

**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 25: 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. 535-70, which among other things, established two (2) approximate 640-acre drilling and spacing units for certain lands, including Application Lands, and approved up to two horizontal wells within 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

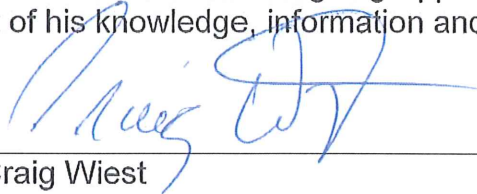
VERIFICATION

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.

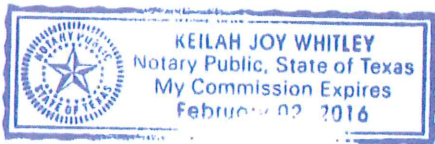


Craig Wiest

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

Clyde Hemberger and Janice E. Hemberger
2490 N. Country Road 3
Loveland, CO 80538

Weld County
915 10th St.
Greeley, CO 80631

The Dewey E. & Lourene E. Miller Trust dated March
16, 2001
811 E. St. Vrain
Colorado Springs, CO 80903

The Rogers Family, LLC
1018 Gateway Ave.
Fort Morgan, CO 80701

Knute Wilson Barnes AKA Knute W. Barnes
P.O. Box 1778
Elko, NV 89801-1778

Janette Kuehn AKA Janette Marie Kuehn
1639 40 Road
Heartwell, NE 68945

Beth Martin
9420 Carr St
Westminster, CO 80021

Jill M. Smith, f/k/a Jill Boner
959 South 3rd St.
Broken Bow, NE 68822

John L. Kuehn
1639 40 RD
Heartwell, NE 68945

Crystal Thomas AKA Crystal Marie Thomas
P.O. Box 370
Kersey, CO 80644-0370

William Thomas AKA William Lee Thomas
P.O. Box 370
Kersey, CO 80644-0370

Centennial Mineral Holdings, LLC
5950 Cedar Springs Rd.
Suite 200
Dallas, TX 75235

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

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

Carol Fowler
1019 County Road #330
Ignacio, CO 81137

Colorado Masonic Properties
2482 W Costilla Ave
Littleton, CO 80120

Martha H. Salser
PO Box 571
Kersey, CO 80644

Judy Brannberg
PO Box 211
Louviers, CO 80131

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

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

Bruce G. Duell
1575 Monroe St.
Denver, CO 80206

Marlys Allison
7246 Flowering Almond Dr.
Colorado Springs, CO 80923

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

Marvin E. & Carlotta Allred
2731 Northview Dr.
Hagerman, ID 83332

Baseline Minerals, Inc.
518 Seventeenth St.
Suite 1050
Denver, CO 80202

Noble Energy WYCO, LLC
1625 Broadway
Suite 2200
Denver, CO 80202

Bennett Richard Houston
9053 County Road 34
Platteville, CO 80651-9218

Lester L. Thomas
P.O. Box 370
Kersey, CO 80644-0370

Walter Thomas
8335 Morning Mist Ct.
San Diego, CA 92119

Lisa Kaplan
722 S. Kline St.
Lakewood, CO 80226

Julia Pavelka AKA Julia Kuehn
1639 40 RD
Heartwell, NE 68945

Joel Kuehn
1639 40 RD
Heartwell, NE 68945

Douglas Thomas
PO Box 370
Kersey, CO 80644

Drew W. Thomas
PO Box 370
Kersey, CO 80644

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

Herbert H. Duell
1601 Rosewood Drive
Brentwood, TN 37029

LHB Ventures, LLC
PO Box 46063
Denver, CO 80201

Cynthia Schouten AKA Cynthia M. Spurlock
1019 County Road #330
Ignacio, CO 81137

The Scottish Rite Foundation
1770 Sherman St.
Denver, CO 80203

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

Ardis Kerns
1811 Montview Blvd
Greeley, CO 80634

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

The Betty B Ladmer Trust, dated November 4, 1997
Trustees; Vicki Lynn Bagley and Teri Sue Levine
201 S Hudson St
Denver, CO 80222

Larry D. Duell
1920 Homestead Rd.
Greeley, CO 80634

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

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

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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