

**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 MORGAN COUNTY, COLORADO

	CAUSE NO. DOCKET NO.
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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 ("COGCC" or "Commission") for an order pooling all interests for the drilling and producing of wells from the Niobrara Formation on the following described lands, comprising an approximate 640 acre drilling and spacing unit in Morgan County, Colorado:

Township 5 North, Range 60 West, 6th P.M.
Section 6

(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. See Exhibit A attached hereto.

3. The Application Lands are unspaced and are subject to Rule 318.a, which provides that a well to be drilled two thousand five hundred (2,500) feet or greater shall be located not less than six hundred (600) feet from any lease line, and shall be located not less than one thousand two hundred (1,200) feet from any other producible or drilling oil or gas well when drilling to the same common source of supply, unless authorized by order of the Commission upon hearing.

4. Applicant has filed, concurrently with this Application, an application seeking an order establishing a drilling and spacing unit comprising the Application Lands for development of and production the Niobrara Formation. This application is contingent upon Commission approval of its companion application.

5. Applicant, pursuant to the provisions of C.R.S. § 34-60-116 (6) and (7), and Commission Rule 530, seeks an order to involuntarily pool all interests not voluntarily pooled for the development of the Niobrara Formation on the Application Lands.

6. Applicant requests that the Commission's pooling order be made retroactive to the earliest date costs are incurred for the initial well on the Application Lands as allowed by C.R.S. § 34-60-116(7), or the date of this Application, whichever is earlier.

7. The names of the interest owners on the Application Lands are shown on Exhibit B, attached hereto. Applicant certifies that, at least thirty (30) days prior to the hearing on this matter, each such interest owner not already leased or pooled shall be offered the opportunity to lease, or to participate in the drilling of a well, as the case may be, and shall be provided with the information required by Rule 530.

8. That the names and last-known addresses of the interested parties with respect to this Application are set forth in Exhibit B, and the undersigned certifies that copies of this Application will be served on each interested party within seven (7) days of the date hereof, as required by COGCC Rule 503.e.

9. That in order to prevent waste and to protect correlative rights, all non-consenting interests on the Application Lands should be pooled for the development of the Niobrara Formation in accordance with C.R.S § 34-60-116 and COGCC Rule 530.

WHEREFORE, Applicant requests that this matter be set for hearing at the next available opportunity, that notice thereof be provided as required by law, and that upon such hearing, this Commission enter its order:

A. Finding that all interest owners with whom the Applicant has been unable to secure a lease or an agreement to participate in the drilling of the initial well on Application Lands be pooled involuntarily with respect to development of the Niobrara Formation.

B. Establishing that the Commission's involuntary pooling order issued with respect to this Application be made retroactive to the earliest date costs are incurred for the initial well on Application Lands as allowed by C.R.S. § 34-60-116(7), or the date of this Application, whichever is earlier.

C. That the Commission's order be applicable to subsequent wells drilled on the Application Lands.

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 May, 2011, that notice be given as required by law and that upon such hearing this Commission enter its order consistent with Applicant's request as set forth above.

Dated: March __, 2011.

By: _____

Kenneth A. Wonestolen
Elizabeth Y. Gallaway
Beatty & Wozniak, P.C.
216 Sixteenth Street-Suite 1100
Denver, CO 80202-5115
303-407-4499

VERIFICATION

[insert Calhoun signed verification page]
[

EXHIBIT A

[INSERT PLAT WITH SECTION 6 SHADED]

EXHIBIT B

Thomas Murdock Dean
c/o Ladenburg Thalmann
540 Madison Avenue
New York, NY 10022

William K. Warren Foundation
P.O. Box 971
Midland, TX 79702

Estate of D.L. Connelly
No Known Address

Edward Lawrence Connelly
No Known Address

Dr. Michael Connelly
No Known Address

Elizabeth McGreevy
No Known Address

Anthony Connelly
No Known Address

Rev. Donald Laurence Connelly
No Known Address

William S. Schicktanz
7220 S. Depew Street
Littleton, CO 80123

Highland Exploration, Inc.
626 Patterson Building
Denver, CO 80202

PDI Trust, dated 2/23/94
220 Cimmaron Way
Boulder, CO 80303

JEL Resources, LLC and
VFC Company, LLC
475 17th Street, Suite 980
Denver, CO 80202

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AFFIDAVIT OF MAILING

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

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 March __, 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 B to the Application.

Kenneth A. Wonstolen

Subscribed and sworn to before me March __, 2011.

Witness my hand and official seal.

My commission expires: _____

Notary Public