

BEFORE THE INDUSTRIAL COMMISSION
OF THE STATE OF NORTH DAKOTA

CASE NO. 14794
ORDER NO. 17070

IN THE MATTER OF A HEARING CALLED ON A MOTION OF THE COMMISSION TO CONSIDER THE APPLICATION OF BAYTEX ENERGY USA LTD. FOR AN ORDER EXTENDING THE FIELD BOUNDARIES AND AMENDING THE FIELD RULES FOR THE BURG-BAKKEN POOL TO CREATE AND ESTABLISH TWELVE 1280-ACRE SPACING UNITS COMPRISED OF SECTIONS 1 AND 12; SECTIONS 13 AND 24; SECTIONS 25 AND 36, T.160N., R.100W.; SECTIONS 6 AND 7; SECTIONS 18 AND 19; SECTIONS 30 AND 31, T.160N., R.99W.; SECTIONS 5 AND 8; SECTIONS 6 AND 7; SECTIONS 17 AND 20; SECTIONS 18 AND 19; SECTIONS 29 AND 32; AND SECTIONS 30 AND 31, T.160N., R.98W., DIVIDE COUNTY, ND, AUTHORIZING THE DRILLING OF ONE HORIZONTAL WELL ON EACH SPACING UNIT, 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 26th day of May, 2011.
- (2) The witnesses for Baytex Energy USA Limited (Baytex) provided telephonic testimony in this matter pursuant to North Dakota Administrative Code (NDAC) Section 43-02-03-88.2. Telephonic Communication Affidavits were received on June 1, 2011; therefore, such testimony may be considered evidence.
- (3) Baytex made application to the Commission for an order extending the field boundaries and amending the field rules for the Burg-Bakken Pool to create and establish twelve 1280-acre spacing units comprised of Sections 1 and 12; Sections 13 and 24; Sections 25 and 36, Township 160 North, Range 100 West; Sections 6 and 7; Sections 18 and 19; Sections 30 and 31, Township 160 North, Range 99 West (Sections 6, 7, 18, 19, 30, and 31); Sections 5 and 8; Sections 6 and 7; Sections 17 and 20; Sections 18 and 19; Sections 29 and 32; and Sections 30 and 31, Township 160 North, Range 98 West, Divide County, North Dakota, authorizing the drilling of one horizontal well on each spacing unit, and such other relief as is appropriate.

(4) Order No. 15311 entered in Case No. 13044, the most recent spacing order for the Burg-Bakken Pool, established proper spacing for the development of Zone I at one horizontal well per 640 acres and Zone II at one horizontal well per 1280 acres.

(5) Sections 6, 7, 18, 19, 30, and 31 are adjacent to the Burg Field and within the buffer zone of Zone I in the Burg-Bakken Pool.

(6) Baytex presented evidence the Burg-Bakken Pool underlies Sections 6, 7, 18, 19, 30, and 31; therefore, the boundary of the Burg Field should be extended to include such lands.

(7) The Commission does not as a matter of practice, establish pools without prior establishment of production in the field. However, in order to ease confusion and provide for orderly development in the area, the Smoky Butte Field and the Smoky Butte-Bakken Pool should be established to include Sections 1 through 36, Township 160 North, Range 100 West, Divide County, North Dakota, to prevent waste, avoid the drilling of unnecessary wells, and protect correlative rights. The operator of the first producing well in the Smoky Butte-Bakken Pool should submit exhibits to be included in the record for this case similar to those typically submitted in a temporary spacing hearing, subsequent to completing the first producing well in the Smoky Butte-Bakken Pool.

(8) The Commission does not as a matter of practice, establish pools without prior establishment of production in the field. However, in order to ease confusion and provide for orderly development in the area, the Skabo-Bakken Pool should be established to include Sections 1 through 36, Township 160 North, Range 98 West, Divide County, North Dakota, to prevent waste, avoid the drilling of unnecessary wells, and protect correlative rights. The operator of the first producing well in the Skabo-Bakken Pool should submit exhibits to be included in the record for this case similar to those typically submitted in a temporary spacing hearing, subsequent to completing the first producing well in the Skabo-Bakken Pool.

(9) Order No. 14497 entered in Case No. 12245, established Sections 1 and 12; Sections 2 and 11; Sections 3 and 10; Sections 4 and 9; Sections 5 and 8; Sections 6 and 7; Sections 13 and 24; Sections 14 and 23; Sections 15 and 22; Sections 16 and 21; Sections 17 and 20; Sections 18 and 19; Sections 25 and 36; Sections 26 and 35; Sections 27 and 34; Sections 28 and 33; Sections 29 and 32; Sections 30 and 31, Township 160 North, Range 100 West; Sections 1 and 12; Sections 2 and 11; Sections 3 and 10; Sections 4 and 9; Sections 5 and 8; Sections 6 and 7; Sections 13 and 24; Sections 14 and 23; Sections 15 and 22; Sections 16 and 21; Sections 17 and 20; Sections 18 and 19; Sections 25 and 36; Sections 26 and 35; Sections 27 and 34; Sections 28 and 33; Sections 29 and 32; and Sections 30 and 31, Township 160 North, Range 98 West, Divide County, North Dakota, as 1280-acre drilling units for the exclusive purpose of drilling one horizontal well within each said drilling unit within the Bakken Pool. These drilling units will be included as spacing units in the Smoky Butte or Skabo-Bakken Pools.

(10) The Baytex #1PB Knudsvig 12-1-160-100H well (File No. 20942) is a horizontal well permitted in the Bakken Pool in the drilling unit described as Sections 1 and 12, Township 160 North, Range 100 West, Divide County, North Dakota, from a surface location 300 feet from the south line and 2213 feet from the east line of said Section 12 to a bottom hole location in the NW/4 NE/4 of said Section 1. The Baytex #1NC Bragg 32-29-160-98H well (File No. 20684) is a horizontal well permitted in the Bakken Pool in the drilling unit described as Sections 29 and

32, Township 160 North, Range 98 West, Divide County, North Dakota, at a surface location 273 feet from the south line and 2303 feet from the west line of said Section 32. There are no other wells currently permitted to or producing from the Bakken Pool in Sections 6, 7, 18, 19, 30, or 31, or Sections 1 through 36, Township 160 North, Range 100 West, or Sections 1 through 36, Township 160 North, Range 98 West, Divide County, North Dakota.

(11) Baytex proposes to develop the upper Three Forks Formation in the Bakken Pool underlying each proposed 1280-acre spacing unit described as Sections 6 and 7; Sections 18 and 19; Sections 30 and 31; and Sections 1 and 12; Sections 13 and 24; Sections 25 and 36, Township 160 North, Range 100 West; Sections 5 and 8; Sections 6 and 7; Sections 17 and 20; Sections 18 and 19; Sections 29 and 32; and Sections 30 and 31, Township 160 North, Range 98 West, Divide County, North Dakota, by drilling a single-lateral horizontal well approximately down the long axis. The horizontal well design proposed may be preliminary and could be changed for various reasons which is permissible as long as the horizontal well design still justifies the proposed spacing unit.

(12) The Commission will take administrative notice of the testimony given in Case No. 12246 which was scheduled on a motion of the Commission to consider amending the current Bakken Pool field rules to eliminate or reduce the setbacks currently established for the heel and toe of horizontal wells in North Dakota, and such other relief as is appropriate, heard on March 23, 2010. Order No. 14498 entered in Case No. 12246 amended all current 660 or 500-foot setback requirements in any established Bakken Pool spacing unit or drilling unit relative to the heel and toe of a horizontal well to 200 feet.

(13) There were no objections to this application.

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

IT IS THEREFORE ORDERED:

(1) Order No. 14497 as it pertains to Sections 1 and 12; Sections 2 and 11; Sections 3 and 10; Sections 4 and 9; Sections 5 and 8; Sections 6 and 7; Sections 13 and 24; Sections 14 and 23; Sections 15 and 22; Sections 16 and 21; Sections 17 and 20; Sections 18 and 19; Sections 25 and 36; Sections 26 and 35; Sections 27 and 34; Sections 28 and 33; Sections 29 and 32; Sections 30 and 31, Township 160 North, Range 100 West; Sections 1 and 12; Sections 2 and 11; Sections 3 and 10; Sections 4 and 9; Sections 5 and 8; Sections 6 and 7; Sections 13 and 24; Sections 14 and 23; Sections 15 and 22; Sections 16 and 21; Sections 17 and 20; Sections 18 and 19; Sections 25 and 36; Sections 26 and 35; Sections 27 and 34; Sections 28 and 33; Sections 29 and 32; and Sections 30 and 31, Township 160 North, Range 98 West, Divide County, North Dakota, is hereby rescinded.

(2) Sections 6 and 7; Sections 18 and 19; and Sections 30 and 31, Township 160 North, Range 99 West, Divide County, North Dakota, are hereby established as standup 1280-acre spacing units for the exclusive purpose of drilling one horizontal well within each said spacing unit within the Burg-Bakken Pool and Zone II is hereby extended to include said spacing units.

Existing and future vertical and directional wells drilled within the spacing units herein established shall not be subject to this order.

(3) Sections 1 and 12; Sections 2 and 11; Sections 3 and 10; Sections 4 and 9; Sections 5 and 8; Sections 6 and 7; Sections 13 and 24; Sections 14 and 23; Sections 15 and 22; Sections 16 and 21; Sections 17 and 20; Sections 18 and 19; Sections 25 and 36; Sections 26 and 35; Sections 27 and 34; Sections 28 and 33; Sections 29 and 32; and Sections 30 and 31, Township 160 North, Range 100 West, Divide County, North Dakota, are hereby established as standup 1280-acre spacing units for the exclusive purpose of drilling one horizontal well within each said spacing unit within the Smoky Butte-Bakken Pool. Existing and future vertical and directional wells drilled within the spacing units herein established shall not be subject to this order.

(4) Sections 1 and 12; Sections 2 and 11; Sections 3 and 10; Sections 4 and 9; Sections 5 and 8; Sections 6 and 7; Sections 13 and 24; Sections 14 and 23; Sections 15 and 22; Sections 16 and 21; Sections 17 and 20; Sections 18 and 19; Sections 25 and 36; Sections 26 and 35; Sections 27 and 34; Sections 28 and 33; Sections 29 and 32; and Sections 30 and 31, Township 160 North, Range 98 West, Divide County, North Dakota, are hereby established as standup 1280-acre spacing units for the exclusive purpose of drilling one horizontal well within each said spacing unit within the Skabo-Bakken Pool. Existing and future vertical and directional wells drilled within the spacing units herein established shall not be subject to this order.

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

(6) The operator of the first producing well in the Smoky Butte and Skabo-Bakken Pools shall submit exhibits to be included in the record for this case, Case No. 14794, similar to those typically submitted in a temporary spacing hearing. Such exhibits must be submitted within 120 days after completing said wells.

(7) Provisions established herein for the Burg-Bakken Pool are for the exclusive purpose of drilling horizontal wells. Existing and future vertical and directional wells drilled within the area defined in paragraph (8) below shall not be subject to this order.

(8) The Burg Field is hereby redefined as the following described tracts of land in Divide and Williams Counties, North Dakota:

TOWNSHIP 161 NORTH, RANGE 99 WEST, 5TH PM
ALL OF SECTIONS 13, 24, 25 AND 36,

TOWNSHIP 160 NORTH, RANGE 99 WEST, 5TH PM
ALL OF SECTIONS 1 THROUGH 36, INCLUSIVE,

TOWNSHIP 159 NORTH, RANGE 99 WEST, 5TH PM
ALL OF SECTIONS 1 THROUGH 36, INCLUSIVE,

together with those additional sections or governmental lots corresponding thereto as may be proven productive by wells drilled on lands within one mile of the boundaries of the field as set forth above, provided further that such extensions of the field boundaries shall include only sufficient acreage to form a spacing unit for such wells, and any intervening lands.

(9) The Burg-Bakken Pool is hereby redefined as the following described tracts of land in Divide and Williams Counties, North Dakota:

ZONE I (640H)

TOWNSHIP 160 NORTH, RANGE 99 WEST, 5TH PM
ALL OF SECTIONS 17 AND 24,

TOWNSHIP 159 NORTH, RANGE 99 WEST, 5TH PM
ALL OF SECTION 4,

together with those additional sections or governmental lots corresponding thereto as may be proven productive by wells drilled on lands within one mile of the boundaries of the field as set forth above, provided further that such extensions of the field boundaries shall include only sufficient acreage to form a spacing unit for such wells, and any intervening lands.

ZONE II (1280H-STANDUP)

TOWNSHIP 161 NORTH, RANGE 99 WEST, 5TH PM
ALL OF SECTIONS 13, 24, 25 AND 36,

TOWNSHIP 160 NORTH, RANGE 99 WEST, 5TH PM
ALL OF SECTIONS 1 THROUGH 36, INCLUSIVE,

TOWNSHIP 159 NORTH, RANGE 99 WEST, 5TH PM
ALL OF SECTIONS 1 THROUGH 36, INCLUSIVE.

(10) The Burg-Bakken Pool is hereby defined as that accumulation of oil and gas found in the interval from 50 feet above the top of the Bakken Formation to 50 feet below the top of the Three Forks Formation within the limits of the field as set forth above.

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

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

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

(14) Sections 13 and 24; Sections 17 and 20, Township 160 North, Range 99 West, Divide County; and Sections 4 and 9, Township 159 North, Range 99 West, Williams County, North Dakota, are also designated standup 1280-acre spacing units in Zone II in the Burg-Bakken Pool.

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

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

(17) Sections 13 and 24; Sections 25 and 36, Township 161 North, Range 99 West; Sections 1 and 12; Sections 2 and 11; Sections 3 and 10; Sections 4 and 9; Sections 5 and 8; Sections 6 and 7; Sections 13 and 24; Sections 14 and 23; Sections 15 and 22; Sections 16 and 21; Sections 17 and 20; Sections 18 and 19; Sections 25 and 36; Sections 26 and 35; Sections 27 and 34; Sections 28 and 33; Sections 29 and 32; Sections 30 and 31, Township 160 North, Range 99 West, Divide County; Sections 1 and 12; Sections 2 and 11; Sections 3 and 10; Sections 4 and 9; Sections 5 and 8; Sections 6 and 7; Sections 13 and 24; Sections 14 and 23; Sections 15 and 22; Sections 16 and 21; Sections 17 and 20; Sections 18 and 19; Sections 25 and 36; Sections 26 and 35; Sections 27 and 34; Sections 28 and 33; Sections 29 and 32; and Sections 30 and 31, Township 159 North, Range 99 West, Williams County, North Dakota, are hereby designated standup 1280-acre spacing units in Zone II in the Burg-Bakken Pool.

(18) Spacing units hereafter created in Zone II in the Burg-Bakken Pool shall be standup spacing units consisting of two adjacent governmental sections.

(19) Section 17; Section 24, Township 160 North, Range 99 West, Divide County; and Section 4, Township 159 North, Range 99 West, Williams County, North Dakota, are also designated 640-acre spacing units in Zone I in the Burg-Bakken Pool.

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

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

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

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

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

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

- (a) The surface casing shall consist of new or reconditioned pipe that has been previously tested to 1000 pounds per square inch. The casing shall be set and cemented at a point not less than 50 feet below the base of the Fox Hills Formation. Sufficient cement shall be used to fill the annular space outside the pipe to the surface of the ground, or the bottom of the cellar, and sufficient scratchers and centralizers shall be used to assure a good cement job. Cement shall be allowed to stand a minimum of 12 hours before drilling the plug or initiating tests. The quality of cement shall conform to the standards provided under NDAC Section 43-02-03-21;
- (b) The producing or oil string shall consist of new or reconditioned pipe that has been previously tested to 2000 pounds per square inch. Casing shall be set and cemented at a point not higher than the top of the producing formation, or at a point approved by the Director. Sufficient cement shall be used and applied in such a manner as to protect and isolate all formations containing oil and/or gas, protect the pipe through salt sections encountered, and isolate the Dakota-Lakota Series. The cement shall be allowed to stand a minimum of 15 hours before drilling the plug or initiating tests. The quality of cement shall conform to the standards provided under NDAC Section 43-02-03-21. After cementing, the casing shall be tested by application of pump pressure of at least 1500 pounds per square inch. If, at the end of 30 minutes this pressure has dropped 150 pounds per square inch or more, the casing shall be repaired. Thereafter, the casing shall again be tested in the same manner. Further work shall not proceed until a satisfactory test has been obtained;
- (c) All well-head fittings and connections shall have a working pressure in excess of that to which they are expected to be subjected; and,
- (d) All wells shall be equipped with tubing; a tubing packer must also be utilized in flowing wells unless a waiver is obtained from the Director after demonstrating the casing will not be subjected to excessive pressure or corrosion; all tubing shall be of sufficient internal diameter to allow the passage of a bottom hole pressure gauge for the purpose of obtaining bottom hole pressure measurements.

(26) The gas-oil ratio of all wells not connected to a gas gathering system shall be measured annually during the month of May. The reservoir pressure shall be measured in any well completed in the Burg-Bakken Pool if deemed necessary by the Director. Drill stem test pressures are acceptable for determining reservoir pressure. Pressure measurements shall be made at or adjusted to a subsea datum of 6500 feet. All gas-oil ratio and reservoir pressure determinations shall be made by methods approved by the Director and reported to the Director within 15 days following the end of the month in which they are determined. The Director is authorized to waive these requirements if the necessity therefore can be demonstrated to his satisfaction. All additional gas-oil ratio and reservoir pressure determinations conducted on any well, but not specially required herein, shall be reported to the Director within 15 days following the end of the month in which they are determined.

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

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

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

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

(31) The operator of the first producing well in the Smoky Butte-Bakken Pool shall submit exhibits to be included in the record for this case, Case No. 14794, similar to those typically submitted in a temporary spacing hearing. Such exhibits must be submitted within 120 days after completing said wells.

(32) Provisions established herein for the Smoky Butte-Bakken Pool are for the exclusive purpose of drilling horizontal wells. Existing and future vertical and directional wells drilled within the area defined in paragraph (33) below shall not be subject to this order.

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

TOWNSHIP 160 NORTH, RANGE 100 WEST, 5TH PM
ALL OF SECTIONS 1 THROUGH 36, INCLUSIVE.

(34) The Smoky Butte-Bakken Pool is hereby defined as that accumulation of oil and gas found in the interval from 50 feet above the top of the Bakken Formation to 50 feet below the top of the Three Forks Formation within the limits of the field as set forth above.

(35) The temporary spacing for the development of the Smoky Butte-Bakken Pool is hereby set at one horizontal well per standup 1280-acre spacing unit.

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

(37) Sections 1 and 12; Sections 2 and 11; Sections 3 and 10; Sections 4 and 9; Sections 5 and 8; Sections 6 and 7; Sections 13 and 24; Sections 14 and 23; Sections 15 and 22; Sections 16 and 21; Sections 17 and 20; Sections 18 and 19; Sections 25 and 36; Sections 26 and 35; Sections 27 and 34; Sections 28 and 33; Sections 29 and 32; and Sections 30 and 31, Township 160 North, Range 100 West, Divide County, North Dakota, are hereby designated standup 1280-acre spacing units in the Smoky Butte-Bakken Pool.

(38) Spacing units hereafter created in the Smoky Butte-Bakken Pool shall be standup spacing units consisting of two adjacent governmental sections.

(39) The Smoky Butte-Bakken Pool shall not be extended except by further order of the Commission after due notice and hearing.

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

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

(42) The Commission shall have continuing jurisdiction in this matter and specifically reserves the authority, upon its own motion or the motion of any interested party, to: (1) review the spacing requirements for the Smoky Butte-Bakken Pool; and, (2) make such further

amendments or modifications to the spacing requirements for the Smoky Butte-Bakken Pool as the Commission deems appropriate.

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

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

- (a) The surface casing shall consist of new or reconditioned pipe that has been previously tested to 1000 pounds per square inch. The casing shall be set and cemented at a point not less than 50 feet below the base of the Fox Hills Formation. Sufficient cement shall be used to fill the annular space outside the pipe to the surface of the ground, or the bottom of the cellar, and sufficient scratchers and centralizers shall be used to assure a good cement job. Cement shall be allowed to stand a minimum of 12 hours before drilling the plug or initiating tests. The quality of cement shall conform to the standards provided under NDAC Section 43-02-03-21;
- (b) The producing or oil string shall consist of new or reconditioned pipe that has been previously tested to 2000 pounds per square inch. Casing shall be set and cemented at a point not higher than the top of the producing formation, or at a point approved by the Director. Sufficient cement shall be used and applied in such a manner as to protect and isolate all formations containing oil and/or gas, protect the pipe through salt sections encountered, and isolate the Dakota-Lakota Series. The cement shall be allowed to stand a minimum of 15 hours before drilling the plug or initiating tests. The quality of cement shall conform to the standards provided under NDAC Section 43-02-03-21. After cementing, the casing shall be tested by application of pump pressure of at least 1500 pounds per square inch. If, at the end of 30 minutes this pressure has dropped 150 pounds per square inch or more, the casing shall be repaired. Thereafter, the casing shall again be tested in the same manner. Further work shall not proceed until a satisfactory test has been obtained;
- (c) All well-head fittings and connections shall have a working pressure in excess of that to which they are expected to be subjected; and,
- (d) All wells shall be equipped with tubing; a tubing packer must also be utilized in flowing wells unless a waiver is obtained from the Director after demonstrating the casing will not be subjected to excessive pressure or corrosion; all tubing shall be of sufficient internal diameter to allow the passage of a bottom hole pressure gauge for the purpose of obtaining bottom hole pressure measurements.

(45) The gas-oil ratio of all wells not connected to a gas gathering system shall be measured annually during the month of May. The reservoir pressure shall be measured in any well completed in the Smoky Butte-Bakken Pool if deemed necessary by the Director. Drill stem test pressures are acceptable for determining reservoir pressure. Pressure measurements

shall be made at or adjusted to a subsea datum of 6550 feet. All gas-oil ratio and reservoir pressure determinations shall be made by methods approved by the Director and reported to the Director within 15 days following the end of the month in which they are determined. The Director is authorized to waive these requirements if the necessity therefore can be demonstrated to his satisfaction. All additional gas-oil ratio and reservoir pressure determinations conducted on any well, but not specially required herein, shall be reported to the Director within 15 days following the end of the month in which they are determined.

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

(47) For the purposes of division of production to owners of interests in spacing units established by this order, and proven productive prior to the date hereof, this order shall be retroactive to the date of first production.

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

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

(50) This portion of this order shall cover all of the Smoky Butte-Bakken Pool, common source of supply of crude oil and/or natural gas as herein defined, and continues in full force and effect until the 28th day of February, 2013. If the Smoky Butte-Bakken Pool is still producing, the proper spacing for the pool will be considered by the Commission on or before its regularly scheduled hearing date in January, 2013. If, however, the Smoky Butte-Bakken Pool is no longer producing when the proper spacing is to be considered, the Commission, at its own discretion, may refrain from scheduling a proper spacing hearing and may, without further notice, enter an order dismissing the proper spacing matter.

(51) The operator of the first producing well in the Skabo-Bakken Pool shall submit exhibits to be included in the record for this case, Case No. 14794, similar to those typically submitted in a temporary spacing hearing. Such exhibits must be submitted within 120 days after completing said wells.

(52) Provisions established herein for the Skabo-Bakken Pool are for the exclusive purpose of drilling horizontal wells. Existing and future vertical and directional wells drilled within the area defined in paragraph (53) below shall not be subject to this order.

(53) The Skabo Field is hereby redefined as the following described tracts of land in Divide County, North Dakota:

TOWNSHIP 160 NORTH, RANGE 98 WEST, 5TH PM
ALL OF SECTIONS 1 THROUGH 36, INCLUSIVE.

(54) The Skabo-Bakken Pool is hereby defined as that accumulation of oil and gas found in the interval from 50 feet above the top of the Bakken Formation to 50 feet below the top of the Three Forks Formation within the limits of the field as set forth above.

(55) The temporary spacing for the development of the Skabo-Bakken Pool is hereby set at one horizontal well per standup 1280-acre spacing unit.

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

(57) Sections 1 and 12; Sections 2 and 11; Sections 3 and 10; Sections 4 and 9; Sections 5 and 8; Sections 6 and 7; Sections 13 and 24; Sections 14 and 23; Sections 15 and 22; Sections 16 and 21; Sections 17 and 20; Sections 18 and 19; Sections 25 and 36; Sections 26 and 35; Sections 27 and 34; Sections 28 and 33; Sections 29 and 32; and Sections 30 and 31, Township 160 North, Range 98 West, Divide County, North Dakota, are hereby designated standup 1280-acre spacing units in the Skabo-Bakken Pool.

(58) Spacing units hereafter created in the Skabo-Bakken Pool shall be standup spacing units consisting of two adjacent governmental sections.

(59) The Skabo-Bakken Pool shall not be extended except by further order of the Commission after due notice and hearing.

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

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

(62) The Commission shall have continuing jurisdiction in this matter and specifically reserves the authority, upon its own motion or the motion of any interested party, to: (1) review the spacing requirements for the Skabo-Bakken Pool; and, (2) make such further amendments or modifications to the spacing requirements for the Skabo-Bakken Pool as the Commission deems appropriate.

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

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

- (a) The surface casing shall consist of new or reconditioned pipe that has been previously tested to 1000 pounds per square inch. The casing shall be set and cemented at a point not less than 50 feet below the base of the Fox Hills Formation. Sufficient cement shall be used to fill the annular space outside the pipe to the surface of the ground, or the bottom of the cellar, and sufficient scratchers and centralizers shall be used to assure a good cement job. Cement shall be allowed to stand a minimum of 12 hours before drilling the plug or initiating tests. The quality of cement shall conform to the standards provided under NDAC Section 43-02-03-21;
- (b) The producing or oil string shall consist of new or reconditioned pipe that has been previously tested to 2000 pounds per square inch. Casing shall be set and cemented at a point not higher than the top of the producing formation, or at a point approved by the Director. Sufficient cement shall be used and applied in such a manner as to protect and isolate all formations containing oil and/or gas, protect the pipe through salt sections encountered, and isolate the Dakota-Lakota Series. The cement shall be allowed to stand a minimum of 15 hours before drilling the plug or initiating tests. The quality of cement shall conform to the standards provided under NDAC Section 43-02-03-21. After cementing, the casing shall be tested by application of pump pressure of at least 1500 pounds per square inch. If, at the end of 30 minutes this pressure has dropped 150 pounds per square inch or more, the casing shall be repaired. Thereafter, the casing shall again be tested in the same manner. Further work shall not proceed until a satisfactory test has been obtained;
- (c) All well-head fittings and connections shall have a working pressure in excess of that to which they are expected to be subjected; and,
- (d) All wells shall be equipped with tubing; a tubing packer must also be utilized in flowing wells unless a waiver is obtained from the Director after demonstrating the casing will not be subjected to excessive pressure or corrosion; all tubing shall be of sufficient internal diameter to allow the passage of a bottom hole pressure gauge for the purpose of obtaining bottom hole pressure measurements.

(65) The gas-oil ratio of all wells not connected to a gas gathering system shall be measured annually during the month of May. The reservoir pressure shall be measured in any well completed in the Skabo-Bakken Pool if deemed necessary by the Director. Drill stem test pressures are acceptable for determining reservoir pressure. Pressure measurements shall be made at or adjusted to a subsea datum of 6600 feet. All gas-oil ratio and reservoir pressure determinations shall be made by methods approved by the Director and reported to the Director within 15 days following the end of the month in which they are determined. The Director is authorized to waive these requirements if the necessity therefore can be demonstrated to his satisfaction. All additional gas-oil ratio and reservoir pressure determinations conducted on any well, but not specially required herein, shall be reported to the Director within 15 days following the end of the month in which they are determined.

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

(67) For the purposes of division of production to owners of interests in spacing units established by this order, and proven productive prior to the date hereof, this order shall be retroactive to the date of first production.

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

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

(70) This portion of this order shall cover all of the Skabo-Bakken Pool, common source of supply of crude oil and/or natural gas as herein defined, and continues in full force and effect until the 28th day of February, 2013. If the Skabo-Bakken Pool is still producing, the proper spacing for the pool will be considered by the Commission on or before its regularly scheduled hearing date in January, 2013. If, however, the Skabo-Bakken Pool is no longer producing when the proper spacing is to be considered, the Commission, at its own discretion, may refrain from scheduling a proper spacing hearing and may, without further notice, enter an order dismissing the proper spacing matter.

Dated this 15th day of August, 2011.

INDUSTRIAL COMMISSION
STATE OF NORTH DAKOTA

By the Director, on behalf of the Commission

/s/ Lynn D. Helms, Director

SFN 5729

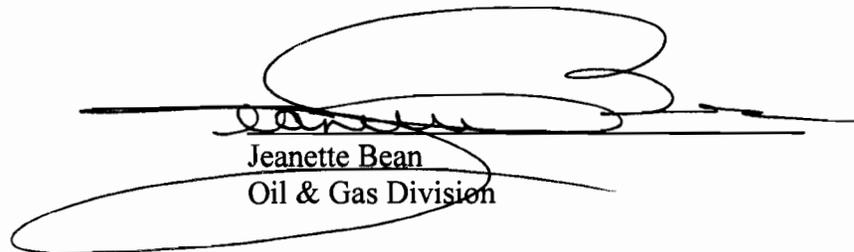
STATE OF NORTH DAKOTA

AFFIDAVIT OF MAILING

COUNTY OF BURLEIGH

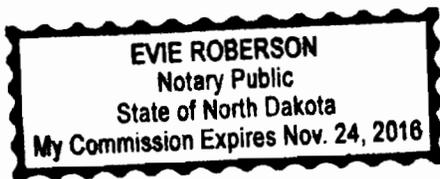
I, Jeanette Bean, being duly sworn upon oath, depose and say: That on the 23rd day of August, 2011 enclosed in separate envelopes true and correct copies of the attached Order No. 17070 of the North Dakota Industrial Commission, and deposited the same with the United States Postal Service in Bismarck, North Dakota, with postage thereon fully paid, directed to the following persons by the Industrial Commission in Case No. 14794 :

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


Jeanette Bean
Oil & Gas Division

On this 23rd day of August, 2011 before me personally appeared Jeanette Bean 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



Schmidt, Bethany R.

From: Entzi-Odden, Lyn <lodden@fredlaw.com>
Sent: Tuesday, June 28, 2011 9:25 AM
To: Hicks, Bruce E.
Cc: Bohrer, Mark F.; Randy Verret; Heilman, Tracy A.; Schmidt, Bethany R.; Bender, Lawrence
Subject: Cases 14066 and 14794
Attachments: Baytex requests_20110628070859.pdf

Bruce,
Please see the attached letters requesting expedited orders.
Thank you.

Lyn Entzi-Odden

Legal Assistant to Lawrence Bender and William P. Pearce

Fredrikson & Byron, P.A. / 200 North 3rd Street, Suite 150 / Bismarck, ND 58501 / Ph: (701) 221-4020 / Fx: (701) 221-4040
lodden@fredlaw.com

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

 *Please consider the environment before printing this email.*



June 27, 2011

VIA EMAIL

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

RE: CASE NO. 14794
Application of Baytex Energy USA Ltd. for an order extending the field boundaries and amending the field rules for the Burg-Bakken Pool to create and establish twelve 1280-acre spacing units comprised of Sections 1 and 12; Sections 13 and 24; Sections 25 and 36, T.160N., R.100W.; Sections 6 and 7; Sections 18 and 19; and Sections 30 and 31, T.160N., R.99W.; Sections 5 and 8; Sections 6 and 7; Sections 17 and 20; Sections 18 and 19; Sections 29 and 32; and Sections 30 and 31, T.160N., R.98W., Divide County, ND, authorizing the drilling of one horizontal well on each spacing unit and such other relief as is appropriate.

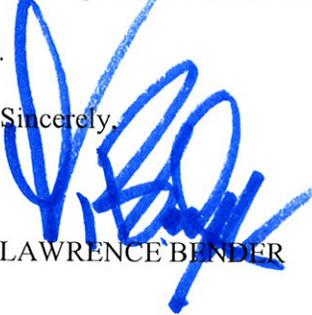
Dear Mr. Hicks:

I am writing on behalf of Baytex Energy USA Ltd. to request an expedited order with regard to the captioned matter, heard on May 26, 2011.

Baytex has an APD it would like to submit, however, the APD will not be approved until an order is entered in this matter. Accordingly, Baytex requests an expedited order be entered in this matter.

Should you have any questions, please advise.

Sincerely,


LAWRENCE BENDER

LB/leo

cc: Mr. Mark Bohrer *Via Email*
Mr. Randy Verret *Via Email*
4950492_1.DOC

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

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

May 31, 2011



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

**RE: NDIC CASE NO. 14794
BAYTEX ENERGY USA LTD.**

Dear Mr. Hicks:

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

Should you have any questions, please advise.

Sincerely,

A handwritten signature in black ink, appearing to read 'L. Bender'.

LAWRENCE BENDER

LB/mpg

Enclosures

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

4936361_1.DOC

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

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

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

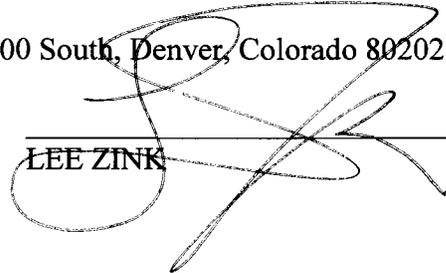
Case No. 14794

Application of Baytex Energy USA Ltd. for an order extending the field boundaries and amending the field rules for the Burg-Bakken Pool to create and establish twelve 1280-acre spacing units comprised of Sections 1 and 12; Sections 13 and 24; Sections 25 and 36, T.160N., R.100W.; Sections 6 and 7; Sections 18 and 19; and Sections 30 and 31, T.160N., R.99W.; Sections 5 and 8; Sections 6 and 7; Sections 17 and 20; Sections 18 and 19; Sections 29 and 32; and Sections 30 and 31, T.160N., R.98W., Divide County, ND, authorizing the drilling of one horizontal well on each spacing unit and such other relief as is appropriate.



TELEPHONIC COMMUNICATION AFFIDAVIT

Lee Zink being first duly sworn deposes and states as follows: That on May 26, 2011, I testified under oath before the North Dakota Industrial Commission in Case No. 14794. My testimony was presented by telephone from (303) 551-6450, at the offices of and on behalf of Baytex Energy USA Ltd., 600 17th Street, Suite 1900 South, Denver, Colorado 80202.

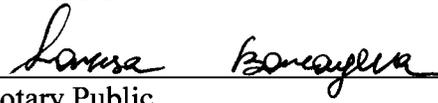


LEE ZINK

STATE OF COLORADO)
) ss.
COUNTY OF Denver)

On May 26th, 2011, Lee Zink of Baytex Energy USA Ltd., known to me to be the person described in and who executed the foregoing instrument, personally appeared before me and acknowledged that he executed the same as a free act and deed.





Notary Public
My Commission Expires: 06/27/2013
4934800_1.DOC

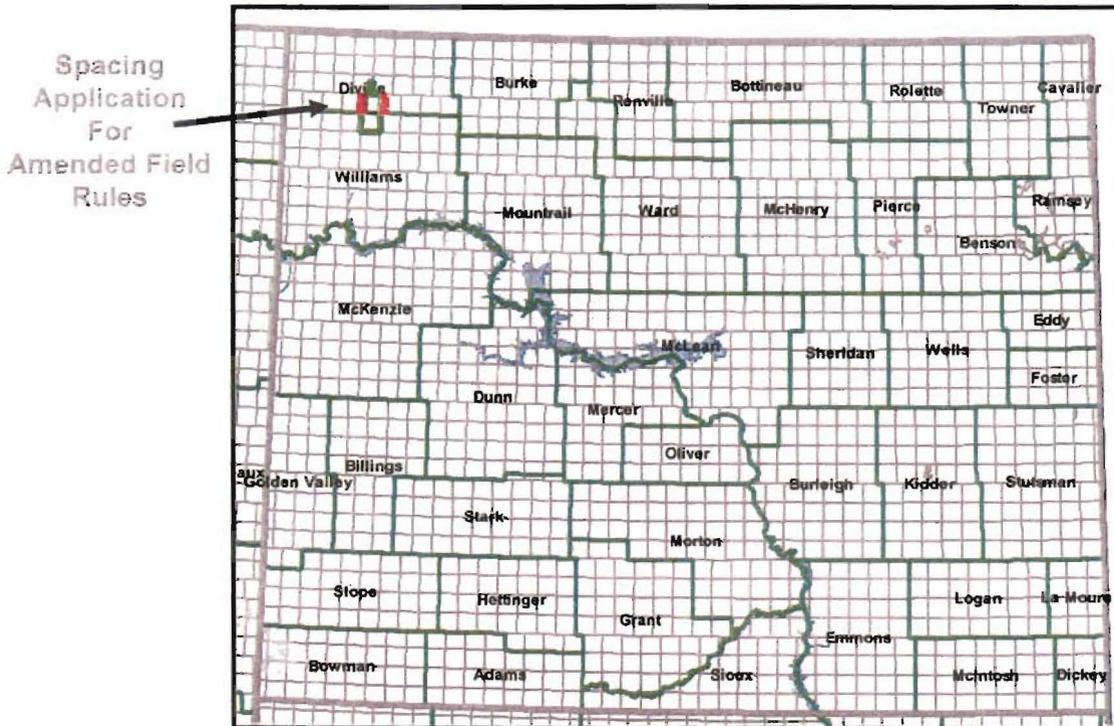
BAYTEX

ENERGY USA LTD.

CASE NO. 14794

Application for Extending the Field Boundaries and Amending Field Rules for the Burg-Bakken Pool

Divide County, North Dakota

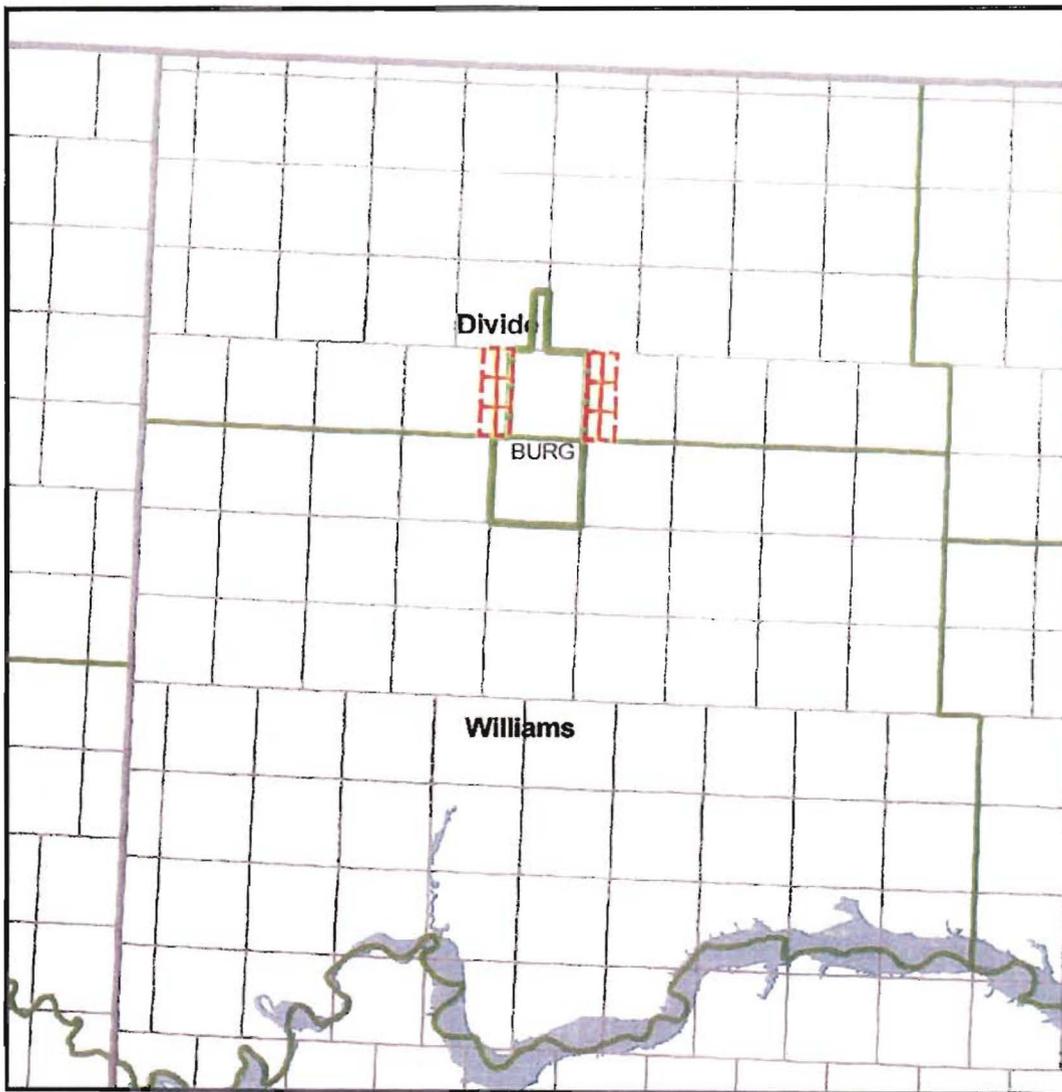


Before the
Oil & Gas Division
of the
Industrial Commission
of the
State of North Dakota

May 26, 2011

Case # 14794

Exhibit: L1



 Proposed Burg-Bakken Pool Field Rules Amendment

 Existing Burg-Bakken Pool Limits

INDUSTRIAL COMMISSION
STATE OF NORTH DAKOTA

DATE 5/26/11 CASE NO. 14794

Introduced By Baytex

Exhibit L1



BAYTEX
ENERGY USA L.P.O.

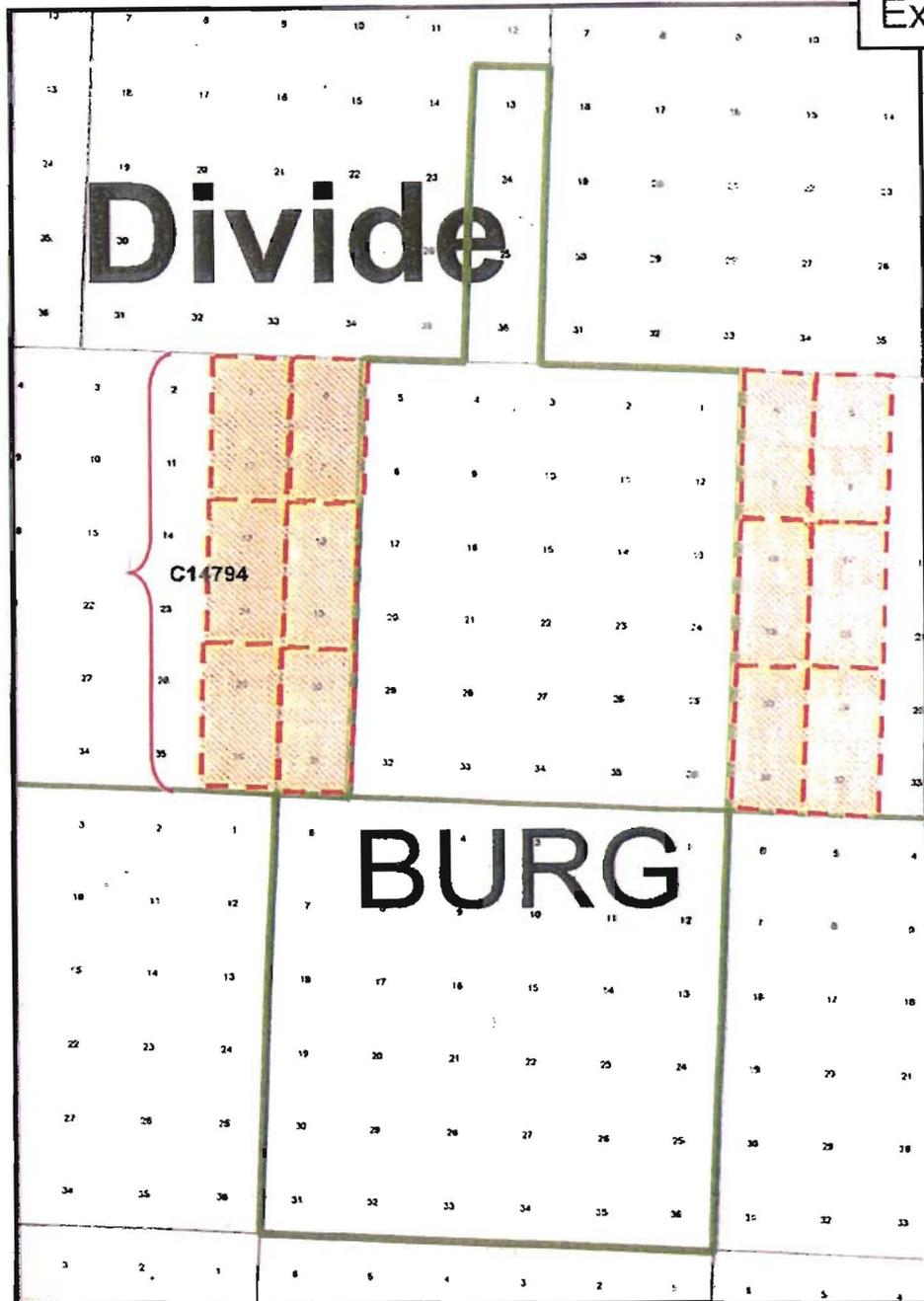
Index Map

Author: LJZ

5-11-11

Case # 14794

Exhibit: L2



INDUSTRIAL COMMISSION
 STATE OF NORTH DAKOTA

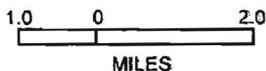
DATE 5/26/11 CASE NO. 14794

Introduced By Baytex

Exhibit L2

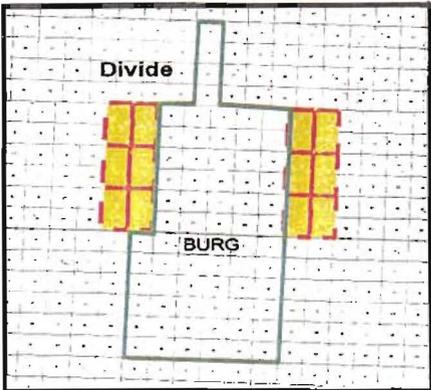
Identified By Zink

-  Proposed Burg-Bakken Pool Field Rules Amendment
-  Existing Burg-Bakken Pool Limits
-  Proposed 1280 Acre Spacing Units



BAYTEX <small>ENERGY USA LTD.</small>		
Proposed Burg-Bakken Pool, Field Rules Amendment		
Author: LJZ		5-11-11

Case # 14794
Exhibit: L3



-  Proposed Burg-Bakken Pool Field Rules Amendment
-  Existing Burg-Bakken Pool Limits
-  Proposed 1280 Acre Spacing Unit

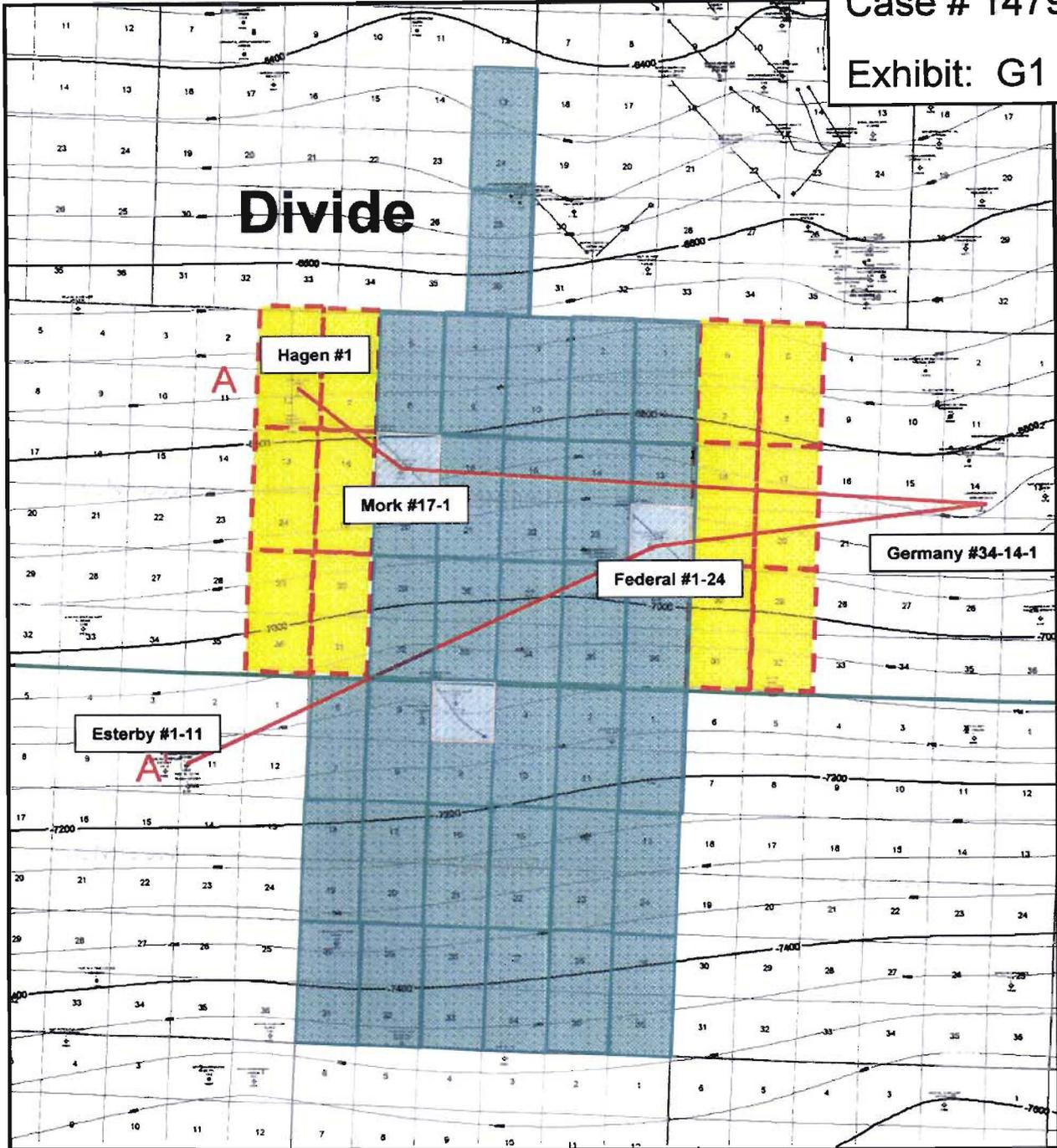
INDUSTRIAL COMMISSION
STATE OF NORTH DAKOTA
DATE 2/20/11 CASE NO. 14794
Produced By Baytex



BAYTEX <small>ENERGY USA LTD.</small>		
Proposed Burg-Bakken Pool, Field Rules Amendment		
Author: LJZ		5-11-11

Case # 14794

Exhibit: G1



Proposed Burg-Bakken Field Rules Amendments

Cross Section: Exhibit G1

Existing Burg Bakken Pool Limits

Existing 640 Acre Spacing Units

Existing 1280 Acre Spacing Units

Proposed 1280 Acre Spacing Unit



BAYTEX
ENERGY USA LTD.

Top Bakken Structure Map

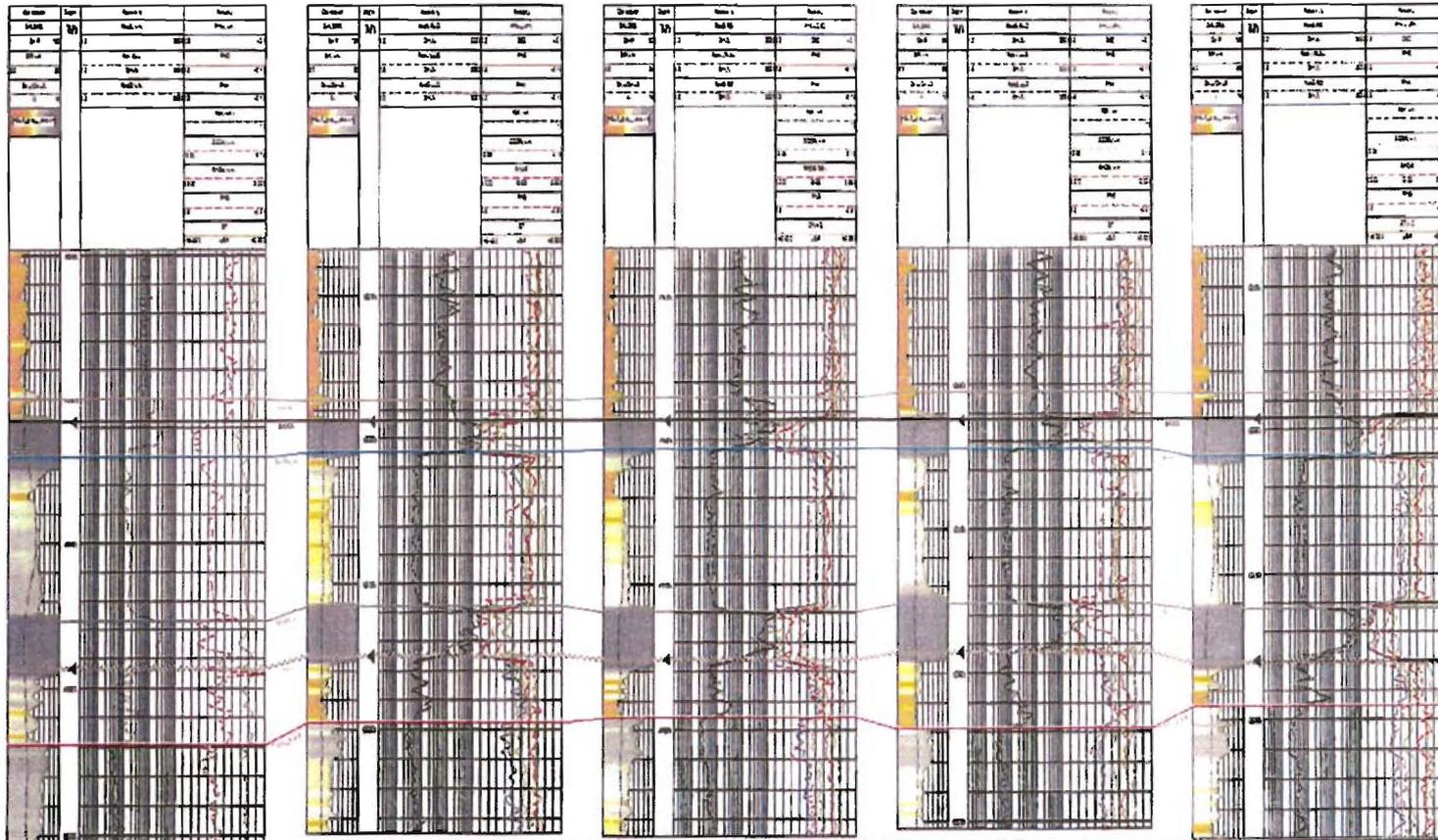
Author: WBM

5-11-2011

C.I.: 50 ft

STATE OF NORTH DAKOTA
CASE NO. 14794

33023001160000 11176 ft	33023002020000 45513 ft	33023002570000 27830 ft	33023001720000 43368 ft	53105009750000
MIAMI OIL PROD HAGEN 1 1820 FSL 1827 FVL TWP. 180 N - Range. 100W - Sec. 12 Datum=2112 TD=12000	MOSBACHER PRIET OIL WORK 17-1 2100 FSL 2100 FVL TWP. 180 N - Range. 99 W - Sec. 17 Datum=2108 TD=12150	LOUISIANA LAND&EXPL GERMANY 34-14 1 1000 FSL 2000 FVL TWP 180 N - Range 99 W - Sec. 14 Datum=2302 TD=12910	TERRA RESOURCES INC FEDERAL 1-34 1980 FSL 1980 FVL TWP 180 N - Range. 99 W - Sec 24 Datum=2238 TD=12384	BLUEBONNET ENERGY CORPORATION ESTERBY 1-11 Longitude - Latitude Datum=2119 TD=12825



50
0
25
Feet

Bakken Reservoir

Upper Bakken Shale

Middle Bakken

Lower Bakken Shale

Three Forks

BAYTEX	
Stratigraphic Cross Section	
Author: WJM	5-15-2011

INDUSTRIAL COMMISSION
STATE OF NORTH DAKOTA
DATE 5/26/11 CASE NO. 14794
Introduced By Baytex
Exhibit G2
Identified By Matz



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



Plan: Plan #1 (Well #2/Wellbore #1)

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

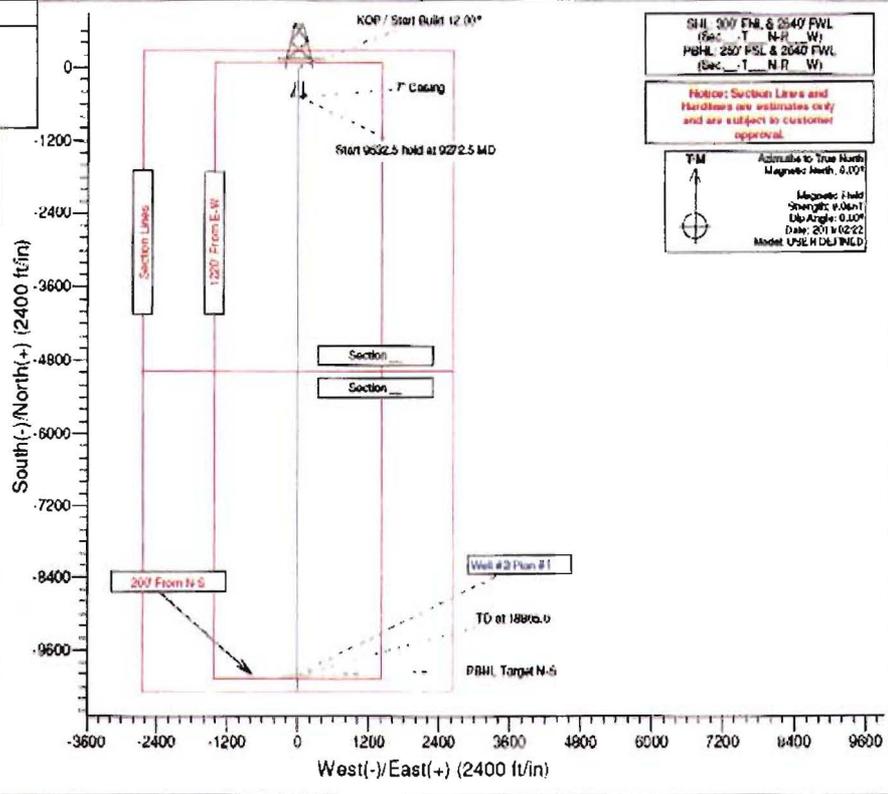
WELL DETAILS: Well #2						
+N-S	+E-W	Northing	Existing	Ground Level	Latitude	Longitude
0.0	0.0	0.00	0.00	2400.0	46° 43' 27.490 N	108° 21' 28.197 W

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

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

FORMATION TOP DETAILS	
No formation data is available	

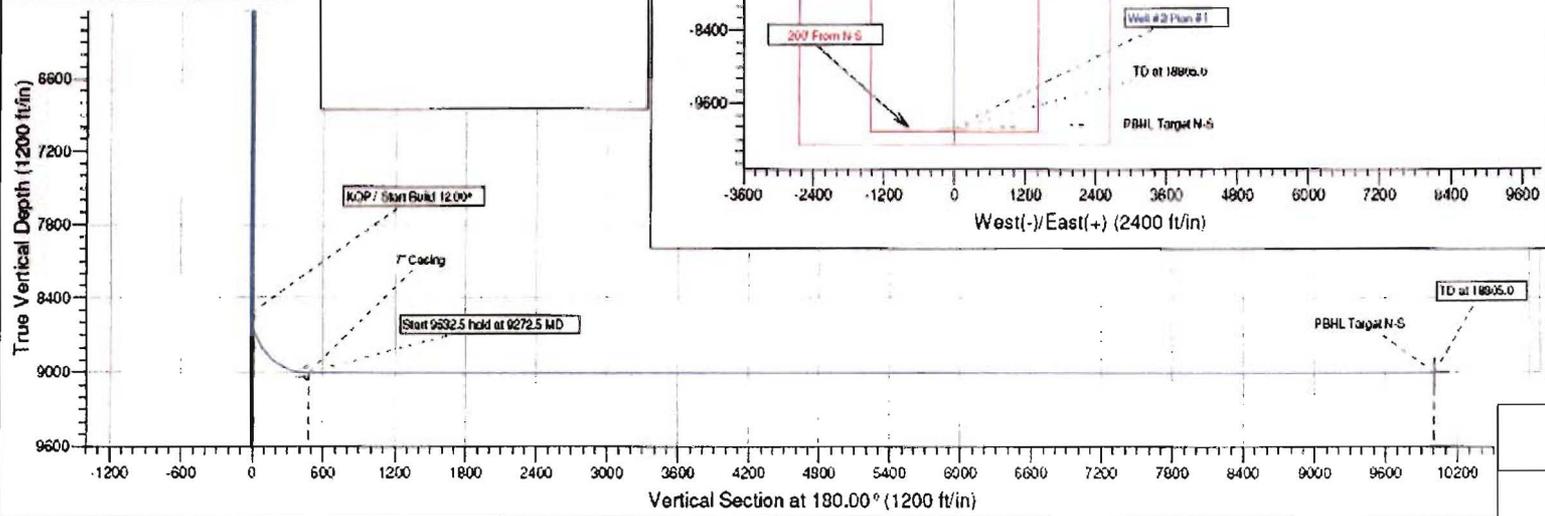
CASING DETAILS			
TVD	MD	Name	Size
9000.0	9272.5	7" Casing	7.000



SML 307 FWL & 2540 FWL
 PSL 250 FWL & 2640 FWL
 (Sec. ____ -T ____ -N-R ____ W)

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

TM
 Azimuth to True North
 Magnetic North: 0.00°
 Magnetic Field Strength: 0.0611
 Dip Angle: 0.00°
 Date: 2013-02-22
 Model: UPL N DLS ICD



INDUSTRIAL COMMISSION
 STATE OF NORTH DAKOTA
 DATE 5/26/11 CASE NO. 14794
 Introduced By Baytex
 Exhibit E1
 Identified By Rivker

BAYTEX ENERGY USA LTD	
Well Plan View	
Author: <u>MK</u>	<u>2-15-11</u>

Case # 14794

Exhibit: E2

BAYTEX

Prepared Well Bore Schematic
 Divide County, ND
 22-Feb-11

Company Rep.
 Sales Rep.
 Office

Final Installation		Depth	Length	Jts.	Description	OD	ID
					218 37' 4 1/2" 11.66 P110 LYC Casing	4.600	4.000
		8,920	6	38	Swellpacker Lite II 4.5x5.75x1m 3500k psi	5.850	4.000
		9,148	5	35	4 1/2" Delta Stim Sleeve Lite	5.600	3.310
		9,344	4	34	Swellpacker Lite II 4.5x5.75x1m 3500k psi	5.888	4.000
		9,542	4	33	4 1/2" Delta Stim Sleeve Lite	5.600	3.150
		9,742	4	32	Swellpacker Lite II 4.5x5.75x1m 3500k psi	5.960	4.000
		9,906	4	31	4 1/2" Delta Stim Sleeve Lite	5.600	3.040
		10,082	4	30	Swellpacker Lite II 4.5x5.75x1m 3500k psi	5.750	4.000
		10,295	5	29	4 1/2" Delta Stim Sleeve Lite	5.600	2.915
		10,491	5	28	Swellpacker Lite II 4.5x5.75x1m 3500k psi	5.750	4.000
		10,648	5	27	4 1/2" Delta Stim Sleeve Lite	5.600	2.790
		10,840	5	26	Swellpacker Lite II 4.5x5.75x1m 3500k psi	5.750	4.000
		11,041	5	25	4 1/2" Delta Stim Sleeve Lite	5.600	2.665
		11,230	5	24	Swellpacker Lite II 4.5x5.75x1m 3500k psi	5.750	4.000
		11,431	4	23	4 1/2" Delta Stim Sleeve Lite	5.600	2.540
		11,670	4	22	Swellpacker Lite II 4.5x5.75x1m 3500k psi	5.750	4.000
		11,734	3	21	4 1/2" Delta Stim Sleeve Lite	5.600	2.415
		11,885	3	20	Swellpacker Lite II 4.5x5.75x1m 3500k psi	5.750	4.000
		11,998	3	19	4 1/2" Delta Stim Sleeve Lite	5.600	2.290
		12,111	3	18	Swellpacker Lite II 4.5x5.75x1m 3500k psi	5.750	4.000
		12,215	4	17	4 1/2" Delta Stim Sleeve Lite	5.600	2.165
		12,398	4	16	Swellpacker Lite II 4.5x5.75x1m 3500k psi	5.750	4.000
		12,569	4	15	4 1/2" Delta Stim Sleeve Lite	5.600	2.040
		12,725	4	14	Swellpacker Lite II 4.5x5.75x1m 3500k psi	5.750	4.000
		12,904	3	13	4 1/2" Delta Stim Sleeve Lite	5.600	1.915
		13,034	3	12	Swellpacker Lite II 4.5x5.75x1m 3500k psi	5.750	4.000
		13,168	4	11	4 1/2" Delta Stim Sleeve Lite	5.600	1.790
		13,341	4	10	Swellpacker Lite II 4.5x5.75x1m 3500k psi	5.750	4.000
		13,516	3	9	4 1/2" Delta Stim Sleeve Lite	5.600	1.665
		13,698	3	8	Swellpacker Lite II 4.5x5.75x1m 3500k psi	5.750	4.000
		13,779	5	7	4 1/2" Delta Stim Sleeve Lite	5.600	1.540
		14,018	6	6	Swellpacker Lite II 4.5x5.75x1m 3500k psi	5.750	4.000
		14,258	5	5	4 1/2" Delta Stim Sleeve Lite	5.600	1.415
		14,448	5	4	Swellpacker Lite II 4.5x5.75x1m 3500k psi	5.750	4.000
		14,850	0	3	4 1/2" Delta Stim Sleeve Lite	5.600	1.290
		14,887	5	2	4 1/2" STD P110 Float Collar		
		14,868	1	1	4 1/2" STD P110 Downjet Float Shoe		

Sleeve/Packer	Depth	Dist Between	Packers	Sleeves	CSG Jc	
17	9,148	9,148		Sleeve 17	9,148	
16	5,642	394	Packer 17	Sleeve 16	9,642	
15	9,906	364			6	
14	10,295	349	Packer 16	Sleeve 15	9,906	
13	10,648	353			4	
12	11,041	390	Packer 15	Sleeve 14	10,255	
11	11,431	390			5	
10	11,734	300	Packer 14	Sleeve 13	10,848	
9	11,995	261			5	
8	12,215	220	Packer 13	Sleeve 12	11,041	
7	12,559	344			5	
6	12,904	345	Packer 12	Sleeve 11	11,431	
5	13,168	264			5	
4	13,516	348	Packer 11	Sleeve 10	11,734	
3	13,779	263			4	
2	14,258	479	Packer 10	Sleeve 9	11,995	
1	14,850	592			3	
Packers	Depth	Dist Between	Packer 9	11,085	Sleeve 8	12,215
18	0	0			3	
17	6,820	6,820	Packer 8	12,111	Sleeve 7	12,559
16	9,344	424			4	
15	9,717	369	Packer 7	12,338	Sleeve 6	12,904
14	10,082	365			4	
13	10,451	368	Packer 6	12,726	Sleeve 5	13,168
12	10,840	389			3	
11	11,230	390	Packer 5	13,034	Sleeve 4	13,516
10	11,578	348			4	
9	11,965	387	Packer 4	13,341	Sleeve 3	13,779
8	12,111	248			3	
7	12,398	287	Packer 3	13,449	Sleeve 2	14,258
6	12,725	328			6	
5	13,034	306	Packer 2	14,018	Sleeve 1	14,650
4	13,341	307			0	
3	13,649	308	Packer 1	14,449		
2	14,018	368			0	
1	14,448	430			0	
				Float Collar	14,667	
				Float Shoe	14,668	

INDUSTRIAL COMMISSION
 STATE OF NORTH DAKOTA

DATE 9/26/11 CASE NO. 14794
 Introduced By Baytex
 Exhibit E2
 Identified By Rivalta

BAYTEX
 ENERGY USA LTD

Wellbore Schematic

Author: MK	2-18-11
------------	---------

Case # 14794

Exhibit: E3

Three Forks Reservoir Data

Baytex Energy USA
(1280 Acre Spacing Unit)

Formation Type:	Dolomite/Sandstone
Initial Reservoir Pressure:	4,150 psi
True Vertical Depth:	9,250'
Oil Gravity:	43 API
Gross Thickness (3 Forks)	18'
Net Porosity Thickness (Target Interval):	8'
Porosity:	8%
Water Saturation (estimated):	40%
Oil Formation Volume Factor:	1.6
Reservoir Temperature:	220 degrees F
Spacing:	1280 Acres
Oil in Place in Spacing Unit:	5.2 MMBO
Primary Oil Recovery Factor:	8%
GOR:	1,200 SCF/STB
IP:	278 BOPD
Expected Recovery:	288 MBO

INDUSTRIAL COMMISSION
STATE OF NORTH DAKOTA
DATE 9/20/11 CASE NO. 14794
Introduced By Baytex

BAYTEX ENERGY USA LTD.		
Three Forks Reservoir Data 1280 Acre Spacing Unit		
Author: DK		5-11-2011

Case # 14794

Exhibit: E4

Three Forks Well Economics

Baytex Energy USA

(1280 Acre Spacing Unit)

Spacing: 1280 acres

FM Volume Factor: 1.6 RB/STB

Oil-in-Place: 5.2 MMBO

Primary Recovery Factor: 11% OOIP (Two Parent Wells)
Secondary Recovery Factor: 16% OOIP
New Well Ultimate Recovery: 278 MBO
0.334 BCF

Monthly Operating Costs: \$5,500

Royalties and Overrides: 19%

Assumed Oil Price: \$85.00/BBL Flat
Assumed Gas Price: \$4.50/MCF Flat

Investment: \$6.0MM
Net Present Value at 10%: \$2.5MM
ROI: 1.5
ROR: 27%

INDUSTRIAL COMMISSION
STATE OF NORTH DAKOTA
DATE 5/26/11 CASE NO. 14794
Introduced By Baytex

BAYTEX ENERGY USA LTD.		
Three Forks Well Economics 1280 Acre Spacing Unit		
Author: DK		5-11-2011

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

Case No. 14794

Application of Baytex Energy USA Ltd. for an order extending the field boundaries and amending the field rules for the Burg-Bakken Pool so as to create and establish twelve 1280-acre spacing units comprised of Sections 1 and 12, Sections 13 and 24, and Sections 25 and 36, Township 160 North, Range 100 West, Sections 6 and 7, Sections 18 and 19, and Sections 30 and 31, Township 160 North, Range 99 West, Sections 5 and 8, Sections 6 and 7, Sections 17 and 20, Sections 18 and 19, Sections 29 and 32, and Sections 30 and 31, Township 160 North, Range 98 West, Divide County, North Dakota, authorizing the drilling of one horizontal well on each spacing unit and/or such other and further relief as appropriate.



APPLICATION OF BAYTEX ENERGY USA LTD.

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

1.

That Baytex is the owner of an interest in the oil and gas leasehold estate in Sections 1 and 12, Sections 13 and 24, and Sections 25 and 36, Township 160 North, Range 100 West, Sections 6 and 7, Sections 18 and 19, and Sections 30 and 31, Township 160 North, Range 99 West, Sections 5 and 8, Sections 6 and 7, Sections 17 and 20, Sections 18 and 19, Sections 29 and 32, and Sections 30 and 31, Township 160 North, Range 98 West, Divide County, North Dakota (the "Subject Lands").

2.

That the Subject Lands are near the area defined by the Commission as the field boundaries for the Burg-Bakken Pool.

3.

That Baytex desires to utilize the horizontal drilling technique to further develop the Burg-Bakken Pool underlying the above described property.

4.

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

5.

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

6.

That in order to prevent waste, to avoid the drilling of unnecessary wells and to protect correlative rights, the field boundaries for the Burg-Bakken Pool should be extended and twelve 1280-acre spacing units should be created and established for the Burg-Bakken Pool for Sections 1 and 12, Sections 13 and 24, and Sections 25 and 36, Township 160 North, Range 100 West, Sections 6 and 7, Sections 18 and 19, and Sections 30 and 31, Township 160 North, Range 99 West, Sections 5 and 8, Sections 6 and 7, Sections 17 and 20, Sections 18 and 19, Sections 29 and 32, and Sections 30 and 31, Township 160 North, Range 98 West, authorizing the drilling of one horizontal well on each spacing unit.

7.

That Baytex, therefore, requests that the Commission extend the field boundaries and amend the field rules for the Burg-Bakken Pool so as to create and establish twelve 1280-acre spacing units comprised of all of Sections 1 and 12, Sections 13 and 24, and Sections 25 and 36, Township 160 North, Range 100 West, Sections 6 and 7, Sections 18 and 19, and Sections 30 and 31, Township 160 North, Range 99 West, Sections 5 and 8, Sections 6 and 7, Sections 17 and 20, Sections 18 and 19, Sections 29 and 32, and Sections 30 and 31, Township 160 North, Range 98 West, Divide County, North Dakota, and authorizing the drilling of one horizontal well on each spacing unit, and such other and further relief as appropriate.

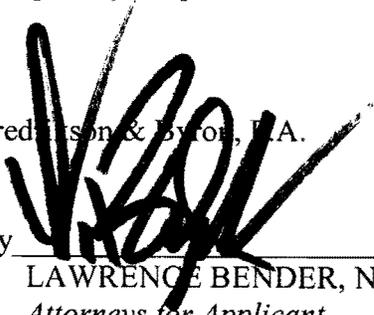
WHEREFORE, Baytex requests the following:

- (a) That this matter be set for the regularly scheduled May 2011 hearings of the Commission;
- (b) That the Commission issue its order granting the relief requested and such other and further relief as the Commission may deem appropriate; and
- (c) That pursuant to Section 43-02-03-88.2 of the North Dakota Administrative Code, Baytex's witnesses in this matter be allowed to participate by telephonic means.

DATED this 25th day of April, 2011.

Fredrickson & Byron, P.A.

By


LAWRENCE BENDER, ND Bar #03908
Attorneys for Applicant,
Baytex Energy USA Ltd.
200 North 3rd Street, Suite 150
P. O. Box 1855
Bismarck, ND 58502-1855
(701) 221-4020

April 25, 2011

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



RE: APPLICATION OF BAYTEX
ENERGY USA LTD. FOR MAY
2011 HEARINGS

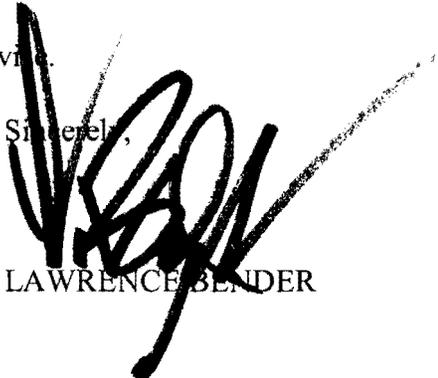
Dear Mr. Hicks:

Please find enclosed herewith for filing the APPLICATION OF BAYTEX ENERGY USA LTD.

As you will note, pursuant to N.D. Admin. Code § 43-02-03-88.2, Baytex requests that its witnesses be allowed to participate at the hearing by telephonic means.

Should you have any questions, please advise.

Sincerely,


LAWRENCE BENDER

LB/leo
Enclosure

cc: Ms. Karlene Fine - (w/enc.)
Mr. Lynn Helms - (w/enc.)
Mr. Todd Sattler - (w/enc.)
Mr. Randy Verret - (w/enc.)

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

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

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OIL & GAS DIVISION

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 BISMARCK ND 58505

Customer: 60010203
 Phone: (701) 328-8020
 Date: 05/03/2011

Date	Order #	Type	Order Amt
05/03/11	20510648	INV	921.88

Amount Paid: _____ CK #: _____

CREDIT CARD PAYMENT (circle one)



Card #: _____
 Exp Date: _____
 Signature: _____
 Credit card users: Fax to 701-223-6584

Cash Amt

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Date	Date	Times Run	Description	Lines	Class Code	Order Amt	Net Amt Due
05/03/11	05/03/11	1	606680/ Case 14780 Bismarck Tribune PO:Notice of Hearing	200.00	Legals	921.88	921.88

Affidavit of Publication
 State of North Dakota) SS County of Burleigh
 Before me, a Notary Public for the State of North Dakota
 personally appeared CK who being duly sworn, deposes
 and says that he (she) is the Clerk of Bismarck Tribune Co.,
 and that the publication(s) were made through the
Bismarck Tribune on the following dates:
5/3 Signed Carmen Quist
 sworn and subscribed to before me this 6th
 day of MAY 2011
[Signature]
 Notary Public in and for the State of North Dakota

GREGORY P. ZIEGLER
 Notary Public
 State of North Dakota
 My Commission Expires July 22, 2015

Case No. 14591: (Continued) Application of Zenergy, Inc. for an order pursuant to NDAC Section 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 11 and 14, T.151N., R.104W., Dore or Briar Creek-Bakken, McKenzie County, ND, as provided by NDCC Section 38-08-08 and such other and further relief.
Case No. 14592: (Continued) Application of Zenergy, Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 21 and 28, T.151N., R.104W., Dore or Briar Creek-Bakken, McKenzie County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.
Case No. 14087: (Continued) Application of Sinclair Oil & Gas Co. for an order pursuant to NDAC § 43-02-03-88.1 of pooling all interests in a spacing unit described as Sections 6 and 7, T.146N., R.97W., Mary-Bakken Pool, Dunn County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.
 Signed by:
 Jack Dalrymple, Governor
 Chairman, ND Industrial
 5/3 - 606680

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

Remarks	Total Due: 921.88
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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. Thursday, May 26, 2011, at the N.D. Oil & Gas Division, 1016 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 Friday, May 13, 2011.

STATE OF NORTH DAKOTA TO:

Case No. 14780: Proper spacing for the development of the Battleview-Bakken Pool, Williams and Burke Counties, ND, redefine the field limits, and enact such special field rules as may be necessary. Continental Resources, Inc.

Case No. 14781: Proper spacing for the development of the Upland-Bakken Pool, Divide County, ND, redefine the field limits, and enact such special field rules as may be necessary. Continental Resources, Inc.

Case No. 14782: Application of Continental Resources, Inc. for an order extending the field boundaries and amending the field rules for the Stoneview-Bakken Pool and/or North Tioga-Bakken Pool, or in the alternative to establish Bakken spacing in the Viking Field, to create and establish two 1280-acre spacing units comprised of Sections 4 and 9; and Sections 5 and 8, T.160N., R.94W., Burke County, ND, authorizing the drilling of a horizontal well on each spacing unit and such other relief as is appropriate.

Case No. 14783: Application of Continental Resources, Inc. for an order creating a 1280-acre drilling unit comprised of Sections 17 and 20, T.153N., R.99W., Williams County, ND, authorizing the drilling of a total of not more than seven wells within said drilling unit, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 14543: (Continued) Temporary spacing to develop an oil and/or gas pool discovered by the Continental Resources, Inc. #1X-21H Haag, SESW Section 21, T.144N., R.99W., Billings County, ND, define the field limits, and enact such special field rules as may be necessary.

Case No. 14544: (Continued) Temporary spacing to develop an oil and/or gas pool discovered by the Continental Resources, Inc. #1-19H Bud, NENW Section 19, T.153N., R.99W., Williams County, ND, define the field limits, and enact such special field rules as may be necessary.

Case No. 14552: (Continued) Application of Continental Resources, Inc. for an order suspending, and after hearing, revoking the permit issued to SM Energy Co. to drill the Lindvig #2-14H well (File No. 20431), with a surface location in the NWNE of Section 14, T.153N., R.101W., McKenzie County, ND, and for such other relief as is appropriate.

Case No. 14356: (Continued) Application of Continental Resources, Inc. for an order amending the field rules for the Elm Tree-Bakken Pool to create a 2560-acre spacing unit comprised of all of Sections 5, 8, 17 and 20, T.153N., R.94W., McKenzie County, ND, authorizing the drilling of up to four horizontal wells from said well pad within said 2560-acre spacing unit; eliminating any tool error requirements and such other relief as is appropriate.

Case No. 14062: (Continued) Temporary spacing to develop an oil and/or gas pool discovered by the Continental Resources, Inc. #1-SH Norway, NENW Section 5, T.150N., R.96W., McKenzie County, ND, define the field limits, and enact such special field rules as may be necessary.

Case No. 14784: Temporary spacing to develop an oil and/or gas pool discovered by the Newfield Production Co. #159-107-17-20 IH Christensen, NENW Section 17, T.159N., R.102W., Williams County, ND, define the field limits, and enact such special field rules as may be necessary.

Case No. 14785: Application of Newfield Production Co. for an order amending the field rules for the Sand Creek-Bakken Pool to create and establish a 1280-acre spacing unit comprised of Sections 22 and 27, T.153N., R.96W., McKenzie County, ND, authorizing the drilling of a total of not more than six wells on said spacing unit, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 14786: Application of Newfield Production Co. for an order amending the field rules for the Siverston-Bakken Pool to create and establish a 1280-acre spacing unit comprised of Sections 5 and 8, T.150N., R.98W., McKenzie County, ND, authorizing the drilling of a total of not more than six wells on said spacing unit, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 14553: (Continued) Application of Newfield Production Co. for an order to establish temporary spacing for the development of an oil and/or gas pool discovered by the following wells: #1-9H Caliente, NWNE of Section 9, T.156N., R.99W.; and #21-16 IH Manolo, SWSE of Section 21, T.156N., R.99W., Williams County, ND, define the field limits, enact such special field rules as may be necessary and such other relief as is appropriate.

Case No. 14787: Temporary spacing to develop an oil and/or gas pool discovered by the Denbury Onshore, LLC #24-9NEH Christanson; SESW, Section 9, T.152N., R.101W., McKenzie County, ND, define the field limits, and enact such special field rules as may be necessary.

Case No. 14788: Application of Denbury Onshore, LLC for an order amending the field rules for the Maggie-Duperow Pool to create and establish a 320-acre spacing unit comprised of the N/2 of Section 31, T.144N., R.100W., Billings County, ND, authorizing the drilling of one horizontal well on said spacing unit and such other relief as is appropriate.

Case No. 14789: Application of Samson Resources Co. for an order extending the field boundaries and amending the field rules for the Foothills-Bakken Pool, or in the alternative to establish Bakken spacing in the Black Slough Field and/or Northeast Foothills Field, to create and establish thirteen 1280-acre spacing units comprised of Sections 1 and 12; Sections 2 and 11; Sections 3 and 10; Sections 4 and 9; Sections 5 and 8; Sections 13 and 24; Sections 14 and 23; Sections 15 and 22; Sections 16 and 21; Sections 17 and 20; Sections 25 and 36; Sections 26 and 35; and Sections 27 and 34, T.161N., R.92W., Burke County, ND, authorizing the drilling of a horizontal well on each spacing unit and such other relief as is appropriate.

Case No. 14790: Application of Samson Resources Co. for an order extending the field boundaries and amending the field rules for the Bluffton, Juno, and/or Baukol Noonan-Bakken Pools to create and establish eleven 1280-acre spacing units comprised of Sections 2 and 11; Sections 3 and 10; Sections 5 and 8; Sections 6 and 7; Sections 14 and 23; Sections 15 and 22; Sections 16 and 21; Sections 18 and 19; Sections 27 and 34; Sections 28 and 33; and Sections 30 and 31, T.162N., R.96W., Divide County, ND, authorizing the drilling of one horizontal well on each spacing unit and such other relief as is appropriate.

Case No. 14791: Application of Enerplus Resources (U.S.A.) Inc. for an order amending the field rules for the Mandaree-Bakken Pool to create and establish a 1280-acre spacing unit comprised of Section 12, T.149N., R.94W. and Section 7, T.149N., R.93W., McKenzie and Dunn Counties, ND, authorizing the drilling of a total of not more than seven wells on said spacing unit, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 14792: Application of Zenergy, Inc. for an order extending the field boundaries and amending the field rules for the Glass Bluff-Bakken Pool to create and establish two 1280-acre spacing units comprised of Sections 11 and 12; and Sections 13 and 14, T.151N., R.104W., McKenzie County, ND, authorizing the drilling of one horizontal well on each spacing unit and such other relief as is appropriate.

Case No. 14793: Application of Baytex Energy USA Ltd. for an order extending the field boundaries and amending the field rules for the Blooming Prairie-Bakken Pool to create and establish a 1280-acre spacing unit comprised of Sections 17 and 20, T.162N., R.98W., Divide County, ND, authorizing the drilling of one horizontal well on said spacing unit and such other relief as is appropriate.

Case No. 14794: Application of Baytex Energy USA Ltd. for an order extending the field boundaries and amending the field rules for the Burg-Bakken Pool to create and establish twelve 1280-acre spacing units comprised of Sections 1 and 12; Sections 13 and 24; Sections 25 and 36, T.160N., R.100W.; Sections 6 and 7; Sections 18 and 19; and Sections 30 and 31, T.160N., R.99W.; Sections 5 and 8; Sections 6 and 7; Sections 17 and 20; Sections 18 and 19; Sections 29 and 32; and Sections 30 and 31, T.160N., R.98W., Divide County, ND, authorizing the drilling of one horizontal well on each spacing unit and such other relief as is appropriate.

Case No. 14795: Application of EOG Resources, Inc. for an order extending the field boundaries and amending the field rules for the Hebron-Bakken Pool to create and establish two 960-acre spacing units comprised of Section 34, the W/2 W/2 of Section 35, T.156N., R.104W., Section 3, and the W/2 W/2 of Section 2, T.155N., R.104W.; and the E/2 and E/2 W/2 of Section 35, T.156N., R.104W., and the E/2 and E/2 W/2 of Section 2, T.155N., R.104W., Williams County, ND, authorizing the drilling of a total of not more than two wells on each spacing unit, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 14796: Application of EOG Resources, Inc. for an order extending the field boundaries and amending the field rules for the Kittleson Slough-Bakken Pool to create and establish a 1280-acre spacing unit comprised of Sections 22 and 27, T.158N., R.91W., Mountrail County, ND, authorizing the drilling of a total of not more than three wells on said spacing unit, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 14797: Application of EOG Resources, Inc. for an order extending the field boundaries and amending the field rules for the Painted Woods-Bakken Pool, or in the alternative to establish Bakken spacing in the Ft. Buford and/or Briar Creek Fields, to create and establish five 960-acre spacing units comprised of Sections 22 and 23; all of Section 27, the W/2 W/2 of Section

26, all of Section 34, and the W/2 W/2 of Section 35; the E/2 W/2 and the E/2 of Section 26 and the E/2 W/2 and the E/2 of Section 35; T.153N., R.104W.; all of Section 6, the W/2 W/2 of Section 5, all of Section 7, and the W/2 W/2 of Section 8; and the E/2 W/2 and the E/2 of Section 5 and the E/2 W/2 and the E/2 of Section 8, T.152N., R.104W., McKenzie and Williams Counties, ND, authorizing the drilling of a total of not more than two wells on each spacing unit, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 14798: Application of Fidelity Exploration & Production Co. for an order amending the field rules for the Stanley-Bakken Pool to create and establish three 2560-acre spacing units comprised of Sections 14, 15, 22 and 23; Sections 15, 16, 21 and 22; and Sections 27, 28, 33 and 34, T.155N., R.91W., Mountrail County, ND, authorizing the drilling of one horizontal well on each spacing unit and such other relief as is appropriate.

Case No. 14799: Application of Hunt Oil Co. for an order amending the field rules for the Parshall-Bakken Pool to create and establish six 1280-acre spacing units comprised of Sections 6 and 7; Sections 18 and 19; Sections 28 and 33; Sections 29 and 32; Sections 30 and 31, T.154N., R.89W., and Sections 6 and 7, T.153N., R.89W., Mountrail County, ND, authorizing the drilling of a total of not more than three wells on each spacing unit, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 14081: (Continued) Application of Sinclair Oil & Gas Co. for an order to establish temporary spacing for the development of an oil and/or gas pool discovered by the Bighorn #1-6H well, located in the SESW of Section 31, T.147N., R.97W., Dunn County, ND, define the field limits, enact such special field rules as may be necessary and such other relief as is appropriate.

Case No. 14800: Application of Enerplus Resources (USA) Corp. for an order suspending, and after hearing, revoking a permit issued to Zenergy Operating Co., LLC for the drilling of the Dakota-3 Joseph Eagle #2-19H well on a drilling or spacing unit consisting of Section 19, T.149N., R.93W., Dunn County, ND and such other relief as is appropriate.

Case No. 14370: (Continued) On a motion of the Commission to consider temporary spacing or reinstating proper spacing for the development of an oil and/or gas pool discovered by the Encore Energy Partners Operating LLC #1 Schultz, NENW Section 8, T.148N., R.100W., McKenzie County, ND, define the field limits, and enact such special field rules as may be necessary.

Case No. 14801: Application of Denbury Onshore, LLC for an order suspending, and after hearing, revoking a permit issued to Zenergy, Inc. for the drilling of the Rink #13-24H well on a spacing unit for the Siverston-Bakken Pool consisting of Sections 13 and 24, T.151N., R.98W., McKenzie County, ND, and such other relief as is appropriate.

Case No. 14542: (Continued) Application of Gregory Tank to determine if Continental Resources, Inc. is authorized to recover from his interest as a nonparticipating owner in a spacing unit in the Johnson Corner-Bakken Pool consisting of Sections 4 and 9, T.150N., R.96W., McKenzie County, ND, a risk penalty as provided in NDCC § 38-08-08.

Case No. 14802: Application of Missouri Basin Well Service, Inc. in accordance with NDAC § 43-02-03-88.1 for an order authorizing the conversion of the BN #1 SWD well (1/4a 27-140-98 Burlington Northern #1 well), located in the NENE of Section 27, T.140N., R.98W., Stark County, ND, to a saltwater disposal well in the Dakota Formation pursuant to NDAC Chapter 43-02-05 and such other relief as is appropriate.

Case No. 14803: Application of Prima Exploration, Inc. for an order pursuant to NDAC § 43-02-03-88.1 authorizing saltwater disposal into the Dakota Group in the Coteau #11-31 SWD well, NWNW, Section 31, T.161N., R.90W., South Coteau Field, Burke County, ND, pursuant to NDAC Chapter 43-02-05 and such other relief as is appropriate.

Case No. 14804: Application of Fidelity Exploration & Production Co. for an order authorizing the drilling, completing and producing of a total of not more than three wells on each 1280-acre spacing unit described as Sections 14 and 23; Sections 15 and 22; Sections 16 and 21; Sections 18 and 19; Sections 27 and 34; Sections 28 and 33; and Sections 30 and 31, T.155N., R.91W., Stanley-Bakken Pool, Mountrail County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 14805: Application of Halek Operating ND LLC in accordance with NDAC § 43-02-03-88.1 for an order authorizing the conversion of the Halek 5-22 #1 well, located in the SENE of Section 22, T.139N., R.97W., Stark County, ND, to a saltwater disposal well in the Dakota Formation pursuant to NDAC Chapter 43-02-05 and such other relief as is appropriate.

Case No. 14806: Application of Newfield Production Co. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 14 and 23, T.153N., R.96W., Keene-Bakken Pool, McKenzie County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14807: Application of Newfield Production Co. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 2 and 11, T.149N., R.98W., Pembroke-Bakken Pool, McKenzie County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14808: Application of Newfield Production Co. for an order authorizing the drilling, completing and producing of a total of not more than five wells on each 1280-acre spacing unit described as Sections 5 and 8; and Sections 6 and 7, T.150N., R.99W., Tobacco Garden-Bakken Pool, McKenzie County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 14809: Application of Newfield Production Co. for an order pursuant to NDAC § 43-02-03-88.1 authorizing the conversion to saltwater disposal into the Dakota Group of the Bakken #42-33 well, SENE Section 33, T.156N., R.99W., East Fork Field, Williams County, ND, pursuant to NDAC Chapter 43-02-05 and such other relief as is appropriate.

Case No. 14810: Application of OXY USA Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 5 and 8, T.143N., R.95W., Murphy Creek-Bakken Pool, Dunn County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14811: Application of OXY USA Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 13 and 24, T.143N., R.95W., Murphy Creek-Bakken Pool, Dunn County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14812: Application of OXY USA Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 18 and 19, T.143N., R.95W., Murphy Creek-Bakken Pool, Dunn County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14813: Application of OXY USA Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 26 and 35, T.143N., R.95W., Murphy Creek-Bakken Pool, Dunn County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14814: Application of OXY USA Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 1 and 12, T.142N., R.95W., Murphy Creek-Bakken Pool, Dunn County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14815: Application of OXY USA Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 2 and 11, T.142N., R.95W., Murphy Creek-Bakken Pool, Dunn County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14816: Application of OXY USA Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 15 and 22, T.142N., R.95W., Murphy Creek-Bakken Pool, Dunn County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14817: Application of OXY USA Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 16 and 21, T.142N., R.94W., Murphy Creek-Bakken Pool, Dunn County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14818: Application of OXY USA Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 3 and 10, T.142N., R.97W., Willmen-Bakken Pool, Dunn County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14819: Application of OXY USA Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 11 and 14, T.142N., R.97W., Willmen-Bakken Pool, Dunn County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14820: Application of OXY USA Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 13 and 24, T.142N., R.97W., Willmen-Bakken Pool, Dunn County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14821: Application of OXY USA Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 18 and 19, T.142N., R.96W., Manning-Bakken Pool, Dunn County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14822: Application of OXY USA Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 5 and 8, T.142N., R.95W., Manning-Bakken Pool, Dunn County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14823: Application of OXY USA Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Section 36, T.142N., R.96W. and Section 1, T.141N., R.96W., Russian Creek-Bakken Pool, Dunn County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14824: Application of OXY USA Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 5 and 8, T.141N., R.97W., St. Anthony-Bakken Pool, Dunn County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14825: Application of OXY USA Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 8 and 17, T.141N., R.96W., St. Anthony-Bakken Pool, Dunn County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14826: Application of OXY USA Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 9 and 16, T.141N., R.96W., St. Anthony-Bakken Pool, Dunn County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14827: Application of OXY USA Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 10 and 15, T.141N., R.96W., St. Anthony-Bakken Pool, Dunn County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14828: Application of OXY USA Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 11 and 14, T.141N., R.96W., St. Anthony-Bakken Pool, Dunn County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14829: Application of OXY USA Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 4 and 9, T.141N., R.95W., Simon Butte-Bakken Pool, Dunn County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14830: Application of OXY USA Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 5 and 8, T.141N., R.95W., Simon Butte-Bakken Pool, Dunn County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14831: Application of OXY USA Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 17 and 20, T.141N., R.95W., Simon Butte-Bakken Pool, Dunn County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14832: Application of OXY USA Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 28 and 33, T.141N., R.95W., Simon Butte-Bakken Pool, Dunn County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14833: In the matter of the petition for a risk penalty of Continental Resources, Inc. requesting an order authorizing the recovery of a risk penalty from certain non-participating owners, as provided by NDCC § 38-08-08 in the drilling and completing of the Nadia #1-30H well located in a spacing unit described as Sections 19 and 30, T.146N., R.96W., Jim Creek-Bakken Pool, Dunn County, ND, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 14834: Application of Continental Resources, Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 4 and 9, T.160N., R.94W., Stoneview, North Tioga and/or Viking-Bakken Pools, Burke County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14835: Application of Continental Resources, Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 5 and 8, T.160N., R.94W., Stoneview, North Tioga and/or Viking-Bakken Pools, Burke County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14836: Application of Continental Resources, Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 17 and 20, T.160N., R.94W., North Tioga-Bakken Pool, Burke County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

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Case No. 14837: Application of Continental Resources, Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests for wells drilled on the overlapping spacing unit described as Sections 26 and 35, T.160N., R.95W. and Sections 2 and 11, T.159N., R.95W., Stoneview-Bakken Pool, Divide and Williams Counties, ND as provided by NDCC § 38-08-08 but not reallocating production for wells producing on other spacing units and such other relief as is appropriate.

Case No. 14838: Application of Continental Resources, Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 18 and 19, T.157N., R.97W., Ray-Bakken Pool, Williams County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14839: Application of Continental Resources, Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 25 and 36, T.155N., R.97W., West Capa-Bakken Pool, Williams County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14840: Application of Continental Resources, Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 28 and 33, T.152N., R.102W., Elk-Bakken Pool, McKenzie County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14841: Application of Continental Resources, Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 29 and 32, T.152N., R.102W., Elk-Bakken Pool, McKenzie County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14842: Application of Continental Resources, Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 13 and 24, T.151N., R.99W., North Tobacco Garden-Bakken Pool, McKenzie County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14843: Application of Continental Resources, Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests for wells drilled on the overlapping spacing unit described as Sections 6, 7, 18 and 19, T.146N., R.95W., Jim Creek-Bakken Pool, Dunn County, ND as provided by NDCC § 38-08-08 but not reallocating production for wells producing on other spacing units and such other relief as is appropriate.

Case No. 14844: Application of Continental Resources, Inc. for an order authorizing the drilling, completing and producing of horizontal increase density wells on each 1280-acre spacing unit within the Dollar Joe-Bakken Pool, Williams County, ND, not to exceed a total of seven horizontal wells on each such spacing unit, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 14845: Application of Continental Resources, Inc. for an order authorizing the drilling, completing and producing of a total of not more than seven wells on each 1600-acre spacing unit described as Sections 29 and 32, T.153N., R.98W. and the N/2 of Section 2, T.152N., R.99W.; Sections 30 and 31, T.153N., R.98W. and the N/2 of Section 3, T.152N., R.99W.; and a total of not more than seven wells on a 960-acre spacing unit described as the S/2 of Section 2 and all of Section 11, T.152N., R.99W., Banks-Bakken Pool, Williams and McKenzie Counties, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 14846: Application of XTO Energy Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 11 and 14, T.148N., R.96W., Lost Bridge-Bakken Pool, Dunn County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14847: Application of Abraxas Petroleum Corp. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 2 and 11, T.149N., R.97W., North Fork-Bakken Pool, McKenzie County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14848: Application of Enerplus Resources (U.S.A.) Inc. for an order authorizing the drilling, completing and producing of a total of not more than two wells on a 320-acre spacing unit described as the W/2 of Section 5, T.148N., R.94W., Eagle Nest-Bakken Pool, Dunn County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 14849: Application of Enerplus Resources (U.S.A.) Inc. for an order authorizing the drilling, completing and producing of a total of not more than seven wells on a 1280-acre spacing unit described as Sections 28 and 33, T.149N., R.93W., Mandaree-Bakken Pool, Dunn County, ND, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 14850: Application of Brigham Oil & Gas, L.P. for an order amending the field rules for the Kittleson Slough-Bakken Pool, Mountrail County, ND, to allow the flaring of gas and unrestricted production of oil from wells not connected to a gas gathering facility until the same can be connected and such other relief as is appropriate.

Case No. 14851: Application of Brigham Oil & Gas, L.P. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 21 and 28, T.158N., R.91W., Kittleson Slough-Bakken Pool, Mountrail County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14852: Application of Brigham Oil & Gas, L.P. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 14 and 23, T.156N., R.93W., Alger-Bakken Pool, Mountrail County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14853: Application of Brigham Oil & Gas, L.P. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 19 and 30, T.154N., R.102W., Painted Woods-Bakken Pool, Williams County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14854: Application of Brigham Oil & Gas, L.P. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 6 and 7, T.152N., R.103W., Buford-Bakken Pool, Williams County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14855: Application of Brigham Oil & Gas, L.P. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests for wells drilled on the overlapping spacing unit described as Sections 4 and 9, T.152N., R.98W., Banks-Bakken Pool, McKenzie County, ND as provided by NDCC § 38-08-08 but not reallocating production for wells producing on other spacing units and such other relief as is appropriate.

Case No. 14856: Application of Brigham Oil & Gas, L.P. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 6 and 7, T.152N., R.98W., Banks-Bakken Pool, McKenzie County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14857: Application of Brigham Oil & Gas, L.P. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 16 and 21, T.152N., R.98W., Banks-Bakken Pool, McKenzie County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14858: Application of Brigham Oil & Gas, L.P. 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.152N., R.98W., Banks-Bakken Pool, McKenzie County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14859: Application of Baytex

Energy USA Ltd. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Section 34, 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. 14860: Application of Baytex Energy USA Ltd. 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.162N., 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. 14861: Application of Baytex Energy USA Ltd. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Section 10, T.162N., R.99W., Ambrose-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14862: Application of Baytex Energy USA Ltd. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Section 22, T.162N., R.99W., Ambrose-Bakken Pool, Divide County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14863: Application of Baytex Energy USA Ltd. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Section 23, T.162N., R.99W., Ambrose-Bakken Pool, Divide County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14864: Application of Baytex Energy USA Ltd. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Section 24, T.162N., R.99W., Ambrose-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14865: Application of Baytex Energy USA Ltd. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 14 and 23, T.160N., R.99W., Burg-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14866: Application of Dakota-3 E&P Co., LLC 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.150N., R.94W., Spotted Horn-Bakken Pool, McKenzie County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14867: Application of Dakota-3 E&P Co., LLC for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Section 9, T.148N., R.93W., South Fork-Bakken Pool, Dunn County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14868: Application of Denbury Onshore, LLC for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Section 32, T.154N., R.95W., Charlson-Sanish Pool, Williams and McKenzie Counties, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14869: Application of Hunt Oil Co. in accordance with NDAC § 43-02-03-88.1 for an order allowing the production from the Horst 2-24H #2 well, located in Section 24, T.154N., R.90W., to be commingled into the Horst Central Tank Battery or production facility, Parshall-Bakken Pool, Mountrail County, ND, as an exception to the provisions of NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 14870: Application of Hunt Oil Co. in accordance with NDAC § 43-02-03-88.1 for an order allowing the production from the Karbowski 2-22H #2 well, located in Section 22, T.154N., R.90W., to be commingled into the Karbowski Central Tank Battery or production facility, Parshall-Bakken Pool, Mountrail County, ND, as an exception to the provisions of NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 14871: Application of Hunt Oil Co. in accordance with NDAC § 43-02-03-88.1 for an order allowing the production from the King 2-35-4H #2 well, located in Section 35, T.157N., R.90W., to be commingled into the King Central Tank Battery or production facility, Ross-Bakken Pool, Mountrail County, ND, as an exception to the provisions of NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 14872: Application of Hunt Oil Co. in accordance with NDAC § 43-02-03-88.1 for an order allowing the production from the Nielsen 2-8H #2 well, located in Section 8, T.156N., R.90W., to be commingled into the Nielsen Central Tank Battery or production facility, Ross-Bakken Pool, Mountrail County, ND, as an exception to the provisions of NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 14873: Application of Hunt Oil Co. in accordance with NDAC § 43-02-03-88.1 for an order allowing the production from the Halliday 1-19-18H #1 well, located in Section 19, T.146N., R.92W., and the Halliday 1-30-31H #1 well, located in Section 30, T.146N., R.92W., to be commingled into the Halliday Central Tank Battery or production facility, Werner-Bakken Pool, Dunn County, ND, as an exception to the provisions of NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 14874: In the matter of the petition for a risk penalty of EOG Resources, Inc. requesting an order authorizing the recovery of a risk penalty from certain non-participating owners, as provided by NDCC § 38-08-08 in the drilling and completing of the Ross #32-1707H well located in a spacing unit described as Sections 7, 17 and 18, T.156N., R.92W., Alger-Bakken Pool, Mountrail County, ND, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 14875: In the matter of the petition for a risk penalty of EOG Resources, Inc. requesting an order authorizing the recovery of a risk penalty from certain non-participating owners, as provided by NDCC § 38-08-08 in the drilling and completing of the Ross #31-143-31H well located in a spacing unit described as Section 31, T.153N., R.90W., Parshall-Bakken Pool, Mountrail County, ND, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 14876: In the matter of the petition for a risk penalty of EOG Resources, Inc. requesting an order authorizing the recovery of a risk penalty from certain non-participating owners, as provided by NDCC § 38-08-08 in the drilling and completing of the Sidonia #23-2017H well located in a spacing unit described as Sections 17 and 20, T.158N., R.90W., Clear Water-Bakken Pool, Mountrail County, ND, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 14877: In the matter of the petition for a risk penalty of EOG Resources, Inc. requesting an order authorizing the recovery of a risk penalty from certain non-participating owners, as provided by NDCC § 38-08-08 in the drilling and completing of the Sidonia #23-2017H well located in a spacing unit described as Sections 17 and 20, T.158N., R.90W., Clear Water-Bakken Pool, Mountrail County, ND, pursuant to NDAC § 43-02-03-88.1, and such other relief as is appropriate.

Case No. 14878: Application of EOG Resources, Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 26 and 27, T.154N., R.104W., Round Prairie-Bakken Pool, Williams County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14879: Application of EOG Resources, Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 14 and 15, T.154N., R.104W., Round Prairie-Bakken Pool, Williams County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14880: Application of EOG Resources, Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 2 and 3, T.154N., R.104W., Round Prairie-Bakken Pool, Williams County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14881: Application of EOG Resources, Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 1 and 12, T.154N., R.104W., Round Prairie-Bakken Pool, Williams County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14882: Application of EOG Resources, Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as the W/2 of Section 11, T.149N., R.93W., Mandaree-Bakken Pool, Dunn County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14883: Application of EOG Resources, Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Section 26, T.151N., R.90W., Parshall-Bakken Pool, Mountrail County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14884: Application of EOG Resources, Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 18 and 19, T.158N., R.89W., Clear Water-Bakken Pool, Mountrail County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14885: Application of EOG Resources, Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Section 1, T.155N., R.104W., Hebron-Bakken Pool, Williams County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14886: Application of EOG Resources, Inc. for an order authorizing the flaring of gas from wells located in the Van Hook-Bakken Pool, Dunn, McLean, and Mountrail Counties, ND, as an exception to the provisions of NDCC § 38-08-06.4 and such other relief as is appropriate.

Case No. 14887: Application of EOG Resources, Inc. for an order authorizing the flaring of gas from wells located in the Stanley-Bakken Pool, Mountrail County, ND, as an exception to the provisions of NDCC § 38-08-06.4 and such other relief as is appropriate.

Case No. 14680: (Continued) Application of EOG Resources, Inc. for an order authorizing the flaring of gas from wells located in the Van Hook-Bakken Pool, Dunn, McLean, and Mountrail Counties, ND, as an exception to the provisions of NDCC § 38-08-06.4 and such other relief as is appropriate.

Case No. 14681: (Continued) Application of EOG Resources, Inc. for an order authorizing the flaring of gas from wells located in the Stanley-Bakken Pool, Mountrail County, ND, as an exception to the provisions of NDCC § 38-08-06.4 and such other relief as is appropriate.

Case No. 14682: (Continued) Application of EOG Resources, Inc. for an order authorizing the flaring of gas from wells located in the Squaw Creek-Bakken Pool, McKenzie County, ND, as an exception to the provisions of NDCC § 38-08-06.4 and such other relief as is appropriate.

Case No. 14683: (Continued) Application of EOG Resources, Inc. for an order authorizing the flaring of gas from wells located in the Spotted Horn-Bakken Pool, McKenzie and Mountrail Counties, ND, as an exception to the provisions of NDCC § 38-08-06.4 and such other relief as is appropriate.

Case No. 14684: (Continued) Application of EOG Resources, Inc. for an order authorizing the flaring of gas from wells located in the Ross-Bakken Pool, Mountrail County, ND, as an exception to the provisions of NDCC § 38-08-06.4 and such other relief as is appropriate.

Case No. 14685: (Continued) Application of EOG Resources, Inc. for an order authorizing the flaring of gas from wells located in the Parshall-Bakken Pool, Mountrail and McLean Counties, ND, as an exception to the provisions of NDCC § 38-08-06.4 and such other relief as is appropriate.

Case No. 14686: (Continued) Application of EOG Resources, Inc. for an order authorizing the flaring of gas from wells located in the Antelope-Sanish Pool, McKenzie and Mountrail Counties, ND, as an exception to the provisions of NDCC § 38-08-06.4 and such other relief as is appropriate.

Case No. 14687: (Continued) Application of EOG Resources, Inc. for an order authorizing the flaring of gas from wells located in the Clear Water-Bakken Pool, Burke and Mountrail Counties, ND, as an exception to the provisions of NDCC § 38-08-06.4 and such other relief as is appropriate.

Case No. 14886: Application for an order amending the field rules for the Cottonwood-Bakken Pool, Burke and Mountrail Counties, ND, to allow the flaring of gas and unrestricted production of oil from wells not connected to a gas gathering facility until the same can be connected and such other relief as is appropriate. EOG Resources, Inc.

Case No. 14887: Application for an order amending the field rules for the Clear Water-Bakken Pool, Burke and Mountrail Counties, ND, to allow the flaring of gas and unrestricted production of oil from wells not connected to a gas gathering facility until the same can be connected and such other relief as is appropriate. EOG Resources, Inc. and Hunt Oil Co.

Case No. 14888: Application for an order amending the field rules for the Alger-Bakken Pool, Mountrail County, ND, to allow the flaring of gas and unrestricted production of oil from wells not connected to a gas gathering facility until the same can be connected and such other relief as is appropriate. Brigham Oil & Gas, L.P.; EOG Resources, Inc.; Fidelity Exploration & Production Co.; and Slawson Exploration Co., Inc.

Case No. 14590: (Continued) Application of Zenergy, Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 9 and 16, T.151N., R.104W., Dore or Briar Creek-Bakken, McKenzie County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.



Affidavit of Publication

State of North Dakota, County of Divide, ss:

I, Steven J. Andrist, 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 dates:

May 4, 2011..... 150 lines @ .62 = 93.00

TOTAL CHARGE.....\$93.00

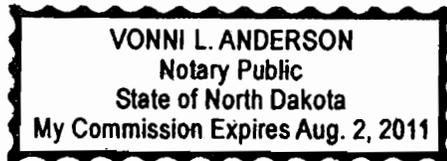
Signed _____

Steven J. Andrist, Publisher

Subscribed and sworn to before me May 4, 2011

Vonni L. Anderson

Notary Public, State of North Dakota



will hold a public hearing at 9:00 a.m. Thursday, May 26, 2011, at the N.D. Oil & Gas Division, 1016 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 Friday, May 13, 2011.

STATE OF NORTH DAKOTA TO:

Case No. 14781: Proper spacing for the development of the Upland-Bakken Pool, Divide County, ND, redefine the field limits, and enact such special field rules as may be necessary. Continental Resources, Inc.

Case No. 14790: Application of Samson Resources Co. for an order extending the field boundaries and amending the field rules for the Bluffton, Juno, and/or Baukol Noonan-Bakken Pools to create and establish eleven 1280-acre spacing units comprised of Sections 2 and 11; Sections 3 and 10; Sections 5 and 8; Sections 6 and 7; Sections 14 and 23; Sections 15 and 22; Sections 16 and 21; Sections 18 and 19; Sections 27 and 34; Sections 28 and 33; and Sections 30 and 31, T.162N., R.96W., Divide County, ND, authorizing the drilling of one horizontal well on each spacing unit and such other relief as is appropriate.

Case No. 14793: Application of Baytex Energy USA Ltd. for an order extending the field boundaries and amending the field rules for the Blooming Prairie-Bakken Pool to create and establish a 1280-acre spacing unit comprised of Sections 17 and 20, T.162N., R.98W., Divide County, ND, authorizing the drilling of one horizontal well on said spacing unit and such other relief as is appropriate.

Case No. 14794: Application of Baytex

Energy USA Ltd. for an order extending the field boundaries and amending the field rules for the Burg-Bakken Pool to create and establish two 1280-acre spacing units comprised of Sections 11 and 12; Sections 13 and 24; Sections 25 and 36, T.160N., R.100W.; Sections 6 and 7; Sections 18 and 19; and Sections 30 and 31, T.160N., R.99W.; Sections 5 and 8; Sections 6 and 7; Sections 17 and 20; Sections 18 and 19; Sections 29 and 32; and Sections 30 and 31, T.160N., R.98W., Divide County, ND, authorizing the drilling of one horizontal well on each spacing unit and such other relief as is appropriate.

Case No. 14837: Application of Continental Resources, Inc. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests for wells drilled on the overlapping spacing unit described as Sections 26 and 35, T.160N., R.95W. and Sections 2 and 11, T.159N., R.95W., Stoneview-Bakken Pool, Divide and Williams Counties, ND as provided by NDCC § 38-08-08 but not reallocating production for wells producing on other spacing units and such other relief as is appropriate.

Case No. 14859: Application of Baytex Energy USA Ltd. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Section 34, 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. 14860: Application of Baytex Energy USA Ltd. 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.162N., 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. 14861: Application of Baytex Energy USA Ltd. for an order pursuant to

NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Section 10, T.162N., R.99W., Ambrose-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14862: Application of Baytex Energy USA Ltd. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Section 22, T.162N., R.99W., Ambrose-Bakken Pool, Divide County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14863: Application of Baytex Energy USA Ltd. for an order pursuant to NDAC § 43-02-

03-88.1 pooling all interests in a spacing unit described as Section 23, T.162N., R.99W., Ambrose-Bakken Pool, Divide County, ND as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14864: Application of Baytex Energy USA Ltd. for an order pursuant to NDAC § 43-02-

03-88.1 pooling all interests in a spacing unit described as Section 24, T.162N., R.99W., Ambrose-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Case No. 14865: Application of Baytex Energy USA Ltd. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 14 and 23, T.160N., R.99W., Burg-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08 and such other relief as is appropriate.

Signed by,
Jack Dalrymple, Governor
Chairman,
ND Industrial
Commission