

**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 60 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 September 19, 2011, the Commission entered Order No. 535-69, which among other things, established forty (40) 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 August, 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: June 19, 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

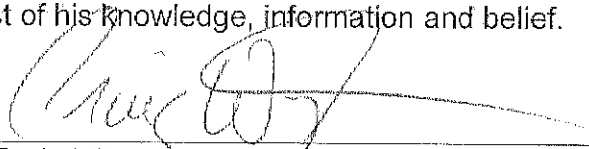
VERIFICATION

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.

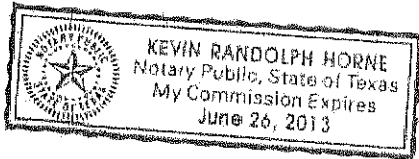


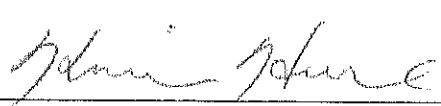
Craig Wiest

Subscribed and sworn to before me this 19th day of June, 2012.

Witness my hand and official seal.

My commission expires: June 26, 2013





Notary Public

EXHIBIT A

Circle Ranches, Inc.
4568 CR 74E
Livermore, CO 80536

Weld County
c/o Board of County Commissioners
915 10th St.
P.O. Box 758
Greeley, CO 80632

Noble Energy, Inc.
1625 Broadway
Suite 2200
Denver, CO 80202

Antelope Energy Company, LLC
P.O. Box 557
Kimball, NE 69145

Sundance Energy, Inc.
390 Interlocken Crescent
Suite 640
Broomfield, CO 80021

McElvain Energy Fund 2010, LLC
1050 17th St.
Suite 2500
Denver, CO 80265

David Leslie Bashor
56971 Weld County Road 87
Grover, CO 80729

Paul Nelson Dairy Farm, LLC
9000 Weld County Road 52
Milliken, CO 80543

Lone Pine Livestock, Inc.
4568 CR 74E
Livermore, CO 80536

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Livermore, CO 80536

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4568 CR 74E
Livermore, CO 80536

Clinton N. Bashor and Janet G. Bashor (JT)
41455 Weld County Road 106
Briggsdale, CO 80611

Ray Everett Bulter, III, Trustee under the Vivion L.
Butler Family Trust dated June 9, 1995
1 Wintermist
Irvine, CA 92614

David Leslie Bashor
56971 Weld County Road 87
Grover, CO 80729

William Clyde Bashor
57001 WCR 390
Grover, CO 80729

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

D-Dart Ranch, Inc.
6708 N. County Road 19
Fort Collins, CO 80524

Quarter Circle Lazy H Ranch, Inc.
4000 County Road 74E
Livermore, CO 80536

MAP2012-OK
c/o MAP Royalty, Inc.
101 N. Robinson
Suite 1000
Oklahoma City, OK 73102-5514

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CAUSE NO.

DOCKET NO.

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:

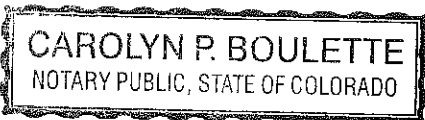
That she is the attorney for Carrizo Oil & Gas, Inc., and that on or before June 22, 2012 she caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.


Elizabeth Y. Gallaway

Subscribed and sworn to before me June 19, 2012.

Witness my hand and official seal.

My commission expires: Oct. 22, 2015



My Comm. Expires October 22, 2015


Carolyn P. Boulette
Notary Public