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AUG 08 2014

**BEFORE THE CORPORATION COMMISSION OF THE STATE OF OKLAHOMA OFFICE - OKC
CORPORATION COMMISSION
OF OKLAHOMA**

APPLICANT: CONTINENTAL RESOURCES, INC.

CAUSE CD NO.

RELIEF SOUGHT: POOLING

201405925

LANDS COVERED: SECTION 24, TOWNSHIP 6 NORTH,
RANGE 5 WEST, GRADY COUNTY, OKLAHOMA

APPLICATION

COMES NOW the Applicant, Continental Resources, Inc., and shows the Honorable Corporation Commission the following:

1. PARTIES:

1.1 Applicant is: Continental Resources, Inc.
P.O. Box 269091
Oklahoma City, OK 73126

1.2 Respondents are set out on the Exhibit "A" attached hereto and made a part hereof.

2. ALLEGATION OF FACTS:

2.1 That heretofore by Order Nos. 147146, 190352 and by an Order to be entered in Cause CD No. 201405806, this Commission established Section 24-6N-5W, Grady County, Oklahoma, as a 640-acre drilling and spacing unit for the production of hydrocarbons from the Virgil, Hoxbar, First Deese, Second Deese, Gibson, Hart, Osborne, Atoka, Morrow, Springer, Mississippian, Woodford, Misener, Hunton, Sylvan, Viola, Simpson and Arbuckle common sources of supply.

2.2 Applicant is the owner of an interest in oil and gas leases covering a portion of said drilling and spacing unit. Applicant proposes to drill a well at a legal location in said drilling and spacing unit to a depth sufficient to test the common sources of supply named above in paragraph 2.1, said well to be the permitted well for the drilling and spacing unit. Further, Applicant proposes to designate itself or another party as operator.

2.3 The parties named as respondents may be the owners of a right to drill in and produce from the spaced formations named above underlying Section 24-6N-5W, Grady County, Oklahoma. Applicant exercised due diligence to locate each respondent and a bona fide effort was

Case: 201405925 CD
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made to reach an agreement with each such respondent as to how the unit would be developed. Said respondents have not agreed to pool and develop their land or interests in the unit as a unit.

2.4 In order to prevent waste and to protect correlative rights and to avoid the drilling of unnecessary wells, the Commission should require said respondents to pool and develop their lands or interests in the unit as a unit.

3. LEGAL AUTHORITY: Title 52 O.S.A. §87.1.

4. RELIEF SOUGHT: That the Commission pool the interests and adjudicate the rights and equities of oil and gas owners in the Virgil, Hoxbar, First Deese, Second Deese, Gibson, Hart, Osborne, Atoka, Morrow, Springer, Mississippian, Woodford, Misener, Hunton, Sylvan, Viola, Simpson and Arbuckle common sources of supply underlying Section 24-6N-5W, Grady County, Oklahoma, all to be upon such terms and conditions as are just and reasonable and will afford all of the owners the opportunity to recover or receive without unnecessary expense, their just and fair share of all hydrocarbon substances produced therefrom, and that the Commission make definite provision for the payment of all actual costs and expenses of drilling and development, including a reasonable charge for supervision.

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WHEREFORE, Applicant prays that after due notice and hearing as required by law, the Commission should enter an order adjudicating the rights and equities and pooling the interests of all owners in the unit, and designating the Applicant or some other party as operator.

Respectfully submitted,

HARTZOG CONGER CASON & NEVILLE

By: 

David E. Pepper, OBA #7035
1600 Bank of Oklahoma Plaza
201 Robert S. Kerr Avenue
Oklahoma City, OK 73102
(405) 235-7000

ATTORNEYS FOR APPLICANT
CONTINENTAL RESOURCES, INC.

For more information regarding this Application, contact Tyler Parsons, Bivins Land Service, LLC, 111 N. Broadway, Suite E, Edmond, OK 73034, (405) 513-5490.

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EXHIBIT "A"

1. Aeolus Alternative Energy, Inc.
11407 Red Rock
Oklahoma City, OK 73120
2. Ailene Flynn Martin Trust
P.O. Box 1
Tulsa, OK 74193
3. Alice White Daniel
c/o David Simpson Daniel
2540 County Road 376
Tyler, TX 75708
4. Amcon Resources, Inc.
One North Hudson Avenue, Suite 450
Oklahoma City, OK 73102
5. Apache Corporation
6120 S. Yale, Suite 1500
Tulsa, OK 74136
6. Artie Mae Buchanan
c/o Kimes Floyd Simonds
11011 E. Lindsay
Norman, OK 73026
7. Bad Rock Peak Energy, LLC
P.O. Box 471287
Fort Worth, TX 76147
8. BB Royalty Partnership
P.O. Box 587
Marlow, OK 73055
9. BBX Oil Corporation
c/o Gladstone Royalties, LLC
15601 Dallas Parkway, Suite 900
Addison, TX 75001
10. Beringer Energy, LLC
P.O. Box 721930
Norman, OK 73070
11. Betha Lea Everett
88 Shorebreaker Drive
Laguna Niguel, CA 92677
12. Blair Royalties, Ltd.
P. O. Box 20891
Oklahoma City, OK 73156
13. Black Stone Minerals Company, L.P.
A Delaware Limited Partnership
1001 Fannin, Suite 2020
Houston, TX 77002
14. Bobby D. Jones
Route 2, Box 110-A
Wayne, OK 73095
15. Bobby J. Marsee
2340 SW 48th Street
Oklahoma City, OK 73119
16. Bridwell Minerals, LLC
3208 SW 59th Street, Suite B
Oklahoma City, OK 73119
17. Caressa Colby, a/k/a Caressa Laskey
2712 W. Freeport ST
Broken Arrow, OK 74012
18. Carolyn Bosworth Crone, a/k/a Carolyn Keys
Bosworth, deceased
829 N. Willow
Pauls Valley, OK 73075
19. Clarence Raye Bridwell
516 N. Post Road
Midwest City, OK 73110
20. Cosmo Investments, LLC
501 N. Walker Avenue, Suite 120
Oklahoma City, OK 73102

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21. Dale Exploration, LLC
2100 Ross Avenue, Suite 1870
Dallas, TX 75201
22. Daniel Freeman Bosworth
6173 Park Street #22
Georgetown, IN 47122
23. David W. Marcum
3115 Stanolind Avenue
Midland, TX 79705
24. Dee Ann Marcum
1015 SE Adams Blvd.
Bartlesville, OK 74003
25. Don W. Loftin, a/k/a Don Wray Loftin, Sr.
c/o Don Wray Loftin, Jr.
6822 Sharon DR
Pearland, TX 77581
26. Double Eagle Energy Oklahoma LLC
d/b/a DEE Oklahoma LLC
1401 Ballinger Street, Suite 203
Ft. Worth, TX 76102
27. Echo Energy, LLC
2932 NW 122nd, Suite 19
Oklahoma City, OK 73120
28. Edmund M. Hoffman Family Partnership
1999 Bryan Street, Suite 3300
Dallas, TX 75201
29. Edward P. Allen, III
P. O. Box 143
Stonewall, OK 74871
30. Eleanor C. White
512 Beeler Street
Poteau, OK 74953
31. Elna Dixon, a/k/a Elna Mildred Farar Dixon,
a/k/a Helen F. Dixon
c/o Eugene Neil Dixon
17945 E. Archer St.
Catoosa, OK 74015
32. Eric Olsen
2012 N. Anderson Road
Arcadia, OK 73007
33. Eula M. Shelton, Life Tenant
c/o Dee Ann Marcum
1015 SE Adams Boulevard
Bartlesville, OK 74003
34. Fred E. Patterson
c/o Robert J. Patterson
757 Lincoln Avenue
Glen Ellyn, IL 60137
35. Gary W. McKenzie
4116 Angelina Court South #CBE
Granbury, TX 76049
36. Gladstone Royalties, LLC
15601 Dallas Parkway, Suite 900
Addison, TX 75001
37. Henry W. Marcum
6203 Amy Street
Amarillo, TX 79118
38. Howard T. Bosworth, III
232 Lawndale
Winston Salem, NC 27104
39. I.B. Simonds
c/o Kimes Floyd Simonds
11011 E. Lindsay
Norman, OK 73026
40. J & L Production LLC, an Oklahoma Limited
Liability Company
4521 E. 2nd Street
Edmond, OK 73034
41. J. O. Easley
P. O. Box 2170
Edmond, OK 73083
42. James Elton Moses
1505 Edgewood
Malvern, AR 72104

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43. Jeannette Kay Eberle
140 Samuel Drive
Lytle, TX 78052
44. Jennie Bashelier
c/o Holly A. Bashelier
P. O. Box 1363
Wrangell, AK 99929
45. Jerry Lane
c/o Linda Lane, a widow
1892 County Road 1470
Bradley, OK 73011
46. John B. Loftin, a/k/a John Bond Loftin, a/k/a
John Bond Loftin, Sr.
c/o John B. Loftin, Jr.
2017 Northview
San Marcos, TX 78666
47. John B. Wooten, Jr., LLC, an Oklahoma LLC
P.O. Box 1056
Chickasha, OK 73023
48. Johnny Lee Sparks and Joyce Kay Sparks
860296 S. 3410 Road
Chandler, OK 74834
49. Lebo Petro, LLC
2017 Heritage Park Drive
Oklahoma City, OK 73120
50. Linda Lou Griffin
2801 Wycliff AVE, Apt. 408
Dallas, TX 75219
51. Linda Louse Townes
206 Beechwood Street
Lake Jackson, TX 77566
52. Lloyd G. Welch, II
7597 E. Pasture road
McAlester, OK 74501
53. Loren Robinette
220 W. 8th
Ogallala, NE 69153
54. LRC Enterprises, LLC
217 NW 31st Street
Oklahoma City, OK 73118
55. Macie Moglia, a/k/a Marcia Mogila
7227 SE Flavel St., Unit #16
Portland, OR 97206
56. Mary Alice Daniel
c/o James Lonnie Daniel
2233 Timberhill Drive
Pleasanton, TX 78064
57. Michael A. Birch
12616 Saint Andrews Drive
Oklahoma City, OK 73120
58. Michael Dane Vaughn, Oil & Gas Properties
3560 VIA Circle
Norman, OK 73071
59. Midtown Energy I, LLC
2632 NW 15th Street
Oklahoma City, OK 73107
60. Native Oil & Gas, LLC
P.O. Box 1693
Oklahoma City, OK 73101
61. Ned Marcum
c/o Dee Ann Marcum
1015 SE Adams Boulevard
Bartlesville, OK 74003
62. Nedra J. Sullivan
2212 Newcastle Gap Drive
Gold River, CA 95670
63. Northwest Oil & Gas Exploration, L.L.C.
P.O. Box 20310
Oklahoma City, OK 73156
64. Oil Valley Petroleum LLC
P. O. Box 3123
Shawnee, OK 74802

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65. Panhandle Oil & Gas Inc., f/k/a Panhandle Royalty Company
5400 N. Grand Boulevard
Grande Centre, Suite 300
Oklahoma City, OK 73112
66. Patty Marcum Reed
4084 Oakland DR
Ethel, LA 70730
67. QEP Energy Company
6100 South Yale Ave., Ste 900
Tulsa, OK 74136
68. Richard C. Howard
2609 S. 90th East Avenue #90
Tulsa, OK 74129
69. Ronald M. McKenzie Revocable Trust U/D 9/27/2007, Ronald M. McKenzie, Trustee
P.O. Box 1794
Edmond, OK 73083-1794
Ruth I. Bush
c/o Mary Ruth Brush
437 Bendwood Drive
Houston, TX 77024
70. Seth W. Bridwell
P.O. Box 452
Lindsay, OK 73052
71. Shirlea Fund, LLC, a Texas Limited Liability Company
4116 Angelina Ct. South
Granbury, TX 76049
72. Sixty Nine Oil & Gas, L.P.
2305 Cedar Springs Road, Suite 400
Dallas, TX 75201
73. Stamps Brothers Oil & Gas, LLC
105 South Morgan Road
Tuttle, OK 73089
74. Sunya Robinette
c/o Steven Craig Robinette
7012 S. 78th Street
La Vista, NE 68128
75. Surge Energy Technologies, LC
5508 N.W. 126th Street
Oklahoma City, OK 73142
76. TCD Exploration, L. L.C.
211 N. Robinson Avenue, Suite 1300 South
Oklahoma City, OK 73102
77. Todco Properties, Inc.
1818 W. Lindsey, Suite A-102
Norman, OK 73069
78. The Beattie Family Trust dated November 20, 2003, Anna-Faye Rose, Trustee
P. O. Box 322
Oklahoma City, OK 73101
79. The C. Kay Marcum Revocable Trust, C.
Kay Marcum, Trustee
9425 Nix Road
Tolar, TX 76476
80. The Esther Bliss Rainey Living Trust dated 12/31/93, as restated, Gordon F. Rainey, Jr., Trustee
Hunton & Williams
Riverfront Plaza East Tower
951 East Byrd Street
Richmond, VA 23219
81. The Foster Revocable Living Trust dated 7/02/08, Cheryl R. Foster, Trustee
9009 North May Avenue, #119
Oklahoma City, OK 73120
82. The Gary Wayne McKenzie Trust, created under the terms of the Samuel W. McKenzie, Jr. and Mavis N. McKenzie 1990 Family Trust Agreement dated June 29, 1990, Gary W. McKenzie, Trustee
4116 Angelina Court South #CBE
Granbury, TX 76049
83. The Geneva Mae Vance Living Trust, dated May 8, 2002, Geneva H. Vance, Trustee
4267 Troutdale Village Drive
Evergreen, CO 80439

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84. The Helen F. Dixon Trust
c/o Eugene Neil Dixon
17945 E. Archer Street
Catoosa, OK 74015
85. The Hoffman Property Trust,
Henry R. Hoffman, Jr., Trustee
17222 Club Hill Drive
Dallas, TX 75248
86. The Jahree Sandridge Revocable Living Trust
506 W Queen Avenue
Coalgate, OK 74538
87. The James M. Teel Trust,
James M. Teel Trustee
11539 Noblewood Crest Lane
Houston, TX 77082
88. The Joseph F. Hoffman Living Trust,
Joseph F. Hoffman, Trustee
410 Livingston Street
New Haven, CT 06511
89. The Larry N. Waring 1994 Revocable Trust,
Larry N. Waring, Trustee
2006 Huntington
Oklahoma City, OK 73116
90. The Linda and Stephen Harmon Trust dated July
20, 2007, Stephen O. Harmon &
Linda L. Harmon, Trustees
1505 Edgewood
Molven, AR 72104
91. The Marcum Living Trust, Gordon G. Marcum,
Trustee
P. O. Box 113
Midland, TX 79702
92. The Marcum Trust, a Trust created by Elton C.
Marcum & Millo N. Marcum, husband and wife,
dated April 26, 1996
2203 Terradyne Drive
Pflugerville, TX 78660
93. The Mary Evelyn Clogg Living Trust, dated
1/27/04, Mary Evelyn Clogg, Trustee
10288 E. Jewel Ave, #46
Denver, CO 80247
94. The Sarah Anne Robinette Trust, a/k/a
The Anne Robinette Trust,
Robert D. Robinette, Trustee
11747 River Ranch Road
Kemp, TX 75143
95. Tom Lambrecht
2009 Grand View Avenue #5
Norman, OK 73072
96. Virginia Berry Jackson
P. O. Box 551
Antlers, OK 74523
97. Walter E. White
512 Beeler Street
Poteau, OK 74953
98. Wanda Mercer
914 E. D Street
Ogallala, NE 69153
99. William K. Howard
c/o Robert J. Patterson
757 Lincoln Avenue
Glen Ellyn, IL 60137
100. Winnie Irwin
12909 SE Mill Street
Portland, OR 97223
101. Alice Patterson
c/o Robert J. Patterson
757 Lincoln Avenue
Glen Ellyn, IL 60137
102. Barbara C. Patterson
c/o Robert J. Patterson
757 Lincoln Avenue
Glen Ellyn, IL 60137
103. Betty J. Justus
2556 Prestonwood Dr.
Plano, TX 75093

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104. Bernie E. Robinson
c/o Deloris G. Robinson
8412 SW 37th Street
Oklahoma City, OK 73179
105. Bobby Brincs Jones
27167 160th Street
Wayne, OK 73095
106. Bobby Simonds, a/k/a Bobby Herman Simonds
7417 South Drexel Avenue
Oklahoma City, OK 73159
107. Cecil Buchanon
c/o Kimes Floyd Simonds
11011 E. Lindsay
Norman, OK 73026
108. Charlene Wilson, a/k/a Elizabeth Charlene
Simonds Wilson
P. O. Box 707
Manvel, TX 77578
109. Commanche Exploration Company, LLC
c/o Robert G. Blair
1720 Huntington Avenue
Nichols Hills, OK 73116-5511
110. Commanche Resources Company
c/o Robert G. Blair
1720 Huntington Avenue
Nichols Hills, OK 73116-5511
111. Daniel Kent Waring
2912 N. Windsor Boulevard
Oklahoma City, OK 73127
112. Darlene F. Bliss
5345 Millstone Way
Fort Collins, CO 80528
113. Deloris G. Robinson
8412 SW 37th Street
Oklahoma City, OK 73179
Denna Marcum McGuire, Trustee of the Marcum
Living Trust
c/o Gordon Marcum II
#2 Pine Briar Court
Houston, TX 77056
114. Don Wray Loftin, Jr.
6822 Sharon Dr.
Pearland, TX 77581
115. Georgette Oakes Marcum
1400 N. Highway 91, Apt. 1011
Denison, TX 75020
116. Gordon Marcum II
#2 Pine Briar Court
Houston, TX 77056
117. Harold C. Robinette
6410 S. 72nd Street, Apt 300
Omaha, NE 68127
118. Henry Ray Young and Marjorie Sue Young
21090 County Road 3560
Ada, OK 74280
119. James Lonnie Daniel
2233 Timberhill DR
Pleasanton, TX 78064
120. James P. Loftin
c/o John B. Loftin, Jr.
2017 Northview
San Marcos, TX 78666
121. James William Crone, III
1400 Brockton Place
Oklahoma City, OK 73162
122. Jeanette K. Boyd
3873 S. Tibet Way
Aurora, CO 80018
123. John B. Loftin, Jr.
2017 Northview
San Marcos, TX 78666
124. John C. Daniel
66 Ramapo Avenue
Suffern, NY 10901
125. John David Blair
6520 N. Western Avenue, Suite 30
Oklahoma City, OK 73116

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126. John M. Patterson
c/o Robert J. Patterson
757 Lincoln Ave
Glen Ellyn, IL 60137
127. Johnna J. Yates
125 Yates LN
Cabot, AR 72023
128. Jose De Jesus Juarez and Roico Juarez, f/k/a
Rocio Martinez, Joint Tenants
1612 SW 62nd Street
Oklahoma City, OK 73159
129. Karen L. Kent
2817 Philo
San Marcos, TX 78666
130. Kimes Floyd Simonds
11011 E. Lindsay
Norman, OK 73026
131. Larry Bruce Marcum
800 Highland Street
Amarillo, TX 79104
132. Larry Marcum
P.O. Box 2782
Midland, TX 79702
133. Laveda Stephens Loftin
c/o John B. Loftin, Jr.
2017 Northview
San Marcos, TX 78666
134. Leneve Simonds
c/o Kimes Floyd Simonds
11011 E. Lindsay
Norman, OK 73026
135. Leslie Phillips
c/o John B. Loftin, Jr.
2017 Northview
San Marcos, TX 78666
136. Loti B. Coffey
c/o John B. Loftin, Jr.
2017 Northview
San Marcos, TX 78666
137. M. A. Neel Trust #2-LSD TO CRI
P.O. Box 19433
Houston, TX 77224
138. Margaret A. Blair
10937 Maple Grove
Oklahoma City, OK 73120
139. Margaret Blair Trust, a Limited Partner of Blair
Royalties, Ltd.
c/o Margaret A. Blair
10937 Maple Grove
Oklahoma City, OK 73120
140. Mary Alice Blair
c/o Margaret A. Blair
10937 Maple Grove
Oklahoma City, OK 73120
141. Mary Ruth Brush
437 Bendwood Dr.
Houston, TX 77024
142. Myrtle Simonds
c/o Bobby Simonds, a/k/a Bobby Herman
Simonds
7417 South Drexel Avenue
Oklahoma City, OK 73159
143. Patricia Jane Bender
P.O. Box 20891
Oklahoma City, OK 73156
144. Peggy L. Marsee
749 S. Lenay Avenue, Ste. A3
Fort Collins, CO 80524
145. Robert G. Blair
1720 Huntington Avenue
Nichols Hills, OK 73116-5511
146. Robert G. Blair Trust, as Trustee under the Last
Will and Testament of W.W. Blair
1720 Huntington Avenue
Nichols Hills, OK 73116-5511

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|---|--|
| 147. Robert G. Blair Trust, a Limited Partner of Blair Royalties, Ltd.
1720 Huntington Avenue
Nichols Hills, OK 73116-5511 | 157. The Patricia Jane Bender Trust, a Limited Partner of Blair Royalties, Ltd.
c/o Patricia Jane Bender
P.O. Box 20891
Oklahoma City, OK 73156 |
| 148. Stephen J. Loftin
55 Shelby DR, Suite B5
Sedona, AZ 86336 | 158. The Young Family Trust, Henry Ray Young and Marjorie Sue Young, Trustees
21090 County Road 3560
Ada, OK 74280 |
| 149. Steven Craig Robinette
7012 S. 78th Street
La Vista, NE 68128 | 159. Winna Jeanne Bates Loftin
c/o Don Wray Loftin, Jr.
6822 Sharon Dr.
Pearland, TX 77581 |
| 150. Sylvia J. Jones
1054 Shillington Drive
Katy, TX 77450 | 160. Allen Thomson
ADDRESS UNKNOWN |
| 151. Teresa A. Jehorek
1311 Ogallala Beach Road
Ogallala, NE 69153 | 161. V. L. Downing
ADDRESS UNKNOWN |
| 152. The Courtney McInerney Revocable Trust, under agreement dated 2/02/94, BOKF, NA, Trustee
P.O. Box 3499
Tulsa, OK 74101 | 162. Lorene W. Haynes
ADDRESS UNKNOWN |
| 153. The Estate of Toy Darrow
c/o Ivan Darrow
1171 S. Cemetery Road
P.O. Box 70
Mustang, OK 73064 | 163. Mary Gattoni
ADDRESS UNKNOWN |
| 154. The Helen F. Dixon Trust
c/o Eugene Neil Dixon
17945 E. Archer St.
Catoosa, OK 74015 | 164. Otto Lochner
ADDRESS UNKNOWN |
| 155. The John David Blair Trust, a Limited Partner of Blair Royalties, Ltd.
6520 N. Western Avenue, Suite 300
Oklahoma City, OK 73116 | 165. Peggy LaRue Harris
ADDRESS UNKNOWN |
| 156. The Mary Alice Blair Trust a Limited Partner of Blair Royalties, Ltd.
c/o Margaret A. Blair
10937 Maple Grove
Oklahoma City, OK 73120 | 166. Adelaide Flynn Wilson Trust
ADDRESS UNKNOWN |
| | 167. A. E. Beaver, a/k/a Anthony Beaver
ADDRESS UNKNOWN |