

BEFORE THE INDUSTRIAL COMMISSION
OF THE STATE OF NORTH DAKOTA

CASE NO. 20655
ORDER NO. 22960

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 AMENDING THE FIELD RULES FOR THE AMBROSE-BAKKEN POOL TO CREATE AND ESTABLISH AN OVERLAPPING 1280-ACRE SPACING UNIT COMPRISED OF SECTIONS 25 AND 36, T.162N., R.99W., DIVIDE COUNTY, ND, AUTHORIZING THE DRILLING OF A TOTAL OF NOT MORE THAN SEVEN WELLS ON SAID OVERLAPPING 1280-ACRE SPACING UNIT, ELIMINATING ANY TOOL ERROR REQUIREMENTS, AND SUCH OTHER RELIEF AS IS APPROPRIATE.

ORDER OF THE COMMISSION

THE COMMISSION FINDS:

- (1) This cause came on for hearing at 9:00 a.m. on the 31st day of July, 2013.
- (2) The witnesses for Baytex Energy USA Limited (Baytex) provided telephonic testimony in this matter pursuant to North Dakota Administrative Code (NDAC) Section 43-02-03-88.2. Telephonic Communication Affidavits were received on August 1, 2013; therefore, such testimony may be considered evidence.
- (3) Baytex made application to the Commission for an order amending the field rules for the Ambrose-Bakken Pool to create and establish an overlapping 1280-acre spacing unit comprised of Sections 25 and 36, Township 162 North, Range 99 West, Divide County, North Dakota (Sections 25 and 36), authorizing the drilling of a total of not more than seven wells on said overlapping 1280-acre spacing unit, eliminating any tool error requirements, and such other relief as is appropriate.
- (4) Order No. 22099 entered in Case No. 19792, the most recent spacing order for the Ambrose-Bakken Pool, established proper spacing for the development of Zone I at one horizontal well per 640 acres, Zone II at up to three horizontal wells per 640 acres, Zone III at one horizontal well per 800 acres, Zone IV at up to seven horizontal wells per 800 acres, Zones V and VI at one horizontal well per 1280 acres, Zone VII at up to seven horizontal wells per 1280 acres, Zone VIII at a minimum of four horizontal wells, up to twelve horizontal wells, per 2080 acres, Zone IX at one horizontal well per 2560 acres, and Zone X at up to thirteen horizontal wells per 2560 acres.

(5) Section 25; and Section 36 are currently 640-acre spacing units in Zone I in the Ambrose-Bakken Pool.

(6) The Baytex #36-162-99H Furhman well (File No. 18280) is a horizontal well completed in the upper Three Forks Formation in the 640-acre spacing unit described as Section 36 from a surface location 250 feet from the north line and 350 feet from the west line to a bottom hole location in the SE/4 SE/4. Baytex requested this well remain on its existing 640-acre spacing unit. There are no wells currently permitted to or producing from the 640-acre spacing unit described as Section 25 and Baytex requested this spacing unit be terminated.

(7) Baytex's idealized development plan for the standup 1280-acre spacing unit described as Sections 25 and 36 is to drill seven horizontal wells 660 feet apart parallel to the long axis of the spacing unit, four in the middle member of the Bakken Formation alternating with three in the Three Forks Formation. Utilization of horizontal drilling technology as proposed would result in the wells being completed at a location or locations not in compliance with current applicable spacing orders for the Ambrose-Bakken Pool. The horizontal well design proposed may be preliminary and could be changed for various reasons which is permissible as long as the horizontal well design still justifies the spacing unit.

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

(9) Allowing the Fuhrman #36-162-99H well to continue to produce from its existing spacing unit will provide maximum ultimate recovery from the Ambrose-Bakken Pool in a manner that will protect correlative rights.

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

(11) There were no objections to this application.

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

(13) In order to prevent waste, avoid the drilling of unnecessary wells, and protect correlative rights, this application should be approved.
IT IS THEREFORE ORDERED:

(1) Sections 25 and 36, Township 162 North, Range 99 West, Divide County, North Dakota, are hereby established as a standup 1280-acre spacing unit for the exclusive purpose of drilling up to

seven horizontal wells within said spacing unit within the Ambrose-Bakken Pool and Zone VII is hereby extended to include said spacing unit. Existing and future vertical and directional wells drilled within the spacing unit herein established shall not be subject to this order.

(2) The 640-acre spacing unit in the Ambrose-Bakken Pool described as Section 25, Township 162 North, Range 99 West, Divide County, North Dakota, is hereby terminated.

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

(4) Provisions established herein for the Ambrose-Bakken Pool are for the exclusive purpose of drilling horizontal wells. Existing and future vertical and directional wells drilled within the area defined in paragraph (5) below shall not be subject to this order.

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

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

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

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

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

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

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

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

ZONE I (640H)

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

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

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

ZONE II (3/640H)

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

ZONE III (800H-STANDUP)

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

ZONE IV (7/800H-STANDUP)

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

ZONE V (1280H-STANDUP)

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

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

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

ZONE VII (7/1280H-STANDUP)

TOWNSHIP 163 NORTH, RANGE 99 WEST, 5TH PM
ALL OF SECTIONS 15, 16, 17, 20, 21, 22, 27, 28, 29, 30, 31, 32, 33 AND 34,

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

TOWNSHIP 162 NORTH, RANGE 99 WEST, 5TH PM
ALL OF SECTIONS 1, 6, 7, 12, 16, 17, 18, 19, 20, 21, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35
AND 36,

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

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

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

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

ZONE IX (2560H)

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

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

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

TOWNSHIP 162 NORTH, RANGE 99 WEST, 5TH PM
ALL OF SECTIONS 1 AND 12,

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

ZONE X (13/2560H-STANDUP)

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

ZONE XI (2/4160H-STANDUP)

TOWNSHIP 164 NORTH, RANGE 99 WEST, 5TH PM
ALL OF SECTIONS 25, 26, 29, 30*, 31*, 32, 35 AND 36,

TOWNSHIP 163 NORTH, RANGE 99 WEST, 5TH PM
ALL OF SECTIONS 1, 2, 5, 6*, 7*, 8, 11 AND 12.

*Sections 30, 31, 6, and 7 are within the West Ambrose Field.

ZONE XII (2/5120H-STANDUP)

TOWNSHIP 163 NORTH, RANGE 99 WEST, 5TH PM
ALL OF SECTIONS 13, 14, 15, 22, 23, 24, 25, 26, 27, 34, 35 AND 36,

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

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

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

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

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

(11) Sections 27 and 34, Township 163 North, Range 99 West; Sections 30 and 31, Township 163 North, Range 98 West; and Sections 25 and 36, Township 162 North, Range 99 West, Divide County, North Dakota, are also designated standup 1280-acre spacing units in Zone VII in the Ambrose-Bakken Pool.

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

(13) Sections 13, 14, 23, 24, 25, 26, 35, and 36; Sections 14, 15, 22, 23, 26, 27, 34, and 35, Township 163 North, Range 99 West; and Sections 13, 24, 25, and 36, Township 163 North, Range 99 West and Sections 18, 19, 30, and 31, Township 163 North, Range 98 West, Divide County, North Dakota, are also designated standup 5120-acre spacing units in Zone XII in the Ambrose-Bakken Pool.

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

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

(16) All portions of the well bore not isolated by cement of any horizontal well in Zone II in the Ambrose-Bakken Pool shall be no closer than 500 feet to the boundary of the spacing unit the lateral is most nearly parallel to and 200 feet to the boundary of the spacing unit the lateral is most nearly perpendicular to. Measurement inaccuracies in the directional survey equipment when calculating the bottom hole location in a horizontal well need not be considered.

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

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

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

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

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

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

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

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

(25) Sections 25, 26, 35, and 36, Township 164 North, Range 99 West and Sections 1, 2, 11, and 12, Township 163 North, Range 99 West; and Sections 29, 30*, 31*, and 32, Township 164 North, Range 99 West and Sections 5, 6*, 7*, and 8, Township 163 North, Range 99 West, Divide County, North Dakota, are also designated standup 4160-acre spacing units in Zone XI in the Ambrose-Bakken Pool.

*Sections 30, 31, 6, and 7 are within the West Ambrose Field.

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

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

(28) All portions of the well bore not isolated by cement of any horizontal well in Zone IV in the Ambrose-Bakken Pool shall be no closer than 500 feet to the east or west boundary and 200 feet to the north or south boundary of the spacing unit. Measurement inaccuracies in the directional

survey equipment when calculating the bottom hole location in a horizontal well need not be considered.

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

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

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

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

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

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

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

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

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

(38) Sections 25, 26, 35, and 36, Township 164 North, Range 99 West and Sections 1, 2, 11, and 12, Township 163 North, Range 99 West; and Sections 29, 30*, 31*, and 32, Township 164 North, Range 99 West and Sections 5, 6*, 7*, and 8, Township 163 North, Range 99 West, Divide County, North Dakota, are also designated standup 4160-acre spacing units in Zone XI in the Ambrose-Bakken Pool.

*Sections 30, 31, 6, and 7 are within the West Ambrose Field.

(39) Sections 13, 14, 23, 24, 25, 26, 35, and 36; Sections 14, 15, 22, 23, 26, 27, 34, and 35, Township 163 North, Range 99 West; and Sections 13, 24, 25, and 36, Township 163 North, Range 99 West and Sections 18, 19, 30, and 31, Township 163 North, Range 98 West, Divide County, North Dakota, are also designated standup 5120-acre spacing units in Zone XII in the Ambrose-Bakken Pool.

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

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

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

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

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

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

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

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

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

(49) Sections 15 and 22; Sections 16 and 21; Sections 17 and 20; Sections 27 and 34; Sections 28 and 33; Sections 29 and 32; Sections 30 and 31, Township 163 North, Range 99 West; Sections 6 and 7; Sections 18 and 19; Sections 30 and 31, Township 163 North, Range 98 West; Sections 1 and 12; Sections 6 and 7; Sections 16 and 21; Sections 17 and 20; Sections 18 and 19; Sections 25 and 36; Sections 26 and 35; Sections 27 and 34; Sections 28 and 33; Sections 29 and 32; Sections 30 and 31, Township 162 North, Range 99 West; Sections 6 and 7; Sections 18 and 19; and Sections 30 and 31, Township 162 North, Range 98 West, Divide County, North Dakota, are hereby designated standup 1280-acre spacing units in Zone VII in the Ambrose-Bakken Pool.

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

(51) Section 27; Section 34, Township 163 North, Range 99 West; Section 30; Section 31, Township 163 North, Range 98 West; and Section 36, Township 162 North, Range 99 West, Divide County, North Dakota, are also designated 640-acre spacing units in Zone I in the Ambrose-Bakken Pool.

(52) Sections 16, 17, 20, and 21; Sections 17, 18*, 19*, and 20; Sections 28, 29, 32, and 33; Sections 29, 30, 31, and 32, Township 163 North, Range 99 West; Sections 25* and 36*, Township 163 North, Range 100 West and Sections 30 and 31, Township 163 North, Range 99 West; and Sections 1 and 12, Township 162 North, Range 99 West and Sections 6 and 7, Township 162 North, Range 98 West, Divide County, North Dakota, are also designated 2560-acre spacing units in Zone IX in the Ambrose-Bakken Pool.

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

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

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

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

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

(57) A mirror offset horizontal well to the Le Mans #11-2-163-99H well (File No. 20341) shall be drilled and completed in the standup 800-acre spacing unit described as Sections 26 and 35, Township 164 North, Range 99 West; Divide County, North Dakota; a mirror offset horizontal well to the Biscayne #0310-04TFH well (File No. 21363) shall be drilled and completed in the standup 800-acre spacing unit described as Sections 27 and 34, Township 164 North, Range 99 West; Divide County, North Dakota; a mirror offset horizontal well to the Skyline #4-9-163-99H well (File No. 20646) shall be drilled and completed in the standup 800-acre spacing unit described as Sections 28 and 33, Township 164 North, Range 99 West; Divide County, North Dakota; and a

mirror offset horizontal well to the Thomte #8-5-163-99H well (File No. 20837) shall be drilled and completed in the standup 800-acre spacing unit described as Sections 29 and 32, Township 164 North, Range 99 West, Divide County, North Dakota, within twelve months of completing the first horizontal well in each respective standup 2080-acre spacing unit. A minimum of four horizontal wells shall be drilled and completed within each proposed standup 2080-acre spacing unit within twenty-four months from when the first horizontal well is completed in each respective standup 2080-acre spacing unit. If these conditions are not met, the Commission shall schedule the matter for consideration to reduce the size of the spacing unit.

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

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

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

(61) Sections 25, 26, 35, and 36, Township 164 North, Range 99 West and Sections 1, 2, 11, and 12, Township 163 North, Range 99 West; and Sections 29, 30*, 31*, and 32, Township 164 North, Range 99 West and Sections 5, 6*, 7*, and 8, Township 163 North, Range 99 West, Divide County, North Dakota, are also designated standup 4160-acre spacing units in Zone XI in the Ambrose-Bakken Pool.

*Sections 30, 31, 6, and 7 are within the West Ambrose Field.

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

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

(64) The Ambrose-Bakken Pool in Zone IX is hereby defined as that accumulation of oil and gas found in the interval from the base of the Bakken Formation to 100 feet below the top of the Three Forks Formation in those 2560-acre spacing units described in paragraph (66) below. The Ambrose-Bakken Pool in the spacing unit described in paragraph (67) below is as described in paragraph (7) above.

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

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

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

(67) Sections 1 and 12, Township 162 North, Range 99 West and Sections 6 and 7, Township 162 North, Range 98 West, Divide County, North Dakota, are hereby designated a 2560-acre spacing unit in Zone IX in the Ambrose-Bakken Pool.

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

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

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

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

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

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

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

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

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

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

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

(79) Sections 13, 14, 23, 24, 25, 26, 35, and 36; Sections 14, 15, 22, 23, 26, 27, 34, and 35, Township 163 North, Range 99 West; and Sections 13, 24, 25, and 36, Township 163 North, Range 99 West and Sections 18, 19, 30, and 31, Township 163 North, Range 98 West, Divide County, North Dakota, are also designated standup 5120-acre spacing units in Zone XII in the Ambrose-Bakken Pool.

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

(81) The proper spacing for the development of Zone XI in the Ambrose-Bakken Pool is hereby set at two horizontal wells per standup 4160-acre spacing unit.

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

(83) Sections 25, 26, 35, and 36, Township 164 North, Range 99 West and Sections 1, 2, 11, and 12, Township 163 North, Range 99 West; and Sections 29, 30*, 31*, and 32, Township 164 North, Range 99 West and Sections 5, 6*, 7*, and 8, Township 163 North, Range 99 West, Divide County, North Dakota, are hereby designated standup 4160-acre spacing units in Zone XI in the Ambrose-Bakken Pool.

*Sections 30, 31, 6, and 7 are within the West Ambrose Field.

(84) A horizontal well shall be completed in the standup 800-acre spacing unit described as Sections 26 and 35, Township 164 North, Range 99 West, Divide County, North Dakota, prior to completing any horizontal well in the standup 4160-acre spacing unit described as Sections 25, 26, 35, and 36, Township 164 North, Range 99 West and Sections 1, 2, 11, and 12, Township 163 North, Range 99 West, Divide County, North Dakota.

(85) In order to protect correlative rights and to justify the standup 4160-acre spacing units described as Sections 25, 26, 35, and 36, Township 164 North, Range 99 West and Sections 1, 2, 11, and 12, Township 163 North, Range 99 West; and Sections 29, 30*, 31*, and 32, Township 164 North, Range 99 West and Sections 5, 6*, 7*, and 8, Township 163 North, Range 99 West, Divide County, North Dakota, the two horizontal wells shall be drilled consecutively and target the same zone.

*Sections 30, 31, 6, and 7 are within the West Ambrose Field.

(86) Spacing units hereafter created in Zone XI in the Ambrose-Bakken Pool shall be designated by the Commission.

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

(88) Sections 30 and 31, Township 164 North, Range 99 West, Divide County, North Dakota, are also designated a standup 800-acre spacing unit in the West Ambrose-Bakken Pool.

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

(90) Sections 6 and 7, Township 163 North, Range 99 West, Divide County, North Dakota, are also designated a standup 1280-acre spacing unit in the West Ambrose-Bakken Pool.

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

(92) Sections 30 and 31, Township 164 North, Range 99 West and Sections 6 and 7, Township 163 North, Range 99 West, Divide County, North Dakota, are also designated a standup 2080-acre spacing unit in the West Ambrose-Bakken Pool.

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

(94) The proper spacing for the development of Zone XII in the Ambrose-Bakken Pool is hereby set at two horizontal wells per standup 5120-acre spacing unit.

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

(96) Sections 13, 14, 23, 24, 25, 26, 35, and 36; Sections 14, 15, 22, 23, 26, 27, 34, and 35, Township 163 North, Range 99 West; and Sections 13, 24, 25, and 36, Township 163 North, Range 99 West and Sections 18, 19, 30, and 31, Township 163 North, Range 98 West, Divide County, North Dakota, are hereby designated standup 5120-acre spacing units in Zone XII in the Ambrose-Bakken Pool.

(97) In order to protect correlative rights and to justify the standup 5120-acre spacing units described as Sections 13, 14, 23, 24, 25, 26, 35, and 36; Sections 14, 15, 22, 23, 26, 27, 34, and 35,

Township 163 North, Range 99 West; and Sections 13, 24, 25, and 36, Township 163 North, Range 99 West and Sections 18, 19, 30, and 31, Township 163 North, Range 98 West, Divide County, North Dakota, the two horizontal wells shall be drilled consecutively and target the same zone.

(98) Spacing units hereafter created in Zone XII in the Ambrose-Bakken Pool shall consist of eight adjacent governmental sections designated by the Commission.

(99) Sections 26, 27, 34, and 35, Township 163 North, Range 99 West; Section 30; and Section 31, Township 163 North, Range 98 West, Divide County, North Dakota, are also designated 640-acre spacing units in Zone I in the Ambrose-Bakken Pool.

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

(101) Sections 15 and 22, Township 163 North, Range 99 West; and Sections 18 and 19, Township 163 North, Range 98 West, Divide County, North Dakota, are also designated standup 1280-acre spacing units in Zone VII in the Ambrose-Bakken Pool.

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

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

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

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

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

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

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

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

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

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

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

(109) The gas-oil ratio of all wells not connected to a gas gathering system shall be measured annually during the month of May. The reservoir pressure shall be measured in any well completed in the Ambrose-Bakken Pool if deemed necessary by the Director. Drill stem test pressures are acceptable for determining reservoir pressure. Pressure measurements shall be made at or adjusted to a subsea datum of 5740 feet. All gas-oil ratio and reservoir pressure determinations shall be made by methods approved by the Director and reported to the Director within 15 days following the end of the month in which they are determined. The Director is

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

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

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

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

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

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

Dated this 27th day of September, 2013.

INDUSTRIAL COMMISSION
STATE OF NORTH DAKOTA

By the Director, on behalf of the Commission

/s/ Lynn D. Helms, Director

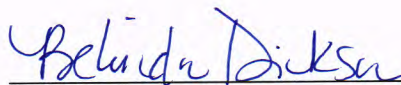
STATE OF NORTH DAKOTA

AFFIDAVIT OF MAILING

COUNTY OF BURLEIGH

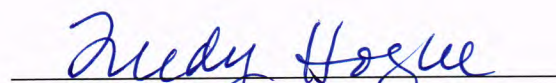
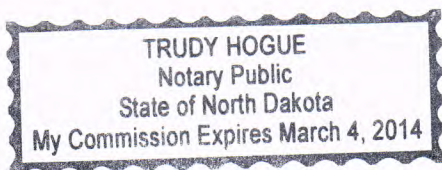
I, Belinda Dickson, being duly sworn upon oath, depose and say: That on the 10th day of October, 2013 enclosed in separate envelopes true and correct copies of the attached Order No. 22960 of the North Dakota Industrial Commission, and deposited the same with the United States Postal Service in Bismarck, North Dakota, with postage thereon fully paid, directed to the following persons by the Industrial Commission in Case No. 20655:

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



Belinda Dickson
Oil & Gas Division

On this 10th day of October, 2013 before me personally appeared Belinda Dickson to me known as the person described in and who executed the foregoing instrument and acknowledged that she executed the same as her free act and deed.



Notary Public
State of North Dakota, County of Burleigh

Kadrmass, Bethany R.

From: Gibson, Melissa <MGibson@fredlaw.com>
Sent: Thursday, August 01, 2013 4:32 PM
To: Kadrmass, Bethany R.
Cc: Randy.Verret@baytexenergyusa.com; Entzi-Odden, Lyn
Subject: Baytex Case 20655
Attachments: Melissa Gibson.vcf; BAYTEX tel aff 20655.pdf

Bethany,

Please see the attached letter/affidavits. Thank you.



This is a transmission from the law firm of Fredrikson & Byron, P.A. and may contain information which is privileged, confidential, and protected by the attorney-client or attorney work product privileges. If you are not the addressee, note that any disclosure, copying, distribution, or use of the contents of this message is prohibited. If you have received this transmission in error, please destroy it and notify us immediately at our telephone number (701) 221-4020. The name and biographical data provided above are for informational purposes only and are not intended to be a signature or other indication of an intent by the sender to authenticate the contents of this electronic message.

August 1, 2013

VIA EMAIL

Mr. Bruce Hicks
Assistant Director
NDIC, Oil and Gas Division
600 East Boulevard
Bismarck, ND 58505-0310

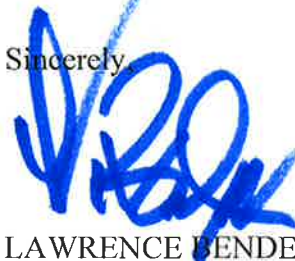
**RE: NDIC CASE NO. 20655
BAYTEX ENERGY USA LTD.**

Dear Mr. Hicks:

Please find enclosed herewith for filing the original TELEPHONIC COMMUNICATION AFFIDAVITS for the above-captioned matter.

Should you have any questions, please advise.

Sincerely,



LAWRENCE BENDER

LB/mpg

Enclosures

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

7063049_1.DOC

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

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

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

Case No. 20655

Application of Baytex Energy USA Ltd. for an order amending the field rules for the Ambrose-Bakken Pool to create and establish an overlapping 1280-acre spacing unit comprised of Sections 25 and 36, T.162N., R.99W., Divide County, ND, authorizing the drilling of a total of not more than seven wells on said overlapping 1280-acre spacing unit, eliminating any tool error requirements and such other relief as is appropriate.

TELEPHONIC COMMUNICATION AFFIDAVIT

Randy Verret being first duly sworn deposes and states as follows: That on July 31, 2013, I testified under oath before the North Dakota Industrial Commission in Case No. 20655. My testimony was presented by telephone from (303) 551-6450, at the offices of and on behalf of Baytex Energy USA Ltd., 600 17th Street, Suite 1600 South, Denver, Colorado 80202.



RANDY VERRET

STATE OF COLORADO)
) ss.
COUNTY OF DENVER)

On 31 July, 2013, Randy Verret of Baytex Energy USA Ltd., known to me to be the person described in and who executed the foregoing instrument, personally appeared before me and acknowledged that he executed the same as a free act and deed.



Notary Public
7043805 N.DOC

LORIE K MAZONE
Notary Public
State of Colorado

My Commission Expires October 15, 2015

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

Case No. 20655

Application of Baytex Energy USA Ltd. for an order amending the field rules for the Ambrose-Bakken Pool to create and establish an overlapping 1280-acre spacing unit comprised of Sections 25 and 36, T.162N., R.99W., Divide County, ND, authorizing the drilling of a total of not more than seven wells on said overlapping 1280-acre spacing unit, eliminating any tool error requirements and such other relief as is appropriate.

TELEPHONIC COMMUNICATION AFFIDAVIT

Mark LaCroix being first duly sworn deposes and states as follows: That on July 31, 2013, I testified under oath before the North Dakota Industrial Commission in Case No. 20655. My testimony was presented by telephone from (303) 551-6450, at the offices of and on behalf of Baytex Energy USA Ltd., 600 17th Street, Suite 1600 South, Denver, Colorado 80202.



MARK LACROIX

STATE OF COLORADO)
) ss.
COUNTY OF DENVER)

On 31 JULY, 2013, Mark LaCroix of Baytex Energy USA Ltd., known to me to be the person described in and who executed the foregoing instrument, personally appeared before me and acknowledged that he executed the same as a free act and deed.



Notary Public
7043856_KDOC

LORIE K MAZONE
Notary Public
State of Colorado

My Commission Expires October 15, 2015

BEFORE THE NORTH DAKOTA INDUSTRIAL COMMISSION

OF THE STATE OF NORTH DAKOTA

Case No. 20655

Application of Baytex Energy USA Ltd. for an order amending the field rules for the Ambrose-Bakken Pool to create and establish an overlapping 1280-acre spacing unit comprised of Sections 25 and 36, T.162N., R.99W., Divide County, ND, authorizing the drilling of a total of not more than seven wells on said overlapping 1280-acre spacing unit, eliminating any tool error requirements and such other relief as is appropriate.

TELEPHONIC COMMUNICATION AFFIDAVIT

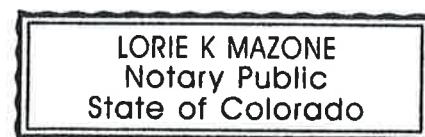
Ben Metz being first duly sworn deposes and states as follows: That on July 31, 2013, I testified under oath before the North Dakota Industrial Commission in Case No. 20655. My testimony was presented by telephone from (303) 551-6450, at the offices of and on behalf of Baytex Energy USA Ltd., 600 17th Street, Suite 1600 South, Denver, Colorado 80202.


BEN METZ

STATE OF COLORADO)
) ss.
COUNTY OF DENVER)

On July 31, 2013, Ben Metz of Baytex Energy USA Ltd., known to me to be the person described in and who executed the foregoing instrument, personally appeared before me and acknowledged that he executed the same as a free act and deed.


Notary Public
7043305_1.DOC



My Commission Expires October 15, 2015

Kadrmass, Bethany R.

From: Entzi-Odden, Lyn <lodden@fredlaw.com>
Sent: Thursday, August 01, 2013 8:52 AM
To: Hicks, Bruce E.
Cc: Bohrer, Mark F.; Randy Verret <Randy.Verret@baytexenergyusa.com>
(Randy.Verret@baytexenergyusa.com); Ben Metz (Ben.Metz@baytexenergyusa.com);
Kadrmass, Bethany R.
Subject: supplemental Exh. G3 - Cases 20655 and 20656
Attachments: Baytex 20655_001-c.pdf; 20656_001-c.pdf

Bruce,
Please see the attached to supplement the record.



****This is a transmission from the law firm of Fredrikson & Byron, P.A. and may contain information which is privileged, confidential, and protected by the attorney-client or attorney work product privileges. If you are not the addressee, note that any disclosure, copying, distribution, or use of the contents of this message is prohibited. If you have received this transmission in error, please destroy it and notify us immediately at our telephone number (612) 492-7000. The name and biographical data provided above are for informational purposes only and are not intended to be a signature or other indication of an intent by the sender to authenticate the contents of this electronic message.****

August 1, 2013

VIA EMAIL

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

RE: Case No. 20655: Application of Baytex Energy USA Ltd. for an order amending the field rules for the Ambrose-Bakken Pool to create and establish an overlapping 1280-acre spacing unit comprised of Sections 25 and 36, T.162N., R.99W., Divide County, ND, authorizing the drilling of a total of not more than seven wells on said overlapping 1280-acre spacing unit, eliminating any tool error requirements and such other relief as is appropriate.

Dear Mr. Hicks:

In follow-up to the hearing for the captioned matter, held July 31, 2013, please find attached herewith a supplemental Exhibit G3 for filing.

Should you require anything further, please advise.

Sincerely,


LAWRENCE BENDER

LB/leo

cc: Mr. Randy Verret – (w/enc.) *Via Email*
Mr. Ben Metz – (w/enc.) *Via Email*
7049191_1.DOC

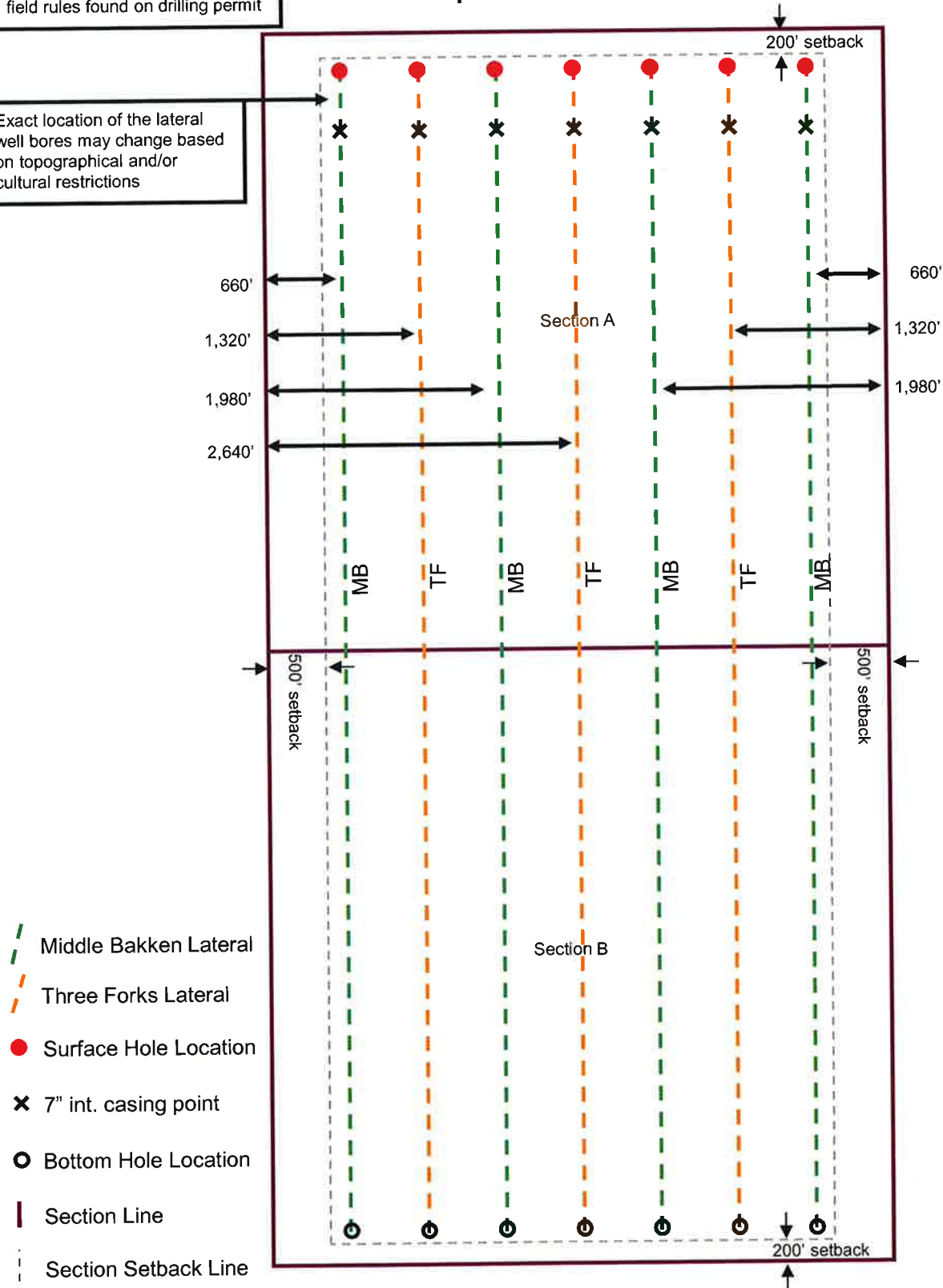
Attorneys & Advisors
main 701.221.4020
fax 701.221.4040
www.fredlaw.com

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

1280 Acre Spacing Unit Proposed Well Plan

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

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



BAYTEX

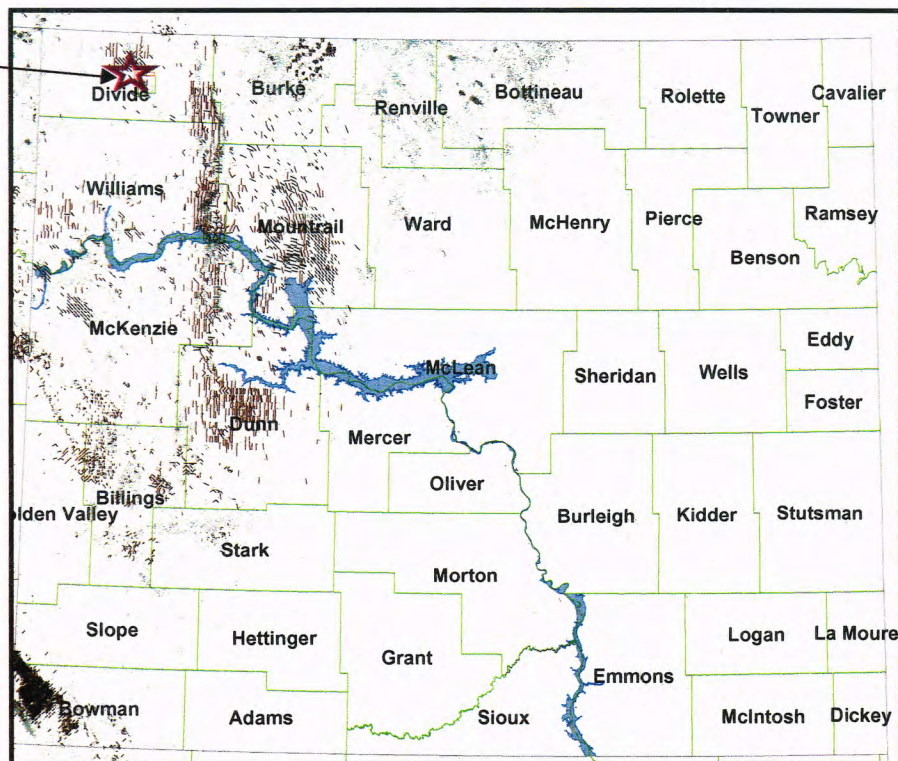
ENERGY USA LTD.

CASE NO. 20655

***Application for Amending the Field Rules
for the Ambrose-Bakken Pool to Create and Establish an
Overlapping 1280-acre Spacing Unit Comprised of Sections 25 and
36, T.162N., R.99W.,
Divide County, North Dakota***

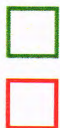
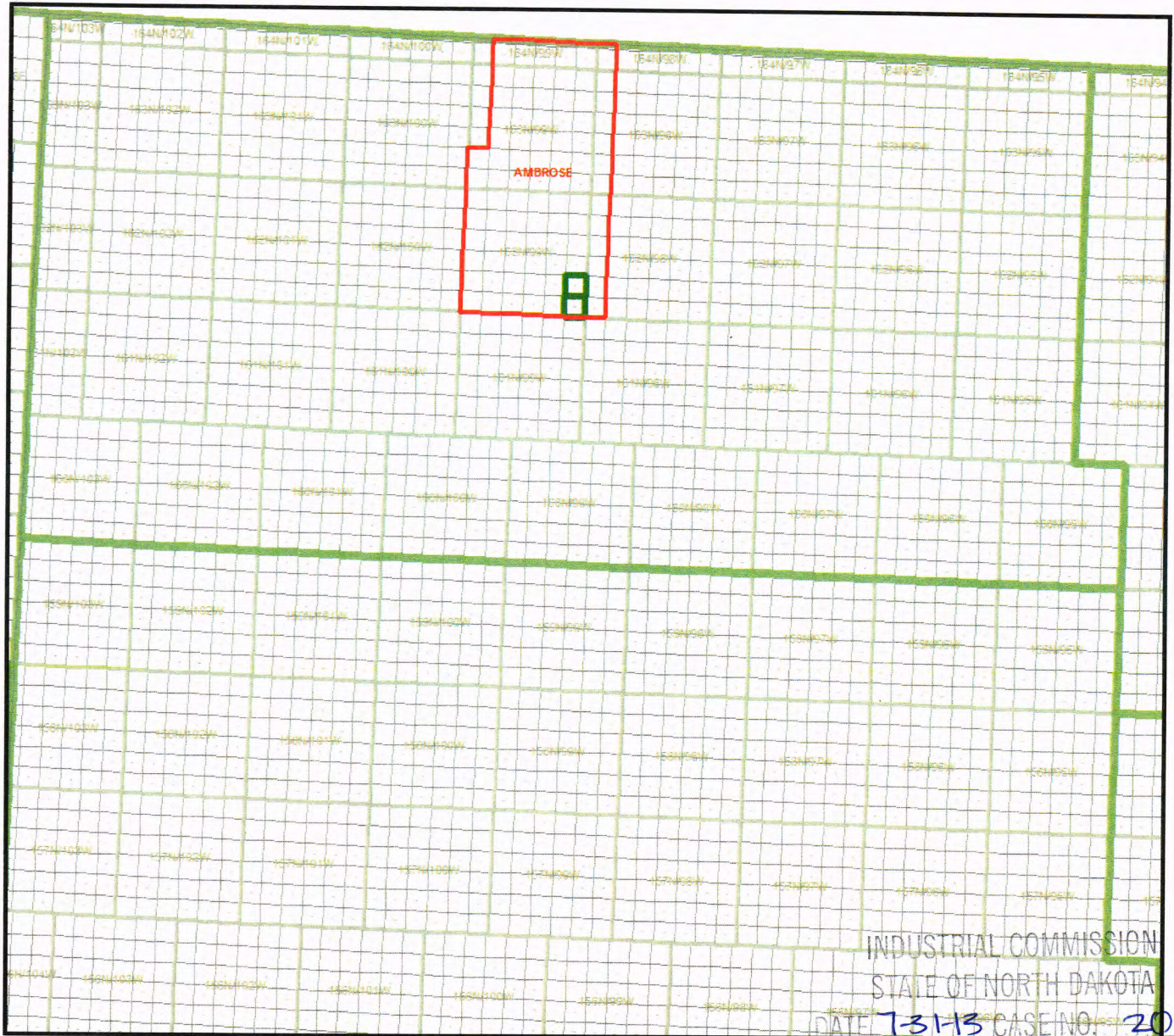
Divide County, North Dakota

Application
For
Amending Field
Rules

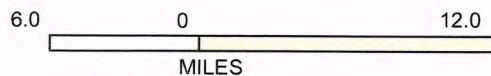


Before the
Oil & Gas Division
of the
Industrial Commission
of the
State of North Dakota

July 31, 2013



Existing 640-acre Units Proposed to Establish Overlapping 1280-acre Unit in Ambrose-Bakken Pool
Existing Ambrose-Bakken Pool Limits



Introduced By Baytex
Exhibit L1
Identified By Verret

BAYTEX ENERGY USA LTD.		
Index Map		
Author: WBM		7-22-2013



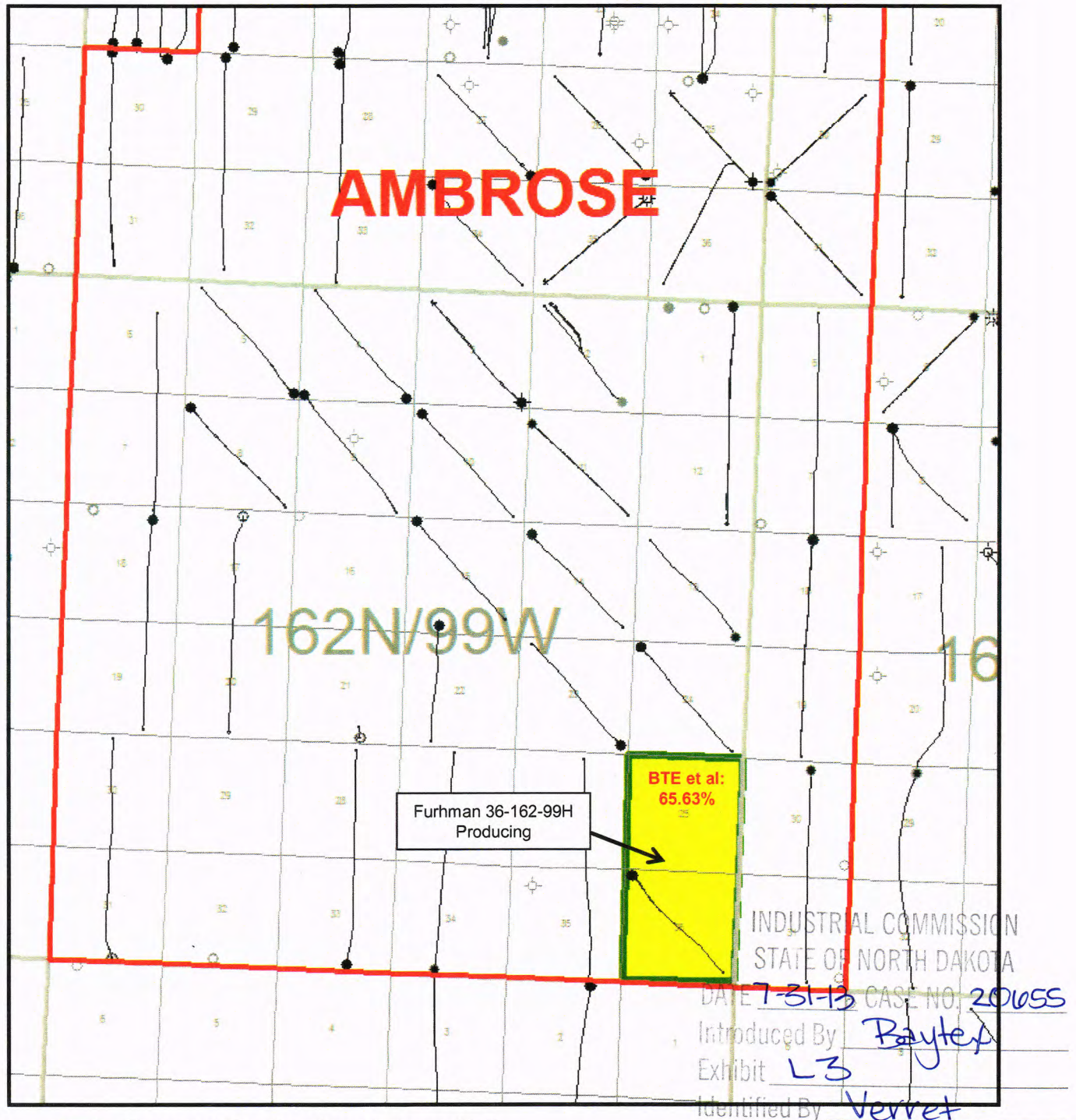


- Existing 640-acre Units in Ambrose-Bakken Pool
- Existing 1280-acre Units in Ambrose-Bakken Pool
- Existing Ambrose-Bakken Pool Limits

INDUSTRIAL COMMISSION
STATE OF NORTH DAKOTA
DATE 7-31-13 CASE NO. 20655
Introduced By Baytex
Exhibit L2
Identified By Verret

BAYTEX ENERGY USA LTD.		
Proposed Amending of Field Rules for Ambrose- Bakken Pool		
Author: WBM		7-22-2013

↑
N

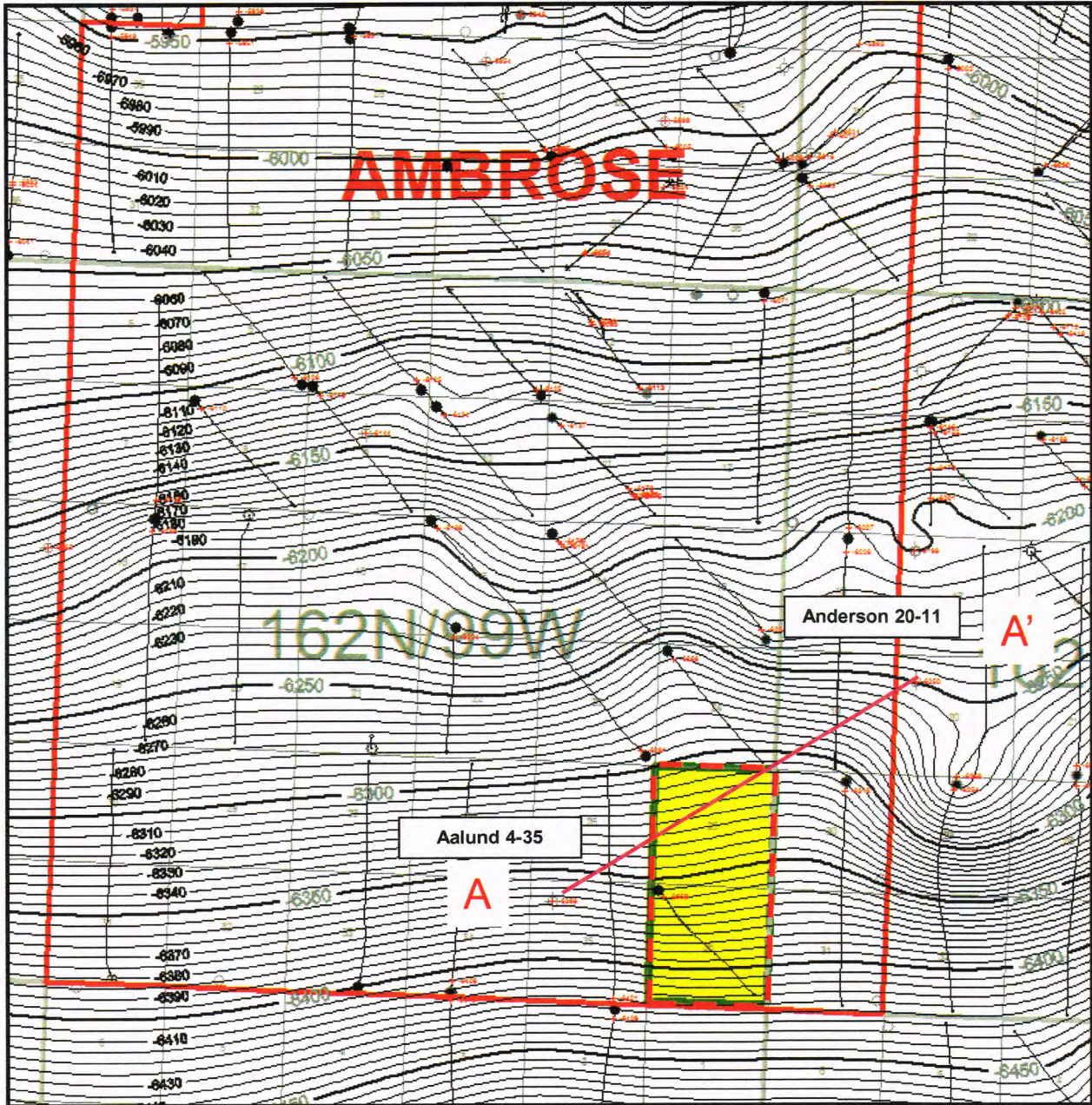


- Proposed Overlapping 1280-acre Unit in Ambrose-Bakken Pool
- Baytex et al Acreage
- Existing Ambrose-Bakken Pool Limits

0.50 0 1.0
MILES

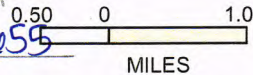
↑
N

BAYTEX ENERGY USA LTD.		
Lease Ownership Map		
Author: LJZ		7/22/2013




-  **Proposed 128-acre Spacing Unit for Amendment of Ambrose-Bakken Pool Spacing Rules**
-  **Existing Ambrose-Bakken Pool Limits**
-  **Cross Section:**
- Exhibit G2**
- BAYTEX**

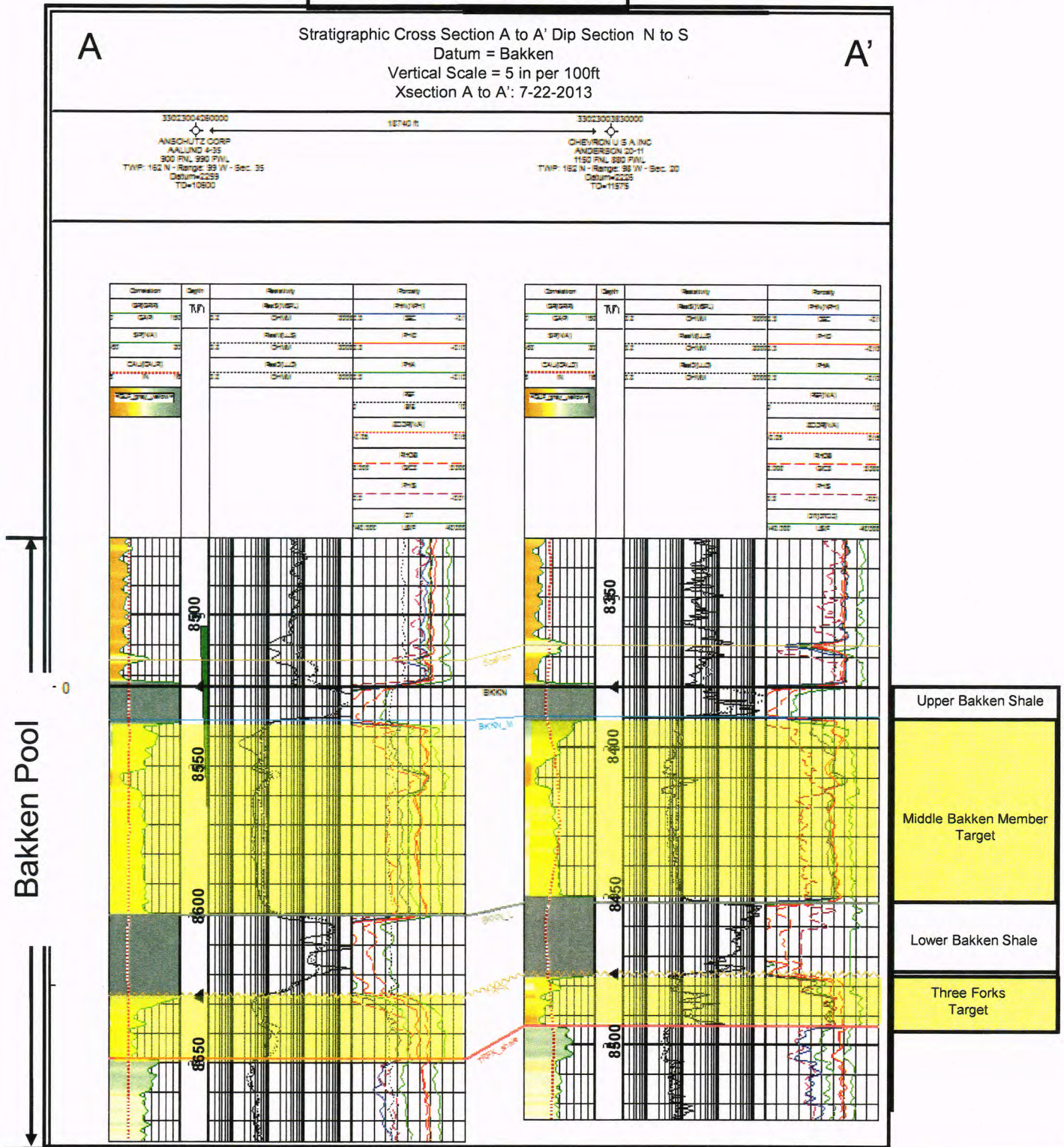
G2 INDUSTRIAL COMMISSION
STATE OF NORTH DAKOTA
DATE 7-31-13 CASE NO. 20055 ^{0.50}
Introduced By Baytex
Exhibit G1
Identified By Metz



↑
N

		
<p align="center">Three Forks Structure Map</p>		
Author: WBM		7-22-2013
	C.I.: 5 ft	

Cross Section A-A'



INDUSTRIAL COMMISSION
STATE OF NORTH DAKOTA

DATE 7-31-13 CASE NO. 20655
Introduced By Baytex
Exhibit G2
Identified By Metz

BAYTEX
ENERGY USA LTD.

Bakken Pool Cross Section

Author: WBM		7-19-2013



Company: Baytex Energy USA Ltd.
Field: _____ Co., _____
Location: Sec. _____ T _____ N-R _____ W
Well: Well #2
Wellbore #1
Plan: Plan #1 (Well #2/Wellbore #1)



A Schlumberger Company

SECTION DETAILS										
Sec	MD	Inc	Azi	TVD	+N-S	+E-W	DLog	TFace	VSec	Target
1	0.0	0.00	0.00	0.0	0.0	0.0	0.00	0.00	0.0	
2	8522.5	0.00	0.00	8522.5	0.0	0.0	0.00	0.00	0.0	
3	9272.5	90.00	180.00	9000.0	-477.5	0.0	12.00	180.00	477.5	PBHL Target N-S
4	18805.0	90.00	180.00	9000.0	-10010.0	0.0	0.00	0.00	10010.0	PBHL Target N-S

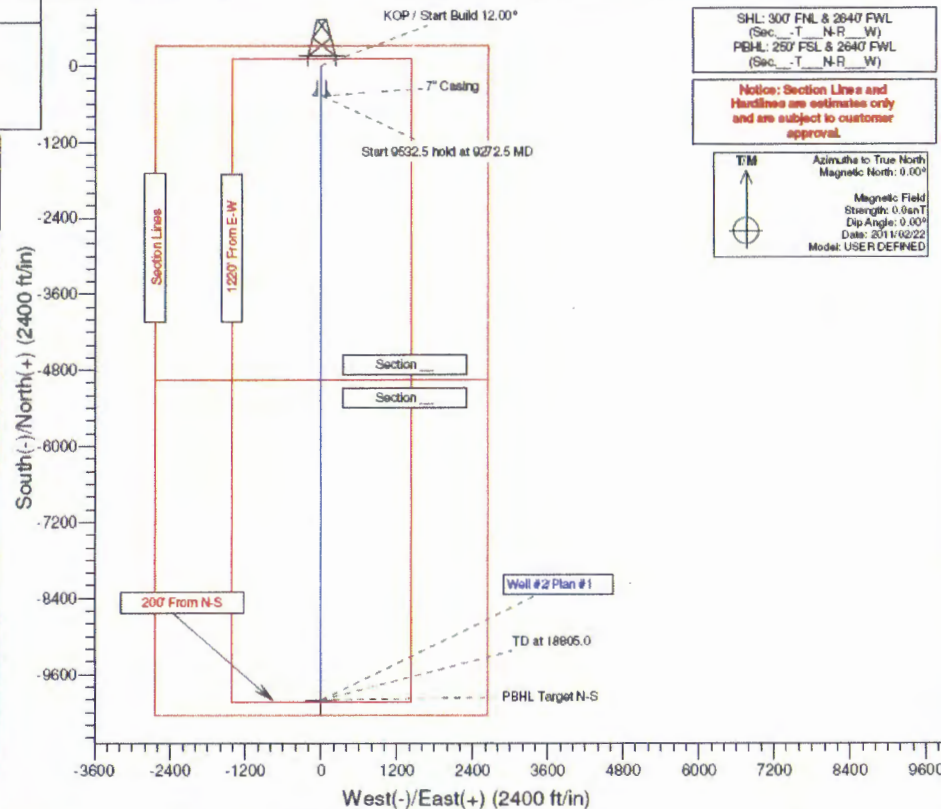
WELL DETAILS: Well #2						
+N-S	+E-W	Northing	Ground Level:	2400.0	Longitude	Slot
0.0	0.0	0.00	Easting	0.00	46° 43' 27.490 N	108° 21' 38.187 W

WELLBORE TARGET DETAILS				
Name	TVD	+N-S	+E-W	Shape
PBHL Target N-S	9000.0	-10010.0	0.0	Point

ANNOTATIONS		
TVD	MD	Annotation
8522.5	8522.5	KOP / Start Build 12.00°
9000.0	9272.5	Start 9532.5 hold at 9272.5 MD
9000.0	18805.0	TD at 18805.0

FORMATION TOP DETAILS			
No formation data is available			

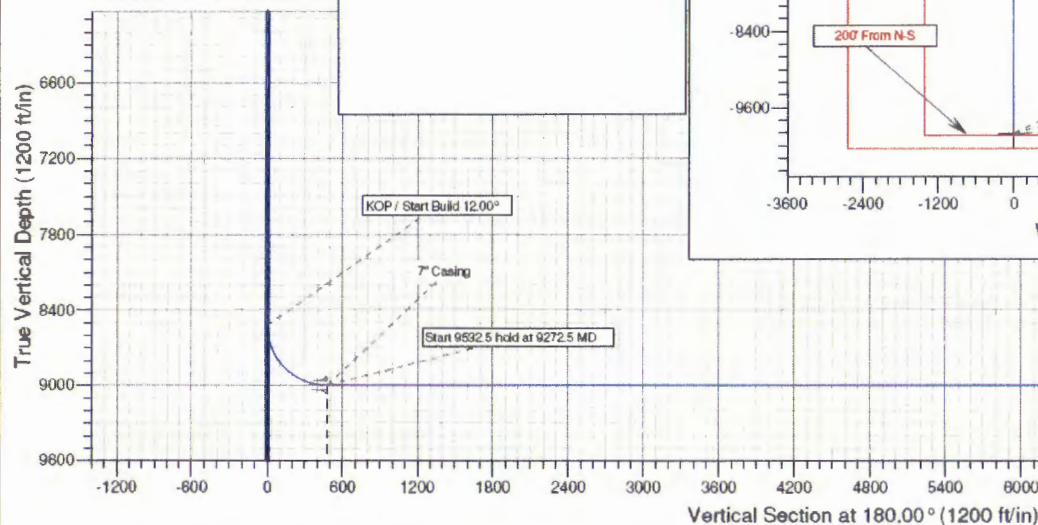
CASING DETAILS			
TVD	MD	Name	Size
9000.0	9272.5	7" Casing	7.000



SHL: 300' FNL & 2640' FWL
(Sec. _____ T _____ N-R _____ W)
PBHL: 250' FSL & 2640' FWL
(Sec. _____ T _____ N-R _____ W)

Notice: Section Lines and Hardlines are estimates only and are subject to customer approval.

TM
Azimuths to True North
Magnetic North: 0.00°
Magnetic Field
Strength: 0.0anT
Dip Angle: 0.00°
Date: 2011/02/22
Model: USER DEFINED



INDUSTRIAL COMMISSION
STATE OF NORTH DAKOTA
DATE 7-31-13 CASE NO. 20655
Introduced By Baytex
Exhibit E1
Identified By LaCroix



Well Plan View

Author: MK 7-22-20131

Case # 20655
Exhibit: E2

Generic Wellbore Diagram

BAYTEX : 32 Stage Frac Job with 32 Ball Drop Sleeves					
Company		BAYTEX		Other Relative Frac String Information	
Location		Generic		Top of PBR	7,983 MD (ft)
Prepared For		Phone		Hanger Setting Depth	7,983 MD (ft)
Service Rep		Sales Rep		Open Hole Size	6 (in)
Service Center		WILLISTON		Total Measured Depth	18,403 MD (ft)



Intermediate Casing		
Size	7	in
Weight	29.00	lbs/ft
Grade	P-110	
Burst	11,220	psi
Shoe	8,855	MD (ft)
Capacity	0.03720	bbbl/ft

Liner		
Size	4 1/2	in
Weight	11.60	lbs/ft
Grade	P-110	
Burst	10,890	psi
Collapse	7,580	psi
Capacity	0.01554	bbbl/ft

Tie-Back String		
Size	NA	in
Weight	NA	lbs/ft
Grade	NA	
Burst	NA	psi
Collapse	NA	psi
Capacity	NA	bbbl/ft

Frac Sleeve Information		
Zone	Ball Seat ID (in)	Ball Size (in)
1	Toe Sleeve	0.785
2	1.205	1.235 #8
3	1.260	1.290 #9
4	1.315	1.345 #10
5	1.370	1.400 #11
6	1.425	1.455 #12
7	1.480	1.510 #13
8	1.535	1.565 #14
9	1.590	1.620 #15
10	1.645	1.675 #16
11	1.700	1.730 #17
12	1.755	1.805 #18
13	1.830	1.880 #19
14	1.905	1.955 #20
15	1.980	2.030 #21
16	2.055	2.105 #22
17	2.130	2.180 #23
18	2.205	2.255 #24
19	2.280	2.330 #25
20	2.355	2.405 #26
21	2.430	2.480 #27
22	2.505	2.555 #28

Depth and Displacement Information				
Zone	Packer Depth (ft)	Sleeve Depth (ft)	Sleeve Disp. (bbls)	Length of Zone (ft)
1	18,172	18,317	457.1	231
2	17,886	18,031	452.7	285
3	17,657	17,702	447.6	329
4	17,271	17,416	443.1	286
5	16,943	17,087	438.0	329
6	16,657	16,802	433.6	285
7	16,372	16,517	429.1	285
8	16,043	16,188	424.0	329
9	15,758	15,904	419.6	285
10	15,473	15,618	415.2	286
11	15,144	15,289	410.1	329
12	14,814	15,003	405.6	330
13	14,525	14,672	400.5	288
14	14,236	14,383	396.0	289
15	13,957	14,094	391.5	279
16	13,627	13,772	386.5	330
17	13,343	13,487	382.1	285
18	13,057	13,202	377.6	285
19	12,728	12,873	372.5	329
20	12,442	12,587	368.1	286
21	12,114	12,258	363.0	328
22	11,829	11,974	358.6	285

Notes:

- 1 Frac Sleeves Pinned to 2000PSI
- 2 Toe Sleeve Pinned to 4000PSI
- 3 Swell Packer Type: WATER
- 4 Tested Liner Top Packer to 2200PSI
- 5 7in. Shoe @ 8855 MD (ft)
- 6 TVD @ 8612
- 7 KOP @ 8062

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Zones X

Page 1

INDUSTRIAL COMMISSION
STATE OF NORTH DAKOTA
DATE 7-31-13 CASE NO. 20655
Introduced By Baytex
Exhibit E2
Identified By Lacroix

BAYTEX ENERGY USA LTD.	
Wellbore Diagram	
Author: MK	7-22-2013

Case # 20655
Exhibit: E2a

Generic Wellbore Diagram

BAYTEX : 32 Stage Frac Job with 32 Ball Drop Sleeves				
Company BAYTEX		Other Relative Frac String Information		
Location Generic		Top of PBR	7,983	MD (ft)
Prepared For	Phone	Hanger Setting Depth	7,983	MD (ft)
Service Rep	Sales Rep	Open Hole Size	6	(in)
Service Center WILLISTON	Date	Total Measured Depth	18,403	MD (ft)



Intermediate Casing		
Size	7	in
Weight	29.00	lbs/ft
Grade	P-110	
Burst	11,220	psi
Shoe	8,855	MD (ft)
Capacity	0.03730	bbls/ft

Liner		
Size	4 1/2	in
Weight	11.60	lbs/ft
Grade	P-110	
Burst	10,690	psi
Collapse	7,560	psi
Capacity	0.01554	bbls/ft

Tie Back String		
Size	NA	in
Weight	NA	lbs/ft
Grade	NA	
Burst	NA	psi
Collapse	NA	psi
Capacity	NA	bbls/ft

Frac Sleeve Information			
Zone	Ball Seat ID (in)	Ball Size (in)	
23	2.580	2.630 #29	
24	2.655	2.705 #30	
25	2.730	2.780 #31	
26	2.805	2.855 #32	
27	2.880	2.930 #33	
28	2.955	3.005 #34	
29	3.030	3.130 #35	
30	3.155	3.255 #36	
31	3.280	3.380 #37	
32	3.405	3.505 #38	
33			
34			
35			
36			
37			
38			
39			
40			
41			
42			
43			
44			

Depth and Displacement Information				
Zone	Packer Depth (ft)	Sleeve Depth (ft)	Sleeve Disp. (bbls)	Length of Zone (ft)
23	11,543	11,689	354.1	286
24	11,214	11,359	349.0	329
25	10,929	11,074	344.6	285
26	10,600	10,745	339.5	329
27	10,315	10,460	335.0	285
28	10,029	10,174	330.6	285
29	9,700	9,845	325.5	329
30	9,415	9,560	321.0	285
31	9,130	9,275	316.6	285
32	8,888	8,945	311.5	242
33				
34				
35				
36				
37				
38				
39				
40				
41				
42				
43				
44				

Notes:

- 1 Frac Sleeves Pinned to 2000PSI
- 2 Toe Sleeve Pinned to 4000PSI
- 3 Swell Packer Type: WATER
- 4 Tested Liner Top Packer to 2200PSI
- 5 7in. Shoe @ 8855 MD (ft)
- 6 TVD @ 8612
- 7 KOP @ 8062

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Zones X

Page 2

INDUSTRIAL COMMISSION
STATE OF NORTH DAKOTA
DATE 7-31-13 CASE NO. 20655
Introduced By Baytex
Exhibit E2a
Identified LaCrix

BAYTEX ENERGY USA L.L.C.	
Wellbore Diagram	
Author: MK	7-22-2013

**Bakken Pool
Reservoir Properties and Economics**

Reservoir Properties

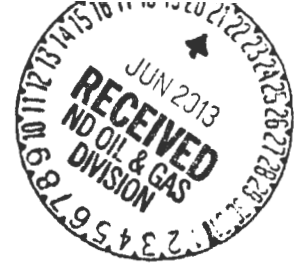
Formation Type	Silty Dolomite
Depth	8500'
Vertical Thickness	83'
Porosity	7%
Water Saturation	47%
Oil Gravity	40.6 API
Bottom Hole Temperature	235 F
Bottom Hole Pressure	4,328 PSIA
Formation Volume Factor	1.74 RBBL/STB
GOR	1,445 SCF/BBL
Gas Gravity	1.028
Gas Heating Value	1,676 btu
OOIP (1280 Acres)	17,573,671
Primary Recovery Factor	12%
Primary Estimated Recoverable Reserves	2,108,840 STB
Primary Estimated Recoverable Reserves per Well	301,263 STB 435,324 MSCF

Single Well Economics

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

INDUSTRIAL COMMISSION
STATE OF NORTH DAKOTA
DATE 7-31-13 CASE NO. 20655
Submitted By: Baytex
Exhibit E3
Identified By Lacroix

BAYTEX ENERGY USA LTD.		
Bakken Pool Reservoir Data/Economics 1280 Acre Spacing Unit		
Author: ML		7-22-2013



BEFORE THE INDUSTRIAL COMMISSION
OF THE STATE OF NORTH DAKOTA

Case No. 20655

Application of Baytex Energy USA Ltd. for an order amending the field rules for the Ambrose-Bakken Pool so as to create and establish an overlapping 1280-acre spacing unit comprised of Sections 25 and 36, Township 162 North, Range 99 West, Divide County, North Dakota, authorizing the drilling of a total of not more than seven wells on said overlapping 1280-acre spacing unit, eliminating any tool error requirements and/or such other and further relief as appropriate.

APPLICATION OF BAYTEX ENERGY USA LTD.

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

1.

That Baytex is the owner of an interest in the oil and gas leasehold estate in Sections 25 and 36, Township 162 North, Range 99 West, Divide County, North Dakota ("Sections 25 and 36").

2.

That Sections 25 and 36 are within the area defined by the Commission as the field boundaries for the Ambrose-Bakken Pool.

3.

That Baytex desires to utilize the horizontal drilling technique to further develop the Ambrose-Bakken Pool underlying the Subject Lands.

4.

That it is the opinion of Baytex that use of the horizontal drilling technique to further develop the Ambrose-Bakken Pool underlying the above described property will increase the ultimate recovery of the reservoir.

5.

That pursuant to Section 38-08-07 of the North Dakota Century Code, the Commission is empowered to divide any pool into separate zones and to modify its previous spacing order when necessary to prevent waste, avoid the drilling of unnecessary wells or to protect correlative rights.

6.

That in order to prevent waste, to avoid the drilling of unnecessary wells and to protect correlative rights, the field rules for the Ambrose-Bakken Pool should be amended and an overlapping 1280-acre spacing unit should be created and established for the Ambrose-Bakken Pool for Sections 25 and 36, Township 162 North, Range 99 West, authorizing the drilling of a total of not more than seven wells on said overlapping 1280-acre spacing unit.

7.

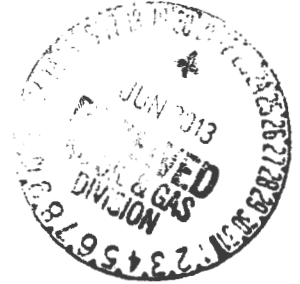
That Baytex, therefore, requests that the Commission amend the field rules for the Ambrose-Bakken Pool so as to create and establish an overlapping 1280-acre spacing unit comprised of all of Sections 25 and 36, Township 162 North, Range 99 West, Divide County, North Dakota, and authorizing the drilling of a total of not more than seven wells on said overlapping 1280-acre spacing unit, eliminating any tool error requirements and such other and further relief as appropriate.

WHEREFORE, Baytex requests the following:

Fredrikson

& BYRON, P.A.

June 17, 2013



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 JULY
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,

A handwritten signature in black ink, appearing to read "L. Fender".

LAWRENCE FENDER

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:

July 3, 2013259 lines @ .63 = \$163.17

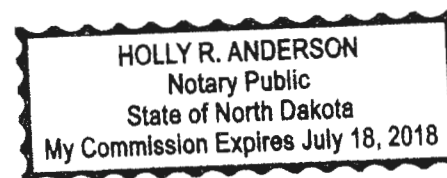
TOTAL CHARGE\$163.17

Signed

Cecile L. Krimm, Publisher

Subscribed and sworn to before me July 3, 2013

Notary Public, State of North Dakota



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

The North Dakota Industrial Commission will hold a public hearing at 9:00 a.m. Wednesday, July 31, 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 701-328-8038 by Thursday, July 18, 2013.

STATE OF NORTH DAKOTA
TO:

Case No. 20650: Temporary spacing to develop an oil and/or gas pool discovered by the Mountain Divide, LLC #5-8-1H Wigness, Lot 1, Section 5, T.162N., R.101W., Divide County, ND, define the field limits, and enact such special field rules as may be necessary.

Case No. 20651: Temporary spacing to develop an oil and/or gas pool discovered by the Mountain Divide, LLC #35-26-1H Olson, SESE Section 35, T.163N., R.101W., Divide County, ND, define the field limits, and enact such special field rules as may be necessary.

Case No. 20652: Application of Hunt Oil Co. for an order amending the field rules for the Alexandria-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. 20655: Application of Baytex Energy USA Ltd. for an order amending the field rules for the Ambrose-Bakken Pool to create and establish an overlapping 1280-acre spacing unit comprised of Sections 25 and 36, T.162N., R.99W., Divide County, ND, authorizing the drilling of a total of not more than seven wells on said overlapping 1280-acre spacing unit, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 20656: Application of Baytex Energy USA Ltd. for an order amending the field rules for the Whiteaker-Bakken Pool to create and establish an overlapping 1280-acre spacing unit comprised of Sections 4 and 9, T.161N., R.98W., Divide County, ND, authorizing the drilling of a total of not more than seven wells on said overlapping 1280-acre spacing unit, eliminating any tool error

requirements and such other relief as is appropriate.

Case No. 20503: (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. 20504: (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. 20505: (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. 20469: (Continued) Application of Continental Resources, Inc. for an order amending the field rules for the Juno-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. 20472: (Continued) Application for an order amending the field rules for the Bluffton-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. 20660: Application of Samson Resources Co. for an order amending the field rules for the Ambrose-Bakken Pool to create and establish an overlapping 1280-acre spacing unit comprised of Sections 27 and 34, T.163N., R.99W., Divide County, ND, authorizing the drilling of one horizontal well on said overlapping 1280-acre spacing unit and such other relief as is appropriate.

Case No. 20661: Application of

Samson Resources Co. for an order extending the field boundaries and amending the field rules for the West Ambrose and/or Ambrose-Bakken Pools to create and establish two overlapping 4160-acre spacing units comprised of Sections 29, 30, 31, 32, T.164N., R.99W., and Sections 5, 6, 7 and 8, T.163N., R.99W.; and Sections 25, 26, 35 and 36, T.164N., R.99W., and Sections 1, 2, 11 and 12, T.163N., R.99W.; two overlapping 5120-acre spacing units comprised of Sections 13, 14, 23, 24, 25, 26, 35 and 36, T.163N., R.99W., and Sections 13, 24, 25 and 36, T.163N., R.99W., and Sections 18, 19, 30 and 31, T.163N., R.98W.; and an overlapping 2560-acre spacing unit comprised of Sections 1 and 12, T.162N., R.99W., and Sections 6 and 7, T.162N., R.98W., Divide County, ND, authorizing the drilling of multiple wells on or near the section line on each spacing unit, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 20664: Application of Crescent Point Energy U.S. Corp. to amend the field rules for the West Ambrose-Bakken Pool to allow up to nine horizontal wells to be drilled within each of two, 1600-acre spacing units described as Sections 25, 26, 35 and 36; and Sections 27, 28, 33 and 34, T.164N., R.100W., Divide County, ND, and such other relief as is appropriate. Case No. 20692: Application of Samson Resources Co. 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.163N., R.99W., Ambrose-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08 but not reallocating production for wells producing on other spacing units and such other relief as is appropriate.

Case No. 20559: (Continued) Application of Samson Resources Co. 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, 15, 22, 23, 26, 27, 34 and 35, T.163N., R.99W., Ambrose-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08 but not reallocating production for wells producing on other spacing units and such other relief as is appropriate.

Case No. 20693: Application of Baytex Energy USA Ltd. for an order authorizing the drilling, completing

and producing of a total of seven wells on each existing 1280-acre spacing unit described as Sections 5 and 8; Sections 6 and 7; Sections 17 and 20; and Sections 18 and 19, T.161N., R.98W., Plumer-Bakken Pool, Divide County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 20694: Application of Baytex Energy USA Ltd. for an order authorizing the drilling, completing and producing of a total of seven wells on each existing 1280-acre spacing unit described as Sections 16 and 21; Sections 17 and 20; Sections 28 and 33; Sections 29 and 32; and Sections 30 and 31, T.161N., R.99W., Musta-Bakken Pool, Divide County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 20695: Application of Baytex Energy USA Ltd. for an order authorizing the drilling, completing and producing of a total of seven wells on each existing 1280-acre spacing unit described as Sections 28 and 33; and Sections 29 and 32, T.162N., R.97W., Bluffton-Bakken Pool, Divide County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 20696: Application of Baytex Energy USA Ltd. for an order authorizing the drilling, completing and producing of a total of seven wells on each existing 1280-acre spacing unit described as Sections 13 and 24; Sections 14 and 23; Sections 15 and 22; Sections 18 and 19; Sections 29 and 32; and Sections 30 and 31, T.162N., R.100W., West Ambrose-Bakken Pool, Divide County, ND, eliminating any tool error requirements and such other relief as is

Case No. 20697: Application of Baytex Energy USA Ltd. for an order authorizing the drilling, completing and producing of a total of seven wells on each existing 1280-acre spacing unit described as Sections 1 and 12; Sections 2 and 11; and Sections 3 and 10, T.161N., R.99W., Garnet-Bakken Pool, Divide County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Signed by,
Jack Dalrymple, Governor
Chairman, ND Industrial

(6-5)

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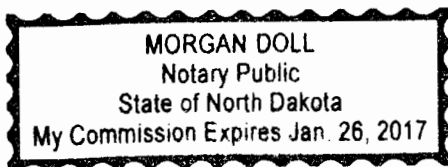
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Date	Date	Times Run	Description	Lines	Class Code	Order Amt	Net Amt Due
07/04/13	07/04/13	1	609633/Case No. 20645 Bismarck Tribune PO:Notice of Hearing	068.00	Legals	865.08	865.08

Affidavit of Publication

State of North Dakota) SS County of Burleigh
Before me, a Notary Public for the State of North Dakota
personally appeared OK who being duly sworn, deposes
and says that he (she) is the Clerk of Bismarck Tribune Co.,
and that the publication(s) were made through the
Bismarck Tribune on the following dates
7/4 Signed Morgan Doll
sworn and subscribed to before me this 16th
day of July 20 13
Morgan Doll
Notary Public in and for the State of North Dakota



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

Remarks	Total Due: 865.08
---------	-------------------

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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. Wednesday, July 31, 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 701-328-8038 by Thursday, July 18, 2013.

STATE OF NORTH DAKOTA TO:

Case No. 20645: In the matter of the petition of Zenenergy, Inc. for an order requiring Statoil Oil & Gas LP (f/k/a Brigham Oil & Gas, LP) to pay its share of actual costs incurred in drilling the Flynn #33-34HTF (f/k/a Flynn #33-34H) well, located in a spacing unit described as Sections 33 and 34, T.151N., R.104W., McKenzie County, ND, and for such other relief as is appropriate.

Case No. 20307: (Continued) Application of Zenenergy, Inc. for an order amending the field rules for the Eightmile-Bakken Pool to create and establish two overlapping 2560-acre spacing units comprised of Sections 27, 28, 33 and 34; and Sections 29, 30, 31 and 32, T.153N., R.102W., Williams and McKenzie Counties, ND, authorizing the drilling of one horizontal well on each 2560-acre spacing unit and such other relief as is appropriate.

Case No. 20646: Application of Statoil Oil and Gas LP for an order authorizing the use of open receptacles for storage of produced water in the NENW of Section 25, T.155N., R.101W., Williams County, ND, for fracture stimulation of the Jarold #25-36 3TH well and the Jarold #25-36 4H well, both located in the NENE of Section 25, T.155N., R.101W., as an exception to the provisions of NDAC § 43-02-03-19.3 and such other relief as is appropriate.

Case No. 20647: Proper spacing for the development of the Trailside-Bakken Pool, McKenzie County, ND, redefine the field limits, and enact such special field rules as may be necessary. Slawson Exploration Co., Inc.

Case No. 20648: Application of Slawson Exploration Co., Inc. for an order authorizing the drilling, completing and producing of multiple multi-lateral horizontal wells in existing spacing units in the East Tioga-Bakken Pool, Burke and Mountrail Counties, ND, in addition to any existing Bakken wells in said spacing units, with a portion of the vertical section of the well open to the Lodgepole Formation, above the stratigraphic limits of the Bakken Pool and such other relief as is appropriate.

Case No. 20649: Proper spacing for the development of the Boundary Creek-Spearfish Pool, Bottineau County, ND, redefine the field limits, and enact such special field rules as may be necessary. EOG Resources, Inc.

Case No. 20490: (Continued) Application for an order amending the field rules for the Rosebud-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. EOG Resources, Inc.; Triangle USA Petroleum Corp.

Case No. 20493: (Continued) Application of EOG Resources, Inc. for an order amending the field rules for the Clear Water-Bakken Pool, Burke 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. 20494: (Continued) Application of EOG Resources, Inc. for an order amending the field rules for the Kittleson Slough-Bakken Pool, Burke 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. 20495: (Continued) Application for an order amending the field rules for the Marshall-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. EOG Resources, Inc.; Hunt Oil Co.; Sinclair Oil & Gas Co.

Case No. 20650: Temporary spacing to develop an oil and/or gas pool discovered by the Mountain Divide, LLC #5-8-1H Wiggins, Lot 1, Section 5, T.162N., R.101W., Divide County, ND, define the field limits, and enact such special field rules as may be necessary.

Case No. 20651: Temporary spacing to develop an oil and/or gas pool discovered by the Mountain Divide, LLC #35-26-1H Olson, SESE Section 35, T.163N., R.101W., Divide County, ND, define the field limits, and enact such special field rules as may be necessary.

Case No. 20652: Application of Hunt Oil

Co. for an order amending the field rules for the Alexandria-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. 20653: Application of WPX Energy Williston, LLC for an order amending the field rules for the Heart Butte-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. 20654: Application of WPX Energy Williston, LLC for an order amending the field rules for the Reunion Bay-Bakken Pool to create and establish two 1280-acre spacing units comprised of Sections 23 and 26; and Sections 24 and 25, T.150N., R.93W., Mountrail and Dunn Counties, ND, authorizing the drilling of a total of not more than seven wells on each 1280-acre spacing unit, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 20498: (Continued) Application of WPX Energy Williston, LLC for an order amending the field rules for the Moccasin 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. 20500: (Continued) Application for an order amending the field rules for the Eagle Nest-Bakken Pool, Dunn and McKenzie Counties, ND, to allow the flaring of gas and unrestricted production of oil from wells not connected to a gas gathering facility until the same can be connected and such other relief as is appropriate. Enerplus Resources (U.S.A.) Inc.; G3 Operating, L.L.C.; and WPX Energy Williston, LLC

Case No. 20501: (Continued) Application for an order amending the field rules for the McGregory Buttes-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. Enerplus Resources (U.S.A.) Inc.; G3 Operating, L.L.C.; and WPX Energy Williston, LLC

Case No. 20655: Application of Baytex Energy USA Ltd. for an order amending the field rules for the Ambrose-Bakken Pool to create and establish an overlapping 1280-acre spacing unit comprised of Sections 25 and 36, T.162N., R.99W., Divide County, ND, authorizing the drilling of a total of not more than seven wells on said overlapping 1280-acre spacing unit, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 20656: Application of Baytex Energy USA Ltd. for an order amending the field rules for the Whiteaker-Bakken Pool to create and establish an overlapping 1280-acre spacing unit comprised of Sections 4 and 9, T.161N., R.98W., Divide County, ND, authorizing the drilling of a total of not more than seven wells on said overlapping 1280-acre spacing unit, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 20503: (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. 20504: (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. 20505: (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. 20657: Application of Continental Resources, Inc. for an order authorizing the drilling, completing and producing of a total not to exceed fourteen wells on an overlapping 2560-acre spacing unit described as Sections 12, 13, 24 and 25, T.146N., R.96W., and Sections 7, 18, 19 and 30, T.145N., R.96W., Jim Creek-Bakken Pool, Dunn County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 20457: (Continued) Proper spacing for the development of the Brooklyn-Bakken Pool, Williams County, ND, redefine the field limits, and enact such special field rules as may be necessary. Continental Resources, Inc.

Case No. 20461: (Continued) Application of Continental Resources, Inc. for an order amending the field rules for the Oliver-Bakken Pool to create an overlapping 2560-acre spacing unit comprised of Sections 17, 20, 29 and 32, T.157N., R.98W., Williams County, ND, authorizing the drilling of multiple horizontal wells from said well pad within said overlapping 2560-acre spacing unit, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 20462: (Continued) Application of Continental Resources, Inc. for an order amending the field rules for the Oliver-Bakken Pool, Williams County, ND, to allow the flaring of gas and unrestricted production of oil from wells not connected to a gas gathering facility until the same can be connected and such other relief as is appropriate.

Case No. 20463: (Continued) Application of Continental Resources, Inc. for an order extending the field boundaries and amending the field rules for the Elm Tree-Bakken, Phelps Bay-Bakken, and/or Antelope-Sanish Pools to create and establish an overlapping 1280-acre spacing unit comprised of Sections 18 and 19, T.153N., R.94W., McKenzie County, ND, authorizing the drilling of a total not to exceed ten wells on said overlapping 1280-acre spacing unit, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 20467: (Continued) Application of Continental Resources, Inc. for an order amending the field rules for the Alkali Creek-Bakken Pool, McKenzie, Mountrail, and Williams Counties, ND, to allow the flaring of gas and unrestricted production of oil from wells not connected to a gas gathering facility until the same can be connected and such other relief as is appropriate.

Case No. 20468: (Continued) Application of Continental Resources, Inc. for an order amending the field rules for the Indian Hill-Bakken Pool, McKenzie and Williams Counties, ND, to allow the flaring of gas and unrestricted production of oil from wells not connected to a gas gathering facility until the same can be connected and such other relief as is appropriate.

Case No. 20469: (Continued) Application of Continental Resources, Inc. for an order amending the field rules for the Juno-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. 20470: (Continued) Application of Continental Resources, Inc. for an order amending the field rules for the Murphy Creek-Bakken Pool, Dunn County, ND, to allow the flaring of gas and unrestricted production of oil from wells not connected

to a gas gathering facility until the same can be connected and such other relief as is appropriate.

Case No. 20471: (Continued) Application of Continental Resources, Inc. for an order amending the field rules for the New Home-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. 20472: (Continued) Application for an order amending the field rules for the Bluffton-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. Baytex Energy USA Ltd.; Continental Resources, Inc.; and Hunt Oil Co.

Case No. 20473: (Continued) Application for an order amending the field rules for the Todd-Bakken Pool, Williams and McKenzie Counties, ND, to allow the flaring of gas and unrestricted production of oil from wells not connected to a gas gathering facility until the same can be connected and such other relief as is appropriate. Continental Resources, Inc.; Statoil Oil and Gas LP; Zenenergy, Inc.

Case No. 20658: Application of Peregrine Petroleum Partners, Ltd. for an order amending the field rules for the Buckhorn-Bakken Pool to create and establish a 1280-acre spacing unit comprised of Sections 27 and 28, T.144N., R.102W., Billings County, ND, authorizing the drilling of a total not to exceed three horizontal wells on said 1280-acre spacing unit, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 19901: (Continued) Application of Peregrine Petroleum Partners, Ltd. for an order extending the field boundaries and amending the field rules for the Covered Bridge-Bakken Pool or Pierre Creek-Bakken Pool to create and establish a 1280-acre spacing unit comprised of Sections 15 and 22, T.146N., R.102W., McKenzie County, ND, authorizing the drilling of a total not to exceed two wells on said spacing unit, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 20659: Application of SHD Oil & Gas, LLC for an order extending the field boundaries and amending the field rules for the Deep Water Creek Bay-Bakken Pool to create and establish a 2560-acre spacing unit comprised of Sections 19, 20, 29 and 30, T.149N., R.90W., McLean County, ND, authorizing the drilling of a total not to exceed twelve wells on said spacing unit, eliminating any tool error requirements, and such other relief as is appropriate.

Case No. 20660: Application of Samson Resources Co. for an order amending the field rules for the Ambrose-Bakken Pool to create and establish an overlapping 1280-acre spacing unit comprised of Sections 27 and 34, T.163N., R.99W., Divide County, ND, authorizing the drilling of one horizontal well on said overlapping 1280-acre spacing unit and such other relief as is appropriate.

Case No. 20661: Application of Samson Resources Co. for an order extending the field boundaries and amending the field rules for the West Ambrose and/or Ambrose-Bakken Pools to create and establish two overlapping 4160-acre spacing units comprised of Sections 29, 30, 31, 32, T.164N., R.99W., and Sections 5, 6, 7 and 8, T.163N., R.99W.; and Sections 25, 26, 35 and 36, T.164N., R.99W., and Sections 1, 2, 11 and 12, T.163N., R.99W.; two overlapping 5120-acre spacing units comprised of Sections 13, 14, 23, 24, 25, 26, 35 and 36, T.163N., R.99W.; and Sections 13, 24, 25 and 36, T.163N., R.99W., and Sections 18, 19, 30 and 31, T.163N., R.98W.; and an overlapping 2560-acre spacing unit comprised of Sections 1 and 12, T.162N., R.99W., and Sections 6 and 7, T.162N., R.98W., Divide County, ND, authorizing the drilling of multiple wells on or near the section line on each spacing unit, eliminating any tool

Case No. 20662: Application of XTO Energy Inc. for an order amending the field rules for the Silverston-Bakken Pool to create and establish an overlapping 1280-acre spacing unit comprised of Sections 17 and 20, T.150N., R.97W., McKenzie County, ND, authorizing the drilling of a total not to exceed ten wells on said overlapping 280-acre spacing unit, and to create and establish an overlapping 2560-acre spacing unit comprised of Sections 29, 30, 31 and 32, T.150N., R.98W., McKenzie County, ND, authorizing the drilling of a horizontal well on said overlapping 2560-acre spacing unit, and such other relief as is appropriate.

Case No. 20663: Application of XTO Energy Inc. for an order authorizing the drilling, completing and producing of a total of ten wells on an existing 640-acre spacing unit described as Section 4, T.149N., R.97W., Silverston-Bakken Pool, McKenzie County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 20515: (Continued) Application of XTO Energy Inc. for an order amending the field rules for the Charlson-Bakken Pool to create and establish an overlapping 1280-acre spacing unit comprised of Section 36, T.154N., R.96W., and Section 1, T.153N., R.96W., McKenzie County, ND, authorizing the drilling of a total of not more than seven wells on said overlapping 1280-acre spacing unit, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 20516: (Continued) Application of XTO Energy Inc. for an order authorizing the drilling, completing and producing of a total of eight wells on an existing 640-acre spacing unit described as Section 16, T.153N., R.95W., Charlson-Bakken Pool, McKenzie County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 20517: (Continued) Application of XTO Energy Inc. for an order amending the field rules for the Murphy Creek-Bakken Pool to create and establish five overlapping 1280-acre spacing units comprised of Sections 33 and 34; Sections 34 and 35, T.145N., R.95W.; Section 33, T.145N., R.95W., and Section 1, T.144N., R.96W.; Sections 2 and 11; and Sections 3 and 10, T.144N., R.96W., Dunn County, ND, authorizing the drilling of multiple wells on each overlapping 1280-acre spacing unit, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 20456: (Continued) Temporary spacing to develop an oil and/or gas pool discovered by the Strike Oil, Inc. #7-21 Savelkoul, NENW Section 7, T.159N., R.84W., Renville County, ND, define the field limits, and enact such special field rules as may be necessary.

Case No. 20483: (Continued) Application of G3 Operating, L.L.C. for an order amending the field rules for the Lone Tree-Lake-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. 20484: (Continued) Application of G3 Operating, L.L.C. for an order amending the field rules for the Marmon-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. 20485: (Continued) Application of G3 Operating, L.L.C. for an order amending the field rules for the Strandahl-Bakken Pool, Williams County, ND, to allow the flaring of gas and unrestricted production of oil from wells not connected to a gas gathering facility until the same can

be connected and such other relief as is appropriate.

Case No. 20512: (Continued) Application of Abraxas Petroleum Corp. for an order extending the field boundaries and amending the field rules for the Silverston, Pershing, and/or North Fork-Bakken Pools to create and establish six overlapping 2560-acre spacing units comprised of Sections 25, 26, 35 and 36; Sections 26, 27, 34 and 35; and Sections 27, 28, 33 and 34, T.150N., R.97W.; Sections 17, 18, 19 and 20, T.150N., R.96W.; Sections 1, 2, 11 and 12; and Sections 2, 3, 10 and 11, T.149N., R.97W., McKenzie County, ND, authorizing the drilling of one horizontal well on each spacing unit and such other relief as is appropriate.

Case No. 20207: (Continued) Application of Emerald Oil, Inc. for an order authorizing the drilling, completing and producing of a total not to exceed eight wells on an existing 1280-acre spacing unit described as Sections 25 and 36, T.145N., R.93W., Saxon-Bakken Pool, Dunn County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 20664: Application of Crescent Point Energy U.S. Corp. to amend the field rules for the West Ambrose-Bakken Pool to allow up to nine horizontal wells to be drilled within each of two, 1600-acre spacing units described as Sections 25, 26, 35 and 36; and Sections 27, 28, 33 and 34, T.164N., R.100W., Divide County, ND, and such other relief as is appropriate.

Case No. 20665: Application of Sinclair Oil & Gas Co. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Section 9, T.153N., R.93W., Sanish-Bakken Pool, Mountrail County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 20666: In the matter of the petition for a risk penalty of Sinclair Oil & Gas 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 Harris Federal #1-30H well located in a spacing unit described as Sections 30 and 31, T.147N., R.97W., Lone Butte-Bakken Pool, Dunn County, ND, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 20667: In the matter of the petition for a risk penalty of Sinclair Oil & Gas 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 Harris Federal #1-29H well located in a spacing unit described as Sections 29 and 32, T.147N., R.97W., Lone Butte-Bakken Pool, Dunn County, ND, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 20668: In the matter of the petition for a risk penalty of Sinclair Oil & Gas 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 Highland #1-9H well located in a spacing unit described as Section 9, T.153N., R.93W., Sanish-Bakken Pool, Mountrail County, ND, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 20669: 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.159N., R.96W., Temple-Bakken Pool, Williams County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 20670: 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 27 and 34, T.159N., R.96W., Temple-Bakken Pool, Williams County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 20671: Application of Continental Resources, Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 28 and 33, T.159N., R.99W., Burg-Bakken Pool, Williams County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 20672: Application of Continental Resources, Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 1 and 12, T.159N., R.100W., Green Lake-Bakken Pool, Williams County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 20673: 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 27 and 34, T.159N., R.100W., Blue Ridge-Bakken Pool, Williams County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 20674: 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 12, 13, 24 and 25, T.146N., R.96W., Jim Creek-Bakken Pool, Dunn 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. 20675: Application of Continental Resources, Inc. for an order authorizing the drilling, completing and producing of a total not to exceed fourteen wells on an existing overlapping 2560-acre spacing unit described as Sections 13, 24, 25 and 36, T.150N., R.97W., Pershing-Bakken Pool, McKenzie County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 20676: Application of Continental Resources, Inc. for an order authorizing the drilling, completing and producing of a total not to exceed fourteen wells on an existing overlapping 2560-acre spacing unit described as Sections 20, 29 and 32, T.147N., R.96W., and Section 5, T.146N., R.96W., Cedar Coulee-Bakken Pool, Dunn County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 20677: Application of Continental Resources, Inc. for an order authorizing the drilling, completing and producing of a total not to exceed fifteen wells on an existing 1280-acre spacing unit described as Sections 13 and 24, T.159N., R.95W., North Tioga-Bakken Pool, Williams County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 20678: Application of Continental Resources, Inc. for an order authorizing the drilling, completing and producing of a total not to exceed fourteen wells on an existing 1280-acre spacing unit described as Sections 28 and 33, T.146N., R.95W., Chimney Butte-Bakken Pool, Dunn County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 20679: Application of Continental Resources, Inc. for an order authorizing the drilling, completing and producing of a total not to exceed ten wells on an existing 1280-acre spacing unit described as Sections 5 and 8, T.151N., R.96W., Edge-Bakken Pool, McKenzie County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 20680: Application of Continental Resources, Inc. pursuant to NDAC § 43-02-03-88.1 for an order authorizing the drilling of a saltwater disposal well to be located in the NENW of Section 19, T.155N., R.103W., Squires Field, Williams County, ND, in the Dakota Group pursuant to NDAC Chapter 43-02-05 and such other relief as is appropriate.

Case No. 20561: (Continued) Application of Continental Resources, Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling

all interests in a spacing unit described as Sections 18 and 19, T.153N., R.94W., Phelps Bay, Elm Tree-Bakken, or Antelope-Sanish Pool, McKenzie County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 20681: 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 27 and 34, T.152N., R.94W., Antelope-Sanish Pool, McKenzie County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 20682: 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 Mallory #3-34-33H well located in a spacing unit described as Sections 33 and 34, T.154N., R.92W., and Sections 3 and 4, T.153N., 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. 20683: 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 Carrie #3-34-33H well located in a spacing unit described as Sections 33 and 34, T.154N., R.92W., and Sections 3 and 4, T.153N., 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. 20684: 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 Frederick #3-34-33H well located in a spacing unit described as Sections 33 and 34, T.154N., R.92W., and Sections 3 and 4, T.153N., 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. 20685: 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 Wayne #3-4-33H well located in a spacing unit described as Sections 33 and 34, T.154N., R.92W., and Sections 3 and 4, T.153N., 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. 20686: 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 Diamond J #21-16H well located in a spacing unit described as Sections 16 and 21, T.139N., R.97W., Heart River-Bakken Pool, Stark County, ND, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 20687: Application of Liberty Resources LLC 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.152N., R.103W., Glass Bluff-Bakken Pool, Williams and McKenzie Counties, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 20688: Application of Liberty Resources LLC for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 16 and 21, T.152N., R.103W., Glass Bluff-Bakken Pool, Williams and McKenzie Counties, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 20689: Application of Liberty Resources LLC 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.152N., R.103W., Glass Bluff-Bakken Pool, McKenzie County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 20690: Application of Liberty Resources LLC for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 28 and 33, T.152N., R.103W., Glass Bluff-Bakken Pool, McKenzie County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 20691: Application of Liberty Resources LLC for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 14 and 23, T.156N., R.101W., Tyrone-Bakken Pool, Williams County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 20692: Application of Samson Resources Co. 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.163N., R.99W., Ambrose-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08 but not reallocating production for wells producing on other spacing units and such other relief as is appropriate.

Case No. 20559: (Continued) Application of Samson Resources Co. 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, 15, 22, 23, 26, 27, 34 and 35, T.163N., R.99W., Ambrose-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08 but not reallocating production for wells producing on other spacing units and such other relief as is appropriate.

Case No. 20693: Application of Baytex Energy USA Ltd. for an order authorizing the drilling, completing and producing of a total of seven wells on each existing 1280-acre spacing unit described as Sections 5 and 8; Sections 6 and 7; Sections 17 and 20; and Sections 18 and 19, T.161N., R.98W., Plumer-Bakken Pool, Divide County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 20694: Application of Baytex Energy USA Ltd. for an order authorizing the drilling, completing and producing of a total of seven wells on each existing 1280-acre spacing unit described as Sections 16 and 21; Sections 17 and 20; Sections 28 and 33; Sections 29 and 32; and Sections 30 and 31, T.161N., R.99W., Musta-Bakken Pool, Divide County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 20695: Application of Baytex Energy USA Ltd. for an order authorizing the drilling, completing and producing of a total of seven wells on each existing 1280-acre spacing unit described as Sections 28 and 33; and Sections 29 and 32, T.162N., R.97W., Bluffton-Bakken Pool, Divide County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 20696: Application of Baytex Energy USA Ltd. for an order authorizing the drilling, completing and producing of a total of seven wells on each existing 1280-acre spacing unit described as Sections 13 and 24; Sections 14 and 23; Sections 15 and 22; Sections 18 and 19; Sections 29 and 32; and Sections 30 and 31, T.162N., R.100W., West Ambrose-Bakken Pool, Divide County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 20697: Application of Baytex Energy USA Ltd. for an order authorizing the drilling, completing and producing of a total of seven wells on each existing 1280-acre spacing unit described as Sections 1 and 12; Sections 2 and 11; and Sections 3 and 10, T.161N., R.99W., Garnet-Bakken Pool, Divide County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 20698: In the matter of the petition for a risk penalty of GMX 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 Basaraba 34-35-1H well located in a spacing unit described as Sections 26 and 35, T.144N., R.100W., Magpie-Bakken Pool, Billings County, ND, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 20699: In the matter of the petition for a risk penalty of GMX 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 Johnston #31-4-1H well located in a spacing unit described as Sections 4 and 9, T.146N., R.99W., Butte-Bakken Pool, McKenzie County, ND, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 20700: In the matter of the petition for a risk penalty of GMX 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 Akovenko #24-34-1H well located in a spacing unit described as Sections 3 and 10, T.145N., R.99W., Beicegel Creek-Bakken Pool, McKenzie County, ND, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 20701: In the matter of the petition for a risk penalty of GMX 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 Akovenko #F24-34-2H well located in a spacing unit described as Sections 27 and 34, T.146N., R.99W., Ranch Creek-Bakken Pool, McKenzie County, ND, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 20702: Application of Strike Oil, Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as the N2 NW/4 of Section 7, T.159N., R.84W., for a pool discovered by the Strike Oil, Inc. #7-21 Savelkoul well located in the NENW of said Section 7, Renville County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 20703: Application of Emerald Oil, Inc. for an order allowing the production from the Mongoose #1-8-5H well; Arsenal (Federal) #1-17-20H well, both located in Section 8, T.149N., R.102W.; Talon #1-9-4H well; Slugger #1-16-21H well, both located in Section 16, T.149N., R.102W., all in Charbonneau Field; Caper #1-15-22H well, located in Section 15, T.149N., R.102W., Boxcar Butte Field, all in McKenzie County, ND, to be produced into the Link Central Tank Battery or production facility located in Section 16, T.149N., R.102W., McKenzie County, ND, as an exception to the provisions of NDAC § 43-02-03-48, pursuant to NDAC 43-02-03-48.1 and such other relief as is appropriate.

Case No. 20704: Application of Statoil Oil and Gas LP pursuant to NDAC § 43-02-03-88.1 for an order authorizing the drilling of a saltwater disposal well to be located in the NESE of Section 13, T.154N., R.100W., Avoca Field, Williams County, ND, in the Dakota Group pursuant to NDAC Chapter 43-02-05 and such other relief as is appropriate.

Case No. 20705: Application of Triangle USA Petroleum Corp. for an order authorizing the drilling, completing and producing of a total not to exceed eight wells on each existing 1280-acre spacing unit described as Sections 1 and 12; Sections 13 and 24; Sections 14 and 23; and Sections 26 and 35, T.150N., R.101W., Rawson-Bakken Pool, McKenzie County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 20706: Application of Triangle USA Petroleum Corp. for an order authorizing the drilling, completing and producing of a total not to exceed eight wells on an existing 1280-acre spacing unit described as Sections 25 and 36, T.154N., R.102W., Rosebud-Bakken Pool, Williams County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 20707: Application of XTO Energy Inc. for an order authorizing the drilling, completing and producing of a total of ten wells on each existing 1280-acre spacing unit described as Sections 13 and 24; Sections 14 and 23; Sections 15 and 22; Sections 25 and 36; Sections 26 and 35; and Sections 27 and 34, T.151N., R.98W.; Sections 1 and 12; Sections 2 and 11; Sections 3 and 10; Sections 4 and 9; Sections 13 and 24; Sections 14 and 23; Sections 15 and 22; Sections 16 and 21; Sections 25 and 36; Sections 28 and 33; Sections 29 and 32; and Sections 30 and 31, T.150N., R.98W.; Sections 4 and 9; Sections 5 and 8; Sections 6 and 7; Sections 15 and 22; Sections 16 and 21; Sections 18 and 19; Sections 28 and 33; Sections 29 and 32; and Sections 30 and 31, T.150N., R.97W.; Sections 1 and 12, T.149N., R.98W.; Sections 5 and 8; and Sections 6 and 7, T.149N., R.97W., Silverston-Bakken Pool, McKenzie County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 20708: 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 2 and 11, T.158N., R.95W., Lindahl-Bakken Pool, Williams County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 20709: Application of Zenergy, Inc. for an order authorizing the drilling, completing and producing of a total of eight wells on each existing 1280-acre spacing unit described as Sections 14 and 23; and Sections 26 and 35, T.151N., R.99W., North Tobacco Garden-Bakken Pool, McKenzie County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 20710: Application of Dakota Disposals, LLC for an order pursuant to NDAC § 43-02-03-88.1 authorizing saltwater disposal into the Dakota Group in the Longhorn SWD #1 well, SWSE Section 27, T.152N., R.99W., Banks Field, McKenzie County, ND, pursuant to NDAC Chapter 43-02-05 and such other relief as is appropriate.

Case No. 20711: Application of Secure Energy Services USA, LLC for an order pursuant to NDAC § 43-02-03-88.1 authorizing saltwater disposal into the Dakota Group in the Locken SWD #4 well, NESW Section 35, T.154N., R.91W., Sanish Field, Mountrail 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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