

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

IN THE MATTER OF THE PROMULGATION	)	CAUSE NO. 535
AND ESTABLISHMENT OF FIELD RULES TO	)	
GOVERN OPERATIONS IN AN UNNAMED	)	DOCKET NO. <i>To be assigned</i>
FIELD, ADAMS COUNTY, COLORADO	)	

APPLICATION

Carrizo Oil & Gas, Inc. ("Carrizo" or "Applicant"), by and through its attorneys, Burleson LLP, respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado (the "Commission") for an order to pool all interests in the approximate 640-acre drilling and spacing unit to be established for Section 12, Township 3 South, Range 65 West, 6th P.M., for the development and operation of the Niobrara Formation. 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 has registered as an operator with the Commission.

2. Applicant owns substantial leasehold interests in the below-listed lands:

Township 3 South, Range 65 West, 6th P.M.
Section 12: All

These lands are hereinafter referred to as the "Application Lands."

3. The Application Lands are presently unspaced with respect to the Niobrara Formation, which is a common source of supply underlying said lands and, as such, Rule 318.a. applies to said lands and under said rule, wells greater than 2,500 feet in depth shall be located not less than 600 feet from any lease line, and shall not be located less than 1,200 feet from any other producible or drilling well when drilling to the same common source of supply, unless authorized by order of the Commission upon hearing.

4. Under a separate and pending application, Applicant has requested an order establishing an approximate 640-acre drilling and spacing unit for the Application Lands, and the authority to drill up to two (2) horizontal wells within the proposed unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation, with the treated interval of the wellbore to be no closer than 600 feet from the proposed unit boundaries and no closer than 1,200 feet from the treated interval of any other wellbore located in the proposed unit and completed in the Niobrara Formation, without exception being granted by the Director.

5. Acting pursuant to the relevant provisions of §34-60-116(6) & (7), C.R.S., and Rule 530., Applicant seeks an order pooling all interests in the Application Lands, for the development and operation of the Niobrara Formation.

6. Applicant requests that the pooling order entered as a result of this Application be made effective as of the date of this Application, or the date that the costs

specified in §34-60-116(7)(b)(II), C.R.S., are first incurred for the drilling of a Niobrara Formation well on the Application Lands, whichever is earlier.

7. The granting of this Application is in accord with the Oil and Gas Conservation Act, found at §34-60-101, *et seq.*, C.R.S., and the Commission rules.

8. That the names and addresses of the interested parties (persons who own any interest in the mineral estate of the tracts to be pooled, except owners of overriding royalty interest) are attached hereto and marked Exhibit A. The Applicant shall submit a certificate of service for the Application within the seven days as required by Rule 503.e.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing, that notice be given as required by law and that upon such hearing this Commission enter its order:

A. Pooling all interests in the Application Lands, for the development and operation of the Niobrara Formation.

B. Providing that the pooling order is made effective as of the date of this Application, or the date that the costs specified in §34-60-116(7)(b)(II), C.R.S., are first incurred for the drilling of a Niobrara Formation well on the Application Lands, whichever is earlier.

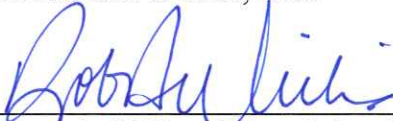
C. Providing that the interests of any owners, with whom the Applicant has been unable to secure a lease or other agreement to participate in the drilling of the authorized well, are pooled by operation of statute, pursuant to §34-60-116(7), C.R.S., and made subject to the cost recovery provisions thereof.

D. For such other findings and orders as the Commission may deem proper or advisable in the premises.

DATED this 10th day of May, 2012.

Respectfully submitted,

CARRIZO OIL & GAS, INC.

By: 

Robert A. Willis (Colorado Bar No. 26308)
Katharine E. Fisher (Colorado Bar No. 39230)
Burleson LLP
Wells Fargo Center
1700 Lincoln Street, Suite 1300
Denver, CO 80203
(303) 801-3200

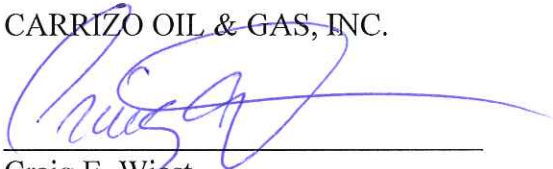
Applicant's Address:
1000 Louisiana Street, Suite 1500
Houston, TX 77002

VERIFICATION

STATE OF TEXAS)
) ss.
COUNTY OF HARRIS)

Craig E. Wiest, Land Manager-Western U.S. for Carrizo Oil & Gas, Inc., upon oath deposes and says that he has read the foregoing Application and that the statements contained therein are true to the best of his knowledge, information and belief.

CARRIZO OIL & GAS, INC.



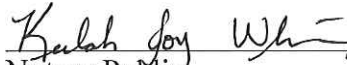
Craig E. Wiest

Subscribed and sworn to before me this 7 day of May, 2012, by Craig E. Wiest, Land Manager-Western U.S. for Carrizo Oil & Gas, Inc.

Witness my hand and official seal.

My commission expires: 2/2/2016





Notary Public

EXHIBIT A

INTERESTED PARTIES

The names and addresses of the interested parties according to the information and belief of the Applicant are set forth in this Exhibit A.

Carrizo Oil & Gas, Inc.
1000 Louisiana St., Suite 1500
Houston, TX 77002

Robert A. Willis
Burleson LLP
1700 Lincoln St., Suite 1300
Denver, CO 80290

Foundation Energy Fund I, LLC
16000 Dallas Parkway, Suite 875
Dallas, TX 75248

T. Verne Dwyer
508 W. Wall St.
Midland, TX 79701

Carrizo Oil & Gas, Inc.
500 Dallas St., Suite 2300
Houston, TX 77002

City and County of Denver
1437 Bannock St.
Denver, CO 80202-5321

Colorado Maverick Company, LLC
Attn: Steven C. Marshall
P.O. Box 7068
Rancho Santa Fe, CA 92067

WEP Transport Holdings, LLC
Attn: Steven C. Marshall
P.O. Box 7068
Rancho Santa Fe, CA 92067

L&S Capital, Ltd. By Foundation Energy
Mgmt, LLC
800 U.S. Highway 36, Byers, CO 80103

Application Map

Section 12, Township 3 South, Range 65 West, 6th P.M.

34	35	36	31	32
3	2	1	6	5
10	11	12	7	8
15	14	13	18	17
22	23	24	19	20
27	26	25	30	31

 Application Lands