RAILROAD COMMISSION OF TEXAS HEARINGS DIVISION

OIL AND GAS DOCKET NO. 08-0296548 IN THE PHANTOM (WOLFCAMP) FIELD, CULBERSON, LOVING, AND REEVES COUNTIES, TEXAS

FINAL ORDER
APPROVING THE APPLICATION OF BHP BILLITON PET. CO.
FOR AN EXCEPTION TO STATEWIDE RULE 32
FOR VARIOUS WELLS, PHANTOM (WOLFCAMP) FIELD,
CULBERSON, LOVING, AND REEVES COUNTIES, TEXAS

The Commission finds that after statutory notice in the above-numbered docket heard on August 3, 2015, the presiding Examiners have made and filed a report and recommendation containing findings of fact and conclusions of law, for which service was not required; that the proposed application is in compliance with all statutory requirements; and that this proceeding was duly submitted to the Railroad Commission of Texas at conference held in its offices in Austin, Texas.

The Commission, after review and due consideration of the Examiners' report and recommendation, the findings of fact and conclusions of law contained therein, and hereby adopts as its own the findings of fact and conclusions of law contained therein, and incorporates said findings of fact and conclusions of law as if fully set out and separately stated herein.

Therefore, it is **ORDERED** by the Railroad Commission of Texas that BHP Billiton Pet. Co. is hereby granted an exception to Statewide Rule 32 for the flare points listed in Attachment A. BHP Billiton Pet. Co. is authorized to flare up to the maximum monthly volume as listed in Attachment A, effective February 13, 2015 to July 31, 2016. The authority is granted, provided all production is reported on the appropriate Commission forms.

The operator shall file the Statewide Rule 32 Exception Data Sheet and, shall file at the same time, the appropriate Commission required administrative Statewide Rule 32 Exception gas flaring fee for each flare point.

Done this 20th day of October, 2015.

RAILROAD COMMISSION OF TEXAS

(Order approved and signatures affixed by Hearings Divisions' Unprotested Master Order dated October 20, 2015) Attachment A: BHP Billiton Pet. Co. Statewide Rule 32 Information (effective February 13, 2015 to July 31, 2016).

Lease/Plant Name of Flare Point Location	RRC ID No. for All Wells Connected to Flare Point	Maximum Monthly Flare Volume (Mcf per month)
Alexander 58-T2-12	789173	45,600
Fraser 57-T1-39	788856	10,100
Mdj Minerals 58-T2-22	779220	29,200
State Pogo 57-T2-4	787322	28,300