

**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, comprising an approximate 640 acre drilling and spacing unit that is proposed to be established in a companion application:

Township 8 North, Range 60 West, 6th P.M.
Section 25: 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, which lands comprise a proposed drilling and spacing unit for development of the Niobrara Formation. The application establishing said proposed unit is being filed concurrently with this pooling application for the Commission's August, 2011 hearing, and consideration of this pooling application is contingent upon Commission approval of said companion application.
3. 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.
4. 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.
5. 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.

6. 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 August, 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: June 9, 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

COUNTY OF _____

)
) SS.
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Jason Causey, of lawful age, being first duly sworn upon oath, deposes and says that he is a Landman 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.

Jason Causey

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

Witness my hand and official seal.

My commission expires:_____

Notary Public

EXHIBIT A

LHB Ventures, LLC
710 Kipling Street, Ste 305
Lakewood, CO 80215

The Scittish Rite Foundation
1770 Sherman St.
Denver, CO 80203

Colorado Masonic Properties, Inc.
c/o Colorado Masons Benevolent Fund
Association
2455 South Quebec St.
Denver, CO 80231-9924

Betty B. Ladmer Trust
201 South Hudson Street
Denver, CO 80222

Weld County
915 10th St.
Greeley, CO 80631

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

Carol A. Snell
3330 Nelson St.
Wheatridge, CO 80033

Sally K. Bockius
2913 South Granby
Aurora, CO 800202

Joel Kuehn
101 First St.
Heartwell, NE 68945

William Thomas
P.O. Box 370
Kersey, CO 80644-0370

Alice Calame Williams
Address Unknown

Janette Kuehn
1639 40 Road
Heartwell, NE 68945

Walter Thomas
8335 Morning Mist Ct.
San Diego, CA 92119

Lisa Kaplan
722 S. Kline St.
Lakewood, CO 80226

Douglas Thomas
1230 Honeysuckle Ct.
Windsor, CO 80550

Jill M. Smith, f/k/a Jill Boner
959 South 3rd St.
Broken Bow, NE 68822

Julia Pavelka, f/k/a Julia Kuehn
1203 Loch View Drive
Hastings, NE 68901

John Kuehn
1101 43 Road
Heartwell, NE 68945

Crystal Thomas
P.O. Box 370
Kersey, CO 80644-0370

Drew Thomas
P.O. Box 370
Kersey, CO 80644-0370

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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 June 16, 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 June __, 2011.

Witness my hand and official seal.

My commission expires: _____.

Notary Public