

**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 12: 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 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 January, 2012, 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: November ____, 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 Manager 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 November, 2011.

Witness my hand and official seal.

My commission expires:_____

Notary Public

EXHIBIT A

Bettina Cribari
708 S. County Road 5
Ft. Collins, CO 80524

Kenneth W. Hunt
74 South Circle Drive
Wright City, MO 63390

Jason Rothe
819 20th Avenue
Greeley, CO 80631

Chris King
819 20th Avenue
Greeley, CO 80631

Kenneth J. Worthing and Kathleen R. Worthing
4849 S. Plateau Trail
Sioux Falls, SD 57106

EOG Resources, Inc.
P.O. Box 4362
Houston, TX 77210-4362

Julie A. Worthing
4310 Cedar Ridge Place #4
Rapid City, SD 57702

Floyd Plowman
11 Driftwood Rd. #9
Miramar Beach, FL 32550

Marion Clee
1209 National Avenue
New Bern, NC 28560 (1988 Address)

Richard M. Branecki and Vicki Leigh Branecki,
H/W
20608 Cholla Ct.
Johnston, CO 80534

Carlson Oil and Gas, Inc.
941 School Street
Craig, CO 81625

Herbert H. Duell
1601 Rosewood Drive
Brentwood, TN 37027

Ray E. Duell
1019 CR #330
Ignacio, CO 81137

John R. Duell and Lucille C. Duell, Trustees under
the John R. Duell and Lucille C. Duell Living Trust
dated April 10, 2000
26542 WCR 51
Greeley, CO 80631

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

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

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

Kenneth D. Jacobs
45 Northwood Drive
Nashua, NH 03063

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

Carol Fowler
1019 County Road #330
Ignacio, CO 81137

Cynthia Schouten AKA Cynthia M. Spurlock
1019 County Road #330
Ignacio, CO 81137

Martha H. Salser
P.O. Box 571
Kersey, CO 80644

David Z. Stipe
5705 South Ash Avenue
Broken Arrow, OK 74011

Carrizo Oil & Gas, Inc.
1000 Louisiana St.
Suite 1500
Houston, TX 77002

Virginia M. Stipe
641 South Pecan
Nowata, OK 74048

Dennis W. Stipe
51763 South County Road
#211
Mutual, OK 73853

Shirley D. Stoddard
14830 S. Ribbey Road
Haslett, MI 48840

Maxine C. Robinson
Address Unknown
Perry, MI (1988)

Larry E. Ridenour
233 Largent Hollow Road
Stewart, TN 37175

William F. Ridenour
Address Unknown
Laingsburd, MI (1988)

Ann L. Smith
Address Unknown
Morrica, MI (1988)

Janet L. Lewis
Address Unknown
Vista, CA (1988)

Colleen Stipe Park
Route 2, P.O. Box 245
Nowata, OK 74048

Sona Stipe Lieb Beisley
21263 South Road 4310
Box 151-1
Viniga, OK 74301

Ardis Kerns
1811 Montview Blvd.
Greeley, CO 80634

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

Clyde Nelson
7455 Centennial Glen Dr.
Colorado Springs, CO 80919

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

Bruce Glen Duell AKA Bruce Duell
1575 Monroe St.
Denver, CO 80206

Larry Duell AKA Larry Dwayne Duell
1910 Homestead Road
Greeley, CO 80634

Marlys Allison
7246 Flowering Almond Drive
Colorado Springs, CO 80923

Kenneth W. Hunt
74 South Circle Drive
Wright City, MO 63390

Esther Nelson and Keith E. Nelson
2008 Abeyta Court
Loveland, CO 80538

Frank H. Davis Jr. and Sheryl Y. Davis
902 Grande Ave.
North Platte, NE 69101

Gary L. Davis and Cindy Davis
812 E. 16th.
North Platte, NE 69101

Robert L. Davis and Patricia L. Davis
14642 W. State Farm Rd.
North Platte, NE 69101

Ray Everett Butler, III, as Trustee Under the
Vivion L. Butler Family Trust dated June 9, 1995
1446 Recado Rd.,
La Habra, CA 90631

Rachel Glick
25 Idaho Ave.
Johnstown, CO 80534

Diamond Resources Co.
P.O. Box 1938
Williston, ND 58802

Kenneth W. Hunt
74 South Circle Drive
Wright City, MO 63390

Chesapeake Exploration, LLC
P.O. Box 18496
Oklahoma City, OK 73154

Jason Rothe
819 20th Avenue
Greeley, CO 80631

Great Western Oil and Gas Co.
1700 Broadway
Suite 650
Denver, CO 80290-1170

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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 November __, 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 November ____, 2011.

Witness my hand and official seal.

My commission expires: _____.

Notary Public