

BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO

IN THE MATTER OF THE APPLICATION OF
CONTINENTAL RESOURCES, INC. FOR AN
ORDER ESTABLISHING AN APPROXIMATE
1,280 ACRE DRILLING AND SPACING UNIT
FOR THE NIOBRARA FORMATION
UNDERLYING CERTAIN DESCRIBED LANDS IN
WELD COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

APPLICATION

COMES NOW Continental Resources, Inc. ("Applicant"), a Delaware corporation, by its attorneys, Beatty & Wozniak, P.C., and makes application to the Oil and Gas Conservation Commission of the State of Colorado for an order establishing an approximate one thousand, two hundred eighty (1,280) acre drilling and spacing unit for the drilling of a horizontal well in the Niobrara Formation underlying the following described lands in Weld County, Colorado:

Township 9 North, Range 61 West, 6th P.M.
Sections 4 and 9

(hereinafter "Application Lands")

In support of its Application, Applicant avers and states as follows:

1. That Applicant is a corporation duly authorized to conduct business in the State of Colorado.
2. That Applicant owns a leasehold interest in the Niobrara Formation underlying the Application Lands.
3. That the Application Lands currently are not spaced as to the Niobrara Formation and are subject to the Commission's Rule 318 which provides that wells 2,500 feet or deeper shall be located not less than six hundred (600) feet from any lease line and not less than one thousand two hundred (1,200) feet from any other producible or drilling oil or gas well when drilling to the same common source of supply, unless authorized by order of the Commission upon hearing.
4. That Applicant is experienced in drilling horizontal wells with laterals in excess of 9000 feet.
5. That the Niobrara Formation underlying the Application Lands is ideal for the drilling of a horizontal well with a lengthy lateral.
6. That based upon geological studies and horizontal drilling of the Niobrara Formation in the same general area of the Application Lands, Applicant asserts that the Niobrara Formation may produce economic volumes of oil when drilled and completed within horizontal wells having longer laterals.

7. That appropriate setbacks for the drilling of a horizontal well within the Niobrara Formation of the Application Lands should be as follows:

(a) That the surface location may be located anywhere on the Application Lands.

(b) That the lateral within the Niobrara Formation shall be located no closer than 600 feet from the section line of the Application Lands.

(c). That the lateral within the Niobrara Formation shall be located no closer than 300 feet from any other wellbore on the Application Lands which has penetrated the Niobrara Formation.

8. That the proposed drilling and spacing unit will allow more efficient development of the oil and gas resources within the Niobrara Formation, will not promote waste and will not violate correlative rights.

9. That the names and addresses of the interested parties according to the information and belief of the Applicant are set forth in Exhibit A attached hereto.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing in October 2010; that notice be given as required by law and that upon such hearing this Commission enter its order consistent with Applicant's proposals as set forth above.

Dated this _____ day of September, 2010.

BEATTY & WOZNIAK, P.C.

By: _____
William A. Keefe
216 Sixteenth Street, Suite 1100
Denver, Colorado 80202-5155
303-407-4475

VERIFICATION

STATE OF COLORADO)
)
CITY AND COUNTY OF DENVER) ss.

Jim C. Canon, of lawful age, being first duly sworn upon oath, deposes and says that he is Northern Region Land Manager for Continental Resources, Inc. and that he has read the foregoing Application and that the matters therein contained are true to the best of his knowledge, information and belief.

Jim C. Canon

Subscribed and sworn to before me this _____ day of August, 2010.

Witness my hand and official seal.

My commission expires:_____

Notary Public

EXHIBIT A

A.E. Kemp
Address unknown

Agnes T. Look
1952 S. Cedar St.
Casper, WY 82602

Alan Hays
3519 Sacramento Ave.
El Paso, TX 79930

Allen J. Black
Greeley, CO 80634

Allen J. Leathers
Address unknown

Alvin Natanson
Rochester, MA

Alvin S. Natanson
Address Unknown

Anita M. Wagner Living Trust
8441 West Bowles Ave., Ste. 230
Littleton, CO 80123

Anita M. Wagner, as Trustee of the
Anita Wagner Living Trust
2110 Vance St.
Lakewood, CO 80215

Axel Christensen
F.W. Warren Air Force Base, WY

B. Thomas Gray
P.O. Box 7728
Pueblo, CO 81007

Barbara J. Bohac
1822 Park View Lane, #10
Huntington Beach, CA 92648

Barbara J. Crowser
4642 West 23rd St.
Greeley, CO 80634

Becky J. Nygard
911 Juanita
Glendora, CA 91740

Betty J. Byers, Personal
Representative of the Estate of Ione
S. Jacobs
3851 El Camino Real
Carlsbad, CA 92008

Betty Jennings Ware
Address unknown

Betty M. Badger
2340 Eudora St.
Denver, CO

Bits and Pieces
308 White Mountain Dr.
Ruidoso, NM 88345

Boulder Oil Company, LLC
3 RAILROAD AVE
Unadilla, NY 13849 13849

Boyd C. Cole
Address Unknown

C.H. Moses
Little Rock, AR

C.W. Robinson
Address unknown

Callisto Energy, LLC
4057 Fiedl Dr.
Wheat Ridge, CO 80033

Charles O. Hile
Address Unknown

Clyde Snapp
Address Unknown

Cornelia Roorda
City & County of Denver, CO

Diamond Operating, Inc.
6680 Gunpark Dr., #100
Boulder, CO 80301

Diana Wilson
2732 Willamette Pl, Ste B
Colorado Springs, CO 80909-5181

Diane & Phillip McKinley
52123 Weld County Road 89
Grover, CO 80729

Donald and Rita Johnston
42020 C R 108
Grover, CO 80729

Donald W. Gillette
2161 C Street NW
Greeley, CO 80631-1715

Donn R. Ware
605 W. 62nd Ave.
Denver, CO 80216

Donna L. King
2222 Century Hill
Los Angeles, CA 90067

Dorothy F. Timm Revocable Living
Trust
P.O. Box 5
Grover, CO 80729

Drucilla Doheny
136 El Camino, #401
Beverly Hills, CA 90212

E.L. Doheny III, Inc.
136 El Camino, #401
Beverly Hills, CA 90212

Earl O. Carlson
Address unknown

Edith Sidwell
Greeley, CO 80634

Edwin McDowell, Jr. and Kay
McDowell
120 Brittany Lane
LaFayette, CO 80026

Elsie Lannetti
South Euclid, OH

EOG Resources, Inc.
600 17th St., Ste. 1000N
Denver, CO 80202

Ethel K. Newell
Douglas County, NE

Eula I. Callison a/k/a E.I. Callison
Odessa, TX

Exterra Resources, LLC
518 17th St., Ste. 1015
Denver, CO 80202

Faye K. Olson
Nance County, NE

Fern Wallen
Address Unknown

Flatiron Energy Company
6666 Gunpark Drive, Suite 200
Boulder, CO 80301

Frank A. Betts
Ft. Collins, CO

Franklin R. Gray
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Woodland Park, CO 80863

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Los Angeles, CA 90035

Gene F. Lang & Company
19751 E. Mainstreet, Ste. 334
Parker, CO 80138

Geneve Stark
1420 Logan St.
Denver, CO

Grindstone Resources, LLC
5228 Lonetree Drive
Loveland, CO 80537

Hannon & Associates, Inc.
1615 California Street # 623
Denver CO

Harold Harris
2457 S. Kearney
Denver, CO 80222

Harry Crosby, Jr.
c/o John O'Melveny
433 South Spring St.
Los Angeles, CA 90013

Harry W. Pfeifer, Jr., Trustee
Little Rock, AR

Helen Manly and United Bank of
Denver, Co-Trustees of Wilbur F.
Manly
Address Unknown

HOP Energies
134 E Falmouth Hwy
East Falmouth, MA 02536

Hugh Sloan
Address Unknown

Ivy A. Jacobs
Address unknown

J. Pearl Baab
Address unknown

J. Pfinter
Corona, CA

J.L. Obourn, Jr. & Co.
2713 W. Long Dr., Ste. A
Littleton, CO 80120

Jack Gillette
Address unknown

James and Barbara McDowell
22 Rising Ridge Rd.
Upper Saddle River, NJ 07458

James G. McCue, III
190 North Morningside Dr.
Idaho Falls, ID 83401

James G. McCue, Jr.
190 North Morningside Dr.
Idaho Falls, ID 83401

James Robert Ware
2681 Gold Creek Dr.
Elizabeth, CO 80107

Jane Gilman Tracy
1600 Texas St., #2703
Ft. Worth, TX 76102

Jane Manly
1707 Resurrection Blvd.
Seward, AK 99664

Jane O'Hern
1500 N. Graham
Odessa, TX 79763

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Sioux Falls, SD 57105

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106 SW 4th St.
John Day, OR 97845

John G. Reid, II
6245 State Hwy. 71
Ordway, CO 81163

John H. Parr
204 W. 5th St.
Odessa, TX 79761

John O. Hern
Address Unknown

John O'Hern
1500 N. Graham

Odessa, TX 79763
John R. Duell and Frank A. Duell, as
Power-of-Attorney for Harvey Duell
Kersey, CO

John S. Gibson Production, LLC
P.O. Box 842
Ft. Morgan, CO 80701

Josh H. Parr
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Odessa, TX 79761

Kathleen Clark Doheny
136 El Camino, #401
Beverly Hills, CA 90212

Keith and Frances Bickford
411 Valley View Dr.
Los Altos, CA 94022

L&W Ventures, LLC
2518 Wheaton Dr
Evansville, IN 47725

L.P. McArthur
Greeley, CO 80634

Larry J. Ware
7622 Yule Ct.
Arvada, CO 80007

Leeland K. Knapp
Albuquerque, NM

Leonard Bernel
Cheyenne, WY

Lewis Bickle Willson
Address unknown

Lisa Willits Down
P.O. Box 11197
Bainbridge Island, WA 98110

Lois V. Gillette, as trustee of the
Testamentary Trust under the Last
Will of Miles Gillette, dated 8/29/77
Address unknown

LoneTree Energy & Associates, LLC
141 Union Blvd., Ste. 260
Lakewood, CO 80226

Lonetree Oil & Gas
322 Main St, # 206
Williston, ND 58801

Lucy Doheny Washington, Inc.
136 El Camino, #401
Beverly Hills, CA 90212

Lydia Dunbar Trust created under
that certain document entitled
Revocable Trust Agreement of Lydia
Dunbar dated 7/30/08 with Lydia
Dunbar, Robert G. Schmidt, and
Lynda K. Manichanh, Co-Trustees
52119 County Road 89
Grover, CO 80729

M.T. Johnson
Address unknown

Maddox Oil Properties, Inc.
203 W Wall St, Ste 702
Midland, TX 79701

Marie Schultz
7 Via Amistosa, Apt. #1
Rancho Santa Margarite, CA 92680

Marshall L. Fraiser Marital
5725 Hwy 71
Woodrow, CO 80757

Martin G. Van Der Schouw and
Lucille L. Van Der Schouw
Ft. Collins, CO

Mary Keely Runge, as Trustee of the
Mary Josephine Runge Revocable
Trust Declaration dated 2/23/2005
11804 East Fair Ave.
Greenwood Village, CO 80111

Mary R. Bloom
843 Panarama Place
Windsor, CO 80550

Maxine Strickland
178-A South Monaco Pkwy.
Denver, CO 80220

McElvain Energy Fund 2010, LLC
1050 17th St., Ste. 1800
Denver, CO 80265

Milo Stucky
1452 Rodeo Drive
LaJolla, CA 92037

Morning Star Enterprises, Inc.
8 F Lyle Ct.
Farmington, CT 06032

Mrs. R. F. Gilman
Odessa, TX

Myrtle Viola Putney
Address unknown

Nancy Woolridge
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Greeley, CO 80631-3120

Nettie B. Kemp
Address unknown

Norman Dunbar
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Harker Heights, TX 76548

Orville Kadel
Johnson County, KS

P&O Energy Ltd.
1775 Sherman St., Ste.1400
Denver, CO 80203-4316

Patrick A. Doheny, as Trustee of the
Patrick A. Doheny Living Trust
136 El Camino, #401

Beverly Hills, CA 90212
Patrick Doheny, Jr.
136 El Camino, #401
Beverly Hills, CA 90212

Paul Hamilton
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Paul Hartendorp
City & County of Denver, CO

Paul Leon Cole
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R & M Moreland & Co., a partnership
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R&S Energy, LLC
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Amarillo, TX 79110

Rachel Needham
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Ralph B. Harden, as Personal
Representative of the Estate of Hilda
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Ralph B. Potter
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Ralph Peterson
Cheyenne, WY

Raymond McEntire
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Concrete, WA 98237

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Richard and Gloria Scott
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Valley Center, KS 67147

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Denver, CO 80201

Robert and Gladys Smith
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Robert D. Poulson & Co.
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W.F. Manly
Address Unknown

Ronald J. Ware
605 W. 62nd Ave.
Denver, CO 80216

Ruth K. Seacrest
Lancaster County, NE

S. Robert Houtchens and Teva
Houtchens
1007 9th Ave.
Greeley, CO 80631

Sammy Belden
2901 Daisy
Union City, CA 94587

Sesnon Oil Company
100 Bush St., #800
San Francisco, CA 94104

Sheldon Berenson
F.W. Warren Air Force Base, WY

Sherman Marcum and Helen Marcum
Address Unknown
State of Colorado Board of Land
Commissioners
1127 Sherman Street, Suite 300
Denver, CO 80203-3152

Sundance Energy, Inc.
380 Interlocken Crescent, Ste. 601
Broomfield, CO 80021

Theodore McDowell
Unknown address

Thomas G. Dorough
Address Unknown

Thomas Lynn Griffing
P.O. Box 164
Mokelumne, CA 95245

Timothy M. Doheny, Inc.
136 El Camino #401
Beverly Hills, CA 90212

Transcontinent Oil Company
621 17th St # 2501
Denver, CO 80293-0901

Trilogy Oil & Gas, LLC
P.O. Box 260498
Lakewood, CO 80266

Victoria P. Ehrlich, Trustee of the
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Ehrlich Family Trust
290 Casitas Avenue
San Fransisco, CA 94127

Virginia Potter
1780 Ruth Dr.
Thornton, CO 80229

VIS-OP Oil Company
18024 County Road 24
Sterling, CO 80751

Walsh Production, Inc.
P.O. Box 30
Sterling, CO 80751

William Clyde Bashor
57001 WCR 390
Grover, CO 80729

William E. Freeman
Weld County, CO
William Henry Doheny, Inc.
136 El Camino, #401
Beverly Hills, CA 90212

William J. McKinney
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Sterling, CO 80751

William L. Ware
4544 W. Nevada Pl.
Denver, CO 80219

Willow Creek Holdings, LLC
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Aurora, CO 80014

Wilma and Donald Davis
3613 S. Hudson St.
Denver, CO 80237

Woodbine Financial Corporation
P.O. Box 52296
Tulsa, OK 74152-0296

Celia Greenman
Colorado Division of Wildlife
6060 Broadway
Denver, CO 80216

Ken Kuster
Colorado Department of
Public Health & Environment
4300 Cherry Creek Drive South
Denver, CO 80246-1530

Bruce T. Barker
Weld County
P O Box 758
Greeley, CO 80632

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CAUSE NO.

DOCKET NO.

AFFIDAVIT OF MAILING

STATE OF COLORADO)
)
CITY AND COUNTY OF DENVER) ss.

William A. Keefe of lawful age, and being first duly sworn upon his oath, states and declares:

That he is the attorney for Continental Resources, Inc., that on or before September _____, 2010, he caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

William A. Keefe

Subscribed and sworn to before me September _____, 2010.

Witness my hand and official seal.

My commission expires: _____.

Notary Public