CONTINENTAL RESOURCES INC
Form S-1/A
August 17, 2006

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As filed with the Securities and Exchange Commission on August 17, 2006

Registration No. 333-132257

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 3

to

FORM S-1

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Continental Resources, Inc.

(Exact name of registrant as specified in charter)

Oklahoma	**1311**	**73-0767549**
(State or other jurisdiction of incorporation or organization)	**(Primary Standard Industrial Classification Code Number)**	**(I.R.S. Employer Identification Number)**

302 N. Independence

Enid, Oklahoma 73701

(580) 233-8955

(Address, including zip code, and telephone number, including area code, of registrant s principal executive offices)

Mark E. Monroe

President and Chief Operating Officer

302 N. Independence

Enid, Oklahoma 73701

(580) 233-8955

(Address, including zip code, and telephone number, including area code, of agent for service)

With a copy to:

David P. Oelman	**Joseph A. Hall**
Vinson & Elkins L.L.P.	**Davis Polk & Wardwell**
1001 Fannin, Suite 2300	**450 Lexington Avenue**
Houston, Texas 77002-6760	**New York, New York 10017**
(713) 758-2222	**(212) 450-4000**

Approximate date of commencement of proposed sale to the public: As soon as practicable on or after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. ¨

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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The information in this prospectus is not complete and may be changed. These securities may not be sold until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities nor does it seek an offer to buy these securities in any state where the offer or sale is not permitted.

Subject to completion, dated August 17, 2006

PROSPECTUS

Shares

Continental Resources, Inc.

Common Stock

This is our initial public offering of common stock. The selling shareholder identified in this prospectus is offering shares of our common stock. We will not receive any proceeds from the sale of the shares by the selling shareholder. The estimated initial public offering price is between $ and $ per share.

Prior to this offering, there has been no public market for our common stock. Our common stock has been approved for listing on the New York Stock Exchange, subject to official notice of issuance, under the symbol CXP.

Investing in our common stock involves a high degree of risk. See Risk Factors beginning on page 12.

	Per share	Total

Initial public offering price	$	$
Underwriting discount	$	$
Proceeds to selling shareholder(1)	$	$

(1) Expenses, other than underwriting discounts, associated with the offering will be paid by us.

The selling shareholder has granted the underwriters an option for a period of 30 days to purchase up to additional shares of common stock to cover overallotments, if any. If such option is exercised in full, the total underwriting discount will be $ and the total proceeds to the selling shareholder will be $.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the shares of common stock to investors on , 2006.

JPMorgan **Merrill Lynch & Co.**

Citigroup

UBS Investment Bank

Petrie Parkman & Co.

Raymond James

, 2006

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Cautionary Statement Regarding Forward-Looking Statements

This prospectus contains forward-looking statements that are subject to a number of risks and uncertainties, many of which are beyond our control. All statements, other than statements of historical fact included in this prospectus, regarding our strategy, future operations, financial position, estimated revenues and losses, projected costs, prospects, plans and objectives of management are forward-looking statements. When used in this prospectus, the words could, believe, anticipate, intend, estimate, expect, project and similar expressions are intended to id forward-looking statements, although not all forward-looking statements contain such identifying words.

Forward-looking statements may include statements about our:

- business strategy;
- reserves;
- technology;
- financial strategy;
- oil and natural gas realized prices;
- timing and amount of future production of oil and natural gas;
- the amount, nature and timing of capital expenditures;
- drilling of wells;
- competition and government regulations;
- marketing of oil and natural gas;
- exploitation or property acquisitions;
- costs of exploiting and developing our properties and conducting other operations;

general economic conditions;

uncertainty regarding our future operating results; and

plans, objectives, expectations and intentions contained in this prospectus that are not historical.

All forward-looking statements speak only as of the date of this prospectus. You should not place undue reliance on these forward-looking statements. Although we believe that our plans, intentions and expectations reflected in or suggested by the forward-looking statements we make in this prospectus are reasonable, we can give no assurance that these plans, intentions or expectations will be achieved. We disclose important factors that could cause our actual results to differ materially from our expectations under Risk Factors and Management s Discussion and Analysis of Financial Condition and Results of Operations and elsewhere in this prospectus. These cautionary statements qualify all forward-looking statements attributable to us or persons acting on our behalf.

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Industry and Market Data

The market data and certain other statistical information used throughout this prospectus are based on independent industry publications, government publications or other published independent sources. Some data are also based on our good faith estimates. Although we believe these third-party sources are reliable, we have not independently verified the information and cannot guarantee its accuracy and completeness.

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Prospectus Summary

This summary highlights information contained elsewhere in this prospectus. You should read this entire prospectus carefully, including Risk Factors and our historical consolidated financial statements and the notes to those historical consolidated financial statements included elsewhere in this prospectus. Unless the context otherwise requires, references in this prospectus to Continental Resources, we, us, our, ours or company refer to Continental Resources, Inc. and its subsidiaries.

We have provided definitions for the oil and natural gas terms used in this prospectus in the Glossary of Oil and Natural Gas Terms beginning on page A-1 of this prospectus. Unless otherwise indicated, the information contained in this prospectus assumes that the underwriters do not exercise their overallotment option to purchase additional shares.

Our Business

We are an independent oil and natural gas exploration and production company with operations in the Rocky Mountain, Mid-Continent and Gulf Coast regions of the United States. We focus our exploration activities in large new or developing plays that provide us the opportunity to acquire undeveloped acreage positions for future drilling operations. We have been successful in targeting large repeatable resource plays where horizontal drilling, advanced fracture stimulation and enhanced recovery technologies provide the means to economically develop and produce oil and natural gas reserves from unconventional formations. As a result of these efforts, we have grown substantially through the drillbit, adding 86.2 MMBoe of proved oil and natural gas reserves through extensions and discoveries from January 1, 2001 through December 31, 2005 compared to 4.7 MMBoe added through proved reserve purchases during that same period.

As of December 31, 2005, our estimated proved reserves were 116.7 MMBoe, with estimated proved developed reserves of 80.3 MMBoe, or 69% of our total estimated proved reserves. Crude oil comprised 85% of our total estimated proved reserves. At December 31, 2005, we had 1,233 scheduled drilling locations on the 1,523,000 gross (961,000 net) acres that we held. For the year ended December 31, 2005 and the six months ended June 30, 2006, we generated revenues of $375.8 million and $228.9 million, respectively, and operating cash flows of $265.3 million and $171.6 million, respectively.

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The following table summarizes our total estimated proved reserves, PV-10 and net producing wells as of December 31, 2005, average daily production for the three months ended June 30, 2006 and the reserve-to-production ratio in our principal regions. Our reserve estimates as of December 31, 2005 are based primarily on a reserve report prepared by Ryder Scott Company, L.P., our independent reserve engineers. In preparing its report, Ryder Scott Company, L.P. evaluated properties representing approximately 83% of our PV-10. Our technical staff evaluated properties representing the remaining 17% of our PV-10.

	At December 31, 2005				Average daily production		
	Proved reserves (MBoe)	Percent of total	PV-10(1) (in millions)	Net producing wells	Second quarter 2006 (Boe per day)	Percent of total	Annualized reserve/ production index(2)
Rocky Mountain:							
Red River units	67,711	58%	$ 1,215	187	10,806	45%	17.2
Bakken field	24,041	21%	505	34	6,485	27%	10.2
Other	9,065	8%	137	230	1,556	7%	16.0
Mid-Continent	15,472	13%	328	630	3,969	17%	10.7
Gulf Coast	376		19	23	965	4%	1.1
Total	116,665	100%	$ 2,204	1,104	23,781	100%	13.4

(1) PV-10 is a non GAAP financial measure and generally differs from Standardized Measure, the most directly comparable GAAP financial measure, because it does not include the effects of income taxes on future net revenues. However, our PV-10 and our Standardized Measure are equivalent because we are a subchapter S-corporation. In connection with the closing of this offering, we will convert to a subchapter C-corporation. Our pro-forma Standardized Measure, assuming our conversion to a subchapter C-corporation, was $1.4 billion at December 31, 2005. Neither PV-10 nor Standardized Measure represents an estimate of the fair market value of our oil and gas properties. We and others in the industry use PV-10 as a measure to compare the relative size and value of proved reserves held by companies without regard to the specific tax characteristics of such entities.

(2) The Annualized Reserve/Production Index is the number of years proved reserves would last assuming current production continued at the same rate. This index is calculated by dividing annualized second quarter 2006 production into the proved reserve quantity at December 31, 2005.

The following table provides additional information regarding our key development areas:

	At December 31, 2005					2006 Budget	
	Developed acres		Undeveloped acres				
	Gross	Net	Gross	Net	Scheduled drilling locations(1)	Wells planned for drilling	Capital expenditures (in millions)
Rocky Mountain:							
Red River units	144,176	128,047			135	23	$ 84
Bakken field	52,421	38,971	588,081	356,426	918	51	107
Other	45,720	36,153	358,649	208,612	71	11	39
Mid-Continent	152,734	99,279	115,746	73,582	96	83	62

Gulf Coast	41,842	11,890	23,598	7,873	13	9	9
Total	436,893	314,340	1,086,074	646,493	1,233	177	$ 301

(1) Scheduled drilling locations represent total gross locations specifically identified and scheduled by management as an estimate of our future multi-year drilling activities on existing acreage. Of the total locations shown in the table, 256 are classified as PUDs. As of June 30, 2006, we have commenced drilling 71 locations shown in the table, including 40 PUD locations. Scheduled drilling locations include 37 potential drilling sites in our New Albany Shale, Lewis Shale, Floyd Shale and Woodford Shale projects. While we owned 168,000 gross (72,000 net) undeveloped acres in these projects as of December 31, 2005, we have not sufficiently evaluated the opportunities on our acreage at this date to schedule further locations. Our actual drilling activities may change depending on oil and natural gas prices, the availability of capital, costs, drilling results, regulatory approvals and other factors. See Risk Factors Risks Relating to the Oil and Natural Gas Industry and Our Business.

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Our Business Strategy

Our goal is to increase shareholder value by finding and developing crude oil and natural gas reserves at costs that provide an attractive rate of return on our investment. The principal elements of our business strategy are:

Growth Through Drilling. Substantially all of our annual capital expenditures are invested in drilling projects and acreage and seismic acquisitions.

Internally Generate Prospects. Our technical staff has internally generated substantially all of the opportunities for the investment of our capital. Because we have been an early entrant in new or emerging plays, our costs to acquire undeveloped acreage have generally been less than those of later entrants into a developing play.

Focus on Unconventional Oil and Natural Gas Resource Plays. Our experience with horizontal drilling, advanced fracture stimulation and enhanced recovery technologies allows us to commercially develop unconventional oil and natural gas resource plays, such as the Red River B dolomite, Bakken Shale and Woodford Shale formations.

Acquire Significant Acreage Positions in New or Developing Plays. Our technical staff is focused on identifying and testing new unconventional oil and natural gas resource plays where significant reserves could be developed if commercial production rates can be achieved through advanced drilling, fracture stimulation and enhanced recovery techniques.

Our Business Strengths

We have a number of strengths that we believe will help us successfully execute our strategies:

Large Drilling and Acreage Inventory. Our large number of identified drilling locations in all of our areas of operations provide for a multi-year drilling inventory.

Horizontal Drilling and Enhanced Recovery Experience. In 1992, we drilled our initial horizontal well, and we have drilled over 300 horizontal wells since that time. We also have substantial experience with enhanced recovery methods and currently serve as the operator of 47 waterflood units and eight high-pressure air injection units.

Control Operations Over a Substantial Portion of our Assets and Investments. As of December 31, 2005, we operated properties comprising 97% of our PV-10. By controlling operations, we are able to more effectively manage the cost and timing of exploration and development of our properties.

Experienced Management Team. Our senior management team has extensive expertise in the oil and gas industry. Our eight senior officers have an average of 26 years of oil and gas industry experience.

Strong Financial Position. As of August 17, 2006, we had outstanding borrowings under our credit facility of approximately $195.5 million. We believe that our planned exploration and development activities will be funded substantially from our operating cash flows.

Recent Events

Payment of Cash Dividends. On April 13 and August 15, 2006, we paid cash dividends of approximately $60.0 million and $27.6 million, respectively, to our shareholders for tax purposes and, subject to forfeiture, to holders of unvested restricted stock. In connection with the completion of this offering, we will convert from a subchapter S-corporation to a subchapter C-corporation, and we do not anticipate paying any additional cash dividends on our common stock in the foreseeable future.

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NYMEX and Related Oil Price Differential. The difference between the calendar month average of the NYMEX crude oil prices and our realized crude oil prices increased in the Rocky Mountain region during the first and second quarters of 2006 compared to 2005. For the year ended December 31, 2005, the average company-wide difference was $5.24 per Bbl. The company-wide differences for the three months ended March 31 and June 30, 2006 were $10.69 and $12.08 per Bbl, respectively, and the company-wide difference is estimated to be approximately $9.00 per Bbl for July and August 2006. Factors affecting the difference include higher oil imports and production in the region, lower demand by local refineries due to downtime for maintenance and reduced seasonal demand for gasoline and downstream transportation capacity constraints. We are unable to predict when, or if, the difference will revert back to 2005 levels.

Acreage Acquisition. In April 2006, we purchased a 50% interest in 135,000 acres in the Marfa Basin in Presidio and Brewster Counties, Texas as well as overriding royalty interests covering a portion of the acreage for approximately $7 million. We plan to re-enter a well on the acreage to test the Woodford and Barnett equivalent shales during the second half of 2006.

North Dakota Bakken Joint Venture. In June 2006, we entered into an agreement with ConocoPhillips Company to form an area of mutual interest (AMI) within Dunn, McKenzie, Mountrail and Williams Counties, North Dakota and jointly drill wells to test the Bakken formation. Within the AMI, we own approximately 97,000 net acres. Initial wells proposed under the agreement establish exploration blocks covering the 1,280-acre spacing unit for the initial well and two adjacent 1,280-acre spacing units. Each party has the right to acquire from the other party an undivided 50% interest in the exploration block acreage owned by the other party at $500 per net acre. ConocoPhillips Company has proposed and we have agreed to participate in the initial three wells to be drilled under the agreement. The first well commenced drilling in July.

Risk Factors

Investing in our common stock involves risks that include the speculative nature of oil and natural gas exploration, competition, volatile oil and natural gas prices and other material factors. You should read carefully the section entitled Risk Factors beginning on page 12 for an explanation of these risks before investing in our common stock. In particular, the following considerations may offset our business strengths or have a negative effect on our business strategy as well as on activities on our properties, which could cause a decrease in the price of our common stock and result in a loss of all or a portion of your investment:

- A substantial or extended decline in oil and natural gas prices may adversely affect our business, financial condition or results of operations and our ability to meet our capital expenditure obligations and financial commitments.

- Drilling for and producing oil and natural gas are high risk activities with many uncertainties that could adversely affect our business, financial condition or results of operations.

- Reserve estimates depend on many assumptions that may turn out to be inaccurate. Any material inaccuracies in these reserve estimates or underlying assumptions will materially affect the quantities and present value of our reserves.

- The results of enhanced recovery methods are uncertain.

Our development and exploitation projects require substantial capital expenditures. We may be unable to obtain needed capital or financing on satisfactory terms, which could lead to a decline in our oil and natural gas reserves.

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If oil and natural gas prices decrease, we may be required to take write-downs of the carrying values of our oil and natural gas properties.

A substantial portion of our producing properties are located in the Rocky Mountains, making us vulnerable to risks associated with operating in one major geographic area.

Unless we replace our oil and natural gas reserves, our reserves and production will decline, which would adversely affect our cash flows and results of operations.

The unavailability or high cost of additional drilling rigs, equipment, supplies, personnel and oilfield services could adversely affect our ability to execute our exploration and development plans within our budget and on a timely basis.

We may incur substantial losses and be subject to substantial liability claims as a result of our oil and natural gas operations; we may not be insured for, or our insurance may be inadequate to protect us against, these risks.

The inability of our significant customers to meet their obligations to us may adversely affect our financial results.

Following this offering, our Chairman and Chief Executive Officer will own approximately % of our outstanding common stock, giving him influence and control in corporate transactions and other matters.

For a discussion of other considerations that could negatively affect us, including risks related to this offering and our common stock, see Risk Factors and Cautionary Statement Regarding Forward-Looking Statements.

Corporate History and Information

Continental Resources, Inc. is incorporated under the laws of the State of Oklahoma. We were originally formed in 1967 to explore, develop and produce oil and natural gas properties in Oklahoma. Through 1993, our activities and growth remained focused primarily in Oklahoma. In 1993, we expanded our activity into the Rocky Mountain and Gulf Coast regions. Through drilling success and strategic acquisitions, approximately 87% of our estimated proved reserves as of December 31, 2005 are located in the Rocky Mountain region.

We are currently a subchapter S-corporation under the rules and regulations of the Internal Revenue Service. However, upon the consummation of this offering, we will have more shareholders than the IRS rules and regulations governing S-corporations allow, and, therefore, we will convert automatically from a subchapter S-corporation to a subchapter C-corporation. In connection with this conversion, we will record a charge to earnings estimated to be approximately $135.6 million as of June 30, 2006 to recognize deferred taxes.

In addition, concurrent with the closing of this offering, we will effect an 11 for 1 stock split of our shares in the form of a stock dividend.

Our principal executive offices are located at 302 N. Independence, Enid, Oklahoma 73701, and our telephone number at that address is (580) 233-8955.

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The Offering

Common Stock Offered:

By the selling shareholder: shares

Overallotment option granted by the selling shareholder: shares

Common stock to be owned by the selling shareholder after the offering: shares (or shares if the underwriters overallotment option is exercised in full)

Common stock to be outstanding after the offering: 159,067,216 shares

Use of Proceeds:

We will not receive any proceeds from the sale of the shares of common stock by the selling shareholder. See Use of Proceeds.

Dividend Policy:

We do not anticipate paying any cash dividends on our common stock. See Dividend Policy.

Proposed New York Stock Exchange Symbol:

CXP

Other Information About This Prospectus:

Unless specifically stated otherwise, the information in this prospectus:

- is adjusted to reflect an 11 for 1 stock split of our shares of common stock to be effected in the form of a stock dividend concurrent with the consummation of this offering;
- assumes no exercise of the underwriters overallotment option to purchase additional shares; and
- assumes an initial public offering price of $, which is the midpoint of the range set forth on the front cover of this prospectus.

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Summary Historical and Pro Forma Consolidated Financial Data

This section presents our summary historical and pro forma consolidated financial data. The summary historical consolidated financial data presented below is not intended to replace our historical consolidated financial statements.

The following historical consolidated financial data, as it relates to each of the fiscal years ended December 31, 2003 through 2005, has been derived from our audited historical consolidated financial statements for such periods. The following historical consolidated financial data, as it relates to each of the six month periods ended June 30, 2005 and 2006, has been derived from our unaudited historical consolidated financial statements for such periods. You should read the following summary historical consolidated financial data in connection with Capitalization, Management s Discussion and Analysis of Financial Condition and Results of Operations and our historical consolidated financial statements and related notes included elsewhere in this prospectus. The summary historical consolidated results are not necessarily indicative of results to be expected in future periods.

The summary pro forma financial data reflect the tax effects of our conversion, concurrent with the closing of this offering, from a subchapter S-corporation to a subchapter C-corporation and the earnings per share impact of our 11 for 1 stock split to be effected in the form of a stock dividend concurrent with the closing of this offering.

	Year ended December 31,			Six months ended June 30,	
	2003	**2004**	**2005**	**2005**	**2006**
	(in thousands, except per share amounts)				
Statement of operations data:					
Revenues:					
Oil and natural gas sales	$ 138,948	$ 181,435	$ 361,833	$ 138,488	$ 220,723
Crude oil marketing and trading(1)	169,547	226,664			
Oil and natural gas service operations	9,114	10,811	13,931	7,373	8,143
Total revenues	317,609	418,910	375,764	145,861	228,866
Operating costs and expenses:					
Production expense	40,821	43,754	52,754	25,044	30,306
Production tax	10,251	12,297	16,031	6,187	9,992
Exploration expense	17,221	12,633	5,231	1,397	5,067
Crude oil marketing and trading(1)	166,731	227,210			
Oil and gas service operations	5,641	6,466	7,977	4,257	4,781
Depreciation, depletion, amortization and accretion	40,256	38,627	49,802	20,774	27,981
Property impairments	8,975	11,747	6,930	2,973	7,733
General and administrative(2)	9,604	12,400	31,266	12,995	17,394
(Gain) loss on sale of assets	(589)	150	(3,026)	(2,973)	(207)
Total operating costs and expenses	$ 298,911	$ 365,284	$ 166,965	$ 70,654	$ 103,047

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	Year ended December 31,			Six months ended June 30,	
	2003	2004	2005	2005	2006
	(in thousands, except per share amounts)				
Income from operations	$ 18,698	$ 53,626	$ 208,799	$ 75,207	$ 125,819
Other income (expense)					
Interest expense	(19,761)	(23,617)	(14,220)	(7,510)	(5,421)
Loss on redemption on bonds		(4,083)			
Other	295	890	867	270	713
Total other income (expense)	(19,466)	(26,810)	(13,353)	(7,240)	(4,708)
Income (loss) from continuing operations before income taxes	(768)	26,816	195,446	67,967	121,111
Provision for income taxes(3)			1,139	1,139	
Income (loss) from continuing operations	(768)	26,816	194,307	66,828	121,111
Discontinued operations(4)	946	1,680			
Loss on sale of discontinued operations(4)		(632)			
Income before cumulative effect of change in accounting principle	178	27,864	194,307	66,828	121,111
Cumulative effect of change in accounting principle(5)	2,162				
Net income	$ 2,340	$ 27,864	$ 194,307	$ 66,828	$ 121,111
Basic earnings (loss) per share:					
From continuing operations	$ (0.05)	$ 1.87	$ 13.52	$ 4.65	$ 8.43
From discontinued operations(4)	0.06	0.11			
Loss on sale of discontinued operations(4)		(0.04)			
Before cumulative effect of change in accounting principle	0.01	1.94	13.52	4.65	8.43
Cumulative effect of change in accounting principle	0.15				
Net income per share	$ 0.16	$ 1.94	$ 13.52	$ 4.65	$ 8.43
Shares used in basic earnings (loss) per share	14,369	14,369	14,369	14,369	14,369
Diluted earnings (loss) per share:					
From continuing operations	$ (0.05)	$ 1.85	$ 13.42	$ 4.61	$ 8.34
From discontinued operations(4)	0.06	0.12			
Loss on sale of discontinued operations(4)		(0.04)			
Before cumulative effect of change in accounting principle	0.01	1.93	13.42	4.61	8.34
Cumulative effect of change in accounting principle	0.15				
Net income per share	$ 0.16	$ 1.93	$ 13.42	$ 4.61	$ 8.34
Shares used in diluted earnings per share	14,369	14,476	14,482	14,501	14,517

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	Year ended December 31,			Six months ended June 30,	
	2003	2004	2005	2005	2006
	(in thousands, except per share amounts)				
Pro forma C-corporation and stock split data:					
Income (loss) from continuing operations before income taxes	$ (768)	$ 26,816	$ 195,446	$ 67,967	$ 121,111
Pro forma provision (benefit) for income taxes attributable to operations	(292)	10,190	74,269	25,827	46,022
Pro forma income (loss) from operations after tax	(476)	16,626	121,177	42,140	75,089
Discontinued operations net of tax(4)	587	1,042			
Loss on sale of discontinued operations(4)		(392)			
Cumulative effect of change in accounting principle net of tax	1,340				
Pro forma net income	$ 1,451	$ 17,276	$ 121,177	$ 42,140	$ 75,089
Pro forma basic earnings per share	$ 0.01	$ 0.11	$ 0.77	$ 0.27	$ 0.48
Pro forma diluted earnings per share	0.01	0.11	0.76	0.26	0.47
Other financial data:					
Cash dividends per share	$	$ 1.04	$ 0.14	$ 0.14	$ 4.15
EBITDAX (6)	88,750	116,498	285,344	106,083	174,506
Net cash provided by operations	65,246	93,854	265,265	76,682	171,638
Net cash used in investing	(108,791)	(72,992)	(133,716)	(44,516)	(130,982)
Net cash provided by (used in) financing	43,302	(7,245)	(141,467)	(40,686)	(28,027)
Capital expenditures	114,145	94,307	144,800	55,265	132,427
Balance sheet data (at period end):					
Cash and cash equivalents	$ 2,277	$ 15,894	$ 6,014	$ 7,363	$ 18,684
Property and equipment, net	439,432	434,339	509,393	453,550	604,766
Total assets	484,988	504,951	600,234	528,173	721,007
Long-term debt, including current maturities	290,920	290,522	143,000	241,000	175,500
Shareholders equity	116,932	130,385	324,730	197,202	385,879

(1) Crude oil marketing and trading captions consist of our marketing activities under which crude oil production was sold at the wellhead and transported to a local hub where we purchased the barrels back to exchange at Cushing, Oklahoma in order to minimize pricing differentials with the NYMEX oil futures contract. We adopted Emerging Issues Task Force (EITF) 04-13 on January 1, 2005, which allowed certain purchase and sales transactions with the same counterpa