

BEFORE THE INDUSTRIAL COMMISSION
OF THE STATE OF NORTH DAKOTA

CASE NO. 21425
ORDER NO. 23767

IN THE MATTER OF A HEARING CALLED ON
A MOTION OF THE COMMISSION TO
CONSIDER THE APPLICATION OF SM
ENERGY CO. 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.163N., R.99W.,
AMBROSE-BAKKEN POOL, DIVIDE COUNTY,
ND, AS PROVIDED BY NDCC § 38-08-08, 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 18th day of December, 2013.
- (2) SM Energy Company applied for an order pursuant to North Dakota Administrative Code Section 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 16 and 21, Township 163 North, Range 99 West, Ambrose-Bakken Pool, Divide County, North Dakota (Sections 16 and 21), as provided by North Dakota Century Code Section 38-08-08, and such other relief as is appropriate.
- (3) All oil and gas interests in a spacing unit for the Ambrose-Bakken Pool described as Sections 16 and 21, were pooled for the development and operation of the spacing unit by Commission Order No. 21757 signed on February 13, 2013.
- (4) This case should be dismissed without prejudice.

IT IS THEREFORE ORDERED:

- (1) This case is dismissed without prejudice.

Dated this 26th day of September, 2014.

INDUSTRIAL COMMISSION
STATE OF NORTH DAKOTA

By the Director, on behalf of the Commission

/s/ Lynn D. Helms, Director

SFN 5729

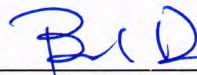
STATE OF NORTH DAKOTA

AFFIDAVIT OF MAILING

COUNTY OF BURLEIGH

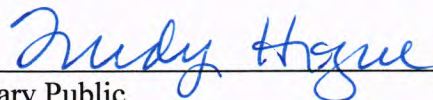
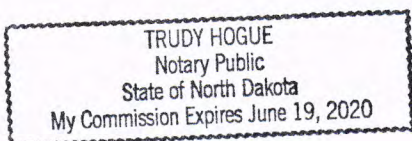
I, Belinda Dickson, being duly sworn upon oath, depose and say: That on the 2nd day of October, 2014 enclosed in separate envelopes true and correct copies of the attached Order No. 23767 of the North Dakota Industrial Commission, and deposited the same with the United States Postal Service in Bismarck, North Dakota, with postage thereon fully paid, directed to the following persons by the Industrial Commission in Case No. 21425:

JOHN MORRISON
CROWLEY FLECK PLLP
PO BOX 2798
BISMARCK ND 58502



Belinda Dickson
Oil & Gas Division

On this 2nd day of October, 2014 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: Lisa Herberholz <ljurgens3@crowleyfleck.com>
Sent: Friday, December 13, 2013 3:51 PM
To: Hicks, Bruce E.
Cc: Shawn Heringer; Kadrmass, Bethany R.; John W. Morrison
Subject: SM Energy Pooling Affidavits
Attachments: SM Filing Ltr - Heringer Pooling Affs 21425-21428.pdf; SM - Heringer Pooling Aff 21425.pdf; SM - Heringer Pooling Aff 21426.pdf; SM - Heringer Pooling Aff 21427.pdf; SM - Heringer Pooling Aff 21428.pdf

Attached please find pooling affidavits in Case Nos. 21425-21428. Thank you.

Lisa

**Please note our address change for the Bismarck office below.*

CROWLEY | FLECK
ATTORNEYS PLLP
Lisa Herberholz
Administrative Assistant
Crowley Fleck PLLP
100 West Broadway Avenue, Suite 250
P.O. Box 2798
Bismarck, ND 58502
Direct 701.224.7538
Fax 701.222.4853
✉ lherberholz@crowleyfleck.com

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John W. Morrison
100 West Broadway, Suite 250
P.O. Box 2798
Bismarck, ND 58502-2798
Office: 701.223.6585
Direct: 701.224.7534
jmorrisson@crowleyfleck.com

December 13, 2013

Via Electronic Mail

Mr. Bruce Hicks
Oil & Gas Division
ND INDUSTRIAL COMMISSION
600 E. Blvd. Ave., Dept. 405
Bismarck, ND 58505-0840

In re: SM Energy Company
Case Nos. 21425-21428

Dear Mr. Hicks:

Pursuant to Section 43-02-03-88.1 of the North Dakota Administrative Code, please find enclosed the affidavits of Shawn Heringer in the captioned matters.

If you have any questions, please let me know. Thank you.

Sincerely,



John W. Morrison

lh
enc.

cc (via e-mail w/enc.): Shawn Heringer
 Bethany Kadrmas

BEFORE THE INDUSTRIAL COMMISSION
OF THE STATE OF NORTH DAKOTA

Application of SM Energy Co. 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.163N., R.99W.,)
Ambrose-Bakken Pool, Divide County, ND,)
as provided by NDCC § 38-08-08, and such)
other relief as is appropriate.)

Case No. 21425

AFFIDAVIT OF SHAWN HERINGER

STATE OF MONTANA)
)SS.
COUNTY OF YELLOWSTONE)

Shawn Heringer, being duly sworn, states as follows:

1. I am a landman employed by SM Energy Company with responsibilities in the State of North Dakota and I have personal knowledge of the matters set forth in this affidavit.

2. Sections 16 and 21, T.163N., R.99W., Divide County, North Dakota constitute a spacing unit for the Ambrose-Bakken Pool. There are separately owned tracts and separately owned interests within tracts in the spacing unit.

3. There is no voluntary pooling agreement or declaration of pooling which covers all interests within the spacing unit for the above-described well.

Dated this 12th day of December, 2013.

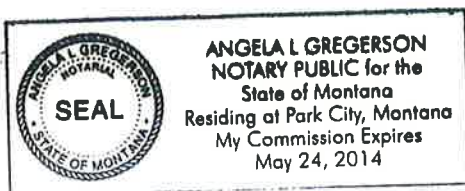
Shawn C. Heringer
Shawn Heringer

STATE OF MONTANA)
)SS.
COUNTY OF YELLOWSTONE)

Subscribed to and sworn before me this 12th day of December, 2013.

Angela L. Gregerson
Notary Public
State of Montana
My Commission Expires: May 24, 2014

(S E A L)



BEFORE THE INDUSTRIAL COMMISSION
OF THE STATE OF NORTH DAKOTA



Application of SM Energy Company 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.163N.,)
R.99W., Ambrose-Bakken Pool, Divide)
County, ND, as provided by NDCC § 38-08-)
08, and such other relief as is appropriate.)

APPLICATION

COMES NOW the applicant, SM Energy Company, and respectfully alleges as follows:

1. It is the owner of an interest in the oil and gas leasehold estate underlying all or portions of Sections 16 and 21, Township 163 North, Range 99 West, Divide County, North Dakota.
2. Said lands constitute a spacing unit for the Ambrose-Bakken pool.
3. There are separately owned tracts and separately owned interests within tracts within the spacing unit.
4. There is no voluntary pooling agreement covering all interests within the spacing unit.
5. Applicant requests that it be allowed to present testimony by telephone pursuant to Section 43-02-03-88.2 of the North Dakota Administrative Code.

WHEREFORE, applicant respectfully requests that this matter be set for hearing at the regularly scheduled hearings in December, 2013 and that thereafter the Commission enter its order granting the relief requested.

Dated this 15th day of November, 2013.

SM ENERGY COMPANY

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

JOHN W. MORRISON

STATE OF NORTH DAKOTA

COUNTY OF BURLEIGH

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

JOHN W. MORRISON

Subscribed and sworn to before me this 15th day of November, 2013.

(SEAL)

LISA HERBERHOLZ

Notary Public

State of North Dakota

My Commission Expires March 17, 2017

Notary Public

Burleigh County, North Dakota

My Commission Expires: _____

John W. Morrison
400 East Broadway, Suite 600
P.O. Box 2798
Bismarck, ND 58502-2798
Office: 701.223.6585
Direct: 701.224.7534
jmorrisson@crowleyfleck.com

November 15, 2013

Mr. Bruce Hicks
Oil & Gas Division
ND INDUSTRIAL COMMISSION
600 E. Blvd. Ave., Dept. 405
Bismarck, ND 58505-0840



In re: SM Energy Company Applications

Dear Mr. Hicks:

Please find enclosed for filing four applications for the December, 2013 default docket.

Thank you.

Very truly yours,

A handwritten signature in blue ink, appearing to be "John W. Morrison", written over a horizontal line.

John W. Morrison

lh
enc.

cc (via e-mail w/enc.): Shawn Heringer

The Bismarck Tribune

www.bismarcktribune.com

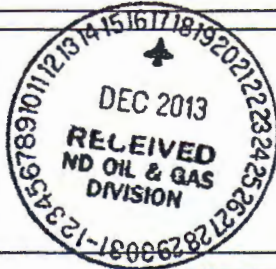
The Finder

Classified Advertising Invoice

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OIL & GAS DIVISION

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BISMARCK ND 58505



Customer: 60010203
Phone: (701) 328-8020
Date: 11/27/2013

Date	Order #	Type	Order Amt
11/27/13	20692374	INV	630.99

Amount Paid: _____ CK #: _____

CREDIT CARD PAYMENT (circle one)



Card #: _____
Exp Date: _____
Signature: _____
Credit card users: Fax to 608-791-8212

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Lee Enterprises no longer accepts credit card payments sent via e-mail. Emails containing credit card numbers will be blocked. Please use the coupon above to send a credit card payment to remittance address located in the upper right corner. You may also send the coupon to a secure fax at 608-791-8212.

Date	Date	Times Run	Description	Lines	Class Code	Order Amt	Net Amt Due
11/27/13	11/27/13	1	Bismarck Tribune PO: Notice of Hearing	779.00	Legals	630.99	630.99

Affidavit of Publication
County of Burleigh
Before me, Notary Public for the State of North Dakota
person(s) appeared at who being duly sworn, deposes
and says that he (she) is the Clerk of Bismarck Tribune Co.,
and that the publication(s) were made through the
Bismarck Tribune on the following dates:
11/27 Signed Calvin Kuntz
sworn and subscribed to before me this 12th
day of December 2013
at _____ and for the State of North Dakota

MORGAN DOLL
Notary Public
State of North Dakota
My Commission Expires Jan. 26 2017

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

Remarks _____ Total Due: 630.99

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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, December 18, 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:

hearing you need special facilities or assistance, contact the Oil and Gas Division at 701-328-8038 by Thursday, December 05, 2013.

STATE OF NORTH DAKOTA TO:

Case No. 21390: On a motion of the Commission to consider appropriate spacing for the True Oil LLC #33-35 2-11MB1 True Federal (File No. 26202), with a surface location in the NWSE of Section 35, T.148N., R.101W., Bowline Field, McKenzie County, ND.

Case No. 21391: Proper spacing for the development of the Bell-Bakken Pool, Stark County, ND, redefine the field limits, and enact such special field rules as may be necessary. Continental Resources, Inc.; Whiting Oil and Gas Corp.

Case No. 21392: Proper spacing for the development of the Chateau-Three Forks Pool, Billings County, ND, redefine the field limits, and enact such special field rules as may be necessary. Whiting Oil and Gas Corp.

Case No. 21393: Proper spacing for the development of the Gaylord-Bakken Pool, Billings and Stark Counties, ND, redefine the field limits, and enact such special field rules as may be necessary. Whiting Oil and Gas Corp.

Case No. 21394: Proper spacing for the development of the Green River-Bakken Pool, Stark County, ND, redefine the field limits, and enact such special field rules as may be necessary. Fidelity Exploration & Production Co.; Whiting Oil and Gas Corp.

Case No. 21395: Proper spacing for the development of the Zenith-Bakken Pool, Stark County, ND, redefine the field limits, and enact such special field rules as may be necessary. Fidelity Exploration & Production Co.; Whiting Oil and Gas Corp.

Case No. 21396: Proper spacing for the development of the North Creek-Bakken Pool, Stark County, ND, redefine the field limits, and enact such special field rules as may be necessary. Whiting Oil and Gas Corp.

Case No. 21397: Proper spacing for the development of the Park-Bakken Pool, Billings County, ND, redefine the field limits, and enact such special field rules as may be necessary. Whiting Oil and Gas Corp.

Case No. 21220: (Continued) Temporary spacing to develop an oil and/or gas pool covered by the Whiting Oil and Gas Corp. #12-31 Davidson, Lot 2 Section 31, T.11N., R.104W., Golden Valley County, ND, define the field limits, and enact such special field rules as may be necessary.

Case No. 21221: (Continued) Temporary spacing to develop an oil and/or gas pool covered by the Whiting Oil and Gas Corp. #33-11 McDaniel, NWSE Section 142N., R.105W., Golden Valley County, ND, define the field limits, and enact such special field rules as may be necessary.

Case No. 21215: (Continued) In the matter hearing called on a motion of the Commission to consider the termination, by other appropriate action, of the West Starbuck-Spearfish Unit, Beau County, ND, operated by Petrostar Operating Company, LLC.

Case No. 21398: Application of Petrostar Operating Co., LLC for an order allowing the Rice #14 (File No. 22863) to be completed in the Renville-Madison Pool location approximately 840 feet from the south line and 1915 feet from the east Section 8, T.161N., R.82W., Bottineau County, ND, as an exception to any applicable orders or requirements, or for such other relief as may be appropriate.

Case No. 21399: Application of SM Energy Co. for an order amending the applicable orders for the Ambrose, West Ambrose, and Bakken Pools, including without limitation Order No. 22099, to allow an additional horizontal well to be drilled in the middle member of the Bakken Pool at a location approximately

described as Sections 13 and 24, T.163N., R.101W., and Sections 18 and 19, T.163N., R.100W.; Sections 1, 2, 11 and 12; Sections 16, 17, 20 and 21; Sections 17, 18, 19 and 20, T.163N., R.100W.; and Sections 17, 18, 19 and 20, T.163N., R.99W., Divide County, ND, or granting such other relief as may be appropriate.

Case No. 21400: Application of SM Energy Co. for an order amending the applicable orders for the Ambrose-Bakken Pool to establish an overlapping 2560-acre spacing unit consisting of Sections 15, 16, 21 and 22, T.163N., R.99W., Divide County, ND, and authorize the drilling of a horizontal well at any location thereon, or granting such other relief as may be appropriate.

Case No. 21401: Application of SM Energy Co. for an order amending the applicable orders for the Bear Den-Bakken Pool, McKenzie County, ND, to establish an overlapping 2560-acre spacing unit consisting of Sections 25 and 36, T.149N., R.96W., and Sections 30 and 31, T.149N., R.95W., and authorize one or more horizontal wells to be drilled thereon, or granting such other relief as is appropriate.

Case No. 21402: Application of QEP Energy Co. for an order allowing the MHA 5-32-31H-150-90 (File No. 24421) to be completed at a location as close as 475 feet to the north line of a spacing unit described as the SE1/4 NW1/4, S/2 NE1/4, NE1/4 SW1/4 and N/2 SE1/4 of Section 31 and the S/2 N/2 and N/2 S/2 of Section 32, T.150N., R.90W., McLean County, ND, as an exception to the applicable requirements of the Deep Water Creek Bay-Bakken Pool, or granting such other relief as may be appropriate.

Case No. 21403: Application of OXY USA, Inc., to amend the applicable orders for the Cabernet-Bakken Pool to establish a 160-acre drilling or spacing unit for the Cabernet-Madison Pool consisting of the NW1/4 of Section 1, T.143N., R.97W., Dunn County, ND, and authorize the Stroh 11-H well to be recompleted in the Cabernet-Madison Pool at any location not closer than 500 feet to the boundary of said drilling or spacing unit, or granting such other and further relief as may be appropriate.

Case No. 21404: Application of OXY USA, Inc., to amend the applicable orders for the Cabernet-Bakken Pool to establish two 640-acre spacing units consisting of Section 1 and Section 12, T.143N., R.97W., Dunn County, ND, and allow up to three horizontal wells to be drilled thereon in addition to the wells currently allowed on the existing 1280-acre spacing unit consisting of said lands; or granting such other and further relief as may be appropriate.

Case No. 21405: Application of OXY USA, Inc., to amend the applicable orders for the Murphy Creek-Bakken Pool to establish two 640-acre spacing units consisting of Section 18 and Section 19, T.143N., R.95W., Dunn County, ND, and allow up to two horizontal wells to be drilled thereon in addition to the wells currently allowed on the existing 1280-acre spacing unit consisting of said lands; or granting such other and further relief as may be appropriate.

Case No. 21406: Application of OXY USA, Inc., to amend the applicable orders for the Willmen-Bakken Pool to establish two 640-acre spacing units consisting of Section 16 and Section 21, T.142N., R.97W., Dunn County, ND, and allow up to two horizontal wells to be drilled thereon in addition to the wells currently allowed on the existing 1280-acre spacing unit

consisting of said lands; or granting such other and further relief as may be appropriate.

Case No. 21407: Application of OXY USA, Inc. for an order amending the applicable orders to allow wells completed in the Crooked Creek-Bakken Pool, Dunn County, ND, to produce at a maximum efficient rate and flare gas produced in association with oil, or for such other relief as may be appropriate.

Case No. 21408: Application of Oasis Petroleum North America LLC for an order allowing the Rivera #5892 21-307 (File No. 25723) well to be completed with a portion of well bore not isolated by cement to be potentially open to the Bakken Pool at a location approximately

from the east line of Section 25, T.150N., R.93W., Mountrail County, ND, as an exception to the applicable requirements of the Deep Water Creek Bay-Bakken Pool, and such other relief as is appropriate.

Case No. 21409: Application of Oasis Petroleum North America LLC for an order amending the applicable orders for the Gros Ventre-Bakken Pool to establish two overlapping 2560-acre spacing units consisting of Sections 9, 10, 15 and 16; and Sections 15, 16, 21 and 22, T.160N., R.93W., Burke County, ND, and allow one or more horizontal wells to be drilled thereon, or granting such other relief as may be appropriate.

Case No. 21410: Application of Oasis Petroleum North America LLC for an order amending the applicable orders for the Baker-Bakken Pool to establish two overlapping 2560-acre spacing units consisting of Sections 19, 20, 29 and 30; and Sections 29, 30, 31 and 32, T.153N., R.100W., McKenzie and Williams Counties, ND, and allow one or more horizontal wells to be drilled thereon, or granting such other relief as may be appropriate.

Case No. 21411: Application of Oasis Petroleum North America LLC for an order amending the applicable orders for the Cottonwood-Bakken Pool, Burke and Mountrail Counties, ND, to allow all wells to produce oil at an unrestricted rate and flare gas produced in association therewith until June 30, 2014, or such other time as may be established by the Commission, or for such other relief as may be appropriate.

Case No. 21412: Application of Hess Corp. for an order amending the applicable orders for the Tioga-Bakken Pool to establish a 1280-acre spacing unit consisting of Section 24, T.157N., R.95W., Williams County, ND, and Section 19, T.157N., R.94W., Mountrail County, ND, and authorize up to three horizontal wells to be drilled on thereon, or granting such other and further relief as may be appropriate.

Case No. 21413: Application of Hess Corp. for an order amending the applicable orders for the Cherry Creek-Bakken Pool to establish two overlapping 2560-acre spacing units consisting of Sections 1, 2, 11 and 12; and Sections 12, 14, 23 and 24, T.149N., R.99W., Dunn County, ND, for the purpose of drilling one or more horizontal wells on the common spacing unit boundary; and granting such other and further relief as may be appropriate.

Case No. 21414: Application of Hess Corp. for an order amending the applicable orders for the Little Knife and the Big Gulch-Bakken Pools to establish an overlapping 2560-acre spacing unit consisting of Sections 1 and 12 and Sections 2 and 11, T.147N., R.97W., Dunn County, ND, for the purpose of drilling one or more horizontal wells on the common spacing unit boundary; and granting such other and further relief as may be appropriate.

Case No. 21415: Application of Hess Corp. for an order amending the applicable orders for the Little Knife-Bakken Pool to establish an overlapping 2560-acre spacing unit consisting of Sections 13, 14, 23 and 24, T.147N., R.97W., Dunn County, ND, for the purpose of drilling one or more horizontal wells on the common spacing unit boundary; and granting such other and further relief as may be appropriate.

Case No. 21416: Application of Hess Corp. for an order amending the applicable orders for the Bear Creek and the Cedar Coulee-Bakken Pools to establish an overlapping 1280-acre spacing unit consisting of Sections 15 and 16, T.147N., R.96W., Dunn County, ND, for the purpose of drilling one or more horizontal wells on the common spacing unit boundary; and granting such other and further relief as may be appropriate.

Case No. 21417: Application of Hess Corp. for an order amending the applicable orders for the Cedar Coulee-Bakken Pool, Dunn County, ND, to allow all wells to produce oil at an unrestricted rate and flare gas produced in association therewith until June 30, 2014, or such other time as may be established by the Commission, or for such other relief as may be appropriate.

Case No. 21418: Application of Hess Corp. for an order amending the applicable orders for the Cherry Creek-Bakken Pool, McKenzie County, ND, to allow all wells to produce oil at an unrestricted rate and flare

established by the Commission, or for such other relief as may be appropriate.

Case No. 21419: Application of Hess Corp. for an order amending the applicable orders for the Wheelock-Bakken Pool, Williams County, ND, to allow all wells to produce oil at an unrestricted rate and flare gas produced in association therewith until June 30, 2014, or such other time as may be established by the Commission, or for such other relief as may be appropriate.

Case No. 21420: Application of Hess Corp. for an order amending the applicable orders for the White Earth-Bakken Pool, Mountrail County, ND, to allow all wells to produce oil at an unrestricted rate and flare gas produced in association therewith until June 30, 2014, or such other time as may be established by the Commission, or for such other relief as may be appropriate.

Case No. 21421: Application of Burlington Resources Oil & Gas Co. LP for an order allowing the Archer #44-25TFH (File No. 25960) to be completed in and produce from a spacing unit in Zone X of the Charlson-Bakken Pool described as all of Sections 24 and 25, T.153N., R.95W., McKenzie County, ND, with a portion of the well bore not isolated by cement extending above the top of the Charlson-Bakken Pool as defined by applicable orders; and such other relief as is appropriate.

Case No. 21275: (Continued) Proper spacing for the development of the Fillmore-Bakken Pool, Divide County, ND, redefine the field limits, and enact such special field rules as may be necessary. Bakken Hunter, LLC

Case No. 21422: Application of Sojourn Energy LLC for an order vacating existing spacing units located within the South Horse Creek-Red River Pool to create and establish a 320-acre spacing unit comprised of the N/2 of Section 33, T.129N., R.104W., Bowman County, ND, and such other relief as is appropriate.

Case No. 21423: Application of Sakakawea Ventures, LLC seeking an order authorizing the construction of an oil treating and oilfield waste treating/processing facility on the site of an existing saltwater disposal facility SV Noonan #1 (File No. 90237) SWNW Section 2, T.162N., R.95W., Divide County, ND for the purpose of salvaging, treating and recycling upstream petroleum wastes, and such other relief as is appropriate.

Case No. 21424: Application of Buffalo Hills, LLC, in accordance with NDAC § 43-02-03-51, for an order authorizing the construction of an oil treating and oilfield waste treating/processing facility to be located in the SESE Section 30, T.144N., R.95W., Dunn County, ND, for the purpose

of salvaging, treating and recycling upstream petroleum wastes.

Case No. 21425: Application of SM Energy Co. 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.163N., R.99W., Ambrose-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 21426: Application of SM Energy Co. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 28 and 33, T.163N., R.99W., Ambrose-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 21427: Application of SM Energy Co. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 29 and 32, T.163N., R.99W., Ambrose-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 21428: Application of SM Energy Co. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 30 and 31, T.163N., R.99W., Ambrose-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 21422: Application of SRI Energy Co. for an order amending the applicable orders for the Bear Den-Bakken Pool to allow up to six wells to be drilled upon a 640-acre spacing unit described as Sections 25, T.149N., R.96W, McKenzie County, ND, or granting such other relief as is appropriate.

Case No. 21430: Application of Petro-Hunt, 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.159N., R.94W., East Tioga-Bakken Pool, Burke County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 21431: Application of Hess Corp. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 25 and 36, T.159N., R.98W., Big Stone-Bakken Pool, Williams County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 21432: Application of Hess Corp. 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.98W., Big Stone-Bakken Pool, Williams County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 21433: Application of Hess Corp. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 27 and 34, T.159N., R.98W., Big Stone-Bakken Pool, Williams County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 21434: Application of Hess Corp. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 18 and 21, T.158N., R.98W., Rainbow-Bakken Pool, Williams County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 21435: Application of Hess Corp. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 29 and 32, T.158N., R.98W., Oliver-Bakken Pool, Williams County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 21436: Application of Hess Corp. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 13 and 24, T.158N., R.97W., New Home-Bakken Pool, Williams County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 21437: Application of Hess Corp. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 25 and 36, T.158N., R.97W., New Home-Bakken Pool, Williams County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 21438: Application of Hess Corp. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 27 and 34, T.158N., R.97W., New Home-Bakken Pool, Williams County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 21439: Application of Hess Corp. 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.158N., R.97W., New Home-Bakken Pool, Williams County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 21440: Application of Hess Corp. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 30 and 31, T.158N., R.97W., New Home-Bakken Pool, Williams County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 21441: Application of Hess Corp. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 18 and 9, T.158N., R.96W., South Meadow-Bakken Pool, Williams County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 21442: Application of Hess Corp. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 29 and 32, T.158N., R.96W., South Meadow-Bakken Pool, Williams County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 21443: Application of Hess Corp. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Section 24, T.157N., R.95W., and Section 19, T.157N., R.94W., Tioga-Bakken Pool, Williams and Mountrail Counties, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 21444: Application of Hess Corp. for an order amending the applicable orders for the South Meadow-Bakken Pool to authorize up to six horizontal wells to be drilled on a 1280-acre spacing unit described as Sections 18 and 19, T.158N., R.96W., Williams County, ND, and granting such other and further relief as may be appropriate.

Case No. 21445: Application of Hess Corp. for an order amending the applicable orders for the Little Knife-Bakken Pool (i) to authorize up to six horizontal wells to be drilled on 1280-acre spacing units described as Sections 5 and 8; and Sections 15 and 22, T.145N., R.97W.; and Sections 4 and 9; Sections 16 and 21; and Sections 26 and 35, T.146N., R.97W., Dunn County, ND; (ii) to authorize up to eight horizontal wells to be drilled on 1280-acre spacing units described as Sections 5 and 8, T.147N., R.97W., Dunn County, ND, and Section 1, T.145N., R.98W., and Section 36, T.146N., R.98W., McKenzie County, ND; (iii) to authorize up to nine horizontal wells to be drilled on a 1280-acre spacing unit, described as Sections 27 and 34, T.148N., R.97W., Dunn County, ND; and (iv) granting such other relief as may be appropriate.

Case No. 21446: Application of Marathon Oil Co. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 17 and 20, T.157N., R.103W., Strandahl-Bakken Pool, Williams County, ND, as provided by

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

Case No. 21447: Application of Kodiak Oil & Gas (USA) Inc. for an order amending the applicable orders for the Truax-Bakken Pool to authorize up to sixteen horizontal wells to be drilled on two 1280-acre spacing units described as Sections 26 and 35; and Sections 28 and 33, T.154N., R.98W., Williams County, ND; and for such other relief as may be appropriate.

Case No. 21448: Application of Burlington Resources Oil & Gas Co. LP for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 26, 27, 34 and 35, T.153N., R.96W., Keene-Bakken/Three Forks Pool, McKenzie County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 21449: Application of Whiting Oil and Gas Corp. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 2, 3, 10 and 11, T.152N., R.97W., Twin Valley-Bakken Pool, McKenzie County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 21450: Application of Whiting Oil and Gas Corp. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 4, 5, 8 and 9, T.152N., R.97W., Twin Valley-Bakken Pool, McKenzie County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 21451: Application of Whiting Oil and Gas Corp. 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.143N., R.104W., Beaver Creek-Bakken Pool, Golden Valley County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 21452: Application of Whiting Oil and Gas Corp. for an order amending the applicable orders for the Pleasant Hill-Bakken Pool, McKenzie County, ND, to authorize the drilling of up to seven horizontal wells on a 1280-acre spacing unit

Case No. 21453: Application of OXY USA Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 25 and 36, T.141N., R.97W., St. Anthony-Bakken Pool, Dunn County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 21454: Application of Oasis Petroleum-North America LLC for an order authorizing up to fifteen horizontal wells to be drilled on some or all of the 1280-acre spacing units currently existing in the Willow Creek-Bakken Pool, McKenzie and Williams Counties, ND, or granting such other relief as is appropriate.

Case No. 21455: Application of Oasis Petroleum-North America LLC for an order authorizing up to twelve horizontal wells to be drilled on some or all of the 1280-acre spacing units currently existing in the Tyrone-Bakken Pool, Williams County, ND; to alter the definition of the stratigraphic limits of the pool; or granting such other relief as is appropriate.

Case No. 21456: Application of White Owl Energy Services, LLC, for an order pursuant to NDAC § 43-02-03-88.1 authorizing salt-water disposal into the Dakota Group in the White Owl Johnsons Corner SWD 1 well, NENE Section 23, T.150N., R.96W., Blue Buttes Field, McKenzie County, ND, pursuant to NDAC Chapter 43-02-05 and such other relief as is appropriate.

Case No. 21457: Application of Buckhorn Energy Services, LLC, for an order pursuant to NDAC § 43-02-03-88.1 authorizing salt-water disposal into the Dakota Group in the GO-Bergstrom SWD #1 well, SWNE Section 17, T.158N., R.97W., New Home Field, Williams County, ND, pursuant to NDAC Chapter 43-02-05 and such other relief as is appropriate.

Case No. 21458: In the matter of the petition for a risk penalty of WPX Energy Williston, LLC requesting an order authorizing the recovery of a risk penalty from certain non-participating owners, as provided by NDCC § 38-08-08 in the drilling and completing of the Packineau #15-32H well located in a spacing unit described as Section 32, T.149N., R.92W., Heart Butte Bakken Pool, Dunn County, ND, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 21459: In the matter of the petition for a risk penalty of WPX Energy Williston, LLC requesting an order authorizing the recovery of a risk penalty from certain non-participating owners, as provided by NDCC § 38-08-08 in the drilling and completing of the Sarah Yellow Wolf #22-27HC well located in a spacing unit described as Sections 22 and 27, T.149N., R.91W., Heart Butte Bakken Pool,

Dunn County, ND, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 21460: In the matter of the petition for a risk penalty of WPX Energy Williston, LLC requesting an order authorizing the recovery of a risk penalty from certain non-participating owners, as provided by NDCC § 38-08-08 in the drilling and completing of the Bear Den #24-13H2 well located in a spacing unit described as Sections 13 and 24, T.150N., R.94W., Spotted Horn Bakken Pool, McKenzie County, ND, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 21461: In the matter of the petition for a risk penalty of WPX Energy Williston, LLC requesting an order authorizing the recovery of a risk penalty from certain non-participating owners, as provided by NDCC § 38-08-08 in the drilling and completing of the Adam Good Bear #15-22HY well located in a spacing unit described as Sections 15 and 22, T.150N., R.92W., Van Hook Bakken Pool, Mountrail County, ND, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 21462: In the matter of the petition for a risk penalty of WPX Energy Williston, LLC requesting an order authorizing the recovery of a risk penalty from certain non-participating owners, as provided by NDCC § 38-08-08 in the drilling and completing of the Adam Good Bear #15-22HD well located in a spacing

Mountrail County, ND, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 21463: In the matter of the petition for a risk penalty of WPX Energy Williston, LLC requesting an order authorizing the recovery of a risk penalty from certain non-participating owners, as provided by NDCC § 38-08-08 in the drilling and completing of the Adam Good Bear #15-22HC well located in a spacing unit described as Sections 15 and 22, T.150N., R.92W., Van Hook Bakken Pool, Mountrail County, ND, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 21464: In the matter of the petition for a risk penalty of Bakken Hunter, LLC, requesting an order authorizing the recovery of a risk penalty from certain non-participating owners as provided by NDCC § 38-08-08 in the drilling and completion of the Isaac #6H well located in a spacing unit consisting of Section 31, T.163N., R.96W., Bounty School-Bakken Pool, Divide County, ND, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 21053: (Continued) In the matter of the petition for a risk penalty of Bakken Hunter, LLC, requesting an order authorizing the recovery of a risk penalty from certain non-participating owners as provided by NDCC § 38-08-08 in the drilling and completion of the Tundra #3130-4H well located in a spacing unit consisting of Sections 30 and 31, T.164N., R.98W., Ambrose-Bakken Pool, Divide County, ND, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 21465: Application of North Plains Energy, LLC, for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 3 and 10, T.160N., R.100W., Divide County, ND, Smoky Butte-Bakken Pool, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Signed by,
Jack Dalrymple, Governor
Chairman, ND Industrial Commission
11/27 - 20692374



Affidavit of Publication

State of North Dakota, County of Divide, ss:

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

NOTICE OF HEARING

N.D. INDUSTRIAL COMMISSION OIL AND GAS DIVISION

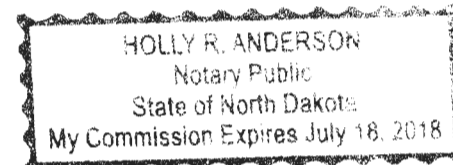
a printed copy of which is here attached, was published in The Journal on the following date:

November 27 89 lines @ 0.63 = \$57.06
TOTAL CHARGE.....\$57.06

Signed Cecile L. Krimm
Cecile L. Krimm, Publisher

Subscribed and sworn to before me December 2, 2013

Holly R. Anderson
Notary Public, State of North Dakota



NOTICE OF HEARING

N.D. INDUSTRIAL COMMISSION OIL AND GAS DIVISION

The North Dakota Industrial Commission will hold a public hearing at 9:00 a.m. Wednesday, December 18, 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, December 05, 2013. STATE OF NORTH DAKOTA TO: Case No. 21399: Application of SM Energy Co. for an amending the applicable orders for the Ambrose, West Ambrose, and Colgan-Bakken Pools, including without limitation Order No. 22099, to allow an additional horizontal well to be drilled in the middle member of the Bakken Formation in five 2560-acre spacing units described as Sections 13 and 24, T.163N., R.101W. and Sections 18 and 19, T.163N., R.100W.; Sections 1, 2, 11 and 12; Sections 16, 17, 20 and 21; Sections 17, 18, 19 and 20, T.163N., R.100W.; and Sections 17, 18, 19 and 20, T.163N., R.99W., Divide County, ND, or granting such other relief as may be appropriate.

Case No. 21400: Application of SM Energy Co. for an amending the applicable orders for the Ambrose-Bakken Pool to establish an overlapping 2560-acre spacing unit consisting of Sections 15, 16, 21 and 22, T.163N., R.99W., Divide County, ND, and authorize the drilling of a horizontal well at any location thereon, or granting such other relief as may be appropriate. Case No. 21275: (Continued) Proper spacing for the development of the Fillmore-Bakken Pool, Divide County, ND,

redefine the field limits, and enact such special field rules as may be necessary. Bakken Hunter, LLC

Case No. 21423: Application of Sakakawea Ventures, LLC seeking an order authorizing the construction of an oil treating and oilfield waste treating/processing facility on the site of an existing saltwater disposal facility SV Noonan #1 (File No. 90237) SWNW Section 2, T.162N., R.95W., Divide County, ND for the purpose of salvaging, treating and recycling upstream petroleum wastes, and such other relief as is appropriate.

Case No. 21425: Application of SM Energy Co. 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.163N., R.99W., Ambrose-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 21426: Application of SM Energy Co. for an order pursuant to NDAC § 43 02-03-88.1 pooling all interests in a spacing unit described as Sections 28 and 33, T.163N., R.99W., Ambrose-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 21427: Application of SM Energy Co. for an order pursuant to NDAC § 43 02-03-88.1 pooling all interests in a spacing unit described as Sections 29 and 32, T.163N., R.99W., Ambrose-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 21428: Application of SM Energy Co. for an order pursuant to NDAC § 43 02-03-88.1 pooling all interests in a spacing unit described as Sections 30 and 31, T.163N.,

R.99W., Ambrose-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 21464: In the matter of the petition for a risk penalty of Bakken Hunter, LLC, requesting an order authorizing the recovery of a risk penalty from certain non-participating owners as provided by NDCC § 38-08-08 in the drilling and completion of the Isaac #6H well located in a spacing unit consisting of Section 31, T.163N., R.96W., Bounty School-Bakken Pool, Divide County, ND, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 21053: (Continued) In the matter of the petition for a risk penalty of Bakken Hunter, LLC, requesting an order authorizing the recovery of a risk penalty from certain non-participating owners as provided by NDCC § 38-08-08 in the drilling and completion of the Tundra #3130-4H well located in a spacing unit consisting of Sections 30 and 31, T.164N., R.98W., Ambrose-Bakken Pool, Divide County, ND, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 21465: Application of North Plains Energy, LLC for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 3 and 10, T.160N., R.100W., Divide County, ND, Smoky Butte-Bakken Pool, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Signed by, Jack Dalrymple, Governor

Chairman, ND Industrial Commission

(11-27)