

BEFORE THE INDUSTRIAL COMMISSION
OF THE STATE OF NORTH DAKOTA

CASE NO. 6692
ORDER NO. 7813

IN THE MATTER OF A HEARING
CALLED ON A MOTION OF THE
COMMISSION TO CONSIDER THE
APPLICATION OF CONOCO INC. FOR AN
ORDER POOLING ALL INTERESTS IN A
SPACING UNIT FOR THE
DICKINSON-LODGEPOLE POOL
DESCRIBED AS THE E/2 OF SECTION
33, T.140N., R.96W., STARK COUNTY
NORTH DAKOTA; AUTHORIZING THE
RECOVERY FROM EACH
NONPARTICIPATING LESSEE A RISK
PENALTY AS PROVIDED BY N.D.C.C. §
38-08-08 AND SUCH OTHER AND
FURTHER RELIEF AS THE COMMISSION
DEEMS APPROPRIATE.

ORDER OF THE COMMISSION

THE COMMISSION FINDS:

(1) This cause came on for hearing at 9:00 a.m. on the 26th day of March, 1997.

(2) The applicant is the owner of an interest in an oil and gas leasehold estate in a spacing unit for the Dickinson-Lodgepole Pool described as the E/2 of Section 33, Township 140 North, Range 96 West, Stark County, North Dakota.

(3) The spacing unit is created in accordance with an order of the Commission and there are separately owned tracts or separately owned interests in the spacing unit, and some of the owners have not voluntarily pooled their interests for the development and operation of the spacing unit.

(4) The Commission makes no findings with regard to the specific acreage or percentage attributed to separately owned tracts or interests.

(5) Section 38-08-08 of the North Dakota Century Code 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, if a lessee owning an interest in a spacing unit elects not to participate in the risk and cost of drilling a well thereon, the owner paying for the nonparticipating lessee's share of the drilling and operation of a well may recover from the nonparticipating lessee a risk penalty for the risk involved in drilling the well.

(6) The applicant requests an order of the Commission pooling all interests in the spacing unit.

(7) There were no objections to this application.

(8) In order to prevent waste and protect correlative rights this spacing unit should be pooled.

IT IS THEREFORE ORDERED:

(1) All oil and gas interests in a spacing unit for the Dickinson-Lodgepole Pool described as the E/2 of Section 33, Township 140 North, Range 96 West, Stark County, North Dakota, are hereby pooled for the development and operation of the spacing unit, and the well located thereon shall be the well for the spacing unit.

(2) This pooling order shall not determine the specific acreage to be attributed to separately owned tracts, or specific interests attributed to separately owned interests.

(3) The operator of the well 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 receive, without unnecessary expense, their just and equitable share of production from the spacing unit in the proportion as their interests may appear in the spacing unit.

(5) The working interest owners shall reimburse the operator for their proportionate share of the reasonable actual cost of drilling and operating the well, 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 a lessee owning an interest in the spacing unit elects not to participate in the risk and cost of drilling a well thereon, the owner paying for the nonparticipating lessee's share of the drilling and operation of a well may recover from the nonparticipating lessee a risk penalty for the risk involved in drilling the well. The risk penalty is one hundred percent of the nonparticipating lessee's share of the reasonable actual costs of drilling and completing the well and may be recovered out of, and only out of, production from the pooled spacing unit, as provided by section 38-08-10, exclusive of any royalty or overriding royalty. No risk penalty may be assessed against an unleased mineral interest.

(8) In the event the size of the spacing unit is modified by the Commission, this order terminates on the date of such order.

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

Dated this 21st day of April, 1997.

INDUSTRIAL COMMISSION
STATE OF NORTH DAKOTA

By the Director, on behalf of the Commission.

/s/ Wesley D. Norton, Director

STATE OF NORTH DAKOTA)
)
COUNTY OF BURLEIGH)
)


AFFIDAVIT OF MAILING

I, Donna Bauer, being duly sworn upon oath, depose and say: That on the 25th day of April 1997, I enclosed in separate envelopes true and correct copies of the attached Order No. 7813 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. 6692 :


John Morrison
Fleck, Mather & Strutz Ltd.
P. O. Box 2798
Bismarck, ND 58502

Lawrence Bender
Pearce & Durick
P. O. Box 400
Bismarck, ND 58502

James Turner
Conoco Inc.
10 Desta Drive
Midland, TX 79705


Donna Bauer
Oil & Gas Division

On this 25th day of April, 1997, before me personally appeared Donna Bauer 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
My Commission expires 11-3-98

AFFIDAVIT OF P. JAMES TURNER

That he has appeared before the North Dakota Industrial Commission (“Commission”) as a witness on numerous occasions and that his qualifications as a land witness have previously been accepted by the Commission as that of an expert in the area of petroleum land management.

3.

That in the course of his work he has ascertained and become familiar with the mineral ownership and leasehold ownership in the East Half (E½) of Section 33, Township 140 North, Range 96 West, Stark County, North Dakota ("Section 33");

4.

That to the best of his knowledge and belief, there are separately owned tracts or interests in mineral estate and/or leasehold estate in Section 33.

5.

That in the course of his work he has also become familiar with the orders of the Commission relative to spacing for Section 33 for the Dickinson-Lodgepole Pool.

6.

That by virtue of Commission Order No. 6932 entered in Case No. 5964 dated October 17, 1996, the East Half (E½) of Section 33 constitutes a spacing unit for the Dickinson-Lodgepole Pool.

8.

That Conoco Inc. is the owner of a portion of the leasehold estate in Section 33.

9.

That Conoco Inc. is currently drilling a well with a bottom hole location to be located in the East Half (E½) of Section 33 to be completed in the Dickinson-Lodgepole Pool.

10.

That voluntary pooling of the interests within said spacing unit has not been accomplished.

11.

That Conoco Inc. requests that the Commission, pursuant to N.D.C.C. § 38-08-08, enter its order pooling all interests in the spacing unit for the Dickinson-Lodgepole Pool described as the East Half (E½) of Section 33, Township 140 North, Range 96 West, Stark County, North Dakota, and in the event certain parties owning interests in and under East Half (E½) of Section 33 elect not to participate in the drilling of the horizontal well proposed by Conoco Inc. for East Half (E½) of Section 33, Conoco Inc. requests the authority, pursuant to N.D.C.C. § 38-08-08, to recoup a risk penalty from any such owner.

12.

That attached herewith as Exhibit 1 is a proposed order granting the relief requested by Conoco Inc.

DATED this _____ day of March, 1997.

P. JAMES TURNER

Subscribed and sworn to before me this _____ day of March, 1997.

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

EXHIBIT 1

BEFORE THE INDUSTRIAL COMMISSION OF THE STATE OF NORTH DAKOTA

CASE NO. 6692
ORDER NO. _____

IN THE MATTER OF THE APPLICATION OF CONOCO INC. FOR AN ORDER OF THE COMMISSION POOLING ALL INTERESTS IN A SPACING UNIT FOR THE DICKINSON-LODGEPOLE POOL DESCRIBED AS THE EAST HALF (E½) OF SECTION 33, TOWNSHIP 140 NORTH, RANGE 96 WEST, STARK COUNTY, NORTH DAKOTA; AUTHORIZING THE RECOVERY FROM EACH NONPARTICIPATING LESSEE A RISK PENALTY AS PROVIDED BY N.D.C.C. § 38-08-08 AND SUCH OTHER AND FURTHER RELIEF AS THE COMMISSION DEEMS APPROPRIATE.

ORDER OF THE COMMISSION

BY THE COMMISSION:

Pursuant to legal notice this cause came on for hearing at 9:00 a.m. on the 26th day of March, 1997, in Bismarck, North Dakota, before an examiner appointed by the Industrial Commission of North Dakota, hereinafter referred to as the "Commission."

NOW, on this _____ day of _____, 1997, the Director, on behalf of the Commission and as authorized by the Commission, having considered the testimony adduced and the exhibits received at said hearing, and being fully advised in the premises,

FINDS:

(1) Due public notice having been given as required by law, the Commission has jurisdiction of this matter.

(2) The applicant is the owner of an oil and gas leasehold estate in a spacing unit of the Dickinson-Lodgepole Pool described as the East Half (E½) of Section 33, Township 140 North, Range 96 West, Stark County, North Dakota.

(3) The spacing unit is created in accordance with an order of the Commission and there are separately owned tracts or separately owned interests in the spacing unit, and some of the owners have not voluntarily pooled their interests for the development and operation of the spacing unit.

(4) The Commission makes no findings with regard to the specific acreage or percentage attributed to separately owned tracts or interests.

(5) Section 38-08-08 of the North Dakota Century Code 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, Section 38-08-08 provides that if a lessee owning an interest in a spacing unit elects not to participate in the risk and cost of drilling a well thereon, the owner paying for the nonparticipating lessee's share of the drilling and operation of a well may recover from the nonparticipating lessee a risk penalty for the risk involved in drilling the well.

(6) The applicant requests an order of the Commission pooling all interests in the spacing unit, and allowing recovery of a risk penalty from nonparticipating lessees.

(7) There were no objections to this application.

(8) In order to prevent waste and protect correlative rights this spacing unit should be pooled.

IT IS THEREFORE ORDERED:

(1) All oil and gas interests in a spacing unit for the Dickinson-Lodgepole Pool described as the East Half (E½) of Section 33, Township 140 North, Range 96 West, Stark County, North Dakota, are hereby pooled for the development and operation of the spacing unit, and the well located thereon shall be the well for the spacing unit.

(2) This pooling order shall not determine the specific acreage to be attributed to separately owned tracts, or specific interests attributed to separately owned interests.

(3) The operator of the well 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 receive, without unnecessary expense, their just and equitable share of production from the spacing unit in the proportion as their interests may appear in the spacing unit.

(5) The working interest owners shall reimburse the operator for their proportionate share of the reasonable actual cost of drilling and operating the well, 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 a lessee owning an interest in the spacing unit elects not to participate in the risk and cost of drilling a well thereon, the owner paying for the nonparticipating lessee's share of the drilling and operation of a well may recover from the nonparticipating lessee a risk penalty for the risk involved in drilling the well. The risk penalty is one hundred percent of the non participating lessee's share of the reasonable actual costs of drilling and completing the well and may be recovered out of, and only out of, production from the pooled spacing unit, as provided by Section 38-08-10, exclusive of any royalty or overriding royalty. No risk penalty may be assessed against an unleased mineral interest.

(8) In the event the size of the spacing unit is modified by the Commission, this order terminates on the date of such order.

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

Dated this _____ day of _____, 1997.

INDUSTRIAL COMMISSION
STATE OF NORTH DAKOTA

By the Director, on behalf of the Commission.
/s/ Wesley D. Norton, Director



PROFESSIONAL LIMITED LIABILITY PARTNERSHIP

ATTORNEYS AT LAW

314 EAST THAYER AVENUE

P.O. BOX 400

BISMARCK, NORTH DAKOTA 58502

WILLIAM R. PEARCE 1910-1978
WILLIAM P. PEARCE
PATRICK W. DURICK
B. TIMOTHY DURICK
JOEL W. GILBERTSON
GARY R. THUNE *
DAVID E. REICH
JEROME C. KETTLESON
LARRY L. BOSCHEE ♦
LAWRENCE BENDER ♦
STEPHEN D. EASTON ♦
JONATHAN P. SANSTEAD



OF COUNSEL
HARRY J. PEARCE

March 27, 1997

Mr. Jack Wilborn
North Dakota Industrial Commission
Oil and Gas Division
600 E. Boulevard
Bismarck, ND 58505

HAND DELIVERED

**AFFIDAVIT OF P. JAMES TURNER
NDIC CASE NO. 6692**

Dear Jack:

As indicated earlier this week, please find enclosed herewith an original Affidavit of P. James Turner for filing in regard to the above-captioned case.

Should you have any questions, please advise.

Sincerely,

LAWRENCE BENDER

LB/leo

Enclosure

cc: Mr. Jim Turner - (w/enc.)

A circular library stamp from the University of Michigan Libraries. The text "UNIVERSITY OF MICHIGAN LIBRARIES" is curved along the top inner edge. In the center, there is a small emblem of a book. Below the emblem, the date "MAR 1997" is stamped in a bold, sans-serif font. The bottom half of the stamp is partially obscured by the text of the document.

**IN THE MATTER OF THE APPLICATION OF
CONOCO INC. FOR AN ORDER OF THE
COMMISSION POOLING ALL INTERESTS IN
A SPACING UNIT FOR THE DICKINSON-
LODGEPOLE POOL DESCRIBED AS THE
EAST HALF (E½) OF SECTION 33,
TOWNSHIP 140 NORTH, RANGE 96 WEST,
STARK COUNTY, NORTH DAKOTA;
AUTHORIZING THE RECOVERY FROM
EACH NONPARTICIPATING LESSEE A RISK
PENALTY AS PROVIDED BY N.D.C.C. § 38-08-
08 AND SUCH OTHER AND FURTHER
RELIEF AS THE COMMISSION DEEMS
APPROPRIATE.**

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

1.

2.

That he has appeared before the North Dakota Industrial Commission (“Commission”) as a witness on numerous occasions and that his qualifications as a land witness have previously been accepted by the Commission as that of an expert in the area of petroleum land management.

3.

That in the course of his work he has ascertained and become familiar with the mineral ownership and leasehold ownership in the East Half (E½) of Section 33, Township 140 North, Range 96 West, Stark County, North Dakota ("Section 33");

4.

That to the best of his knowledge and belief, there are separately owned tracts or interests in mineral estate and/or leasehold estate in Section 33.

5.

That in the course of his work he has also become familiar with the orders of the Commission relative to spacing for Section 33 for the Dickinson-Lodgepole Pool.

6.

That by virtue of Commission Order No. 6932 entered in Case No. 5964 dated October 17, 1996, the East Half (E½) of Section 33 constitutes a spacing unit for the Dickinson-Lodgepole Pool.

8.

That Conoco Inc. is the owner of a portion of the leasehold estate in Section 33.

9.

That Conoco Inc. is currently drilling a well with a bottom hole location to be located in the East Half (E½) of Section 33 to be completed in the Dickinson-Lodgepole Pool.

10.

That voluntary pooling of the interests within said spacing unit has not been accomplished.

11.

That Conoco Inc. requests that the Commission, pursuant to N.D.C.C. § 38-08-08, enter its order pooling all interests in the spacing unit for the Dickinson-Lodgepole Pool described as the East Half (E½) of Section 33, Township 140 North, Range 96 West, Stark County, North Dakota, and in the event certain parties owning interests in and under East Half (E½) of Section 33 elect not to participate in the drilling of the horizontal well proposed by Conoco Inc. for East Half (E½) of Section 33, Conoco Inc. requests the authority, pursuant to N.D.C.C. § 38-08-08, to recoup a risk penalty from any such owner.

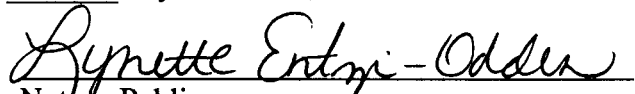
12.

That attached herewith as Exhibit 1 is a proposed order granting the relief requested by Conoco Inc.

DATED this 25th day of March, 1997.


P. JAMES TURNER

Subscribed and sworn to before me this 25th day of March, 1997.


Notary Public
County of Burleigh, State of North Dakota
My Commission Expires: 6-26-99

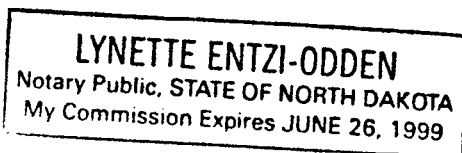


EXHIBIT 1

BEFORE THE INDUSTRIAL COMMISSION OF THE STATE OF NORTH DAKOTA

CASE NO. 6692
ORDER NO. _____

IN THE MATTER OF THE APPLICATION OF
CONOCO INC. FOR AN ORDER OF THE
COMMISSION POOLING ALL INTERESTS IN A
SPACING UNIT FOR THE DICKINSON-
LODGEPOLE POOL DESCRIBED AS THE EAST
HALF (E½) OF SECTION 33, TOWNSHIP 140
NORTH, RANGE 96 WEST, STARK COUNTY,
NORTH DAKOTA; AUTHORIZING THE
RECOVERY FROM EACH NONPARTICIPATING
LESSEE A RISK PENALTY AS PROVIDED BY
N.D.C.C. § 38-08-08 AND SUCH OTHER AND
FURTHER RELIEF AS THE COMMISSION
DEEMS APPROPRIATE.

ORDER OF THE COMMISSION

BY THE COMMISSION:

Pursuant to legal notice this cause came on for hearing at 9:00 a.m. on the 26th day of March, 1997, in Bismarck, North Dakota, before an examiner appointed by the Industrial Commission of North Dakota, hereinafter referred to as the "Commission."

NOW, on this ____ day of _____, 1997, the Director, on behalf of the Commission and as authorized by the Commission, having considered the testimony adduced and the exhibits received at said hearing, and being fully advised in the premises,

FINDS:

(1) Due public notice having been given as required by law, the Commission has jurisdiction of this matter.

(2) The applicant is the owner of an oil and gas leasehold estate in a spacing unit of the Dickinson-Lodgepole Pool described as the East Half (E½) of Section 33, Township 140 North, Range 96 West, Stark County, North Dakota.

(3) The spacing unit is created in accordance with an order of the Commission and there are separately owned tracts or separately owned interests in the spacing unit, and some of the owners have not voluntarily pooled their interests for the development and operation of the spacing unit.

(4) The Commission makes no findings with regard to the specific acreage or percentage attributed to separately owned tracts or interests.

(5) Section 38-08-08 of the North Dakota Century Code 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, Section 38-08-08 provides that if a lessee owning an interest in a spacing unit elects not to participate in the risk and cost of drilling a well thereon, the owner paying for the nonparticipating lessee's share of the drilling and operation of a well may recover from the nonparticipating lessee a risk penalty for the risk involved in drilling the well.

(6) The applicant requests an order of the Commission pooling all interests in the spacing unit, and allowing recovery of a risk penalty from nonparticipating lessees.

(7) There were no objections to this application.

(8) In order to prevent waste and protect correlative rights this spacing unit should be pooled.

IT IS THEREFORE ORDERED:

(1) All oil and gas interests in a spacing unit for the Dickinson-Lodgepole Pool described as the East Half (E½) of Section 33, Township 140 North, Range 96 West, Stark County, North Dakota, are hereby pooled for the development and operation of the spacing unit, and the well located thereon shall be the well for the spacing unit.

(2) This pooling order shall not determine the specific acreage to be attributed to separately owned tracts, or specific interests attributed to separately owned interests.

(3) The operator of the well 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 receive, without unnecessary expense, their just and equitable share of production from the spacing unit in the proportion as their interests may appear in the spacing unit.

(5) The working interest owners shall reimburse the operator for their proportionate share of the reasonable actual cost of drilling and operating the well, 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 a lessee owning an interest in the spacing unit elects not to participate in the risk and cost of drilling a well thereon, the owner paying for the nonparticipating lessee's share of the drilling and operation of a well may recover from the nonparticipating lessee a risk penalty for the risk involved in drilling the well. The risk penalty is one hundred percent of the non participating lessee's share of the reasonable actual costs of drilling and completing the well and may be recovered out of, and only out of, production from the pooled spacing unit, as provided by Section 38-08-10, exclusive of any royalty or overriding royalty. No risk penalty may be assessed against an unleased mineral interest.

(8) In the event the size of the spacing unit is modified by the Commission, this order terminates on the date of such order.

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

Dated this _____ day of _____, 1997.

INDUSTRIAL COMMISSION
STATE OF NORTH DAKOTA

By the Director, on behalf of the Commission.
/s/ Wesley D. Norton, Director

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

CASE NO. 6692

**IN THE MATTER OF THE APPLICATION OF
CONOCO INC. FOR AN ORDER OF THE
COMMISSION POOLING ALL INTERESTS IN
A SPACING UNIT FOR THE DICKINSON-
LODGEPOLE POOL DESCRIBED AS THE
EAST HALF (E½) OF SECTION 33,
TOWNSHIP 140 NORTH, RANGE 96 WEST,
STARK COUNTY, NORTH DAKOTA;
AUTHORIZING THE RECOVERY FROM
EACH NONPARTICIPATING LESSEE A RISK
PENALTY AS PROVIDED BY N.D.C.C. § 38-08-
08 AND SUCH OTHER AND FURTHER
RELIEF AS THE COMMISSION DEEMS
APPROPRIATE.**

APPLICATION OF CONOCO INC.

COMES NOW the applicant, Conoco Inc., and respectfully shows the North Dakota Industrial Commission ("Commission") as follows:

1.

That Conoco Inc. is the owner of an interest in the oil and gas leasehold estate in portions of the East Half (E½) of Section 33, Township 140 North, Range 96 West, Stark County, North Dakota ("Section 33").

2.

That such lands are currently within an area defined by the North Dakota Industrial Commission ("Commission") as the field boundaries for the Dickinson-Lodgepole Pool.

3.

That pursuant to Commission Order No. 6932 entered in Case No. 5964 dated October 17, 1996, proper spacing for the Dickinson-Lodgepole Pool has been established at one well to each 320 acres.

4.

That the East Half (E½) of Section 33 currently is the spacing unit for the Dickinson-Lodgepole Pool.

5.

That there are separately owned tracts or interests in mineral estate and leasehold estate in the East Half (E½) of Section 33.

6.

That voluntary pooling of the East Half (E½) of Section 33 has not been accomplished.

7.

That certain lessees owning leasehold interests in and under the East Half (E½) of Section 33 have elected not to participate in the drilling of a well to the Dickinson-Lodgepole Pool in said East Half (E½) of Section 33.

8.

That N.D.C.C. §38-08-08(1) provides, in part, that "when two or more separately owned tracts are embraced within a spacing unit, or when there are separately owned interests in all or a part of a spacing unit, . . . and in the absence of a voluntary pooling, the commission upon the application of any interested person shall enter an order pooling all interests in the spacing unit for the development and operations thereof."

9.

That N.D.C.C. § 38-08-08(3) provides, in part, as follows:

In addition to any costs and charges recoverable under subsections 1 and 2, if a lessee owning an interest in a spacing unit elects not to participate in the risk and cost of drilling a well thereon, the owner paying for the nonparticipating lessee's share of the drilling and operation of a well may recover from the nonparticipating lessee a risk penalty for the risk involved in drilling the well. The risk penalty is one hundred percent of the nonparticipating lessee's share of the reasonable actual costs of drilling and completing the well and may be recovered out of, and only out of, production from the pooled spacing unit, as provided by section 38-08-10, exclusive of any royalty or overriding royalty.

10.

That Conoco Inc. therefore requests that the Commission enter its order pooling all interests in a spacing unit for the Dickinson-Lodgepole Pool described as the East Half (E½) of Section 33, Township 140 North, Range 96 West, Stark County, North Dakota and authorize the recovery from each nonparticipating lessee a risk penalty as provided by N.D.C.C. § 38-08-08.

WHEREFORE, applicant requests that this matter be set for hearing pursuant to N.D. Admin. Code § 43-02-03-88.1 and that thereafter the Commission issue its order granting the relief requested and such other and further relief as the Commission may deem appropriate.

DATED this 24th day of February, 1997.

PEARCE & DURICK, PLLP

By


LAWRENCE BENDER

Attorneys for Applicant

Conoco Inc.

314 East Thayer Ave.

P. O. Box 400

Bismarck, ND 58502

STATE OF NORTH DAKOTA

)

) ss.

COUNTY OF BURLEIGH

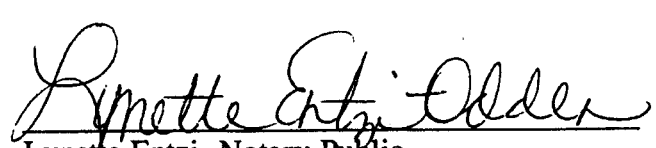
)

LAWRENCE BENDER being first duly sworn on oath, deposes and says that he is the attorney for the applicant 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, and belief.

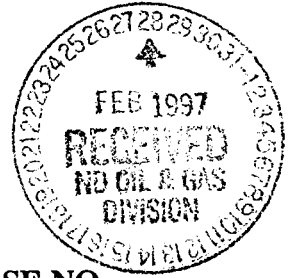

Lawrence Bender

Subscribed and sworn to before me this 24th day of February, 1997.

LYNETTE ENTZI-ODDEN
Notary Public, STATE OF NORTH DAKOTA
My Commission Expires JUNE 26, 1999


Lynette Entzi, Notary Public
Burleigh County, North Dakota
My Commission Expires: 6-26-99

BEFORE THE INDUSTRIAL COMMISSION
OF THE STATE OF NORTH DAKOTA



CASE NO.

6692

IN THE MATTER OF THE APPLICATION OF
CONOCO INC. FOR AN ORDER OF THE
COMMISSION POOLING ALL INTERESTS IN
A SPACING UNIT FOR THE DICKINSON-
LODGEPOLE POOL DESCRIBED AS THE
EAST HALF (E½) OF SECTION 33,
TOWNSHIP 140 NORTH, RANGE 96 WEST,
STARK COUNTY, NORTH DAKOTA;
AUTHORIZING THE RECOVERY FROM
EACH NONPARTICIPATING LESSEE A RISK
PENALTY AS PROVIDED BY N.D.C.C. § 38-08-
08 AND SUCH OTHER AND FURTHER
RELIEF AS THE COMMISSION DEEMS
APPROPRIATE.

AFFIDAVIT OF SERVICE BY MAIL

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

Lyn Odden, being first duly sworn, deposes and says that on the 27th day of February, 1997, she served the attached:

APPLICATION OF CONOCO INC.

by placing a true and correct copy thereof in an envelope addressed as follows:

Phoenix Energy Companies, Inc.
ATTN: Mr. Tom H. Cabe
5114 Yolanda Lane
Dallas, TX 75229

Lonesome Dove Petroleum, Inc.
ATTN: Mr. Brett A. Bodecker
P.O. Box 1229
Dickinson, ND 58602

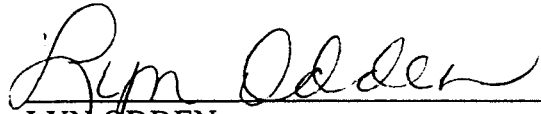
TransTexas Gas Corp.
ATTN: Mr. Dale F. Wetherbee
1300 East North Belt, Suite 310
Houston, TX 77032-2949

TransDakota Oil Corp.
ATTN: Mr. Dale F. Wetherbee
1300 East North Belt, Suite 310
Houston, TX 77032-2949

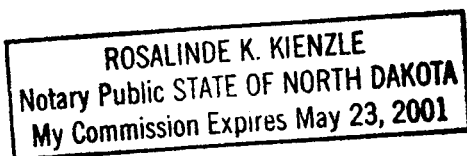
Lodgepole LLC
ATTN: Ms. Deborah Hewett
P.O. Drawer 171330
San Antonio, TX 78217

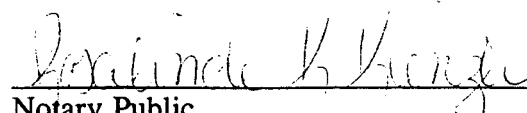
Southwestern Production Corp.
602 Park Point Drive, Suite 225
Golden, CO 80401

and depositing the same, with postage prepaid, certified mail, return receipt requested, in the United States mail at Bismarck, North Dakota.


LYN ODDEN

Subscribed and sworn to before me this 27th day of February, 1997.




Notary Public
Burleigh County, North Dakota
My Commission expires: May 23, 2001

Affidavit of Publication

THE DICKINSON PRESS
Dickinson, North Dakota



NOTICE OF PUBLICATION NORTH DAKOTA INDUSTRIAL COMMISSION BISMARCK, NORTH DAKOTA

The State of North Dakota by its Industrial Commission hereby gives notice pursuant to law and the rules and regulations of said Commission promulgated thereunder of the following public hearing to be held at 9:00 a.m. on [redacted] Doublewood Inn, 1400 East Interchange, Bismarck, North Dakota. For the purpose of this hearing, the Commission, any member thereof acting as Examiner, or an Examiner appointed by the Commission will receive testimony and exhibits.

ATTENTION PERSONS WITH DISABILITIES: If you plan to attend the hearing and will need special facilities or assistance relating to a disability, please contact the North Dakota Industrial Commission at 701-328-3722 by March 12, 1997.

STATE OF NORTH DAKOTA TO:

All named parties and persons having any right, title, interest, or claim in the following cases and notices to the public. **CASE NO. 6689:** ON A MOTION OF THE COMMISSION TO CONSIDER THE APPLICATION OF COENERGY ROCKIES, INC. FOR AN ORDER CERTIFYING THE HILINELDGEPOLE UNIT LOCATED IN STARK COUNTY, NORTH DAKOTA AS A "QUALIFYING SECONDARY RECOVERY PROJECT" FOR THE PURPOSE OF ACQUIRING THE TAX EXEMPTIONS AND/OR REDUCTIONS PROVIDED BY N.D.C.C. CHAPTER 57-51.1 AND SUCH OTHER AND FURTHER RELIEF AS THE COMMISSION MAY DEEM APPROPRIATE. **CASE NO. 6690:** ON A MOTION OF THE COMMISSION TO CONSIDER THE APPLICATION OF CONOCO INC. FOR AN ORDER AUTHORIZING THE FLARING OF GAS FROM THE PRIVRATSKY 12A #3 WELL, LOCATED IN THE NW/4 SE/4 OF SECTION 12, T.139N., R.97W., ELAND-LDGEPOLE POOL, STARK COUNTY, NORTH DAKOTA, AS AN EXCEPTION TO THE PROVISIONS OF SECTION 38-08-06.4 OF THE NORTH DAKOTA CENTURY CODE AND/OR SUCH FURTHER AND ADDITIONAL RELIEF AS THE COMMISSION MAY DEEM JUST AND APPROPRIATE. **CASE NO. 6691:** ON A MOTION OF THE COMMISSION TO CONSIDER THE APPLICATION OF CONOCO INC. FOR AN ORDER AUTHORIZING THE FLARING OF GAS FROM THE GRUMAN FL 18 #2 WELL, LOCATED IN THE NE/4 NW/4 OF SECTION 18, T.139N., R.96W., ELAND-LDGEPOLE POOL, STARK COUNTY, NORTH DAKOTA, AS AN EXCEPTION TO THE PROVISIONS OF SECTION 38-08-06.4 OF THE NORTH DAKOTA CENTURY CODE AND/OR SUCH FURTHER AND ADDITIONAL RELIEF AS THE COMMISSION MAY DEEM JUST AND APPROPRIATE.

ON A MOTION OF THE COMMISSION TO CONSIDER THE APPLICATION OF CONOCO INC. FOR AN ORDER POOLING ALL INTERESTS IN A SPACING UNIT FOR THE DICKINSON-LDGEPOLE POOL DESCRIBED AS THE E/2 OF SECTION 33, T.140N., R.96W., STARK COUNTY NORTH DAKOTA; AUTHORIZING THE RECOVERY FROM EACH NONPARTICIPATING LESSEE A RISK PENALTY AS PROVIDED BY N.D.C.C. § 38-08-08 AND SUCH OTHER AND FURTHER RELIEF AS THE COMMISSION DEEMS APPROPRIATE. **CASE NO. 6703:** ON A MOTION OF THE COMMISSION TO CONSIDER THE APPLICATION OF PHILLIPS PETROLEUM COMPANY FOR AN ORDER MODIFYING THE PROVISIONS OF ORDER NO. 7557 SO AS TO FURTHER RESTRICT PRODUCTION FROM SOME OR ALL OF THE WELLS IN THE WEST DICKINSON-LDGEPOLE POOL, CONSISTING OF THE N/2 OF SECTION 35 AND ALL OF SECTION 36, T.140N., R.97W., STARK COUNTY, NORTH DAKOTA, OR GRANTING SUCH OTHER AND FURTHER RELIEF AS MAY BE NECESSARY TO PROTECT CORRELATIVE RIGHTS AND PREVENT WASTE. **CASE NO. 6704:** ON A MOTION OF THE COMMISSION TO CONSIDER THE APPLICATION OF FORTSON OIL COMPANY FOR AN ORDER ALLOWING THE KOPFINGER #1 WELL, LOCATED IN THE N/2 OF SECTION 20, T.137N., R.95W., STARK COUNTY, NORTH DAKOTA, TO PRODUCE OIL AT AN UNRESTRICTED RATE AND FLARE GAS PRODUCED IN ASSOCIATION THEREWITH. **CASE NO. 6680: (CONTINUED)** ON A MOTION OF THE COMMISSION TO CONSIDER THE APPLICATION OF PHILLIPS PETROLEUM COMPANY FOR AN ORDER POOLING ALL INTERESTS IN A SPACING UNIT FOR THE STADIUM-LDGEPOLE POOL DESCRIBED AS THE E/2 OF SECTION 4, T.139N., R.96W., STARK COUNTY, NORTH DAKOTA, AND FURTHER DETERMINING THAT APPLICANT WAS NOT PROVIDED A REASONABLE OPPORTUNITY TO ELECT WHETHER TO PARTICIPATE IN THE COSTS OF DRILLING AND COMPLETING A WELL THEREON.

CASE NO. 6681: (CONTINUED) ON A MOTION OF THE COMMISSION TO CONSIDER THE APPLICATION OF DENNIS W. MESCHKE AND LEROY P. FETTING FOR AN ORDER POOLING ALL INTERESTS IN A SPACING UNIT FOR THE STADIUM-LDGEPOLE POOL DESCRIBED AS THE E/2 OF SECTION 4, T.139N., R.96W., STARK COUNTY, NORTH DAKOTA, AND FURTHER DETERMINING THAT APPLICANTS WERE NOT PROVIDED A REASONABLE OPPORTUNITY TO ELECT WHETHER TO PARTICIPATE IN THE COSTS OF DRILLING AND COMPLETING A WELL THEREON. **CASE NO. 6684: (CONTINUED)** ON A MOTION OF THE COMMISSION TO CONSIDER THE APPLICATION OF TRANSTEXAS GAS CORPORATION FOR AN ORDER POOLING ALL INTERESTS IN A SPACING UNIT FOR THE STADIUM-LDGEPOLE POOL DESCRIBED AS THE E/2 OF SECTION 4, T.139N., R.96W., STARK COUNTY, NORTH DAKOTA, AND AUTHORIZING THE APPLICANT TO RECOVER FROM EACH LESSEE WHO ELECTED NOT TO PARTICIPATE IN THE DRILLING OF THE DINDALE #2 WELL LOCATED THEREIN A RISK PENALTY IN ACCORDANCE WITH SECTION 38-08-08 OF THE NORTH DAKOTA CENTURY CODE, AND SUCH OTHER AND FURTHER RELIEF AS THE COMMISSION DEEMS APPROPRIATE.

Signed by,
Edward T. Schafer, Governor
Chairman, ND Industrial
Commission
(Published March 6, 1997)

STATE OF NORTH DAKOTA)
County of Stark) ss

I, Belle L. Krank being first duly sworn, say that I am the bookkeeper of The Dickinson Press, a paper of general circulation, printed and published at [redacted] said county and state, and that the advertisement headed

Notice Of Publication Case No. 6689-6690-6691-6703-6704-6680-6681-6684

a printed copy of which is hereunto annexed, was printed in The Dickinson Press, and in the regular and extraordinary each and every number for 1 consecutive weeks,

on the 6th day of March A.D. 19 97,
on the 6th day of March A.D. 19 97, by

Straight Matter Lines	<u>137</u>	
First Time Line Rate	<u>.57</u>	<u>March 6</u>
Subsequent Line Rates	<u>.57</u>	
Column Inches	<u></u>	
First Time Inch Rate	<u>5.00</u>	
Subsequent Inch Rate	<u>5.00</u>	
Total Cost Of Legal	<u>\$ 78.09</u>	

Subscribed and sworn to before me this 6th
March A.D. 19 97.

(Seal) [Signature]

Notary Public, State of North Dakota

MARILYN WAN
Notary Public, State of North Dakota

My Commission Expires

NOTICE OF PUBLICATION
NORTH DAKOTA INDUSTRIAL
COMMISSION

BISMARCK, NORTH DAKOTA

The State of North Dakota by its Industrial Commission hereby gives notice pursuant to law and the rules and regulations of said Commission promulgated thereunder, of the following public hearing to be held at 9:30 a.m. on March 26, 1977, Doublewood Inn, 1400 East Interchange, Bismarck, North Dakota. For the purpose of this hearing, the Commission, any member thereof acting as Examiner, or an Examiner appointed by the Commission will receive testimony and exhibits.

ATTENTION PERSONS WITH DISABILITIES: If you plan to attend the hearing and will need special facilities or assistance relating to a disability, please contact the North Dakota Industrial Commission at 701-328-3722 by March 12, 1977.

STATE OF NORTH DAKOTA:

All named parties and persons having any right, title, interest, or claim in the following cases and notices to the public. CASE NO. 6465: ON A MOTION OF THE COMMISSION TO CONSIDER THE TEMPORARY SPACING FOR THE DEVELOPMENT OF AN OIL AND/OR GAS POOL DISCOVERED BY BURLINGTON RESOURCES OIL & GAS, INC. #4-35 SKJELVIK WELL, LOCATED IN THE NW 1/4 OF SECTION 25, T.150N., R.97W., MCKENZIE COUNTY, NORTH DAKOTA, DEFINE THE LIMITS OF

THE FIELD, AND ENACT SUCH SPECIAL FIELD RULES AS MAY BE NECESSARY. CASE NO. 6466: ON A MOTION OF THE COMMISSION TO CONSIDER THE APPLICATION OF CONTINENTAL RESOURCES, INC. FOR AN ORDER AMENDING ORDER NO. 7725 ALLOWING THE FOLLOWING DESCRIBED WELLS: MURPHY #1-10 WELL, LOCATED IN SECTION 10, T.132N., R.107W.; PONDEROSA #1-15 WELL, LOCATED IN SECTION 15, T.132N., R.107W.; MADLEY #1-11F WELL, LOCATED IN SECTION 11, T.132N., R.107W.; DUFFIELD #1-14 WELL, LOCATED IN SECTION 14, T.132N., R.107W.; BIDDY #1-12 WELL, LOCATED IN SECTION 12, T.132N., R.107W.; FLOR #1-28 WELL, LOCATED IN SECTION 28, T.132N., R.106W.; MAJORIE #1-27F WELL, LOCATED IN SECTION 27, T.132N., R.106W.; P BAR #1-31 WELL, LOCATED IN SECTION 31, T.132N., R.106W.; ANDREW #1-32F WELL, LOCATED IN SECTION 32, T.132N., R.106W.; DOBS #1-33 WELL, LOCATED IN SECTION 33, T.132N., R.106W.; GEORGY #1-34 WELL, LOCATED IN SECTION 34, T.132N., R.106W.; TO BE PRODUCED INTO A CENTRAL TANK BATTERY OR PRODUCTION FACILITY TO BE KNOWN AS THE DUFFIELD CTB AND TO BE LOCATED IN SECTION 74, T.132N., R.107W.; CEDAR HILLS-RED RIVER 'B' POOL, BOWMAN COUNTY, NORTH DAKOTA, AS AN EXCEPTION TO THE PROVISIONS OF N.D. ADMIN. CODE 43-02-03-48 AND 43-02-03-49, AND SUCH FURTHER AND ADDITIONAL RELIEF AS THE COMMISSION DEEMS APPROPRIATE. CASE NO. 6467: ON A MOTION OF THE COMMISSION TO CONSIDER THE APPLICATION OF CONTINENTAL RESOURCES, INC. FOR AN ORDER ALLOWING THE PRODUCTION FROM THE FOLLOWING DESCRIBED WELLS: SUNNY SLOPE #1-14F WELL, LOCATED IN SECTION 14, T.131N., R.107W.; RUSCH #1-11F WELL, LOCATED IN SECTION 11, T.131N., R.107W.; PORCUPINE #1-10F WELL, LOCATED IN SECTION 10, T.131N., R.107W.; HENRY #1-2F WELL, LOCATED IN SECTION 2, T.131N., R.107W.; ESTELLA #1-2F WELL, LOCATED IN SECTION 3, T.131N., R.107W.; BOBART #1-34F WELL, LOCATED IN SECTION 34, T.131N., R.107W.; SCOTT #1-11 WELL, LOCATED IN SECTION 11, T.131N., R.107W.; SOPHIA #1-12 WELL, LOCATED IN SECTION 12, T.131N., R.107W.; VANDERVORT #1-15F WELL, LOCATED IN SECTION 15, T.131N., R.107W.; KELLY #1-13 WELL, LOCATED IN SECTION 13, T.131N., R.107W.; PRONGHORN #1-12F WELL, LOCATED IN SECTION 23, T.131N., R.107W.; TO BE PRODUCED INTO A CENTRAL TANK BATTERY OR PRODUCTION FACILITY TO BE KNOWN AS THE SUNNY SLOPE CTB AND TO BE LOCATED IN SECTION 14, T.131N., R.107W.; CEDAR HILLS-RED RIVER 'B' POOL, BOWMAN COUNTY, NORTH DAKOTA, AS AN EXCEPTION TO THE PROVISIONS OF N.D. ADMIN. CODE 43-02-03-48 AND 43-02-03-49, AND SUCH FURTHER AND ADDITIONAL RELIEF AS THE COMMISSION DEEMS APPROPRIATE. CASE NO. 6468: ON A MOTION OF THE COMMISSION TO CONSIDER THE APPLICATION OF CONTINENTAL RESOURCES, INC. FOR AN ORDER AMENDING ORDER NO. 7727 AND ALLOWING THE PRODUCTION FROM THE FOLLOWING DESCRIBED WELLS: LATNESS #1-21F WELL, LOCATED IN SECTION 21, T.132N., R.106W.; LITTLE BEAVER #1-24F WELL, LOCATED IN SECTION 24, T.132N., R.107W.; BRADAC #1-25 WELL, LOCATED IN SECTION 25, T.132N., R.107W.; ROBERT #1-19 WELL, LOCATED IN SECTION 19, T.132N., R.106W.; THERESA #1-20 WELL, LOCATED IN SECTION 20, T.132N., R.106W.; LITTLE MISSOURI #1-22 WELL, LOCATED IN SECTION 22, T.132N., R.106W.; DANIEL #1-165 WELL, LOCATED IN SECTION 16, T.132N., R.106W.; HEGGE #1-365 WELL, LOCATED IN SECTION 36, T.132N., R.107W.; SWEDEN #1-38 WELL, LOCATED IN SECTIONS 5 & 8, T.132N., R.106W.; ADAIR #1-9 WELL, LOCATED IN SECTIONS 4 & 9, T.132N., R.106W.; FRANK #1-18F WELL, LOCATED IN SECTION 18, T.132N., R.106W.; WINCHESTER #1-17 WELL, LOCATED IN SECTION 17, T.132N., R.106W.; TO BE PRODUCED INTO A CENTRAL TANK BATTERY OR PRODUCTION FACILITY TO BE KNOWN AS THE BRADAC CTB AND TO BE LOCATED IN SECTION 29, T.132N., R.106W.; CEDAR HILLS-RED RIVER 'B' POOL, BOWMAN COUNTY, NORTH DAKOTA, AS AN EXCEPTION TO THE PROVISIONS OF N.D. ADMIN. CODE 43-02-03-48 AND 43-02-03-49, AND SUCH FURTHER AND ADDITIONAL RELIEF AS THE COMMISSION DEEMS APPROPRIATE. CASE NO. 6469: ON A MOTION OF THE COMMISSION TO CONSIDER THE APPLICATION OF COENERGY ROCKIES, INC. FOR AN ORDER CERTIFYING THE HILL LODGE POOL UNIT, LOCATED IN STARK COUNTY, NORTH DAKOTA AS A 'QUALIFYING SECONDARY RECOVERY PROJECT' FOR THE PURPOSE OF ACQUIRING THE TAX EXEMPTIONS AND/OR RE-

CHAPTER 57-51.1 AND SUCH OTHER AND FURTHER RELIEF AS MAY BE NECESSARY. CASE NO. 6470: ON A MOTION OF THE COMMISSION TO CONSIDER THE APPLICATION OF CONOCO INC. FOR AN ORDER AUTHORIZING THE FLARING OF GAS FROM THE PRIVATE SKY 12A #3 WELL, LOCATED IN THE NW 1/4 SE 1/4 OF SECTION 12, T.139N., R.97W., ELAND LODGE POOL, STARK COUNTY, NORTH DAKOTA, AS AN EXCEPTION TO THE PROVISIONS OF SECTION 34-08-04.4 OF THE NORTH DAKOTA CENTURY CODE AND/OR SUCH FURTHER AND ADDITIONAL RELIEF AS THE COMMISSION MAY DEEM JUST AND APPROPRIATE. CASE NO. 6471: ON A MOTION OF THE COMMISSION TO CONSIDER THE APPLICATION OF CONOCO INC. FOR AN ORDER AUTHORIZING THE FLARING OF GAS FROM THE GRUMAN FL 18 #2 WELL, LOCATED IN THE NE 1/4 NW 1/4 OF SECTION 18, T.139N., R.96W., ELAND LODGE POOL, STARK COUNTY, NORTH DAKOTA, AS AN EXCEPTION TO THE PROVISIONS OF SECTION 34-08-04.4 OF THE NORTH DAKOTA CENTURY CODE AND/OR SUCH FURTHER AND ADDITIONAL RELIEF AS THE COMMISSION MAY DEEM JUST AND APPROPRIATE. CASE NO. 6472: ON A MOTION OF THE COMMISSION TO CONSIDER THE APPLICATION OF CONOCO INC. FOR AN ORDER POOLING ALL INTERESTS IN A SPACING UNIT FOR THE DICKINSON-LODGE POOL DESCRIBED AS THE E2 OF SECTION 31, T.140N., R.95W., STARK COUNTY, NORTH DAKOTA; AUTHORIZING THE RECOVERY FROM EACH LESSEE PARTICIPATING LESSEE A RISK PENALTY AS PROVIDED BY N.D.C.C. 38-08-06 AND SUCH OTHER AND FURTHER RELIEF AS THE COMMISSION DEEMS APPROPRIATE. CASE NO. 6473: ON A MOTION OF THE COMMISSION TO CONSIDER THE APPLICATION OF CHEESAPEAKE OPERATING, INC. FOR AN ORDER AMENDING THE FIELD RULES FOR THE POE-MADISON POOL SO AS TO CREATE AND ESTABLISH A 320-ACRE SPACING UNIT CONSISTING OF THE W 1/2 OF SECTION 17, T.151N., R.100W., MCKENZIE COUNTY, NORTH DAKOTA, AUTHORIZING THE DRILLING OF A HORIZONTAL WELL THEREIN, AND/OR SUCH OTHER AND FURTHER RELIEF AS THE COMMISSION DEEMS APPROPRIATE. CASE NO. 6474: ON A MOTION OF THE COMMISSION TO CONSIDER THE TEMPORARY SPACING FOR THE DEVELOPMENT OF AN OIL AND/OR GAS POOL DISCOVERED BY BURLINGTON RESOURCES OIL & GAS COMPANY #13-12H WARNER ET AL WELL, LOCATED IN THE NW 1/4 OF SECTION 12, T.143N., R.90W., BURKE COUNTY, NORTH DAKOTA, DEFINE THE LIMITS OF THE FIELD, AND ENACT SUCH SPECIAL FIELD RULES AS MAY BE NECESSARY. CASE NO. 6475: ON A MOTION OF THE COMMISSION TO CONSIDER THE TEMPORARY SPACING FOR THE DEVELOPMENT OF AN OIL AND/OR GAS POOL DISCOVERED BY BURLINGTON RESOURCES OIL & GAS COMPANY #1-18H FEDERAL HARR WELL, LOCATED IN THE NE 1/4 OF SECTION 18, T.131N., R.105W., BOWMAN COUNTY, NORTH DAKOTA, DEFINE THE LIMITS OF THE FIELD, AND ENACT SUCH SPECIAL FIELD RULES AS MAY BE NECESSARY. CASE NO. 6476: ON A MOTION OF THE COMMISSION TO CONSIDER THE APPLICATION OF BURLINGTON RESOURCES OIL & GAS COMPANY FOR AN ORDER EXTENDING THE BOUNDARIES OF THE CARTER-MADISON POOL AND ESTABLISHING A ZONE OF 640-ACRE SPACING FOR THE DEVELOPMENT OF SAID POOL THROUGH HORIZONTAL DRILLING CONSISTING OF ALL OF SECTIONS 12, 13, 14, 22, 23, 24, 25, 26 AND 27, T.142N., R.90W., AND ALL OF SECTIONS 7, 18, 19 AND 20, T.142N., R.90W., ALL IN BURKE COUNTY, NORTH DAKOTA, AND ALLOWING ONE HORIZONTAL WELL IN EACH 640-ACRE SPACING UNIT AT ANY LOCATION NOT CLOSER THAN 500 FEET TO THE BOUNDARY OF SUCH SPACING UNIT, AND FOR SUCH OTHER AND FURTHER RELIEF THAT THE COMMISSION DEEMS APPROPRIATE. CASE NO. 6477: ON A MOTION OF THE COMMISSION TO CONSIDER THE APPLICATION OF BURLINGTON RESOURCES OIL & GAS COMPANY FOR AN ORDER ALLOWING IT TO PRODUCE OIL AND GAS FROM THE MADISON POOL AND/OR INJECT WATER INTO THE MADISON POOL THROUGH THE WELL BORE OF THE MOI #1-23H WELL, LOCATED APPROXIMATELY 300 FEET FROM THE NORTH LINE AND 230 FEET FROM THE EAST LINE OF SECTION 23, T.145N., R.101W., MCKENZIE COUNTY, NORTH DAKOTA, AS AN EXCEPTION TO THE APPLICABLE ORDERS AND RULES OF THE COMMISSION. CASE NO. 6478: ON A MOTION OF THE COMMISSION TO CONSIDER THE APPLICATION OF BURLINGTON RESOURCES OIL & GAS COMPANY FOR AN ORDER AUTHORIZING THE COMMINGLING, PURSUANT TO ORDER NO. 7466 OF

THE COMMISSION, DATED JUNE 19, 1976, IN A CENTRAL TANK BATTERY OF OIL AND GAS PRODUCED FROM THE FEDERAL JONES #1-4H WELL, LOCATED IN SECTION 4, T.131N., R.106W., BOWMAN COUNTY, NORTH DAKOTA; AND THE PEDERSEN #1-7H WELL, LOCATED IN SECTION 7, T.131N., R.106W., BOWMAN COUNTY, NORTH DAKOTA. CASE NO. 6479: ON A MOTION OF THE COMMISSION TO CONSIDER THE APPLICATION OF BURLINGTON RESOURCES OIL & GAS COMPANY FOR AN ORDER AUTHORIZING THE COMMINGLING, PURSUANT TO ORDER NO. 7465 OF THE COMMISSION, DATED JUNE 19, 1976, IN A CENTRAL TANK BATTERY OF OIL AND GAS PRODUCED FROM THE TRAMPE #1-4H WELL, LOCATED IN SECTION 4, T.130N., R.105W., BOWMAN COUNTY, NORTH DAKOTA; THE FEDERAL-BUCHHOLZ #1-34H WELL, LOCATED IN SECTION 34, T.131N., R.105W., BOWMAN COUNTY, NORTH DAKOTA; AND THE MOI BUCHHOLZ #1-2H WELL, LOCATED IN SECTION 2, T.130N., R.105W., BOWMAN COUNTY, NORTH DAKOTA. CASE NO. 6480: ON A MOTION OF THE COMMISSION TO CONSIDER THE APPLICATION OF BURLINGTON RESOURCES OIL & GAS COMPANY FOR AN ORDER ALLOWING THE COMMINGLING IN A CENTRAL PRODUCTION FACILITY OF OIL AND GAS PRODUCED FROM THE BRADAC #1-23H WELL, LOCATED IN SECTION 23, T.132N., R.107W.; THE SPRY #1-13H WELL, LOCATED IN SECTION 13, T.132N., R.107W.; THE FEDERAL GIBBS #1-34H WELL, LOCATED IN SECTION 34, T.132N., R.107W.; THE BRADAC #1-27H WELL, LOCATED IN SECTION 27, T.132N., R.107W.; THE MESCHKE #1-15H WELL, WITH A SURFACE LOCATION IN SECTION 15, AND A BOTTOM HOLE LOCATION IN SECTION 22, BOTH LOCATED IN T.132N., R.107W.; THE JOHNSON #1-14H WELL, LOCATED IN SECTION 7, T.132N., R.106W.; AND THE OSTROW #1-43SH WELL, LOCATED IN SECTION 35, T.132N., R.107W., ALL IN BOWMAN COUNTY, NORTH DAKOTA; AND FOR SUCH OTHER AND FURTHER RELIEF AS THE COMMISSION MAY DEEM APPROPRIATE. CASE NO. 6481: ON A MOTION OF THE COMMISSION TO CONSIDER THE APPLICATION OF BURLINGTON RESOURCES OIL & GAS COMPANY FOR AN ORDER AUTHORIZING THE COMMINGLING, PURSUANT TO ORDER NO. 7208 OF THE COMMISSION, DATED FEBRUARY 22, 1976, IN A CENTRAL TANK BATTERY OF OIL AND GAS PRODUCED FROM THE FEDERAL COYOTE #1-4H WELL, LOCATED IN SECTION 4, T.131N., R.105W., BOWMAN COUNTY, NORTH DAKOTA. CASE NO. 6482: ON A MOTION OF THE COMMISSION TO CONSIDER THE APPLICATION OF BURLINGTON RESOURCES OIL & GAS COMPANY FOR AN ORDER POOLING ALL INTERESTS IN A SPACING UNIT FOR THE CEDAR HILLS-RED RIVER 'B' POOL DESCRIBED AS THE E2 OF SECTION 27, T.132N., R.107W., BOWMAN COUNTY, NORTH DAKOTA, AND AUTHORIZING THE APPLICANT TO RECOVER FROM EACH LESSEE WHO ELECTS NOT TO PARTICIPATE IN THE DRILLING OF A WELL THEREON A RISK PENALTY IN ACCORDANCE WITH SECTION 38-08-06 OF THE NORTH DAKOTA CENTURY CODE, AND SUCH OTHER AND FURTHER RELIEF AS THE COMMISSION DEEMS APPROPRIATE. CASE NO. 6483: ON A MOTION OF THE COMMISSION TO CONSIDER THE APPLICATION OF PHILLIPS PETROLEUM COMPANY FOR AN ORDER MODIFYING THE PROVISIONS OF ORDER NO. 7357 SO AS TO FURTHER RESTRICT PRODUCTION FROM SOME OR ALL OF THE WELLS IN THE WEST DICKINSON-LODGE POOL, CONSISTING OF THE N 1/2 OF SECTION 35 AND ALL OF SECTION 24, T.140N., R.97W.; STARK COUNTY, NORTH DAKOTA, OR GRANTING SUCH OTHER AND FURTHER RELIEF AS MAY BE NECESSARY TO PROTECT CORRELATIVE RIGHTS AND PREVENT WASTE. CASE NO. 6484: ON A MOTION OF THE COMMISSION TO CONSIDER THE APPLICATION OF FORTSON OIL COMPANY FOR AN ORDER ALLOWING THE KOPPINGER #1 WELL, LOCATED IN THE N 1/2 OF SECTION 20, T.137N., R.95W., STARK COUNTY, NORTH DAKOTA, TO PRODUCE OIL AT AN UNRESTRICTED RATE AND FLARE GAS PRODUCED IN ASSOCIATION THEREWITH. CASE NO. 6485: ON A MOTION OF THE COMMISSION TO CONSIDER THE APPLICATION OF TOP OPERATING CO. FOR AN ORDER PURSUANT TO NORTH DAKOTA ADMINISTRATIVE CODE 43-02-03-88.1 POOLING ALL INTERESTS IN A SPACING UNIT FOR THE RUSCH #2 WELL IN THE SHERWOOD-MADISON POOL DESCRIBED AS THE S 1/2 SW 1/4 OF SECTION 3, T.143N., R.95W., RENVILLE COUNTY, NORTH DAKOTA. CASE NO. 6486: ON A MOTION OF THE COMMISSION TO CONSIDER REINSTATING ORDER NO. 4783 PERTAINING TO THE 160-ACRE PROPER SPACING FOR THE TEMPLE-DUPERRON POOL LOCATED IN WILLIAMS COUNTY, NORTH DAKOTA, AND MAKING ANY NEC-

CESSARY AMENDMENTS TO SAID SPACING AND ENACT SUCH SPECIAL FIELD RULES AS MAY BE NECESSARY. BERCO RESOURCES, INC. CASE NO. 6445: (CONTINUED) ON A MOTION OF THE COMMISSION TO CONSIDER THE PROPER SPACING FOR THE DEVELOPMENT OF THE RATTLESNAKE BUTTES-RED RIVER POOL, BOWMAN COUNTY, NORTH DAKOTA, REDEFINE THE LIMITS OF THE FIELD, AND ENACT SUCH SPECIAL FIELD RULES AS MAY BE NECESSARY. BURLINGTON RESOURCES OIL & GAS COMPANY. CASE NO. 6446: (CONTINUED) ON A MOTION OF THE COMMISSION TO CONSIDER THE APPLICATION OF AMERADA HESS CORPORATION FOR AN ORDER ESTABLISHING TEMPORARY SPACING FOR THE DEVELOPMENT OF AN OIL AND/OR GAS POOL DISCOVERED BY THE SWENSON #20-22 WELL, LOCATED IN THE NW 1/4 OF SECTION 20, T.132N., R.95W., MCKENZIE COUNTY, NORTH DAKOTA, DEFINING THE LIMITS OF THE FIELD, AND ENACTING SUCH FIELD RULES AS MAY BE NECESSARY. CASE NO. 6447: (CONTINUED) ON A MOTION OF THE COMMISSION TO CONSIDER THE APPLICATION OF AMERADA HESS CORPORATION FOR AN ORDER POOLING ALL INTERESTS IN A SPACING UNIT FOR THE HAWKEYE-ORDOVICIAN POOL, OR THE HAWKEYE-WINNIPEG AND HAWKEYE-DEADWOOD POOLS, CONSISTING OF ALL OF SECTION 20, T.132N., R.95W., MCKENZIE COUNTY, NORTH DAKOTA, OR SUCH OTHER AND FURTHER RELIEF AS THE COMMISSION MAY DEEM APPROPRIATE. CASE NO. 6448: (CONTINUED) ON A MOTION OF THE COMMISSION TO CONSIDER THE APPLICATION OF PHILLIPS PETROLEUM COMPANY FOR AN ORDER POOLING ALL INTERESTS IN A SPACING UNIT FOR THE STADIUM-LODGE POOL DESCRIBED AS THE E2 OF SECTION 4, T.139N., R.96W., STARK COUNTY, NORTH DAKOTA, AND FURTHER DETERMINING THAT APPLICANTS HAVE NOT PROVIDED A REASONABLE OPPORTUNITY TO PARTICIPATE IN THE COSTS OF DRILLING AND COMPLETING A WELL THEREON. CASE NO. 6449: (CONTINUED) ON A MOTION OF THE COMMISSION TO CONSIDER THE APPLICATION OF DENNIS W. MESCHKE AND EROY FETTIG FOR AN ORDER POOLING ALL INTERESTS IN A SPACING UNIT FOR THE STADIUM-LODGE POOL DESCRIBED AS THE E2 OF SECTION 4, T.139N., R.96W., STARK COUNTY, NORTH DAKOTA, AND AUTHORIZING THE APPLICANT TO RECOVER FROM EACH LESSEE WHO ELECTED NOT TO PARTICIPATE IN THE DRILLING OF THE DINDALE #2-4 WELL LOCATED THEREIN A RISK PENALTY IN ACCORDANCE WITH SECTION 38-08-06 OF THE NORTH DAKOTA CENTURY CODE, AND SUCH OTHER AND FURTHER RELIEF AS THE COMMISSION DEEMS APPROPRIATE. CASE NO. 6450: ON A MOTION OF THE COMMISSION TO CONSIDER THE APPLICATION OF TRANSTEXAS GAS CORPORATION FOR AN ORDER POOLING ALL INTERESTS IN A SPACING UNIT FOR THE STADIUM-LODGE POOL DESCRIBED AS THE E2 OF SECTION 4, T.139N., R.96W., STARK COUNTY, NORTH DAKOTA, AND AUTHORIZING THE APPLICANT TO RECOVER FROM EACH LESSEE WHO ELECTED NOT TO PARTICIPATE IN THE DRILLING OF THE DINDALE #2-4 WELL LOCATED THEREIN A RISK PENALTY IN ACCORDANCE WITH SECTION 38-08-06 OF THE NORTH DAKOTA CENTURY CODE, AND SUCH OTHER AND FURTHER RELIEF AS THE COMMISSION DEEMS APPROPRIATE. CASE NO. 6451: ON A MOTION OF THE COMMISSION TO CONSIDER THE APPLICATION OF BURLINGTON RESOURCES OIL & GAS COMPANY FOR AN ORDER EXPANDING THE BARTA-MADISON POOL SO AS TO INCLUDE THE W 1/2 OF SECTION 4, T.141N., R.97W., DUNN COUNTY, NORTH DAKOTA; WITHIN SAID POOL; CREATING A 320-ACRE SPACING UNIT FOR THE POOL-HORIZONTAL WELL TO BE DRILLED AND COMPLETED THEREON AT ANY LOCATION NOT CLOSER THAN 500 FEET TO THE BOUNDARIES OF THE 320-ACRE SPACING UNIT; AND GRANTING SUCH OTHER AND FURTHER RELIEF AS MAY BE NECESSARY. CASE NO. 6452: ON A MOTION OF THE COMMISSION TO CONSIDER THE APPLICATION OF BURLINGTON RESOURCES OIL & GAS COMPANY FOR AN ORDER EXPANDING THE WILLAMEN-MADISON POOL SO AS TO INCLUDE THE W 1/2 OF SECTION 15, T.142N., R.97W., DUNN COUNTY, NORTH DAKOTA, WITHIN SAID POOL; CREATING A 320-ACRE SPACING UNIT FOR THE POOL DESCRIBED AS THE W 1/2 OF SAID SECTION 15 AND ALLOWING A HORIZONTAL WELL TO BE DRILLED AND COMPLETED THEREON AT ANY LOCATION NOT CLOSER THAN 500 FEET TO THE BOUNDARIES OF THE 320-ACRE SPACING UNIT; AND GRANTING SUCH OTHER AND FURTHER RELIEF AS MAY BE NECESSARY.

Signed by:
Edward J. Schafer, Governor
Chairman, ND Industrial Commission