

**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 9 North, Range 58 West, 6th P.M.
Section 33: 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

Bringelson Ranch, LLC, a Colorado Limited
Liability Company
48904 WCR 127
New Raymer, CO 80742

Joyce Short
PO Box 727
Goodwell, OK 73939

Charlotte J. Norgren
9090 County Road 31
Ovid, CO 80744

Vicki Jo Schaff
11710 Kearney Circle
Thornton, CO 80223

Illene A. Kaiser
Box 108
Merino, CO 80741

The United States of America
Department of the Interior
Bureau of Land Management
1849 C Street NW, Rm. 5665
Washington DC 20240

Frances Maude Karins
3207 Tennessee NE
Albuquerque, NM 87110

EOG Resources, Inc.
600 17th Street, Suite 1100
Denver, CO 8020

Karen Kester
21 Boone
New Raymer, CO 80742

Alvin Steffen
303 Heights Ave.
Dalhart, TX 79022

Marilyn J. Samber
14311 Dakota Road
Sterling, CO 80751

Phyllis J. Jones
14072 Cottonwood Cir.
Sterling, CO 80751

August Eugene Wirth
35410 County Road 12
New Raymer, CO 80742-9301

Robert J. Stamm, Trustee of the Florence B.
Stamm Revocable Trust
1524 Las Lomas Road NE
Albuquerque, NM 87106

Allen Box
66500 CR 98
New Raymer, CO 80742

Noble Energy WYCO, LLC
1625 Broadway, Suite 2000
Denver, CO 80202-4725

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OF THE STATE OF COLORADO**

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OIL & GAS, INC. FOR AN ORDER POOLING ALL
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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 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