

BEFORE THE INDUSTRIAL COMMISSION
OF THE STATE OF NORTH DAKOTA

CASE NO. 19500
ORDER NO. 21802

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 FLARING OF GAS FROM
THE GERALYN MARIE 34-163-99H #1DQ,
NWNW OF SECTION 34, T.163N., R.99W.;
LARSON #3-162-99H, SESE OF SECTION 3;
HAUGLAND #4-162-99H, SESE OF SECTION 4;
HAUGLAND #9-162-99H, SWSW OF SECTION
4; GRUNDSTAD #5-162-99H, SESE OF SECTION
5; LARSEN #8-162-99H, NWNW OF SECTION 8;
GRUNDSTAD #10-162-99H, NWNW OF
SECTION 10; HANSEN #13-162-99H, SESE OF
SECTION 13; SORENSON #14-162-99H, NWNW
OF SECTION 14; HAUGENOE #22-162-99H,
SESW OF SECTION 15; HAUGENOE #15-162-
99H, NWNW OF SECTION 15; HANSEN #6-7-
162-99H, NENE OF SECTION 18; HANSEN #18-
19-162-99H, NENE OF SECTION 18; LYSTAD
23-162-99 #1QD, SESE OF SECTION 23;
SINCLAIR #24-162-99H, NWNW OF SECTION
24, T.162N., R.99W., DIVIDE COUNTY, ND,
AMBROSE-BAKKEN POOL; PURSUANT TO
THE PROVISIONS OF NDCC § 38-08-06.4 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 17th day of January, 2013.
- (2) The Commission received an application from Baytex Energy USA Ltd. (Baytex) on December 14, 2012 for an order pursuant to North Dakota Administrative Code (NDAC) Section 43-02-03-88.1 authorizing the flaring of gas from 15 wells to include: the Geralyn Marie 34-163-99H #1DQ located in the NW/4 NW/4 of Section 34, Township 163 North, Range 99 West; Larson #3-162-99H located in the SE/4 SE/4 of Section 3, Township 162 North, Range 99

West; Haugland #4-162-99H located in the SE/4 SE/4 of Section 4, Township 162 North, Range 99 West; Haugland #9-162-99H located in the SW/4 SW/4 of Section 4, Township 162 North, Range 99 West; Grundstad #5-162-99H located in the SE/4 SE/4 of Section 5, Township 162 North, Range 99 West; Larsen #8-162-99H located in the NW/4 NW/4 of Section 8, Township 162 North, Range 99 West; Grundstad #10-162-99H located in the NW/4 NW/4 of Section 10, Township 162, Range 99 West; Hansen #13-162-99H located in the SE/4 SE/4 of Section 13, Township 162 North, Range 99 West; Sorenson #14-162-99H located in the NW/4 NW/4 of Section 14, Township 162 North, Range 99 West; Haugenoe #22-162-99H located in the SE/4 SW/4 of Section 15, Township 162 North, Range 99 West; Haugenoe #15-162-99H located in the NW/4 NW/4 of Section 15, Township 162 North, Range 99 West; Hansen #6-7-162-99H located in the NE/4 NE/4 of Section 18, Township 162 North, Range 99 West; Hansen #18-19-162-99H located in the NE/4 NE/4 of Section 18, Township 162 North, Range 99 West; Lystad 23-162-99 #1QD located in the SE/4 SE/4 of Section 23, Township 162 North, Range 99 West; Sinclair #24-162-99H located in the NW/4 NW/4 of Section 24, Township 162 North, Range 99 West; Divide County, Ambrose-Bakken Pool, North Dakota, pursuant to the provisions of North Dakota Century Code (NDCC) Section 38-08-06.4 and such other relief as is appropriate.

(3) Pursuant to NDAC Section 43-02-03-88.1, the Director is authorized, on behalf of the Commission, to grant or deny applications relating to, inter alia, flaring exemptions under NDCC Section 38-08-06.4 and under NDAC Section 43-02-03-60.2.

(4) At the time of this hearing, NDCC Section 38-08-06.4 stated:

As permitted under rules of the industrial commission, gas produced with crude oil from an oil well may be flared during a one-year period from the date of first production from the well. Thereafter, flaring of gas from the well must cease and the well must be capped, connected to a gas gathering line, or equipped with an electrical generator that consumes at least seventy-five percent of the gas from the well. An electrical generator and its attachment units to produce electricity from gas must be considered to be personal property for all purposes. For a well operated in violation of this section, the producer shall pay royalties to royalty owners upon the value of the flared gas and shall also pay gross production tax on the flared gas at the rate imposed under section 57-51-02.2. The industrial commission may enforce this section and, for each well operator found to be in violation of this section, may determine the value of flared gas for purposes of payment of royalties under this section and its determination is final. A producer may obtain an exemption from this section from the industrial commission upon application and a showing that connection of the well to a natural gas gathering line is economically infeasible at the time of the application or in the foreseeable future or that a market for the gas is not available and that equipping the well with an electrical generator to produce electricity from gas is economically infeasible.

(5) At the time of this application, Baytex was the owner or operator of the following wells in the Ambrose-Bakken Pool, Divide County, North Dakota:

<u>File #</u>	<u>Well Name & Number</u>	<u>Location</u>	<u>Completion Date</u>
20569	Geralyn Marie 34-163-99 #1DQ H	NWNW Section 34-T163N-R99W	7/12/2011
18982	Larson #3-162-99H	SESE Section 3-162N-R99W	11/10/2010
19266	Haugland #4-162-99H	SESE Section 4-162N-99W	12/6/2010
19489	Haugland #9-162-99H	SWSW Section 4-162N-99W	12/7/2010
19162	Grundstad #5-162-99H	SESE Section 5-162N-99W	10/22/2010
19653	Larsen #8-162-99H	NWNW Section 8-162N-99W	4/27/2011
19754	Grundstad #10-162-99H	NWNW Section 10-162-99W	5/18/2011
18728	Hansen #13-162-99H	SESE Section 13-162-99W	6/23/2010
18854	Sorenson #14-162-99H	NWNW Section 14-162N-99W	9/22/2010
20285	Haugenoe #22-162-99H	SESW Section 15-162N-99W	4/28/2011
18978	Haugenoe #15-162-99H	NWNW Section 15-162N-99W	11/9/2010
19633	Hansen #6-7-162-99H	NENE Section 18-162N-99W	1/22/2011
19461	Hansen #18-19-162-99H	NENE Section 18-162N-99W	1/22/2011
20474	Lystad #23-162-99 1QD	SESE Section 23-162N-99W	8/20/2011
18900	Sinclair #24-162-99H	NWNW Section 24-162-99W	9/2/2011

The Commission approved the transfer of the above wells from Baytex to SM Energy Company on November 21, 2014.

(6) The wells in paragraph (5) above were completed in the Ambrose-Bakken Pool. Pursuant to NDCC Section 38-08-06.4, gas produced with crude oil from an oil well may be flared during a one-year period from the date of first production from the well.

(7) The Ambrose-Bakken Pool is an oil reservoir, but gas is produced in association with the oil at the wellhead as a by-product of oil production.

(8) By previous order of the Commission, said wells are currently authorized to flare so that all owners of interests in the wells herein described may receive the maximum benefits of the oil production in such a manner that will prevent waste and protect correlative rights.

(9) At the time of the application gas pipeline infrastructure did not exist in and around the Ambrose Field, although Baytex anticipated these wells could be connected to a gas gathering facility in the future.

The Commission notes that the following wells were connected to a gas gathering system in the month listed below:

<u>Well Name & Number</u>	<u>Connected to a gas gathering system</u>
Hansen #18-19-162-99H	September 2013
Haugland #4-162-99H	July 2013
Haugland #9-162-99H	July 2013
Grundstad #5-162-99H	July 2013
Larsen #8-162-99H	July 2013
Sorenson #14-162-99H	October 2013
Haugenoe #22-162-99H	October 2013
Hansen #6-7-162-99H	October 2013

<u>Well Name & Number</u>	<u>Connected to a gas gathering system</u>
Lystad 23-162-99 #1QD	October 2013
Larson #3-162-99H	January 2014
Geralyn Marie 34-163-99H #1DQ	July 2014

(10) Baytex submitted evidence that, at the time of their application, there was no market for the surplus casinghead gas being produced by the wells.

(11) Baytex has investigated the possibility of equipping the wells with an electrical generator and determined that it is not economic to purchase, install, connect and operate an electric generator fueled by produced casinghead gas. The Commission concludes that equipping the wells with an electrical generator to produce electricity from the gas is economically infeasible.

(12) If Baytex's request is not granted, taxes and royalties must be paid on flared gas which will increase operating costs, raise the economic limit and cause premature abandonment of the wells; or the wells must be connected to a gas pipeline or an electrical generator at an economic loss which would also cause premature abandonment, or flaring must cease and the wells must be "capped," resulting in the loss of oil production and the loss of the benefits of that production by all owners of interest in the wells and the State of North Dakota.

(13) In order to prevent waste, and protect correlative rights this application should be granted.

IT IS THEREFORE ORDERED:

(1) Baytex Energy USA Ltd., its assigns and successors, is hereby allowed to flare surplus casinghead gas produced with crude oil from the Ambrose-Bakken Pool through the wells listed below under the exemption provided for under NDCC Section 38-08-06.4:

<u>File #</u>	<u>Well Name & Number</u>	<u>Location</u>
20569	Geralyn Marie #34-163-99H #1DQ	NWNW Section 34-T163N-R99W
18982	Larson #3-162-99H	SESE Section 3-162N-R99W
19266	Haugland #4-162-99H	SESE Section 4-162N-99W
19489	Haugland #9-162-99H	SWSW Section 4-162N-99W
19162	Grundstad #5-162-99H	SESE Section 5-162N-99W
19653	Larsen #8-162-99H	NWNW Section 8-162N-99W
19754	Grundstad #10-162-99H	NWNW Section 10-162-99W
18728	Hansen #13-162-99H	SESE Section 13-162-99W
18854	Sorenson #14-162-99H	NWNW Section 14-162N-99W
20285	Haugenoe #22-162-99H	SESW Section 15-162N-99W
18978	Haugenoe #15-162-99H	NWNW Section 15-162N-99W
19633	Hansen #6-7-162-99H	NENE Section 18-162N-99W
19461	Hansen #18-19-162-99H	NENE Section 18-162N-99W
20474	Lystad 23-162-99 #1QD	SESE Section 23-162N-99W
18900	Sinclair 24-162-99H	NWNW Section 24-162-99W

(2) This order is effective as of December 14, 2012 and shall remain in full force and effect until further order of the Commission.

Dated this 18th day of July, 2016.

INDUSTRIAL COMMISSION
STATE OF NORTH DAKOTA

By the Director, on behalf of the Commission

/s/ Lynn D. Helms, Director

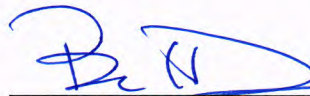
STATE OF NORTH DAKOTA

AFFIDAVIT OF MAILING

COUNTY OF BURLEIGH

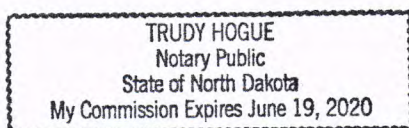
I, Belinda Dickson, being duly sworn upon oath, depose and say: That on the 22nd day of July, 2016 enclosed in separate envelopes true and correct copies of the attached Order No. 21802 of the North Dakota Industrial Commission, and deposited the same with the United States Postal Service in Bismarck, North Dakota, with postage thereon fully paid, directed to the following persons by the Industrial Commission in Case No. 19500:

LAWRENCE BENDER
FREDRIKSON & BYRON
PO BOX 1855
BISMARCK ND 58502



Belinda Dickson
Oil & Gas Division

On this 22nd day of July, 2016 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.



Notary Public
State of North Dakota, County of Burleigh

BAYTEX

ENERGY USA LTD.

Application of Baytex Energy USA Ltd. Comprehensive Gas Flaring, Divide County, ND

Divide County, North Dakota

Application
For
Comprehensive
Gas Flaring



Before the
Oil & Gas Division
of the
Industrial Commission
of the
State of North Dakota
January 17, 2013

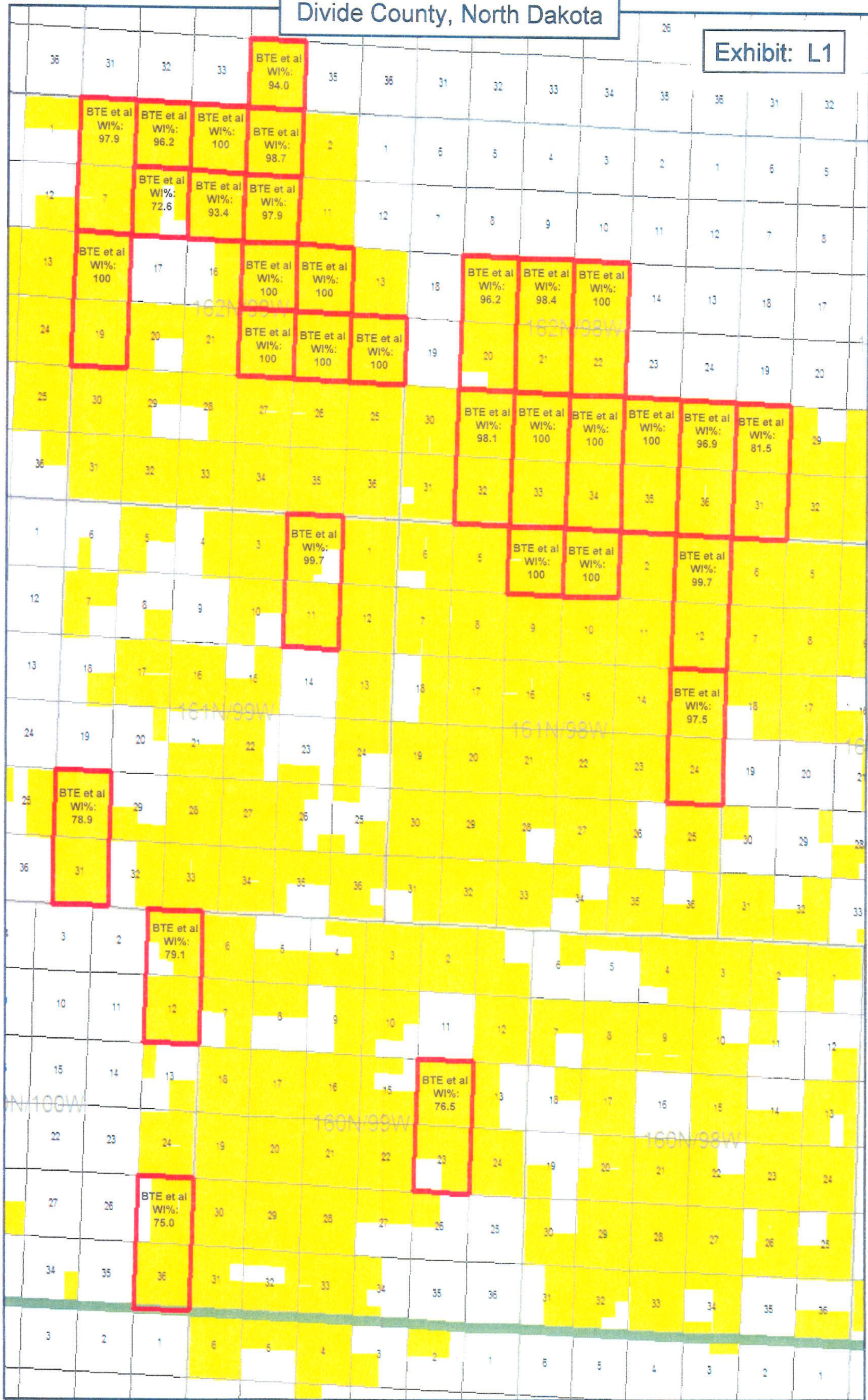
Baytex Energy USA Ltd.

January 17, 2013

"Case No. 19494: Application of Baytex Energy USA Ltd. for an order amending the field rules for the Smoky Butte-Bakken Pool, Divide County, ND, to allow the flaring of gas . . . and such other relief as is appropriate."	"Case No. 19495: Application of Baytex Energy USA Ltd. for an order amending the field rules for the Blooming Prairie-Bakken Pool, Divide County, ND, to allow the flaring of gas . . . and such other relief as is appropriate."
"Case No. 19496: Application of Baytex Energy USA Ltd. for an order amending the field rules for the Garnet-Bakken Pool, Divide County, ND, to allow the flaring of gas . . . and such other relief as is appropriate."	"Case No. 19497: Application of Baytex Energy USA Ltd. for an order amending the field rules for the Musta-Bakken Pool, Divide County, ND, to allow the flaring of gas . . . and such other relief as is appropriate."
"Case No. 19498: Application of Baytex Energy USA Ltd. for an order amending the field rules for the Whiteaker-Bakken Pool, Divide County, ND, to allow the flaring of gas. . . . and such other relief as is appropriate."	"Case No. 18911: (Continued) Application of Baytex Energy USA Ltd. for an order amending the field rules for the Blooming Prairie-Bakken Pool, Divide County, ND, to allow the flaring of gas . . . and such other relief as is appropriate."
"Case No. 18912: (Continued) Application of Baytex Energy USA Ltd. for an order amending the field rules for the Smoky Butte-Bakken Pool, Divide County, ND, to allow the flaring of gas. . . . and such other relief as is appropriate."	"Case No. 18913: (Continued) Application of Baytex Energy USA Ltd. for an order amending the field rules for the Musta-Bakken Pool, Divide County, ND, to allow the flaring of gas and such other relief as is appropriate."
"Case No. 18914: (Continued) Application of Baytex Energy USA Ltd. for an order amending the field rules for the Garnet-Bakken Pool, Divide County, ND, to allow the flaring of gas . . . and such other relief as is appropriate."	"Case No. 18915: (Continued) Application of Baytex Energy USA Ltd. for an order amending the field rules for the Whiteaker-Bakken Pool, Divide County, ND, to allow the flaring of gas . . . and such other relief as is appropriate."
"Case No. 19499: Application of Baytex Energy USA Ltd. for an order authorizing the flaring of gas from the Hall #3-161-98H, SESE of Section 3, and the Lindsey #4-161-98H, SESE of Section 4, T.161N., R.98W., Divide County, ND, Whiteaker-Bakken Pool, pursuant to the provisions of NDCC § 38-08-06.4 and such other relief as is appropriate."	"Case No. 19500: Application of Baytex Energy USA Ltd. for an order authorizing the flaring of gas from the Geralyn Marie 34-163-99H #1DQ, NWNW of Section 34, T.163N., R.99W.; Larson #3-162-99H, SESE of Section 3; Haugland #4-162-99H, SESE of Section 4; Haugland #9-162-99H, SWSW of Section 4; Grundstad #5-162-99H, SESE of Section 5; Larsen #8-162-99H, NWNW of Section 8; Grundstad #10-162-99H, NWNW of Section 10; Hansen #13-162-99H, SESE of Section 13; Sorenson #14-162-99H, NWNW of Section 14; Haugenoe #22-162-99H, SESW of Section 15; Haugenoe #15-162-99H, NWNW of Section 15; Hansen #6-7-162-99H, NENE of Section 18; Hansen #18-19-162-99H, NENE of Section 18; Lystad 23-162-99 #1QD, SESE of Section 23; Sinclair #24-162-99H, NWNW of Section 24, T.162N., R.99W., Divide County, ND, Ambrose-Bakken Pool; pursuant to the provisions of NDCC § 38-08-06.4 and such other relief as is appropriate."
"Case No. 19501: Application of Baytex Energy USA Ltd. for an order authorizing the flaring of gas from the Colby 23-14-160-99H #1PB, SWSE Section 23, T.160N., R.99W., Divide County, ND, Burg-Bakken Pool, pursuant to the provisions of NDCC § 38-08-06.4 and such other relief as is appropriate."	"Case No. 17883: (Continued) Application of Baytex Energy USA Ltd. for an order pursuant to NDAC § 43-02-03-88.1 authorizing the flaring of gas from the Geralyn Marie 34-163-99H #1DQ well located in the NWNW of Section 34, T.163N., R.99W., Divide County, ND, Ambrose-Bakken Pool, pursuant to the provisions of NDCC § 38-08-06.4 and such other relief as is appropriate."
"Case No. 17884: (Continued) Application of Baytex Energy USA Ltd. for an order pursuant to NDAC § 43-02-03-88.1 authorizing the flaring of gas from the Lystad 23-162-99 #1QD well located in the SESE of Section 23, T.162N., R.99W., Divide County, ND, Ambrose-Bakken Pool, pursuant to the provisions of NDCC § 38-08-06.4 and such other relief as is appropriate."	"Case No. 17885: (Continued) Application of Baytex Energy USA Ltd. for an order pursuant to NDAC § 43-02-03-88.1 authorizing the flaring of gas from the Sinclair #24-162-99H well located in the NWNW of Section 24, T.162N., R.99W., Divide County, ND, Ambrose-Bakken Pool, pursuant to the provisions of NDCC § 38-08-06.4 and such other relief as is appropriate."
"Case No. 17886: (Continued) Application of Baytex Energy USA Ltd. for an order pursuant to NDAC § 43-02-03-88.1 authorizing the flaring of gas from the Colby 23-14-160-99H #1PB well located in the SWSE of Section 23, T.160N., R.99W., Divide County, ND, Burg-Bakken Pool, pursuant to the provisions of NDCC § 38-08-06.4 and such other relief as is appropriate."	

Land Plat Divide County, North Dakota

Exhibit: L1



2.0 0 5.0

INDUSTRIAL COMMISSION

STATE OF NORTH DAKOTA

DATE 1-17-13 CASE NO. 18911-18915

Introduced By Baytex 17893-17894

Exhibit L1

Identified By Verret

BAYTEX
ENERGY USA LTD.

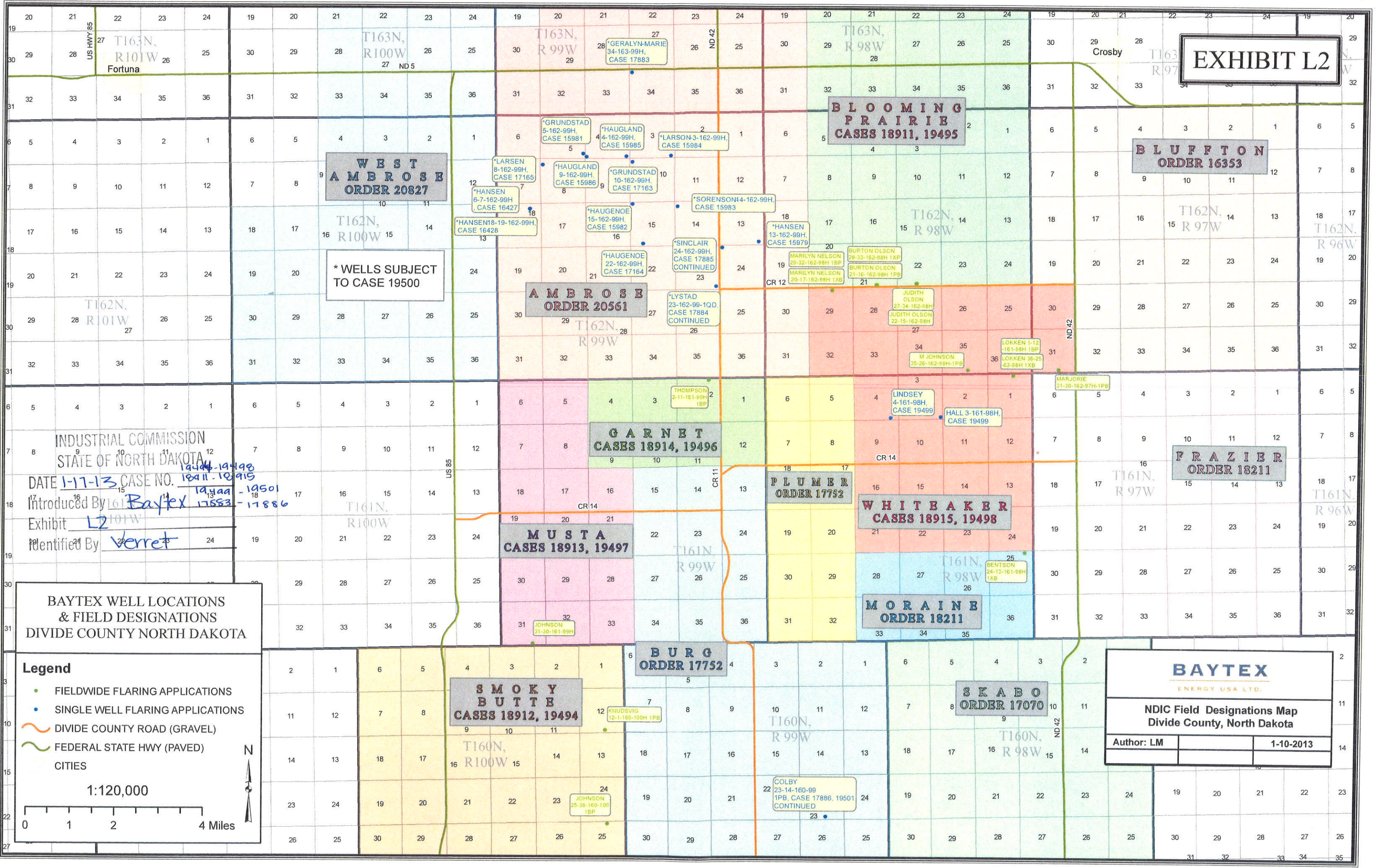
Land Plat
Working Interest

Author:
WBM

1-9-2013

Baytex Operated DSU's

EXHIBIT L2



WEST
AMBROSE
ORDER 20827

* WELLS SUBJECT
TO CASE 19500

AMBROSE
ORDER 20561

GARNET
CASES 18914, 19496

MUSTA
CASES 18913, 19497

SMOKY
BUTTE
CASES 18912, 19494

BURG
ORDER 17752

BLOOMING
PRAIRIE
CASES 18911, 19495

BLUFFTON
ORDER 16353

FRAZIER
ORDER 18211

WHITEAKER
CASES 18915, 19498

MORAINE
ORDER 18211

SKABO
ORDER 17070

INDUSTRIAL COMMISSION
STATE OF NORTH DAKOTA
DATE 1-17-13 CASE NO. 19494-19498
Introduced By Baytex
Exhibit L2
Identified By Verret

BAYTEX WELL LOCATIONS
& FIELD DESIGNATIONS
DIVIDE COUNTY NORTH DAKOTA

Legend

- FIELDWIDE FLARING APPLICATIONS
- SINGLE WELL FLARING APPLICATIONS
- DIVIDE COUNTY ROAD (GRAVEL)
- FEDERAL STATE HWY (PAVED)
- CITIES

1:120,000

0 1 2 4 Miles

N

BAYTEX
ENERGY USA LTD.

NDIC Field Designations Map
Divide County, North Dakota

Author: LM	1-10-2013
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NDIC #	Well Name	Field	Date of First Bakken Production	NDCC 38-08.06.4 (One Year Date)	Case Number	Comments
18728	Hansen 13-162-99H	Ambrose	07/28/10	07/28/11	19500	Administrative hearing 10/27/11 (Case 15979)
18781	Hall 3-161-98H	Whiteaker	08/02/10	08/02/11	19499	Order #'s 18243 & 20117 issued & on file
18910	Lindsey 4-161-98H	Whiteaker	09/04/10	09/04/11	19499	Order #'s 18250 & 20118 issued & on file
18854	Sorenson 14-162-99H	Ambrose	09/23/10	09/23/11	19500	Administrative hearing 10/27/11 (Case 15983)
18978	Haugenoe 15-162-99H	Ambrose	11/08/10	11/08/11	19500	Administrative hearing 10/27/11 (Case 15982)
18982	Larson 3-162-99H	Ambrose	11/10/10	11/10/11	19500	Administrative hearing 10/27/11 (Case 15984)
19162	Grundstad 5-162-99H	Ambrose	11/29/10	11/29/11	19500	Administrative hearing 10/27/11 (Case 15981)
19266	Haugland 4-162-99H	Ambrose	12/06/10	12/06/11	19500	Administrative hearing 10/27/11 (Case 15985)
19489	Haugland 9-162-99H	Ambrose	12/06/10	12/06/11	19500	Administrative hearing 10/27/11 (Case 15986)
19633	Hansen 6-7-162-99H	Ambrose	01/23/11	01/23/12	19500	Administrative hearing 12/15/11 (Case 16427)
19461	Hansen 18-19-162-99H	Ambrose	01/24/11	01/24/12	19500	Administrative hearing 12/15/11 (Case 16428)
19653	Larsen 8-162-99H	Ambrose	04/27/11	04/27/12	19500	Administrative hearing 2/29/12 (Case 17165)
20285	Haugenoe 22-162-99H	Ambrose	04/28/11	04/28/12	19500	Administrative hearing 2/29/12 (Case 17164)
19754	Grundstad 10-162-99H	Ambrose	05/18/11	05/18/12	19500	Administrative hearing 2/29/12 (Case 17163)
20569	Geralyn Marie 34-163-99H	Ambrose	07/12/11	07/12/12	17883	Case 17883 (Continued)- Unrestricted production & gas flaring
20587	Colby 23-14-160-99H	Burg	08/09/11	08/09/12	17886	Case 17886 (Continued)- Unrestricted production & gas flaring
20474	Lystad 23-162-99 1QD	Ambrose	08/26/11	08/26/12	17884	Case 17884 (Continued)- Unrestricted production & gas flaring
18900	Sinclair 24-162-99H	Ambrose	09/04/11	09/04/12	17885	Case 17885 (Continued)- Unrestricted production & gas flaring
20942	Knudsvig 12-1-160-100H 1PB	Smoky Butte	12/21/11	12/21/12	19494	Case 18912 (Continued)- Unrestricted production & gas flaring
21321	Johnson 25-36-160-100H 1BP	Smoky Butte	12/21/11	12/21/12	19494	Case 18912 (Continued)- Unrestricted production & gas flaring
21654	Johnson 31-30-161-99H 1PB	Musta	01/14/12	01/14/13	19497	Case 18913 (Continued)- Unrestricted production & gas flaring
21849	Thompson 2-11-161-99H 1BP	Garnet	03/10/12	03/10/13	19496	Case 18914 (Continued)- Unrestricted production & gas flaring
21911	Lokken 36-25-162-98H 1XB	Whiteaker	05/07/12	05/07/13	19498	Case 18915 (Continued)- Unrestricted production & gas flaring
21910	Lokken 1-12-161-98H 1BP	Whiteaker	05/18/12	05/18/13	19498	Case 18915 (Continued)- Unrestricted production & gas flaring
22124	Bentson 24-13-161-98H 1XB	Whiteaker	05/19/12	05/19/13	19498	Case 18915 (Continued)- Unrestricted production & gas flaring
22019	Judith Olson 27-34-162-98H 1XN	Whiteaker	08/09/12	08/09/13	19498	Case 18915 (Continued)- Unrestricted production & gas flaring
22020	Judith Olson 22-15-162-98H 1NC	Blooming Prairie	08/13/12	08/13/13	19495	Case 18911 (Continued)- Unrestricted production & gas flaring
22744	M. Johnson 35-26-162-98H 1PB	Whiteaker	09/11/12	09/11/13	19498	Case 18915 (Continued)- Unrestricted production & gas flaring
22782	Marjorie 31-30-162-97H 1PB	Whiteaker	10/24/12	10/24/13	19498	Case 18915 (Continued)- Unrestricted production & gas flaring
23240	Marilyn Nelson 29-32-162-98H 1BP	Whiteaker	11/30/12	11/30/12	19498	Case 18915 (Continued)- Unrestricted production & gas flaring
23407	Marilyn Nelson 20-17-162-98H 1XB	Blooming Prairie	12/15/12	12/15/13	19495	Case 18911 (Continued)- Unrestricted production & gas flaring
23409	Burton Olson 28-33-162-98H 1XP	Whiteaker	12/14/12	12/14/13	19498	Case 18915 (Continued)- Unrestricted production & gas flaring
23410	Burton Olson 21-16-162-98H 1PB	Blooming Prairie	12/06/12	12/06/13	19495	Case 18911 (Continued)- Unrestricted production & gas flaring

BAYTEX

ENERGY USA LTD.

Gas Flaring Chart

Divide County, North Dakota

Author: RMV

1-11-2013

INDUSTRIAL COMMISSION
STATE OF NORTH DAKOTA
DATE 1-17-13 CASE NO. 18911-18915
Introduced By Baytex 19499-19501
Exhibit L3 17883-17886
Identified By Verret

ID	Task Name	Start	1/13	2/13	3/13	4/13	5/13	6/13
1	Baytex Rig #1 (Precision 607)	Mon 12/31/12						
2	(P) Leo 5-8-161-97H 1XN (1280 Frazier)	Mon 12/31/12						
3	(P) Ebreck 4-9-161-97H 1XN (1280 Frazier)	Sun 1/27/13						
4	(P) Ebreck 33-28-162-97H 1NC (1280 Bluffton)	Thu 2/21/13						
5	(P) Murphy 29-32-160-99H 1CN (1280 Burg)	Wed 3/20/13						
6	(P) Marcella 36-25-162-98H 2XD (1280 Whiteaker)	Tue 4/16/13						
7	Marcella 1-12-161-98H 2DM (1280 Whiteaker)	Sat 5/11/13						
8								
9	Baytex Rig #2 (Ensign 67)	Wed 1/9/13						
10	(P) Pulvermacher 34-27-162-99H 1NC (1280 Ambrose)	Wed 1/9/13						
11	(P) Pulvermacher 33-28-162-99H 1PB (1280 Ambrose)	Wed 2/6/13						
12	(P) J. Olson 27-34-162-98H 2XM (1280 Whiteaker)	Wed 3/6/13						
13	J. Olson 22-15-162-98H 2MD (1280 Blooming Prairie)	Sun 3/31/13						
14	Sandvol 27-34-162-98H 3XQ (1280 Whiteaker)	Sun 4/28/13						
15	Sandvol 22-15-162-98H 3PA (1280 Blooming Prairie)	Thu 5/23/13						

Exhibit: L4

Exhibit: L4

(P) NDIC Drilling Permit Issued

INDUSTRIAL COMMISSION

STATE OF NORTH DAKOTA

DATE 1-17-13 CASE NO. 19499-19501Introduced By Baytex 17883-17886Exhibit L4Identified By Verret

Drill Ready



Location Staked/ Contingencies



Preliminary Location



Progress

**BAYTEX**

ENERGY USA LTD.

Baytex 2013 Rig Schedule
Divide County, North Dakota

Author: RMV 1-11-2013

Prepared by R.M. Verret

Burke-Divide Electric Cooperative

BAYTEX PLANNING MAP Electrification Plan



Date: 12/31/2012
Drafted By: ABB

Dwg. BD Planning Map

HDR

Completion Time Line

Ambrose Sub	Nov 2013
Hawkeye Sub	July 2013
Phase 1	Feb 2013
Phase 2A	April 2013
Phase 2B	April 2013
Phase 2C	April 2013
Phase 3	June 2013
Phase 4	July 2013

Note: All dates are estimates
and may vary based on receipt
of contracts and CIA.

Current Electrified Well Locations

Legend

Baytex Energy	Proposed Stations
Baytex Phase 1	Proposed Transmission
Baytex Phase 2A	1Ø OH Dist
Baytex Phase 2B	2Ø OH Dist
Baytex Phase 2C	3Ø OH Dist
Baytex Phase 3	3Ø URD Dist
Baytex Phase 4	2Ø URD Dist
	1Ø URD Dist

INDUSTRIAL COMMISSION
STATE OF NORTH DAKOTA

DATE 1-17-13 CASE NO. 18411-18415

Introduced By Baytex

Exhibit 4 E1

Identified By Vervet

AMBROSE SUB

GERALYN MARIE
34-163-99H 1Ø

LARSEN 8-162-99H
HAUGLAND 4-162-99H
GRUNDSTAD 5-162-99H
LARSON 11-162-99H
HAUGENOE 15-162-99H
MYERS 2-162-99H
SORENSEN 14-162-99H

HAUGENOE 22-162-99H

HAUGENOE 15-162-99H

HAUGENOE 22-162-99H

HAUGENOE 22-162-99H

HAUGENOE 22-162-99H

HAUGENOE 22-162-99H

HAUGENOE 22-162-99H

HAUGENOE 22-162-99H

HAUGENOE 22-162-99H

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HAUGENOE 22-162-99H

HAUGENOE 22-162-99H

HAUGENOE 22-162-99H

HAUGENOE 22-162-99H

HAUGENOE 22-162-99H

HAUGENOE 22-162-99H

Exhibit: E1

BAYTEX
ENERGY USA LTD.

Burke-Divide Electrification Map
Divide County, North Dakota

Author: RMV 1-11-2013

Burke- Divide Electrification Project 2013
Divide County, North Dakota

Current Baytex Wells with Electric Service: 8

Twin Butte Substation Upgrade: Completed November 2012

Phase 1: **14** Wells Total; 11.5 Line Miles; Complete Feb. 2013

Phase 2A: **11** Wells Total; 6.0 Line Miles; Complete April 2013

Phase 2B: **11** Wells Total; 7.5 Line Miles; Complete April 2013

Phase 2C: **7** Wells Total; 5.5 Line Miles; Complete April 2013

Phase 3: **10** Wells Total; 9.5 Line Miles; Complete June 2013

Phase 4: **7** Wells Total; 11.0 Line Miles; Complete July 2013

Hawkeye Substation (New): Complete July 2013

Project Totals: **60** Wells (14- 2013 New Drills); **51** Line Miles

Notes: Map depicts Baytex portion of project (only) in Divide County. Comprehensive electrification project includes service upgrades to OneOk Pipeline, Samson Resources, SM Energy & Crescent Point Energy in immediate vicinity.

Electric service installation dates subject to change based on right-of-way acquisitions, weather conditions & material/equipment availability.

Additional electric service for remaining Baytex wells will be determined by Burke-Divide system capacity & geographic location.

BAYTEX <small>ENERGY USA LTD.</small>		
Burke-Divide Project Summary Divide County, North Dakota		
Author: RMV		1-11-2013

INDUSTRIAL COMMISSION
STATE OF NORTH DAKOTA
DATE 1-17-13 CASE NO. 19494-19498
Introduced By Baytex 18911-18915
Exhibit E2 19499-19501
Identified By Verret 17883-17886



North Dakota Gas

December, 2012

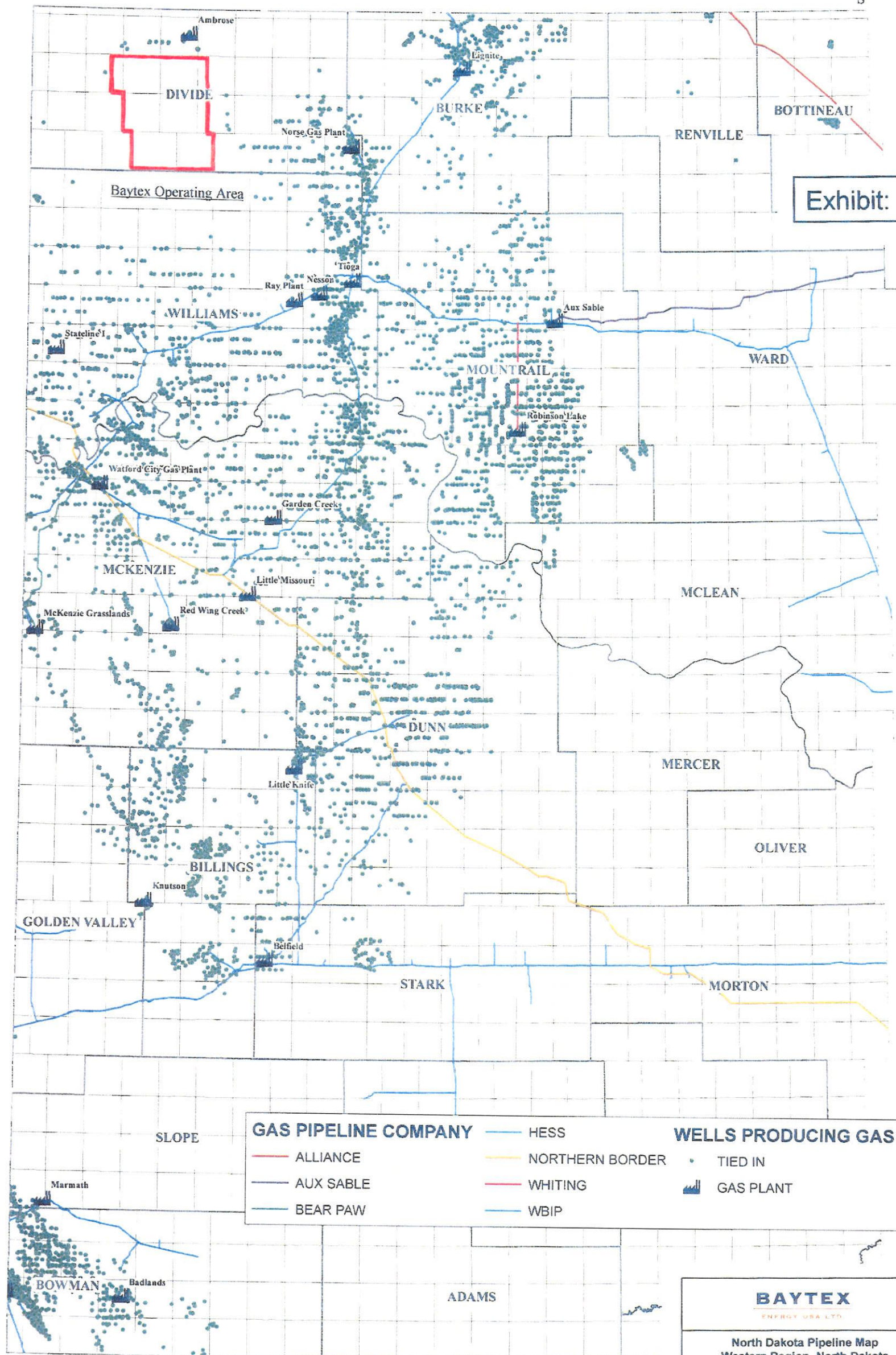


Exhibit: E3

GAS PIPELINE COMPANY

- ALLIANCE
- AUX SABLE
- BEAR PAW
- HESS
- NORTHERN BORDER
- WHITING
- WBIP

WELLS PRODUCING GAS

- TIED IN
- GAS PLANT

BAYTEX
ENERGY USA LTD.

North Dakota Pipeline Map
Western Region- North Dakota

Author: RMV	1-11-2013
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INDUSTRIAL COMMISSION
STATE OF NORTH DAKOTA
DATE 1-17-13 CASE NO. 19498-19498
Introduced By Baytex 18911-18915
Exhibit E3 19499-19501
Identified By Verret 17882-17896

EXHIBIT E4

NOTE: Lateral (pipeline) completion dates are estimates and subject to change due to ROW negotiations, weather conditions and equipment/material availability

BAYTEX 11, 21.3 MILES
Start construction Jan 2013
Projected Completion May-Jun 2013

BAYTEX 11 Extension, 5.8 MILES
Start construction Jan 2013
Projection completion May - Jun 2013

BAYTEX 10, 8.8 MILES
Projected completion Sept-Oct 2013

BAYTEX 9, 15.9 MILES
Projected completion Sept-Oct 2013

BAYTEX 7, 1.9 MILES
Projected completion Sept-Oct 2013

BAYTEX 6, 16.3 MILES
Route subject to revision
Completion TBD

BAYTEX 4, 12 MILES
Completion TBD

BAYTEX 2, 10.3 MILES
Completion TBD

CROSBY SOUTH (portion), 17 MILES
Start construction Feb 2013

BAYTEX 1, 3.8 MILES
Completion TBD

INDUSTRIAL COMMISSION
STATE OF NORTH DAKOTA
DATE 1-17-13 CASE NO. 18911, 18915, 18916, 18917, 18918, 18919, 18920, 18921, 18922, 18923, 18924, 18925, 18926, 18927, 18928, 18929, 18930, 18931, 18932, 18933, 18934, 18935, 18936, 18937, 18938, 18939, 18940, 18941, 18942, 18943, 18944, 18945, 18946, 18947, 18948, 18949, 18950, 18951, 18952, 18953, 18954, 18955, 18956, 18957, 18958, 18959, 18960, 18961, 18962, 18963, 18964, 18965, 18966, 18967, 18968, 18969, 18970, 18971, 18972, 18973, 18974, 18975, 18976, 18977, 18978, 18979, 18980, 18981, 18982, 18983, 18984, 18985, 18986, 18987, 18988, 18989, 18990, 18991, 18992, 18993, 18994, 18995, 18996, 18997, 18998, 18999, 19000
Introduced By Baytex
Exhibit E4
Identified By Verret

Total Baytex Laterals = 119.6 MILES

BAYTEX WELL LOCATIONS & GAS GATHERING MAP DIVIDE COUNTY NORTH DAKOTA

Legend

- Baytex 1
- Baytex 2
- Baytex 4
- Baytex-6 Lateral
- Baytex 7 new
- Baytex-9 Lateral
- Baytex 10
- Baytex 11 Extension
- Baytex 11
- Crosby South
- ONE OK MAINLINE
- Other pipelines
- EXISTING WELLS WITH FLARING AUTHORITY
- PROPOSED 2013 DRILL & COMPLETE
- FIELDWIDE FLARING APPLICATIONS
- SINGLE WELL FLARING APPLICATIONS
- STATION
- DIVIDE COUNTY ROAD (GRAVEL)
- FEDERAL STATE HWY (PAVED)
- CITIES
- Salt Water Disposal
- TOWNSHIP NAMES

1:120,000

0 1.25 2.5 5 Miles

N

BAYTEX
ENERGY USA LTD.

**Well Locations & Gas Gathering Map
Divide County, North Dakota**

Author: LM	1-10-2013
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**ADDITIONAL WELL CONNECTIONS
T160N-R99 and 98W (BAYTEX 2, 6.5 MILES)**

BRAGG 32-29-160-98H 1NC
MOE TRUST 33-28-160-98H-1PB
FURSBERG 4B-2-2H

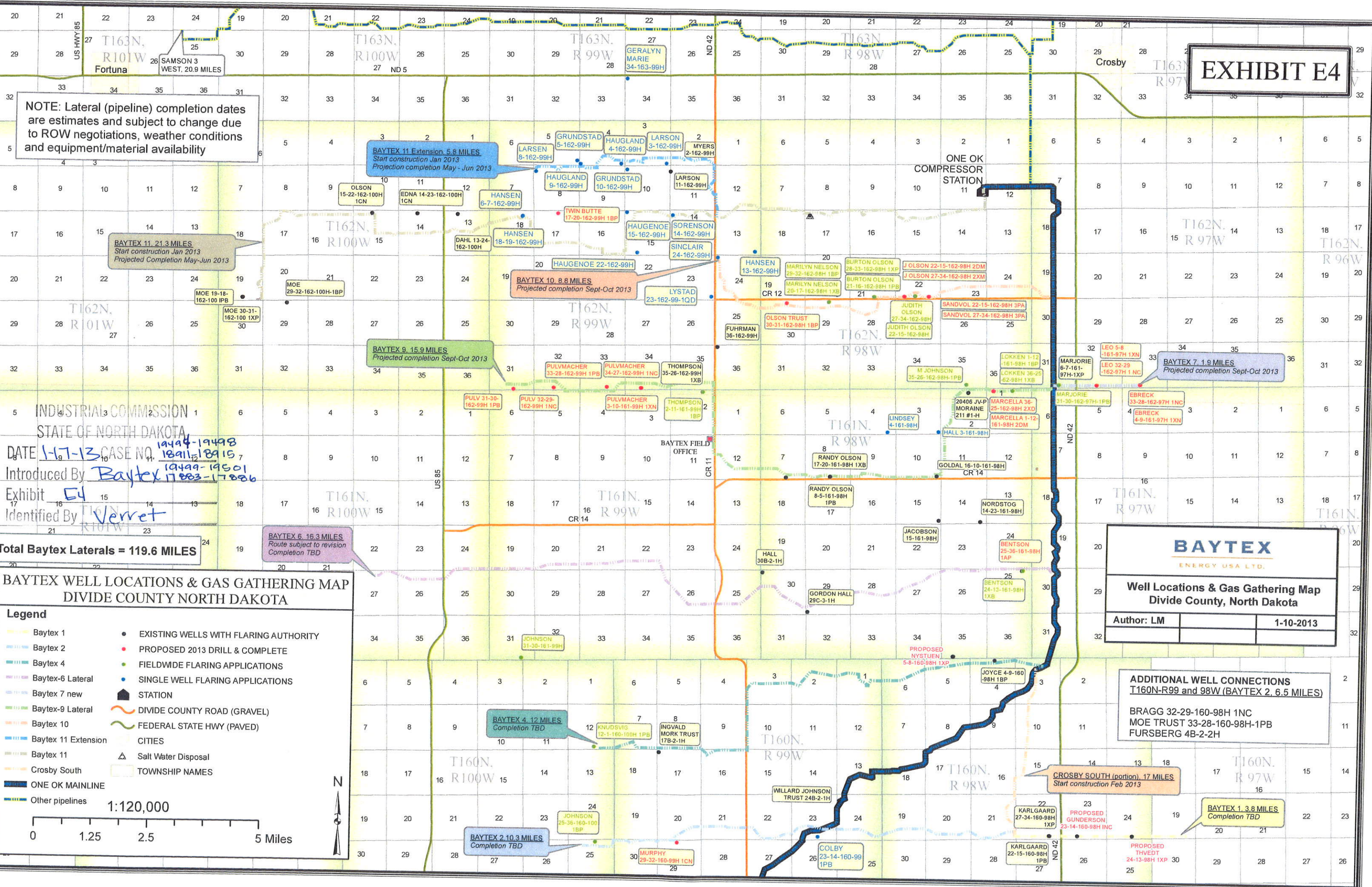
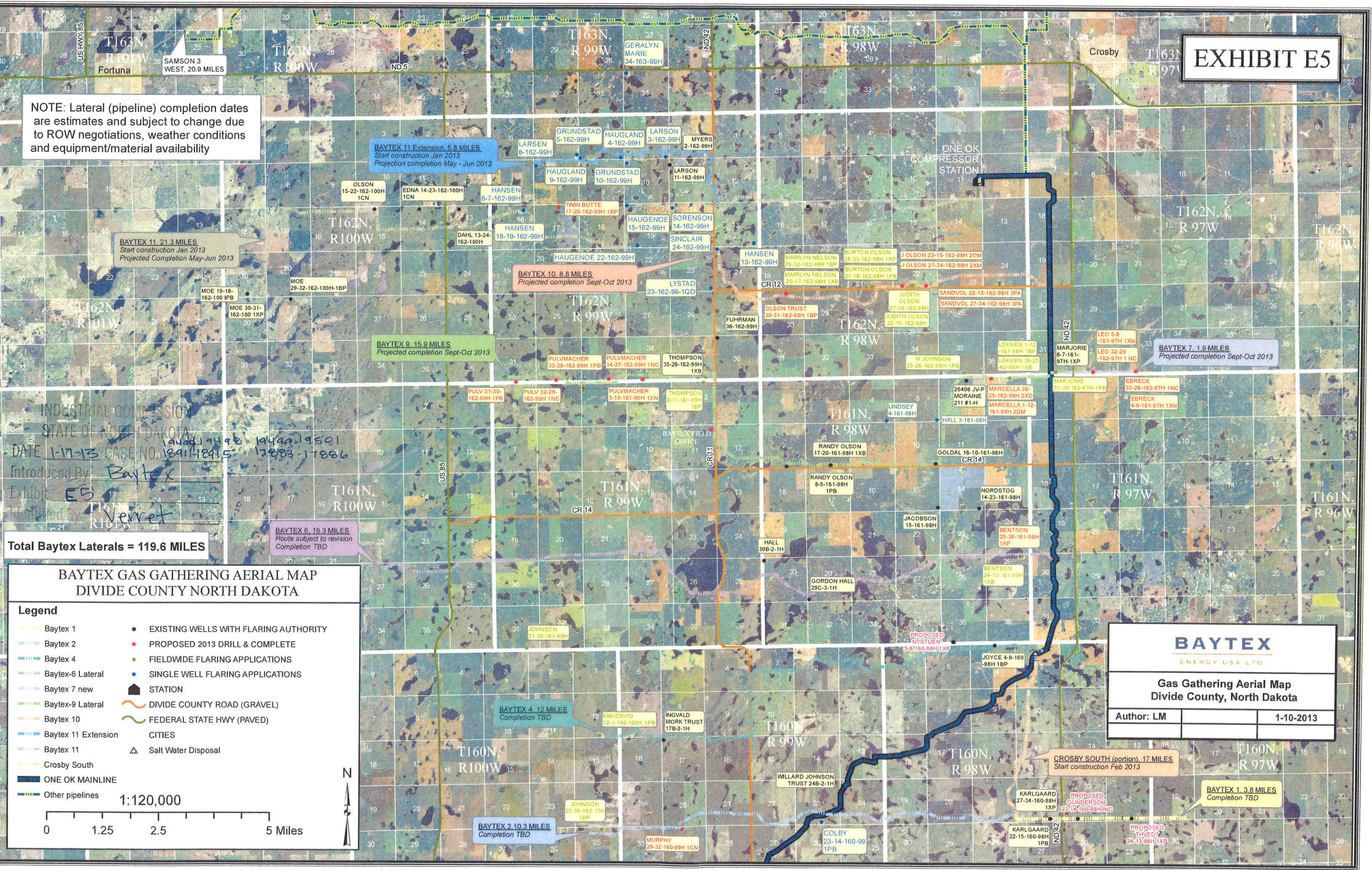


EXHIBIT E5

NOTE: Lateral (pipeline) completion dates are estimates and subject to change due to ROW negotiations, weather conditions and equipment/material availability



INDUSTRIAL COMMISSION
STATE OF NORTH DAKOTA
DATE 1-17-13 CASE NO. 18911-18915 / 17883-17886
Introduced By Baytex
Exhibit E5
Filed By Verret

Total Baytex Laterals = 119.6 MILES

BAYTEX GAS GATHERING AERIAL MAP
DIVIDE COUNTY NORTH DAKOTA

Legend

Baytex 1	EXISTING WELLS WITH FLARING AUTHORITY
Baytex 2	PROPOSED 2013 DRILL & COMPLETE
Baytex 4	FIELDWIDE FLARING APPLICATIONS
Baytex-6 Lateral	SINGLE WELL FLARING APPLICATIONS
Baytex 7 new	STATION
Baytex-9 Lateral	DIVIDE COUNTY ROAD (GRAVEL)
Baytex 10	FEDERAL STATE HWY (PAVED)
Baytex 11 Extension	CITIES
Baytex 11	Salt Water Disposal
Crosby South	
ONE OK MAINLINE	
Other pipelines	

1:120,000

0 1.25 2.5 5 Miles

BAYTEX
ENERGY USA LTD.

Gas Gathering Aerial Map
Divide County, North Dakota

Author: LM	1-10-2013
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CROSBY SOUTH (portion), 17 MILES
Start construction Feb 2013

BAYTEX 1.3.8 MILES
Completion TBD

BAYTEX 2.10.3 MILES
Completion TBD

BAYTEX 4.12 MILES
Completion TBD

BAYTEX 6.16.3 MILES
Route subject to revision
Completion TBD

BAYTEX 9.15.9 MILES
Projected completion Sept-Oct 2013

BAYTEX 10.8.8 MILES
Projected completion Sept-Oct 2013

BAYTEX 11 Extension 5.8 MILES
Start construction Jan 2013
Projected completion May-Jun 2013

BAYTEX 7.1.9 MILES
Projected completion Sept-Oct 2013

OneOK Gas Gathering System
Project Summary/ Installation Timeline
Divide County, North Dakota

April 4, 2012: OneOK announces plan to install \$160 MM/ 270 mile gas gathering system to service various operators in Divide County. Largest One OK project (to date) in North Dakota.

Current projections show final gathering system at **300+** miles, including 35 mile discharge pipeline. Baytex portion (laterals across leasehold) currently estimated at **120** miles.

Stateline 1 gas plant in service & Stateline 2 scheduled for start up by end of January 2013.

Samson Lines 1, 2 & 3 (to the north) scheduled for completion mid-January through March 2013.

Compressor Station scheduled to commence service mid-March 2013. Limited to two of three compressors until sub-station (electrical) upgrade completed by Burke-Divide in June 2013.

16" North trunk line expected in-service mid-January 2013; 12" steel discharge line complete. 14" (Crosby South) poly line scheduled to start construction February 2013. All Baytex laterals (except B11) will be staged upon construction start of Crosby South line.

Baytex Line 11 (27 miles) scheduled to start construction mid-January. Completion projected for **May- June 2013**. Will flow gas on all lateral lines (with block valves) as built-out.

Baytex Lines 7, 9 & 10 (26.6 miles) scheduled for projected completion by **October 2013**.

Southern laterals, particularly Baytex Line 6 (16.3 miles) are subject to route revisions due to ROW delays. US Fish & Wildlife habitat areas (waterfowl nesting) may have construction limitation in mid-April through mid-August timeframe. Anticipated completion dates will vary based on completion of right-of-way negotiations, weather conditions and equipment/materials.

Note: Refer to **Exhibit E7** for full details on all Baytex pipeline laterals

BAYTEX <small>ENERGY USA LTD.</small>		
OneOk Pipeline Project Summary Divide County, North Dakota		
Author: RMV		1-11-2013

INDUSTRIAL COMMISSION
STATE OF NORTH DAKOTA
DATE 1-17-13 CASE NO. 19498-19498
Introduced By Baytex 18911-18915
Exhibit E6 19499-19501
Identified By Vexret 17883-17886

OneOK Right-of-Way Summary

Lateral Name	Miles	Landowner Tracts	ROW Agreement	Total Wells Connected	Comments
Baytex 11	27.1	54	96%	19	Construction Start mid-January 2013. Projected completion May-June 2013.
Baytex 10	8.8	18	80%	14	Start predicated by Crosby South installation. Projected completion by October 2013.
Baytex 9	15.9	38	62%	17	Start predicated by Crosby South installation. Projected completion by October 2013.
Baytex 7	1.9	3	75%	6	Start predicated by Crosby South installation. Projected completion by October 2013.
Baytex 6	16.3	39	80%	4	Route revisions ongoing due to ROW acquisitions & wetland easements. Completion date to be determined.
Baytex 4	12.0	26	60%	3	Start predicated by Crosby South installation. Projected completion will be determined (primarily) by ROW acquisition & weather conditions.
Baytex 2	*16.8	18	67%	*9	Start predicated by Crosby South installation. Projected completion TBD. *Mileage & well totals include three wells located 2 miles south of main lateral. Tract & ROW totals reflect acquisition along main Baytex 2 lateral (only).
Baytex 1	3.8	7	43%	TBD	Start predicated by Crosby South installation. Projected completion will be determined (primarily) by ROW acquisition & weather conditions.
Crosby South	17.0	32	100%	N/A	Construction Start February 2013. Projected completion May-June 2013.
Project Totals	119.6	235		*72	*Six isolated wells not included in well totals as ROW arrangements are yet to be determined

Exhibit: E7

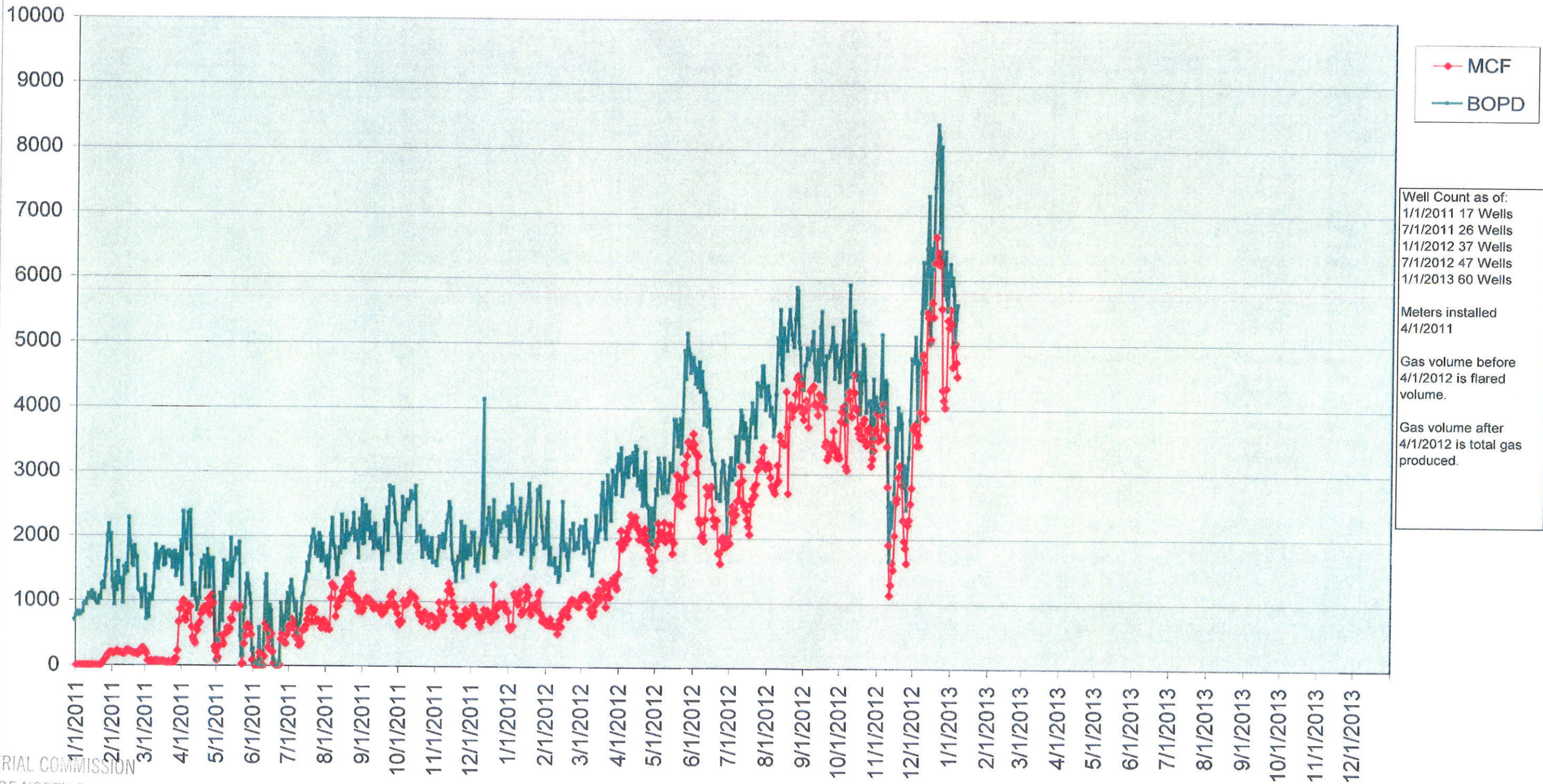
INDUSTRIAL COMMISSION
STATE OF NORTH DAKOTA
DATE 1-17-13 CASE NO. 19499-19501
Introduced By Baytex
Exhibit E7
Verret

BAYTEX ENERGY USA LTD.		
OneOk Right-of-Way Summary Divide County, North Dakota		
Author: RMV		1-11-2013

BAYTEX ENERGY USA LTD.		
Aggregate Gas Production Plot Divide County, North Dakota		
Author: WR		1-14-2013

BAYTEX ENERGY-Divide Co., ND

Exhibit: E8



INDUSTRIAL COMMISSION
STATE OF NORTH DAKOTA
DATE 1-17-13 CASE NO. 19498-19498 19499-19501
18911-18915 17883-17886
Introduced By Baytex
Exhibit E8
Identified By Rikala

North Dakota Pipeline Authority Webinar
Gas Flaring Alternatives (12/18/12)

Stranded Gas/Liquids Capture (Dense Phase Transport)

- Typical gas production rates cited are much higher than common Divide County results
- Pipeline tap within 50 miles for unloading
- Three stage compressor for 820- 1,220 psi discharge
- \$200K location set-up fee and \$8,650/month operating expenses

NGL Recovery & Distributed Ammonia Production

- Three “N Flex” units currently operational (somewhere)

Distributed Power Generation

- Grid power requires an actual “grid”
- Site Power (already) being accomplished at many Baytex locations with both wet gas & diesel generators to drive electric motors
- Natural gas liquids – micro processing pilot plant (only)

Mobile, Ultra-Small Scale LNG Production Plants

- “VX Cycle” technology, while compelling, will hit the market 3rd Quarter 2013

LPP Combustion (Vaporization) System

- Well site power systems for NGL & wet gas
- Mobile system which can be moved from remote location to location
- No details in presentation as to any current operational units in North Dakota

Membrane Systems

- Flares reduced (primarily) to ethane

Wellhead Energy Systems

- Baseline requirement of 200 MCF/ day
- Five year minimum contract

Note: All references to various methods & processes listed above are from presenter slides as obtained from the NDPA website.

BAYTEX		
ENERGY USA LTD.		
North Dakota Pipeline Authority Gas Flaring Alternatives		
Author: RMV		1-14-2013

INDUSTRIAL COMMISSION
STATE OF NORTH DAKOTA
DATE 1-17-13 CASE NO. 19498-19498
Introduced By Baytex 18911-18915
Exhibit E9 19499-19501
Identified By Rikala 17853-17856

CONCLUSIONS AND RECOMMENDATIONS

CONCLUSIONS

- To date, Baytex has drilled and completed approximately 60 wells in the Ambrose, Blooming Prairie, Burg, Garnet, Musta, Smoky Butte, and Whiteaker Fields.
- The current average daily production of natural gas from those 60 wells is approximately 75 MCF per day.
- Currently there is no infrastructure to provide electricity to most of the Baytex operated wells in the Ambrose, Blooming Prairie, Burg, Garnet, Musta, Smoky Butte and Whiteaker Fields so Baytex utilizes natural gas produced from the wells to power gas engines for pumping units.
- After electrification of the Baytex wells in Divide County, the majority of produced natural gas will be available for sale.
- Currently there is no infrastructure to provide gathering and processing of the natural gas produced in association with oil from Baytex operate wells in the Ambrose, Blooming Prairie, Burg, Garnet, Musta, Smoky Butte, and Whiteaker Fields.
- Because of the lack of current infrastructure in the Ambrose, Blooming Prairie, Burg, Garnet, Musta, Smoky Butte and Whiteaker Fields, there is no market for the natural gas and it is being flared.
- Based on the gas gatherers' estimated construction schedule, Baytex anticipates its existing and future producing wells will be connected to OneOK's gas gathering system as follows:

1 st Quarter 2013:	0
2 nd Quarter 2013:	19
3 rd Quarter 2013:	37
4 th Quarter 2013:	13

- After completion of OneOK's gas gathering system in Divide County, there will be a market for the gas produced by Baytex in the Ambrose, Blooming Prairie, Burg, Garnet, Musta, Smoky Butte, and Whiteaker Fields which currently does not exist.
- After completion of OneOK's gas gathering system, future wells drilled in the vicinity of the gathering line will be connected in a relatively short period of time.
- Oil is valued at approximately 5 times that of natural gas and producing wells at maximum efficient rates will give working interest owners the opportunity to recoup capital investment and determine the viability of future drilling.
- Baytex has looked at numerous technologies to reduce flaring, *i.e.*, power generation through natural gas generators. However, due to the economic constraints of not having an available electric grid over the majority of Baytex's leasehold, these options have not been feasible.
- As handling of gas flaring cases has evolved, the use of single well and (now) field-wide orders has created a potentially confusing situation. To better manage these cases and to place the regulatory effort in line with the orderly (ongoing) infrastructure development, a more organized and comprehensive approach to gas flaring appears in order for Baytex's operations in Divide County.
- Baytex's ongoing infrastructure development efforts are in alignment with the NDIC's stated objectives and goals to reduce gas flaring to 10% of produced volumes (statewide) by the end of 2013.

RECOMMENDATIONS

The Commission should grant the requests of Baytex as follows:

- The field rules for the Smoky Butte-Bakken Pool, Blooming Prairie-Bakken Pool, Garnet-Bakken Pool, Musta-Bakken Pool, and Whiteaker-Bakken Pool, Divide County, ND, should be amended to allow the unrestricted production of oil and flaring of gas until the wells can be connected to a gas gathering facility.
- Because there is currently no market for the gas, flaring of gas from the following wells should be allowed as an exception to the provisions of NDCC § 38-08-06.4:

<u>Well Name</u>	<u>Location</u>	<u>Field</u>
Geralyn Marie 34-163-99H #1DQ	NWNW of Section 34, T.163N., R.99W.	Ambrose-Bakken Pool
Larson #3-162-99H	SESE of Section 3, T.162N., R.99W.	Ambrose-Bakken Pool
Haugland #4-162-99H	SESE of Section 4, T.162N., R.99W.	Ambrose-Bakken Pool
Haugland #9-162-99H	SWSW of Section 4, T.162N., R.99W.	Ambrose-Bakken Pool
Grundstad #5-162-99H	SESE of Section 5, T.162N., R.99W.	Ambrose-Bakken Pool

INDUSTRIAL COMMISSION

STATE OF NORTH DAKOTA

DATE 1-17-13 CASE NO. 18445-18448
18411-18415
 Introduced By Baytex 18499-19501
1883-17880

Exhibit E10

Identified By Rikala

Baytex Energy USA Ltd.
EXHIBIT E-10

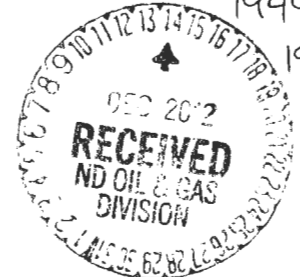
<u>Well Name</u>	<u>Location</u>	<u>Field</u>
Larsen #8-162-99H	NWNW of Section 8, T.162N., R.99W.	Ambrose-Bakken Pool
Grundstad #10-162-99H	NWNW of Section 10, T.162N., R.99W.	Ambrose-Bakken Pool
Hansen #13-162-99H	SESE of Section 13, T.162N., R.99W.	Ambrose-Bakken Pool
Sorenson #14-162-99H	NWNW of Section 14, T.162N., R.99W.	Ambrose-Bakken Pool
Haugenoe #22-162-99H	SESW of Section 15, T.162N., R.99W.	Ambrose-Bakken Pool
Haugenoe #15-162-99H	NWNW of Section 15, T.162N., R.99W.	Ambrose-Bakken Pool
Hansen #6-7-162-99H	NENE of Section 18, T.162N., R.99W.	Ambrose-Bakken Pool
Hansen #18-19-162-99H	NENE of Section 18, T.162N., R.99W.	Ambrose-Bakken Pool
Lystad 23-162-99 #1QD	SESE of Section 23, T.162N., R.99W.	Ambrose-Bakken Pool
Sinclair #24-162-99H	NWNW of Section 24, T.162N., R.99W.	Ambrose-Bakken Pool
Colby 23-14-160-99H #1PB	SWSE Section 23, T.160N., R.99W.	Burg-Bakken Pool
Hall #3-161-98H	SESE of Section 3, T.161N., R.98W.	Whiteaker-Bakken Pool
Lindsey #4-161-98H	SESE of Section 4, T.161N., R.98W.	Whiteaker-Bakken Pool

BAYTEX ENERGY USA LTD.		
Conclusions & Recommendations Gas Flaring in Divide County, ND		
LB & RV		1-14-2013

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

Application of Baytex Energy USA Ltd. for an order amending the field rules for the Blooming Prairie-Bakken Pool, Garnet-Bakken Pool, Musta-Bakken Pool, Smoky Butte-Bakken Pool, and Whiteaker-Bakken Pool, Divide County, North Dakota, so as to allow the flaring of gas and unrestricted production of oil from wells not connected to a gas gathering facility until the same can be connected to a gas gathering facility; and for an order authorizing the flaring of gas from the following wells in the Whiteaker-Bakken Pool, Divide County, North Dakota: Hall 3-161-98H well - SE/4SE/4 of Sec. 3-T161N-R98W from the following wells in the Whiteaker-Bakken Pool, Divide County, North Dakota: Hall 3-161-98H well - SE/4SE/4 of Sec. 3-T161N-R98W and Lindsey 4-161-98H well - SE/4SE/4 of Sec. 4-T161N-R98W; the following wells in the Ambrose-Bakken Pool, Divide County, North Dakota: Grundstad 10-162-99H well - NW/4NW/4 of Sec. 10-T162N-R99W, Haugenoe 22-16-99H well - SE/4SW/4 of Sec. 15-T162N-R99W, Larsen 8-162-99H well - NW/4NW/4 of Sec. 8-T162N-R99W, Geralyn Marie 34-163-99H 1DQ well - NW/4NW/4 of Sec. 34-T163N-R99W, Larson 3-162-99H well - SE/4SE/4 of Sec. 3-T162N-R99W, Haugland 4-162-99H well - SE/4SE/4 of Sec. 4-T162N-R99W, Haugland 9-162-99H well - SW/4SW/4 of Sec. 4-T162N-R99W, Grundstad 5-162-99H well - SE/4SE/4 of Sec. 5-T162N-R99W, Hansen 13-162-99H well - SE/4SE/4 of Sec. 13-T162N-R99W, Sorenson 14-162-99H well - NW/4NW/4 of Sec. 14-T162N-R99W, Haugenoe 15-162-99H well - NW/4NW/4 of Sec. 15-T162N-R99W, Hansen 6-7-162-99H well - NE/4NE/4 of Sec. 18-T162N-R99W, Hansen 18-19-162-99H well - NE/4NE/4 of Sec. 18-T162N-R99W, Lystad 23-162-99 1QD well - SE/4SE/4 of Sec. 23-T162N-R99W, Sinclair 24-162-99H well - NW/4NW/4 of Sec. 24-T162N-R99W; and the following well in the Burg-Bakken Pool, Divide County, North Dakota: Colby 23-14-160-99H 1PB well - SW/4SE/4 of Sec. 23-T160N-R99W, Divide County, North Dakota, pursuant to the provisions of N.D.C.C. § 38-08-06.4 and providing such further and additional relief.

CASE No. _____



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.

That Baytex is the owner of an interest in the oil and gas leasehold estate in portions of Section 23, Township 160 North, Range 99 West, Sections 3 and 4, Township 161 North, Range 98 West, Sections 3, 4, 5, 8, 10, 13, 14, 15, 18, 22, 23, and 24, Township 162 North, Range 99 West, and Section 34, Township 163 North, Range 99 West, Divide County, North Dakota, specifically and other lands in the same area.

2.

That such lands are currently within and around the areas defined by the Commission as the field boundaries for the Ambrose, Blooming Prairie, Burg, Garnet, Musta, Smoky Butte and Whiteaker-Bakken Pools.

3.

That Baytex is currently the operator of the Hall 3-161-8H well located in the SE/4SE/4 of Sec. 3-T161N-R98W and the Lindsey 4-161-98H well located in the SE/4SE/4 of Sec. 4-T161N-R98W, completed as producing wells in the Whiteaker-Bakken Pool, the Grundstad 10-162-99H well located in the NW/4NW/4 of Sec. 10-T162N-R99W, the Haugenoe 22-16-99H well located in the SE/4SW/4 of Sec. 15-T162N-R99W, the Larsen 8-162-99H well located in the NW/4NW/4 of Sec. 8-T162N-R99W, the Geralyn Marie 34-163-99H 1DQ well located in the NW/4NW/4 of Sec. 34-T163N-R99W, the Larson 3-162-99H well located in the SE/4SE/4 of Sec. 3-T162N-R99W, the Haugland 4-162-99H well located in the SE/4SE/4 of Sec. 4-T162N-R99W, the Haugland 9-162-99H well located in the SW/4SW/4

of Sec. 4-T162N-R99W, the Grundstad 5-162-99H well located in the SE/4SE/4 of Sec. 5-T162N-R99W, the Hansen 13-162-99H well located in the SE/4SE/4 of Sec. 13-T162N-R99W, the Sorenson 14-162-99H well located in the NW/4NW/4 of Sec. 14-T162N-R99W, the Haugenoe 15-162-99H well located in the NW/4NW/4 of Sec. 15-T162N-R99W, the Hansen 6-7-162-99H well located in the NE/4NE/4 of Sec. 18-T162N-R99W, the Hansen 18-19-162-99H well located in the NE/4NE/4 of Sec. 18-T162N-R99W, the Lystad 23-162-99 1QD well located in the SE/4SE/4 of Sec. 23-T162N-R99W, the Sinclair 24-162-99H well located in the NW/4NW/4 of Sec. 24-T162N-R99W, completed as producing wells in the Ambrose-Bakken Pool, and the Colby 23-14-160-99H 1PB well located in the SW/4SE/4 of Sec. 23-T160N-R99W, completed as a producing well in the Burg-Bakken Pool ("the Wells").

4.

That the Wells are currently not connected to a gas gathering facility.

5.

That because of the location of the Wells and low volumes of gas produced from the Wells, it is economically infeasible to connect the Wells to a gas gathering facility at the present time, or in the foreseeable future and/or there is currently no market for the gas produced from the Wells.

6.

That gas produced in association with oil produced from the Wells is currently being flared.

7.

That Baytex may drill additional wells in the Blooming Prairie-Bakken Pool, Garnet-Bakken Pool, Musta-Bakken Pool, Smoky Butte-Bakken Pool, and Whiteaker-Bakken Pool for which there will likely be no market for the gas.

8.

That an order is therefore requested from the Commission order amending the field rules for the Blooming Prairie-Bakken Pool, Garnet-Bakken Pool, Musta-Bakken Pool, Smoky Butte-Bakken Pool, and Whiteaker-Bakken Pool, Divide County, North Dakota, so as to allow the flaring of gas and unrestricted production of oil from wells not connected to a gas gathering facility until the same can be connected to a gas gathering facility; and for an order authorizing the flaring of gas from the following wells in the Whiteaker-Bakken Pool, Divide County, North Dakota: Hall 3-161-98H well - SE/4SE/4 of Sec. 3-T161N-R98W and Lindsey 4-161-98H well - SE/4SE/4 of Sec. 4-T161N-R98W; the following wells in the Ambrose-Bakken Pool, Divide County, North Dakota: Grundstad 10-162-99H well – NW/4NW/4 of Sec. 10-T162N-R99W, Haugenoe 22-16-99H well – SE/4SW/4 of Sec. 15-T162N-R99W, Larsen 8-162-99H well – NW/4NW/4 of Sec. 8-T162N-R99W, Geralyn Marie 34-163-99H 1DQ well - NW/4NW/4 of Sec. 34-T163N-R99W, Larson 3-162-99H well - SE/4SE/4 of Sec. 3-T162N-R99W, Haugland 4-162-99H well - SE/4SE/4 of Sec. 4-T162N-R99W, Haugland 9-162-99H well - SW/4SW/4 of Sec. 4-T162N-R99W, Grundstad 5-162-99H well - SE/4SE/4 of Sec. 5-T162N-R99W, Hansen 13-162-99H well - SE/4SE/4 of Sec. 13-T162N-R99W, Sorenson 14-162-99H well - NW/4NW/4 of Sec. 14-T162N-R99W, Haugenoe 15-162-99H well - NW/4NW/4 of Sec. 15-T162N-R99W, Hansen 6-7-162-99H well - NE/4NE/4 of Sec. 18-T162N-R99W, Hansen 18-19-162-99H well - NE/4NE/4 of Sec. 18-T162N-R99W, Lystad 23-162-99 1QD well - SE/4SE/4 of Sec. 23-T162N-R99W, Sinclair 24-162-99H well - NW/4NW/4 of Sec. 24-T162N-R99W; and the following well in the Burg-Bakken Pool, Divide County, North Dakota: Colby 23-14-160-99H 1PB well - SW/4SE/4 of Sec. 23-T160N-R99W, Divide County, North Dakota, pursuant to the provisions of N.D.C.C. § 38-08-06.4 and providing such further and additional relief.

WHEREFORE, the following relief is requested:

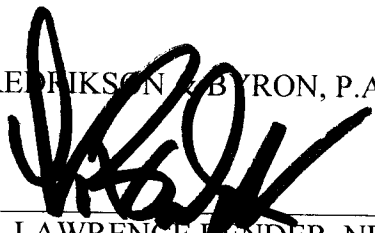
(a) That this matter be set for the regularly scheduled January 2013 hearings of the Commission;

(b) That pursuant to Section 43-02-03-88.2 of the North Dakota Administrative Code, Baytex's witnesses in this matter be allowed to participate by telephonic means; and

(c) That the Commission issue its order granting the relief requested and such other and further relief as the Commission may deem appropriate.

DATED this 14 day of December, 2012.

FREDRIKSON & BYRON, P.A.

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


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

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


LAWRENCE BENDER

Subscribed and sworn to before me this _____ day of December, 2012.




Notary Public
My Commission Expires:
5280630_1.DOC

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: APPLICATION OF BAYTEX
ENERGY USA LTD. FOR
JANUARY 2013 HEARINGS

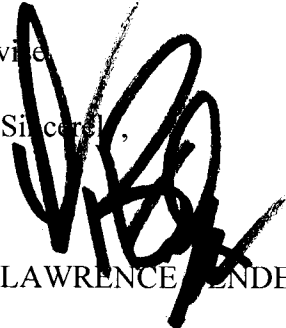
Dear Mr. Hicks:

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 J. LENDER

LB/leo

Enclosure

cc: Mr. Randy Verret - (w/enc.)

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

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



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:

December 26, 2012.....364 lines @ .63 = \$229.32

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Signed

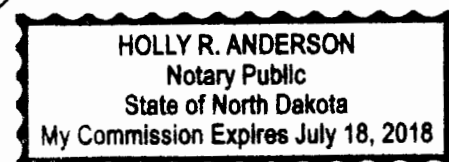
Cecile L. Krimm

Cecile L. Krimm, Publisher

Subscribed and sworn to before me December 26, 2012

Holly R. Anderson

Notary Public, State of North Dakota




N.D. INDUSTRIAL COMMISSION OIL AND GAS DIVISION

Application of Baytex Energy USA Ltd. for an order pursuant to NDAC § 43-02-03-88.1 authorizing the flaring of gas from the Geraldyn Marie, 134-559HH #1DQ well located in the T126N, R99W, D10E, Section 23, T162N, R99W, Divde County, ND, Ambrose-Bakken Pool, pursuant to the provisions of NIDCC § 38-08-06.04 and such other relief as is appropriate.

Application of Baytex Energy USA Ltd. for an order pursuant to NDAC § 43-02-03-88.1 authorizing the flaring of gas from the Lystad 23-126N, R99W, D10E, Section 23, T162N, R99W, Divde County, ND, Ambrose-Bakken Pool, pursuant to the provisions of NIDCC § 38-08-06.04 and such other relief as is appropriate.

Case No. 17885: (Continued)
Application of Baytex Energy USA Ltd. for an order pursuant to NDAC § 43-02-03-88.1 authorizing the flaring of gas from the Lystad 23-126N, R99W, D10E, Section 23, T162N, R99W, Divde County, ND, Ambrose-Bakken Pool, pursuant to the provisions of NIDCC § 38-08-06.04 and such other relief as is appropriate.



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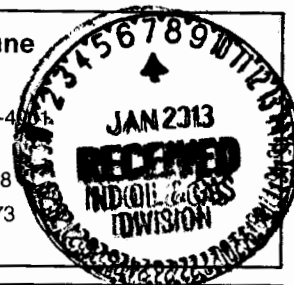
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Affidavit of Publication

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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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sworn and subscribed to before me this 4th

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State of North Dakota

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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, January 17, 2013, 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 701-328-8036 by Friday, January 04, 2013.

STATE OF NORTH DAKOTA TO:

Case No. 19480: In the matter of the application of *Zavanna, LLC* for an order revoking the permit issued to XTO Energy Inc., to drill the Buford #12X-168 well, with a surface location in the SWNW of Section 16, T.152N., R.104W., Williams County, ND, or alternatively designating applicant as operator of said well, and such other relief as is appropriate.

Case No. 19020: (Continued) Application of Hess Corp. for an order revoking the permits issued to Burlington Resources Oil & Gas Co., LP, to drill the Bice #44-12TH well, and the Bice #44-12MBH well, both with a surface location in the SWSE of Section 12, T.147N., R.97W., Dunn County, ND, or alternatively designating applicant as operator of said wells, and such other relief as is appropriate.

Case No. 19481: Application of QEP Energy Co. for an order amending/extending the field rules for the Grail and/or Croff-Bakken Pools by creating seven 1280-acre standup overlapping spacing units in the Bakken Pool described as the E/2 of Sections 27 and 34 and the W/2 of Sections 26 and 35; the E/2 of Sections 28 and 33 and the W/2 of Sections 27 and 34; the E/2 of Sections 29 and 32 and the W/2 of Sections 28 and 33, T.150N., R.95W.; the E/2 of Sections 6 and 7 and the W/2 of Sections 5 and 8; the E/2 of Sections 5 and 8 and the W/2 of Sections 4 and 9; the E/2 of Sections 4 and 9 and the W/2 of Sections 3 and 10; the E/2 of Sections 3 and 10 and the W/2 of Sections 2 and 11; T.149N., R.95W., McKenzie County, ND, authorizing the drilling of up to eight horizontal wells in each unit and all wells to be at any location not closer than 500 feet to the boundary of the spacing unit, except that the toe and heel of any horizontal well should be allowed to be as close as 200 feet to the boundary of the spacing unit, eliminating any tool error requirements, and such other relief as is appropriate.

Case No. 19482: Application of QEP Energy Co. for an order amending the field rules for the Heart Butte-Bakken Pool by modifying the current 640-acre spacing units to four 1280-acre spacing units in the Bakken Pool described as Sections 25 and 36; Sections 26 and 35; Sections 27 and 34; Sections 28 and 29, T.148N., R.92W., allowing up to eight horizontal wells in all 1280-acre spacing units; and establishing Section 3, T.147N., R.92W., as a 640-acre spacing unit for up to eight horizontal wells, Dunn County, ND; all wells to be at any location not closer than 500 feet to the boundary of the spacing unit except that the toe and heel of any horizontal well should be allowed to be as close as 200 feet to the boundary of the spacing unit, eliminating any tool error requirements, and such other relief as is appropriate.

Case No. 19483: Application of QEP Energy Co. for an order amending the field rules for the Heart Butte-Bakken Pool by creating six 640-acre overlapping spacing units in the Bakken Pool described as the W/2 E/2, E/2 W/2 of Section 29, and the W/2 E/2, E/2 W/2 of Section 32; the W/2 W/2 of Section 29, the E/2 E/2 of Section 30, the E/2 E/2 of Section 31, and the W/2 W/2 of Section 32, T.150N., R.91W.; the S/2 S/2 of Section 36, T.150N., R.92W., the S/2 S/2 of Section 31, T.150N., R.91W., the N/2 N/2 of Section 1, T.149N., R.92W., and the N/2 N/2 of Section 6, T.149N., R.91W.; the S/2 S/2, N/2 S/2 of Section 1, T.149N., R.92W., the S/2 N/2, N/2 S/2 of Section 6, T.149N., R.91W.; the S/2 N/2, N/2 S/2 of Section 3; the S/2 N/2, N/2 S/2 of Section 4; and the S/2 S/2 of Section 3, the S/2 S/2 of Section 4, the N/2 N/2 of Section 9, and the N/2 N/2 of Section 10, T.149N., R.91W., Dunn, McLean and Mountrail Counties, ND, allowing up to two horizontal wells to be drilled within each spacing unit; all wells to be at any location not closer than 500 feet to the boundary of the spacing unit except that the toe and heel of any horizontal well should be allowed to be as close as 200 feet to the boundary of the spacing unit, eliminating any tool error requirements, and such other relief as is appropriate.

Case No. 17830: (Continued) Application of QEP Energy Co. for an order amending the field rules for the Heart Butte-Bakken Pool by (1) modifying the 640-acre spacing units described as the E/2 and W/2 of Sections 6 and 7, T.147N., R.92W., to one

1280-acre spacing unit designated as Sections 6 and 7, T.147N., R.92W., allowing up to two horizontal wells to be drilled within the spacing unit, (2) modifying the 1280-acre spacing unit described as Sections 30 and 31, T.148N., R.92W., from allowing up to seven wells to be drilled to allowing up to two horizontal wells to be drilled within the spacing unit, and (3) creating one overlapping 2560-acre spacing unit in the Bakken Pool described as Sections 30 and 31, T.148N., R.92W., and Sections 6 and 7, T.147N., R.92W., Dunn County, ND, allowing up to twelve horizontal wells to be drilled within the spacing unit; all wells to be at any location not closer than 500 feet to the boundary of the spacing unit except that the toe and heel of any horizontal well should be allowed to be as close as 200 feet to the boundary of the spacing unit, eliminating any tool error requirements, and such other relief as is appropriate.

Case No. 19484: Application of ICAN Technology for an order approving construction of a treating plant located on Lot 1, N/2 N/2 Section 21, T.150N., R.101W., McKenzie County, ND, and for such other relief as is appropriate.

Case No. 19223: (Continued) Application of Kornken Family LLP to consider the appropriate spacing for wells in the Souris-Spearfish/Madison Pool, completed in the N/2 of Section 34 and the NW/4 of Section 35, T.144N., R.78W., Bottineau County, ND, and such other relief as is appropriate.

Case No. 19321: (Continued) Application of XTO Energy Inc. for an order amending the field rules for the Sorness-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. 19485: Proper spacing for the development of the Heart River-Bakken Pool, Stark County, ND, redefine the field limits, and enact such special field rules as may be necessary. Fidelity Exploration and Production Co.; Whiting Oil and Gas Corp.
Case No. 19486: Proper spacing for the development of the South Heart-Bakken Pool, Stark County, ND, redefine the field limits, and enact such special field rules as may be necessary. Fidelity Exploration and Production Co.

Case No. 19487: Proper spacing for the development of the Fertile Valley-Bakken Pool, Divide County, ND, redefine the field limits, and enact such special field rules as may be necessary. Newfield Production Co.
Case No. 19488: Proper spacing for the development of the South Tobacco Garden-Bakken Pool, McKenzie County, ND, redefine the field limits, and enact such special field rules as may be necessary.

Case No. 19489: Proper spacing for the development of the Garnet-Bakken Pool, Divide County, ND, redefine the field limits, and enact such special field rules as may be necessary. Baytex Energy USA Ltd.

Case No. 19490: Proper spacing for the development of the Moraine-Bakken Pool, Divide County, ND, redefine the field limits, and enact such special field rules as may be necessary. Baytex Energy USA Ltd.

Case No. 19491: Proper spacing for the development of the Musta-Bakken Pool, Divide County, ND, redefine the field limits, and enact such special field rules as may be necessary. Baytex Energy USA Ltd.

Case No. 19492: Proper spacing for the development of the Skabo-Bakken Pool, Divide County, ND, redefine the field limits, and enact such special field rules as may be necessary. Baytex Energy USA Ltd.

Case No. 19493: Proper spacing for the development of the Smoky Butte-Bakken Pool, Divide County, ND, redefine the field limits, and enact such special field rules as may be necessary. Baytex Energy USA Ltd.

Case No. 19494: Application of Baytex Energy USA Ltd. for an order amending the field rules for the Smoky Butte-Bakken Pool, Divide 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 to a gas gathering facility and such other relief as is appropriate.

Case No. 19495: Application of Baytex Energy USA Ltd. for an order amending the field rules for the Blooming Prairie-Bakken Pool, Divide 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 to a gas gathering facility and such other relief as is appropriate.

Case No. 19496: Application of Baytex Energy USA Ltd. for an order amending the field rules for the Garnet-Bakken Pool, Divide 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 to a gas gathering facility and such other relief as is appropriate.

Case No. 19497: Application of Baytex Energy USA Ltd. for an order amending the field rules for the Musta-Bakken Pool, Divide 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 to a gas gathering facility and such other relief as is appropriate.

Case No. 19498: Application of Baytex Energy USA Ltd. for an order amending the field rules for the Whiteaker-Bakken Pool, Divide 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 to a gas gathering facility and such other relief as is appropriate.

Case No. 18911: (Continued) Application of Baytex Energy USA Ltd. for an order amending the field rules for the Blooming Prairie-Bakken Pool, Divide 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. 18912: (Continued) Application of Baytex Energy USA Ltd. for an order amending the field rules for the Smoky Butte-Bakken Pool, Divide 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. 18913: (Continued) Application of Baytex Energy USA Ltd. for an order amending the field rules for the Musta-Bakken Pool, Divide 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. 18914: (Continued) Application of Baytex Energy USA Ltd. for an order amending the field rules for the Garnet-Bakken Pool, Divide 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. 18915: (Continued) Application of Baytex Energy USA Ltd. for an order amending the field rules for the Whiteaker-Bakken Pool, Divide 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. 19499: Application of Baytex Energy USA Ltd. for an order authorizing the flaring of gas from the Hall #3-161-98H, SESE of Section 3, and the Lindsay #4-161-98H, SESE of Section 4, T.161N., R.90W., Divide County, ND, Whiteaker-Bakken Pool,

pursuant to the provisions of NDCC § 38-08-06.4 and such other relief as is appropriate.

Case No. 19500: Application of Baytex Energy USA Ltd. for an order authorizing the flaring of gas from the Germalyn Marie 34-163-99H #1DQ, NWNW of Section 34, T.163N., R.99W.; Larson #3-162-99H, SESE of Section 3; Haugland #4-162-99H, SESE of Section 4; Haugland #9-162-99H, SWSW of Section 4; Grundstad #5-162-99H, SESE of Section 5; Larsen #8-162-99H, NWNW of Section 8; Grundstad #10-162-99H, NWNW of Section 10; Hansen #13-162-99H, SESE of Section 13; Sorenson #14-162-99H, NWNW of Section 14; Haugenoe #22-162-99H, SESE of Section 15; Haugenoe #15-162-99H, NWNW of Section 15; Hansen #6-7-162-99H, NENE of Section 18; Hansen #18-19-162-99H, NENE of Section 18; Lystad #23-162-99H #1QD, SESE of Section 23; Sinclair #24-162-99H, NWNW of Section 24, T.162N., R.99W., Divide County, ND, Ambrose-Bakken Pool; pursuant to the provisions of NDCC § 38-08-06.4 and such other relief as is appropriate.

Case No. 19501: Application of Baytex Energy USA Ltd. for an order authorizing the flaring of gas from the Colby 23-14-160-99H #1PB, SWSE Section 23, T.160N., R.99W., Divide County, ND, Burg-Bakken Pool, pursuant to the provisions of NDCC § 38-08-06.4 and such other relief as is appropriate.

Case No. 19502: Proper spacing for the development of the Viking-Bakken Pool, Burke County, ND, redefine the field limits, and enact such special field rules as may be necessary. Continental Resources, Inc.
Case No. 19503: Application of Continental Resources, Inc. for an order amending the field rules for the Glade-Bakken Pool to create and establish a 640-acre spacing unit comprised of Section 28, T.142N., R.98W., Billings County, ND, authorizing the drilling of one horizontal well on said 640-acre spacing unit and such other relief as is appropriate.

Case No. 19504: Application of Continental Resources, Inc. for an order extending the field boundaries and amending the field rules for the Leaf Mountain-Bakken Pool to create and establish a 1920-acre spacing unit comprised of Sections 11, 14 and 23, T.161N., R.94W., Burke County, ND, authorizing the drilling of one horizontal well on said spacing unit and such other relief as is appropriate.

Case No. 19505: Application of Continental Resources, Inc. for an order extending the field boundaries and amending the field rules for the Corinth or New Home-Bakken Pools to create and establish a 1280-acre spacing unit comprised of Sections 29 and 32, T.159N., R.97W., Williams County, ND, authorizing the drilling of one horizontal well on said spacing unit and such other relief as is appropriate.

Case No. 19506: Application of Continental Resources, Inc. for an order amending the field rules for the Beaver Creek Bay-Bakken Pool to create and establish an overlapping 640-acre spacing unit comprised of Section 31, T.146N., R.89W., Mercer County, ND, authorizing the drilling of one horizontal well on said overlapping 640-acre spacing unit and such other relief as is appropriate.

Case No. 18567: (Continued) Application of Continental Resources, Inc. for an order amending the field rules for the Sorness-Bakken Pool, Williams County, ND, to alter the definition of the stratigraphic limits of this pool 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 Allkali 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. 18885: (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. 19507: Application of EOG

Resources, Inc. for an order amending the field rules for the Amolep-Sanish Pool to create and establish two overlapping 640-acre spacing units comprised of the W/2 of Section 29 and the W/2 of Section 32; and the E/2 of Section 29 and the E/2 of Section 32, T.152N., R.94W., McKenzie County, ND, authorizing the drilling of a total of not more than six wells on each overlapping 640-acre spacing unit, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 19508: Temporary spacing to develop an oil and/or gas pool discovered by the Hunt Oil Co. #1 Sioux Trail 1-8-SHTF, SESEV Section 8, T.160N., R.101W., Divide County, ND, define the field limits, and enact such special field rules as may be necessary.

Case No. 19509: Application of Hunt Oil Co. for an order eliminating the 1220 setback rule and eliminating any tool error requirements on an existing 1280-acre spacing unit comprised of Sections 15 and 16, T.148N., R.101W., Red Wing Creek-Bakken Pool, McKenzie County, ND and such other relief as is appropriate.

Case No. 19510: Application of GMX Resources, Inc. for an order amending the field rules for the Bennett Creek-Bakken Pool to create and establish a 1920-acre spacing unit comprised of Sections 20, 29 and 32, T.147N., R.99W., McKenzie County, ND, authorizing the drilling of a total of not more than eight wells on said 1920-acre spacing unit, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 19511: Application of GMX Resources, Inc. for an order amending the field rules for the Butte-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. 19512: Application of Slawson Exploration Co., Inc. for an order amending the field rules for the Sanish-Bakken Pool to create and establish an overlapping 1280-acre spacing unit comprised of Sections 11 and 12, including those portions inside the boundaries of the Fort Berthold Indian Reservation, T.152N., R.93W., McKenzie and Mountrail Counties, ND, authorizing the drilling of a total of not more than three wells on said overlapping 1280-acre spacing unit, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 19513: Application of Slawson Exploration Co., Inc. for an order amending the field rules for the Big Bend-Bakken Pool to create and establish an overlapping 1280-acre spacing unit comprised of Sections 26 and 35, T.152N., R.93W., Mountrail County, ND, authorizing the drilling of a total of not more than four wells on said overlapping 1280-acre spacing unit, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 19514: Application of Slawson Exploration Co., Inc. for an order amending the field rules for the Van Hook-Bakken Pool to create and establish a 3200-acre spacing unit comprised of the E/2 of Section 10, all of Sections 11, 12, 13 and 14, and the E/2 of Section 15, T.151N., R.92W., Mountrail County, ND, authorizing the drilling of one horizontal well on said 3200-acre spacing unit and such other relief as is appropriate.

Case No. 19325: (Continued) 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: (Continued) 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.148N., 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. 18675: (Continued) Application of Slawson Exploration Co., Inc. for an order amending the field rules for the Big Bend-Bakken Pool to create and establish an overlapping 1280-acre spacing unit comprised of Sections 25 and 36, T.152N., R.93W., Mountrail County, ND, authorizing the drilling of a total of not more than five wells on said overlapping 1280-acre spacing unit, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 18677: (Continued) Application of Slawson Exploration Co., Inc. for an order extending the field boundaries and amending the field rules for the Sanish or Van Hook-Bakken Pool to create and establish an overlapping 1280-acre spacing unit comprised of Sections 8 and 17, T.152N., R.91W., Mountrail County, ND, authorizing the drilling of a total of not more than five wells on said overlapping 1280-acre spacing unit, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 18678: (Continued) Application of Slawson Exploration Co., Inc. for an order extending the field boundaries and amending the field rules for the Sanish or Van Hook-Bakken Pool to create and establish two overlapping spacing units comprised of those lands in the S/2 of Section 12, inside the boundaries of the Fort Berthold Indian Reservation, and all of Section 13, T.152N., R.92W. (approximately 924 acres), and those lands in the S/2 of Section 7, inside the boundaries of the Fort Berthold Indian Reservation, and all of Section 18, T.152N., R.91W. (approximately 919 acres), Mountrail County, ND, authorizing the drilling of a total of not more than five wells on said overlapping 924 and 919-acre spacing units, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 19327: (Continued) 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.

Case No. 18836: (Continued) Temporary spacing to develop an oil and/or gas pool discovered by the Chesapeake Operating, Inc. #1H Hutzenbiller 9-137-99A, SWSW Section 9, T.137N., R.99W., Stark County, ND, define the field limits, and enact such special field rules as may be necessary.

Case No. 19323: (Continued) 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. 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. 19324: (Continued) 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.

Case No. 19324: (Continued) 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.

Case No. 19324: (Continued) 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.

Case No. 19518: In the matter of the application of American Eagle Energy Corp. for an order authorizing up to four wells to be drilled on the existing 800-acre spacing unit described as Sections 25 and 36, T.164N., R.101W., Divide County, ND, in the Colgan-Bakken Pool to establish Zone VI in the Colgan-Bakken Pool, eliminating any tool error requirements, and such other relief as is appropriate.

Case No. 19516: Application of QEP Energy Co. for an order amending the field rules for the Blue Buttes-Bakken Pool allowing up to eight horizontal wells to be drilled within the 1280-acre spacing unit described as Sections 16 and 21, T.150N., R.95W., McKenzie County, ND, at any location not closer than 500 feet to the boundary of the spacing unit except that the toe and heel of any horizontal well should be allowed to be as close as 200 feet to the boundary of the spacing unit, eliminating any tool error requirements, and such other relief as is appropriate.

Case No. 19517: Application of QEP Energy Co. for an order amending the field rules for the Grail-Bakken Pool allowing up to eight horizontal wells to be drilled within seven 1280-acre spacing units described as Sections 26 and 35; Sections 27 and 34; Sections 28 and 33; Sections 14 and 23; Sections 15 and 22; Sections 20 and 21; and Sections 16 and 17, T.149N., R.95W., McKenzie County, ND, at any location not closer than 500 feet to the boundary of the spacing unit except that the toe and heel of any horizontal well should be allowed to be as close as 200 feet to the boundary of the spacing unit, eliminating any tool error requirements, and such other relief as is appropriate.

Case No. 19518: Application of QEP Energy Co. for an order amending the field rules for the Spotted Horn-Bakken Pool allowing up to eight horizontal wells to be drilled within the 1280-acre spacing unit described as Sections 1 and 2, T.150N., R.95W., McKenzie County, ND, at any location not closer than 500 feet to the boundary of the spacing unit except that the toe and heel of any horizontal well should be allowed to be as close as 200 feet to the boundary of the spacing unit, eliminating any tool error requirements, and such other relief as is appropriate.

Case No. 19519: Application of Fidelity Exploration & Production Co. for an order pursuant to NDAC Section 43-02-03-88.1 pooling all interests for wells drilled on the overlapping spacing unit described as Sections 2 and 11, T.140N., R.97W., Dutch Henry Butte-Bakken Pool, Stark 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. 19520: Application of Fidelity Exploration & Production Co. for an order pursuant to NDAC Section 43-02-03-88.1 pooling all interests for wells drilled on the overlapping spacing unit described as Sections 6 and 7, T.139N., R.97W., Heart River-Bakken Pool, Stark 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. 19521: In the matter of the petition for a risk penalty of Fidelity Exploration & Production Co. 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 Miriah #19-30-29H well located in a spacing unit described as Sections 19, 20, 29 and 30, T.154N., R.92W., Sanish-Bakken Pool, Mountrail County, ND, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 19522: In the matter of the petition for a risk penalty of Fidelity Exploration & Production Co. 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 EMB #19-30-29H well located in a spacing unit described as Sections 19, 20, 29 and 30, T.154N., R.92W., Sanish-Bakken Pool, Mountrail County, ND, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.

amending the field rules for the Ellaville-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. 19523: In the matter of the petition for a risk penalty of Fidelity Exploration & Production Co. 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 Lee #19-20-29H well located in a spacing unit described as Sections 19, 20, 29 and 30, T.154N., R.92W., Sanish-Bakken Pool, Mountrail County, ND, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 19524: In the matter of the petition for a risk penalty of Fidelity Exploration & Production Co. 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 Luke #19-20-29H well located in a spacing unit described as Sections 19, 20, 29 and 30, T.154N., R.92W., Sanish-Bakken Pool, Mountrail County, ND, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 19525: Application of Baytex Energy USA Ltd. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 29 and 32, T.160N., R.99W., Burg-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 19526: Application of Baytex Energy USA Ltd. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 17 and 20, T.162N., R.99W., Ambrose-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 19527: Application of Baytex Energy USA Ltd. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 29 and 32, T.162N., R.99W., Ambrose-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 19528: Application of Baytex Energy USA Ltd. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 30 and 31, T.162N., R.99W., Ambrose-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 19529: 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 Marjorie 6-7-161-97H #1XP well located in a spacing unit described as Sections 6 and 7, T.161N., R.97W., Whiteaker-Bakken Pool, Divide County, ND, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 17883: (Continued) Application of Baytex Energy USA Ltd. for an order pursuant to NDAC § 43-02-03-88.1 authorizing the flaring of gas from the Germal Marie 34-163-99H #1DQ well located in the NWNW of Section 34, T.163N., R.99W., Divide County, ND, Ambrose-Bakken Pool, pursuant to the

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

Case No. 17884: (Continued) Application of Baytex Energy USA Ltd. for an order pursuant to NDAC § 43-02-03-88.1 authorizing the flaring of gas from the Lystad 23-162-99 #1QD well located in the SESE of Section 23, T.162N., R.99W., Divide County, ND, Ambrose-Bakken Pool, pursuant to the provisions of NDCC § 38-08-06.4 and such other relief as is appropriate.

Case No. 17885: (Continued) Application of Baytex Energy USA Ltd. for an order pursuant to NDAC § 43-02-03-88.1 authorizing the flaring of gas from the Sindar #24-162-99H well located in the NWNW of Section 24, T.162N., R.99W., Divide County, ND, Ambrose-Bakken Pool, pursuant to the provisions of NDCC § 38-08-06.4 and such other relief as is appropriate.

Case No. 17886: (Continued) Application of Baytex Energy USA Ltd. for an order pursuant to NDAC § 43-02-03-88.1 authorizing the flaring of gas from the Colby 23-14-160-99H #1PB well located in the SWSE of Section 23, T.160N., R.99W., Divide County, ND, Burg-Bakken Pool, pursuant to the provisions of NDCC § 38-08-06.4 and such other relief as is appropriate.

Case No. 19530: Application of Triangle USA Petroleum Corp. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 14 and 23, T.150N., R.101W., Rawson-Bakken Pool, McKenzie County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 19531: Application of Triangle USA Petroleum Corp. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 13 and 24, T.150N., R.101W., Rawson-Bakken Pool, McKenzie County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 19532: Application of Triangle USA Petroleum Corp. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 27 and 34, T.152N., R.102W., Elk-Bakken Pool, McKenzie County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 19533: Application of Triangle USA Petroleum Corp. for an order authorizing the drilling, completing and producing of a total of four wells on each existing 1280-acre spacing unit described as Sections 25 and 36; Sections 26 and 35; and Sections 27 and 34, T.152N., R.102W., Elk-Bakken Pool, McKenzie County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 19534: Application of Triangle USA Petroleum Corp. for an order authorizing the drilling, completing and producing of a total of four wells on each existing 1280-acre spacing unit described as Sections 13 and 24; and Sections 14 and 23, T.150N., R.101W., Rawson-Bakken Pool, McKenzie County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 19535: In the matter of the petition for a risk penalty of Triangle USA Petroleum 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 Steen #149-101-13-24-1H well located in a spacing unit described as Sections 13 and 24, T.149N., R.101W., Antelope Creek-Bakken Pool, McKenzie County, ND, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 19536: In the matter of the petition for a risk penalty of Triangle USA Petroleum 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 Steen #149-101-13-24-3H well located in a spacing unit described as Sections 13 and 24, T.149N., R.101W., Antelope Creek-Bakken Pool, McKenzie County, ND, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 19537: Application of GMX Resources Inc. 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 5 and 8, T.146N., R.99W., Butte-Bakken Pool, McKenzie County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 19538: Application of GMX Resources Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 5 and 8, T.146N., R.99W., Butte-Bakken Pool, McKenzie County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 19539: Application of GMX Resources Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 20, 29 and 32, T.147N., R.99W., Bennett Creek-Bakken Pool, McKenzie County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 19540: 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, 21, 28 and 33, T.155N., R.97W., Dollar Joe-Bakken Pool, Williams County, ND, as provided by NDCC § 38-08-08 but not reallocating production for wells producing on other spacing units and such other relief as is appropriate.

Case No. 19541: 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 17, 20, 29 and 32, T.155N., R.97W., Dollar Joe-Bakken Pool, Williams County, ND, as provided by NDCC § 38-08-08 but not reallocating production for wells producing on other spacing units and such other relief as is appropriate.

Case No. 19542: 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, 19, 30 and 31, T.155N., R.97W., Dollar Joe-Bakken Pool, Williams County, ND, as provided by NDCC § 38-08-08 but not reallocating production for wells producing on other spacing units and such other relief as is appropriate.

Case No. 19543: 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 14, 23, 26 and 35, T.155N., R.98W., Brooklyn-Bakken Pool, Williams County, ND, as provided by NDCC § 38-08-08 but not reallocating production for wells producing on other spacing units and such other relief as is appropriate.

Case No. 19544: 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 27 and 34, T.159N., R.95W., Stoneview-Bakken Pool, Divide 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. 19545: Application of Continental Resources, Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 14

and 23, T.161N., R.97W., Frazier-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 19546: 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 15 and 22, T.161N., R.97W., Frazier-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 19547: 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 29 and 32, T.159N., R.97W., Corinth-Bakken Pool, Williams County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 19548: 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 26 and 35, T.156N., R.95W., Beaver Lodge-Bakken Pool, Williams County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 19549: 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 Section 2, T.153N., R.102W., Rosebud-Bakken Pool, Williams County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 19550: 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 11, 14 and 23, T.153N., R.102W., Rosebud and/or Hardscrabble-Bakken Pools, McKenzie and Williams Counties, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 19551: Application of Continental Resources, Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 5, 6, 7 and 8, T.153N., R.101W., Baker-Bakken Pool, McKenzie and Williams Counties, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 19552: 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 Quale #1-1H well located in a spacing unit described as Sections 1 and 12, T.152N., R.94W., Antelope-Sanish Pool, McKenzie County, ND, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 19553: Application of XTO Energy Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 13 and 24, T.157N., R.96W., Midway-Bakken Pool, Williams County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 19554: Application of XTO Energy Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 26 and 35, T.157N., R.96W., Midway-Bakken Pool, Williams County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 19555: Application of XTO Energy Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 27 and 34, T.157N., R.96W., Midway-Bakken Pool, Williams County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 19556: 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 6 and 7, T.145N.,

R.94W., Killdeer-Bakken Pool, Dunn County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 19557: Application of XTO Energy Inc. for an order authorizing the drilling, completing and producing of a total of four wells on an existing 640-acre spacing unit described as the N/2 of Section 35 and the N/2 of Section 36, T.154N., R.95W., Carlson-Bakken Pool, McKenzie County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 19375: (Continued) 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. 19558: 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 2 and 11; Sections 3 and 10; Sections 4 and 9; Sections 5 and 8; Sections 6 and 7; Sections 14 and 23; Sections 15 and 22; and Sections 17 and 20, T.151N., R.103W., Glass Bluff-Bakken Pool, McKenzie County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 19559: Application of Zavanna, LLC for an order authorizing the drilling, completing and producing of multiple wells on an existing 640-acre spacing unit described as Section 11, T.152N., R.104W., Buford-Madison Pool, Williams County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 19560: Application of Zavanna, LLC for an order authorizing the drilling, completing and producing of multiple wells on an existing 960-acre spacing unit described as Sections 17 and 18, T.152N., R.104W., and on each existing 640-acre spacing unit described as Sections 14, 16, 21, 22, 23, 25, 26, 27, 34, 35 and 36, T.152N., R.104W., and Sections 1 and 2, T.151N., R.104W., Briar Creek-Madison Pool, McKenzie and Williams Counties, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 19561: In the matter of the petition for a risk penalty of Newfield Production Co. 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 Darlene Federal #152-97-13-24-2H well located in a spacing unit described as Sections 13 and 24, T.152N., R.97W., Westberg-Bakken Pool, McKenzie County, ND, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 19562: In the matter of the petition for a risk penalty of Newfield Production Co. 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 Darlene Federal #152-97-13-24-3H well located in a spacing unit described as Sections 13 and 24, T.152N., R.97W., Westberg-Bakken Pool, McKenzie County, ND, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 19563: In the matter of the petition for a risk penalty of Newfield Production Co. 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 Darlene Federal #152-97-13-24-10H well located in a spacing unit described as Sections 13 and 24, T.152N., R.97W., Westberg-Bakken Pool, McKenzie County, ND, pursuant to NDAC

§ 43-02-03-88.1, and such other relief as is appropriate.

Case No. 19564: In the matter of the petition for a risk penalty of Newfield Production Co. 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 Arkadios #1-18H well located in a spacing unit described as Section 18, T.148N., R.97W., Haystack Butte-Bakken Pool, Dunn County, ND, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 19369: (Continued) 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. 18782: (Continued) In the matter of the petition for a risk penalty of Slawson Exploration Co., 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 Gabriel #3-36-25H well located in a spacing unit described as Sections 25 and 36, T.151N., R.99W., North Tobacco Garden-Bakken Pool, McKenzie County, ND, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 19377: (Continued) 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: (Continued) 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. 19380: (Continued) 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: (Continued) 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: (Continued) 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. 19384: (Continued) 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: (Continued) 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: (Continued) 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. 19565: Application of Samson Resources Co. for an order pursuant to NDAC § 43-02-03-88.1 authorizing saltwater disposal into the Dakota Group in the Reading SWD #1 23-163-98 well, NWNW Section 23, T.163N., R.98W., Blooming Prairie Field, Divide County, ND, pursuant to NDAC Chapter 43-02-05 and such other relief as is appropriate.

Case No. 19566: Application of Buckhorn Energy Services, LLC for an order pursuant to NDAC § 43-02-03-88.1 authorizing saltwater disposal into the Dakota Group in the WAHUS SWD #1 well, SENW Section 12, T.152N., R.97W., Westberg Field, McKenzie County, ND, pursuant to NDAC Chapter 43-02-05 and such other relief as is appropriate.

Case No. 19567: Application of Buckhorn Energy Services, LLC for an order pursuant to NDAC § 43-02-03-88.1 authorizing saltwater disposal into the Dakota Group in the Leiseth SWD #1 well, SWNW Section 27, T.151N., R.99W., Tobacco Garden Field, McKenzie County, ND, pursuant to NDAC Chapter 43-02-05 and such other relief as is appropriate.

Case No. 19568: Application of Water Works, LLC for an order pursuant to NDAC § 43-02-03-88.1 authorizing saltwater disposal into the Dakota Group in the Cartwright SWD #1 well, NWNW Section 29, T.151N., R.102W., Glass Bluff Field, McKenzie County, ND, pursuant to NDAC Chapter 43-02-05 and such other relief as is appropriate.

Case No. 19569: Application of Johnson SWD, LLC for an order pursuant to NDAC § 43-02-03-88.1 authorizing saltwater disposal into the Dakota Group in the Arnegard SWD #1 well, SESW Section 19, T.150N., R.99W., South Tobacco Garden Field, McKenzie County, ND, pursuant to NDAC Chapter 43-02-05 and such other relief as is appropriate.

Case No. 19570: Application of Marquis Alliance Energy Group USA, Inc. for an order pursuant to NDAC § 43-02-03-88.1 authorizing saltwater disposal into the Dakota Group in the Wickum SWD #1B well, NWSW Section 13, T.156N., R.101W., Tyrone Field, Williams County, ND, pursuant to NDAC Chapter 43-02-05 and such other relief as is appropriate.

Case No. 19395: (Continued) Application of R360 Williston Basin, LLC for an order pursuant to NDAC § 43-02-03-88.1 authorizing saltwater 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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