

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

IN THE MATTER OF THE APPLICATION OF)	Cause No.
CARRIZO OIL AND GAS, INC., FOR AN)	
ORDER POOLING ALL INTERESTS IN THE)	Docket No.
NIOBRARA FORMATION IN A 640-ACRE)	
DRILLING AND SPACING UNIT FOR THE)	
NIOBRARA FORMATION LOCATED IN)	
SECTION 32, TOWNSHIP 9 NORTH, RANGE)	
58 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 9 North, Range 58 West, 6th P.M.
Section 32: 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 February 22, 2011, the Commission issued Order No. 535-3, which among other things, established 160 approximate 640-acre drilling and spacing units, and allowed one horizontal well in each unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation underlying certain lands, including Section 32, Township 9 North, Range 58 West, and allowed up to one horizontal well in each of the units.
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 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



Keilah Joy Whitley
Notary Public

Exhibit A

Interested Parties

Bringleson Ranch, LLC,
a Colorado Limited Liability Company
46 Thomas St.
New Raymer, CO 80742

Richard Truxaw
2532 Falcon Dr. NE
Cedar Rapids, IA 52402

Edward Mike Davis
800 W. Sam Parkway S., Suite 133
Houston, TX 77042

Joe Kotoue Clema
301 Missouri Ave.
Herndon, VA 20170

William A. Gifford Jr., Successor Trustee
of the Grace I. Truxaw Trust Agreement
dated November 28, 1977
2805 Garrison Ave.
Evanston, IL 60201

Oliver R. Kibben
Address Unknown

Clarence R. Motis
P.O. Box 46
Centennial, WY 82055

Robert F. Motis
2048 21st Ave Ct.
Greeley, CO 80631

Daniel J. Motis
4131 W. 15th St.
Greeley, CO 80631

Crown Energy Drilling & Production
Fund 2001-1 Limited Partnership
333 North Portland Ave.
Oklahoma City, OK 73107

Paul L. McCulliss
P.O. Box 3248
Littleton, CO 80161-3248

Neil B. Dieterich III
2171 Knapp St.
ST Paul, MN 55108

Robert Lewis
Address Unknown

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

F. J. Clark
Address Unknown

Frontier Realty Corporation
Address Unknown

Charles J. Stoffel
Address Unknown

Alberta Allander
Address Unknown
Lakewood, CO

Faye Dowling
Address Unknown
Denver, CO

Debra Dee Dowling Canino
577 Lafayette Street
Denver, CO 80218

Karen Cavalier
6704 Balsam Street
Arvada, CO 80004

Nancy C. Hartsfield
Address Unknown

Harry E. Doudrick
341 North Lawn Ave.
Kansas City, MO

F. C. Hendee
Address Unknown

Robert Lewis Hartsfield
P.O. Box 1328
Carnelian, CA 96140

John Leon Hartsfield
1032 Acacia
Placentia, CA 92670

Mabel Lampkin or Rylan S. Lamkin
Address Unknown
Appleton City, MO

George Rice Pickerill
Address Unknown
Appleton City, MO

Ray Baird
Address Unknown

L. I. Bruggeman
Address Unknown

J. F. Harrington
Address Unknown

Donald R. Dyrenforth, deceased
Address Unknown

Karen L. Dyrenforth
7435 Chase Street
Arvada, CO 80003

Debora Dyrenforth
3664 Mountain Road
Columbus, OH 43220

Royal Royalties Limited Trustee for
Royal Syndicate No. 1
Address Unknown

Martha L. Schneidewind
123 East Magna Vista
Arcadia, CA 91006

Ned Schneidewind
8987 East Tanque Verde Road
Suite 309-311
Tucson, AZ 85749

Bradshaw Babb Lupton, Jr.
227 Maple Ave.
Shrewsbury, MA 01545

Charles T. Lupton, Jr.
11346 So. Stelling Road
Cupertino, CA 95014

Charles T. Lupton III
4143 San Ramon Way
San Jose, CA 95111

Lorraine C. Scheer
2570 W. Horizon Ridge Pwky
Apt. 4203
Henderson, NV 89052

John Larson
9930 Richeon Ave.
Downey, CA 90240

Frantz R. Lupton Jr.
6689 Country Club Dr.
Pinetop, AZ 85935

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Pinetop, AZ 85935

Noble Energy WyCo, LLC
1625 Broadway
Suite 2200
Denver, CO 80202

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

United State of America
1849 C St. NW, Rm. 5665
Washington, DC 20240

Bertha L. Sherer, deceased
Address Unknown
Pueblo, CO

William Lute Clema,
a/k/a William L. Clema
520 River Hills Road
Mineral Bluff, GA 30559

Grace I. Truxaw
Address Unknown
Lombard, IL

The Dale Schmeeckle and Edith M.
Schmeeckle Trust
67490 Highway 14
New Raymer, CO 80742

Elna P. Kibben
P.O. Box 43
Curtis, NE

Mary Ann Motis Ritz
56 W. Ranch Trail
Morrison, CO 80465

Edward Deane Motis
4141 Chilberg Ave. S.W.
Seattle, WA 98116

Crown Energy Company
One North Hudson, Suite 500
Oklahoma City, OK 73102

George G. Vaught, Jr.
P.O. Box 13557
Denver, CO 80201-3557

Neil B. Dieterich, Jr.
Address Unknown

H. T. Whitaker
Address Unknown

Odyssey Royalties, L.L.C.
8261 S. Monaco Court
Englewood, CO 80112

White River Royalties, LLC
4194 S. Valentia Street
Denver, CO 80237

Margaret A. Wilson
Address Unknown

W. L. Settle
Address Unknown
Kansas City, MO

Florence E. Stinebaugh
Address Unknown

Walter A. Raymond
3475 South Quay Street
Lakewood, CO 80227

Gary R. Dowling, Trustee of the Dowling
Grandchildren Trust
13626 Cannady Ct.
Houston, TX 77069

Warren C. Stinebaugh
Address Unknown
Trinidad, CO

Max W. Ball
Address Unknown

Ben Turoff
Address Unknown
Lees Summit, MO

Naomi M. Hopkins
107 Popago Lane
Lake Winnebago, MO 64034

E. L. Davis
Address Unknown

Jay L. Kackley and Susan G. Kackley,
Trustee of the Jay L. Kackley and Susan
G Kackley Revocable Trust, dated 3,
2005
101 Lexington Way
Edmond, OK 73009

Emma Lukenbill or Charles E. Lukenbill
Address Unknown
Appleton City, MO

Edith Salmon
Address Unknown
Appleton City, MO

Frank Hough
Address Unknown
Butler, MO

Chester Buzard
Address Unknown

Joseph Maudru
Address Unknown

Donald Dyrenforth
Address Unknown

William P. Dyrenforth, deceased
Address Unknown

William P. Dyrenforth Jr.
4927 Clearwater Drive
Loveland, CO 80538

Mary D. Hickling
4698 Apple Way
Boulder, CO 80301

Elsie Larson
9930 Richeon Avenue
Downey, CA 90240

Jan Olsen
56 Haozous Road
Sante Fe, NM 87508

Bradshaw Babb Lupton
Three Franklin Place
Capitol Hill, NC 27514

Martha Leary
4609 Raccoon Trail
Hermitage, TN 37076

Lee Clarke
3855 Rambla Pacifico St. Unit D
Malibu, CA 90265

Steven Keller Lupton
26485 McPhersen Road
Perris, CA 92570

Richard J. Scheer
15900 W. 76th Ave.
Arvada, CO 80007

Charles Clark
Address Unknown
Appleton City, MO

Julie Ann Lupton, deceased
2860- 7th Street
Boulder, CO 80302

Ivan de Mitkiewioz
Address Unknown
Kansas City, MO

Ward Petroleum Corporation
502 South Fillmore
Enid, OK 73702

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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 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.

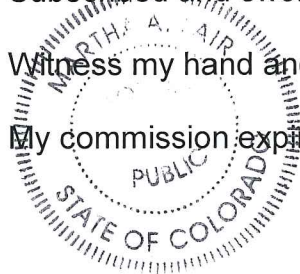


Elizabeth Y. Gallaway

Subscribed and sworn to before me ~~October~~ ^{November} 2, 2012.

Witness my hand and official seal.

My commission expires: April 16, 2016.





Notary Public