

BEFORE THE OIL & GAS CONSERVATION COMMISSION  
OF THE STATE OF COLORADO

IN THE MATTER OF THE APPLICATION TO VACATE A POOLING ORDER FOR THE NIOBRARA FORMATION IN AN ESTABLISHED DRILLING UNIT; UNNAMED FIELD, MORGAN COUNTY, COLORADO		CAUSE NO. 535  DOCKET NO.
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APPLICATION

Carrizo Oil & Gas, Inc. ("Carrizo"), by and through its undersigned attorneys, enters its Application for an order vacating Order 535-22, which order pooled all interests for development of the Niobrara Formation, in:

Township 5 North, Range 60 West, 6th P.M.  
Section 8: All  
Morgan County, Colorado

("Application Lands")

The Commission entered Order 535-22, effective May 23, 2011, pooling the Application Lands, upon the application of Carrizo, an owner of substantial leasehold interests therein. Carrizo is therefore a proper party to make this application to vacate said order.

In support of its application, Carrizo states:

1. Carrizo's application to pool the Application Lands was unopposed at the time that it was filed, heard and approved by the Commission. Subsequently, Upstream Innovations, Inc. ("Upstream") filed an application seeking to pool its interest into the unit without being subject to the cost recovery penalty applicable to such interest under Order 535-22. Carrizo has filed a separate Protest and Motion to Dismiss Upstream's application.
  
2. Carrizo filed its pooling application in anticipation of drilling the Wickstrom 8-41 horizontal well. Due to recent geologic interpretation, the drilling of the well has been indefinitely postponed.
  
3. In light of these changed circumstances, Carrizo seeks to vacate Order 535-22. It will be appropriate for Carrizo to re-file its pooling application as a new matter when the Wickstrom 8-41 well is back on its drilling schedule. This will allow those parties who may acquire an interest in the Application Lands during the interim to be offered the opportunity to lease or participate in the drilling of the well, pursuant to an AFE that provides updated well cost information.

4. Carrizo states that, in accordance with Rule 503.e, it will, no later than seven (7) days from the filing hereof, serve a copy of this application on all parties owning an interest in the pooled tracts comprising the Application Lands, and provide the Commission with the list of such interested parties in electronic form.

WHEREFORE, Carrizo requests that this matter be set for hearing, that notice thereof be given as required by law, and that upon such hearing the Commission enter its order granting the relief requested herein, and for such other findings and orders as the Commission may deem proper or advisable in the premises.

Dated: November 23, 2011

Respectfully submitted:

By: \_\_\_\_\_

Kenneth A. Wonstolen  
Matthew J. Lepore  
Beatty & Wozniak, P.C.  
216 Sixteenth Street-Suite 1100  
Denver, CO 80202-5115  
Attorneys for Carrizo Oil & Gas, Inc

Applicant's Address:

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.

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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**

Prima Exploration, Inc.  
100 Fillmore Street, Suite 450  
Denver, CO 80206

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

Esenjay Oil & Gas, Ltd  
500 N. Water St., Suite 1100  
Corpus Christi, TX 78741

Freeport Securities Company  
P.O. Box 56  
Freeport, IL 61032

Upstream Innovations, Inc.  
P.O. Box 4218  
Parker, CO 80134

U.S. AgBank, FCB  
245 N. Waco  
Wichita, KS 67202

Colorado Energy Minerals, Inc.  
730 17th Street, Suite 300  
Denver, CO 80202-3513

Stephen J. Sullivan  
Keith Tooley  
Wellborn, Sullivan, Meck and Tooley PC  
821 17th Street, Suite 500  
Denver, Colorado 80202

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

That he is the attorney for Carrizo Oil & Gas, Inc., and that on or before November \_\_\_\_, 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.

My commission expires: \_\_\_\_\_.

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