

**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 60 West, 6<sup>th</sup> P.M.  
Section 10: 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. 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.
4. 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.
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 Aston 1-10H Well, API No. 05-123-34275, 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 Aston 1-10H 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:

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Elizabeth Y. Gallaway  
**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

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

Elizabeth Y. Gallaway

My commission expires: October 22, 2015.



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Exhibit A

Marathon Oil Company  
5555 San Felipe  
Houston, TX 77056

Pergamos, L.P.  
5416 Birchman Avenue  
Fort Worth, TX 76107

Slick Rock, L.P.  
5416 Birchman Avenue  
Fort Worth, TX 76107

Sunray Capital, L.P.  
201 W. California Street  
Gainesville, TX 76240

Barracuda Investments, LLC  
5416 Birchman Avenue  
Fort Worth, TX 76107

WREE Holdings, LLC  
5416 Birchman Avenue  
Fort Worth, TX 76107

Ida A. Weitzel Family Trust  
440 Walnut Avenue  
Eaton, CO 80615

Doris L. Poush  
4109 Boulder Street  
Evans, CO 80620

United States of America  
2850 Youngfield Street  
Lakewood, CO 80215

Judith A. Acierno  
P.O. Box 768  
Grand Lake, CO 80447

Gordon B. Lindvall and Leona Lindvall  
5150 Coneflower  
Colorado Springs, CO 80917

Robert B. Lindvall  
P.O. Box 129  
Curtis, NE 69025