

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 1280-ACRE)	
DRILLING AND SPACING UNIT FOR THE)	Docket No.
NIOBRARA FORMATION IN SECTIONS 17)	
AND 18, TOWNSHIP 7 NORTH, RANGE 60		
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 7 North, Range 60 West, 6th P.M.

Section 17: All

Section 18: 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. On June 27, 2011, the Commission entered Order No. 535-41 which, among other things, established nine approximate 640-acre drilling and spacing units for certain lands, including Section 18, Township 7 North, Range 60 West, and approved up to two horizontal wells within each unit for the production of oil, gas, and associated hydrocarbons from the Niobrara Formation.
4. On August 8, 2011 the Commission issued Order No. 535-65 which, among other things, established two approximate 640-acre drilling and spacing units for certain lands, including Section 17, Township 7 North, Range 60 West, and allowed up to two horizontal wells within each unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation. This Order supersedes Order No. 535-51 which, among other things, established nine approximate 640-acre drilling and spacing

units for certain lands, including Section 17, Township 7 North, Range 60 West, and approved up to one horizontal well within each unit.

5. On August 20, 2012 the Commission issued Order No. 535-195 which, among other things, established one 1,280-acre drilling and spacing unit, and allowed up to two horizontal wells on the Application Lands for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

6. 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.

7. 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.

8. 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.

9. 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 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: November 2, 2012

By: 

Kenneth A. Wonstolen
Elizabeth Y. Gallaway
Kenneth E. Warner
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

Craig Wiest

Subscribed and sworn to before me this 26th day of October, 2012.

Witness my hand and official seal.

My commission expires: 2/2/2016



Karah Jay Witz
Notary Public

Exhibit A

Interested Parties

Pergamos, L.P.
5416 Birchman Avenue
Fort Worth, Texas 76107

Slick Rock, L. P.
5416 Birchman Avenue
Fort Worth, Texas 76107

Mary H. Lewis
468 Old Hickory
Conroe, TX 77302

Magdalene Jones
6670 Woodridge
Beaumont, TX 77706

John T. Ashabranner
P.O. Box 40
North Zulch, TX 77872

Douglas D. Howard and June E.
Howard, as Co-Trustees of The
Howard Family Revocable Trust
12013 Robinwood Place
Oklahoma City, OK 73102

Stewart W. Mark and The Marital
Deduction Trust and The
Residuary Trusts A and B under
the Will of Ruth Eleanor Mark
c/o Mary Anne Malone
6208 Waterford Blvd. #97
Oklahoma City, OK 73118

David P. Pierson
102 Robin Drive
Paulsboro, NJ 08066

Johnnie M. Martin
2601 Cocano Southwest
Albuquerque, NM 87105

Jack Clarence Martin
518 Foxrun Ct.
Mannford, OK 74044

Diane M. Gradone
608 Wildwood Rd.
West Allenhurst, NJ 07711

Richard E. Marshall
15 Elm Lane
Shrewsbury, NJ 07702

Ray Everett Butler, III, Trustee
under the Vivion L. Butler Family
Trust dated June 9, 1995
1466 Recado Rd.
La Habra Heights, CA 90631

Joint Resources Company
5416 Birchman Avenue
Fort Worth, TX 76107

New Frontier Energy, Inc.
1801 Broadway, Suite #920
Denver, CO 80202

Jacqueline Helfenstein and
Richard Helfenstein,
Trustees of the Helfenstein
Family Trust
14303 165th Place SE
Renton, WA 98059

AED Group, LLC
6301 Gaston Ave.
Suite 240
Dallas, TX 75214

Marathon Oil Company
5555 San Felipe
Houston, TX 77253

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

John D. Stephenson Family Trust
1357 43rd Ave. #27
Greeley, CO 80634

Richard J. Bartels and Robin L.
Peppler as Trustees of the
Grandchildren's Trust II
2131 62nd Ave Court
Greeley, CO 80634

WYOCO Royalty Partners LLC
P.O. Box 280969
Lakewood, CO 80228

Sunray Capital, L.P.
201 W. California Street
Gainesville, Texas 76240

WREE Holdings, L.L.C.
5416 Birchman Avenue
Fort Worth, Texas 76107

John H. McQuown
14091 E. Marina Dr., Condo #101
Aurora, CO 80014

Jerry L. Ashabranner
4743 E. Indigo
Gilbert, AZ 85298

Margaret C. Turk
1900 CR 27
Tyler, TX 75707

Christopher Edwards
P.O. Box 21270
Oklahoma City, OK 73156

Lew Allen, Jr.
1040 So. Arroyo Blvd.
Pasadena, CA 81105

Betty Ferrol Riddle
6339 S. 91st E. Ave., Apt. 133
Tulsa, OK 74133

Lorraine Martin
2601 Cocono Southwest
Albuquerque, MN 87105

Nancy A. Gardner
10044 Bucklin St.
Tampa, FL 33625

Donald K. Marshall
14716 Brougham Way
Gaithersburg, MD 20878

Stephen H. Furber
1012 Spindle Palm Way
Apollo Beach, FL 33572

Charles G. Herd
a/k/a Charles Gerald Herd
10049 Los Coyotes Ct.
Fountain Valley, CA 92718

Continental Resources, Inc.
P.O. Box 1032
Enid, OK 73702

SKV, LLC
P.O. Box 300687
Denver, CO 80218

Great Northern Properties, LLLP
1130 38th Ave., Ste. B
Greeley, CO 80634

Margaret Helen Riddell
3793 E. Lass Ave.
Kingman, AZ 86409

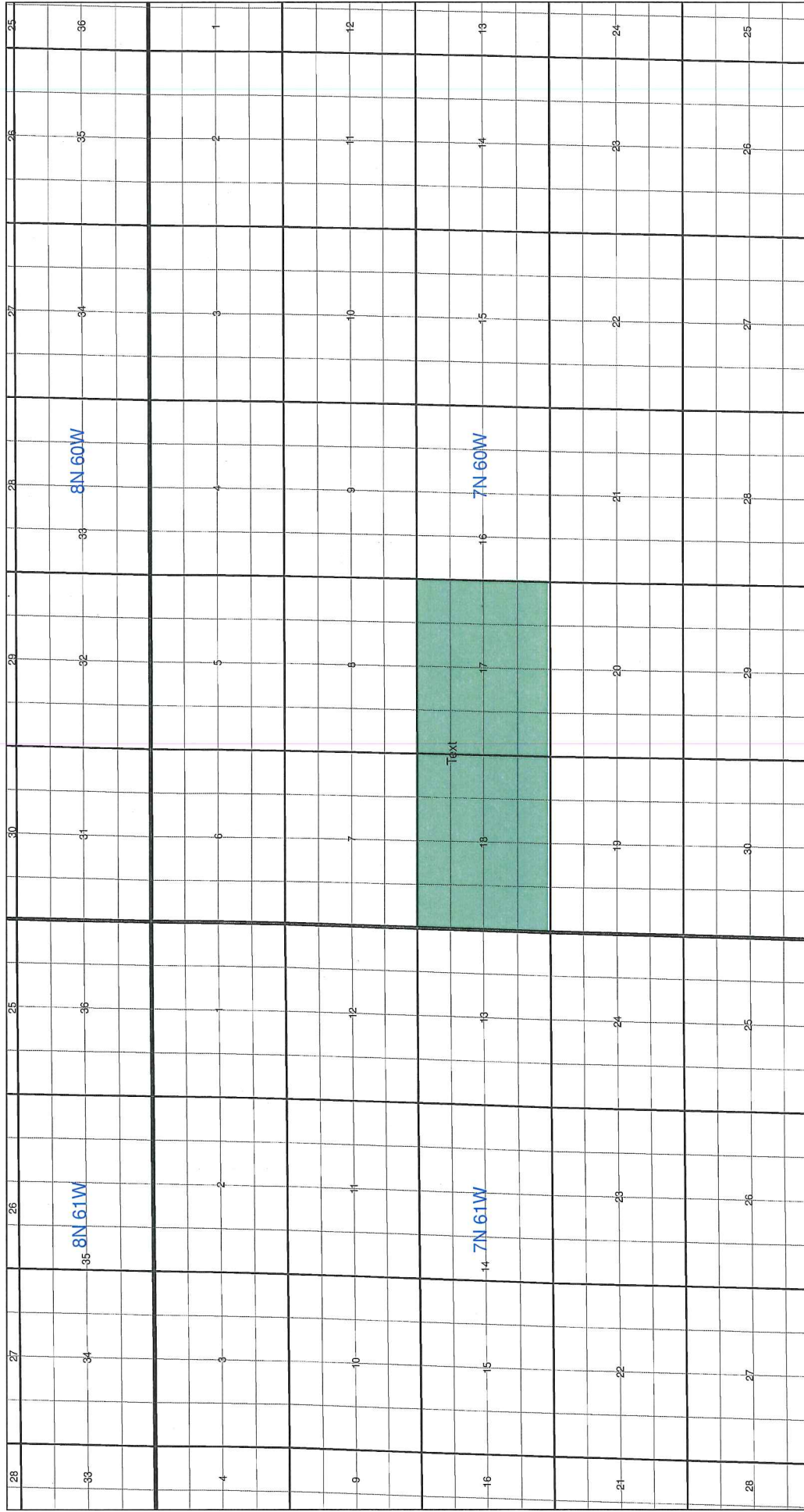
D-M Corporation
P.O. Box 1196
Englewood, CO 80150

Thomas G. Dorough Trust
P.O. Box 1196
Englewood, CO 80150

Kathryn B. Stahlman and Robin
L. Peppler as Trustees of the
Grandchildren's Trust I
316 Pearson Rd
Dayton, OH 45433

Richard Downing, Jr.
2552 E. Alameda Ave.
Denver, CO 80209

Section 17 & 18-7N60W



6 Wells 600' Spacing

January 1280

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AND 18, TOWNSHIP 7 NORTH, RANGE 60
WEST IN 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 November
9, 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 ^{November}~~October~~ 2, 2012.

Witness my hand and official seal.

My commission expires: April 16, 2016.




Notary Public

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WEST IN WELD COUNTY, COLORADO)

Cause No.

Docket No. 1301-UP-08

SUPPLEMENTAL 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. and that on November 15, 2012, she caused a copy of the above-captioned Application to be deposited in the United States Mail, postage prepaid, addressed to the following additional party:

Jeffrey D. Furber
165 Tremont, Suite 1001
Boston, MA 02111

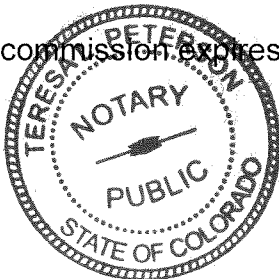


Elizabeth Y. Gallaway

Subscribed and sworn to before me November 15, 2012.

Witness my hand and official seal.

My commission expires: 10-04-13





Notary Public