

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

IN THE MATTER OF THE APPLICATION OF)	
CARRIZO OIL AND GAS, INC., FOR AN)	
ORDER POOLING ALL INTERESTS IN THE)	Cause No.
NIOBRARA FORMATION IN FOUR PENDING)	
640-ACRE DRILLING AND SPACING UNITS)	Docket No.
LOCATED IN VARIOUS SECTIONS)	
LOCATED IN TOWNSHIPS 8 AND 10)	
NORTH, RANGES 59 AND 60 WEST, 6TH)	
P.M., IN AN UNNAMED FIELD, WELD)	
COUNTY, COLORADO)	

APPLICATION

Carrizo Oil and Gas, Inc. ("Applicant"), by and through its attorneys, Beatty & Wozniak, P.C., respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado (the "Commission") for an order pooling all interests in four (4) distinct 640-acre drilling and spacing units for the development of the Niobrara Formation on the following described lands:

Township 8 North, Range 60 West, 6th P.M.
Section 27: All ("DSU #1");

Township 10 North, Range 59 West, 6th P.M.
Section 28: All ("DSU #2");
Section 31: All ("DSU #3");
Section 33: All ("DSU #4")

Weld County, Colorado (together, the "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 an operator in good standing with the Commission.
2. Applicant owns substantial leasehold interests in the Application Lands.
3. The Application Lands are currently subject to Commission Rule 318.a. which provides that a well to be drilled in excess of two thousand five hundred (2,500) feet in depth shall be located not less than six hundred (600) feet from any lease line, and shall be located not less than one thousand two hundred (1,200) feet from any other producible or drilling oil or gas well when drilling to the same source of supply, unless authorized by order of the Commission upon hearing.
4. The Application Lands comprise four distinct and proposed 640-acre drilling and spacing units for the development of the Niobrara Formation. The application for the four

proposed 640-acre drilling and spacing units is scheduled to be heard at the February 11, 2013 Commission Hearing. Approval of the current pooling application is contingent upon Commission approval of this companion application. Concurrent with this pooling application, Applicant has petitioned the Commission to authorize additional horizontal wells, for a total of six wells, in the unit.

5. 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 by the six authorized wells.

6. 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.

7. 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 authorized wells, and will be provided with the information required by Rule 530. The list of such interested parties is attached hereto as Exhibit A.

8. 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.

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 by the six authorized wells.

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 wells 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 said 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 February 2013, that 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 this 13 day of December, 2012.

Respectfully submitted:

CARRIZO OIL AND GAS, INC.

By: 

Kenneth A. Wonstolen
Elizabeth Y. Gallaway
Kenneth E. Warner
Beatty & Wozniak, P.C.
Attorneys for Applicant
216 16th Street, Suite 1100
Denver, Colorado 80202
(303) 407-4499

Applicant's Address:
Carrizo Oil & Gas, Inc.
ATTN: Craig Wiest
1000 Louisiana Street, Suite 1500
Houston, TX 77002

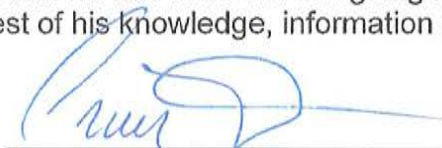
VERIFICATION

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 12th day of December, 2012.

Witness my hand and official seal.

My commission expires: June 26, 2013



Notary Public

Exhibit A

Interested Parties

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

Gary L. Steele
1517 Prairie Road
Colorado Springs, CO 80909

Timbro Ranch & Cattle Co., LLC
P.O. Box 1826
Sterling, CO 80751

Mary Lou Derksen, f/k/a, Mary Lou Doty
3910 Pointe West Place #143
Rapid City, SD 57702

Cynthia Kinchloe
318 S. 7th St.
Hamilton, MT 95840

Irene A. Emery, f/k/a, Irene A. Doty
C/O The Williams Home
1201 Langhome Rd
Lynchburg, VA 24503

Marge Doty
190 NE Juniper Court
Cedaredge, CO 81413

Theodore M. Doty, a/k/a, Ted Doty
9241 Bloomdale St
Santee, CA 92071

U.S. AgBank, FCB, f/k/a, Farm Credit
Bank of Wichita
245 N Waco
P.O. Box 2940
Wichita, KS 67801

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

Grayrock Minerals, LLC
5950 Cedar Springs Road, Suite 200
Dallas, TX 75235

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

Carol Fowler
1019 County Road #330
Ignacio, CO 81137

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

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

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

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

Marlys Allison
7246 Flowering Almond Drive
Colorado Springs, CO 80923

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

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

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

GTD Land Company, LLP
12122 West Atlantic Drive
Lakewood, CO 80228

The Estate of Ralph P. Hickman,
deceased
Address Unknown

John V. Allen
100 Allen Lane
Pine Ridge, AR 71961

Marilyn K. Jackson, a/k/a
Marilyn Kay Bates,
f/k/a Marilyn Kay Allen
Address Unknown

Martha H. Ferguson
Address and Status Unknown

Lory E. Ferguson, Jr. and
Lynne E. Ferguson
P.O. Box 361
Kiowa, CO 80117

James R. Carlson,
a/k/a James Roy Carlson
99 Moosewood Lane
Sagle, ID 30215

James W. Hickman
23518 WCR #1
Loveland, CO 80537

Janet Helen Johnson
6061 W. 1st St.
Greeley, CO 80634

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

McArthur Minerals, LLC
2313 17th St.
Greeley, CO 806234

The Estate of John Weiss, deceased
Address Unknown

The Estate of Jeanne H. Allen,
a/k/a Jeannie H. Allen, deceased

OIL India (USA) Inc.
c/o IOCL (USA) Inc.
333 Clay St. Ste. 3300
Houston, TX 77002

Van K. Bullock
P.O. Box 484
Morrison, CO 80465

Whiting Oil and Gas Corporation
1700 Broadway
Suite 2300
Denver, CO 80290-1703

EOG Resources, Inc.
600 17th Street, Suite 1100
Denver, CO 80202

Nelson Ranches, Inc.
58900 Weld County Road 382
Grover, CO 80729

David R. Steele
P.O. Box 93
Montrose, CO 81402

Carol Doty
1921 Curtiss
Downers Grove, IL 60515

Vincent Yohe
POA: Kathy Buell
P.O. Box 53
Sun River, MT 59483

Richard L. Doty
125 White Horse Pike
Haddon Heights, NJ 08035

Larry Everett Denver and Charlotte
Laverne Denver, as Trustees of the
certain Revocable Intervivos Trust
Indenture established pursuant to a trust
indenture dated February 20, 2001, f/b/o
Larry Everett Denver and Charlotte
Laverne Denver
147 Bethany Drive
Manhattan, KS 66503

Phyllis M. Doty
P.O. Box 4366
Downing Park, FL 32064

Virginia L. Hammond
991 Mistflower Lane
Florence, KY 41042

McArthur Minerals, LLC
2313 17th St.
Greeley, CO 806234

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

Herbert H. Duell
1601 Rosewood Drive
Brentwood, TN 37029

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

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

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

Ardis Kerns
1811 Montview Blvd.
Greeley, CO 80634

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

Bruce G. Duell
1575 Monroe Street
Denver, CO 80206

Larry D. Duell
1910 Homestead Road
Greeley, CO 80634

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

Lincoln Energy, LLC
978 S. Corona St.
Suite 610
Denver, CO 80209

The Estate of John Weiss, deceased
Address Unknown

Margaret H. Templeton
C/O The Regency at South Shore
322 Washington Place
Erie, PA 16505

The Estate of Jeanne H. Allen,
a/k/a Jeannie H. Allen, deceased
John Russell Allen
Address Unknown

Douglas James Allen
Address Unknown

H.B. Ferguson and Geneva Ferguson
3798 Pete Seay Road
Sulphur, LA 70665

Carl Jerry Carlson
345 Merrydale Drive
Fayetteville, GA 30215

Robert D. Hickman
806 Loch Lommond Drive
Hutchinson, KS 67502

Joyce E. Abrams, a/k/a
Joyce E. Abrames
5801 Tampa Shores Blvd.
Tampa Bay, FL 33615

Irene A. Emery, f/k/a, Irene A. Doty
C/O The Williams Home
1201 Langhome Rd
Lynchburg, VA 24503

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

The Estate of Ralph P. Hickman,
deceased
Address Unknown

Martha H. Ferguson
Address and Status Unknown

IOCL (USA) Inc.
333 Clay St. Ste. 3300
Houston, TX 77002

Greg Carnes
P.O. Box 1990
Lees Summit, MO 64063

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

12	7	8	9	10	11	12	7	8	9	10	11	12	7	8	9	10	11	12	7	8
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6 Wells 600' Spacing

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COUNTY, COLORADO)

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 and Gas, Inc., that on or before December 20, 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 December 13, 2012.

Witness my hand and official seal.

My commission expires 10-04-13.



Notary Public