

**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 60 West, 6th P.M.
Section 35: 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. 535-91, which among other things, established three approximate 640-acre drilling and spacing units for certain lands, including Application Lands, and authorized up to two horizontal wells within each unit, with the second well in each unit optional, for 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, 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

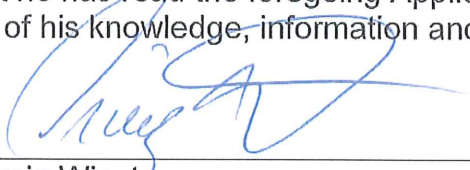
VERIFICATION

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

Bayshore Minerals, LLC
2305 W. Berry Ave.
Littleton, CO 80120

Carol Fowler
1019 County Road #330
Ignacio, CO 81137

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

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

Glen Kobobel
21460 Road 9
Weldona, CO 80653

Greg R. Thome
17737 E. Belleview Place
Centennial, CO 80015

H.A. Kugeler, Jr.
10251 Arapahoe Rd
Lafayette, CO 80026

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

Herbert H. Duell
1019 County Road #330
Ignacio, CO 81137

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

Kathryn O. Bomholt
10371 E. Evans #152
Denver, CO 80231

Kenneth D. Jacobs
45 Northwood Drive
Nashua, NH 03063

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

Lois E. Knittle
1901 Westridge Drive
Edmond, OK 73013

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

Oil and Gas Title Holding Corp.
5 East 59th St
New York, NY 10022

Pergamos, L.P.
5416 Birchman Ave.
Fort Worth, TX 76107

RoDa Drilling, LP
c/o Zenergy, Inc.
One Warren Place
6100 South Yale Ave., Suite 1700
Tulsa, OK 74136

Slick Rock, L. P.
5416 Birchman Ave.
Fort Worth, TX 76107

STA, LLC
3833 W. Dallas St.
Broken Arrow, OK 74012

WREE Holdings, LLC
5416 Birchman Ave.
Fort Worth, TX 76107

Rodella Minerals, LLC
10320 N. Chatfield Dr.
Littleton, CO 80125

Cynthia Schouten AKA Cynthia M.
Spurlock
1019 County Road #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

Ray E. Duell
1019 County Road #330
Ignacio, CO 81137

United States of America
1849 C Street NW Room 5665
Washington D.C., D.C. 20240

Ardis Kerns
1811 Montview Blvd.
Greeley, CO 80634

Diversified Operating Corporation
15000 W. 6th Ave, #102
Golden, CO 80401

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

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

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

TAK Mountain, LLC
1600 Broadway, Suite 1525
Denver, CO 80202

Marlys Allison
7246 Flowering Almond Drive
Colorado Springs, CO 80923

Miriam R. Key
3836 Drexmore Road
Keller, TX 76244

MK/Colorado, LLC
2311 Cedar Springs, Suite 405
Dallas, TX 75201

Terry J. Cammon
10455 W. 73rd Place
Arvada, CO 80005

Sunray Capital, L.P.
201 W. California St.
Gainesville, TX 76240

Mile High Oil & Gas, Inc.
P.O. Box 27296
Denver, CO 80202

Barracuda Investments, LLC
5416 Birchman Ave.
Fort Worth, TX 76107

Irene Duell
2252 Oleada Court
Englewood, FL 34224

Larry Kobobel
21460 Road 9
Weldona, CO 80653

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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:

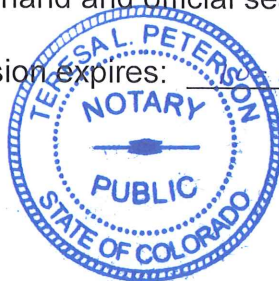
That she is the attorney for Carrizo Oil & Gas, Inc., and that on or before May 17, 2012 she caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

Elizabeth Y. Gallaway

Subscribed and sworn to before me May 10, 2012.

Witness my hand and official seal.

My commission expires: 04-13



Notary Public