

BEFORE THE INDUSTRIAL COMMISSION
OF THE STATE OF NORTH DAKOTA

CASE NO. 22116
ORDER NO. 24450

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 30 AND 31, T.163N., R.99W. AND
SECTIONS 25 AND 36, T.163N., R.100W.,
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 23rd day of April, 2014.
- (2) Pursuant to North Dakota Administrative Code (NDAC) Section 43-02-03-88.1, the Director is authorized to sign, on behalf of the Commission, orders relating to, inter alia, pooling under North Dakota Century Code (NDCC) Section 38-08-08.
- (3) The applicant is the owner of an interest in an oil and gas leasehold estate in a spacing unit described as all of Sections 30 and 31, Township 163 North, Range 99 West and Sections 25 and 36, Township 163 North, Range 100 West, Ambrose-Bakken Pool, Divide County, North Dakota.
- (4) Said spacing unit was created in accordance with an order of the Commission and there are separately owned tracts and/or separately owned interests in the spacing unit, and some of the owners thereof have not voluntarily pooled their interest for the development and operation of said spacing unit.
- (5) The Commission makes no findings with regard to the specific acreage or percentage attributed to separately owned tracts or interests.
- (6) Counsel for applicant requests an order of the Commission pooling all interests in the spacing unit, as provided by NDCC Section 38-08-08, but not reallocating production for wells producing on other spacing units and such other relief as is appropriate.
- (7) There were no objections to this application.
- (8) NDCC Section 38-08-08 requires the Commission to enter a pooling order upon application when two or more separately owned tracts are embraced within a spacing unit, or there are separately owned interests in all or a part of a spacing unit, in the absence of voluntary

pooling. The section further provides that working interest owners in the spacing unit shall pay their share of the reasonable actual cost of drilling and operating the well plus a reasonable charge for supervision. In addition to such costs and charges, nonparticipating lessees may be required to pay a risk penalty of 200 percent and unleased mineral interest owners may be required to pay a risk penalty of 50 percent of their share of the reasonable actual cost of drilling and completing the well. The requirements for imposition of a risk penalty are set forth in NDCC Section 38-08-08 and NDAC Section 43-02-03-16.3.

(9) This application should be granted in order to prevent waste and protect correlative rights.

IT IS THEREFORE ORDERED:

(1) All oil and gas interests in a spacing unit described as all of Sections 30 and 31, Township 163 North, Range 99 West and Sections 25 and 36, Township 163 North, Range 100 West, Ambrose-Bakken Pool, Divide County, North Dakota, are hereby pooled for the development and operation of the spacing unit.

(2) This pooling shall not determine or establish the specific acreage to be attributed to separately owned tracts, or specific interests attributed to separately owned interests in such tracts or stratigraphic intervals.

(3) The operator of the well(s) for the spacing unit shall conduct operations in a manner so as to protect correlative rights of all interested parties.

(4) All owners of interests shall recover or receive, without unnecessary expense, their just and equitable share of production from the spacing unit in the proportion as their interest may appear in the spacing unit.

(5) The working interest owner shall reimburse the operator for their proportionate share of the reasonable actual cost of drilling and operating said well(s), plus a reasonable charge for supervision.

(6) In the event of any dispute as to such costs the Commission shall determine the proper cost.

(7) In the event the size of the spacing unit pooled herein is modified by the Commission, this order shall terminate as of the date of such order.

(8) This order is limited to pooling the spacing unit described above for the development and operation of such spacing unit by the horizontal well(s) authorized for such spacing unit by order of the Commission. This order does not modify, amend or alter previous pooling orders for other spacing units or require the reallocation of production allocated to separately owned tracts within any spacing unit by any existing pooling orders or any pooling agreements.

(9) This order shall be effective from the date of first operations within the spacing unit, and shall remain in full force and effect until further order of the Commission.

Dated this 30th day of July, 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

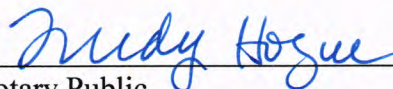
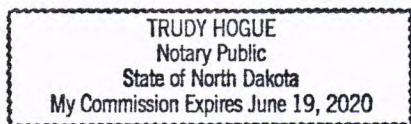
I, Belinda Dickson, being duly sworn upon oath, depose and say: That on the 4th day of August, 2014 enclosed in separate envelopes true and correct copies of the attached Order No. 24450 of the North Dakota Industrial Commission, and deposited the same with the United States Postal Service in Bismarck, North Dakota, with postage thereon fully paid, directed to the following persons by the Industrial Commission in Case No. 22116:

JOHN MORRISON
CROWLEY FLECK PLLP
PO BOX 2798
BISMARCK ND 58502



Belinda Dickson
Oil & Gas Division

On this 4th day of August, 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: Monday, April 21, 2014 4:02 PM
To: Hicks, Bruce E.
Cc: Shawn Heringer; Kadrmass, Bethany R.; John W. Morrison
Subject: Pooling Affidavits
Attachments: SM Filing Ltr - Heringer Pooling Affs 22095-22116.pdf; SM - Heringer Pooling Aff 22095.pdf; SM - Heringer Pooling Aff 22096.pdf; SM - Heringer Pooling Aff 22097.pdf; SM - Heringer Pooling Aff 22098.pdf; SM - Heringer Pooling Aff 22099.pdf; SM - Heringer Pooling Aff 22100.pdf; SM - Heringer Pooling Aff 22101.pdf; SM - Heringer Pooling Aff 22102.pdf; SM - Heringer Pooling Aff 22103.pdf; SM - Heringer Pooling Aff 22104.pdf; SM - Heringer Pooling Aff 22105.pdf; SM - Heringer Pooling Aff 22106.pdf; SM - Heringer Pooling Aff 22107.pdf; SM - Heringer Pooling Aff 22108.pdf; SM - Heringer Pooling Aff 22109.pdf; SM - Heringer Pooling Aff 22110.pdf; SM - Heringer Pooling Aff 22111.pdf; SM - Heringer Pooling Aff 22112.pdf; SM - Heringer Pooling Aff 22113.pdf; SM - Heringer Pooling Aff 22114.pdf; SM - Heringer Pooling Aff 22115.pdf; SM - Heringer Pooling Aff 22116.pdf

Attached please find pooling affidavits in Case Nos. 22095-22116. 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
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jmorrison@crowleyfleck.com

April 21, 2014

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 Co.
Case Nos. 22095-22116

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 30 and 31, T.163N., R.99W. and)
Sections 25 and 36, T.163N., R.100W.,)
Ambrose-Bakken Pool, Divide County, ND,)
as provided by NDCC § 38-08-08, and such)
other relief as is appropriate.

Case No. 22116

AFFIDAVIT OF SHAWN HERINGER

STATE OF MONTANA)
)SS.
COUNTY OF YELLOWSTONE)

Shawn Heringer, being duly sworn, states as follows:

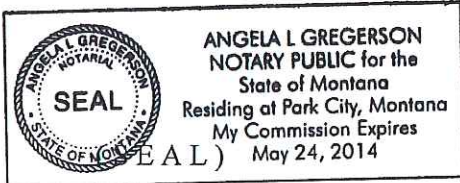
1. I am a landman employed by SM Energy Company with responsibilities in the State of North Dakota and I have personal knowledge of the matters set forth in this affidavit.
2. Sections 30 and 31, T.163N., R.99W. and Sections 25 and 36, T.163N., R.100W., Divide County, North Dakota constitute a spacing 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 21st day of April, 2014.

Shawn C. Heringer
Shawn Heringer

STATE OF MONTANA)
)SS.
COUNTY OF YELLOWSTONE)

Subscribed to and sworn before me this 21st day of April, 2014.



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

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 30 and 31, T.163N.,)
R.99W. and Sections 25 and 36, T.163N.,)
R.100W., 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 30 and 31, Township 163 North, Range 99 West and Sections 25 and 36, Township 163 North, Range 100 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 April, 2014 and that thereafter the Commission enter its order granting the relief requested.

Dated this 21st day of March, 2014.

SM ENERGY COMPANY

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

JOHN W. MORRISON

[illegible]

JOHN W. MORRISON

Notary Public
Burleigh County, North Dakota
My Commission Expires:

(S E ~~SECRET~~)

LISA HERBERHOLZ
Notary Public
State of North Dakota
My Commission Expires March 17, 2017

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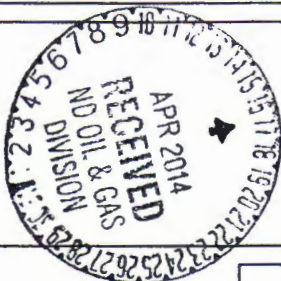
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Affidavit of Publication

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day of April 20 14
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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, April 23, 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, April 10, 2014.

STATE OF NORTH DAKOTA TO:

Case No. 22059: Proper spacing for the development of the Big Stick-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. 22060: Proper spacing for the development of the Sioux-Bakken Pool, McKenzie County, ND, redefine the field limits, and enact such special field rules as may be necessary. Whiting Oil and Gas Corp.

Case No. 22061: Proper spacing for the development of the Lonesome-Bakken Pool, McKenzie County, ND, redefine the field limits, and enact such special field rules as may be necessary. Murex Petroleum Corp.; Whiting Oil and Gas Corp.

Case No. 22062: Proper spacing for the development of the Lostwood-Bakken Pool, Burke County, ND, redefine the field limits, and enact such special field rules as may be necessary. Cornerstone Natural Resources LLC

Case No. 22063: Proper spacing for the development of the Crooked Creek-Bakken Pool, Dunn County, ND, redefine the field limits, and enact such special field rules as may be necessary. OXY USA, Inc.; Burlington Resources Oil & Gas Co. LP

Case No. 22064: Application of OXY USA, Inc. for an order amending the applicable orders to allow wells completed in the Willmen-Bakken Pool, Billings and Dunn Counties, 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. 22065: Application of Oasis Petroleum North America LLC for an order amending the applicable orders for the Cottonwood, Sorkness and/or Alger-Bakken Pools to establish thirteen overlapping 2560-acre spacing units consisting of Sections 4, 5, 8 and 9; Sections 5, 6, 7 and 8; Sections 16, 17, 20 and 21; Sections 17, 18, 19 and 20; Sections 28, 29, 32 and 33; and Sections 29, 30, 31 and 32. T.157N., R.92W.; Sections 1, 2, 11 and 12; Sections 2, 3, 10 and 11; Sections 13, 14, 23 and 24; and Sections 14, 15, 22 and 23. T.157N., R.93W.; Sections 6 and 7. T.157N., R.92W. and Sections 1 and 12. T.157N., R.93W.; Sections 18 and 19. T.157N., R.92W. and Sections 13 and 24. T.157N., R.93W. and Sections 30 and 31. T.157N., R.92W. and Sections 25 and 36. T.157N., 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. 22066: Application of Oasis Petroleum North America LLC for an order amending the applicable orders for the Alger and/or Baskin-Bakken Pools to establish nine overlapping 2560-acre spacing units consisting of Sections 1, 2, 11 and 12; Sections 2, 3, 10 and 11; Sections 20, 28 and 29; Sections 21, 22, 27 and 28; Sections 25, 26, 35 and 36; and Sections 26, 34 and 35. T.156N., R.93W.; Sections 19, 29 and 30. T.156N., R.92W.; Sections 1 and 12. T.156N., R.93W. and Sections 6 and 7. T.156N., R.92W.; and Sections 24 and 25. T.156N., R.93W. and Sections 19 and 30. T.156N., R.92W., 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. 22067: Application of Oasis Petroleum North America LLC for an order amending the applicable orders for the Missouri Ridge and/or Squires-Bakken Pools to establish two overlapping 2560-acre spacing units consisting of Sections 6 and 7. T.155N., R.101W. and Sections 1 and 12. T.155N., R.102W.; and Sections 18 and 19. T.155N., R.101W. and Sections 13 and 14. T.155N., R.102W., Williams County, ND.

and allow one or more horizontal wells to be drilled thereon, or granting such other relief as may be appropriate.

Case No. 22068: Application of Oasis Petroleum North America LLC for an order amending the applicable orders for the Alkali Creek and/or Robinson Lake-

Bakken Pools to establish four overlapping 2560-acre spacing units consisting of Sections 1, 2, 11 and 12; and Sections 11, 12, 13 and 14. T.154N., R.94W.; Sections 5, 6, 7 and 8. T.154N., R.93W.; and Sections 1 and 12. T.154N., R.94W. and Sections 6 and 7. T.154N., 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. 22069: Application of Oasis Petroleum North America LLC for an order amending the applicable orders for the Alkali Creek-Bakken Pool to establish an overlapping 2560-acre spacing unit consisting of Sections 15, 16, 21 and 22. T.154N., R.94W., 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. 22070: Application of Oasis Petroleum North America LLC for an order amending the applicable orders for the Sanish-Bakken Pool to establish two overlapping 2560-acre spacing units consisting of Sections 2, 3, 10 and 11; and Sections 3, 4, 9 and 10. T.153N., 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. 22071: Application of QEP Energy Co. for an order amending the applicable orders for the Grail-Bakken Pool to establish one overlapping 2560-acre spacing unit consisting of Sections 17, 18, 19 and 20. T.149N., R.95W.; and one overlapping 1280-acre spacing unit consisting of Section 18. T.149N., R.95W., and Section 13. T.149N., R.96W., McKenzie County, ND, and allow one or more horizontal wells to be drilled on each such overlapping spacing unit, or for such other relief as may be appropriate.

Case No. 22072: Application of Marathon Oil Co. for an order amending the applicable orders for the Bailey and/or Chimney Butte-Bakken Pools to establish four overlapping 2560-acre spacing units consisting of Sections 4, 5, 8 and 9; Sections 5, 6, 7 and 8. T.146N., R.94W.; Sections 6 and 7. T.146N., R.94W. and Sections 1 and 12. T.146N., R.95W.; Sections 18 and 19. T.146N., R.94W. and Sections 13 and 24. T.146N., R.95W., Dunn County, ND; authorize one horizontal well to be drilled on each such unit; and grant such other relief as may be appropriate.

Case No. 21907: (Continued) Proper spacing for the development of the Wheelock-Bakken Pool, Williams County, ND, redefine the field limits, and enact such special field rules as may be necessary. Crescent Point Energy U.S. Corp.; Hess Bakken Investments II, LLC

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. 22073: Application of Hess Bakken Investments II, LLC, for an order amending the applicable orders for the Capa-Bakken Pool to establish two overlapping 2560-acre spacing units consisting of Sections 29, 30, 31 and 32. T.155N., R.95W.; and Sections 30 and 31. T.155N., R.95W. and Sections 25 and 36. T.155N., R.96W., Williams County, ND, and authorize a horizontal well to be drilled on each such spacing unit, and granting such other relief as may be appropriate.

Case No. 22074: Application of Hess Bakken Investments II, LLC, for an order amending the applicable orders for the Alger-Bakken Pool to establish an overlapping 2560-acre spacing unit consisting of Sections 14, 15, 22 and 23. T.155N., R.93W., Mountrail County, ND, and authorize a horizontal well to be drilled thereon, and granting such other relief as may be appropriate.

Case No. 22075: Application of Hess Bakken Investments II, LLC, for an order amending the applicable orders for the Alkali Creek-Bakken Pool to establish an overlapping 2560-acre spacing unit consisting of Sections 1, 2, 11 and 12. T.154N., R.94W., Mountrail County, ND, and authorize a horizontal well to be drilled thereon, and granting such other relief as may be appropriate.

overlapping 2560-acre spacing unit consisting of Sections 1, 2, 11 and 12. T.154N., R.94W., Mountrail County, ND, and authorize a horizontal well to be drilled thereon, and granting such other relief as may be appropriate.

Case No. 22076: Application of Hess Bakken Investments II, LLC, for an order amending the applicable orders for the Robinson Lake and/or Alkali Creek-Bakken Pools to establish four overlapping 2560-acre spacing units consisting of Sections 5, 6, 7 and 8. T.154N., R.93W.; Sections 13 and 24. T.154N., R.94W. and Sections 18 and 19. T.154N., R.93W.; Sections 31 and 32. T.155N., R.93W. and Sections 5 and 6. T.154N., R.93W.; and Sections 33 and 34. T.155N., R.93W. and Sections 3 and 4. T.154N., R.93W., Mountrail County, ND, and authorize a horizontal well to be drilled thereon, and granting such other relief as may be appropriate.

Case No. 22077: Application of Hess Bakken Investments II, LLC, for an order amending the applicable orders for the Antelope-Sanish and Charlson-Bakken Pools to establish an overlapping 2560-acre spacing unit consisting of Sections 30 and 31. T.153N., R.94W. and Sections 25 and 36. T.153N., R.95W., McKenzie County, ND, and authorize up to two horizontal wells to be drilled thereon, and granting such other relief as may be appropriate.

Case No. 22078: Application of Hess Bakken Investments II, LLC, for an order amending the applicable orders for the Antelope-Sanish Pool to establish a 2560-acre spacing unit consisting of Sections 6 and 7. T.152N., R.94W. and Sections 1 and 12. T.152N., R.95W., McKenzie County, ND, and authorize up to twenty horizontal wells to be drilled thereon, and granting such other relief as may be appropriate.

Case No. 22079: Application of Hess Bakken Investments II, LLC, for an order amending the applicable orders for the Westberg-Bakken Pool (i) to authorize up to eleven horizontal wells to be drilled on a 1280-acre spacing unit described as Sections 17 and 20. T.152N., R.96W., McKenzie County, ND; (ii) to establish an overlapping 2560-acre spacing unit consisting of Sections 18 and 19. T.152N., R.96W. and Sections 13 and 24. T.152N., R.97W., and authorize a horizontal well to be drilled thereon; and (iii) granting such other relief as may be appropriate.

Case No. 22080: Application of Hess Bakken Investments II, LLC, for an order amending the applicable orders for the Blue Buttes-Bakken Pool to establish an overlapping 2560-acre spacing unit consisting of Sections 19, 20, 29 and 30. T.151N., R.95W., McKenzie County, ND, and authorize a horizontal well to be drilled thereon, and granting such other relief as may be appropriate.

Case No. 22081: Application of Hess Bakken Investments II, LLC, for an order amending the applicable orders for the Ellsworth-Bakken Pool to establish an overlapping 2560-acre spacing unit consisting of Sections 2, 3, 10 and 11. T.149N., R.100W., McKenzie County, ND, and authorize up to two horizontal wells to be drilled thereon, and granting such other relief as may be appropriate.

Case No. 22082: Application of Hess Bakken Investments II, LLC, for an order amending the applicable orders for the Ellsworth-Bakken Pool, McKenzie County, ND, to allow all wells to produce oil at an unrestricted rate and flare gas produced in association therewith, or for such other relief as may be appropriate.

Case No. 22083: Application of Hess Bakken Investments II, LLC, for an order amending the applicable orders for the Juniper-Bakken Pool to authorize up to six horizontal wells to be drilled on a 1280-acre spacing unit described as Sections 25 and 36. T.149N., R.99W., McKenzie County,

ND, and to establish an overlapping 2560-acre spacing unit consisting of Sections 25, 26, 35 and 36. T.149N., R.99W., and authorize up to two horizontal wells to be drilled thereon, and granting such other relief as may be appropriate.

Case No. 22084: Application of True Oil LLC for an order amending the applicable orders for the Red Wing Creek-Bakken Pool to establish two lay-down 1280-acre spacing units consisting of Sections 27 and 28; and Sections 33 and 34. T.148N., R.101W., McKenzie County, ND, to allow

up to four horizontal wells to be drilled on each such spacing unit; to grant relief from the Commission's 1220-foot setback policy for the initial horizontal well to be drilled on such spacing units; and to grant such other relief as is appropriate.

Case No. 22085: Application of SM Energy Co. for an order amending the applicable orders for the Charlson-Bakken Pool and the Keene-Bakken/Three Forks Pool, McKenzie County, ND, to establish two overlapping 2560-acre spacing units consisting of Sections 17, 18, 19 and 20; and Sections 19, 20, 29 and 30. T.153N., R.95W., and authorize a horizontal well to be drilled on each such spacing unit, or granting such other relief as is appropriate.

Case No. 22086: Application of SM Energy Co. for an order allowing the Grassy Butte 21X-21F well, located approximately 837 feet from the north line and 2140 feet from the west line of Section 21. T.146N., R.99W., McKenzie County, ND, to be completed in and produce from the Tyler Pool as an exception to the requirements of NDAC § 43-02-03-18, or granting such other relief as may be appropriate.

Case No. 22087: 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 such time as may be established by the Commission, or for such other relief as may be appropriate.

Case No. 22088: 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 such time as may be established by the Commission, or for such other relief as may be appropriate.

Case No. 22089: 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 such time as may be established by the Commission, or for such other relief as may be appropriate.

Case No. 21920: (Continued) Application of Sequel Energy, LLC to consider the temporary spacing to develop an oil and/or gas pool discovered by the KIT 11-15H-1522-147101-MB well located in the NWNW of Section 15, T.147N., R.101W., McKenzie County, ND, define the limits of the field, and enact such special field rules as may be necessary.

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. 21809: (Continued) Application of Petro-Hunt, LLC, for an order amending the applicable orders for the Charlson-Bakken Pool to establish an overlapping 2560-acre spacing unit consisting of Sections 31 and 32. T.154N., R.95W. and Sections 5 and 6. T.153N., R.95W., McKenzie and Williams Counties, ND, and authorize up to three horizontal wells to be drilled on such spacing unit, or such other and further relief as may be appropriate.

Case No. 21810: (Continued) Application of Petro-Hunt, LLC, for an order amending the applicable orders for the Charlson-Bakken Pool to establish an overlapping 2560-acre spacing unit consisting of Sections 33 and 34. T.154N., R.95W. and Sections 3 and 4. T.153N., R.95W., McKenzie and Williams Counties, ND, and authorize up to three horizontal wells to be drilled on such spacing unit, or such other and further relief as may be appropriate.

Case No. 22090: A motion of the Commission to determine the volume and value of the gas flared in violation of NDCC § 38-08-06.4 from the Gadeco, LLC #25-36H Golden well, NENW of Section 25, T.155N., R.99W., Epping-Bakken Pool, Williams County, ND, and such other relief as is appropriate.

Case No. 21799: (Continued) Application of WPX Energy Williston, LLC requesting an order suspending and, after hearing, revoking the permits issued to Enerplus Resources USA Corp. to drill the Earth Lodge 148-93-22A-21H TF well (File No. 21789) and 148-93-22A-21H well (File No. 21789).

21790). Round House 148-93-220-21H well (File No. 21914). Log House 148-93-220-21H Tl well (File No. 21915), on a spacing unit consisting of Sections 21 and 22, T.148N., R.93W., Dunn County, ND, and such other relief as the Commission may deem appropriate.

Case No. 21800: (Continued) Application of WPX Energy, Williston, LLC for an order amending the field rules for the Spotted Horn-Bakken Pool to establish one new overlapping 1280-acre spacing unit consisting of Sections 25 and 36, T.150N., R.94W., McKenzie County, ND, authorizing, but not requiring, the drilling, completing, and producing of a total not to exceed fourteen wells within the spacing unit, eliminating any tool error requirements, and such other relief as is appropriate.

Case No. 22018: (Continued) In the matter of the application of Emerald Oil, Inc. for an order designating Emerald Oil, Inc. as operator of the Gilbert T Rldl #26-35H well (File No. 27569) and Rosalie J Rldl #26-35H (File No. 27570), with surface locations in the NENW of Section 26, T.140N., R.98W., for the spacing unit consisting of Sections 26 and 35, T.140N., R.98W., Stark County, ND and such other relief as is appropriate.

Case No. 22091: On a motion of the Commission to review the authorization and permit under Order No. 16277 for the Prairie Disposal, LLC, Krenz Treating Plant, SESE Section 9, T.154N., R.95W., Hoffund Field, Williams County, ND, and such other relief as is appropriate.

Case No. 22092: On a motion of the Commission to review the authorization and permit under Order No. 8762, and Order No. 9637 for the Tervita, LLC Waste Oil Treating Plant, E/2 SW/4 Section 18, T.152N., R.101W., McKenzie County, ND, and such other relief as is appropriate.

Case No. 22093: Application of Mud Tech LLC, in accordance with NDAC § 43-02-03-51 for an order authorizing the construction of an oilfield waste treating/processing facility to be located in Lot 4, Section 13, T.152N., R.95W., McKenzie County, ND and such other relief as is appropriate.

Case No. 22094: Application of Dyad Convergex Systems for an order pursuant to NDAC § 43-02-03-51 authorizing the construction and operation of a treating plant in the S/2 SW/4 of Section 24, T.145N., R.95W., Dunn County, ND, and such other relief as is appropriate.

Case No. 21928: (Continued) Application of Dyad Corral Creek, LLC in accordance with NDAC § 43-02-03-51, for an order authorizing the construction of an oilfield waste treating/recycling facility to be located in the SWSW Section 19, T.147N., R.95W., Dunn County, ND for the purpose of salvaging, treating and recycling upstream petroleum wastes.

Case No. 22054: (Continued) Application of Horizon Oilfield Services, LLC, for an order pursuant to NDAC § 43-02-03-88.1 authorizing saltwater disposal into the

Dakota Group in the Horizon SWD #4 well, NWNW Section 23, T.148N., R.99W., Bully Field, McKenzie County, ND, pursuant to NDAC Chapter 43-02-05 and such other relief as is appropriate.

Case No. 22095: 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 13, 14, 23 and 24, T.163N., R.101W., Colgan-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 22096: 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 13 and 24, T.163N., R.101W., and Sections 18 and 19, T.163N., R.100W., Colgan-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 22097: 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 14, 15, 22 and 23, T.163N., R.101W., Colgan-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 22098: 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 4, 5, 8 and 9, T.163N., R.100W., West Ambrose-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

T.163N., R.100W., Colgan-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 22099: 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 5, 6, 7 and 8, T.163N., R.100W., Colgan-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 22100: 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, 17, 20 and 21, T.163N., R.100W., Colgan-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 22101: 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 17, 18, 19 and 20, T.163N., R.100W., Colgan-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 22102: 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.163N., R.100W., West Ambrose-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 22103: 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 2, 3, 10 and 11, T.163N., R.100W., West Ambrose-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 22104: 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 3, 4, 9 and 10, T.163N., R.100W., West Ambrose-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 22105: 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 13, 14, 23 and 24, T.163N., R.100W., West Ambrose-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 22106: 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 14, 15, 22 and 23, T.163N., R.100W., West Ambrose-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 22107: 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 15, 16, 21 and 22, T.163N., R.100W., West Ambrose-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 22108: 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 25, 26, 35 and 36, T.163N., R.100W., West Ambrose-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 22109: 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 26, 27, 34 and 35, T.163N., R.100W., West Ambrose-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 22110: 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 27, 28, 33 and 34, T.163N., R.100W., West Ambrose-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 22111: 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 18 and 19, T.163N., R.99W., and Sections 13 and 24, T.163N., R.100W., West Ambrose-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

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

Case No. 22112: 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, 17, 20 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. 22113: 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 17, 18, 19 and 20, 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. 22114: 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, 29, 32 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. 22115: 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, 30, 31 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. 22116: 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., and Sections 25 and 36, T.163N., R.100W., Ambrose-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 22117: 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 17, 18, 19 and 20, T.153N., R.95W., Charlson-Bakken or Keene-Bakken/ThreeForks Pool, McKenzie

County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 22118: 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 19, 20, 29 and 30, T.153N., R.95W., Keene-Bakken/Three Forks Pool, McKenzie County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 22119: 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 all of Sections 2, 11, 14 and 23, T.160N., R.95W., Stoneview-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 22120: 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 all of Sections 13 and 24, T.145N., R.98W., Little Knife-Bakken Pool, McKenzie County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 22121: 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 all of Sections 17 and 20, T.145N., R.97W., Little Knife-Bakken Pool, Dunn County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 22122: 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 all of Sections 14 and 23, T.144N., R.98W., Little Knife-Bakken Pool, Billings County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 22123: Application of Murex Petroleum Corp. for an order allowing up to eight horizontal wells to be drilled and completed on some or all of the 1280-acre spacing units in the McGregor-Bakken Pool, including all of Sections 33, T.159N., R.95W. and 4, T.158N., R.95W.; and Sections 32, T.159N., R.95W., and 5, T.158N., R.95W., Williams County, ND, or granting such other relief as is appropriate.

Case No. 22124: Application of Kodiak Oil & Gas (USA), Inc., for an order amending the applicable orders for the Truax-Bakken Pool, Williams County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 16 and 21, 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. 22125: Application of Kodiak Oil & Gas (USA) Inc. for an order amending the applicable orders for the Truax-Bakken Pool to authorize up to twenty horizontal wells to be drilled on three 1280-acre spacing units described as Sections 26 and 35; Sections 27 and 34; Sections 28 and 33, T.154N., R.98W., Williams County, ND, and for such other relief as may be appropriate.

Case No. 22126: Application of Oasis Petroleum North America LLC for an order authorizing up to eight horizontal wells to be drilled on each 1280-acre spacing unit in the Bonetrail-Bakken Pool, Williams County, ND, or granting such other relief as is appropriate.

Case No. 22127: Application of Oasis Petroleum North America LLC for an order authorizing up to sixteen horizontal wells to be drilled on a 640-acre spacing unit for the Alger-Bakken Pool described as Section 22, T.156N., R.92W., Mountrail County, ND, or granting such other relief as is appropriate.

Case No. 22128: Application of Oasis Petroleum North America LLC for an order authorizing up to fifteen horizontal wells to be drilled on a 1600-acre spacing unit for the Camp-Bakken Pool described as the S/2 of Section 10 and all of Sections 15 and 22, T.152N., R.100W., McKenzie County, ND, or granting such other relief as is appropriate.

Case No. 22129: Application of Oasis Petroleum North America LLC for an order authorizing up to eighteen horizontal wells to be drilled on two 1280-acre spacing units for the North Tobacco Garden-Bakken Pool described as Sections 14 and 23; and Sections 26 and 35, T.151N., R.99W., McKenzie County, ND, or granting such other relief as is appropriate.

Case No. 22130: Application of Whiting Oil & Gas Corp. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 3, 4, 9 and 10, 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. 22131: Application of Hess Bakken Investments II, LLC, for an order amending the applicable orders for the Sandrocks-Bakken Pool to authorize up to ten horizontal wells to be drilled on a 1280-acre spacing unit described as Sections 25 and 36, T.151N., R.100W., McKenzie County, ND, and granting such other relief as may be appropriate.

Case No. 22132: Application of Hess Bakken Investments II, LLC, for an order amending the applicable orders for the Hawkeye-Bakken Pool to authorize up to eleven horizontal wells to be drilled on a 1280-acre spacing unit described as Sections 17 and 20, T.152N., R.95W., McKenzie County, ND, and granting such other relief as may be appropriate.

Case No. 22133: Application of Hess Bakken Investments II, LLC, for an order amending the applicable orders for the Cherry Creek-Bakken Pool to authorize up to six horizontal wells to be drilled on two 1280-acre spacing units described as Sections 3 and 10; and Sections 15 and 22, T.149N., R.99W., McKenzie County, ND, and granting such other relief as may be appropriate.

Case No. 22134: 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 the W/2 of Sections 26 and 35 and the E/2 of Sections 27 and 34, T.150N., R.95W., Grail-Bakken Pool, McKenzie County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 22135: 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 the W/2 of Sections 27 and 34 and the E/2 of Sections 28 and 33, T.150N., R.95W., Grail-Bakken Pool, McKenzie County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 22136: 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 the W/2 of

Sections 26 and 33 and the E/2 of Sections 29 and 32, T.150N., R.95W., Grail-Bakken Pool, McKenzie County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 22137: 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 the W/2 of Sections 2 and 11 and the E/2 of Sections 3 and 10, T.149N., R.95W., Grail-Bakken Pool, McKenzie County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 22138: 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 the W/2 of Sections 3 and 10 and the E/2 of Sections 4 and 9, T.149N., R.95W., Grail-Bakken Pool, McKenzie County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 22139: 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 the W/2 of Sections 4 and 9 and the E/2 of Sections 5 and 8, T.149N., R.95W., Grail-Bakken Pool,

McKenzie County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 22140: 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 the W/2 of Sections 5 and 8 and the E/2 of Sections 6 and 7, T.149N., R.95W., Grail-Bakken Pool, McKenzie County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 22141: 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 the W/2 of Sections 26 and 35 and the E/2 of Sections 27 and 34, T.149N., R.95W., Grail-Bakken Pool, McKenzie County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 22142: 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 the W/2 of Sections 27 and 34 and the E/2 of Sections 28 and 33, T.149N., R.95W., Grail-Bakken Pool, McKenzie County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 22143: 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 the W/2 of Sections 6 and 7, T.149N., R.95W., and the E/2 of Sections 1 and 12, T.149N., R.96W., Croff-Bakken Pool, McKenzie County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 22144: 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 25 and 6, T.147N., R.92W., Wolf Bay-Bakken Pool, Dunn County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 22145: 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 3 and 10, T.146N., R.92W., Wolf Bay-Bakken Pool, Dunn County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 22146: 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 26, 27, 34 and 35, T.146N., R.95W., Killdeer-Bakken Pool, Dunn County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 22147: Application of Marathon Oil Co. for an order allowing oil and gas produced from Hubbel 24-24H well and the Jager 24-24TFH well, Sections 13 and 24, T.146N., R.94W., and the Bill Connolly 21-21 well, the Bluegrass 21-25TFH well, and Webber 21-25H well, Sections 25 and T.146N., R.94W., Dunn County, ND, Killdeer-Bakken Pool, to be commingled in a central production facility 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. 22148: Application of Marathon Oil Co. for an order allowing oil and gas produced from Ben Reckard 41-27H well, Sections 27 and 34, T.146N., R.94W., and the Ben Reckard 44-22H well, Sections 15 and 22, T.146N., R.94W., Dunn County, ND, Bailey-Bakken Pool, to be commingled in a central production facility 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. 22149: Application of Marathon Oil Co. for an order allowing oil and gas produced from Schmalz 34-22H well, Sections 15 and 22, T.144N., R.96W., the Deanna Steffan 44-22H well, Sections 15 and 22, T.144N., R.96W., and the T & D Steffan 21-27H well, Sections 27 and 34, T.144N., R.96W., Dunn County, ND, Murphy Creek-Bakken Pool, to be commingled in a central production facility 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. 22150: Application of Marathon Oil Co. for an order allowing oil and gas produced from Kovaloff 34-8H well, Sections 5 and 8, T.144N., R.95W., and the Kovaloff 41-17H well, Sections 17 and 20, T.144N., R.95W., Dunn County, ND, Murphy Creek-Bakken Pool, to be commingled in a central production facility 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. 22151: Application of Marathon Oil Co. for an order allowing oil and gas produced from State Kovaloff 11-16H well, Sections 16 and 21, T.144N., R.95W., and the Kovaloff 14-9H well, Sections 4 and 9, T.144N., R.95W., Dunn County, ND, Murphy Creek-Bakken Pool, to be commingled in a central production facility 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. 22152: Application of OXY USA Inc. for an order amending the applicable orders for the Fayette-Bakken Pool to allow up to twelve horizontal wells to be drilled on two 1280-acre spacing units described as Sections 27 and 34, T.143N., R.96W., and Sections 25 and 36, T.143N., R.97W., Dunn County, ND, or granting such other relief as is appropriate.

Case No. 22153: Application of OXY USA Inc. for an order amending the applicable orders for the Willmen-Bakken Pool to allow up to twelve horizontal wells to be drilled on two 1280-acre spacing units described as Sections 1 and 12, and Sections 13 and 24, T.142N., R.97W., Dunn County, ND, or granting such other relief as is appropriate.

Case No. 22154: Application of OXY USA Inc. for an order amending the applicable orders for the Manning-Bakken Pool to allow up to twelve horizontal wells to be drilled on two 1280-acre spacing units described as Sections 6 and 7, T.142N., R.95W., and Sections 3 and 10, T.142N., R.96W., Dunn County, ND, or granting such other relief as is appropriate.

Case No. 22155: Application of Luff Exploration Co. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as the E/2 of Section 36, T.129N., R.102W., and the W/2 of Section 31, T.129N., R.101W., Corey Butte-Red River Pool, Bowman County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 22156: Application of Crescent Point Energy U.S. Corp. for an order amending the field rules for the Colgan-Bakken Pool to allow up to nine horizontal wells to be drilled within the 1600-acre spacing unit described as Sections 29, 30, 31 and 32, T.164N., R.100W., Divide County, ND, and granting such other relief as may be appropriate.

Case No. 22157: Application of Newalta Corp. for an order pursuant to NDAC § 43-02-03-88.1 authorizing saltwater disposal into the Dakota Group in the New Town SWD #1 well, SENE Section 17, T.152N., R.91W., Big Bend Field, Mountrail County, ND, pursuant to NDAC Chapter 43-02-05 and such other relief as is appropriate.

Case No. 22158: Application of Buckhorn Energy Services, LLC for an order pursuant to NDAC § 43-02-03-88.1 authorizing saltwater disposal into the Dakota Group in the Larmer SWD #2 well, SENW Section 6, T.154N., R.95W., Hofflund Field, Williams County, ND, pursuant to NDAC Chapter 43-02-05 and such other relief as is appropriate.

Signed by,
Jack Dalrymple, Governor
Chairman, ND Industrial Commission
4/4 - 20714251



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

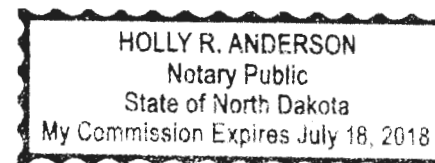
a printed copy of which is here attached, was published in The Journal on the following date:

April 23, 2014 271 lines @ 0.63 = \$170.73
TOTAL CHARGE \$170.73

Signed Cecile L. Krimm
Cecile L. Krimm, Publisher

Subscribed and sworn to before me April 14, 2014

Holly R. Anderson
Notary Public, State of North Dakota



**NORTH DAKOTA INDUSTRIAL
COMMISSION OIL AND
GAS DIVISION**

The North Dakota Industrial Commission will hold a public hearing at 9:00 a.m. Wednesday, April 23, 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, April 10, 2014.

STATE OF NORTH DAKOTA TO:

Case No. 22087: 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 such time as may be established by the Commission, or for such other relief as may be appropriate.

Case No. 22088: 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 such time as may be established by the Commission, or for such other relief as may be appropriate.

Case No. 22089: 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 such time as may be established by the Commission, or for such other relief as may be appropriate.

Case No. 22095: 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 13, 14, 23 and 24, T.163N., R.101W., Colgan-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 22096: 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 13 and 24, T.163N., R.101W. and Sections 18 and 19, T.163N., R.100W., Colgan-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 22097: 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 14, 15, 22 and 23, T.163N.,

R.101W., Colgan-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 22098: 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 4, 5, 8 and 9, T.163N., R.100W., Colgan-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 22099: 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 5, 6, 7 and 8, T.163N., R.100W., Colgan-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 22100: 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, 17, 20 and 21, T.163N., R.100W., Colgan-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 22101: 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 17, 18, 19 and 20, T.163N., R.100W., Colgan-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 22102: 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.163N., R.100W., West Ambrose-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 22103: 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 2, 3, 10 and 11, T.163N., R.100W., West Ambrose-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 22104: 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 3, 4, 9 and 10, T.163N., R.100W., West Ambrose-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 22105: 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 13, 14, 23 and 24, T.163N., R.100W., West Ambrose-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 22106: 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 14, 15, 22 and 23, T.163N., R.100W., West Ambrose-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 22107: 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 15, 16, 21 and 22, T.163N., R.100W., West Ambrose-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 22108: 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 25, 26, 35 and 36, T.163N., R.100W., West Ambrose-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 22109: 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 26, 27, 34 and 35, T.163N., R.100W., West Ambrose-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 22110: 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 27, 28, 33 and 34, T.163N., R.100W., West Ambrose-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 22111: 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 18 and 19, T.163N., R.99W. and Sections 13 and 24, T.163N., R.100W., West Ambrose-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 22112: 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, 17, 20 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. 22113: 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 17, 18, 19 and 20, 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. 22114: 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, 29, 32 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. 22115: 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, 30, 31 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. 22116: 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. and Sections 25 and 36, T.163N., R.100W., Ambrose-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 22119: Application of Petro-Hunt, L.L.C. for an order pursuant to NDAC § 43 02-03-88.1 pooling all interests in a spacing unit described as all of Sections 2, 11, 14 and 23, T.160N., R.95W., Stoneview-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 22156: Application of Crescent Point Energy U.S. Corp. for an order amending the field rules for the Colgan-Bakken Pool to allow up to nine horizontal wells to be drilled within the 1600-acre spacing unit described as Sections 29, 30, 31 and 32, T.164N., R.100W., Divide County, ND, and granting such other relief as may be appropriate.

Signed by,

Jack Dalrymple, Governor