

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 FIVE)	
ESTABLISHED 640-ACRE DRILLING AND)	Docket No.
SPACING UNITS LOCATED IN VARIOUS)	
SECTIONS LOCATED IN TOWNSHIPS 8)	
AND 9 NORTH, RANGES 59, 60, AND 61)	
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 five established 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 9: All ("DSU #1");

Township 8 North, Range 61 West, 6th P.M.
Section 20: All ("DSU #2");

Township 9 North, Range 59 West, 6th P.M.
Section 15: All ("DSU #3");

Township 9 North, Range 60 West, 6th P.M.
Section 25: All ("DSU #4");

Township 9 North, Range 60 West, 6th P.M.
Section 35: All ("DSU #5");

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. On February 22, 2011, the Commission issued Order No. 535-3, which among other things, established 160 approximate 640-acre drilling and spacing units for the production of oil, gas and associated hydrocarbons from the Niobrara Formation underlying certain lands and allowed up to one horizontal well in each of the units. Order No. 535-3 applies to DSU #2, DSU #3, DSU #4, and DSU #5. Concurrent with this pooling application, Applicant has petitioned the Commission to authorize additional horizontal wells, for a total of six wells, in the unit.

4. On September 19, 2011, the Commission entered Order No. 535-69 which, among other things, established 40 approximate 640-acre drilling and spacing units for certain lands and approved two horizontal wells within each unit for the production of oil, gas, and associated hydrocarbons from the Niobrara Formation. Order No. 535-69 applies to DSU #1.

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

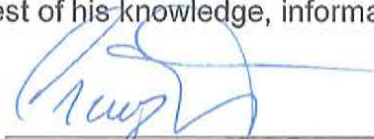
VERIFICATION

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 12~~th~~ 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
Bureau of Land Management
1849 C Street NW Room 5665
Washington, D.C. 20240

Pillar of Fire, for use of the
Bellevue School of the Pillar of Fire
1302 Sherman St.
Denver, CO 80203

Delbert C. Parsons, deceased
and Beulah B. Parsons, deceased
Route 1, Box 4
Briggsdale, CO

Diann Kay Corliss
2634 W. 22nd Street
Greeley, CO 80631

Shawn E. Corliss
1231 Bellemeade Way
Burleson, TX 76028

Wade L. Corliss
26649 County Road 60 ½
Greeley, CO 80631

A.W. Pepper
Address Unknown
Denver, CO

Board of County Commissioners of
Weld County, Colorado
Weld County Centennial Center
915 10th Street
Greeley, CO 80631

Deland Todd Castor
25450 County Rd 10
Weldona, CO 80635

Marvin G. Fuss
520 46th Ave.
Greeley, CO 80634

Maxine Van Doren and
Robert L. Van Doren
3820 W. 7th St. Rd
Greeley, CO 80634

Paulette R. Hall Disability trust dated
December 8th, 2008
440 Walnut Ave
Eaton, CO 80615

David Fuss and Kathryn Fuss
1507 Helms Short Ct Rd
Monroe, NC 28110

Daniel J. Motis
4131 W. 15th St
Greeley, CO 80634

Clarence R. Motis
4131 W. 15th St
Greeley, CO 80634

Mary Ann Motis Ritz
4131 W. 15th St
Greeley, CO 80634

Mike D. Shull and Peggy J. Shull
53004 Weld County Road 100
Grover, CO 80729

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

Casper Mountain Royalty LP
c/o Josh Leffler
7303 North Highway 81
Duncan, OK 73533

Bertha M. Corell, deceased
Address Unknown
Cambridge, NE

Sheryl Koller
P.O. Box 300
Arapahoe, NE 68922

Mary Eloise Lane
6914 Beargrass Road
Harmony, FL 34773

Oil Lease Purchase Association, Inc.
Address Unknown

White River Royalties, LLC
47194 S. Valentia Street
Denver, CO 80237

John R. Copeland and Geraldine J.
Copeland, Trustees of the John R.
Copeland and Geraldine Copeland
Revocable Living Trust dated May 27,
20084668 N. Arrow Crest Way
Boise, ID 83703

Rhonda L. Monteer
1396 Highway A
Iberia, MO 65486

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

OOGC America, Inc.
c/o CNOOC International, Ltd.
P.O. Box 4705, No. 25
Chaoyangmenbei Dajie
Dongcheng District
Beijing, 100010, PR China

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

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

Energy West Corporation
P.O. Box 1441
Denver, CO 80201

IOCL (USA) Inc.
Address Unknown

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

Sievers Family Minerals LLC
43605 County Rd. 92
Briggsdale, CO 80611

Carl E. Mays
4864 Glen Isle Drive
Loveland, CO 80538

Linda Sue French
13785 East Marina Drive #A
Aurora, CO 80014

Ceri L. Corliss
2634 W. 22nd Street
Greeley, CO 80631

James E. Sievers
43605 County Rd. 92
Briggsdale, CO 80611

David A. Pepper, as Personal
Representative of the Estate of Allan R.
Pepper, deceased
1024 Royal Oaks Dr. #419
Monrovia, CA 91016

Wade E. Castor
22791 Highway 39
Weldona, CO 80635

Paul R. Weitzel
40366 WCR99
Briggsdale, CO 80611

Alvin L. Fuss and Ruby J. Fuss
520 46th Ave.
Greeley, CO 80634

Marilyn K. Barber and
David M. Barber
440 Walnut Ave
Eaton, CO 80615

Harry Fuss and Rhonda Fuss
1113 Tomberlin Rd
Monroe, NC 28110

Marsha Arnold
2412 3rd Ave
Scottsbluff, NE 69361

Robert F. Motis
4131 W. 15th St
Greeley, CO 80634

Edward Dean Motis
4131 W. 15th St
Greeley, CO 80634

Larry T. Shull
2343 W. 1st Street
Greeley, CO 80631

Mike Shull
53004 Weld County Road 100
Grover, CO 80729

Black Hawk Royalty III LP
c/o Josh Leffler
7303 North Highway 81
Duncan, OK 73533

Black Hawk Royalty II LP
c/o Josh Leffler
7303 North Highway 81
Duncan, OK 73533

Merna Annette Nelson Richardson
1550 Topanga Lane Suite 104
Lincoln, CA 95648

M. Jane Carter
9443 S. Jamestown Ave.
Tulsa, OK 74135

Larry Barnhart
525 Cedar Ridge Drive
Newton, KS 67114

Black River Royalties, LLC
1645 Court Place, Suite 326
Denver, CO 80202

Matthew /A. Poulos
20544 Yeandle Ave
Castro Valley, CA 94566

Stephen James Swinney
8961 Harvest Hill Way
Elk Grove, CA 95758

Chesapeake Exploration, LLC
P.O. Box 18496
Oklahoma City, OK 73154

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

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

Noble Energy WYCO, LLC
1625 Broadway, Suite 2200
Denver, CO 80202-4720

OIL India (USA) Inc.
Address Unknown

Weld County, Colorado

31	32	33	10N 61W	34	35	36	31	32	10N 59W	33	34	35	36	31	32	33	34	35	36
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31	32	33	34	35	36	36	31	32	33	34	35	36	36	31	32	33	34	35	36

Legend

6 Wells 600' Spacing

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WEST, 6TH P.M., IN AN UNNAMED FIELD,)
WELD COUNTY, COLORADO)

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 30, 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