

BEFORE THE INDUSTRIAL COMMISSION
OF THE STATE OF NORTH DAKOTA

CASE NO. 14865
ORDER NO. 17141

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 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.

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) Pursuant to North Dakota Administrative Code (NDAC) Section 43-02-03-88.1, the Director is authorized to sign, on behalf of the Commission, orders relating to, inter alia, pooling under North Dakota Century Code (NDCC) Section 38-08-08.
- (3) The applicant is the owner of an interest in an oil and gas leasehold estate in a spacing unit for the Burg-Bakken Pool described as all of Sections 14 and 23, Township 160 North, Range 99 West, Divide County, North Dakota.
- (4) Said spacing unit is created in accordance with an order of the Commission and there are separately owned tracts and/or separately owned interests in the spacing unit, and some of the owners thereof have not voluntarily pooled their interests for the development and operation of said spacing unit.
- (5) The Commission makes no findings with regard to the specific acreage or percentage attributed to separately owned tracts or interests.
- (6) Counsel for applicant requests an order of the Commission pooling all interests in the spacing unit.
- (7) There were no objections to this application.
- (8) NDCC Section 38-08-08 requires the Commission to enter a pooling order upon application when two or more separately owned tracts are embraced within a spacing unit, or there are separately owned interests in all or a part of a spacing unit, in the absence of voluntary pooling. The section further provides that working interest owners in the spacing unit shall pay their share of the reasonable actual cost of drilling and operating the well plus a reasonable

charge for supervision. In addition to such costs and charges, nonparticipating lessees may be required to pay a risk penalty of 200 percent and unleased mineral interest owners may be required to pay a risk penalty of 50% of their share of the reasonable actual cost of drilling and completing the well. This application is not a petition for a risk penalty, therefore the Commission makes no findings with regard to whether any particular owner with an interest in the spacing unit at issue in this application may impose a risk penalty against any other owner. The requirements for imposition of a risk penalty are set forth in NDCC Section 38-08-08 and NDAC Section 43-02-03-16.3.

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

IT IS THEREFORE ORDERED:

(1) All oil and gas interests in a spacing unit for the Burg-Bakken Pool described as all of Sections 14 and 23, Township 160 North, Range 99 West, Divide County, North Dakota, are hereby pooled for the development and operation of the spacing unit.

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

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

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

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

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

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

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

Dated this 18th day of July, 2011.

**INDUSTRIAL COMMISSION
STATE OF NORTH DAKOTA**

By the Director, on behalf of the Commission

/s/ Lynn D. Helms, Director

STATE OF NORTH DAKOTA

AFFIDAVIT OF MAILING

COUNTY OF BURLEIGH

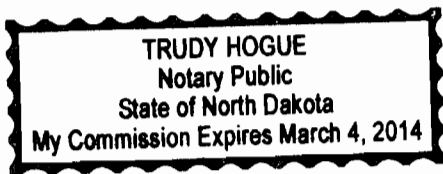
I, Jeanette Bean, being duly sworn upon oath, depose and say: That on the 27th day of July, 2011 enclosed in separate envelopes true and correct copies of the attached Order No. 17141 of the North Dakota Industrial Commission, and deposited the same with the United States Postal Service in Bismarck, North Dakota, with postage thereon fully paid, directed to the following persons by the Industrial Commission in Case No. 14865:


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



Jeanette Bean
Oil & Gas Division

On this 27th day of July, 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

Fredrikson & BYRON, P.A.

May 24, 2011



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

RE: CASE NO. 14865
Baytex Energy USA Ltd.

Dear Mr. Hicks:

Please find enclosed herewith the AFFIDAVIT OF LEE ZINK in regard to the captioned matter for filing.

Thank you for your attention to this matter.

Sincerely,


LAWRENCE BENDER

LB/leo

Enclosure

cc: Mr. Lee Zink - (w/o enc.) *Via Email*

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Attorneys & Advisors
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www.fredlaw.com

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

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

CASE NO. 14865

Application of Baytex Energy USA Ltd. for an order pursuant to NDAC Section 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 14 and 23, Township 160 North, Range 99 West, Burg-Bakken Pool, Divide County, North Dakota, as provided by NDCC Section 38-08-08 and such other relief as is appropriate.



AFFIDAVIT OF LEE ZINK

STATE OF COLORADO)
) ss
COUNTY OF DENVER)

Lee Zink, being first duly sworn, deposes and states as follows:

1.

That I am a Landman for Baytex Energy USA Ltd., 600 17th Street, Suite 1600 South, Denver, Colorado 80202, the applicant in the above-entitled matter.

2.

That in the course of my work as Landman for Baytex, I have become familiar with the mineral ownership and leasehold ownership in Sections 14 and 23, Township 160 North, Range 99 West, Divide County, North Dakota (“Sections 14 and 23”).

3.

That Baytex is the owner of an interest in the oil and gas leasehold estate in portions of Sections 14 and 23.

4.

That Sections 14 and 23 has been established as a spacing unit in the Burg-Bakken Pool.

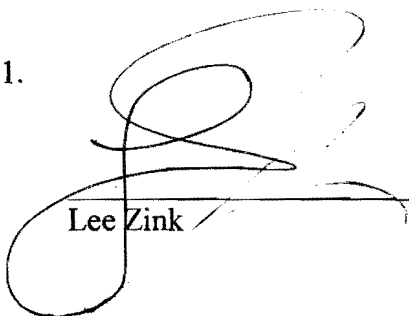
5.

That there are separately owned tracts or interests in the mineral estate and/or leasehold estate in Sections 14 and 23.

6.

That a voluntary pooling in Sections 14 and 23 has not been accomplished.

DATED this 23 day of May, 2011.

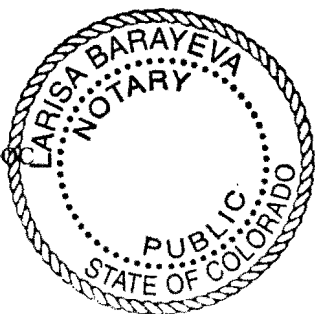


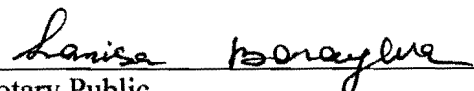
Lee Zink

STATE OF COLORADO)
)ss
COUNTY OF DENVER)

The foregoing instrument was acknowledged before me this 23 day of May, 2011 by Lee Zink, Landman, of Baytex Energy USA Ltd.

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Notary Public
My Commission Expires: 06/27/2013

5.

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

6.

That Baytex therefore requests that the Commission enter its order pooling all interests in the proposed spacing unit described as Sections 14 and 23, Township 160 North, Range 99 West, Burg-Bakken Pool, Divide County, North Dakota, as provided by N.D.C.C. Section 38-08-08.

WHEREFORE, Baytex requests the following:

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

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 an APPLICATION OF BAYTEX ENERGY USA LTD. to be placed on the May 2011 docket.

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,

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

LAWRENCE BENDER

LB/mpg
Enclosure

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

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Amount Paid: _____ CK #: _____

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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
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 Zenenergy, 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 Zenenergy, 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.

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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, SESE 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; SESE, 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 Mandree-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 SESE 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.

Continued from Pg. 4B

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.



Affidavit of Publication

State of North Dakota, County of Divide, ss:

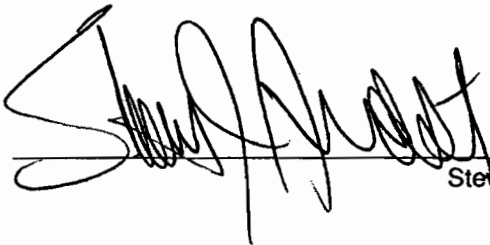
I, Steven J. Andrist, being first duly sworn, on my oath, say that I am the publisher of The Journal, a weekly newspaper of general circulation and official newspaper of Divide County, State of North Dakota, published in the city of Crosby, ND, and that the advertisement headed

NOTICE OF HEARING

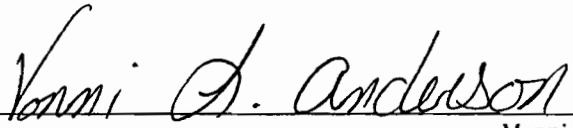
a printed copy of which is here attached, was published in The Journal on the following dates:

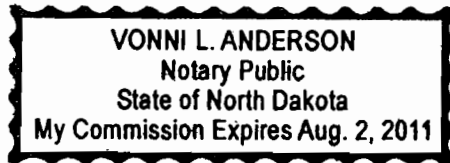
May 4, 2011..... 150 lines @ .62 = 93.00

TOTAL CHARGE.....\$93.00

Signed 
Steven J. Andrist, Publisher

Subscribed and sworn to before me May 4, 2011


Vonna 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