

**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 31: 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 February 22, 2011, the Commission entered Order No. 535-3, which among other things, established 160 approximate 640-acre drilling and spacing units for certain lands, including Application Lands, and authorized one horizontal well within each unit, 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

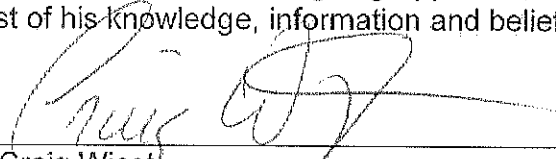
STATE OF TEXAS

COUNTY OF Harris

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ss.

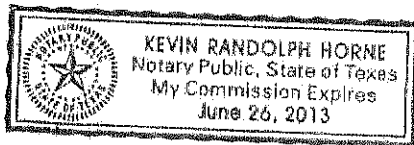
Craig Wiest, of lawful age, being first duly sworn upon oath, deposes and says that he is a Land Manager for Carrizo Oil & Gas, Inc. and that he has read the foregoing Application and that the matters therein contained are true to the best of his knowledge, information and belief.

  
\_\_\_\_\_  
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



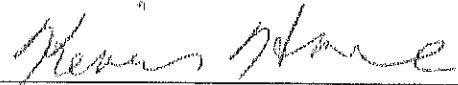
  
\_\_\_\_\_  
Notary Public

EXHIBIT A

EOG Resources, Inc.  
P.O. Box 4362  
Houston, TX 77210

Antelope Energy Co., LLC  
P.O. Box 577  
Kimball, NE 69145

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

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

Scott Adams  
P.O. Box 1851  
Woodward, OK 73802

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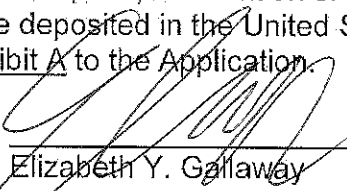
DOCKET NO.

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:

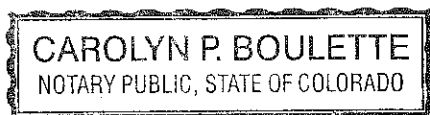
That she is the attorney for Carrizo Oil & Gas, Inc., and that on or before June 22, 2012 she caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

  
Elizabeth Y. Gallaway

Subscribed and sworn to before me June 19, 2012.

Witness my hand and official seal.

My commission expires: October 22, 2015.



My Comm. Expires October 22, 2015

  
Notary Public