

BEFORE THE INDUSTRIAL COMMISSION
OF THE STATE OF NORTH DAKOTA

CASE NO. 23685
ORDER NO. 26026

IN THE MATTER OF A HEARING CALLED ON A MOTION OF THE COMMISSION TO CONSIDER THE APPLICATION OF SM ENERGY CO. FOR AN ORDER PURSUANT TO NDAC § 43-02-03-88.1 POOLING ALL INTERESTS IN A SPACING UNIT DESCRIBED AS SECTIONS 26 AND 35, T.161N., 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 25th day of February, 2015.
- (2) Pursuant to North Dakota Administrative Code (NDAC) Section 43-02-03-88.1, the Director is authorized to sign, on behalf of the Commission, orders relating to, inter alia, pooling under North Dakota Century Code (NDCC) Section 38-08-08.
- (3) The applicant is the owner of an interest in an oil and gas leasehold estate in a spacing unit described as all of Sections 26 and 35, Township 161 North, Range 99 West, Burg-Bakken Pool, 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, as provided by NDCC Section 38-08-08, and such other relief as is appropriate.
- (7) There were no objections to this application.
- (8) NDCC Section 38-08-08 requires the Commission to enter a pooling order upon application when two or more separately owned tracts are embraced within a spacing unit, or there are separately owned interests in all or a part of a spacing unit, in the absence of voluntary pooling. The section further provides that working interest owners in the spacing unit shall pay their share of the reasonable actual cost of drilling and operating the well plus a reasonable charge for supervision. In addition to such costs and charges, nonparticipating lessees may be

required to pay a risk penalty of 200 percent and unleased mineral interest owners may be required to pay a risk penalty of 50 percent of their share of the reasonable actual cost of drilling and completing the well. The requirements for imposition of a risk penalty are set forth in NDCC Section 38-08-08 and NDAC Section 43-02-03-16.3.

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

IT IS THEREFORE ORDERED:

(1) All oil and gas interests in a spacing unit described as all of Sections 26 and 35, Township 161 North, Range 99 West, Burg-Bakken Pool, Divide County, North Dakota, are hereby pooled for the development and operation of the spacing unit.

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

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

(4) All owners of interests shall recover or receive, without unnecessary expense, their just and equitable share of production from the spacing unit in the proportion as their 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(s), plus a reasonable charge for supervision.

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

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

(8) This order 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 5th day of March, 2015.

INDUSTRIAL COMMISSION
STATE OF NORTH DAKOTA

By the Director, on behalf of the Commission

/s/ Lynn D. Helms, Director

SFN 5729

STATE OF NORTH DAKOTA

AFFIDAVIT OF MAILING

COUNTY OF BURLEIGH

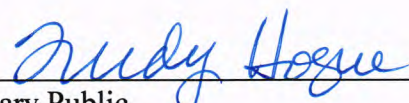
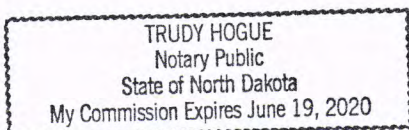
I, Belinda Dickson, being duly sworn upon oath, depose and say: That on the 11th day of March, 2015 enclosed in separate envelopes true and correct copies of the attached Order No. 26026 of the North Dakota Industrial Commission, and deposited the same with the United States Postal Service in Bismarck, North Dakota, with postage thereon fully paid, directed to the following persons by the Industrial Commission in Case No. 23685:

JOHN MORRISON
CROWLEY FLECK PLLP
PO BOX 2798
BISMARCK ND 58502



Belinda Dickson
Oil & Gas Division

On this 11th day of March, 2015 before me personally appeared Belinda Dickson to me known as the person described in and who executed the foregoing instrument and acknowledged that she executed the same as her free act and deed.



Notary Public
State of North Dakota, County of Burleigh

From: [Lisa Herberholz](#)
To: [Hicks, Bruce E.](#)
Cc: [Shawn Heringer](#); [Kadmas, Bethany R.](#); [John W. Morrison](#)
Subject: SM Pooling Affidavits
Date: Tuesday, February 17, 2015 3:46:12 PM
Attachments: [SM Filing Ltr - Heringer Pooling Affs 23675-23693.pdf](#)
[SM - Heringer Pooling Aff 23675.pdf](#)
[SM - Heringer Pooling Aff 23676.pdf](#)
[SM - Heringer Pooling Aff 23677.pdf](#)
[SM - Heringer Pooling Aff 23678.pdf](#)
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[SM - Heringer Pooling Aff 23692.pdf](#)
[SM - Heringer Pooling Aff 23693.pdf](#)

Attached please find pooling affidavits in Case Nos. 23675-23693. Thank you.

Lisa



Lisa Herberholz

Administrative Assistant
Crowley Fleck PLLP
100 West Broadway Avenue, Suite 250
P.O. Box 2798
Bismarck, ND 58502
Direct 701.224.7538
Fax 701.222.4853
[✉lherberholz@crowleyfleck.com](mailto:lherberholz@crowleyfleck.com)

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BEFORE THE INDUSTRIAL COMMISSION
OF THE STATE OF NORTH DAKOTA

Application of SM Energy Co. for an order)
pursuant to NDAC § 43-02-03-88.1 pooling)
all interests in a spacing unit described as)
Sections 26 and 35, T.161N., R.99W., Burg-)
Bakken Pool, Divide County, ND, as)
provided by NDCC § 38-08-08, and such)
other relief as is appropriate.)

Case No. 23685

AFFIDAVIT OF SHAWN HERINGER

STATE OF MONTANA)
)SS.
COUNTY OF YELLOWSTONE)

Shawn Heringer, being duly sworn, states as follows:

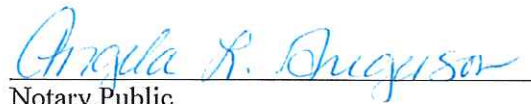
1. I am a landman employed by SM Energy Company with responsibilities in the State of North Dakota and I have personal knowledge of the matters set forth in this affidavit.
2. Sections 26 and 35, T.161N., R.99W., Divide County, North Dakota constitute a spacing unit for the Burg-Bakken Pool. There are separately owned tracts and separately owned interests within tracts in the spacing unit.
3. There is no voluntary pooling agreement or declaration of pooling which covers all interests within the spacing unit for the above-described well.

Dated this 16th day of February, 2015.


Shawn Heringer

STATE OF MONTANA)
)SS.
COUNTY OF YELLOWSTONE)

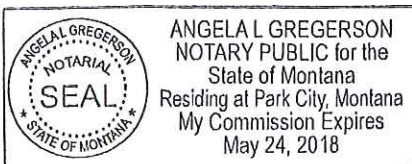
Subscribed to and sworn before me this 16th day of February, 2015.


Notary Public

State of Montana

My Commission Expires: May 24, 2018

(S E A L)



BEFORE THE INDUSTRIAL COMMISSION
OF THE STATE OF NORTH DAKOTA

Application of SM Energy Company for an)
order pursuant to NDAC § 43-02-03-88.1)
pooling all interests in a spacing unit)
described as Sections 26 and 35, T.161N.,)
R.99W., Burg-Bakken Pool, Divide County,)
ND, as provided by NDCC § 38-08-08, and)
such other relief as is appropriate.)

APPLICATION



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

1. It is the owner of an interest in the oil and gas leasehold estate underlying all or portions of Sections 26 and 35, Township 161 North, Range 99 West, Divide County, North Dakota.
2. Said lands constitute a spacing unit for the Burg-Bakken pool.
3. There are separately owned tracts and separately owned interests within tracts within the spacing unit.
4. There is no voluntary pooling agreement covering all interests within the spacing unit.
5. Applicant requests that it be allowed to present testimony by telephone pursuant to Section 43-02-03-88.2 of the North Dakota Administrative Code.

WHEREFORE, applicant respectfully requests that this matter be set for hearing at the regularly scheduled hearings in February, 2015 and that thereafter the Commission enter its order granting the relief requested.

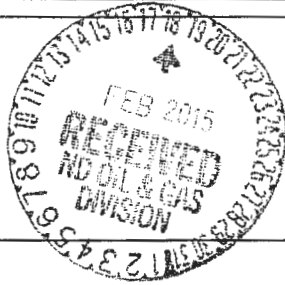
Dated this 23rd day of January, 2015.

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BISMARCK ND 58505



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Date: 02/05/2015

Date	Order #	Type	Order Amt
02/05/15	20770285	INV	592.50

Amount Paid: _____ CK #: _____

CREDIT CARD PAYMENT (circle one)



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Exp Date: _____
Signature: _____
Credit card users: Fax to 608-791-8212

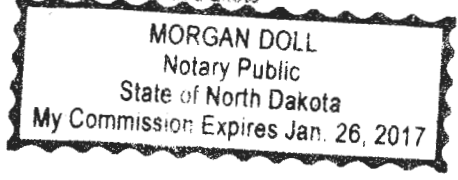
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Date	Date	Times Run	Description	Lines	Class Code	Order Amt	Net Amt Due
			Case No. 23641	750.00	Legals	592.50	592.50
02/05/15	02/05/15	1	Bismarck Tribune PO:Notice of Hearing				

Affidavit of Publication
State of North Dakota) SS County of Burleigh
Before me, a Notary Public for the State of North Dakota
personally appeared AK, 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:
2/5 Signed Calvin Kuntz
sworn and subscribed to before me this 17th
day of February 2015
Morgan Doll
Notary Public in and for the State of North Dakota



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. Wednesday, February 25, 2015, at the N.D. Oil & Gas Division, 1000 East Calgary Ave., Bismarck, N.D. At the hearing the Commission will receive testimony and exhibits. Persons with any interest in the cases listed below, take notice.

PERSONS WITH DISABILITIES: If at the hearing you need special facilities or assistance, contact the Oil and Gas Division at 701-328-8038 by Thursday, February 12, 2015.

STATE OF NORTH DAKOTA TO:

Case No. 23641: Application of Continental Resources, Inc. for an order revoking the permit issued to Statoil Oil & Gas LP to drill the Jack 21-16 #8TFH well (File No. 30430) with a surface location in the SESE of Section 21, T.156N., R.100W., Williams County, ND, or alternatively designating applicant as operator of said well, and for such other relief as the Commission may deem appropriate.

Case No. 23642: Application of Continental Resources, Inc. for an order revoking the permit issued to Statoil Oil & Gas LP to drill the Jack 21-16 #2H well (File No. 30432) with a surface location in the SESE of Section 21, T.156N., R.100W., Williams County, ND, or alternatively designating applicant as operator of said well, and for such other relief as the Commission may deem appropriate.

Case No. 23643: Application of Continental Resources, Inc. for an order revoking the permit issued to Statoil Oil & Gas LP to drill the Jack 21-16 #3TFH well (File No. 30428) with a surface location in the SESE of Section 21, T.156N., R.100W., Williams County, ND, or alternatively designating applicant as operator of said well, and for such other relief as the Commission may deem appropriate.

Case No. 22803: (Continued) Application of Continental Resources, Inc. for an order suspending and, after hearing, revoking the permit issued to Crescent Point Energy U.S. Corp. to drill the Go-Riders #158-99-1522H well (File No. 24719), with a surface location in T.158N., R.99W., Section 10, and a bottom hole location in T.158N., R.99W., Section 22, Williams County, ND, and such other relief as is appropriate.

Case No. 23644: Application of XTO Energy, Inc. for an order extending the field boundaries and amending the field rules for the McGregor-Bakken Pool to create and establish an overlapping 1280-acre spacing unit comprised of the W/2 of Sections 28 and 33 and the E/2 of Sections 29 and 32, T.158N., R.95W., Williams County, ND, authorizing the drilling of a total not to exceed two wells on or near the section line between existing 320 and 1280-acre drilling and/or spacing units on said proposed overlapping spacing units, eliminating any tool error requirements and such other relief as is appropriate.

Case No. 23645: Application of Missouri River Resources ND, LLC for an order authorizing the drilling of up to four horizontal wells in an approximate 320-acre spacing unit for the Squaw Creek-Bakken Pool comprised of the W/2, Section 3, T.149N., R.94W., McKenzie County, ND.

Case No. 23646: On a motion of the Commission to review the authorization and permit under Order No. 19047 for Clearwater, Inc. to operate a treating plant located in Lot 1 (NWNW) of Section 30, T.153N., R.103W., Williams County, ND, and such other relief as is appropriate.

Case No. 23647: On a motion of the Commission to review the authorization and permit under Order No. 19048 for 212 Water Services, LLC to operate a portable treating plant throughout the state of North Dakota and such other relief as is appropriate.

Case No. 23648: Application of Horizon - Olson, LLC for an order pursuant to NDAC § 43-02-03-51 authorizing the construction and operation of a treating plant to be located in the NENW of Section 29, T.145N., R.96W., Dunn County, ND, and such other relief as is appropriate.

Case No. 23649: Temporary spacing to develop an oil and/or gas pool discovered by the Resonance Exploration (North Dakota) LLC #13-20H Resonance Ballantyne (File No. 29452), SWSW Section 20, T.163N., R.80W., Bottineau County, ND, define the field limits, and enact such special field rules as may be necessary.

Case No. 22597: (Continued) Proper spacing for the development of the Garnet-Bakken Pool, Divide County, ND, redefine the field limits, and enact such special field rules as may be necessary. Baytex Energy USA Ltd; SM Energy Co.

Case No. 22640: (Continued) Proper spacing for the development of the Skabo-Bakken Pool, Divide County, ND, redefine the field limits, and enact such special field rules as may be necessary. Baytex Energy USA Ltd

Case No. 22641: (Continued) Proper spacing for the development of the Moraine-Bakken Pool, Divide County, ND, redefine the field limits, and enact such special field rules as may be necessary. Baytex Energy USA Ltd

Case No. 23650: Proper spacing for the development of the Pleasant Hill-Bakken Pool, McKenzie County, ND, redefine the field limits, and enact such special field rules as may be necessary. Slawson Exploration Co. Inc.; Whiting Oil and Gas Corp.

Case No. 23651: Proper spacing for the development of the Fryburg-Bakken Pool, Billings County, ND, redefine the field limits, and enact such special field rules as may be necessary. Whiting Oil and Gas Corp.

Case No. 23652: Application of Whiting Oil and Gas Corp. for an order amending the applicable orders for the Grinnell-Bakken Pool, Williams and McKenzie Counties, ND, to establish an overlapping 2560-acre spacing unit consisting of Sections 26, 27, 34 and 35, T.154N., R.97W., and authorize up to two horizontal wells to be drilled on such spacing unit and granting such other relief as may be appropriate.

Case No. 23653: Application of Whiting Oil and Gas Corp. for an order amending the applicable orders for the Sand Creek and/or Grinnell-Bakken Pools, Williams and McKenzie Counties, ND, to establish three overlapping 2560-acre spacing units consisting of Sections 31 and 32, T.154N., R.96W. and Sections 5 and 6, T.153N., R.96W.; and Sections 5, 6, 7 and 8; and Sections 7, 8, 17 and 18, T.153N., R.96W., and authorize up to two horizontal wells to be drilled on each such 2560-acre spacing unit; and granting such other relief as may be appropriate.

Case No. 23654: Application of Whiting Oil and Gas Corp. for an order amending the applicable orders for the Banks, Truax, Grinnell, and/or Sand Creek-Bakken Pools, Williams and McKenzie Counties, ND, to establish seven overlapping 2560-acre spacing units consisting of Sections 7 and 18, T.153N., R.97W. and Sections 12 and 13, T.153N., R.98W.; Sections 3, 4, 9 and 10; Sections 15, 16, 21 and 22; and Sections 16, 17, 20 and 21, T.153N., R.97W.; and Sections 27, 28, 33 and 34; Sections 28, 29, 32 and 33; and Sections 29, 30, 31 and 32, T.154N., R.97W., and authorize up to two horizontal wells to be drilled on each such 2560-acre spacing unit; and granting such other relief as may be appropriate.

Case No. 23655: Application of Whiting Oil and Gas Corp. for an order amending the applicable orders for the Banks-Bakken Pool, Williams and McKenzie Counties, ND, to establish a 2560-acre spacing unit consisting of Sections 6 and 7, T.153N., R.97W. and Sections 1 and 12, T.153N., R.98W. and authorize up to twenty-eight horizontal wells to be drilled on such spacing unit and granting such other relief as may be appropriate.

Case No. 23656: Application of Whiting Oil

and Gas Corp. for an order amending the applicable orders for the Sand Creek-Bakken Pool, McKenzie County, ND, to establish a 1280-acre spacing unit consisting of Sections 7 and 8, T.153N., R.96W., and authorize up to fourteen wells to be drilled on such spacing unit and on an existing 1280-acre spacing unit described as Sections 5 and 6, T.153N., R.96W., and granting such other relief as may be appropriate.

Case No. 23657: Application of Whiting Oil and Gas Corp. for an order amending the applicable orders for the Poe, Banks and/or Camp-Bakken Pools, McKenzie County, ND, to establish two overlapping 2560-acre spacing units consisting of Sections 27, 28, 33 and 34, T.152N., R.99W.; and Sections 25, 26, 35 and 36, T.152N., R.100W., and authorize up to two horizontal wells to be drilled on each such 2560-acre spacing unit, and granting such other relief as may be appropriate.

Case No. 23658: Application of Whiting Oil and Gas Corp. for an order amending the applicable orders for the Poe-Bakken Pool, McKenzie County, ND, to establish three overlapping 2560-acre spacing units consisting of Sections 5, 6, 7 and 8, T.151N., R.99W.; and Sections 1, 2, 11 and 12; and Sections 2, 3, 10 and 11, T.151N., R.100W., and authorize up to two horizontal wells to be drilled on each such 2560-acre spacing unit, and granting such other relief as may be appropriate.

Case No. 23659: Application of Whiting Oil and Gas Corp. for an order amending the applicable orders for the Bully-Bakken Pool, McKenzie County, ND, to establish three overlapping 2560-acre spacing units consisting of Sections 1 and 12, T.148N., R.100W. and Sections 6 and 7, T.148N., R.99W.; Sections 14, 15, 22 and 23; and Sections 15, 16, 21 and 22, T.148N., R.99W., and authorize up to two horizontal wells to be drilled on each such 2560-acre spacing unit, and granting such other relief as may be appropriate.

Case No. 23660: Application of Whiting Oil and Gas Corp. for an order amending the applicable orders for the Pembroke and/or Cherry Creek-Bakken Pools, McKenzie County, ND, to establish two overlapping 2560-acre spacing units consisting of Sections 1 and 12, T.149N., R.99W. and Sections 6 and 7, T.149N., R.98W.; and Sections 13 and 24, T.149N., R.99W. and Sections 18 and 19, T.149N., R.98W., and authorize up to two horizontal wells to be drilled on each such 2560-acre spacing unit, and granting such other relief as may be appropriate.

Case No. 23661: Application of Whiting Oil and Gas Corp. for an order amending the applicable orders for the Pembroke and/or Juniper-Bakken Pools, McKenzie County, ND, to establish an overlapping 2560-acre spacing unit consisting of Sections 25 and 36, T.149N., R.99W. and Sections 30 and 31, T.149N., R.98W. and authorize up to two horizontal wells to be drilled on each such 2560-acre spacing unit, and granting such other relief as may be appropriate.

Case No. 23530: (Continued) Application of Whiting Oil and Gas Corp. for an order authorizing the flaring of gas from certain wells completed in the Sand Creek-Bakken Pool, McKenzie County, ND, for a temporary period of time as an exception to the provisions of Commission Order No. 24665 and such other relief as may be appropriate.

Case No. 23662: Proper spacing for the development of the Bowbells-Bakken Pool, Burke County, ND, redefine the field limits, and enact such special field rules as may be necessary. Cornerstone Natural Resources LLC

Case No. 23663: Proper spacing for the development of the Ward-Bakken Pool, Burke County, ND, redefine the field limits, and enact such special field rules as may be necessary. Cornerstone Natural Resources LLC

Case No. 23367: (Continued) Application of Marathon Oil Co. for an order amending the applicable orders for the Deep Water Creek Bay-Bakken Pool to establish two overlapping 2560-acre spacing units consisting of Sections 17, 18, 19 and 20, T.150N., R.90W.; and Sections 6 and 7, T.150N., R.90W. and Sections 1 and 12, T.150N., R.91W., McLean County, ND, for the purpose of drilling one horizontal well between the existing spacing units, and such other relief as is appropriate.

Case No. 23664: Temporary spacing to develop an oil and/or gas pool discovered by the Marathon Oil Co. #31-27TH Powell (File No. 26335), NWNE Section 27, T.135N., R.99W., Slope County, ND, define the field limits, and enact such special field rules as may be necessary.

Case No. 23665: Application of Marathon Oil Co. for an order clarifying Order No. 23052 to confirm that the termination of a 2560-acre spacing unit described as all of Sections 25 and 36, T.147N., R.92W., and Sections 1 and 12, T.146N., R.92W., Dunn County, ND, and establishing a 1280-acre spacing unit consisting of said Sections 25 and 36, was effective for purposes of allocating production from the Gary Bell USA #23-36H well (File No. 24309) on February 1, 2014, or granting such other relief as may be appropriate.

Case No. 23666: Temporary spacing to develop an oil and/or gas pool discovered by the Williston Exploration LLC, #1 Vanvig (File No. 18216) NWSE Section 28, T.138N., R.102W., Billings County, ND, define the field limits, and enact such special field rules as may be appropriate.

Case No. 23667: Application of QEP Energy Co. for an order amending the applicable orders for the Grail-Bakken Pool to establish one overlapping 2560-acre spacing unit consisting of Sections 2 and 3, T.149N., R.95W. and Sections 34 and 35, T.150N., R.95W., McKenzie County, ND, and allow up to three horizontal wells to be drilled on such overlapping spacing unit, or for such other relief as may be appropriate.

Case No. 23668: Application of Burlington Resources Oil & Gas Co. LP for an order amending the applicable orders for the Little Knife, Big Gulch, and/or Rattlesnake Point-Bakken Pools to establish three 2560-acre spacing units consisting of Sections 30 and 31, T.147N., R.96W. and Sections 25 and 36, T.147N., R.97W.; Sections 2, 3, 10 and 11; and Sections 26, 27, 34 and 35, T.147N., R.97W., Dunn County, ND, and authorize the drilling of one or more wells on such spacing unit and granting such other and further relief as may be appropriate.

Case No. 23669: Application of Hess Bakken Investments II, LLC, for an order amending the applicable orders for the Beaver Lodge-Bakken Pool to establish an overlapping 2560-acre spacing unit consisting of Sections 1, 2, 11 and 12, T.155N., R.96W., Williams County, ND, and authorize a horizontal well to be drilled thereon, and granting such other relief as may be appropriate.

Case No. 23670: Application of Hess Bakken Investments II, LLC, for an order amending the applicable orders for the Capa-Bakken Pool and the Beaver Lodge Devonian Pool to establish a 1280-acre spacing unit for the Capa-Bakken Pool consisting of all of Sections 24 and 25, T.155N., R.96W., Williams County, ND, and authorize up to seven horizontal wells to be drilled in either the Bakken Formation or the Three Forks Formation within such spacing unit, or granting such other and further relief as may be appropriate.

Case No. 23671: Application of Hess Bakken Investments II, LLC, for an order amending the applicable orders for the Sandrocks-Bakken Pool to allow the BW-Arnegard State 151-100-3625H-6 well (File No. 28543), located in the SWSW of Section 36, T.151N., R.100W., McKenzie County, ND, to be completed and produce with the wellbore potentially open to the reservoir at a location approximately 477 feet from the south line and 467 feet from

the west line of said Section 36 as an exception to the applicable well location rules, or granting such other relief as may be appropriate.

Case No. 23235: (Continued) Application of Murex Petroleum Corp. for an order amending the applicable orders for the McGregor-Bakken Pool to amend the stratigraphic definition of the Bakken Pool and to establish a 640-acre spacing unit consisting of all of Section 20, T.158N., R.95W., Williams County, ND, and authorize up to four horizontal wells to be drilled and completed thereon, or granting such other relief as is appropriate.

Case No. 23518: (Continued) Temporary spacing to develop an oil and/or gas pool discovered by the Williston Exploration, LLC #1H Hutzenbiler 9-137-99 A (File No. 22223), SWSW Section 9, T.137N., R.99W., Stark County, ND, define the field limits, and enact such special field rules as may be necessary.

Case No. 23672: Application of Gadeco, LLC for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in the spacing unit described as Sections 13 and 24, T.155N., R.99W., Epping-Bakken Pool, Williams County, ND, as provided by NDCC § 38-08-08, and other relief as may be appropriate.

Case No. 23673: Application of Gadeco, LLC for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in the spacing unit described as Sections 26 and 35, T.155N., R.99W., Epping-Bakken Pool, Williams County, ND, as provided by NDCC § 38-08-08, and other relief as may be appropriate.

Case No. 23674: Application of Petro Harvester Operating Co., LLC for an order pursuant to NDAC 43-02-03-88.1 authorizing the flaring of gas produced from the Bratland 3-1H well (File No. 27104), NWNE of Section 3, T.163N., R.92W., Burke County, ND, pursuant to the provisions of NDCC 38-08-06.4, or for such other relief as may be appropriate.

Case No. 23126: (Continued) Application of SM Energy Co. for an order amending the applicable orders for the Camp and Indian Hill-Bakken Pools to authorize up to eleven wells to be drilled on a 1280-acre spacing unit described as Sections 5 and 8, T.152N., R.101W., McKenzie County, ND and granting such other relief as is appropriate.

Case No. 23675: Application of SM Energy Co. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 28 and 33, 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. 23676: Application of SM Energy Co. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 25 and 36, 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. 23677: Application of SM Energy Co. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 16 and 21, T.162N., R.98W., Blooming Prairie-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 23678: Application of SM Energy Co. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 16 and 21, T.161N., R.99W., Musta-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 23679: Application of SM Energy Co. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 28 and 33, T.161N., R.99W., Musta-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 23680: Application of SM Energy Co. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 4 and 9, T.161N., R.98W., Whiteaker-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 23681: Application of SM Energy Co. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 27 and 34, T.161N., R.98W., Moraine-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 23682: Application of SM Energy Co. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 28 and 33, T.161N., R.98W., Moraine-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 23683: Application of SM Energy Co. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 31 and 32, T.161N., R.98W., Plumer-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 23684: Application of SM Energy Co. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 25 and 36, T.161N., R.99W., Burg-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 23685: Application of SM Energy Co. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 26 and 35, T.161N., R.99W., Burg-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 23686: Application of SM Energy Co. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 1 and 12, 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. 23687: Application of SM Energy Co. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 4 and 9, 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. 23688: Application of SM Energy Co. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 5 and 8, 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. 23689: Application of SM Energy Co. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 6 and 7, 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. 23690: Application of SM Energy Co. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 16 and 21, 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. 23691: Application of SM Energy Co. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 17 and 20, 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. 23692: Application of SM Energy Co. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 28 and 33, 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. 23693: Application of SM Energy Co. for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 30 and 31, T.160N., R.98W., Skabo-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 23694: Application of Petro-Hunt, LLC for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as all of Sections 29 and 32, T.158N., R.94W., Tioga-Bakken Pool, Mountrail County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 23695: Application of Whiting Oil and Gas Corp. for an order amending the applicable orders for the East Fork-Bakken Pool to allow up to twelve horizontal wells to be drilled on a 1280-acre spacing unit described as all of Sections 2 and 11, T.155N., R.99W., Williams County, ND and granting such other relief as may be appropriate.

Case No. 23696: Application of Whiting Oil and Gas Corp. for an order amending the applicable orders for the Grinnell-Bakken Pool, McKenzie and Williams Counties, ND, to authorize up to fourteen horizontal wells to be drilled on a 1280-acre spacing unit described as all of Sections 27 and 34, T.154N., R.97W., and granting such other relief as may be appropriate.

Case No. 23697: Application of Whiting Oil and Gas Corp. for an order amending the applicable orders for the Truax-Bakken Pool to allow up to twelve horizontal wells to be drilled on four 1280-acre spacing units described as Sections 2 and 3; Sections 4 and 5; Sections 8 and 9; and Sections 10 and 11, T.153N., R.98W., Williams and McKenzie Counties, ND, and up to two wells to be drilled on a 2560-acre spacing unit described as Sections 4, 5, 8 and 9, T.153N., R.98W., and granting such other relief as may be appropriate.

Case No. 23698: Application of Whiting Oil and Gas Corp. for an order amending the applicable orders for the Banks-Bakken Pool, Williams and McKenzie Counties, ND, to authorize up to fourteen horizontal wells to be drilled on five 1280-acre spacing units described as Sections 4 and 9; Sections 5 and 8; Sections 16 and 21, T.153N., R.97W.; and Sections 28 and 33; and Sections 29 and 32, T.154N., R.97W., and granting such other relief as may be appropriate.

Case No. 23699: Application of Whiting Oil and Gas Corp. for an order amending the applicable orders for the Bully-Bakken Pool, McKenzie County, ND, to authorize up to fourteen horizontal wells to be drilled on three 1280-acre spacing units described as Sections 6 and 7; Sections 15 and 22; and Sections 16 and 21, T.148N., R.99W., and granting such other relief as may be appropriate.

Case No. 23700: Application of Hess Bakken Investments II, LLC, for an order amending the applicable orders for the Manitou-Bakken Pool to allow up to two wells to be drilled on an overlapping 2560-acre spacing unit consisting of Sections 5, 6, 7 and 8, T.155N., R.94W., Mountrail County, ND, and authorize a horizontal well to be drilled thereon, and granting such other relief as may be appropriate.

Case No. 23701: Application of Hess Bakken Investments II, LLC, for an order pursuant to NDAC § 43-02-03-88.1 pooling all interests in a spacing unit described as Sections 21, 22, 27 and 28, T.155N., R.93W., Alger-Bakken and/or Robinson Lake-Bakken Pool, Mountrail County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 23702: Application of Hess Corp. for an order amending the applicable orders for the Antelope-Sanish Pool to authorize up to thirteen horizontal wells to be drilled on a 1280-acre spacing unit described as all of Sections 3 and 10, T.152N., R.95W., McKenzie County, ND, and granting such other and further relief as may be appropriate.

Case No. 23703: Application of Hess Bakken Investments II, LLC pursuant to NDAC § 43-02-03-88.1 for an order allowing oil and gas produced from the EN-D Cvcancara S-154-93-0904H-9 (File No. 30453), EN-D Cvcancara S-154-93-0904H-10 (File No. 30452), EN-D Cvcancara S-154-93-0904H-11 (File No. 30451), EN-D Cvcancara S-154-93-0904H-12 (File No. 30450) and EN-D Cvcancara S-154-93-0904H-13 (File No. 30449) wells, Sections 4 and 9, T.154N., R.93W., Mountrail County, ND, to be commingled in a central production facility located in Section 9, T.154N., R.93W., pursuant to NDAC § 43-02-03-88.1 or granting such other and further relief as may be appropriate.

Case No. 23704: Application of Burlington Resources Oil & Gas Co. LP for an amending the applicable orders for the Clear Creek-Bakken Pool to authorize up to fourteen horizontal wells to be drilled on a 1280-acre spacing unit described as Sections 15 and 22, T.152N., R.96W., McKenzie County, ND, and granting such other and further relief as may be appropriate.

Case No. 23705: Application of Burlington Resources Oil & Gas Co. LP 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.150N., R.96W. and Sections 2 and 11, T.149N., R.96W., Croff-Bakken Pool, McKenzie County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 23706: Application of Burlington Resources Oil & Gas Co. LP for an amending the applicable orders for the Little Knife-Bakken Pool to authorize up to seven horizontal wells to be drilled on three 1280-acre spacing units described as Sections 3 and 10; Sections 25 and 36; and Sections 26 and 35, T.147N., R.97W., Dunn County, ND, and granting such other and further relief as may be appropriate.

Case No. 23707: Application of Marathon Oil Co. for an order amending the applicable orders for the Reunion Bay and/or Big Bend-Bakken Pools, Mountrail County, ND, to authorize up to two horizontal wells to be drilled on two 2560-acre spacing units requested to be established in Case No. 23366 and described as Sections 1, 2, 11 and 12, T.151N., R.93W.; and Sections 13 and 24, T.151N., R.93W. and Sections 18 and 19, T.151N., R.92W., and granting such other relief as may be appropriate.

Case No. 23708: Application of Oasis Petroleum North America LLC for an order pursuant to NDAC § 43-02-03-88.1 authorizing saltwater disposal into the Dakota Group in the Billadeau SWD 5493 11-7 well, NWNW Section 7, T.154N., R.93W., Robinson Lake Field, Mountrail County, ND, pursuant to NDAC Chapter 43-02-05 and such other relief as is appropriate.

Signed by,
Jack Dalrymple, Governor
Chairman, ND Industrial Commission
2/5 - 20770285

N.D. INDUSTRIAL
COMMISSION OIL AND
GAS DIVISION

The North Dakota Industrial Commission will hold a public hearing at 9:00 a.m. Wednesday, February 25, 2015, at the N.D. Oil & Gas Division, 1000 East Calgary Ave., Bismarck, N. D. At the hearing the Commission will receive testimony and exhibits. Persons with any interest in the cases listed below, take notice.

PERSONS WITH DISABILITIES: If at the hearing you need special facilities or assistance, contact the Oil and Gas Division at 701-328-8038 by Thursday, February 12, 2015.

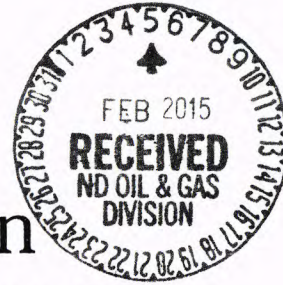
STATE OF NORTH DAKOTA
TO:

Case No. 23647: On a motion of the Commission to review the authorization and permit under Order No. 19048 for 212 Water Services, LLC to operate a portable treating plant throughout the state of North Dakota and such other relief as is appropriate.

Case No. 22597: (Continued)
Proper spacing for the development of the Garnet-Bakken Pool, Divide County, ND, redefine the field limits, and enact such special field rules as may be necessary. Baytex Energy USA Ltd; SM Energy Co.

Case No. 22640: (Continued)
Proper spacing for the development of the Skabo-Bakken Pool, Divide County, ND, redefine the field limits, and enact such special field rules as may be necessary. Baytex Energy USA Ltd

Case No. 22641: (Continued)
Proper spacing for the development of the Moraine-Bakken Pool, Divide County, ND, redefine the field limits, and enact such special field rules as may be necessary. Baytex Energy USA Ltd



Affidavit of Publication

State of North Dakota, County of Divide, ss:

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

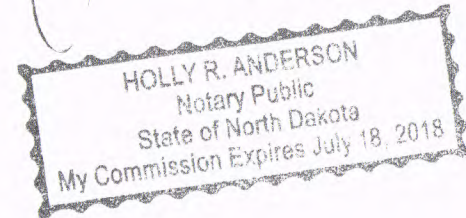
NOTICE OF HEARING

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

Feb. 4, 2015 228 lines @ 0.64 = \$145.92
TOTAL CHARGE \$145.92

Signed Cecile L. Krimm
Cecile L. Krimm, Publisher

Subscribed and sworn to before me Feb. 4, 2015
Holly R. Anderson
Notary Public, State of North Dakota



Case No. 23675: Application of SM Energy Co. for an order pursuant to NDAC § 43 02-03-88.1 pooling all interests in a spacing unit described as Sections 28 and 33, 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. 23676: Application of SM Energy Co. for an order pursuant to NDAC § 43 02-03-88.1 pooling all interests in a spacing unit described as Sections 25 and 36, 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. 23677: Application of SM Energy Co. for an order pursuant to NDAC § 43 02-03-88.1 pooling all interests in a spacing unit described as Sections 16 and 21, T.162N., R.98W., Blooming Prairie-Bakken Pool, Divide

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

Case No. 23678: Application of SM Energy Co. for an order pursuant to NDAC § 43 02-03-88.1 pooling all interests in a spacing unit described as Sections 16 and 21, T.161N., R.99W., Musta-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 23679: Application of SM Energy Co. for an order pursuant to NDAC § 43 02-03-88.1 pooling all interests in a spacing unit described as Sections 28 and 33, T.161N., R.99W., Musta-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 23680: Application of SM Energy Co. for an order pursuant to NDAC § 43 02-03-88.1 pooling all interests in a spacing unit described as Sections 4 and 9, T.161N., R.98W., Whiteaker-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 23681: Application of SM Energy Co. for an order pursuant to NDAC § 43 02-03-88.1 pooling all interests in a spacing unit described as Sections 27 and 34, T.161N., R.98W., Moraine-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 23682: Application of SM Energy Co. for an order pursuant to NDAC § 43 02-03-88.1 pooling all interests in a spacing unit described as Sections 28 and 33, T.161N., R.98W., Moraine-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 23683: Application of SM Energy Co. for an order pursuant to NDAC § 43 02-03-88.1 pooling all interests in a spacing unit described as Sections 31 and 32, T.161N., R.98W., Plumer-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 23684: Application of SM Energy Co. for an order pursuant to NDAC § 43 02-03-88.1 pooling all interests in a spacing unit described as Sections 25 and 36, T.161N., R.99W., Burg-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 23685: Application of SM Energy Co. for an order pursuant to NDAC § 43 02-03-88.1 pooling all interests in a spacing unit described as Sections 26 and 35, T.161N., R.99W., Burg-Bakken Pool, Divide County, ND, as provided by NDCC § 38-08-08, and such other relief as is appropriate.

Case No. 23686: Application

of SM Energy Co. for an order pursuant to NDAC § 43 02-03-88.1 pooling all interests in a spacing unit described as Sections 1 and 12, 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. 23687: Application of SM Energy Co. for an order pursuant to NDAC § 43 02-03-88.1 pooling all interests in a spacing unit described as Sections 4 and 9, 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. 23688: Application of SM Energy Co. for an order pursuant to NDAC § 43 02-03-88.1 pooling all interests in a spacing unit described as Sections 5 and 8, 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. 23689: Application of SM Energy Co. for an order pursuant to NDAC § 43 02-03-88.1 pooling all interests in a spacing unit described as Sections 6 and 7, 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. 23690: Application of SM Energy Co. for an order pursuant to NDAC § 43 02-03-88.1 pooling all interests in a spacing unit described as Sections 16 and 21, 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. 23691: Application of SM Energy Co. for an order pursuant to NDAC § 43 02-03-88.1 pooling all interests in a spacing unit described as Sections 17 and 20, 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. 23692: Application of SM Energy Co. for an order pursuant to NDAC § 43 02-03-88.1 pooling all interests in a spacing unit described as Sections 28 and 33, 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. 23693: Application of SM Energy Co. for an order pursuant to NDAC § 43 02-03-88.1 pooling all interests in a spacing unit described as Sections 30 and 31, T.160N., R.98W., Skabo-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