

1. Continental is the owner of an interest in the oil and gas leasehold estate underlying all or portions of the N/2 of Section 12, Township 21 North, Range 3 East, Buffalo Field, Harding County, South Dakota. Continental also operates Lennerville #44-12H located in the south half of said Section 12.

2. In Order No. 2, the Board established the Buffalo Field, and in Order No. 8-2001, the Board established existing 640-acre spacing.

3. Zenergy Operating Company, LLC has filed a Petition and Application with the Board, Case No. 10-2012, which is currently pending administrative approval or conditional approval by the department secretary, which requests in part:

That Orders Nos. 2 and 8-2001, and all applicable orders of the Board, be amended so as to establish the North Half (N/2) of Section 12, Township 21 North, Range 3 East, Buffalo Field, Harding County, South Dakota, as a 320-acre spacing unit and allow the drilling of one horizontal well not less than 500 feet to the spacing unit boundary.

4. The above request in the Petition by Zenergy is expected to be granted.

5. There are separately owned tracts and/or separately owned interests within tracts within said proposed spacing unit.

6. Continental intends to secure a lease from all unleased mineral owners or joinder in the drilling of a well by all lessees or unleased owners who elect not to lease in such spacing unit, but as of the date of this application, such joinder has not been obtained. Prior to entry of an order in this matter, Continental will file proof that such an attempt was made in accordance with 74:12:10:01 ARSD.

7. Continental desires that the Board pool all interests in said spacing unit in accordance with SDCL 45-9-31.

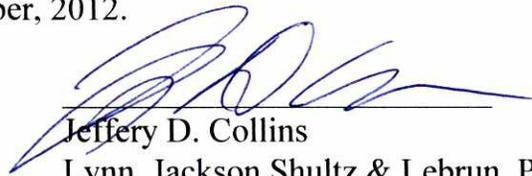
8. Continental further desires that the order provide that, in the event any owner does not elect to participate in the risk and cost of the drilling and operation of a well on the location, Continental be allowed to recover from the share of production attributable to any such person, that person's pro rata share of the reasonable, actual costs of drilling, completing, equipping and operating a well on the spacing unit, plus, pursuant to ARSD 74:12:10, a risk compensation equal to (1) two hundred percent of the

reasonable actual costs of drilling, reworking, side-tracking, deepening, plugging back, testing, completing and recompleting the well and the costs of newly acquired equipment in the well including the wellhead connection in the case of lessees under an oil and gas lease; or (2) one hundred percent of such costs in the event of an unleased mineral owner.

9. The Board is authorized to grant the requested pooling order by SDCL 45-9-31 through 45-9-36.

WHEREFORE, applicant respectfully requests that this matter be set for hearing at the regularly scheduled hearings on November 15, 2012, or such other date as may be established by the Board and that thereafter the Board enter its order granting the relief requested.

Dated this 28th day of September, 2012.


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CERTIFICATE OF SERVICE

I, Jeffery D. Collins, one of the attorneys for Continental Resources, Inc., do hereby certify that on the 28th day of September, 2012, I hand delivered the original AMENDED PETITION BY CONTINENTAL RESOURCES, INC. to be filed with:

State of South Dakota
Department of Environmental and Natural Resources
Board of Minerals and Environment
Attn: Jenny Hegg
2050 W. Main Street, Suite 1
Rapid City, South Dakota 57702


Jeffrey D. Collins