

**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.

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 6 North, Range 60 West, 6th P.M.
Section 31

(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. Wonstolen
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 31 SHADED]

EXHIBIT B

Estate of Asher B. Wilson
No Known Address

Abra Summers
1 Polaris Way, Suite 140
Alisa Viejo, CA 82656

The Baca County Finance Company
Box 16
Springfield, CO 81073

Sally June Baker
1540 Billings, Space D-32
Aurora, CO 80031

Ethol Meloche
607 Columbine St.
Denver, CO 80206

F.M. Shumaker
No Known Address

W.S. Barcus
No Known Address

E.J. McCluskey
No Known Address

E.E. Bruck
Sterling, CO

C.H. Murrin
Sterling, CO

Estate of W.J. Bona
No Known Address

Norma Ellen Nutting Reed
5218 S. Theresa Drive
Denison, TX 75020

Anna Kern
No Known Address

Black River Royalties, LLC
621 17th Street, Suite 945
Denver, CO 80293

A. Lena Pedroni
P.O. Box 3
Sterling, CO 80751
Merle W. Christ

No Known Address

Sarah B. Jones
No Known Address

Deborah Lewis
No Known Address

F.N. Shumaker
No Known Address

Ida A. Cudd
No Known Address

Estate of Fred Hargis
Denver, CO

H.G. Eubanks
No Known Address

Mamie Rogers
No Known Address

Stolton Stephenson
No Known Address

Laura L. Martin
No Known Address

W.A. Lewis
765 Jackson St.
Denver, CO 80206

A. Geiss
No Known Address

Justina L. Ford
No Known Address

Harry F. James
No Known Address

Mary E. Welborn
No Known Address

J. Bussell
No Known Address

Lilly and George Burkle
No Known Address
Ray E. Doyle
No Known Address

Lyle O. Work
No Known Address

Caroline Weigel
No Known Address

Byron Neibert
No Known Address

Leo and Martha Schlinger
No Known Address

Mrs. Clara Finstrom
No Known Address

Frank Holmes
No Known Address

William Hann
No Known Address

Ida Duggers
No Known Address

Estate of Anna McKnight
No Known Address

George J. Michaelis
No Known Address

Oliver E. Harvey
No Known Address

Ezekiel W. Campbell
No Known Address

Carl Stender
No Known Address

George Edwin Goodale
No Known Address

Vina G. Newman
No Known Address

Mary C. LaVelle
No Known Address

Mary A. Langton
No Known Address

Abner F. Woodward
No Known Address

Baseline Minerals, Inc.
518 17th Street, Suite 1050
Denver, CO 80202

Joe I. Perry
550 Custer Avenue
Akron, CO 80720

The Crusader Corporation
No Known Address

Plains Exploration
700 Milan Street, #3100
Houston, TX 77002

Gustav H. Johnson
No Known Address

Prima Exploration
1000 Fillmore Street, Suite 450
Denver, CO 80206

J.E. Munson
No Known Address

May Belle Neely
No Known Address

C.S. Ford
Glenwood, IA

Margaret Jane Moss
1011 Galdney St.
Gainsville, TX 67240

Ralph R. Garneth
No Known Address

Evah McCracken
No Known Address

White River Royalties, LLC
4194 S. Valentia Street
Denver, CO 80237

Anna Sandberg
1557 Ogden St.
Denver, CO 80218

A.E. Sheogren
No Known Address

Mary E. Shultz
No Known Address

L.A. Duffield
No Known Address

Royalty Distribution Corp.
No Known Address

Theo Johnson
3410 Beverly Glen
Sherman Oaks, CA 91423

Allen Newton
No Known Address

John M. Kefour
No Known Address

Thomas Van Bradt
No Known Address

Mary Hannigan
No Known Address

Leola B. Livingston
No Known Address

Abbie L. Meacham
No Known Address

Marie J. Murphy
No Known Address

Leroy C. Miles
No Known Address

Anna M. Gisler
No Known Address

George W. Wade
No Known Address

J.H. and J.A. Lair
No Known Address

Alice Biggs
No Known Address

Margaret Slater
No Known Address

J.S. Work
No Known Address

Lydia Weinard
No Known Address

Minnie Sursker
No Known Address

Leo Schlinger
No Known Address

Florence Fuller
No Known Address

Walter Schmitz
No Known Address

Suzie E. Flint
No Known Address

Eliza H. Moore
Denver, CO

Henry J. Baudhare
No Known Address

Edelbert Tindall
No Known Address

Nathaniel and Nellie Collins
No Known Address

Marie J. Murphy
No Known Address

Agnes Werley
No Known Address

Mary H. and Martha H. Rutherford
No Known Address

Zella Shanahan
No Known Address

Belle Stewart
No Known Address

Stephen William Runge and Jo Ann Runge
811 North Elm
Yuma, CO 80759

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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 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