

**BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO**

IN THE MATTER OF THE APPLICATION OF CARRIZO
OIL & GAS, INC. FOR AN ORDER POOLING ALL
NONCONSENTING INTERESTS IN THE NIOBRARA
FORMATION IN A 640-ACRE DRILLING AND SPACING
UNIT IN WELD COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

APPLICATION

COMES NOW Carrizo Oil & Gas, 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 9 North, Range 59 West, 6th P.M.
Section 17: 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. On February 22, 2011, the Commission entered Order No. 535-3, which among other things, established 160, 640-acre drilling and spacing units for certain lands, including Application Lands, and allowed one horizontal well in each unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.
4. 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.
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 the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of a horizontal well 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 already 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. The list of such interested parties is attached hereto as Exhibit A.

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.

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 the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of a horizontal 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 September, 2011, 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: July ____, 2011

By: _____
Kenneth A. Wonstolen
Elizabeth Y. Gallaway
Beatty & Wozniak, P.C.
216 Sixteenth Street-Suite 1100
Denver, CO 80202-5115

Address of Applicant
1000 Louisiana Street, Suite 1500
Houston, TX 77002

VERIFICATION

STATE OF TEXAS

)

)

ss.

COUNTY OF _____

)

Craig Wiest, of lawful age, being first duly sworn upon oath, deposes and says that he is a Land Manger for Carrizo Oil & Gas, 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.

Craig Wiest

Subscribed and sworn to before me this _____ day of July, 2011.

Witness my hand and official seal.

My commission expires:_____

Notary Public

EXHIBIT A

EOG Resources, Inc.
600 17th St, Ste. 1000N
Denver, CO 80202

Whiting Oil and Gas
Corporation
1700 Broadway, Ste. 2300
Denver, CO 80290-2300

Helen H. Carlson
912 Aurora St.
Fort Morgan, CO 80701

Bradley K. Leafgren
P.O. Box 48
Lucerne, CO 80646

U.S. AgBank, FCB fka Farm
Credit Bank of Wichita
Wichita, Ks.

Eldon K. Weiss
104 Yale Ave.
Fort Collins, CO 80525

Harry Weiss
3409 County Road K
Brush, CO 80723

Robert D. Hickman
806 Loch Lommond Dr.
Hutchinson, KS 67502-2045

James W. Hickman
23518 WCR #1
Loveland, CO 80537

Joyce E. Abrames
5801 Tampa Bay Shores
Boulevard
Tampa bay, FL 33615

Margaret H. Templeton
c/o the Regency at South
Shore
332 Washington Place
Erie, PA 16505

GTD Land Company, LLP
12112 West Atlantic Drive
Lakewood, CO 80228

Alvin W. Weiss and Vicki Mae
Weiss (JT)
19445 CR 60
Moffat, CO 81143

John H. Weiss and Carol J.
Weiss, Trustees of the Weiss
Family
Trust dated May 15, 2007
2073 N. Pebble Beach
Casa Grande, AZ 85222

Alfred G. Weiss and Sandra L.
Weiss
P.O. Box 416
Moffat, CO 81143

Robert L. Weiss and Sharon
E. Weiss (JT)
1525 W. Azalea Dr.
Chandler, AZ 85248

Faye Louise Weiss
405 Applewood
Brush, CO 80723

Donna Rose Beyer
19528 Road Y
Fort Morgan, CO 80701

Joanne Illene Schweitzer
2433 Eagle Drive
Loveland, CO 80537

Kathleen Ann Zion
22362 Co. Road P
Fort Morgan, CO 80701

Carol Lea Schweiger
41730 Road 42
Flemming, CO 80728

John V. Allen
100 Allen Lane
Oden, AR 71961

Adda L. Dean and Donald L.
Dean
P.O. Box 971
Bailey, CO 80421

Lory E. Ferguson, JR.
Box 362
Kiowa, CO 80117

H.B. Ferguson
3798 pete Seay Road
Sulfur, LA 70663

Marilyn Kay Bates
100 Allen Lane
Oden, AR 71961

John Russell Allen
1419 Kenwood Way
Mena, AR 71953

Douglas James Allen
99 Allen Ln.
Oden, AR 71961

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AFFIDAVIT OF MAILING

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

Kenneth A Wonstolen, of lawful age, and being first duly sworn upon his oath, states and declares:

That he is the attorney for Carrizo Oil & Gas, Inc., and that on or before July __, 2011 he caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

Kenneth A. Wonstolen

Subscribed and sworn to before me July ____, 2011.

Witness my hand and official seal.

My commission expires: _____.

Notary Public