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DEPT OF ENVIRONMENT & NATURAL
RESOURCES - RAPID CITY

STATE OF SOUTH DAKOTA

DEPARTMENT OF ENVIRONMENT AND NATURAL RESOURCES

BOARD OF MINERALS AND ENVIRONMENT

CASE NO. 41-2013

**IN THE MATTER OF THE APPLICATION OF
CONTINENTAL RESOURCES, INC. FOR AN
ORDER OF THE BOARD AMENDING ANY
APPLICABLE ORDERS FOR THE BUFFALO
FIELD TO POOL ALL INTERESTS IN A 1280-
ACRE SPACING UNIT DESCRIBED AS ALL
OF SECTIONS 28 AND 33, TOWNSHIP 22
NORTH, RANGE 3 EAST, HARDING COUNTY,
SOUTH DAKOTA; AND FOR OTHER RELIEF
AS THE BOARD DEEMS APPROPRIATE.**

**PETITION AND APPLICATION
OF CONTINENTAL RESOURCES, INC.**

Continental Resources, Inc. ("Continental") and for its petition and application to the Department of Environment and Natural Resources, Board of Minerals and Environment (the "Board"), states and alleges as follows:

1.

Continental is the owner of an interest in the oil and gas leasehold estate underlying all or portions of the following described lands in Harding County, South Dakota:

Township 22 North, Range 3 East

Section 28: All

Section 33: All

(the "Subject Lands")

2.

That Section 28, Township 22 North, Range 3 East, is currently spaced as 320-acre spacing units in the Table Mountain Field pursuant to Board Order No. 6-83 and Section 33, Township 22

North, Range 3 East, is currently spaced as 320-acre spacing units in the Buffalo Field pursuant to Board Order No. 7-83.

3.

That by petition filed by Continental requesting inclusion of Section 28 within the boundaries of the Buffalo Field and requesting to establish Sections 28 and 33 as a 1280-acre spacing unit, it is anticipated that an order will be issued by the Board establishing said spacing unit in the Buffalo Field.

4.

That Continental hereby requests the Board authorize Continental to drill, equip and operate the Shepard 41-28H well as a horizontal well in the "B" Zone of the Red River pool in the Buffalo Field within the Subject Lands.

5.

That there are both separately owned tracts and separately owned interests in the spacing unit comprised of the Subject Lands.

6.

That a voluntary pooling of the Subject Lands has not been accomplished.

7.

That Section 45-9-31 of the South Dakota Codified Laws provides as follows:

45-9-31. Order pooling all interests in spacing unit--Application by interested person--Notice and hearing--Terms and conditions. In the absence of voluntary pooling, the Board of Minerals and Environment or the secretary, as applicable, upon the application of any interested person, shall enter an order pooling all interests in the spacing unit for the development and operation of the spacing unit, and for the sharing of production

from the spacing unit. Each such pooling order shall be made after notice and opportunity for hearing, and shall be upon terms and conditions that are just and reasonable, and that afford to the owner of each tract or interest in the spacing unit the opportunity to recover or receive without unnecessary expense, his or her just and equitable share.

8.

That Section 45-9-32 of the South Dakota Codified Laws provides as follows:

45-9-32. Order of Board of Minerals and Environment pooling all interests in spacing unit--Operation of well--Rights of owners to participate--Payment of expenses. Each such pooling order shall authorize the drilling, equipping, and operation of a well on the spacing unit; shall provide who may drill and operate the well; shall prescribe the time and manner in which all the owners in the spacing unit may elect to participate therein; and shall make provision for payment by all those who elect to participate therein of the reasonable actual cost thereof, plus a reasonable charge for supervision and interest.

9.

Continental respectfully requests that the Board enter an order to pool all interests in a 1280-acre spacing unit for the Buffalo Field described as the Subject Lands.

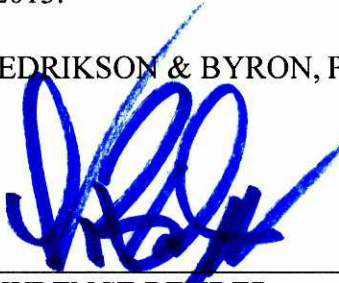
10.

In Continental's opinion, pooling the Subject Lands will increase the ultimate recovery of the pool, prevent waste, prevent the drilling of unnecessary wells and protect correlative rights.

WHEREFORE, Continental respectfully requests that notice of this matter be provided as required by South Dakota laws and that thereafter the Board of Minerals and Environment enter its order granting the relief requested herein.

DATED this 5th day of September, 2013.

FREDRIKSON & BYRON, P.A.

A handwritten signature in blue ink, appearing to be 'L. Bender', is written over a horizontal line.

By _____

LAWRENCE BENDER
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***ATTORNEYS FOR APPLICANT AND
PETITIONER, CONTINENTAL RESOURCES,
INC.***