

**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.
---	--	-----------------------------

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 60 West, 6th P.M.
Section 1: 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 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.
4. 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.
5. 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 Reines 1-1H Well to the Niobrara Formation on the Application Lands.
6. 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.

7. 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 Reines 1-1H 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)
)
COUNTY OF GARFIELD) ss.

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

AGS Oil & Gas Holdings #2, 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

Bess K. Rider
P.O. Box 26962
Austin, TX 78755

Brian Marra and Richard Marra
PO Box 477
Ridgewood, NJ 07451

Carl L. Maxey
PO Box 847
Monument, CO 80123

Charles R. Rider, III
PO Box 26962
Austin, TX 78755

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

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

Francis J. Allen
c/o Western Pacific Corporation
PO Box 4669
Wilmington, NE 19807

Gael Agan
c/o Patricia Bailey, POA
6800 Biltmore Place
Plano, TX 75203

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

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

Kathryn Bornholt
2664 S. Troy Court
Aurora, CO 80014

Katrine Maxey
PO Box 847
Monument, CO 80123

Mark Rider
PO Box 1262
Grapevine, TX 76099

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

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

Midwest Resources 2010-1
Oil & Gas Income Limited Partnership
PO Box 77
Elm Grove, WI 53123

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

Oil and Gas Title Holding
5 East 59th Street 5th Floor
New York, NY 10022

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

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

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

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

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

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

Western Pacific Corporation
PO Box 4669
Wilmington, NE 19807

**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.
---	--	-----------------------------

AFFIDAVIT OF MAILING

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

Elizabeth Y. 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