

BEFORE THE INDUSTRIAL COMMISSION
OF THE STATE OF NORTH DAKOTA

CASE NO. 21601
ORDER NO. 23955

IN THE MATTER OF A HEARING CALLED ON
A MOTION OF THE COMMISSION TO
CONSIDER THE APPLICATION OF SM
ENERGY CO. FOR AN ORDER AMENDING
THE APPLICABLE ORDERS FOR THE
AMBROSE-BAKKEN POOL, DIVIDE COUNTY,
ND, TO ALLOW ALL WELLS TO PRODUCE
OIL AT AN UNRESTRICTED RATE AND
FLARE GAS PRODUCED IN ASSOCIATION
THEREWITH UNTIL JUNE, 2014, OR SUCH
OTHER TIME AS MAY BE ESTABLISHED BY
THE COMMISSION, OR FOR SUCH OTHER
RELIEF AS MAY BE APPROPRIATE.

ORDER OF THE COMMISSION

THE COMMISSION FINDS:

- (1) This cause came on for hearing at 9:00 a.m. on the 15th day of January, 2014.
- (2) SM Energy Company (SM Energy) applied for an order amending the applicable orders for the Ambrose-Bakken Pool, Divide County, North Dakota, to allow all wells to produce oil at an unrestricted rate and flare gas produced in association therewith until June, 2014, or such other time as may be established by the Commission, or for such other relief as may be appropriate.
- (3) Order No. 23041, the order in effect at the time of this hearing, provides that 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.

(4) Oasis currently operates two wells completed in the Ambrose-Bakken Pool that are not connected to a gas gathering system. Oasis is in compliance with current production restrictions pursuant to Order No. 23041 since both wells are currently producing less than 100 barrels of oil per day. Nevertheless, Oasis is still prudently attempting to connect the wells to a gas gathering system.

(5) The relief requested herein is unnecessary, therefore this case should be dismissed without prejudice.

IT IS THEREFORE ORDERED:

- (1) This case is dismissed without prejudice.

Dated this 6th day of June, 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

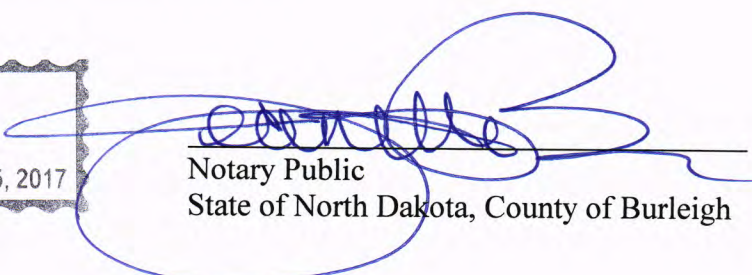
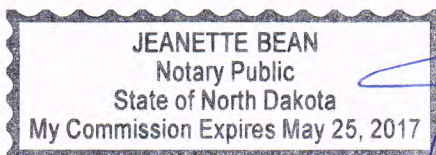
I, Belinda Dickson, being duly sworn upon oath, depose and say: That on the 11th day of June, 2014 enclosed in separate envelopes true and correct copies of the attached Order No. 23955 of the North Dakota Industrial Commission, and deposited the same with the United States Postal Service in Bismarck, North Dakota, with postage thereon fully paid, directed to the following persons by the Industrial Commission in Case No. 21601:

JOHN MORRISON
CROWLEY FLECK PLLP
PO BOX 2798
BISMARCK ND 58502



Belinda Dickson
Oil & Gas Division

On this 11th day of June, 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 <lherberholz@crowleyfleck.com>
Sent: Thursday, January 30, 2014 11:33 AM
To: Hicks, Bruce E.
Cc: Kadrmass, Bethany R.
Subject: Telephonic Affidavits
Attachments: SM - Critchfield Telephonic Aff 21401, 21599.pdf; SM - Bryant Telephonic Aff 21401, 21599, 21600.pdf; SM - Bundy Telephonic Aff 21401, 21599, 21600.pdf; SM - Drange Telephonic Aff 21600.pdf; SM - Heringer Telephonic Aff 21399.pdf; SM - Kintzing Telephonic Aff 21399.pdf; SM - Millard Telephonic Aff 21399.pdf; SM - Green Telephonic Aff 21601-21603.pdf

Attached please find telephonic affidavits in Case Nos. 21401, 21599, 21600, 21399 and 21601-21603. Thank you.

Lisa

CROWLEY | FLECK PLLP
ATTORNEYS

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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TELEPHONIC COMMUNICATION AFFIDAVIT
Industrial Commission of North Dakota
Oil and Gas Division
600 East Boulevard, Dept. 405
Bismarck, ND 58505-0840

This affidavit is made to comply with North Dakota Administrative Code Section 43-02-03-88.2.

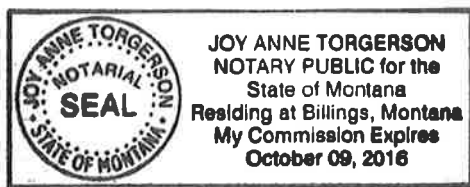
I, Danny Green, do hereby confirm that I presented testimony under oath in North Dakota Industrial Commission Case Numbers 21601, 21602 and 21603 on January 15, 2014. My testimony was presented by telephone from (406) 869-8733, SM Energy, 550 North 31st Street, Suite 500, Billings, Montana, 59103-7168.

Danny Green
(Affiant's Signature)

STATE OF MONTANA)
) ss.
COUNTY OF YELLOWSTONE)

On January 29, 2014, Danny Green, 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.

(S E A L)

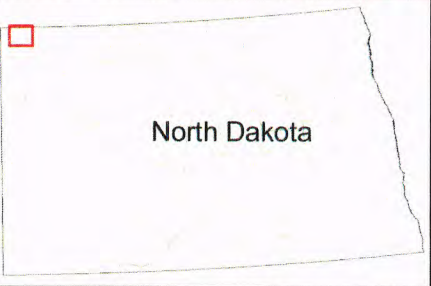


Joy Anne Torgerson
Notary Public
State of Montana, County of Yellowstone
My Commission Expires: October 09, 2016

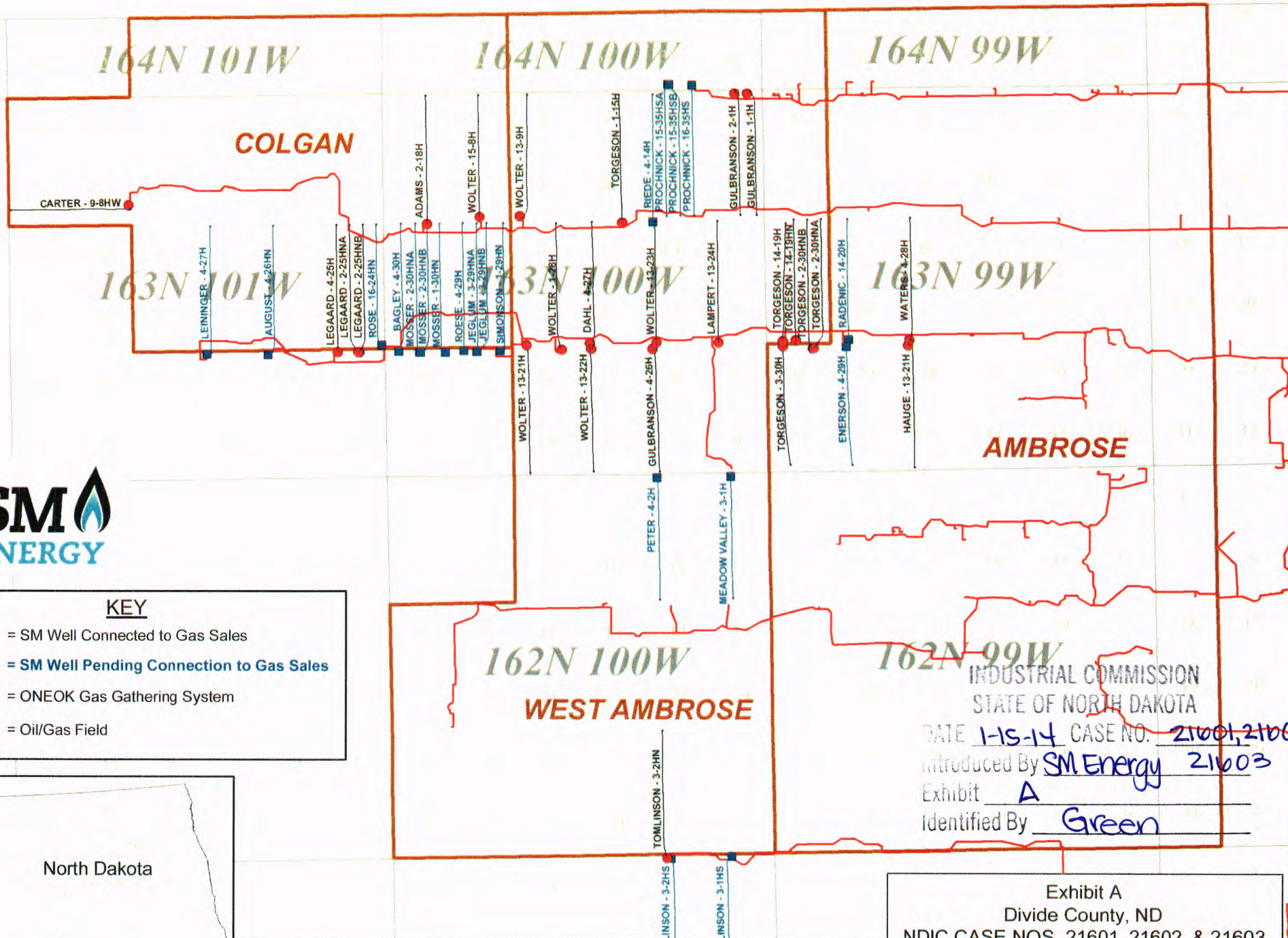


KEY

- = SM Well Connected to Gas Sales
- = SM Well Pending Connection to Gas Sales
- = ONEOK Gas Gathering System
- = Oil/Gas Field



North Dakota



INDUSTRIAL COMMISSION
STATE OF NORTH DAKOTA
DATE 1-15-14 CASE NO. 21601, 21602, 21603
Introduced By SM Energy
Exhibit A
Identified By Green

Exhibit A
Divide County, ND
NDIC CASE NOS. 21601, 21602, & 21603
January 15, 2014

Exhibit B - Divide County, ND - NDIC Case Nos. 21601, 21602, 21603			
SM Energy Wells Not Connected to Gas Sales (as of 1/6/2014)			
Well Name	NDIC File Number	Field	Estimated Flared Gas Rate (MCF/D)
Enerson 4-29H	18757	Ambrose	27
Radenic 14-20H	18663	Ambrose	39
August 4-26HN	23348	Colgan	63
Bagley 4-30H	20545	Colgan	53
Jeglum 3-29HNA	24211	Colgan	75
Jeglum 3-29HNB	24212	Colgan	98
Leininger 4-27H	22793	Colgan	23
Mosser 1-30HN	24746	Colgan	108
Mosser 2-30HNA	24750	Colgan	127
Mosser 2-30HNB	24751	Colgan	134
Roese 4-29H	20549	Colgan	45
Rose 16-24HN	24471	Colgan	133
Simonson 1-29HN	24176	Colgan	136
Meadow Valley 3-1H	25531	West Ambrose	320
Peter 4-2H	26229	West Ambrose	73
Prochnick 15-35HSA	23756	West Ambrose	128
Prochnick 15-35HSB	23757	West Ambrose	111
Prochnick 16-35HS	23755	West Ambrose	178
Riede 4-14H	20179	West Ambrose	52

INDUSTRIAL COMMISSION
STATE OF NORTH DAKOTA

DATE 1-15-14 CASE NO. 21601, 21602, 21603
Introduced By SM Energy
Exhibit B
Identified By Green



2549 West Main Street
Suite 202
Billings, MT 80120
303.798.5235 p
303.798.5767 f
americaneagleenergy.com

January 10, 2014

SM Energy Company
550 North 31st St., Ste. 500
Billings, MT 59101
Mr. Shawn Heringer, Senior Landman

RE: Letter of Support
NDIC Case No. 21603
Colgan-Bakken Pool
Divide County, North Dakota

Dear Mr. Heringer,

American Eagle Energy Corporation is the operator of 12 spacing units in the Colgan-Bakken pool in Divide County, North Dakota. At this time, American Eagle Energy Corporation has three wells that need to be connected to our pipeline, with another two that will be producing this spring. Due to weather and other factors we have been delayed in getting these wells connected to our gas pipeline. Therefore, we extend our support of SM Energy's request to amend the orders for the Colgan-Bakken to allow all wells to produce at an unrestricted rate and flare gas produced in association therewith until June of 2014.

Sincerely,

AMERICAN EAGLE ENERGY CORPORATION

Britton L. James
Senior Landman

INDUSTRIAL COMMISSION
STATE OF NORTH DAKOTA
DATE 1-15-14 CASE NO. 21603
Introduced By SM Energy
Exhibit C
Identified By Heringer



BEFORE THE INDUSTRIAL COMMISSION
OF THE STATE OF NORTH DAKOTA

Application of SM Energy Company for an)
 order amending the applicable orders for the)
 Ambrose-Bakken pool, Divide County,)
 North Dakota, to allow all wells to produce)
 oil at an unrestricted rate and flare gas)
 produced in association therewith until June,)
 2014, or such other time as may be)
 established by the Commission, or for such)
 other relief as may be appropriate.)

APPLICATION

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

1. It is the operator of one or more wells in the Ambrose field. The applicable orders for the Ambrose-Bakken pool provide that wells are allowed to produce at a maximum efficient rate until January 31, 2014 and then are subject to certain production restrictions.

2. Applicant is making diligent effort to secure the necessary contracts and have the necessary infrastructure installed to connect all of its wells in the area and anticipates that the wells will be connected sometime in 2014. In the interim, the value of the oil produced from the wells far exceeds the value of the gas flared and in applicant's opinion, continued unrestricted production is necessary to allow continued reservoir evaluation to justify continued development of the pool. No substantial waste will result if the wells are allowed to continue to produce at a maximum efficient rate for a reasonable period as the Commission may prescribe.

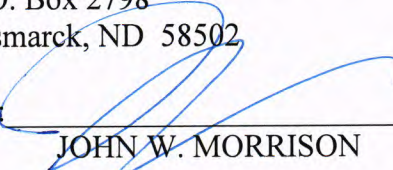
3. Applicant requests that it be allowed to present testimony by telephone pursuant to Section 43-02-03-88.2 of the North Dakota Administrative Code.

WHEREFORE, applicant respectfully requests that this matter be set for hearing at the regularly scheduled hearings in January, 2014, and that thereafter the Commission enter its order granting the relief requested.

Dated this 12th day of December, 2013.

SM ENERGY COMPANY

CROWLEY FLECK PLLP
Attorneys for the Applicant
100 West Broadway, Suite 250
P.O. Box 2798
Bismarck, ND 58502

By 
JOHN W. MORRISON

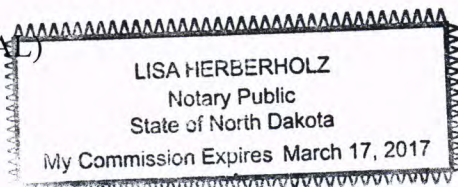
STATE OF NORTH DAKOTA)
) ss.
COUNTY OF BURLEIGH)

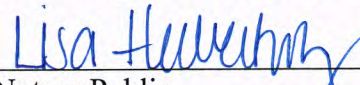
John W. Morrison, being first duly sworn on oath, deposes and says that he is the attorney for the applicant herein named, that he has read the above and foregoing application, knows the contents thereof, and that the same is true to the best of this affiant's knowledge, information and belief.


JOHN W. MORRISON

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

(SEAL)




Notary Public
Burleigh County, North Dakota
My Commission Expires: _____

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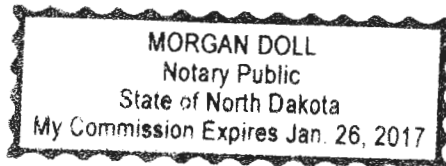
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**NOTICE OF HEARING
N.D. INDUSTRIAL COMMISSION
OIL AND GAS DIVISION**

The North Dakota Industrial Commission will hold a public hearing at 9:00 a.m. Wednesday, January 15, 2014, 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, January 10, 2014.

STATE OF NORTH DAKOTA TO:

Case No. 21584: Proper spacing for the development of the Strandahl-Bakken Pool, Williams County, ND, redefine the field limits, and enact such special field rules as may be necessary. HRC Operating, LLC; Marathon Oil Co.; Oasis Petroleum North America LLC

Case No. 21585: Application of Oasis Petroleum North America LLC for an order amending the applicable orders for the Alger-Bakken Pool to establish three overlapping 2560-acre spacing units consisting of Sections 19 and 30, T.156N., R.92W. and Sections 24 and 25, T.156N., R.93W.; Sections 1, 2, 11 and 12, T.156N., R.93W.; and Sections 21, 22, 27 and 28, T.156N., R.93W., Mountrail County, ND, and allow one or more horizontal wells to be drilled thereon, or granting such other relief as may be appropriate.

Case No. 21586: Application of Oasis Petroleum North America LLC for an order amending the applicable orders for the Baker-Bakken Pool to establish an overlapping 2560-acre spacing units consisting of 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. 21587: Application of Oasis Petroleum North America LLC for an order amending the applicable orders for the Cow Creek-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. 21588: Proper spacing for the development of the North Taylor-Winnipeg Gas Pool, Stark County, ND, redefine the field limits, and enact such special field rules as may be necessary. BTA Oil Producers, LLC

Case No. 21589: Proper spacing for the development of the Clear Creek-Tyler Pool, McKenzie County, ND, redefine the field limits, and enact such special field rules as may be necessary. Petro-Hunt, LLC

Case No. 21590: Application of Whiting Oil and Gas Corp. for an order amending the applicable orders for the Sanish-Bakken Pool, to establish either four 320-acre spacing units consisting of the W/2 of Section 3, T.152N., R.93W., the W/2 of Section 24, and the W/2 of Section 25, T.153N., R.92W., and the N/2 of Section 30, T.153N., R.91W., Mountrail County, ND, or alternatively establish four 640-acre spacing units consisting of all of said Sections 3, 24, 25 and 30, and authorize the drilling of one horizontal well on such spacing unit, or granting such other relief as may be appropriate.

Case No. 21216: (Continued) Proper spacing for the development of the Twin Valley-Bakken Pool, McKenzie County, ND, redefine the field limits, and enact such special field rules as may be necessary. Burlington Resources Oil & Gas Co. LP; Whiting Oil and Gas Corp.

Case No. 21392: (Continued) 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. 21392: (Continued) 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. 20607: (Continued) Application of QEP Energy Co. for an order amending the applicable orders for the Van Hook-Bakken Pool to allow up to sixteen wells to be drilled on a 3200-acre spacing unit described as Sections 26, 27, 28, 29 and 30, T.150N., R.92W., Mountrail and Dunn Counties, ND, or for such other relief as

Case No. 21591: Application of QEP Energy Co. for an order amending the applicable orders for the Blue Buttes-Bakken Pool to establish an overlapping 2560-acre spacing unit consisting of Sections 14, 15, 22 and 23, T.150N., R.95W., McKenzie County, ND, and allow one or more horizontal wells to be drilled on such 2560-acre spacing unit, or for such other relief as may be appropriate.

Case No. 21592: Application of QEP Energy Co. for an order amending the applicable orders for the Blue Buttes and/or Spotted Horn-Bakken Pools to establish three new overlapping 1280-acre spacing units consisting of (i) the W/2 of Sections 13 and 24 and E/2 of Sections 14 and 23; (ii) the W/2 of Sections 15 and 22 and the E/2 of Sections 16 and 21; and (iii) the W/2 of Sections 16 and 21 and E/2 of Sections 17 and 20, T.150N., R.95W., McKenzie County, ND, and allow one or more horizontal wells to be drilled on each such 1280-acre spacing unit, or for such other relief as may be appropriate.

Case No. 21593: Application of QEP Energy Co. for an order amending the applicable orders for the Grail, Spotted Horn, Squaw Creek, Eagle Nest, Blue Buttes, and/or Bear Den-Bakken Pools to establish six new overlapping 1280-acre spacing units consisting of (i) the W/2 of Sections 25 and 36 and the E/2 of Sections 26 and 35, T.150N., R.95W.; (ii) the W/2 of Sections 29 and 32 and the E/2 of Sections 30 and 31, T.150N., R.95W.; (iii) the W/2 of Sections 28 and 33 and the E/2 of Sections 29 and 32, T.149N., R.95W.; (iv) the W/2 of Sections 1 and 12 and the E/2 of Sections 2 and 11, T.149N., R.95W.; (v) the W/2 of Sections 13 and 24 and the E/2 of Sections 14 and 23, T.149N., R.95W.; and (vi) the W/2 of Sections 25 and 36 and the E/2 of Sections 26 and 35, T.149N., R.95W., McKenzie County, ND, and allow one or more horizontal wells to be drilled on each such 1280-acre spacing unit, or for such other relief as may be appropriate.

Case No. 21594: Application of QEP Energy Co. for an order amending the applicable orders for the Heart Butte-Bakken Pool to establish five new overlapping 1280-acre spacing units consisting of (i) all of Sections 1, T.149N., R.92W., and Section 6, T.149N., R.91W.; (ii) the N/2 of Section 1, T.149N., R.92W., the N/2 of Section 6, T.149N., R.91W., the S/2 of Section 36, T.150N., R.92W., and the S/2 of Section 31, T.150N.,

R.91W.; (iii) the E/2 of Sections 30 and 31 and the W/2 of Sections 29 and 32, T.150N., R.91W.; (iv) all of Sections 29 and 32, T.150N., R.91W.; and (v) all of Sections 3 and 4, T.149N., R.91W., all in Dunn, McLean and Mountrail Counties, ND, and allow two horizontal wells to be drilled on each such 1280-acre spacing unit, or for such other relief as may be appropriate.

Case No. 21595: Application of QEP Energy Co. for an order amending the applicable orders for the Deep Water Creek Bay-Bakken Pool, Dunn and McLean Counties, ND, to alter the definition of the stratigraphic limits of the pool and such other and further relief as may be appropriate.

Case No. 14935: (Continued) Application of Hess Corp. for an order suspending, and after hearing revoking, a permit issued to Continental Resources, Inc. for the drilling of the Foster #1-28H well on a drilling unit consisting of Sections 28 and 33, T.153N., R.99W., Williams and McKenzie Counties, ND; and such other relief as is appropriate.

Case No. 21596: Application of Hess Corp. for an order amending the applicable orders for the Alkali Creek and Robinson Lake-Bakken Pools to establish two overlapping 2560-acre spacing units consisting of Sections 25 and 36, T.154N., R.94W., and Sections 30 and 31, T.154N., R.93W., and Sections 29, 30, 31 and 32, T.154N., R.93W., Mountrail County, ND, for the purpose of drilling a horizontal well on the common spacing unit boundary; and granting such other and further relief as may be appropriate.

Case No. 21597: Application of Hess Corp. for an order amending the applicable orders for the Tioga-Bakken Pool to establish a 1920-acre spacing unit consisting of Sections 23 and 24, T.157N., R.95W., Williams County, ND, and Section 19, T.157N., R.94W., Mountrail County, ND, and authorize up to seven horizontal wells to be drilled on thereon, or granting such other and further relief as may be appropriate.

Case No. 21598: Application of Hess Corp. for an order amending the applicable orders for the Tioga-Bakken Pool, Burke, Mountrail,

and Williams 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. 21401: (Continued) 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. 21599: Application of SM 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 Section 25, T.149N., R.96W., McKenzie County, ND, at any location not closer than 200 feet to any boundary of the spacing unit or granting such other relief as is appropriate.

Case No. 21600: Application of SM Energy Co. for an order amending the applicable orders for the Poe-Bakken Pool, McKenzie County, ND, to establish an overlapping 2560-acre spacing unit consisting of Sections 1, 2, 11 and 12, T.151N., R.100W., and authorize a horizontal well to be drilled thereon, or granting such other relief as is appropriate.

Case No. 21399: (Continued) 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. 21601: Application of SM Energy Co. for an order amending the applicable orders for the Ambrose-Bakken Pool, Divide County, ND, to allow all wells to produce oil at an unrestricted rate and flare gas produced in association therewith until June, 2014, or such other time as may be established by the Commission, or for such other relief as may be appropriate.

Case No. 21602: Application of SM Energy Co. for an order amending the applicable orders for the West Ambrose-Bakken Pool, Divide County, ND, to allow all wells to produce oil at an unrestricted rate and flare gas produced in association therewith until June, 2014, or such other time as may be established by the Commission, or for such other relief as may be appropriate.

Case No. 21603: Application of SM Energy Co. for an order amending the applicable orders for the Colgan-Bakken Pool, Divide County, ND, to allow all wells to produce oil at an unrestricted rate and flare gas produced in association therewith until June, 2014, or such other time as may be established by the Commission, or for such other relief as may be appropriate.

Case No. 21604: Application of Murex Petroleum Corp. for an order amending the applicable orders for the Writing Rock-Bakken Pool, Divide 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. 21605: Application of OXY USA, Inc. for an order amending the applicable orders to allow wells completed in the Murphy 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 applicable.

Case No. 21407: (Continued) 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 applicable.

Case No. 21606: Application of Kodiak Oil & Gas (USA) Inc. for an order amending the applicable orders for the Stockyard Creek-Bakken Pool to create five overlapping 2560-acre spacing units consisting of Sections 1, 2, 11 and 12; Sections 2, 3, 10 and 11; Sections 3, 4, 9 and 10; Sections 4, 5, 8 and 9; and Sections 5, 6, 7 and 8, T.154N., R.99W., Williams County, ND, and authorize up to two horizontal wells to be drilled on each such 2560-acre spacing unit or granting such other relief as may be appropriate.

Case No. 21607: Application of Kodiak Oil & Gas (USA) Inc. for an order amending the applicable orders for the Trux-Bakken Pool to create two overlapping 2560-acre spacing units consisting of Sections 26, 27, 34 and 35; and Sections 27, 28, 33 and 34, T.154N., R.98W., Williams County, ND, and authorize up to two horizontal wells to be drilled on each such 2560-acre spacing unit or granting such other relief as may be appropriate.

Case No. 19399: (Continued) Proper spacing for the development of the Twin Buttes-Bakken Pool, Dunn County, ND, redefine the field limits, and enact such special field rules as may be necessary. Kodiak Oil & Gas (USA) Inc.

Case No. 21608: Application of Williston Exploration, LLC for an order establishing a 160-acre drilling unit consisting of the S/2 SW/4 of Section 9 and N/2 NW/4 of Section 16, T.137N., R.99W., Stark County, ND, and allowing a vertical well to be drilled in the Tyler Pool at any location thereon not closer than 500 feet to the boundary, or granting such other and further relief as may be appropriate.

Case No. 21609: Application of Earthworks, Inc., 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 NESE Section 1, T.146N., R.96W., Dunn County, ND, for the purpose of salvaging, treating and recycling upstream petroleum wastes.

Case No. 21424: (Continued) 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. 21610: Application of Zargon Oil (ND) Inc. pursuant to NDAC § 43-02-03-88.1 for an order allowing oil and gas produced from the Zargon Mackabee Coulee HZ 3-16-158-85 well, to be drilled in the NWNE of Section 16, T.158N., R.85W., Renville County, ND, to be commingled with other production in the Bryans Central Tank Battery No. 205688 central production facility pursuant to NDAC § 43-02-03-48.1 or granting such other and further relief as may be appropriate.

Case No. 21611: Application of Zargon Oil (ND) Inc. for an order amending the applicable orders for the Mackabee Coulee-Madison Pool to allow up to three horizontal wells to be drilled on a 320-acre spacing unit consisting of the N/2 of Section 16, T.158N., R.85W., Renville County, ND, or granting such other relief as may be appropriate.

Case No. 21612: 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 21 and 28, T.158N., R.94W., East Tioga-Bakken Pool, Mountrail County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 21613: Application of Petro-Hunt, LLC for an order amending the applicable orders for the Clear Creek-Bakken Pool to authorize up to four horizontal wells to be drilled on a spacing unit consisting of Section 27, T.152N., R.96W., McKenzie County, ND, and such other relief as is appropriate.

Case No. 21614: Application of Petro-Hunt, LLC for an order amending the applicable orders for the North Tioga-Bakken Pool, Burke, Divide and Williams Counties, ND, to authorize up to two horizontal wells to be drilled on each 2560-acre spacing unit included within Zones IX and X, and such other relief as is appropriate.

Case No. 21615: Application of QEP Energy Co. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 10, 11, 14

and T.149N., R.91W., Heart Butte-Bakken Pool, Dunn and McLean Counties, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 21616: Application of QEP Energy Co. for an order amending the applicable orders for the Squires-Bakken Pool to allow up to seven horizontal wells to be drilled on three existing 1280-acre spacing units consisting of Sections 14 and 23; Sections 22 and 27; and Sections 25 and 26, T.155N., R.102W., Williams County, ND, or for such other relief as may be appropriate.

Case No. 21617: Application of Kodiak Oil & Gas (USA) Inc. for an order amending the applicable orders for the Stockyard Creek-Bakken Pool to authorize up to twelve horizontal wells to be drilled on six 1280-acre spacing units described as Sections 1 and 12; Sections 2 and 11; Sections 3 and 10; Sections 4 and 9; Sections 5 and 8; and Sections 6 and 7, T.154N., R.99W., Williams County, ND, and granting such other relief as may be appropriate.

Case No. 21618: Application of Kodiak Oil & Gas (USA) Inc. for an order amending the applicable orders for the Truax-Bakken Pool to authorize up to fifteen horizontal wells to be drilled on a 1280-acre spacing unit described as Sections 28 and 33, T.154N., R.98W., Williams County, ND, and granting such other relief as may be appropriate.

Case No. 21619: Application of Hess Corp. for an order amending the applicable orders for the Sanish-Bakken Pool to authorize up to seventeen horizontal wells to be drilled on a 1280-acre spacing unit described as Sections 15 and 22, T.153N., R.93W., Mountrail County, ND, and granting such other and further relief as may be appropriate.

Case No. 21620: 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 1, 2, 11, and 12, T.151N., R.100W., Poe-Bakken Pool, McKenzie County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 21621: 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.141N., R.100W., St. Demetrius-Bakken Pool, Billings County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Signed by,

Jack Dalrymple, Governor
Chairman, ND Industrial Commission
12/23 - 20697002



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 ND Industrial Commission Oil and Gas Division

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

December 25, 2013 235 lines @ 0.63 = \$148.05

December 25, 2013 96 lines @ 0.63 = \$60.48

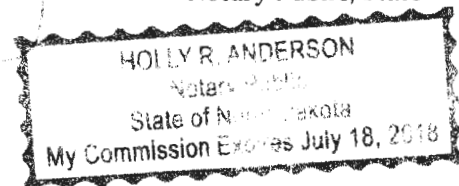
TOTAL CHARGE \$208.53

Signed _____

Cecile L. Krimm, Publisher

Subscribed and sworn to before me December 25, 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, January 15, 2014, 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, January 02, 2014.

**STATE OF NORTH
DAKOTA TO:**

Case No. 21399: (Continued) 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. 21601: Application of SM Energy Co. for an order amending the applicable orders for the Ambrose-Bakken Pool, Divide County, ND, to allow all wells to produce oil at an unrestricted rate and flare gas produced in association therewith until June, 2014, or such other time as may be established by the Commission, or for such other relief as may be appropriate.

Case No. 21602: Application of SM Energy Co. for an order amending the applicable orders for the West Ambrose-Bakken Pool, Divide County, ND, to allow all wells to produce oil at an unrestricted rate and flare gas produced in association therewith until June, 2014, or such other time as may be established by the Commission, or for such other relief as may be appropriate.

Case No. 21603: Application of SM Energy Co. for an order amending the applicable orders for the Colgan-Bakken Pool, Divide County,

ND, to allow all wells to produce oil at an unrestricted rate and flare gas produced in association therewith until June, 2014, or such other time as may be established by the Commission, or for such other relief as may be appropriate.

Case No. 21604: Application of Murex Petroleum Corp. for an order amending the applicable orders for the Writing Rock-Bakken Pool, Divide 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

Case No. 21614: Application of Petro-Hunt, L.L.C. for an order amending the applicable orders for the North Tioga-Bakken Pool, Burke, Divide and Williams Counties, ND, to authorize up to two horizontal wells to be drilled on each 2560-acre spacing unit included within Zones IX and X, and such other relief as is appropriate.

Signed by,
/s/Jack Dalrymple, Governor
Chairman, ND Industrial