

**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.
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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 ("Commission") for an order pooling all interests for the development of the Niobrara Formation on the following described lands:

Township 10 North, Range 59 West, 6th P.M.

Section 27: 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 October 31, 2011, the Commission entered Order No. 535-99, which among other things, established an approximate 640-acre drilling and spacing unit for Section 27, Township 10 North, Range 59 West, 6th P.M., Weld County, and authorized up to two (2) horizontal wells, for the development and production of oil, gas and related 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, including, but not limited to, any nonconsenting interests, in the Application Lands for the development of the Niobrara Formation, said order to apply to the currently-allowed well and any subsequent well drilled in the unit.
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, including the currently-allowed well and all subsequent wells.

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 with respect to all wells drilled to develop the Niobrara Formation in the drilling unit comprised of 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 April, 2012, 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: February ___, 2012

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.
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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 February, 2012.

Witness my hand and official seal.

My commission expires: _____

Notary Public

EXHIBIT A

Nelson Ranches, Inc.
58900 County Road 382
Grover, CO 80729

The Moore Realty and Investment Company
A Colorado Corporation
Address Unknown

Gary L. Steele
10 Nona Brooks Dr.
Unit X
Pueblo, CO 81005

David R. Steele
P.O. Box 93
Montrose, CO 81402

Joan Perrott
539 University Ave.
Hot Springs, SD 57747

Whiting Oil & Gas Corporation
1700 Broadway
Suite 2300
Denver, CO 80290

Sharon J. Brennan AKA Sharon Jean Brennan
2540 Grand Overlook Drive
Grand Junction, CO 81507

Joan L. Brennan AKA Joan Brennan
P.O. Box 914
Cheyenne, WY 82001

Marcia L. Brennan AKA Marcia Brennan
1223 Race St. #601
Denver, CO 80206

Keiser Holding, LLC
20 South Lewis Street
Castle Rock, CO 80104

Dorothy Harpole, AKA Dorothy A. Harpole
721 Duke Square
Fort Collins, CO 80525

Harold Klaus AKA Harold L. Klaus
4712 West 12th St.
Greeley, CO 80634

Carol Golden AKA Carol S. Golden
1069 W. Pine
Unit D
Upland, CA 91786

Dixie Lee Sanders f/k/a Dixie Lee Golden
P.O. Box 6935
Jackson, WY 83002

Edwin Keiser
8735 Cypress Club Drive
Raleigh, NC 27615

Jacqueline K. Thompson
888 Trail Ridge Road
Aiken, SC 29803

Tyrone Thompson AKA Tyrone A. Thompson
Drawer 5150
Avon, CO 81620

The G. A. Keiser Family Trust dated August 3, 2009
c/o Phyllis M. Keiser, Co-Trustee
24360 Weld County Road 41
La Salle, CO 80645

Contex Energy Company
621 17th St.
Suite 1020
Denver, CO 80293

Gladys M. Buhler Trust, Randall J. Buhler, Trustee
474 Centennial Circle
Sterling, CO 80751

Edna Davison
c/o Culver Davison, Cons.
4403 S. Lowell Blvd.
Denver, CO 80236

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OF THE STATE OF COLORADO**

IN THE MATTER OF THE APPLICATION OF CARRIZO CAUSE NO.
OIL & GAS, INC. FOR AN ORDER POOLING ALL DOCKET NO.
INTERESTS IN THE NIOBRARA FORMATION IN A 640-
ACRE DRILLING AND SPACING UNIT IN WELD
COUNTY, COLORADO

AFFIDAVIT OF MAILING

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

Elizabeth Y. Gallaway, of lawful age, and being first duly sworn upon her oath, states and declares:

That she is the attorney for Carrizo Oil & Gas, Inc., and that on or before February __, 2012 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 February __, 2012.

Witness my hand and official seal.

My commission expires: _____.

Notary Public