

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

IN THE MATTER OF THE APPLICATION FOR AN ORDER ESTABLISHING FIELD RULES FOR DEVELOPMENT OF THE NIOBRARA FORMATION, UNNAMED FIELDS, WELD COUNTY, COLORADO		CAUSE NO. DOCKET NO.
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AMENDED 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 drilling units for the drilling of horizontal wells in the Niobrara Formation underlying the following three **(3)** proposed approximate one thousand, two hundred eighty (1,280) acre drilling units:

Township 7 North, Range 60 West, 6th P.M.
Section 2 and Section 11: All

Township 2 North, Range 63 West, 6th P.M.
Section 27 and Section 34: All

Township 2 North, Range 64 West, 6th P.M.
Section 13 and Section 24: All

Weld County, Colorado,

and **seven (7)** proposed approximate six hundred forty (640) acre drilling units for the following lands:

Township 11 North, Range 58 West, 6th P.M.
Section 19: All

Township 7 North, Range 60 West, 6th P.M.
Section 1: All
Section 5: All

Township 6 North, Range 61 West, 6th P.M.
Section 31: All

Township 7 North, Range 61 West, 6th P.M.
Section 21: All

Township 7 North, Range 62 West, 6th P.M.
Section 11: All

Township 1 North, Range 64 West, 6th P.M.
Section 12: All

Weld County, Colorado (all eleven proposed units hereafter referred to as the "Application Lands").

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

1. Applicant is a corporation duly authorized to conduct business in the State of Colorado.
2. Applicant owns leasehold interests in the Niobrara Formation underlying the Application Lands. A reference map of the Application Lands is attached as Exhibit A 1-6.
3. Section 19, Township 11 North, Range 58 West, Sections 1 and 5, Township 7 North, Range 60 West, and Sections 2 and 11, Township 7 North, Range 60 West are unspaced as to the Niobrara Formation and are subject to the Commission's Rule 318.a. 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. On February 19, 1992, the Commission issued Order No. 407-87 (amended August 20, 1993), which among other things, established 80-acre drilling and spacing units for the production of oil and/or gas from the Codell and Niobrara Formations underlying certain of the Application Lands. Since this Order contemplated vertical wells, Applicant requests new 640-acre drilling and spacing units covering these lands.
5. On April 27, 1998, the Commission adopted Rule 318A, the Greater Wattenberg Well Location Rule ("GWA" rule), which, among other things, established drilling windows and allowed certain drilling locations to be utilized to drill or twin a well, deepen a well or recomplete a well and to commingle any or all of the Cretaceous Age Formation from the base of the Dakota Formation to the surface. Sections 21, Township 7 North, Range 61 West, Section 31, Township 6 North, Range 61 West, Section 11, Township 7 North, Range 62 West, Sections 27 and 34, Township 2 North, Range 63 West, and Sections 13 and 24, Township 2 North, Range 64 West are subject to Rule 318A. Pursuant to Rule 318A.j., the proposed 640-acre horizontal well drilling units will supersede all prior Commission drilling and spacing orders affecting well location and density requirements of GWA wells, except as they apply to existing (vertical) wells.
6. Applicant requests the right to drill one horizontal well to and in the Niobrara Formation in each of the eleven requested drilling units (regardless of lease lines within the unit).
7. Applicant is experienced in drilling horizontal wells including those with laterals in excess of 9000 feet.
8. The Niobrara Formation underlying the Application Lands is ideal for the drilling of a horizontal well in each drilling and spacing unit with a lengthy lateral.
9. 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, gas and associated hydrocarbons when drilled and completed within horizontal wells having longer laterals.

10. Applicant requests the following setbacks for the drilling of one horizontal well within each drilling unit to and in the Niobrara Formation of the Application Lands:

(a) That the surface location may be located anywhere within a given drilling unit, or outside the unit with appropriate surface owner approval; except that with respect to any units subject to Rule 318A, the surface location of the well shall be within a designated GWA drilling window, and subject to the twinning requirements of Rule 318A,c unless surface owner approval of a different location is obtained.

(b) That the treated interval of the wellbore within the Niobrara Formation shall be located no closer than 600 feet from the drilling unit boundaries for those units outside of the GWA, and that the Rule 318.a setback of 1,200 feet from existing wells producing from the Niobrara Formation be eliminated;

(c) That the treated interval of the wellbore within the Niobrara Formation shall be located no closer than 460 feet from the drilling unit boundaries for those units within the GWA.

8. Applicant submits that the proposed drilling units will allow more efficient development of the oil and gas resources within the Niobrara Formation, will prevent waste, will protect correlative rights and will lead to greater ultimate recovery of the hydrocarbons.

9. Applicant certifies that the names and addresses of the interested parties, according to the information and belief of the Applicant, are set forth in Exhibit B attached hereto, and that notice and a copy of this application will be served on such parties within seven days of the filing hereof, pursuant to Rule 503.e.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing in December 2011; that notice be given as required by law and that upon such hearing this Commission enter its order consistent with Applicant's request as set forth above.

Dated this _____ day of October, 2011.

BEATTY & WOZNIAK, P.C.

By: _____
William A. Keefe
Elizabeth Gallaway
Kenneth A. Wonstolen
Beatty & Wozniak, P.C.
216 Sixteenth Street, Suite 1100
Denver, Colorado 80202-5155

Applicant's address:
Continental Resources, Inc.
ATTN: Michael Schooley
302 N. Independence
Enid, OK 73702

VERIFICATION

STATE OF OKLAHOMA)
) ss.
COUNTY OF GARFIELD)

Michael D. Schooley, of lawful age, being first duly sworn upon oath, deposes and says that he is Emerging Plays Landman 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.

Michael D. Schooley

Subscribed and sworn to before me this _____ day of October, 2011.

Witness my hand and official seal.

My commission expires:_____

Notary Public

EXHIBIT A1-6

MAPS

EXHIBIT B

A. Macy Smith
421 Cotton Exchange Building
Houston, TX 77109

Adam C. Buna
1049 Big Thompson Canyon
Loveland, CO 80537

AGS Oil & Gas Holdings #2, Inc.
4400 S. Federal Blvd, Suite 2D
Englewood, CO 80110-5638

AGS Oil & Gas Holdings, Inc.
4400 S. Federal Blvd, Suite 2D
Englewood, CO 80110-5638

AGS Resources 2004, LLLP
4400 S. Federal Blvd, Suite 2D
Englewood, CO 80110-5638

AGS Resources 2007, LLLP
4400 S. Federal Blvd, Suite 2D
Englewood, CO 80110-5638

Albert & Esther Becker Partnership, Ltd.
5023 WCR #67
Keenesburg, CO 80643

Andrew Arnold
28667 WCR 20
Keenesburg, CO 80643

Anna Leahy and George L. Leahy
4519 Pearce Street
Omaha, NE 68106

Apple Creek, LLC
335 York St
Denver, CO 80209

ARH Baxter LLC
P.O. Box 1649
Austin, TX 78767

Arlene Dorothy Knigh, f/k/a Arlene
Dorothy Sall
4015 Willow Green
San Antonio, TX 78217

Augusta Dietz, f/k/a Augusta Percival
and Dale Dietz
71257 Old Rd
Alma, NE 68920

B&W Farms
1068 N County Road 23
Berthoud, CO 80513-9532

Baldrige Family Mineral Partnership
707 Iowa
Whitefish, MT 59937

Barbara D. Rogers
P.O. Box 2784
Estes Park, CO 80517

Barbara D. Rogers
14636 Grove St.
Healdsburg, CA 95448

Barbara E. Nelson
2242 50th Ave.
Greeley, CO 80634

Baseline Minerals, Inc.
518 17th Street, Suite 1050
Denver, CO 80202

Bold Resources, LLC
6615 West Rowland Avenue
Littleton, CO 80128

Bold Resources, LLC
6615 W. Rowland Ave
Windsor, CO 80550

Bonnie L. Trupp
3550 Paradise Rd.
Las Vegas, NV 89109

Boyd Arnold
28667 WCR 20
Keenesburg, CO 80643

BP America Production Company
509 S. Boston Ave. #100
Tulsa, OK 74103-4612

Brenda Fay Sall, SW
55 Juniper Avenue #542
Eaton, CO 80615

Brian Hill and Amy Hill
38507 CR 101
Briggsdale, CO 80611

Burl Ault
1300 Milky Way #36A
Thornton, CO 80621

C.J. Thibodeaux
421 Cotton Exchange Building
Houston, TX 77109

Caribou Resources, LLC
3081 S. Spruce Way
Denver, CO 80231

Carol J. Roubldoux and
Herman R. Roubldoux
4473 County Road 61
Keenesburg, CO 80643

Carol Marsden
1020 Crown Ridge Road
Sedona, AZ 86351

Carrizo Oil & Gas, Inc.
1000 Louisiana St., Suite 1500
Houston, TX 77002

Charles R. Rider III
P.O. Box 26962
Austin, TX 78755

Estate of Timothy L. Woodward, a
Protected Person, Minor
4535 S. Routt St.
Littleton, CO 80127

Chesapeake Exploration, LLC
P.O. Box 18496
Oklahoma City, OK 73154

Cimarron Minerals, LLC
c/o First National Bank
600 Jefferson, 4th Floor
Houston, TX 77002

CJ Royalty Holding, LLC
3300 South Parker Road,
Suite 310
Aurora, CO 80014

Clarence P. Sall
2526 18th Avenue
Greeley, CO 80631

Clarkson Corporation
1313 Clarkson St.
Denver, CO 80210

Clyde Lueking and Marlene L. Lueking
2105 Spalding Dr.
Holdrege, NE 68967

Cody B. Hoefle
2812 First Ave. North, Suite 502
Billings, MT 59101

Colette Kay Fridgen
5406 South Routt Way
Littleton, CO 80127-1612

Colorado Energy Minerals, Inc.
P.O. Box 899
Denver, CO 80201-0899

Conrad Schaefer, Jr.
3750 Drake Drive
Loveland, CO 80538

Continental Resources, Inc.
P.O. Box 1032
Enid, OK 73702-1032

Corsair Resources, LLC
PO Box 1027
Littleton, CO 80160

Dale Ault, Trustee of the Dale Ault
Revocable Trust of 1993
30188 SE Salerno Road
Stuart, FL 34997

Dallas A. Sall
P. O. Box 316
Templeton, CA 934655

Daniel M. Wagner and
Margaret Wagner
7676 Weld County Road 67
Keenesburg, CO 80643

Darby L. Arnold & Mary M. Arnold
8728 CR 59
Keenesburg, CO 80643

Dave Deison
P.O. Box 1177
Weatherford, TX 76086

Dave Majewski
11823 S. Maxwell Hill Rd.
Littleton, CO 80127

David O. Bone and Patricia A. Bone
33313 Weld County Road 16
Keenesburg, CO 80643

David V. Bowman Olds & Carla G. Olds
6615 W. Rowland Ave
Littleton, CO 80128

Debra L. Speaker
22936 County Road 11
Weldona, CO 80653

Dellconn Oil Corporation
1011 Centre Rd #310
Wilmington, DE 19805

Delores D. Gulledge
40 Silver Hill Lane
Leeds, AL 35094

Dennis D. Kitzman & Susan K. Kitzman
6976 Weld County Road 67
Keenesburg, CO 80643

Dennis M. Buchholz
29607 WCR 10
Keenesburg, CO 80643

Devon Energy Corporation
20 North Broadway
Oklahoma City, OK 73102

Dianna Leta Steinle
1949 Breakwood Creek SE
Albany, OR 97322

Diversified Operating Corporation
15000 W 6th Avenue Suite 102
Golden, CO 80401

Dixie Sall Munro
6415 SE Amity Road
Amity, OR 97101

Donald A. Hyde
29517 Road 18 1/2
Keenesburg, CO 80643

Donald E. Green Family Trust
152 Cardinal Drive
Lock Haven, PA 17745

Donald E. Green Family Trust
156 Alexander Glennie Court
Pawleys Island, SC 29585-6882

Donald F. Henninger
17815 Buntline Drice
Sun City West, FL 85375

Donald L. Sall
6636 Benham Way
Sacramento, CA 95831

Donald Roy Harris I
938 Brittany Drive
Cheyenne, WY 82009

Donna Darline Dalman, MWDSSP
8536 Eaton Street
Arvada, CO 80003

Doris C. Henrickson
1442 16th Ave. Ct
Greeley, CO 80631

Dorothy Alberts, a married woman
2010 46th Ave #15
Greeley, CO 80634

Dorothy E. Broyles
938 Brittany Drive
Cheyenne, WY 82009

E. Michael Meany & Cynthia M. Meany
4719 East Pinewood Circle
Centennial, CO 80121

Edward L. Harris and Betty L. Harris
29515 HWY 52
Keenesburg, CO 80643

Edward P. Stremel and Rose A. Stremel
2586 E. 125 Pl.
Denver, CO 80241-2747

Eileen Beverly Dubin
P.O. Box 215
Bolinias, CA 94924

El Paso Corporation
1001 Louisiana St.
Houston, TX 77002

EOG Resources, Inc.
600 17th Street
Denver, CO 80202

Eric R. Lantz
2183 S. Corona Street
Denver, CO 80210

Estate of Marvin Steel Bowes,
c/o Zella Bowes
Route 4, Box 63-A
Frankford, WV 24938

Farm Credit Bank of Wichita
245 N. Waco St.
Wichita, KS 67201

Federal Royalty Properties
2001 Kirby, Suite 1210
Houston, TX 77019

First Presbyterian Church
5300 Main Street
Houston, TX 77004

Flatiron Energy Company, Inc
666 Gunpark Drive, Suite 200
Boulder, CO 80301

G. K. Eifler, Jr.
1901 Meadowbrook
Austin, TX 78703

Gary L. Speaker
41881 Weld County Road 42.5
Orchard, CO 80649

Glen A. Leonard III &
Sharon R. Leonard
8730 CR 59
Keenesburg, CO 80643

Great Western Oil & Gas Company
1700 Broadway, Suite 650
Denver, CO 80290

Grindstone Resources LLC
5228 Lonetree Drive
Loveland, CO 80537

Harry H. Ewing and Judy Ann Ewing
4461 WCR 61
Keenesburg, CO 80643

Hat Creek Royalty Ltd
P.O. Box 3240
Midland, TX 79702

Hazel Owens
Route 4, Box 67
Frankford, WV 24938

Helen I. Sirios
P.O. Box 58
Keenesburg, CO 80643

Helen I. Sirios, Marc D. Sirios and
Sheri L. Sirios
P.O. Box 58
Keenesburg, CO 80643

Henry A. Hull
29989 County Road 398
Keenesburg, CO 80643

Henry A. Kugeler, Jr Family Trust
10251 Arapahoe Road
Lafayette, CO 80026

Hoefle Royalty Partners
2812 First Ave. North, Ste 502
Billings, MT 59101

Howard J. Harris
938 Brittany Drive
Cheyenne, WY 82009

Hunt Oil Company
1900 North Akard St.
Dallas, TX 75201

Isaac W. Norman,
Trustee of Fay's Trust
125 F.M. 1660
Taylor, TX 76574

Isramco Resources, LLC
4801 Woodway, Suite 100E
Houston, TX 77056

J.C. Petroleum Royalty Unit, LLC
P.O. Box 922
Delhi, LA 71232

Jackfork Land Inc
3503 NW 63rd, Suite 103
Oklahoma City, OK 73116

Jade Reserves, Inc.
P.O. Box 271241
Houston, TX 77277

James B. Lueking and Shari L. Lueking
10081 US Hwy 6
Oxford, NE 68967

James H. Trupp
3013 Phoenix Dr.
Fort Collins, CO 80525

James Lueking and Clyde Lueking
10081 US Hwy 6
Oxford, NE 68967

James Lueking and Robbin Thayn
10081 US Hwy 6
Oxford, NE 68967

Jane I. Agan, a widow
c/o Patricia Bailey, POA,
6800 Biltmore Place
Plano, TX 75203

Jean Marr Conant
400 Medford Leas
Medford, NJ 80055

Jerry Lueking and Carolyn Lueking
72056 A Road
Oxford, NE 68967

Joan Schaefer Lovett
368 Blue Windsor
Colorado Springs, CO 80906

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

John W. Julander & Deborah S.
90 Silver Fox Dr.
Greenwood Village, CO 80121

Joy Schaefer Henry
P.O. Box 177
Bonsall, CA 92003

Judy Schaefer Pruett
34397 Whispering Oaks
Ridge Manor, FL 33525

Juliann Raia
8766 Lamar Circle
Arvada, CO 80003

Julius A. Pluss
2400 Cherry Creek South Drive
Denver, CO 80209

Katherine E. Gillet
8225 S. Cody St.
Littleton, CO 80128

Kathryn Bomholt
2664 S Troy Ct
Aurora, CO 80014

Kathryn O. Bomholt
10371 E. Evans#152
Denver, CO 80231

Katrine Maxey
P.O. Box 847
Monument, CO 80123

Kenneth E. Skaklee
2900 11th St.
Greeley, CO 80631

Key Production Company
P.O. Box 1706
Longview, TX 75606

Kimberly Jo Massey
12505 HWY 141
Whitewater, CO 81528

Kivi Bauer
8625 W. 86th Ct.
Arvada, CO 80005

L & S Capital LTD, a Colorado Limited
Partnership
800 U.S. Highway 36
Byers, CO 80103

L.A. Wellington
P.O. Box 509
Keenesburg, CO 80643

Larry Bauer
637 . 10th Street
Loveland, CO 80537

Latitudes Research, LLC
313 Jones Creek Circle
Pine, CO 80470

Katrine Maxey
P.O. Box 847
Monument, CO 80123

Lee Boyd Cobb, Jr.
333 N. 44th Ave.
Greeley, CO 80634

Leo Everett Osburnsen &
Darlaine Dawson
8986 WCR 59
Keenesburg, CO 80643

Leona E. Trujillo
P.O. Box 260173
Lakewood, CO 80226

Linda M. Benenati Green Family Trust
152 Cardinal Drive
Lock Haven, PA 17745

Linda M. Benenati Green Family Trust
156 Alexander Glennie Court
Pawleys Island, SC 29585-6882

Lisken Lyn Hofferber
10 Stockton Dr.
Flowood, MS 39232

Lloyd L. Harris
938 Brittany Drive
Cheyenne, WY 82009

LoneTree Energy & Associates, LLC
3 West Dry Creek Circle
Littleton, CO 80120

Marathon Oil Company
5555 San Felipe Mailstop 35:02
Houston, TX 77056

Mark E. Brown & Carla Jo Brown
7753 South Hill Drive
Littleton, CO 80120

Mark Elliott Miller & Laura Jean Miller
120 Marble St. #201
Broomfield, CO 80020

Mark Rider
P.O. Box 1262
Grapevine, TX 760099

Markus Production, Inc.
2100 W. Littleton Blvd., Suite 245
Littleton, CO 80120

Marubeni Denver Julesburg, LLC
2800 Post Oak Blvd., Suite 6000
Houston, TX 77056

Mary Ann McCourt
735 Jefferson St. NE
Albuquerque, NM 87110

Mary E. Merz
1701 NE 60th Terrace
Gladstone, MO 64118

Michael F. Callahan & Marilyn G. Chick
4158 WCR 59
Keenesburg, CO 80643

Michael J. Marra
P.O. Box 477
Ridgewood, NJ 7451

Michael J. Marra
c/o Brian Marra and Richard Marra
P.O. Box 477
Ridgewood, NJ 7451

Michael P. Crossen & Tamara R.
29489 WCR 10
Keenesburg, CO 80643

Midwest Resources 2008-1 Oil & Gas
Income Limited Partnership
P.O. Box 76
Elm Grove, WI 53122

Mile Hi Oil and Gas, Inc.
P.O. Box 621609
Littleton, CO 80162-1609

Montana Oil Properties, Inc.
P.O. Box 3194
Billings, MT 59103

Myron Showers and Kathleen L.
Showers
49494 WCR 86
Briggsdale, CO 80611

N.C. Ginther
910 Travis St.
Houston, TX 77002

Nancy L. Gelvin
24595 County Road 35
Wray, CO 80758

NB Waechter & Associates, Inc.
6059 S. Elati St.
Littleton, CO 80120

NexGen Royalty Holdings, LLC
3300 South Parker Road, Suite 310
Aurora, CO 80014

Nicola Di Franco
4655 W112 Ct.
Westminster, CO 80031

Noble Energy, Inc.
1625 Broadway, Suite 2200
Denver, CO 80202

Oil and Gas Title Holding
5 East 59th St., 5th Floor
NY, NY 10022

OOGC America, Inc.
P.O. Box 4705, No.25
Chaoyangmenbei Dajie
Doncheng District
Beijing, 100010, P.R. China

Pepco, Inc.
3861 S. Birch St
Englewood, CO 80113

Petroleum Development Corp.
1775 Sherman St., Ste. 3000
Denver, CO 80203

Prima Exploration, Inc.
100 Fillmore St., Suite 450
Denver, CO 80206

Ramon G. Miranda and Lucia Miranda
935 Galapago St
Denver, CO 80204

Randy L. McNeil
PO Box 1194
Estes Park, CO 80517

Ray E. Newman & Ann M. Newman
15891 Riverdale Road
Brighton, CO 80652

Raymond W. Bury and Linnola B. Bury
4978 WCR 59
Keenesburg, CO 80643

Reed-George Land and Minerals Ltd., a
Texas Limited Partnership
P. O. Drawer 310
Bastrop, TX 78602

RJC Energy, Inc.
27250 Craig Lane
Golden, CO 80401

Robert C. Julander
4185 S. Oneida Street
Denver, CO 80237

Robert H. Green
9270 CR 59
Keenesburg, CO 80643

Robing Thayn & Robert Thayn,
wife and husband
71363 Acron Rd.
Oxford, NE 68967

Robinson Interests I, Ltd.
5005 Riverway Drive, #200
Houston, TX 77056-2123

Roderick L. Suter
185 St. James Place
Brooklyn, NY 10038

Rodney Hofferber, Sr.
33577 Road 16
Keenesburg, CO 80643

Rodney L. Hofferber, Jr.
P.O. Box 996
Montrose, AL 36559

Rodney S. Becker and Gayle R. Becker
15500 Penrith Road
Keenesburg, CO 80643

Rodney W. Baumgartner and
Linda L. Baumgartner
33759 Road 16
Keenesburg, CO 80643

Russell L. Speaker
46897 Weld County Road 88
Briggsdale, CO 80611

Ryan Family Mineral Partnership DTD
06/27/2003
P.O. Box 117
Billings, MT 59102

S. Reger Family Mineral Partnership
DTD 06/09/2006
1605 Westridge Circle
Billings, MT 59102

SA Minerals, LLC
2110 21st Street Road
Greeley, CO 80631

Sarah K. Boal
7013 CR 69
Keenesburg, CO 80643

Sheryl Lyn Hofferber
33015 Bay Dr.
Lillian, AL 36549

Shirley J. Fulton
2532 Raintree Drive, #313
Ft. Collins, CO 80526

Shirley Jean Van Ostrand Straka
4132 Wilkinson Ave
Studio City, CA 91604

Shriner's Hospital for Crippled Children
c/o El Jebel Temple
4625 W. 50th Ave.
Denver, CO 80212

Springfield Oil Company
27619 Brook Drive
Hot Springs, SD 57747

Stephen J. Benson and Jean M. Benson
P.O. Box 38
Keenesburg, CO 80643

Stephen Lane Pearson
1610 Shearman Street
Canon City, CO 81212

Steve D. Armstrong and Connie J.
Armstrong
4125 Selkirk Road
Bismarck, ND 58503

Steven D. Kitzman and Kristina L.
Kitzman
6584 Weld County Road 67
Keenesburg, CO 80643

Steven G. Kirkwood and
Donna P. Kirkwood, JT
473 S. Sherman
Denver, CO 80209

Swanson Production Company
339 Indian Paintbrush Dr.
Golden, CO 80401

T Bar S Oil, Inc
102 Mission Bay Drive
Polson, MT 59860

TAK Mountain, LLC
c/o Forrest Lewis
1600 Broadway, Suite 1525
Denver, CO 80202

Te-Ray Energy, Inc.
105 Soverign Row
Oklahoma City, OK 73108

Terry J. Cammon
10455 W 73rd Place
Arvada, CO 80005

The Albert Hofferber and Bertha
Hofferber Family Irrevocable Trust
dated January 11, 2011
33577 Road 16
Keenesburg, CO 80643

The Colorado National Bank of Denver,
Trustee, now known as U.S. Bank, N.A.
918 17th St.
Denver, CO 80202

The Overholt Family Trust, dated
December 19, 1997
685 Planet Place
Denver, CO 80221

The Skeeters Company
410 SW Brielle Lane
Lee's Summit, MO 64082

The Skeeters Company
3708 Canyon Pass Trail
Burleson, TX 76028

Thomas W. Cordova and
Mary L. Cordova
29670 HWY 52
Keenesburg, CO 80643

Todd Bruteig
P. O. Box 269
Windsor, CO 80550

Travis Percival and Patricia Percival,
husband and wife
43640 Rd 718
Oxford, NE 68967

Trupp Family Co.
3013 Phoenix Drive
Fort Collins, CO 80525

Tumpike Limited Liability Company
4202 County Road 65
Keenesburg, CO 80643

United States of America
BLM Colorado State Office
2850 Youngfield Street
Lakewood, CO 80215

Velma Sites Brackenrich
Vaga Route 4, Box 99
Frankford, WV 24938

Verla Marlee Miller,
fka Verla Marlee Gala
P.O. Box 666
Salida, CO 81201

W.L. Ginther
910 Travis St.
Houston, TX 77002

Wade R. Hill & Barbara S. Hill as JT
8952 Gander Valley Lane
Windsor, CO 80550

Wayde E. Glover and Candee L. Glover
5813 Weld County Road 37
Fort Lupton, CO 80621

Wayne Lee Smith & Nancy Green-Smith
33500 Weld County Road 16
Keenesburg, CO 80643

Weickum Farm, LLC
220 Goodner Ave.
LaSalle, CO 80645

Weld County
915 - 10th St
Greeley, CO 80631

Western Operating Company
518 17th St., Ste. 200
Denver, CO 80202

Western Pacific Corporation
P.O. Box 4669
Wilmington, NE 19807

Western Slope Gas Company
c/o Public Service Company of Colorado
1560 Broadway Ste 2090
Denver, CO 80201

Whiting Oil & Gas Corp.
1700 Broadway, Suite 2300
Denver, CO 80290-1703

William R. Fulton & Madra H. Fulton
735 Bowen St.
Longmont, CO 80501

William R. Fulton & Madra H. Fulton, JT,
Lease executed as: Carl E. Fulton &
Shirley D. Fulton, as Trustees of the
Fulton Family 1996 Revocable Trust
2101 South Garfield Ave., Apt. 130
Loveland, CO 80567

A.I. Axelrod
Address unknown

A.I. Lack
Address unknown

Abe Weingarten
Address unknown

Betty Ann Sud
Address unknown

Charles W. Best, per. Rep. of the estate
of James H. Blinn, Jr., deceased
Address unknown

E.J. Pulaski
Address unknown

G. Stewart Henninger
Address Unknown

George A. Butler
Address unknown

Gerald Rauch
Address unknown

H.W. Krakower
Address unknown

Irving Alexander
Address unknown

J.A. Gray
Address unknown

J.E. Leicher
Address unknown
J.S. Oshman
Address unknown

Joe Darsky, Trustee
Address unknown

Joe Weingarten
Address unknown

Johnny Mitchell, Trustee
Address unknown

Leonard Rauch
Address unknown

Louis Pulaski
Address unknown

M.M. Feld
Address unknown

Martin Nadelman
Address unknown

Morris Rauch
Address unknown

Rex E. Hudson
Address unknown

Rheba Joan Spiner
Address unknown

Veda Mae Glesby
Address unknown

W.C. DeArman
Address unknown

William A. Dessert
Address Unknown

David P. Hickey a/k/a Genevieve Hickey
Address Unknown

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

Kim Kaal
Energy Liaison
Department of Wildlife
711 Independent Avenue
Grand Junction, CO 81505

David Bauer
Weld County
1111 H Street
Greeley, CO 80632

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

IN THE MATTER OF THE APPLICATION FOR AN	CAUSE NO.
ORDER ESTABLISHING FIELD RULES FOR	
DEVELOPMENT OF THE NIOBRARA FORMATION,	DOCKET NO.
UNNAMED FIELDS, WELD COUNTY, COLORADO	

AFFIDAVIT OF MAILING

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

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

That he is the attorney for Continental Resources, Inc., that a copy of the attached Amended Application will be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit B along with the Notice of Hearing.

Kenneth A. Wonstolen

Subscribed and sworn to before me October __, 2011.

Witness my hand and official seal.

My commission expires: _____.

Notary Public