

**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 20: 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. 535-3, which among other things, established one hundred and sixty-three (163) approximate 640-acre drilling and spacing units for certain lands, including Application Lands, and allow 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, including, but not limited to, any nonconsenting interests, in the Application Lands for the development of the Niobrara Formation, including, but not limited to, 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 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 July, 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: May 10, 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

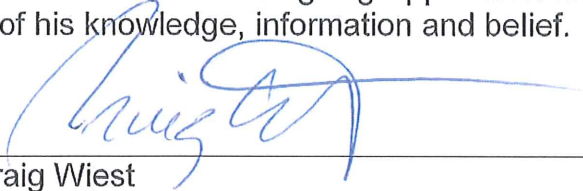
VERIFICATION

STATE OF TEXAS

COUNTY OF Harris

)
) 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 10th day of May, 2012.

Witness my hand and official seal.

My commission expires: 2/2/2016





Notary Public

EXHIBIT A

Bringelson Ranch, LLC
48904 CR 127
New Raymer, CO 80742

Leone S. Carey, Trustee of the Leone S. Carey Trust
u/d/t dated April 30, 1992
2405 Mountain View Drive
Escondido, CA 82026

Norma S. Sullivan Trust, u/d/t dated April 30, 1992
3325 Timber Ridge
Williamsburg, VA 23185-1474

David G. Majewski and Karen S. Majewski
11823 S. Maxwell Hill Rd.
Littleton, CO 80127

Mona Archer
5956 Newcrombie Court
Arvada, CO 80004

Anita Brauer
1088 Sarah Ave.
Chico, CA 95926

Lisa Scott
27617 Bottle Brush Wy.
Murieta, CA 92562

Dennis W. Yockim
P.O. Box 477
Williston, ND 58802

Jennifer K. Sator
14066 Greenway
Sterling, CO 80751

Jane L. McGowan
1301 Stonehenge Dr.
Fort Collins, CO 80525

Denis L. Bringelson
48904 CR 127
New Raymer, CO 80742

EOG Resources
600 17th St.
Suite 1000
Denver, CO 80202

Lila Lee Jennings, Trustee of the Revocable Inter
Vivos Trust of Lila Lee Jennings dated July 14, 1994
1001 2600th Rd.
Jennings, KS 67643

Roe Ann Wallin
68175 CR 88
New Raymer, CO 80742

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

Teri Root
P.O. Box 1234
Running Springs, CA 92382

Carol Shepherd
1826 ½ 21st Rd.
Greeley, CO 80631

Douglas A. Swanson and Stephanie M. Swanson,
husband and wife
339 Indian Paintbrush Drive
Golden, CO 80401

Jill Ann Farver
4807 Langdale Court
Fort Collins, CO 80526

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AFFIDAVIT OF MAILING

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

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 May 17, 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 May 10, 2012.

Witness my hand and official seal.

My commission expires: 10-04-13



Notary Public