

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

IN THE MATTER OF THE APPLICATION OF
CONTINENTAL RESOURCES, INC. FOR AN
ORDER TO AFFIRM ORDER NO. 540-2

CAUSE NO: 540

DOCKET NO:

COMES NOW, Continental Resources, Inc. ("Applicant"), by and through its undersigned attorneys, and makes application to the Oil and Gas Conservation Commission of the State of Colorado ("COGCC"), to affirm Order No. 540-2 so that it may be applied to interests that were not provided notice of the initial hearing on said order. Order No. 540-2 pooled all interests for the development of the Niobrara Formation underlying:

Township 6 North, Range 87 West, 6th P.M.
Section 11: All

Routt County, Colorado (hereinafter "Application Lands")

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

1. Applicant is a corporation duly authorized to conduct business in the State of Colorado.
2. On January 5, 2012, Applicant filed an Application for an order to pool all interests for the drilling of a horizontal Niobrara well in the Application Lands ("Pooling Application") in anticipation of drilling the Peltier #1-11H Well.
3. Applicant provided notice and offers to participate or lease to those persons owning an interest in the mineral estate of the Application Lands then known to Applicant, in accordance with Commission rules.
4. On March 5, 2012, the Commission entered Order No. 540-2 pooling all interests in the Application Lands, and subjecting any nonconsenting interests to the cost recovery provisions of C.R.S. § 34-60-116(7).
5. Subsequent to the March 5, 2012 hearing, Applicant learned of additional mineral interest owners within the Application Lands to whom notice of the Pooling Application, as well as offers to lease or participate had not been provided.
6. The grounds upon which Applicant sought the pooling order, and upon which Order No. 540-2 was entered, still pertain. Specifically:
 - (a) Applicant owns substantial leasehold interests in the Application Lands.
 - (b) The Application Lands were established as an approximate 640 acre drilling and spacing unit for the Niobrara Formation under Order No. 540-1, effective March 5, 2012.

(c) Applicant plans to drill the Peltier #1-11H Well, a horizontal well designed to test and produce oil and associated hydrocarbons from the Niobrara Formation underlying the Application Lands.

7. At least 30 days prior to the hearing on this application, Applicant will send to the previously unnoticed mineral interest owners an appropriate offer to lease or participate, including an AFE containing the information required under Rule 530.a.

8. The names and addresses of the previously unnoticed interest owners in the unit are set forth in Exhibit A attached hereto.

WHEREFORE, Applicant requests that this matter be set for hearing, that notice thereof be given as required by law, and that upon such hearing the Commission enter its order affirming Order No. 540-2 so that it applies to all interest in the Application Lands, including said previously unnoticed interest owners, and for such other findings and orders as the Commission may deem proper or advisable in the premises.

DATED this 9th day of May, 2012.

BEATTY & WOZNAK, P.C.

By: 

Kenneth A. Wonstolen
Elizabeth Gallaway
Beatty & Wozniak, P.C.
216 Sixteenth Street-Suite 1100
Denver, CO 80202-5115

Applicant's address:

Continental Resources, Inc.
ATTN: Michael Schooley
302 N. Independence
Enid, OK 73702

VERIFICATION

STATE OF OKLAHOMA

)

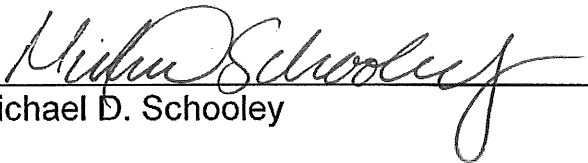
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ss.

COUNTY OF GARFIELD

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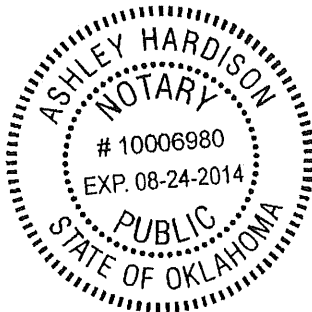
Michael D. Schooley, of lawful age, being first duly sworn upon oath, deposes and says that he is Emerging Plays Landman for Continental Resources, Inc. and that he has read the foregoing Application and that the matters therein contained are true to the best of his knowledge, information and belief.


Michael D. Schooley

Subscribed and sworn to before me this 9th day of May, 2012.

Witness my hand and official seal.

My commission expires: 8/24/2014



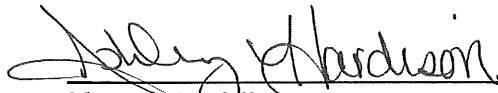

Notary Public

EXHIBIT A

Quicksilver Resources, Inc.
801 Cherry Street, Suite 3700
Unit 19
Fort Worth, TX 76102

Sunterra Oil & Gas, LP
14825 St. Mary's Lane, Suite 200
Houston, TX 77079

XNP Resources, LLC
1717 St. James, Suite 440
Houston, TX 77063

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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 May __, 2012 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.

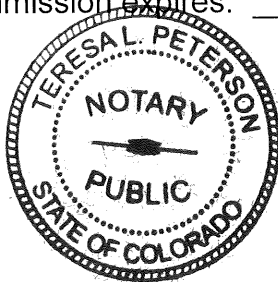


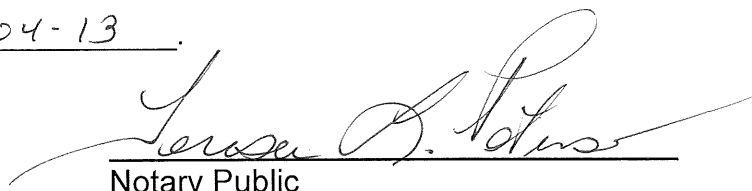
Elizabeth Y. Gallaway

Subscribed and sworn to before me May 9, 2012.

Witness my hand and official seal.

My commission expires: 10-04-13.





Notary Public