

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

IN THE MATTER OF THE APPLICATION FOR AN ORDER POOLING ALL INTERESTS IN THE NIOBRARA FORMATION IN A 640-ACRE DRILLING AND SPACING UNIT IN WELD COUNTY, COLORADO		CAUSE NO. DOCKET NO.
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APPLICATION

COMES NOW Continental Resources, Inc. ("Applicant"), by its attorneys, Beatty & Wozniak, P.C., and makes application to the Oil and Gas Conservation Commission of the State of Colorado ("Commission") for an order pooling all interests for the development of the Niobrara Formation on the following described lands:

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

Weld County, Colorado

(hereinafter "Application Lands").

In support of its application, Applicant states and alleges as follows:

1. Applicant is a corporation duly authorized to conduct business in the State of Colorado, and is a registered operator in good standing with the Commission.
2. Applicant owns leasehold interests in a substantial portion of the Application Lands.
3. On April 27, 1998, the Commission adopted Rule 318A, which, among other things, 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. On December 5, 2005, Rule 318A was amended to allow interior infill and boundary wells to be drilled and wellbore spacing units to be established. The Application Lands are subject to this Rule for the Niobrara Formation.
4. On October 24, 2011, the Applicant filed an Amended Application, Docket No. 1112-SP-159, seeking to, among other things, establish 640-acre drilling and spacing units for certain lands, including the Application Lands, and allow the drilling of one horizontal well in each such drilling and spacing unit, for the production of oil, gas, and associated hydrocarbons from the Niobrara Formation. The Amended Application is currently pending and is scheduled to be heard by the Commission on December 12, 2011. Approval of this pooling Application is contingent on approval of its companion drilling unit application.
5. Applicant, pursuant to the provisions of C.R.S. § 34-60-116 (6) & (7) and Commission Rule 530, seeks an order pooling all interests in the Application Lands for the development of the Niobrara Formation, including any nonconsenting interests therein.
6. Applicant requests that the Commission's pooling order be made effective as of the earlier of the date of this Application, or the date that any of the costs specified in C.R.S. § 34-60-116(7)(b)(II) were first incurred for the drilling of the Conrad 1-11 H Well to the Niobrara Formation on the Application Lands.

7. Applicant certifies that copies of this Application will be served on all persons owning an interest in the mineral estate of the tracts to be pooled within seven (7) days of the date hereof, as required by Rule 507.b(2), and that at least thirty (30) days prior to the hearing on this matter, each such interest owner not otherwise leased or voluntarily pooled will be offered the opportunity to lease, or to participate in the drilling of the well, and will be provided with the information required by Rule 530. The list of such interested parties is attached hereto as Exhibit A.

8. That in order to prevent waste and to protect correlative rights, all interests in the Application Lands should be pooled for the orderly development of the Niobrara Formation, including any nonconsenting interests therein.

WHEREFORE, Applicant requests that this matter be set for hearing at the next available opportunity, that notice be given as required by law, and that upon such hearing, the Commission enter its order:

A. Pooling all interests in the Application Lands for the development of the Niobrara Formation, including any future wells drilled to said formation.

B. Providing that the Commission's pooling order is made effective as of the earlier of the date of this Application, or the date that any of the costs specified in C.R.S. § 34-60-116(7)(b)(II) were first incurred for the drilling of the Conrad 1-11H Well to the Niobrara Formation on the Application Lands.

C. Providing that the interests of any owners with whom the Applicant has been unable to secure a lease or other agreement to participate in the drilling of the authorized well are pooled by operation of statute, pursuant to C.R.S. § 34-60-116(7), and made subject to the cost recovery provisions thereof.

D. For such other findings and orders as the Commission may deem proper or advisable in this matter.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing in January, 2012, that notice be given as required by law, and that upon such hearing, the Commission enter its order consistent with Applicant's request as set forth above.

Dated: November ____, 2011

Respectfully submitted:

Continental Resources, Inc.

By:

William A. Keefe
Kenneth A. Wonstolen
Elizabeth Y. Gallaway
Beatty & Wozniak, P.C.
216 Sixteenth St. –Suite 1100
Denver, Colorado 80202

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 November, 2011.

Witness my hand and official seal.

My commission expires:_____

Notary Public

EXHIBIT A

A. Macy Smith
B. 421 Cotton Exchange Building
Houston, TX 77002

ARH Baxter, LLC
PO Box 1649
Austin, TX 78767

Bernice Elliot Miller & Leona Miller
c/o Mark & Laura Miller
120 Marble Street #201
Broomfield, CO 80020

C.J. Thibodeaux
Cotton Exchange Building
Houston, TX 77002

Chesapeake Exploration, LLC
PO Box 18496
Oklahoma City, OK 73154-0496

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

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

Dave Deison
PO Box 1177
Weatherford, TX 76086

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

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

Grindstone Resources, LLC
5228 Lonetree Drive
Loveland, CO 80537

Hazel Owens

Route 4, Box 67
Frankford, WV 24938

Howard C. Warren
c/o Isaac W. Norman Trustee of Fay's Trust
125 F.M. 1660
Taylor, TX 76574

J.C. Petroleum Royalty Unit, LLC
PO Box 992
Delhi, LA 71232

Jean Marr Conant
400 Medford Leas
Medford, NJ 80055

Joan Schaefer Lovett
368 Blue Windsor
Colorado Springs, CO 80906

John S. Gibson Production, LLC
PO Box 842
Fort Morgan, CO 80701

Josephine E. Abercrombie, Jack S. Josey & James A.
Elkins, Jr. Trustees
c/o Robinson Interests I, Ltd.
5005 Riverway Drive, #200
Houston, Texas 77056-2123

Josephine E. Abercrombie, Jack S. Josey and James
A. Elkins, Jr., Trustees
c/o Robinson Interests I, Ltd.
5005 Riverway Drive, #200
Houston, Texas 77056-2123

Joy Schaefer Henry
PO Box 177
Bonsall, CA 92003

Judy Schaefer Pruett
34397 Whispering Oaks
Ridge Manor, FL 33525

Leona E. Trujillo
PO Box 260173
Lakewood, CO 80226

Marathon Oil Company
5555 San Felipe
Houston, TX 77056

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

Marubeni Denver Julesburg, LLC

2800 Post Oak Blvd., Suite 6000
Houston, TX 77056

N.C. Ginther
1714 Esperson Building
Houston, TX 77002

OOGC America, Inc.
c/o CNOOC International Limited
PO Box 4705, No. 25 Dongcheng District
Chaoyangmenbei Dajie
Beijing 100010 P.R. China

Robinson Interests I, Ltd
5005 Riverway Drive, #200
Brooklyn, NY 10038

Roderick L. Suter
185 St. James Place
Frankford, WV 24938

Velma Sites Brackenrich
Vaga Route 4, Box 99
Salida, CO 81201

Verla Marlee Miller
1714 Esperson Building
Houston, TX 77002

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CAUSE NO.

DOCKET NO.

AFFIDAVIT OF MAILING

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

ElizabethY. Gallaway, of lawful age, and being first duly sworn upon her oath, states and declares:

That she is the attorney for Continental Resources, Inc., and that on or before November __, 2011 she 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.

Elizabeth Y. Gallaway

Subscribed and sworn to before me November ____, 2011.

Witness my hand and official seal.

My commission expires: _____.

Notary Public