

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 A 640-ACRE )	
DRILLING AND SPACING UNIT FOR THE )	Docket No.
NIOBRARA FORMATION LOCATED IN )	
SECTION 8, TOWNSHIP 10 NORTH, RANGE )	
59 WEST, IN 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 for the development of the Niobrara Formation on the following described lands:

Township 10 North, Range 59 West, 6<sup>th</sup> P.M.  
Section 8: All

Weld County, Colorado ("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 comprise a proposed 640-acre drilling and spacing unit for the development of the Niobrara Formation. The application for the proposed 640-acre drilling and spacing unit is scheduled to be heard at the May 2013 Commission Hearing. See Docket No. 1305-SP-69. Approval of the current pooling application is contingent upon Commission approval of this companion application. Docket No. 1305-SP-69 also seeks Commission authorization for a total of six wells in the proposed drilling and spacing unit.
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.
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.

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 authorized to be 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, 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: April 17, 2013.

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  
500 Dallas Street, Suite 2300  
Houston, TX 77002

VERIFICATION

STATE OF TEXAS

)

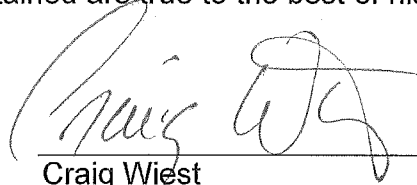
ss.

)

COUNTY OF HARRIS

)

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.

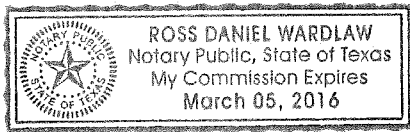


Craig Wiest

Subscribed and sworn to before me this 17<sup>th</sup> day of April, 2013.

Witness my hand and official seal.

My commission expires: MARCH 5, 2016



Notary Public

Exhibit A  
Interested Parties

Danny Paul Hart and Joann  
Mary Hart  
33049 Pikes Peak Drive  
Greeley, CO 80634

Donald R. Brown aka Donald  
Robert Brown  
aka Donald Brown  
50 Cherry Avenue #19,  
Eaton, CO 80615

Frank DiGrappa  
621 17th St., Suite 2150  
Denver, CO 80293

Haimo Oil & Gas LLC  
Address Unknown

Jody Jeanine James  
940 Mercury Drive  
Lafayette, CO 80026

Keith Cloid Edwards  
Address Unknown

McGahey Oil, LLC  
5305 W. Jewell Ave.  
Lakewood, CO 80232

OIL India (USA) Inc.  
Address Unknown

Ray Schramm  
3318 S. Dayton Ct.  
Denver, CO 80231

Terry J. Cammon  
10455 W. 73rd Place  
Arvada, CO 80005

Foundation Energy Fund III-A,  
L.P.  
16000 Dallas Parkway, Suite 875  
Dallas, TX 75248

Foundation Energy Fund IV-A,  
L.P.  
16000 Dallas Parkway, Suite 875  
Dallas, TX 75248

Ehmke Ranch, LLLP  
53468 WCR 384  
Grover, CO 80729

Foundation Energy Fund IV-B  
Holding, L.L.C.  
16000 Dallas Parkway, Suite 875  
Dallas, TX 75248

M.H. Musser aka Morris Musser  
aka Morris H. Musser aka Morris  
Hugh Musser aka Hugh Musser  
aka M. Hugh Musser  
4647 S. Dartmouth Dr.  
West Valley City, UT 84120

Will A. Brown aka  
Will Arlon Brown  
aka W. Arlon Brown  
507N Box 96  
Peetz, CO 80747

Roger A. Brown aka  
Roger Alan Brown  
aka Roger Brown  
37691 Road 710  
McCook, NE 69001

The Estate of Wilda Alice Musser  
AKA Alice Musser, deceased  
Address Unknown

Elaine Werner Living Trust, dated  
May 17, 1990, Arthur T. Werner  
and Elaine Werner, Trustees  
34584 WCR 49  
Eaton, CO 80615

The Estate of Thema Jo Brown,  
deceased  
Address Unknown

Joey Michael Alexander  
P.O. Box 571  
Lafayette, CO 80026

Shirley A. Nash aka  
Shirley Ann Nash aka Shirley Nash  
13613 East Highway 20-26  
Evansville, WY 82636

Western Operating Co.  
518 17th St., Suite 200  
Denver, CO 80202

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

John A. Ehmke Ranch  
58519 WCR 107  
Grove, CO 80729

Dorothy M. Edwards AKA Dorothy  
Edwards  
22104 NE 58th St.  
Vancouver, WA 98682

Mile Hi Oil & Gas, Inc.  
PO Box 27296  
Denver, CO 80227-0296

IOCL (USA) Inc.  
Address Unknown

Foundation Energy Fund III-B  
Holding, L.L.C.  
16000 Dallas Parkway, Suite 875  
Dallas, TX 75248

Palace Energy Company  
5 East 59th Street, 5th Floor  
New York, NY 10022

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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:

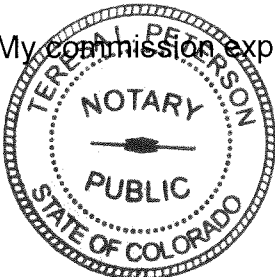
That she is the attorney for Carrizo Oil and Gas, Inc., that on or before April 29, 2013, she caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

  
Elizabeth Y. Gallaway

Subscribed and sworn to before me April 18, 2013.

Witness my hand and official seal.

My commission expires: 10-04-13.



  
Notary Public