

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 ALLOWING UP TO TWO) Cause No.
HORIZONTAL WELLS IN A 1,280-ACRE)
DRILLING AND SPACING UNIT FOR THE) Docket No.
NIOBRARA FORMATION IN SECTIONS 2)
AND 11, TOWNSHIP 7 NORTH, RANGE 60)
WEST IN WELD COUNTY, COLORADO)

APPLICATION

Continental Resources, Inc. (“Applicant”), by and through its attorneys, Beatty & Wozniak, P.C., respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado (the “Commission”) for an order authorizing up to two horizontal wells in the following-described 1,280-acre drilling and spacing unit:

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

Weld County, Colorado (together the “Application Lands”),

and further providing that the treated interval of each horizontal wellbore may be separated by a minimum of 600 feet for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

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 an operator in good standing with the Commission.
2. Applicant owns substantial leasehold interests in the Application Lands.
3. On December 12, 2011, the Commission entered Order No. 407-514, which, among other things, established a 1,280-acre drilling and spacing units for certain lands, including the Application Lands, and allowed the drilling of one horizontal well within each drilling and spacing unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.
4. On January 23, 2012, the Commission entered Order No. 535-137, which, among other things, pooled all interests in the Application Lands for the development and production of oil, gas and associated hydrocarbons from the Niobrara Formation.

5. Applicant requests that up to two horizontal wells be authorized for production of oil, gas and associated hydrocarbons from the Niobrara Formation in the Application Lands.

6. In accordance with Rule 318, Applicant will locate and drill the wells so that the treated interval of the horizontal wells is no closer than 600 feet from the boundaries of the units. Applicant requests that the 1,200 foot internal wellbore setback of Rule 318 be relaxed so that the treated interval of the horizontal wells may be separated by a minimum of 600 feet.

7. Applicant asserts that additional wells are necessary to prevent waste, protect correlative rights, and to assure the maximum efficient recovery of oil, gas and associated hydrocarbons from the Niobrara Formation on the Application Lands.

8. The undersigned certifies that copies of this Application shall be served on each interested party within 7 days as required by Rule 503.e.

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

A. Authorizing up to two horizontal wells in the Application Lands for production of oil, gas and associated hydrocarbons from the Niobrara Formation.

B. Providing that said wells shall be located and drilled so that the treated interval of the wellbores are no closer than 600 feet from the boundaries of the unit and are separated by a minimum of 600 feet.

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

Dated: September __, 2012

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

Address of Applicant
Continental Resources, Inc.
ATTN: Matthew Callaway
20 N. Broadway
PO Box 269091
Oklahoma City, OK 73126

VERIFICATION

STATE OF OKLAHOMA)
)
COUNTY OF _____) ss.

Matthew Callaway, of lawful age, being first duly sworn upon oath, deposes and says that he is Northern Region 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.

Matthew Callaway

Subscribed and sworn to before me this _____ day of September, 2012.

Witness my hand and official seal.

My commission expires: _____

Notary Public

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WEST IN WELD COUNTY, COLORADO)

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., that on or before September 24, 2012, she caused a copy of the captioned Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A attached hereto.

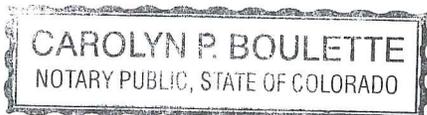


Elizabeth Y. Gallaway

Subscribed and sworn to before me September 24, 2012.

Witness my hand and official seal.

My commission expires: October 22, 2015.



My Comm. Expires October 22, 2015



Notary Public

Exhibit A

Prima Exploration, Inc
100 Fillmore Street, Suite 450
Denver, CO 80206

Noble Energy, Inc
1625 Broadway
Denver, CO 80202

Esenjay Oil & Gas, Ltd
500 N. Water St., STE 1100 South
Corpus Christi, TX 78401

Great Western Oil & Gas Company
252 Clayton Street # 400
Denver, CO 80206-4814

Estate of Viola M. Kuhn, Deceased
Address Unknown

Estate of Harold R. Firme, Deceased
Address Unknown

Estate of Lyle R. Ham, Deceased
Address Unknown

Michael Warren, Energy Liaison
Colorado Parks and Wildlife
Northwest Regional Office
711 Independent Avenue
Grand Junction, CO 81505

Kent Kuster
Oil & Gas Consultant Coordinator
Colorado Department of
Public Health & Environment
4300 Cherry Creek Drive South
Denver, CO 80246-1530

David Bauer
Weld County
1111 H Street
Greeley, CO 80632