163 NORTH, RANGE 99 WEST, 5TH PM  
ALL OF SECTIONS 1, 2, 3, 4, 5, 8, 9, 10, 11, 12, 13, 14, 23, 24, 25 AND 36.

ZONE VI (1280H-LAYDOWN-OVERLAPPING 640S)

TOWNSHIP 162 NORTH, RANGE 99 WEST, 5TH PM  
ALL OF SECTIONS 4 AND 5.

ZONE VII (7/1280H-STANDUP)

TOWNSHIP 163 NORTH, RANGE 99 WEST, 5TH PM  
ALL OF SECTIONS 15, 16, 17, 20, 21, 22, 28, 29, 30, 31, 32 AND 33,

TOWNSHIP 163 NORTH, RANGE 98 WEST, 5TH PM  
ALL OF SECTIONS 6, 7, 18 AND 19,

TOWNSHIP 162 NORTH, RANGE 99 WEST, 5TH PM  
ALL OF SECTIONS 1, 6, 7, 12, 16, 17, 18, 19, 20, 21, 26, 27, 28, 29, 30, 31, 32, 33, 34 AND 35,

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

ZONE VIII (4-12/2080H-STANDUP)

TOWNSHIP 164 NORTH, RANGE 99 WEST, 5TH PM  
ALL OF SECTIONS 25, 26, 27, 28, 29, 32, 33, 34, 35 AND 36,

TOWNSHIP 163 NORTH, RANGE 99 WEST, 5TH PM  
ALL OF SECTIONS 1, 2, 3, 4, 5, 8, 9, 10, 11 AND 12.

ZONE IX (2560H)

TOWNSHIP 163 NORTH, RANGE 100 WEST, 5TH PM  
ALL OF SECTIONS 25\* AND 36\*,

TOWNSHIP 163 NORTH, RANGE 99 WEST, 5TH PM  
ALL OF SECTIONS 16, 17, 18\*, 19\*, 20, 21, 28, 29, 30, 31, 32 AND 33.

\*Sections 25, 36, 18, and 19 are within the West Ambrose Field.

ZONE X (13/2560H-STANDUP)

TOWNSHIP 163 NORTH, RANGE 99 WEST, 5TH PM  
ALL OF SECTIONS 13, 14, 23, 24, 25, 26, 35 AND 36.

(6) The Ambrose-Bakken Pool is hereby defined as that accumulation of oil and gas found in the interval from 50 feet above the top of the Bakken Formation to 100 feet below the top of the Three Forks Formation within the limits of the field as set forth above, with an exception as noted in Zone IX below.

(7) The proper spacing for the development of Zone I in the Ambrose-Bakken Pool is hereby set at one horizontal well per 640-acre spacing unit.

(8) All portions of the well bore not isolated by cement of any horizontal well in Zone I in the Ambrose-Bakken Pool shall be no closer than 500 feet to the boundary of the spacing unit the lateral is most nearly parallel to and 200 feet to the boundary of the spacing unit the lateral is most nearly perpendicular to. Measurement inaccuracies in the directional survey equipment need not be considered except when deemed necessary by the Director.

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

(10) Sections 14, 23, 26, and 35, Township 163 North, Range 99 West, Divide County, North Dakota, are also designated a standup 2560-acre spacing unit in Zone X in the Ambrose-Bakken Pool.

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

(12) The proper spacing for the development of Zone II in the Ambrose-Bakken Pool is hereby set at up to three horizontal wells per 640-acre spacing unit.

(13) All portions of the well bore not isolated by cement of any horizontal well in Zone II in the Ambrose-Bakken Pool shall be no closer than 500 feet to the boundary of the spacing unit the

lateral is most nearly parallel to and 200 feet to the boundary of the spacing unit the lateral is most nearly perpendicular to. Measurement inaccuracies in the directional survey equipment when calculating the bottom hole location in a horizontal well need not be considered.

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

(15) Sections 4 and 5, Township 162 North, Range 99 West, Divide County, North Dakota, are also designated a laydown 1280-acre spacing unit in Zone VI in the Ambrose-Bakken Pool.

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

(17) The proper spacing for the development of Zone III in the Ambrose-Bakken Pool is hereby set at one horizontal well per standup 800-acre spacing unit.

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

(19) Sections 25 and 36; Sections 26 and 35; Sections 27 and 34; Sections 28 and 33; and Sections 29 and 32, Township 164 North, Range 99 West, Divide County, North Dakota, are hereby designated standup 800-acre spacing units in Zone III in the Ambrose-Bakken Pool.

(20) Spacing units hereafter created in Zone III in the Ambrose-Bakken Pool shall be standup spacing units designated by the Commission.

(21) Sections 25 and 36, Township 164 North, Range 99 West and Sections 1 and 12, Township 163 North, Range 99 West; Sections 26 and 35, Township 164 North, Range 99 West and Sections 2 and 11, Township 163 North, Range 99 West; Sections 27 and 34, Township 164 North, Range 99 West and Sections 3 and 10, Township 163 North, Range 99 West; Sections 28 and 33, Township 164 North, Range 99 West and Sections 4 and 9, Township 163 North, Range 99 West; and Sections 29 and 32, Township 164 North, Range 99 West and Sections 5 and 8, Township 163 North, Range 99 West, Divide County, North Dakota, are also designated standup 2080-acre spacing units in Zone VIII in the Ambrose-Bakken Pool.

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

(23) The proper spacing for the development of Zone IV in the Ambrose-Bakken Pool is hereby set at up to seven horizontal wells per standup 800-acre spacing unit.

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

(25) Sections 30 and 31, Township 164 North, Range 98 West, Divide County, North Dakota, are hereby designated a standup 800-acre spacing unit in Zone IV in the Ambrose-Bakken Pool.

(26) Spacing units hereafter created in Zone IV in the Ambrose-Bakken Pool shall be standup spacing units designated by the Commission.

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

(28) The proper spacing for the development of Zone V in the Ambrose-Bakken Pool is hereby set at one horizontal well per standup 1280-acre spacing unit.

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

(30) Sections 1 and 12; Sections 2 and 11; Sections 3 and 10; Sections 4 and 9; Sections 5 and 8; Sections 13 and 24; Sections 14 and 23; and Sections 25 and 36, Township 163 North, Range 99 West, Divide County, North Dakota, are hereby designated standup 1280-acre spacing units in Zone V in the Ambrose-Bakken Pool.

(31) Spacing units hereafter created in Zone V in the Ambrose-Bakken Pool shall be standup spacing units consisting of two adjacent governmental sections.

(32) Sections 25 and 36, Township 164 North, Range 99 West and Sections 1 and 12, Township 163 North, Range 99 West; Sections 26 and 35, Township 164 North, Range 99 West and Sections 2 and 11, Township 163 North, Range 99 West; Sections 27 and 34, Township 164 North, Range 99 West and Sections 3 and 10, Township 163 North, Range 99 West; Sections 28 and 33, Township 164 North, Range 99 West and Sections 4 and 9, Township 163 North, Range 99 West; and Sections 29 and 32, Township 164 North, Range 99 West and Sections 5 and 8, Township 163 North, Range 99 West, Divide County, North Dakota, are also designated standup 2080-acre spacing units in Zone VIII in the Ambrose-Bakken Pool.

(33) Sections 13, 24, 25, and 36; and Sections 14, 23, 26, and 35, Township 163 North, Range 99 West, Divide County, North Dakota, are also designated standup 2560-acre spacing units in Zone X in the Ambrose-Bakken Pool.

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

(35) The proper spacing for the development of Zone VI in the Ambrose-Bakken Pool is hereby set at one horizontal well per laydown 1280-acre spacing unit.

(36) All portions of the well bore not isolated by cement of any horizontal well in Zone VI in the Ambrose-Bakken Pool shall be no closer than 500 feet to the east or west boundary and 200 feet

to the north or south boundary of the spacing unit. Measurement inaccuracies in the directional survey equipment need not be considered except when deemed necessary by the Director.

(37) Sections 4 and 5, Township 162 North, Range 99 West, Divide County, North Dakota, are hereby designated a laydown 1280-acre spacing unit in Zone VI in the Ambrose-Bakken Pool.

(38) Spacing units hereafter created in Zone VI in the Ambrose-Bakken Pool shall be laydown spacing units consisting of two adjacent governmental sections which overlap 640-acre spacing units.

(39) Section 4; and Section 5, Township 162 North, Range 99 West, Divide County, North Dakota, are also designated 640-acre spacing units in Zone II in the Ambrose-Bakken Pool.

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

(41) The proper spacing for the development of Zone VII in the Ambrose-Bakken Pool is hereby set at up to seven horizontal wells per standup 1280-acre spacing unit.

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

(43) Sections 15 and 22; Sections 16 and 21; Sections 17 and 20; Sections 28 and 33; Sections 29 and 32; Sections 30 and 31, Township 163 North, Range 99 West; Sections 6 and 7; Sections 18 and 19, Township 163 North, Range 98 West; Sections 1 and 12; Sections 6 and 7; 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; Sections 30 and 31, Township 162 North, Range 99 West; Sections 6 and 7; Sections 18 and 19; and Sections 30 and 31, Township 162 North, Range 98 West, Divide County, North Dakota, are hereby designated standup 1280-acre spacing units in Zone VII in the Ambrose-Bakken Pool.

(44) Spacing units hereafter created in Zone VII in the Ambrose-Bakken Pool shall be standup spacing units consisting of two adjacent governmental sections.

(45) Sections 16, 17, 20, and 21; Sections 17, 18\*, 19\*, and 20; Sections 28, 29, 32, and 33; Sections 29, 30, 31, and 32, Township 163 North, Range 99 West; and Sections 25\* and 36\*, Township 163 North, Range 100 West and Sections 30 and 31, Township 163 North, Range 99 West, Divide County, North Dakota, are also designated 2560-acre spacing units in Zone IX in the Ambrose-Bakken Pool.

\*Sections 18, 19, 25, and 36 are within the West Ambrose Field.

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



(47) The proper spacing for the development of Zone VIII in the Ambrose-Bakken Pool is hereby set at a minimum of four horizontal wells, up to twelve horizontal wells, per standup 2080-acre spacing unit.

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

(49) Sections 25 and 36, Township 164 North, Range 99 West and Sections 1 and 12, Township 163 North, Range 99 West; Sections 26 and 35, Township 164 North, Range 99 West and Sections 2 and 11, Township 163 North, Range 99 West; Sections 27 and 34, Township 164 North, Range 99 West and Sections 3 and 10, Township 163 North, Range 99 West; Sections 28 and 33, Township 164 North, Range 99 West and Sections 4 and 9, Township 163 North, Range 99 West; and Sections 29 and 32, Township 164 North, Range 99 West and Sections 5 and 8, Township 163 North, Range 99 West, Divide County, North Dakota, are hereby designated standup 2080-acre spacing units in Zone VIII in the Ambrose-Bakken Pool.

(50) A mirror offset horizontal well to the Le Mans #11-2-163-99H well (File No. 20341) shall be drilled and completed in the standup 800-acre spacing unit described as Sections 26 and 35, Township 164 North, Range 99 West; Divide County, North Dakota; a mirror offset horizontal well to the Biscayne #0310-04TFH well (File No. 21363) shall be drilled and completed in the standup 800-acre spacing unit described as Sections 27 and 34, Township 164 North, Range 99 West; Divide County, North Dakota; a mirror offset horizontal well to the Skyline #4-9-163-99H well (File No. 20646) shall be drilled and completed in the standup 800-acre spacing unit described as Sections 28 and 33, Township 164 North, Range 99 West; Divide County, North Dakota; and a mirror offset horizontal well to the Thomte #8-5-163-99H well (File No. 20837) shall be drilled and completed in the standup 800-acre spacing unit described as Sections 29 and 32, Township 164 North, Range 99 West, Divide County, North Dakota, within twelve months of completing the first horizontal well in each respective standup 2080-acre spacing unit. A minimum of four horizontal wells shall be drilled and completed within each proposed standup 2080-acre spacing unit within twenty-four months from when the first horizontal well is completed in each respective standup 2080-acre spacing unit. If these conditions are not met, the Commission shall schedule the matter for consideration to reduce the size of the spacing unit.

(51) Spacing units hereafter created in Zone VIII in the Ambrose-Bakken Pool shall be standup spacing units designated by the Commission.

(52) Sections 25 and 36; Sections 26 and 35; Sections 27 and 34; Sections 28 and 33; and Sections 29 and 32, Township 164 North, Range 99 West, Divide County, North Dakota, are also designated standup 800-acre spacing units in Zone III in the Ambrose-Bakken Pool.

(53) Sections 1 and 12; Sections 2 and 11; Sections 3 and 10; Sections 4 and 9; and Sections 5 and 8, Township 163 North, Range 99 West, Divide County, North Dakota, are also designated standup 1280-acre spacing units in Zone V in the Ambrose-Bakken Pool.

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

(55) The proper spacing for the development of Zone IX in the Ambrose-Bakken Pool is hereby set at one horizontal well per 2560-acre spacing unit.

(56) All portions of the well bore not isolated by cement of any horizontal well in Zone IX in the Ambrose-Bakken Pool shall be located approximately down the north-south axis and no closer than 200 feet to the north or south boundary of the spacing unit. Measurement inaccuracies in the directional survey equipment need not be considered except when deemed necessary by the Director.

(57) The Ambrose-Bakken Pool in Zone IX is hereby defined as that accumulation of oil and gas found in the interval from the base of the Bakken Formation to 100 feet below the top of the Three Forks Formation.

(58) Sections 16, 17, 20, and 21; Sections 17, 18\*, 19\*, and 20; Sections 28, 29, 32, and 33; Sections 29, 30, 31, and 32, Township 163 North, Range 99 West; and Sections 25\* and 36\*, Township 163 North, Range 100 West and Sections 30 and 31, Township 163 North, Range 99 West, Divide County, North Dakota, are hereby designated 2560-acre spacing units in Zone IX in the Ambrose-Bakken Pool.

\*Sections 18, 19, 25, and 36 are within the West Ambrose Field.

(59) Spacing units hereafter created in Zone IX in the Ambrose-Bakken Pool shall consist of four adjacent governmental sections designated by the Commission.

(60) Sections 16 and 21; Sections 17 and 20; Sections 28 and 33; Sections 29 and 32; and Sections 30 and 31, Township 163 North, Range 99 West, Divide County, North Dakota, are also designated standup 1280-acre spacing units in Zone VII in the Ambrose-Bakken Pool.

(61) Sections 25 and 36, Township 163 North, Range 100 West; and Sections 18 and 19, Township 163 North, Range 99 West, Divide County, North Dakota, are also designated standup 1280-acre spacing units in the West Ambrose-Bakken Pool.

(62) Sections 25, 26, 35, and 36, Township 163 North, Range 100 West; and Sections 13 and 24, Township 163 North, Range 100 West and Sections 18 and 19, Township 163 North, Range 99 West, Divide County, North Dakota, are also designated 2560-acre spacing units in the West Ambrose-Bakken Pool.

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

(64) The proper spacing for the development of Zone X in the Ambrose-Bakken Pool is hereby set at up to thirteen horizontal wells per standup 2560-acre spacing unit.

(65) All portions of the well bore not isolated by cement of any horizontal well in Zone X in the Ambrose-Bakken Pool shall be no closer than 500 feet to the east or west boundary and 200 feet

to the north or south boundary of the spacing unit. Measurement inaccuracies in the directional survey equipment when calculating the bottom hole location in a horizontal well need not be considered.

(66) Sections 13, 24, 25, and 36; and Sections 14, 23, 26, and 35, Township 163 North, Range 99 West, Divide County, North Dakota, are hereby designated standup 2560-acre spacing units in Zone X in the Ambrose-Bakken Pool.

(67) Spacing units hereafter created in Zone X in the Ambrose-Bakken Pool shall be standup spacing units consisting of four adjacent governmental sections.

(68) Section 26; and Section 35, Township 163 North, Range 99 West, Divide County, North Dakota, are also designated 640-acre spacing units in Zone I in the Ambrose-Bakken Pool.

(69) Sections 13 and 24; Sections 14 and 23; and Sections 25 and 36, Township 163 North, Range 99 West, Divide County, North Dakota, are also designated standup 1280-acre spacing units in Zone V in the Ambrose-Bakken Pool.

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

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

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

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

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

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

(a) The surface casing shall consist of new or reconditioned pipe that has been previously tested to 1000 pounds per square inch. The casing shall be set and cemented at a point not less than 50 feet below the base of the Fox Hills Formation. Sufficient cement shall be used to fill the annular space outside the pipe to the surface of the ground, or the bottom of the cellar, and sufficient scratchers and centralizers shall be used to assure a good cement job. Cement shall be allowed to stand a minimum of 12 hours before drilling the plug or initiating tests. The quality of cement shall conform to the standards provided under NDAC Section 43-02-03-21. After cementing, the casing shall be tested by application of pump pressure of at least 1500 pounds per square inch. If, at the end of 30 minutes this pressure has dropped 150 pounds per square inch or more, the casing shall be repaired. Thereafter, the casing shall again be tested in the same manner. Further work shall not proceed until a satisfactory test has been obtained;

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

(c) All well-head fittings and connections shall have a working pressure in excess of that to which they are expected to be subjected; and,

(d) All wells shall be equipped with tubing; a tubing packer must also be utilized in flowing wells unless a waiver is obtained from the Director after demonstrating the casing will not be subjected to excessive pressure or corrosion; all tubing shall be of sufficient internal diameter to allow the passage of a bottom hole pressure gauge for the purpose of obtaining bottom hole pressure measurements.

(76) The gas-oil ratio of all wells not connected to a gas gathering system shall be measured annually during the month of May. The reservoir pressure shall be measured in any well completed in the Ambrose-Bakken Pool if deemed necessary by the Director. Drill stem test pressures are acceptable for determining reservoir pressure. Pressure measurements shall be made at or adjusted to a subsea datum of 5740 feet. All gas-oil ratio and reservoir pressure determinations shall be made by methods approved by the Director and reported to the Director within 15 days following the end of the month in which they are determined. The Director is authorized to waive these requirements if the necessity therefore can be demonstrated to his satisfaction. All additional gas-oil ratio and reservoir pressure determinations conducted on any well, but not specially required herein, shall be reported to the Director within 15 days following the end of the month in which they are determined.

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

(78) All wells in the Ambrose-Bakken Pool shall be allowed to produce at a maximum efficient rate through September 30, 2013.

(79) After September 30, 2013, all wells in the Ambrose-Bakken Pool shall be allowed to produce at a maximum efficient rate for a period of 60 days commencing on the first day oil is produced through well-head equipment into tanks from the ultimate producing interval after casing has been run; after that, oil production from such wells shall not exceed an average of 200 barrels per day for a period of 60 days; after that, oil production from such wells shall not exceed an average of 150 barrels per day for a period of 60 days, thereafter, oil production from such wells shall not exceed an average of 100 barrels of oil per day; if and when such wells are connected to a gas gathering and processing facility the foregoing restrictions shall be removed, and the wells shall be allowed to produce at a maximum efficient rate. The Director is authorized to issue an administrative order allowing unrestricted production at a maximum efficient rate for a period not to exceed 120 days, commencing on the first day oil is produced through well-head equipment into tanks from the ultimate producing interval after casing has been run, if the necessity therefor can be demonstrated to his satisfaction.

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

(81) This order shall cover all of the Ambrose-Bakken Pool, common source of supply of crude oil and/or natural gas as herein defined, and continues in full force and effect until further order of the Commission or until the last well in the pool has been plugged and abandoned.

Dated this 5th day of July, 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

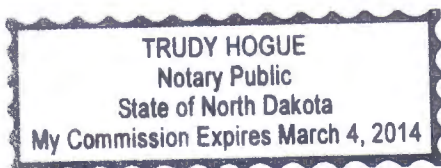
I, Belinda Dickson, being duly sworn upon oath, depose and say: That on the 19th day of July, 2013 enclosed in separate envelopes true and correct copies of the attached Order No. 21660 of the North Dakota Industrial Commission, and deposited the same with the United States Postal Service in Bismarck, North Dakota, with postage thereon fully paid, directed to the following persons by the Industrial Commission in Case No. 19357:

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

Belinda Dickson

Belinda Dickson  
Oil & Gas Division

On this 19th of July, 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

# Fredrikson

& BYRON, P.A.

December 14, 2012



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

**RE: Baytex Energy USA Ltd.  
NDIC CASE NO. 19357**

Dear Mr. Hicks:

Please find enclosed herewith pre-filed exhibits and affidavits with regard to the above-captioned increase density hearing, scheduled to be heard on December 20, 2012.

Should you have any questions, please advise.

Sincerely,

LAWRENCE BENDER

LB/leo

Enclosure

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

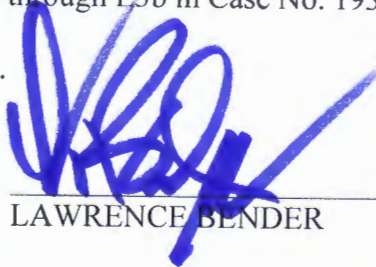
# AFFIDAVIT OF LAWRENCE BENDER

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

Lawrence Bender, being first duly sworn, deposes and states as follows:


- (1) That I am an officer and shareholder with the firm of Fredrikson & Byron, P. A., P.O. Box 1855, Bismarck, North Dakota, attorneys of record for Baytex Energy USA Ltd., in Case No. 19357.
- (2) That I have reviewed the Affidavit of Lee Zink in Case No. 19357;
- (3) That I have reviewed the Affidavit of William Benjamin Metz in Case No. 19357;
- (4) That I have reviewed the Affidavit of Mark LaCroix in Case No. 19357; and
- (5) That I have reviewed Exhibits L1 through E3b in Case No. 19357.

DATED this 14<sup>th</sup> day of December, 2012.

  
\_\_\_\_\_  
LAWRENCE BENDER

Subscribed and sworn to before me this 14<sup>th</sup> day of December, 2012.



  
\_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_

5287385\_1.doc





**AFFIDAVIT OF LEE ZINK**

STATE OF NORTH DAKOTA        )  
  ) ss  
COUNTY OF BURLEIGH        )

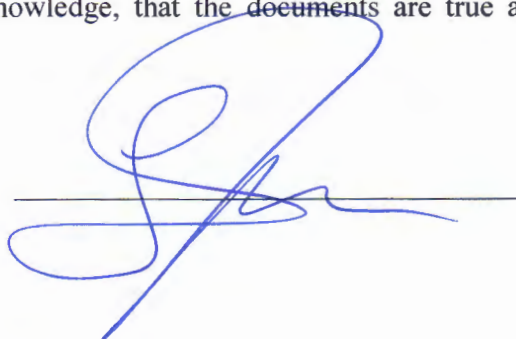
Case No. 19357

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

1.       That I am a Landman and possess the professional qualifications and experience to serve as an expert witness on behalf of Baytex Energy USA Ltd., 600 17<sup>th</sup> Street Suite 1600 S. Denver, CO 80202, and have testified before the North Dakota Industrial Commission on numerous occasions.

2.       That I supervised preparation of and reviewed all documents pertaining to Exhibits L1 through L3 in Case No. 19357.

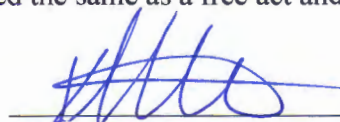
3.       That I certify, to the best of my knowledge, that the documents are true and correct.



STATE OF COLORADO        )  
  ) ss  
COUNTY OF DENVER        )

On the 13<sup>th</sup> day of December, 2012, Lee Zink, Landman of Baytex Energy USA Ltd., known to me to be the person described in and who executed the foregoing instrument, personally appeared before me and acknowledged that he executed the same as a free act and deed.



  
\_\_\_\_\_  
Notary Public  
My Commission Expires: 12/15/13



**AFFIDAVIT OF WILLIAM BENJAMIN METZ**

STATE OF NORTH DAKOTA       )  
  ) ss  
COUNTY OF BURLEIGH       )


Case No. 19357

William Benjamin Metz, being first duly sworn, deposes and states as follows:

1.       That I am a Geologist and possess the professional qualifications and experience to serve as an expert witness on behalf of Baytex Energy USA Ltd., 600 17<sup>th</sup> Street Suite 1600 S. Denver, CO 80202, and have testified before the North Dakota Industrial Commission on numerous occasions.

2.       That I supervised preparation of and reviewed all documents pertaining to Exhibits G1 through G3 in Case No. 19357.

3.       That I certify, to the best of my knowledge, that the documents are true and correct.



STATE OF COLORADO       )  
  ) ss  
COUNTY OF DENVER       )

On the 13<sup>th</sup> day of December, 2012, William Benjamin Metz, Geologist of Baytex Energy USA Ltd., known to me to be the person described in and who executed the foregoing instrument, personally appeared before me and acknowledged that he executed the same as a free act and deed.



  
\_\_\_\_\_  
Notary Public  
My Commission Expires: 12/15/13



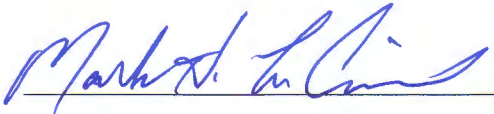
**AFFIDAVIT OF MARK LACROIX**

STATE OF NORTH DAKOTA       )  
  ) ss  
COUNTY OF BURLEIGH       )

Case No. 19357

Mark LaCroix, being first duly sworn, deposes and states as follows:

1. That I am a Senior Reservoir Evaluation Engineer and possess the professional qualifications and experience to serve as an expert witness on behalf of Baytex Energy USA Ltd., 600 17<sup>th</sup> Street Suite 1600 S, Denver, CO 80202.
2. That I supervised preparation of and reviewed all documents pertaining to Exhibits E1 through E3 in Case No. 19357.
3. That I certify, to the best of my knowledge, that the documents are true and correct.

  
\_\_\_\_\_

STATE OF COLORADO       )  
  ) ss  
COUNTY OF DENVER       )

On the 13<sup>th</sup> day of December, 2012, Mark LaCroix, Senior Reservoir Evaluation Engineer of Baytex Energy USA Ltd., known to me to be the person described in and who executed the foregoing instrument, personally appeared before me and acknowledged that he executed the same as a free act and deed.



  
\_\_\_\_\_  
Notary Public  
My Commission Expires: 12/15/13







**CASE NO. 19357**

**Application of Baytex Energy USA Ltd. for an order authorizing the drilling, completing and producing of a total of seven wells on each 1280-acre spacing unit described as Sections 6 and 7; Sections 16 and 21; and Sections 17 and 20; Sections 18 and 19; Sections 26 and 35; Sections 27 and 34; Sections 28 and 33; Sections 29 and 32; Sections 30 and 31; T.162N., R.99W., and Sections 30 and 31; T.162N., R.98W., Ambrose-Bakken Pool, Divide County, ND**

**Divide County, North Dakota**

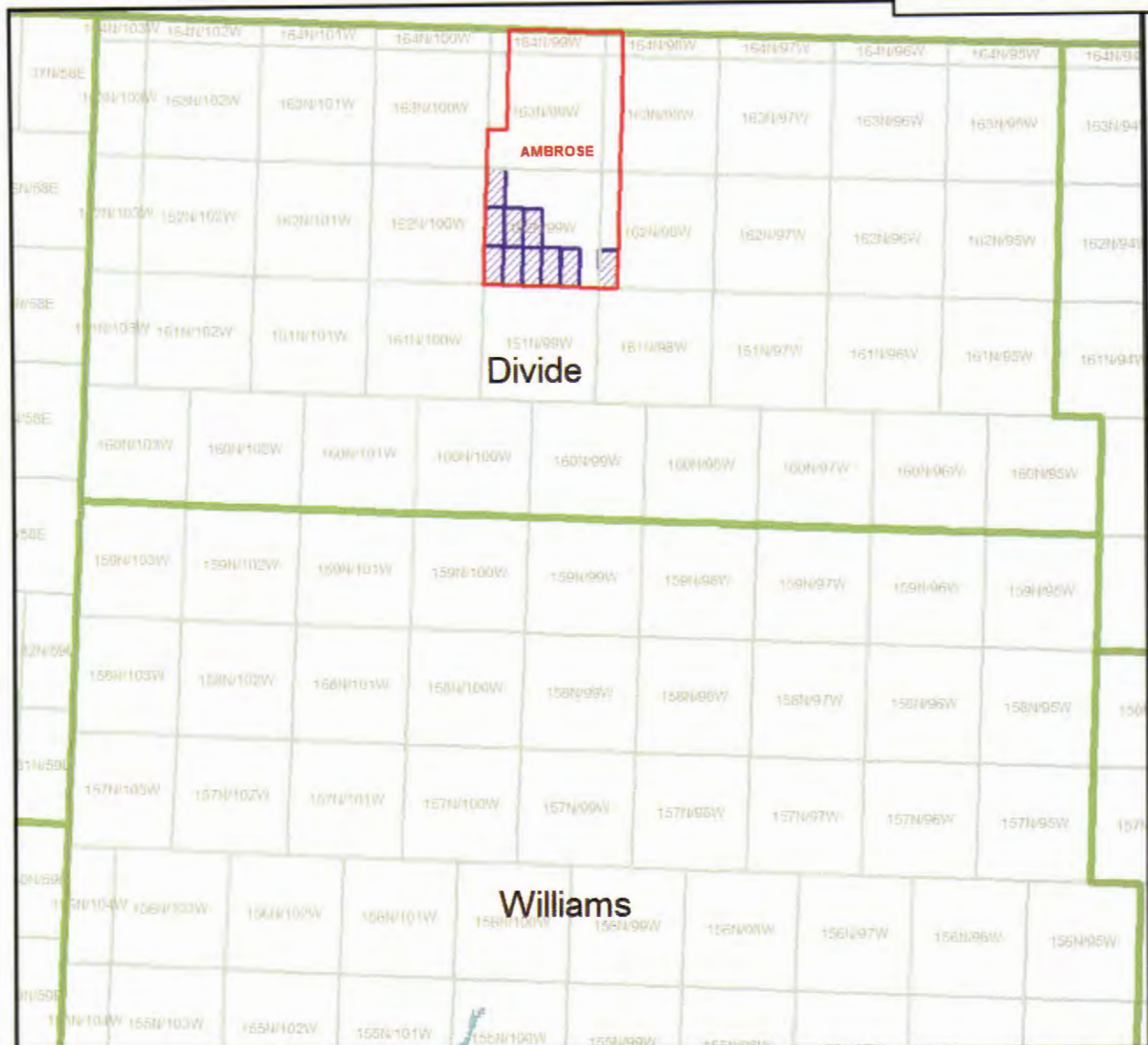
Application  
For  
Increased  
Density



**Before the  
Oil & Gas Division  
of the  
Industrial Commission  
of the  
State of North Dakota  
December 20, 2012**

Case # 19357

Exhibit: L1



6.0 0 12.0  
MILES

 Baytex Operated 1280 Drilling Units Requesting Increase Density

 Existing Ambrose-Bakken Pool Limits

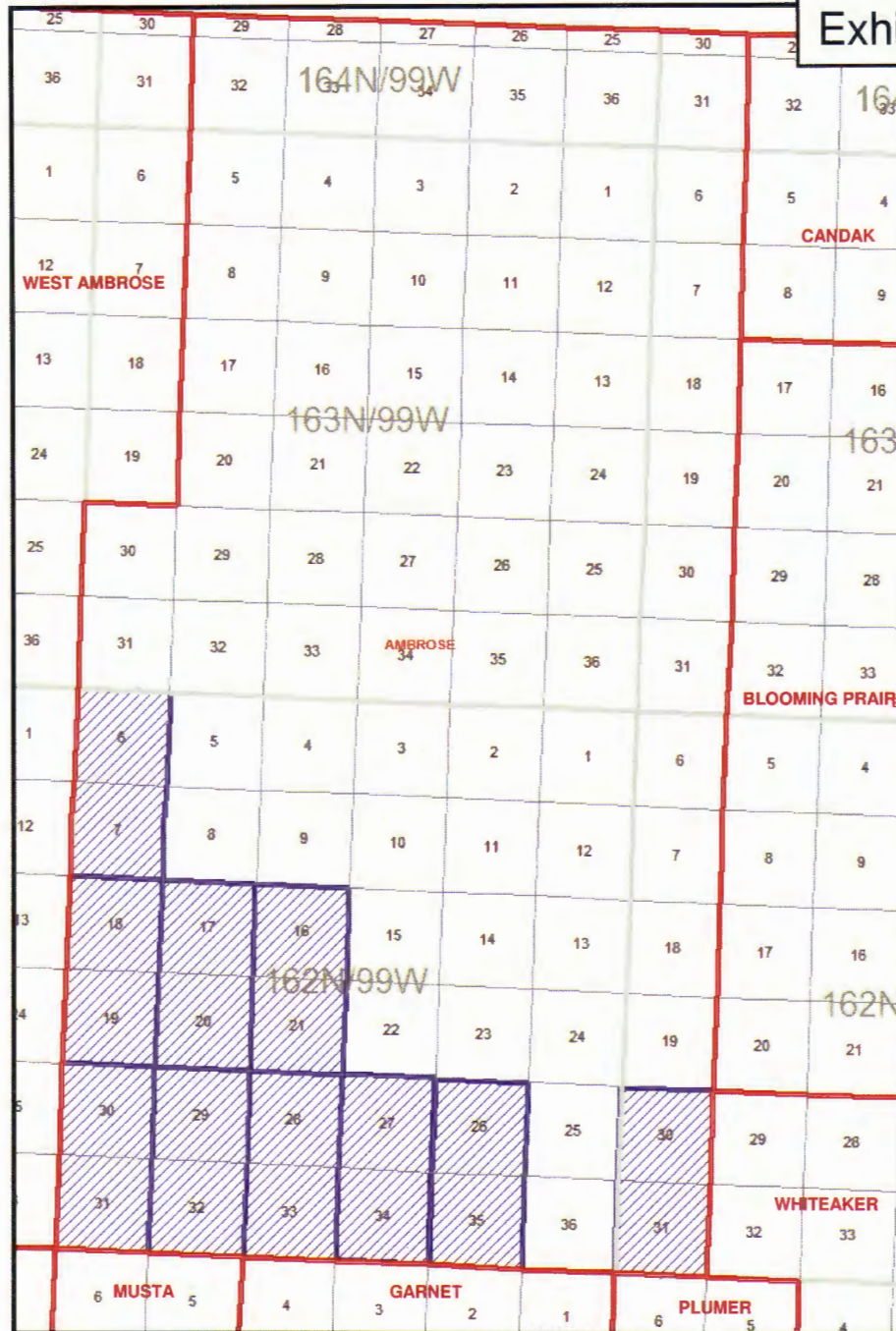
**BAYTEX**  
ENERGY USA LTD.


Locator Map  
Ambrose-Bakken Pool

Author WBM		12-12-2012

Case # 19357

Exhibit: L2



 Baytex Operated 1280 Drilling Units Requesting Increase Density

 Existing Ambrose-Bakken Pool Limits

**BAYTEX**  
ENERGY USA LTD.

Ambrose - Bakken Pool

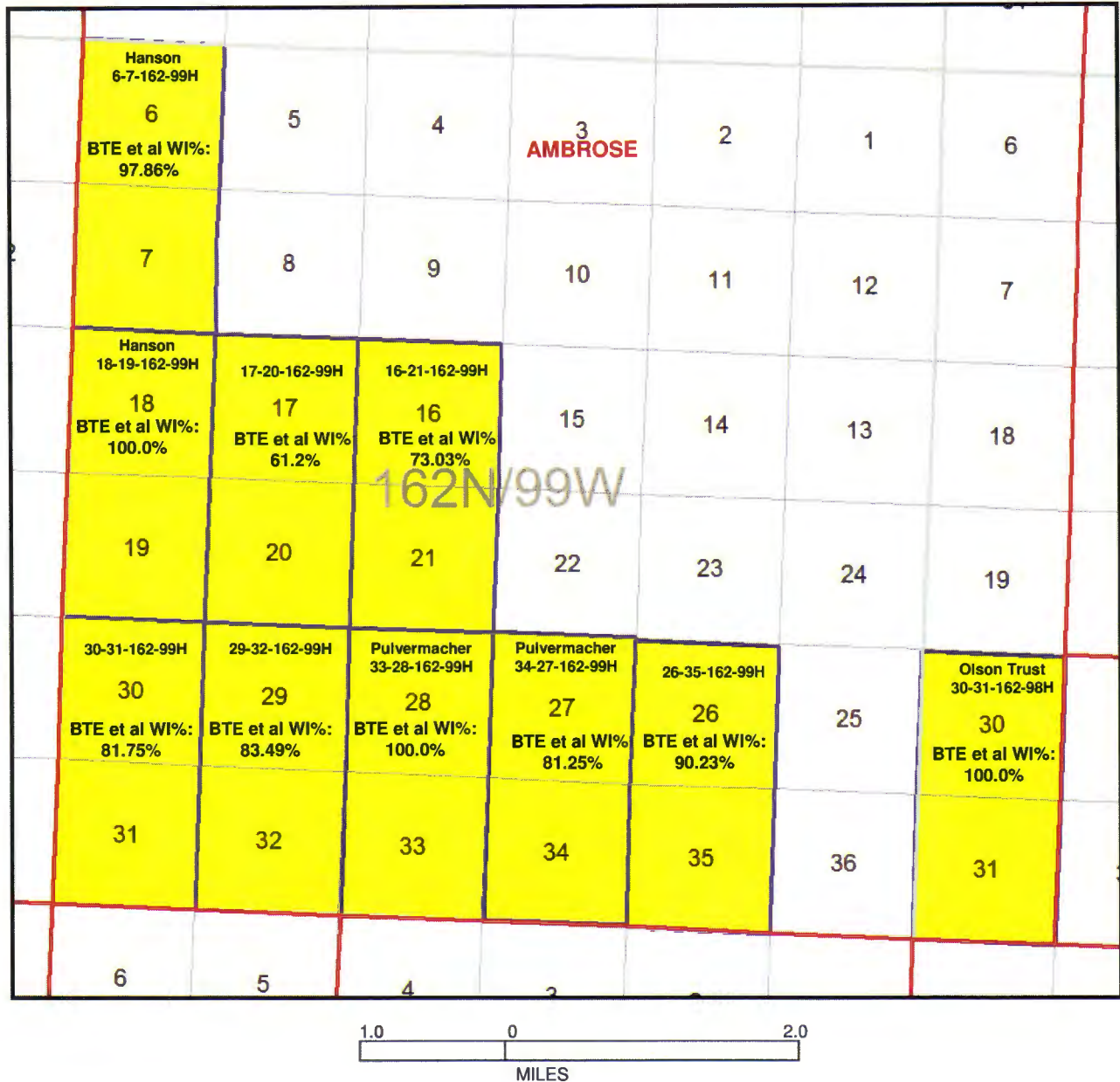
Author WBM		12-12-2012



Land Plat  
 Township 162 North, Range 98 West  
 Township 162 North, Range 99 West  
 Divide County, North Dakota

Case # 19357

Exhibit: L3



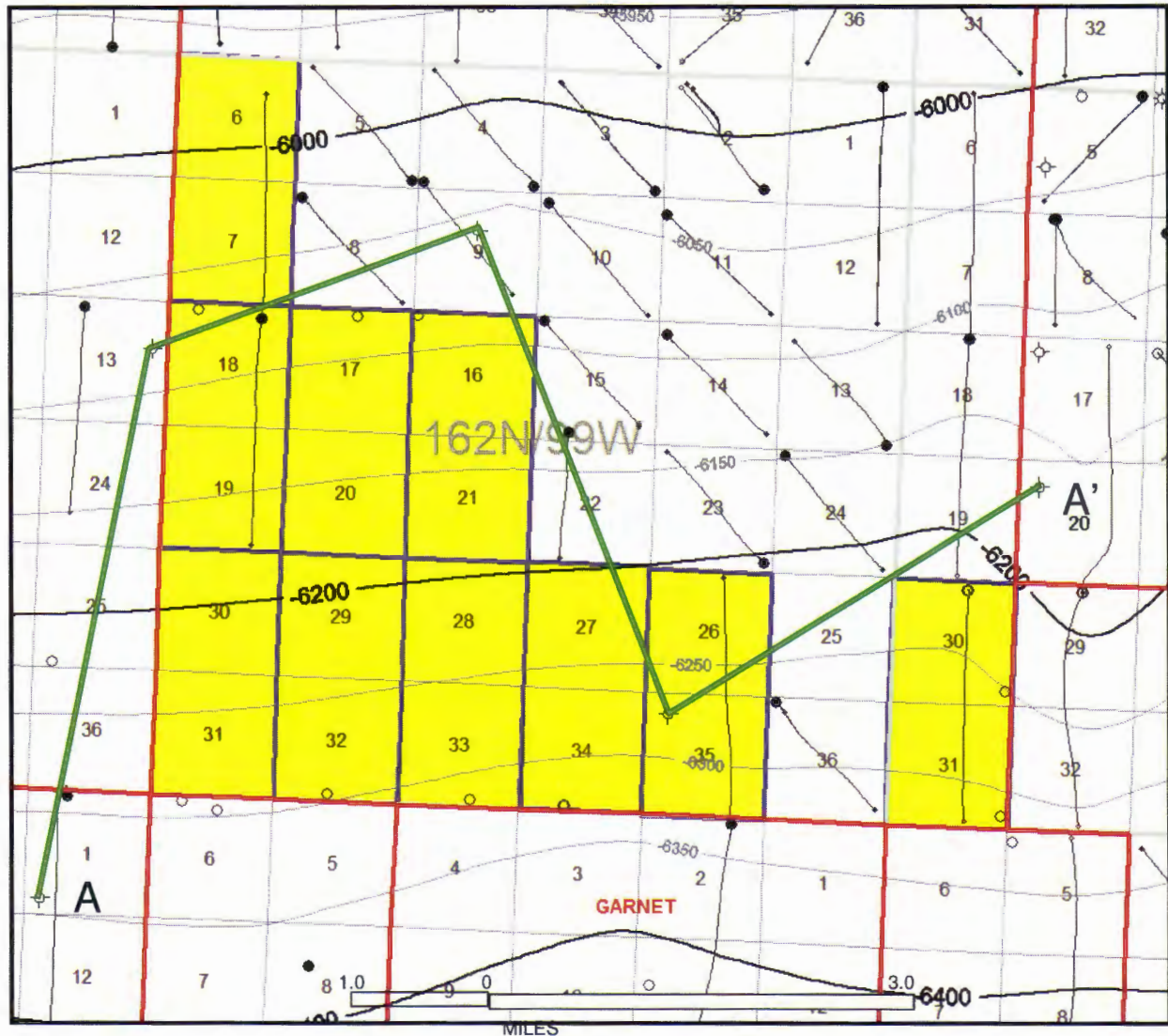
Baytex Operated DSU

<b>BAYTEX</b> <small>ENERGY USA LTD.</small>		
Land Plat Working Interest		
Author: WBM		12-12-2012

Structure Map  
Top Middle Bakken  
C.I. = 50'

Case # 19357

Exhibit: G1



Baytex Operated DSU's

**BAYTEX**  
ENERGY USA LTD.

Middle Bakken Structure Map

Author: WBM

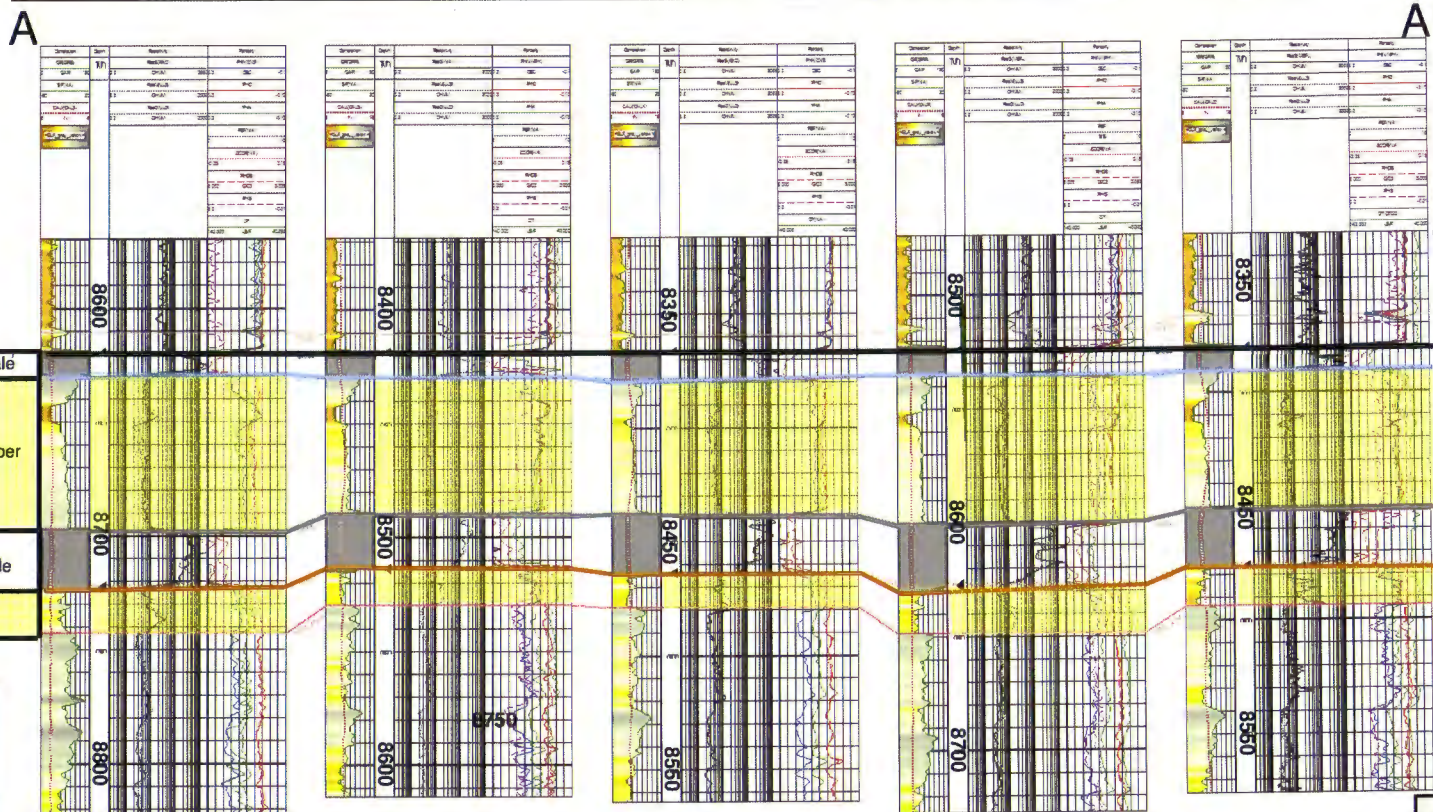
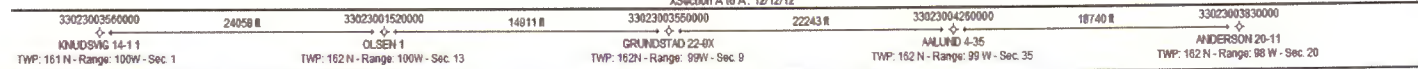
12/12/2012

C.I.: 50 ft



# Cross Section A-A'

Stratigraphic Cross Section A to A'  
XSection A to A': 12/12/12



Bakken Pool

Case # 19357  
Exhibit: G2

<b>BAYTEX</b>	
ENERGY USA LTD.	
Bakken Pool Cross Section	
Author: WBM	12-12-2012

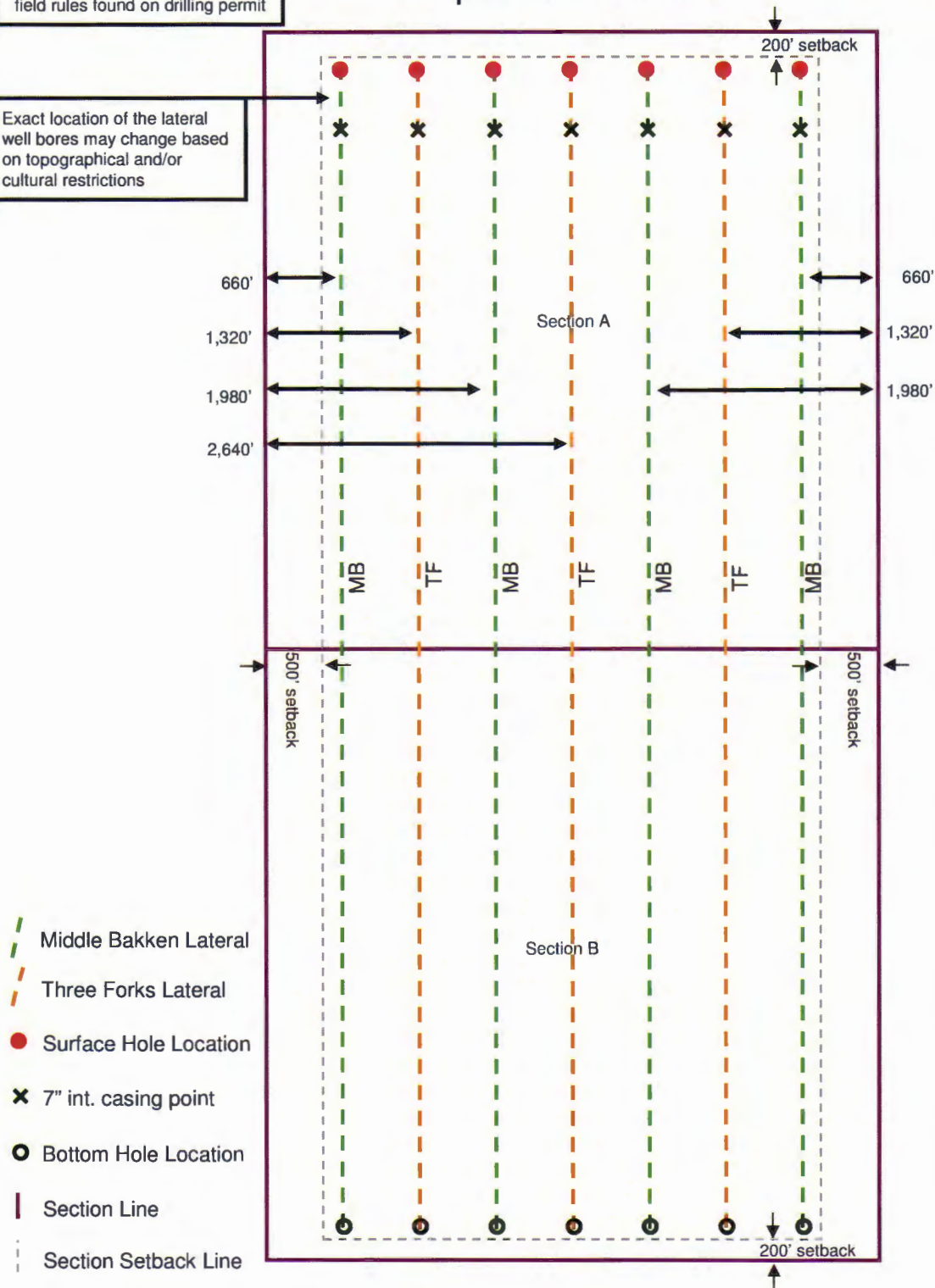
Case # 19357

Exhibit: G3

## 1280 Acre Spacing Unit Proposed Well Plan

Note: The B.H.L. and S.H.L. are non specific made for field rules found on drilling permit

Exact location of the lateral well bores may change based on topographical and/or cultural restrictions



Case # 19356

Exhibit: E1

**Bakken Pool**  
**Reservoir Properties and Economics**

**Reservoir Properties**

Formation Type	Silty Dolomite
Depth	8400' - 8750'
Vertical Thickness	83'
Porosity	7%
Water Saturation	47%
Oil Gravity	40.6 API
Bottom Hole Temperature	235 F
Bottom Hole Pressure	4,328 PSIA
Formation Volume Factor	1.74 RBBL/STB
GOR	1,445 SCF/BBL
Gas Gravity	1.028
Gas Heating Value	1,676 btu
OOIP (1280 Acres)	17,573,671
Primary Recovery Factor	12%
Primary Estimated Recoverable Reserves	2,108,840 STB
Primary Estimated Recoverable Reserves per Well	301,263 STB 435,324 MSCF

**Single Well Economics**

Operating Cost	6600 /Well/Mth.
Water Disposal Cost	\$4.50/BBL
Royalties	19%
Average Oil Price	\$80/BBL
Average Gas Price	\$2.75/MMBTU
Net Sales	\$21,090,500
Oil and Gas Severance	\$2,278,400
Total Operating Expenses	\$6,052,300
Net Income	\$12,759,800
Investment	\$6,500,000
Return on Investment	1.96

**BAYTEX**  
ENERGY USA LTD.

Bakken Pool Reservoir Properties & Well Economics  
1280 Acre Spacing Unit

Author: ML

12-12-2012



Case # 19357

Exhibit: E2

**BAYTEX**  
 ENERGY USA LTD

Company: Baytex Energy USA Ltd.

Field: Co.,

Location: Sec. -T- N-R W

Well: Well #2

Wellbore #1

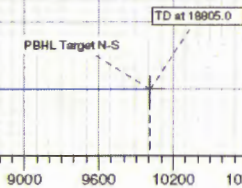
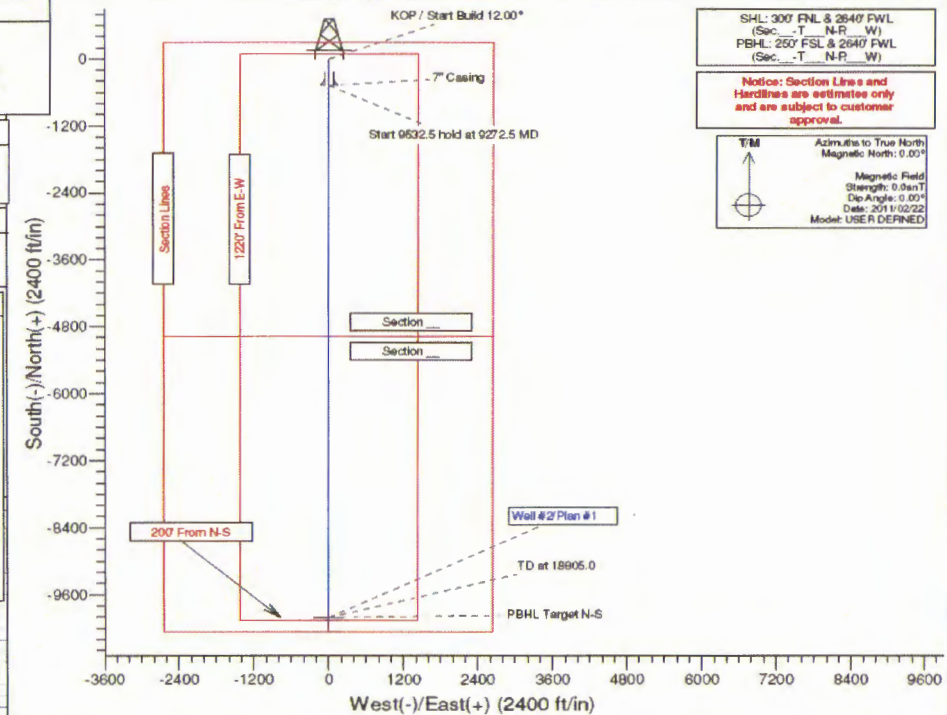
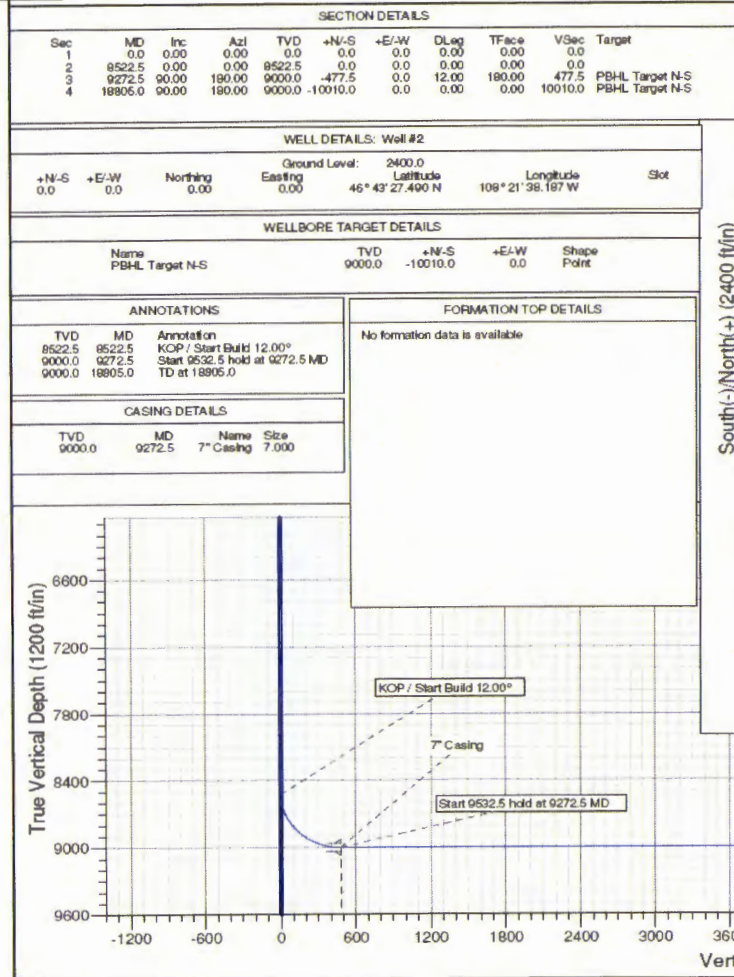
Plan: Plan #1 (Well #2/Wellbore #1)

**PATHFINDER**  
 A Schlumberger Company

**BAYTEX**  
 ENERGY USA LTD

Well Plan View

Author: WBM 12/12/2012



Case # 19357

Exhibit: E3a

## Company : 30 Stage Frac Job with 30 Ball Drop Sleeves

Company BAYTEX ENERGY CORP.		Other Relative Frac String Information		
Location		Top of PBR	9,818	MD (ft)
Prepared For	Phone	Hanger Setting Depth	9,838	MD (ft)
Service Rep	Sales Rep	Open Hole Size	6.00	(in)
Service Center	Date	Total Measured Depth	20,185	MD (ft)

BAYTEX  
ENERGY USA LTD.

## Wellbore Diagram

Author: WBM 12/12/2012

Intermediate Casing		
Size	7	in
Weight	29.00	lbs/ft
Grade	P-110	
Burst	11,220	psi
Shoe	10,577	MD (ft)
Capacity	N/A	bbbls/ft

Liner		
Size	4 1/2	in
Weight	11.60	lbs/ft
Grade	P-110	
Burst	10,690	psi
Collapse	7,580	psi
Capacity	0.01554	bbbls/ft

Tie Back String		
Size	4 1/2	in
Weight	11.60	lbs/ft
Grade	P-110	
Burst	10,690	psi
Collapse	7,580	psi
Capacity	0.01554	bbbls/ft

Frac Sleeve Information		
Zone	Ball Seat ID (in)	Ball Size (in)
1	1.260	1.290 #9
2	1.315	1.345 #10
3	1.370	1.400 #11
4	1.425	1.455 #12
5	1.480	1.510 #13
6	1.535	1.565 #14
7	1.590	1.620 #15
8	1.645	1.675 #16
9	1.700	1.730 #17
10	1.755	1.805 #18
11	1.830	1.880 #19
12	1.905	1.955 #20
13	1.980	2.030 #21
14	2.055	2.105 #22
15	2.130	2.180 #23
16	2.205	2.255 #24
17	2.280	2.330 #25
18	2.355	2.405 #26
19	2.430	2.480 #27
20	2.505	2.555 #28
21	2.580	2.630 #29
22	2.655	2.705 #30

Depth and Displacement Information				
Zone	Packer Depth (ft)	Sleeve Depth (ft)	Sleeve Disp. (bbbls)	Length of Zone (ft)
1	19,947	20,094	312.3	238
2	19,614	19,761	307.1	333
3	19,281	19,428	301.9	333
4	18,948	19,095	296.7	333
5	18,659	18,806	292.2	289
6	18,326	18,473	287.1	333
7	17,993	18,140	281.9	333
8	17,704	17,851	277.4	289
9	17,367	17,516	272.2	336
10	17,032	17,179	267.0	336
11	16,699	16,846	261.8	333
12	16,366	16,513	256.6	333
13	16,033	16,180	251.4	333
14	15,700	15,847	246.3	333
15	15,410	15,558	241.8	289
16	15,077	15,225	236.6	333
17	14,744	14,891	231.4	333
18	14,411	14,558	226.2	333
19	14,078	14,225	221.1	333
20	13,790	13,937	216.6	288
21	13,457	13,604	211.4	333
22	13,125	13,272	206.2	332

## Notes:

- 1 Frac Sleeves Pinned to 2000#
- 2 KOP @ 9870
- 3 Swell Packer Type: WATER
- 4 Tested Liner Top Packer to 2500# FOR 15 MINUTES
- 5 7in. Shoe @ 10577
- 6 TVD @ 10348
- 7 FRAC STRING TO BE RUN AT A LATER DATE
- 8 SET 4 1/2 LINER 35 FEET OFF BOTTOM @ 20150
- 9

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Case # 19357

Exhibit: E3b

## Company : 30 Stage Frac Job with 30 Ball Drop Sleeves

Company		Other Relative Frac String Information		
BAYTEX ENERGY CORP.		0 Top of PBR	9.818	MD (ft)
Location		0 Hanger Setting Depth	9.838	MD (ft)
Prepared For	0 Phone	0 Open Hole Size	6.00	(in)
Service Rep	0 Sales Rep	Total Measured Depth	20,185	MD (ft)
Service Center	0 Date			
	0-Jan-00			

BAYTEX  
ENERGY USA LTD.

## Wellbore Diagram

Author: WBM 12/12/2012

Intermediate Casing		
Size	7	in
Weight	29.00	lbs/ft
Grade	P-110	
Burst	11,220	psi
Shoe	10,577	MD (ft)
Capacity	N/A	bbls/ft

Liner		
Size	4 1/2	in
Weight	11.60	lbs/ft
Grade	P-110	
Burst	10,690	psi
Collapse	7,580	psi
Capacity	0.01554	bbls/ft

Tie Back String		
Size	4 1/2	in
Weight	11.60	lbs/ft
Grade	P-110	
Burst	10,690	psi
Collapse	7,580	psi
Capacity	0.01554	bbls/ft

Frac Sleeve Information		
Zone	Ball Seat ID (in)	Ball Size (in)
23	2.730	2.780 #31
24	2.805	2.855 #32
25	2.880	2.930 #33
26	2.955	3.005 #34
27	3.030	3.130 #35
28	3.155	3.255 #36
29	3.280	3.380 #37
30	3.405	3.505 #38
31		
32		
33		
34		
35		
36		
37		
38		
39		
40		
41		
42		
43		
44		

Depth and Displacement Information				
Zone	Packer Depth (ft)	Sleeve Depth (ft)	Sleeve Disp. (bbls)	Length of Zone (ft)
23	12,792	12,939	201.1	665
24	12,459	12,606	195.9	332
25	12,126	12,273	190.7	333
26	11,837	11,985	186.2	289
27	11,504	11,651	181.1	333
28	11,171	11,318	175.9	333
29	10,838	10,986	170.7	333
30	10,593	10,652	165.5	245
31				
32				
33				
34				
35				
36				
37				
38				
39				
40				
41				
42				
43				
44				

## Notes:

- 1 Frac Sleeves Pinned to 2000#
- 2 KOP @ 9870
- 3 Swell Packer Type: WATER
- 4 Tested Liner Top Packer to 2500# FOR 15 MINUTES
- 5 7in. Shoe @ 10577
- 6 TVD @ 10348
- 7 FRAC STRING TO BE RUN AT A LATER DATE
- 8 SET 4 1/2 LINER 35 FEET OFF BOTTOM @ 20150

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

CASE NO. 19357

**Application of Baytex Energy USA Ltd. for an order authorizing the drilling, completing and producing of a total of seven wells on each existing 1280-acre spacing unit described as Sections 6 and 7, 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, Sections 30 and 31, Township 162 North, Range 99 West, and Sections 30 and 31, Township 162 North, Range 98 West, Ambrose-Bakken Pool, Divide County, ND, eliminating any tool error requirements and such other relief as is appropriate.**



**APPLICATION OF BAYTEX ENERGY USA LTD.**

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

1.

Baytex is the operator of a well drilled or to be drilled on Sections 6 and 7, 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, Sections 30 and 31, Township 162 North, Range 99 West, and Sections 30 and 31, Township 162 North, Range 98 West, Ambrose-Bakken Pool, Divide County, North Dakota.

2.

Sections 6 and 7, 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, Sections 30 and 31, Township

162 North, Range 99 West, and Sections 30 and 31, Township 162 North, Range 98 West, each constitute a spacing unit in the Ambrose-Bakken Pool.

3.

Baytex is desirous of drilling and completing a total of not more than seven wells on each of the above-described spacing units for the Ambrose-Bakken Pool.

4.

That in order to increase the ultimate recovery of the reservoir, prevent waste, and protect correlative rights, Baytex hereby requests that the Commission enter an order authorizing a total of seven wells on each existing 1280-acre spacing unit described as Sections 6 and 7, 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, Sections 30 and 31, Township 162 North, Range 99 West, and Sections 30 and 31, Township 162 North, Range 98 West, Ambrose-Bakken Pool, Divide County, ND, eliminating any tool error requirements and such other relief as is appropriate.

**WHEREFORE**, Baytex requests the following:

- (a) That this matter be set for the regularly scheduled December 2012 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 12 day of November, 2012.

FREDRIKSON & BYRON, P.A.

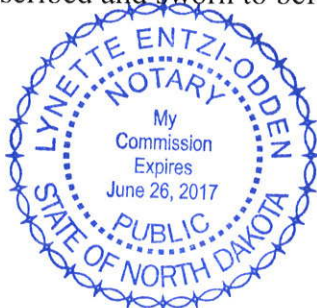
By [Signature]  
LAWRENCE BENDER, ND Bar #03908  
*Attorneys for Applicant*  
*Baytex Energy USA Ltd.*  
200 North 3rd Street, Suite 150  
Post Office Box 1855  
Bismarck, North Dakota 58502-1855  
701-221-4020

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.

[Signature]  
LAWRENCE BENDER

Subscribed and sworn to before me this 12 day of November, 2012.



[Signature]  
Notary Public  
My Commission Expires: \_\_\_\_\_

5264380\_1.DOC

November 12, 2012

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



RE: APPLICATION OF BAYTEX  
ENERGY USA LTD. FOR  
DECEMBER 2012 HEARINGS

Dear Mr. Hicks:

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

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

Should you have any questions, please advise.

Sincerely,

  
LAWRENCE BENDER

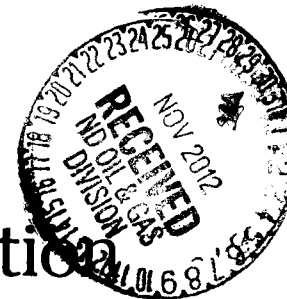
LB/leo

Enclosure

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

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

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



# Affidavit of Publication

State of North Dakota, County of Divide, ss:

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

## NOTICE OF HEARING

### N.D. INDUSTRIAL COMMISSION OIL AND GAS DIVISION

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

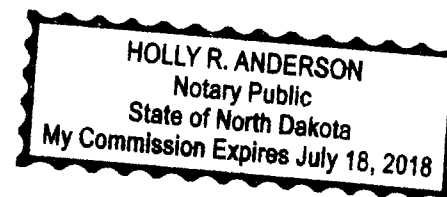
November 28, 2012 .....146 lines @ .63 = \$91.98

TOTAL CHARGE.....\$91.98

Signed Cecile L. Krimm  
Cecile L. Krimm, Publisher

Subscribed and sworn to before me November 28, 2012

Holly R. Anderson  
Notary Public, State of North Dakota





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

The North Dakota Industrial Commission will hold a public hearing at 9:00 a.m. Thursday, December 20, 2012, at the N.D. Oil & Gas Division, 1000 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 07, 2012.

STATE OF NORTH DAKOTA  
TO:

Case No. 19331: Application of Hunt Oil Co. for an order extending the field boundaries and amending the field rules for the West Ambrose, Musta and/or Smoky Butte-Bakken Pools to create and establish eighteen 1280-acre spacing units comprised of Sections 1 and 12; Sections 2 and 11; Sections 3 and 10; Sections 4 and 9; Sections 5 and 8; Sections 6 and 7; Sections 13 and 24; Sections 14 and 23; Sections 15 and 22; Sections 16 and 21; Sections 17 and 20; Sections 18 and 19; Sections 25 and 36; Sections 26 and 35; Sections 27 and 34; Sections 28 and 33; Sections 29 and 32; and Sections 30 and 31, T.161N., R.100W., Divide County, ND, authorizing the drilling of one horizontal well on each spacing unit and such other

Case No. 19334: Proper spacing for the development of the Upland-Bakken Pool, Divide County, ND, redefine the field limits, and enact such special field rules as may be necessary. Continental Resources, Inc.

Case No. 19341: Proper spacing for the development of the Candak-Bakken Pool, Divide County, ND, redefine the field limits, and enact such special field rules as may be necessary. Samson Resources Co.

Case No. 19355: 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 Marilyn Nelson 20-17-162-98H #1XB well located in a spacing unit described as Sections 17 and 20, T.162N., R.98W., Blooming Prairie-Bakken Pool, Divide County, ND, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 19356: Application of Baytex Energy USA Ltd. for an order authorizing the drilling, completing and producing of a total of seven wells on each existing 1280-acre spacing unit described as Sections 4 and 9; Sections 5 and 8; and Sections 6 and 7, T.161N., R.97W., Frazier-Bakken Pool, Divide County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 19357: Application of Baytex Energy USA Ltd. for an order authorizing the drilling, completing and producing of a total of seven wells on each existing 1280-acre spacing unit described as Sections 6 and 7; 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; Sections 30 and 31, T.162N., R.99W., and Sections 30 and 31, T.162N., R.98W., Ambrose-Bakken Pool, Divide County, ND, eliminating any tool error requirements and such other relief as is

Case No. 19358: Application of Baytex Energy USA Ltd. for an order authorizing the drilling, completing and producing of a total of seven wells on each existing 1280-acre spacing unit described as Sections 25

and 36; Sections 26 and 35; Sections 27 and 34; Sections 28 and 33; and Sections 29 and 32, T.162N., R.98W., Sections 30 and 31, T.162N., R.97W., and Sections 1 and 12; Sections 2 and 11; Sections 13 and 24; Sections 14 and 23; and Sections 16 and 21, T.161N., R.98W., Whiteaker-Bakken Pool, Divide County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 19359: Application of Baytex Energy USA Ltd. for an order authorizing the drilling, completing and producing of a total of seven wells on each existing 1280-acre spacing unit described as Sections 15 and 22; Sections 16 and 21; and Sections 17 and 20, T.162N., R.98W., Blooming Prairie-Bakken Pool, Divide County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 19360: Application of Hunt Oil Co. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 28 and 33, T.161N., R.100W., West Ambrose, Musta, and/or Smoky Butte-Bakken Pools, Divide County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 19361: Application of Hunt Oil Co. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 26 and 35, T.161N., R.100W., West Ambrose, Musta, and/or Smoky Butte-Bakken Pools, 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  
(11-28)

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#### Affidavit of Publication

State of North Dakota ) SS County of Burleigh  
Before me, a Notary Public for the State of North Dakota  
personally appeared CK who being duly sworn, deposes  
and says that he (she) is the Clerk of Bismarck Tribune Co.,  
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11/28 Signed Carrie Runk  
sworn and subscribed to before me this 6th  
day of December 20 12

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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 20, 2012, at the N.D. Oil & Gas Division, 1000 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 07, 2012.

**STATE OF NORTH DAKOTA TO:**

Case No. 19319: Proper spacing for the development of the Arnegard-Bakken Pool, McKenzie County, ND, redefine the field limits, and enact such special field rules as may be necessary. Denbury Onshore, LLC; PetroHunt, LLC; Slawson Exploration Co., Inc.

Case No. 19320: Proper spacing for the development of the Sand Creek-Bakken Pool, McKenzie County, ND, redefine the field limits, and enact such special field rules as may be necessary. Burlington Resources Oil & Gas Co. LP; Denbury Onshore, LLC; Kodiak Oil & Gas (USA) Inc.; Newfield Production Co.; XTO Energy Inc.; Zenergy, Inc.

Case No. 19321: Application of XTO Energy Inc. for an order amending the field rules for the Sorkness-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. 19322: Proper spacing for the development of the Squaw Creek-Bakken Pool, McKenzie County, ND, redefine the field limits, and enact such special field rules as may be necessary. Denbury Onshore, LLC; Enerplus Resources USA Corp.; EOG Resources, Inc.; WPX Energy Williston, LLC

Case No. 19323: Application of Denbury Onshore, LLC 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. 19324: Application for an order amending the field rules for the Van Hook-Bakken Pool, Dunn, McLean and Mountrail 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. Slawson Exploration Co., Inc.; WPX Energy Williston, LLC

Case No. 19325: 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. 19326: Application of Slawson Exploration Co., Inc. for an order amending the field rules for the Squaw Gap-Bakken Pool to create and establish a 640-acre spacing unit comprised of Section 12; T.146N., R.105W., McKenzie County, ND, authorizing the drilling of a total of not more than five wells on said 640-acre spacing unit, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 19327: Application for an order amending the field rules for the Parshall-Bakken Pool, McLean and Mountrail 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. Slawson Exploration Company, Inc.; Hunt Oil Company

Case No. 19328: Proper spacing for the development of the Noibe-Bakken Pool, Burke County, ND, redefine the field limits, and enact such special field rules as may be necessary. EOG Resources, Inc.

Case No. 18841: (Continued) Application of EOG Resources, Inc. for an order amending the field rules for the Stanley-Bakken Pool to create and establish the following overlapping 1280-acre spacing units: Sections 9 and 16; Sections 15 and 22; and Sections 18 and 19, T.155N., R.90W., and to create and establish the following overlapping 1920-acre spacing units: Sections 6, 7 and 8; Sections 7, 17 and 18; Sections 9, 10 and 15; Sections 16, 17 and 21; and Sections 19, 29 and 30, T.155N., R.90W., Mountrail County, ND, authorizing the drilling of a total of not more than three wells on each overlapping 1280 and overlapping 1920-acre spacing unit, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 18842: (Continued) Application of EOG Resources, Inc. for an order extending the field boundaries and amending the field rules for the Stanley and/or Parshall-Bakken Pool to create and establish two overlapping 1280-acre spacing units comprised of Sections 22 and 27; and Sections 30 and 31, T.155N., R.90W., and to create and establish two overlapping 1920-acre spacing units comprised of Sections 20, 21 and 28; and Sections 20, 28 and 29, T.155N., R.90W., Mountrail County, ND, authorizing the drilling of a total of not more than three wells on said overlapping 1280 and overlapping 1920-acre spacing units, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 18843: (Continued) Application of EOG Resources, Inc. for an order extending the field boundaries and amending the field rules for the Ross and/or Stanley-Bakken Pool to create and establish two overlapping 1920-acre spacing units comprised of Sections 3, 4 and 10; and Sections 5, 6 and 8, T.155N., R.90W., Mountrail County, ND, authorizing the drilling of a total of not more than three wells on said overlapping 1920-acre spacing units, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 19329: Application of WPX Energy Williston, LLC for an order amending the field rules for the Reunion Bay-Bakken Pool, Dunn, McKenzie, and Mountrail 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. 19330: Application of WPX Energy Williston, LLC 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 such other relief as is appropriate.

Case No. 18497: (Continued) Application of WPX Energy Williston, LLC for an order amending the field rules for the Van Hook-Bakken Pool, Dunn, McLean and Mountrail Counties, ND, to alter the definition of the stratigraphic limits of the pool and such other relief as is appropriate.

Case No. 19331: Application of Hunt Oil Co. for an order extending the field boundaries and amending the field rules for the West Ambrose, Musta and/or Smoky Butte-Bakken Pools to create and establish eighteen 1280-acre spacing units comprised of Sections 1 and 12; Sections 2 and 11; Sections 3 and 10; Sections 4 and 9; Sections 5 and 8; Sections 6 and 7; Sections 13 and 24; Sections 14 and 23; Sections 15 and 22; Sections 16 and 21; Sections 17 and 20; Sections 18 and 19; Sections 25 and 36; Sections 26 and 35; Sections 27 and 34; Sections 28 and 33; Sections 29 and 32; and Sections 30 and 31, T.161N., R.100W., Divide County, ND, authorizing the drilling of one horizontal well on each spacing unit and such other relief as is appropriate.

Case No. 19332: Application of Hunt Oil Co. for an order amending the field rules for the Bear Butte-Bakken Pool, McKenzie 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. 19333: Proper spacing for the development of the Battlevue-Bakken Pool, Burke and Williams Counties, ND, redefine the field limits, and enact such special field rules as may be necessary. Continental Resources, Inc.

Case No. 19334: Proper spacing for the development of the Upland-Bakken Pool, Divide County, ND, redefine the field limits, and enact such special field rules as may be necessary. Continental Resources, Inc.

Case No. 19335: Application for an order amending the field rules for the Todd-Bakken Pool, McKenzie and Williams 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. Continental Resources, Inc.; Zenergy, Inc.

Case No. 19336: Application of Continental Resources, Inc. for an order amending the field rules for the Oliver-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. 19337: Application of Continental Resources, Inc. for an order amending the field rules for the Alkali Creek-Bakken Pool, McKenzie, Mountrail and Williams 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. 19338: Application of Continental Resources, Inc. for an order authorizing the recompletion of the Charlie Bob Creek #1-25H well (Well File No. 17602), located in the SESW of Section 25, T.146N., R.98W., Ranch Coulee Field, McKenzie County, ND, to allow the well to be recompleted open hole no higher than the top of the Lodgepole Formation and such other relief as is appropriate.

Case No. 19339: Application of Continental Resources, Inc. for an order extending the field boundaries and amending the field rules for the Rosebud-Bakken Pool, or in the alternative establish Bakken spacing in the Hardscrabble Field, to create and establish a 640-acre spacing unit comprised of Section 2, T.153N., R.102W., and a 1920-acre spacing unit comprised of Sections 11, 14 and 23, T.153N., R.102W., McKenzie and Williams Counties, ND, authorizing the drilling of a horizontal well on each 640 and 1920-acre spacing unit, and such other relief as is appropriate.

Case No. 18667: (Continued) Application of Continental Resources, Inc. for an order amending the field rules for the Squires-Bakken Pool, Williams County, ND, to alter the definition of the stratigraphic limits of the pool and such other relief as is appropriate.

Case No. 18852: (Continued) Application of Continental Resources, Inc. for an order extending the field boundaries and amending the field rules for the Four Bears-Bakken Pool to create and establish a 1920-acre spacing unit comprised of Sections 4, 5

and 6, T.152N., R.93W., McKenzie and Mountrail Counties, ND, authorizing the drilling of a total of not more than seven wells on said 1920-acre spacing unit, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 18853: (Continued) Application of Continental Resources, Inc. for an order amending the field rules for the Alkali Creek-Bakken Pool, McKenzie and Mountrail Counties, ND, to alter the definition of the stratigraphic limits of the pool and such other relief as is appropriate.

Case No. 18854: (Continued) Application of Continental Resources, Inc. for an order amending the field rules for the Avoca-Bakken Pool, Williams County, ND, to alter the definition of the stratigraphic limits of the pool and such other relief as is appropriate.

Case No. 18855: (Continued) Application of Continental Resources, Inc. for an order amending the field rules for the Baker-Bakken Pool, McKenzie and Williams Counties, ND, to alter the definition of the stratigraphic limits of the pool and such other relief as is appropriate.

Case No. 18859: (Continued) Application of Continental Resources, Inc. for an order amending the field rules for the Camp-Bakken Pool, McKenzie and Williams Counties, ND, to alter the definition of the stratigraphic limits of the pool and such other relief as is appropriate.

Case No. 18861: (Continued) Application of Continental Resources, Inc. for an order amending the field rules for the Catwalk-Bakken Pool, McKenzie and Williams Counties, ND, to alter the definition of the stratigraphic limits of the pool and such other relief as is appropriate.

Case No. 18865: (Continued) Application of Continental Resources, Inc. for an order amending the field rules for the Crazy Man Creek-Bakken Pool, McKenzie and Williams Counties, ND, to alter the definition of the stratigraphic limits of the pool and such other relief as is appropriate.

Case No. 18870: (Continued) Application of Continental Resources, Inc. for an order amending the field rules for the East Fork-Bakken Pool, Williams County, ND, to alter the definition of the stratigraphic limits of the pool and such other relief as is appropriate.

Case No. 18872: (Continued) Application of Continental Resources, Inc. for an order amending the field rules for the Elk-Bakken Pool, McKenzie County, ND, to alter the definition of the stratigraphic limits of the pool and such other relief as is appropriate.

Case No. 18881: (Continued) Application of Continental Resources, Inc. for an order amending the field rules for the Last Chance-Bakken Pool, McKenzie and Williams Counties, ND, to alter the definition of the stratigraphic limits of the pool and such other relief as is appropriate.

Case No. 18883: (Continued) Application of Continental Resources, Inc. for an order amending the field rules for the Lone Tree Lake-Bakken Pool, Williams County, ND, to alter the definition of the stratigraphic limits of the pool and such other relief as is appropriate.

Case No. 18889: (Continued) Application of Continental Resources, Inc. for an order amending the field rules for the Poe-Bakken Pool, McKenzie County, ND, to alter the definition of the stratigraphic limits of the pool and such other relief as is appropriate.

Case No. 18893: (Continued) Application of Continental Resources, Inc. for an order amending the field rules for the Robinson Lake-Bakken Pool, Mountrail County, ND, to alter the definition of the stratigraphic limits of the pool and such other relief as is appropriate.

Case No. 18901: (Continued) Application of Continental Resources, Inc. for an order amending the field rules for the Stony Creek-Bakken Pool, Williams County, ND, to alter the definition of the stratigraphic limits of the pool and such other relief as is appropriate.



Case No. 18903: (Continued) Application of Continental Resources, Inc. for an order amending the field rules for the Todd-Bakken Pool, McKenzie and Williams Counties, ND, to alter the definition of the stratigraphic limits of the pool and such other relief as is appropriate.

Case No. 18910: (Continued) Application of Continental Resources, Inc. for an order amending the field rules for the Williston-Bakken Pool, Williams County, ND, to alter the definition of the stratigraphic limits of the pool and such other relief as is appropriate.

Case No. 19340: Application of Zenergy, Inc. for an order amending the field rules for the Dore-Bakken Pool, McKenzie 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. 19341: Proper spacing for the development of the Candak-Bakken Pool, Divide County, ND, redefine the field limits, and enact such special field rules as may be necessary. Samson Resources Co.

Case No. 19342: Application of Samson Resources Co. for an order amending the field rules for the Ellisville-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. 19343: Application of Brigham Oil & Gas, L.P. for an order amending the field rules for the Sugar Beet-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. 19344: Application of Brigham Oil & Gas, L.P. for an order amending the field rules for the East Fork-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. 19345: Application of Brigham Oil & Gas, L.P. for an order amending the field rules for the Elk-Bakken Pool, McKenzie 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. 19346: Application of Fidelity Exploration & Production Co. for an order amending the field rules for the Sanish-Bakken Pool, McKenzie and Mountrail 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. 19347: Application of Fidelity Exploration & Production Co. for an order amending the field rules for the Dutch Henry Butte-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. 19348: In the matter of a hearing called on a motion of the Commission to review the activities within the Glass Bluff-Madison Unit, McKenzie and Williams Counties, North Dakota, pursuant to Order No. 17627.

Case No. 19086: (Continued) Application of Sinclair Oil & Gas Co. for an order amending the field rules for the Sanish-Bakken Pool to create and establish two overlapping 1280-acre spacing units comprised of Sections 4 and 5; and Sections 5 and 6, T.154N., R.92W., Mountrail County, ND, authorizing the drilling of one horizontal well on each overlapping 1280-acre spacing unit and such other relief as is appropriate.

Case No. 19349: 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 Grote #1-21H well located in a spacing unit described as Sections 16 and 21, T.160N., R.94W., North Tioga-Bakken Pool, Burke County, ND, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 19350: Application of Continental Resources, Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests for wells drilled on the overlapping spacing unit described as Sections 18 and 19, T.153N., R.101W., Indian Hill-Bakken Pool, McKenzie and Williams Counties, 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. 19351: 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 2 and 11, T.146N., R.98W., Ranch Coulee-Bakken Pool, McKenzie County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 19352: 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 25 and 36, T.161N., R.94W., Leaf Mountain-Bakken Pool, Burke County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 19353: Application of Continental Resources, Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests for wells drilled on the overlapping spacing unit described as Sections 16 and 21, T.161N., R.94W., Stoneview-Bakken Pool, Burke 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. 19354: 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 Redfield 14-23 #2H well located in a spacing unit described as Sections 14 and 23, T.157N., R.99W., Lone Tree Lake-Bakken Pool, Williams County, ND, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 19355: 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 Marilyn Nelson 20-17-162-98H #1XB well located in a spacing unit described as Sections 17 and 20, T.162N., R.98W., Blooming Prairie-Bakken Pool, Divide County, ND, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 19356: Application of Baytex Energy USA Ltd. for an order authorizing the drilling, completing and producing of a total of seven wells on each existing 1280-acre spacing unit described as Sections 4 and 9; Sections 5 and 8; and Sections 6 and 7, T.161N., R.97W., Frazier-Bakken Pool, Divide County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 19357: Application of Baytex Energy USA Ltd. for an order authorizing the drilling, completing and producing of a total of seven wells on each existing 1280-acre spacing unit described as Sections 6 and 7; 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; Sections 30 and 31, T.162N., R.99W., and Sections 30 and 31, T.162N., R.98W., Ambrose-Bakken Pool, Divide County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 19358: Application of Baytex Energy USA Ltd. for an order authorizing the drilling, completing and producing of a total of seven wells on each existing 1280-acre spacing unit described as Sections 25 and 36; Sections 26 and 35; Sections 27 and 34; Sections 28 and 33; and Sections 29 and 32, T.162N., R.98W., Sections 30 and 31, T.162N., R.97W., and Sections 1 and 12; Sections 2 and 11; Sections 13 and 24; Sections 14 and 23; and Sections 16 and 21, T.161N., R.98W., Whiteaker-Bakken Pool, Divide County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 19359: Application of Baytex Energy USA Ltd. for an order authorizing the drilling, completing and producing of a total of seven wells on each existing 1280-acre spacing unit described as Sections 15 and 22; Sections 16 and 21; and Sections 17 and 20, T.162N., R.98W., Blooming Prairie-Bakken Pool, Divide County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 19360: Application of Hunt Oil Co. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 28 and 33, T.161N., R.100W., West Ambrose, Musta, and/or Smoky Butte-Bakken Pools, Divide County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 19361: Application of Hunt Oil Co. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 26 and 35, T.161N., R.100W., West Ambrose, Musta, and/or Smoky Butte-Bakken Pools, Divide County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 19362: 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 13 and 24, T.152N., R.95W., Antelope-Sanish Pool, McKenzie County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 19363: Application of EOG Resources, Inc. for an order authorizing the drilling, completing and producing of a total of six wells on an existing 320-acre spacing unit described as the W/2 of Section 32, T.152N., R.94W., Antelope-Sanish Pool, McKenzie County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 19364: 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 5 and 6, T.153N., R.90W., Parshall-Bakken Pool, Mountrail 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. 19365: Application of EOG Resources, Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Section 28, T.153N., R.89W., Parshall-Bakken Pool, Mountrail County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 19366: In the matter of the petition for a risk penalty of EOG Resources, Inc. requesting an order authorizing the recovery of a risk penalty from certain non-participating owners, as provided by NDCC § 38-08-08 in the drilling and completing of the Vanville #22-2623H well located in a spacing unit described as Sections 23, 26 and 35, T.159N., R.91W., Thompson Lake-Bakken Pool, Burke County, ND, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 19367: In the matter of the petition for a risk penalty of EOG

Resources, Inc. requesting an order authorizing the recovery of a risk penalty from certain non-participating owners, as provided by NDCC § 38-08-08 in the drilling and completing of the Vanville #21-2635H well located in a spacing unit described as Sections 23, 26 and 35, T.159N., R.91W., Thompson Lake-Bakken Pool, Burke County, ND, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 19368: In the matter of the petition for a risk penalty of EOG Resources, Inc. requesting an order authorizing the recovery of a risk penalty from certain non-participating owners, as provided by NDCC § 38-08-08 in the drilling and completing of the Lostwood #23-3526H well located in a spacing unit described as Sections 26 and 35, T.158N., R.91W., Kittleson Slough-Bakken Pool, Mountrail County, ND, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 19369: Application of Slawson Exploration Co., Inc. for an order authorizing the drilling, completing and producing of a total of five wells on each existing 1280-acre spacing unit described as Sections 3 and 10; and Sections 28 and 33, T.146N., R.104W., Squaw Gap-Bakken Pool, McKenzie County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 19370: Application of Slawson Exploration Co., Inc. for an order authorizing the drilling, completing and producing of a total of three wells on each existing 640-acre spacing unit described as Section 27; and Section 34, T.151N., R.92W., Van Hook-Bakken Pool, Mountrail County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 19371: In the matter of the petition for a risk penalty of Citation 2002 Investment Limited Partnership, acting by and through its managing general partner, Citation Oil & Gas Corp. 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 Haram #24-21H well located in a spacing unit described as the W/2 of Section 21, T.163N., R.77W., Haram-Madison Pool, Bottineau County, ND, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 19372: In the matter of the petition for a risk penalty of XTO Energy 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 Christiana 21X-6B well located in a spacing unit described as Sections 6 and 7, T.154N., R.96W., West Capa-Bakken Pool, Williams County, ND, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 19373: Application of XTO Energy Inc. for an order authorizing the drilling, completing and producing of a total of eight wells on each existing 1280-acre spacing unit described as Sections 10 and 15; Sections 11 and 14; Sections 12 and 13; Sections 22 and 27; Sections 23 and 26; and Sections 24 and 25, T.149N., R.92W.; the E/2 of Section 36, T.149N., R.92W., the W/2 of Section 31, T.149N., R.91W. and Section 3, T.148N., R.92W.; Sections 5 and 8; Sections 7 and 18; Sections 16 and 21; Sections 17 and 20; Sections 19 and 30; Sections 28 and 33; and Sections 29 and 32, T.149N., R.91W.; Sections 1 and 2; Sections 9 and 16; Sections 10 and 15; Sections 11 and 14, T.148N., R.92W.; Section 13, T.148N., R.92W. and Section 18, T.148N., R.91W.; and Sections 6 and 7, T.148N., R.91W., Heart Butte-Bakken Pool, Dunn County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 19374: Application of XTO Energy Inc. for an order authorizing the drilling, completing and producing of a total of eight wells on each existing 1280-acre spacing unit described as Sections 3 and 10; Sections 4 and 9; Sections 15 and 22; Sections 16 and 21; Sections 27 and 34; and Sections 28 and 33, T.158N., R.96W., Big Meadow-Bakken Pool, Williams County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 19375: Application of XTO Energy Inc. for an order authorizing the drilling, completing and producing of a total of eight wells on an existing 1280-acre spacing unit described as Sections 15 and 16, T.152N., R.104W., Briar Creek-Bakken Pool, McKenzie and Williams Counties, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 19128: (Continued) Application of XTO Energy Inc. for an order authorizing the drilling, completing and producing of a total of eight wells on each existing 1280-acre spacing unit described as Sections 13 and 24; Sections 14 and 23; and Sections 25 and 36, T.143N., R.100W.; Sections 18 and 19; and Sections 30 and 31, T.143N., R.99W.; Sections 4 and 9; Sections 5 and 8; Sections 6 and 7; Sections 13 and 14; Sections 15 and 22; Sections 17 and 20; Sections 18 and 19; Sections 21 and 28; Sections 23 and 26; Sections 24 and 25; Sections 27 and 34; Sections 29 and 30; and Sections 32 and 33; and Sections 35 and 36, T.142N., R.99W., St. Demetrius-Bakken Pool, Billings County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 19376: Application of Liberty Resources LLC for an order authorizing the drilling, completing and producing of a total of eight wells on each existing 1280-acre spacing unit described as Sections 2 and 11; Sections 3 and 10; Sections 4 and 9; Sections 5 and 8; Sections 6 and 7; Sections 17 and 20; and Sections 18 and 19, 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. 19377: Application of Liberty Resources LLC for an order authorizing the drilling, completing and producing of a total of eight wells on each existing 1280-acre spacing unit described as Sections 1 and 12; Sections 3 and 10; Sections 4 and 9; Sections 14 and 23; Sections 15 and 22; and Sections 25 and 36, T.156N., R.101W., Tyrone-Bakken Pool, Williams County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 19378: Application of Liberty Resources LLC for an order authorizing the drilling, completing and producing of a total of eight wells on an existing 1280-acre spacing unit described as Sections 2 and 11, T.155N., R.101W., Cow Creek-Bakken Pool, Williams County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 19379: Application of Liberty Resources LLC for an order authorizing the drilling, completing and producing of a total of eight wells on each existing 1280-acre spacing unit described as Sections 14 and 23; Sections 15 and 22; Sections 16 and 21; Sections 26 and 35; Sections 27 and 34; Sections 28 and 33; Sections 29 and 32; and Sections 30 and 31, T.152N., R.103W., Glass Bluff-Bakken Pool, McKenzie and Williams Counties, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 19380: Application of Liberty Resources LLC for an order authorizing the drilling, completing and producing of a total of eight wells on an existing 1280-acre spacing unit described as Sections 2 and 11, T.152N., R.103W., Eightmile-Bakken Pool, McKenzie and Williams Counties, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 19381: Application of Liberty Resources LLC for an order authorizing the drilling, completing and producing of a total

of eight wells on each existing 1280-acre spacing unit described as Sections 26 and 35; and Sections 27 and 34, T.159N., R.103W., Grenora-Bakken Pool, Williams County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 19382: Application of Liberty Resources LLC for an order authorizing the drilling, completing and producing of a total of eight wells on each existing 1280-acre spacing unit described as Sections 3 and 10; and Sections 4 and 9, T.158N., R.103W., Climax-Bakken Pool, Williams County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 19383: Application of Liberty Resources LLC for an order authorizing the drilling, completing and producing of a total of eight wells on each existing 1280-acre spacing unit described as Sections 5 and 8; Sections 6 and 7; Sections 17 and 20; and Sections 28 and 33, T.150N., R.101W., Foreman Butte, Pronghorn, and/or Rawson-Bakken Pools, McKenzie County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 19384: Application of Liberty Resources LLC for an order authorizing the drilling, completing and producing of a total of eight wells on an existing 1280-acre spacing unit described as Sections 29 and 32, T.150N., R.101W., Pronghorn, or a to be determined field, Bakken Pool, McKenzie County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 19385: Application of Liberty Resources LLC for an order authorizing the drilling, completing and producing of a total of eight wells on an existing 1280-acre spacing unit described as Sections 30 and 31, T.155N., R.100W., Todd, Williston, or Springbrook-Bakken Pool, Williams County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 19386: Application of Liberty Resources LLC for an order authorizing the drilling, completing and producing of a total of eight wells on an existing 1280-acre spacing unit described as Section 36, T.148N., R.101W., and Section 31, T.148N., R.100W., Red Wing Creek-Bakken Pool, McKenzie County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 19387: Application of Corinthian Exploration (USA) Corp. for an order allowing the production from the Corinthian Backman #1-34 I-H well, Section 34, and the Corinthian Backman #4-35 I-H well, Section 35, both located in T.164N., R.77W., North Souris Field, Bottineau County, ND, to be produced into the Backman I Central Tank Battery or production facility located in Section 34, T.164N., R.77W., Bottineau County, ND, as an exception to the provisions of NDAC § 43-02-03-48, pursuant to NDAC 43-02-03-48.1, and such other relief as is appropriate.

Case No. 19388: Application of Corinthian Exploration (USA) Corp. for an order allowing the production from the Corinthian Backman #16-34 I-H well, Section 34, and the Corinthian Backman #13-35 I-H well, Section 35, both located in T.164N., R.77W., North Souris Field, Bottineau County, ND, to be produced into the Backman I6 Central Tank Battery or production facility located in Section 34, T.164N., R.77W., Bottineau County, ND, as an exception to the provisions of NDAC § 43-02-03-48, pursuant to NDAC 43-02-03-48.1, and such other relief as is appropriate.

Case No. 19389: Application of Corinthian Exploration (USA) Corp. for an order allowing the production from the Corinthian Bowers #8 3 I-H well, Section 3, and the Corinthian Bowers #5-2 I-H well, Section 2, both located in T.163N., R.77W., North Souris Field, Bottineau County, ND, to be produced into the Bowers Central Tank Battery or production facility located in Section 3, T.163N., R.77W., Bottineau County, ND, as an exception to the provisions of NDAC § 43-02-03-48, pursuant to NDAC 43-02-03-48.1, and such other relief as is appropriate.

Case No. 19390: Application of Triangle USA Petroleum Corp. for an order authorizing the drilling, completing and producing of a total of four wells on an existing 1280-acre spacing unit described as Sections 26 and 35, T.150N., R.101W., Rawson-Bakken Pool, McKenzie County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 19391: Application of Triangle USA Petroleum Corp. for an order authorizing the drilling, completing and producing of a total of four wells on an existing 1280-acre spacing unit described as Sections 9 and 10, T.150N., R.100W., Sandrocks-Bakken Pool, McKenzie County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 19392: Application of Zavanna, LLC for an order authorizing the drilling, completing and producing of multiple wells on each existing 1280-acre spacing unit described as Sections 25 and 36; Sections 26 and 35; Sections 27 and 34; Sections 28 and 33; Sections 29 and 32; and Sections 30 and 31, T.150N., R.102W.; Sections 1 and 12; and Sections 3 and 10, T.149N., R.102W.; and Sections 6 and 7, T.149N., R.101W., Foreman Butte-Bakken Pool, McKenzie County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 19393: Application of Zavanna, LLC for an order authorizing the drilling, completing and producing of multiple wells on an existing 1280-acre spacing unit described as Sections 13 and 24, T.149N., R.102W., Boxcar Butte-Bakken Pool, McKenzie County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 19394: Application of Zenergy Operating Co., LLC for an order pursuant to NDAC § 43-02-03-88.1 authorizing salt-water disposal into the Dakota Group in the State of ND SWD #16 well, SWNW Section 16, T.150N., R.95W., Blue Buttes Field, McKenzie County, ND, pursuant to NDAC Chapter 43-02-05 and such other relief as is appropriate.

Case No. 19395: Application of R360 Williston Basin, LLC for an order pursuant to NDAC § 43-02-03-88.1 authorizing salt-water disposal into the Dakota Group in the Lalim SWD #1 well, SESE Section 2, T.157N., R.95W., Tioga Field, Williams County, ND, pursuant to NDAC Chapter 43-02-05 and such other relief as is appropriate.

Signed by,  
Jack Dalrymple, Governor  
Chairman, ND Industrial Commission  
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