

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 61 West, 6th P.M.
Section 8: 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 August 8, 2011, the Commission entered Order No. 535-51, which, among other things, established nine approximate 640-acre drilling and spacing units for certain lands, including Application Lands, and approved up to one horizontal well within each unit for the development and production of oil, gas and associated hydrocarbons from the Niobrara Formation.
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 Wallach 1-8H 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.

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 Wallach 1-8H 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 November, 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: September __ 2012.

Respectfully submitted:

Continental Resources, Inc.

By:

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

Applicant's Address:

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

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.
--	-----------------------------

Carolyn P. Bulette
Notary Public

Exhibit A

Marathon Oil Company
5555 San Felipe
Houston, TX 77253

Palo Duro Land Services, LLC
2421 East Highway 377
Granbury, TX 76049

Noble Energy, Inc.
1625 Broadway, Suite 200
Denver, CO 80202

Estate of Hugo M. Heinze
Address Unknown

Clara R. Paul
Address Unknown

Estate of Robert T. Hill
Address Unknown

Hazel I. Graham
Address Unknown

Wilda Allan Rokos
4905 Gentry Ave.
Valley Village, CA 91607

Boekel Energy LLC
7028 South Chapparal Circle W.
Centennial, CO 80116

Catherine J. Porter
7017 South Netherland Way
Aurora, CO 80116-2347

Catherine J. Porter, as Trustee of the Patricia Ann
Boekel Trust
7017 South Netherland Way
Aurora, CO 80116-2347

Eunice M. Guilliams
6218 West Everett
Boise, ID 83704

Maxine Petersen
835 3rd St.
Eaton, CO 80615

Rick Moser and Kathleen M. Peake, Co-Conservators
of the Estate of Bruce Wayne Moser
P. O. Box 519
Hudson, CO 80642

Rick Moser
P. O. Box 519
Hudson, CO 80642

Kathleen M. Peake
P. O. Box 495
Hudson, CO 80642

Tanya Lockman-Leeper
7253 WCR 6
Brighton, CO 80603

Nancy H. Fichter
8706 Weld CR 8
Brighton, CO 80603

Alvin Keith Fichter
8706 Weld CR 8
Brighton, CO 80603

Artina E. Campbell, heir of Gale Moser
10437 Nucla Street
Commerce City, CO 80022

Audrey Dowdy, heir of Gale Moser
23275 WCR 22
Hudson, CO 80642

Orlando Hill, a/k/a Orlando L. Hill
43815 WCR 95
Briggsdale, CO 80611

Billee Rosenthal, Attorney-in-Fact for Ida L. Bradt
4322 S. Quail Ct.
Littleton, CO 80127

Georgia A. Darr, f/k/a Georgia A. Toumbs
1601 – 44th Ave. Ct. #7
Greeley, CO 80634

Joanne Claudia McCarthy
1331 El Paso St.
Turlock, CA 95380

Patricia Laurie Van Hoogmoed
2432 Judith Ct.
Madera, CA 93637

Kathleen McCarthy Tharp
1112 Country Club Dr.
Modesto, CA 95356