

**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
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 8 North, Range 61 West, 6th P.M.
Section 21: 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 up to two horizontal wells 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 December, 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: October ____, 2011

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

Address of Applicant
Carrizo Oil & Gas, Inc.
ATTN: Craig Wiest
1000 Louisiana Street, Suite 1500
Houston, TX 77002

VERIFICATION

STATE OF TEXAS

COUNTY OF _____

)
) SS.
)

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 October, 2011.

Witness my hand and official seal.

My commission expires:_____

Notary Public

EXHIBIT A

Cozzens Living Trust dated August 25, 2010
3170 Soaring Bird Circle
Colorado Springs, CO 80920

Gary J. Sievers and Lynda D. Sievers
44750 WCR 89
Briggsdale, CO 80611

John R. Duell and Lucille C. Duell, Trustees
of the John R. and Lucille C. Duell Living
Trust dated April 10, 2000
26542 Weld County Road 51
Greeley, CO 80631

Centennial Mineral Holdings, LLC
5950 Cedar Springs Road, Suite 200
Dallas, TX 75235

Herbert H. Duell and Elaine E. Duell, H/W
1601 Rosewood Drive
Brentwood, TN 37029

Kenneth D. Jacobs
45 Northwood Drive
Nashua, NH 03063

GT Reed and Associates, LLC.
17737 E. Belleview Place
Centennial, CO 80015

LHB Ventures, LLC
P.O. Box 46063
Denver, CO 80201-6063

Martha H. Salser
310 4th Street
Kersey, CO 80644

Lois E. Knittle
1901 Westridge Drive
Edmond, OK 73013-7611

Bruce G. Duell
1575 Monroe Street
Denver, CO 80206

Marlys Allison
7246 Flowering Almond Drive
Colorado Springs, CO 80923

Larry D. Duell
1910 Homestead Road
Greeley, CO 80634

William J. Sievers
43605 Weld County Road 92
Briggsdale, CO 80611

James E. Sievers
43605 Weld County Road 92
Briggsdale, CO 80611

Ruth E. McNown and D.D. McNown
1625 Yosemite Parkway
Merced, CA 95340

Stroock Minerals, LLC
P.O. Box 2875
Casper, WY 82602

Jess L. Geisman
41 Sycamore Road
Scarsdale, NY 10583

Matter Family Trust, William W. Matter and
John E. Matter, Jr., Co-Trustees
2801 Crosslands Drive
Garland, TX 75040

Barbara J. Rouse
8143 E. Mountain Spring Rd.
Scottsdale, AZ 85255

Margaret Helen Krei, FKA Margaret Helen
Riddell
3793 E. Lass Avenue
Kingman, AZ 86409

John S. Hilton
No Known Address

Charles E. Riddell
150 Meherrin River Drive
Herford, NC 27944

Kip Gorder, FKA Kip Riddell
3990 Stockton Hill, Suite F353
Kingman, AZ 86401

Edwin S. Davis
2003 Ave. P
Huntsville, TX 77340

Harriet Waterman
2341 Cold Water Canyon Dr.
Beverly Hills, CA 90210

Roy O. Carpenter
6780 Allison Street
Arvada, CO 80004

Fred H. Carr and Joan C. Carr, as Trustee
under that certain indenture dated June 24th,
1983
711 E. 11th St.
Casper, WY 82601

Carlos Erwen Kepke and Robert Joe Kepke
as Co Trustee of The Trust of Robert E.
Kepke
149 Sage Road
Houston, TX 77056

Spalding & Co.
1230 S. Illinois
Casper, WY 82609

William R. Peery
No Known Address

Senior Miller Family Trust
9104 N. Corral Lane
Castle Rock, CO 80112

Archer Drilling Inc.
1517 NW 20th
Oklahoma City, OK 73106

McCulliss Resources Co., Inc.
P.O. Box 3248
Littleton, CO 80161

George G. Vaught, Jr.
P.O. Box 13557
Denver, CO 80201

Gary L. Christensen, as Sole Successor
Trustee of the Isabel M. Thompson
Revocable Trust
P.O. Box 4713
Salem, OR 93702

V.H. Simmons, Jr. and Barbara Ann Simmons
2792 So. Pebble Beach Drive
Evergreen, CO 80439

Robert L. Salmon
1968 Flagstone Ranch Lane
Henderson, NV 89012

James Jackson Simmons
P.O. Box 187
Southfork, CO 81154

Joe L. Sutton and Lori A. Sutton, H/W
8532 Cook Court
Thornton, CO 80229

Timothy B. Debrine and Cindy Debrine, H/W
44505 HWY 14
Briggsdale, CO 80611

EOG Resources, Inc.
600 17th Street, Suite 1000N
Denver, CO 80202

Springfield Oil Company
27619 Brook Drive
Hot Springs, SD 57747

Carol Fowler
1019 County #330
Ignacio, CO 81137

Cynthia Schouten
1019 County Road #330
Ignacio, CO 81137

Ardis Kerns
1811 Montview Blvd.
Greeley, CO 80634

Judy Brannberg
P.O. Box 211
Louviers, CO 80131

Clyde Nelson
7455 Centennial Glen Drive
Colorado Springs, CO 80919

Helen Crews
6600 W. 20th Street #35
Greeley, CO 80634

Marlys Allison
7246 Flowering Almond Drive
Colorado Springs, CO 80923

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FORMATION IN A 640-ACRE DRILLING AND SPACING
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CAUSE NO.

DOCKET NO.

AFFIDAVIT OF MAILING

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

Elizabeth Y. Gallaway, of lawful age, and being first duly sworn upon his oath, states and declares:

That she is the attorney for Carrizo Oil & Gas, Inc., and that on or before October __, 2011 she 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.

Elizabeth Y. Gallaway

Subscribed and sworn to before me October ____, 2011.

Witness my hand and official seal.

My commission expires: _____.

Notary Public