

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 PENDING)	
1280-ACRE DRILLING AND SPACING UNIT)	Docket No.
LOCATED IN SECTIONS 29 AND 32,)	
TOWNSHIP 8 NORTH, RANGE 61 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 8 North, Range 61 West, 6th P.M.

Section 29: All

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. Sections 29 and 32, Township 8 North, Range 61 West, are each currently spaced as distinct 640-acre drilling and spacing units. Together, they comprise a proposed 1280-acre drilling and spacing unit for development of the Niobrara Formation. The application for the proposed 1280-acre drilling and spacing unit is scheduled to be heard at the November 15, 2012 Commission Hearing, Docket No. 1211-SP-147. Approval of the current pooling application is contingent upon Commission approval of said pending application for a 1280-acre drilling and spacing unit.
4. 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, including Section 29, Township 8 North, Range 61 West, and allowed up to one horizontal well in each of the units.

5. 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, including Section 32, Township 8 North, Range 61 West, and approved two horizontal wells within each unit 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

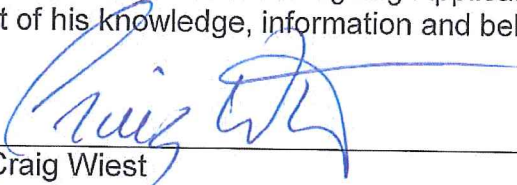
STATE OF TEXAS

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

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

Witness my hand and official seal.

My commission expires: 2/2/2016





Notary Public

Exhibit A

Interested Parties

Continental Resources, Inc.
302 N. Independence
Enid, OK 73701

Patricia L. White Gaffney
41455 Weld County Road 86
Briggsdale, CO 80611

Rick Moser and Kathleen M. Peake,
Co-Conservators for Bruce Wayne
Moser, surviving members of the Board
of Directors and acting on behalf of
Heinze Farms, Inc. (a Dissolved
Colorado Corporation as of January 1,
1995)
P.O. Box 519
Hudson, CO 80642

Kathleen M. Peake
11491 County Road 41
Hudson, CO 80138

Audrey Dowdy
23275 WCR 22
Hudson, CO 80642

Nancy H. Fichter
8706 Weld CR 8
Brighton, CO 80603

Synergy Resources Corporation
20203 Highway 60
Platteville, CO 80651

Eleanor Hutchinson, deceased
30321 Wingfoot Drive
Evergreen, CO 80439

John M. Freese
3411 E. 62nd St.
Tulsa, OK 74136

W. O. Callaway
Address Unknown
Denver, CO

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

Continental Resources, Inc.
302 N. Independence
Enid, OK 73701

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

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

Energy & Exploration Partners, LLC
P.O. Box 471428
Fort Worth, TX 76147-1376

Dennis L. Schulte
114 37th Street
Evans, CO 80620

Patricia L. White Gaffney
41455 Weld County Road 86
Briggsdale, CO 80611

Edward Neil Freeman
3132 SW Fairview Blvd.
Portland, OR 97205

Genette Freeman
6477 S. Florence Way
Englewood, CO 80111

Gary L. Christensen and Sherri
Christensen Stortz, Trustees of the
Isabel M. Thompson Revocable Trust,
dated November 9, 1981
P.O. Box 4713
Salem, OR 97302-8713

J. E. Matter
2801 Crosslands Drive
Garland, TX 75040

Monique Katz
300 E. Linden Ave.
Englewood, NJ 07631

Doris Bush Maher, Trustee of the Doris
Bush Maher Revocable Trust
P.O. Box 52246
Tulsa, OK 74152

Fred H. Carr and Joan C. Carr, as
Trustees under certain trust indenture
dated June 24th, 1983
535 W. Yellowstone
Casper, WY 82601

McCulliss Resources Co., Inc.
5440 S. Grape LN.
Greenwood Village, CO 80121

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

Jerrie White
5437 W. 7th St. Rd.
Greeley, CO 80634

Eunice M. Guilliams
1408 23 Ave. Ct.
Greeley, CO 80634

Rick Moser
P.O. Box 519
Hudson, CO 80642

Artina E. Campbell
10437 Nucla St.
Commerce City, CO 80022

Tanya Lockman-Leeper
7253 WCR 6
Brighton, CO 80603

Alvin Keith Fichter
8706 Weld CR 8
Brighton, CO 80603

Clifford Ray Thompson, Trustee of the
Clifford Ray Thompson Living Trust,
dated August 14, 1991
12408 Water Oak Drive
Fort Worth, TX 76248

E. O. Nay, Jr.
Address Unknown

M. A. Church
Address Unknown
Denver, CO

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

Bill Barrett Corporation
1099 18th Street
Suite 2300
Denver, CO 80202

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

EOG Resources, Inc.
600 17th Street, Suite 100N
Denver CO 80202

Jerrie L. White
41128 CR. 86
Briggsdale, CO 80611

Cathy L. Schulte
114 37th Street
Evans, CO 80620

Ann Emrich
810 South Jackson St.
Denver, CO 80209

Norman Keith Freeman
74 Norwood Avenue
Kensington, CA 94707-1150

Katherine Holmes Freeman
10506 Greenacres Drive
Silver Springs, MD 20903

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

Edwin S. Davis
2003 Ave. P
Huntsville, TX 77340

Walter S. Censor
450 West End Ave., Apt 10
New York, NY 10024

P. F. Faust
122 Falcon Dr.
Charlottesville, VA 22902

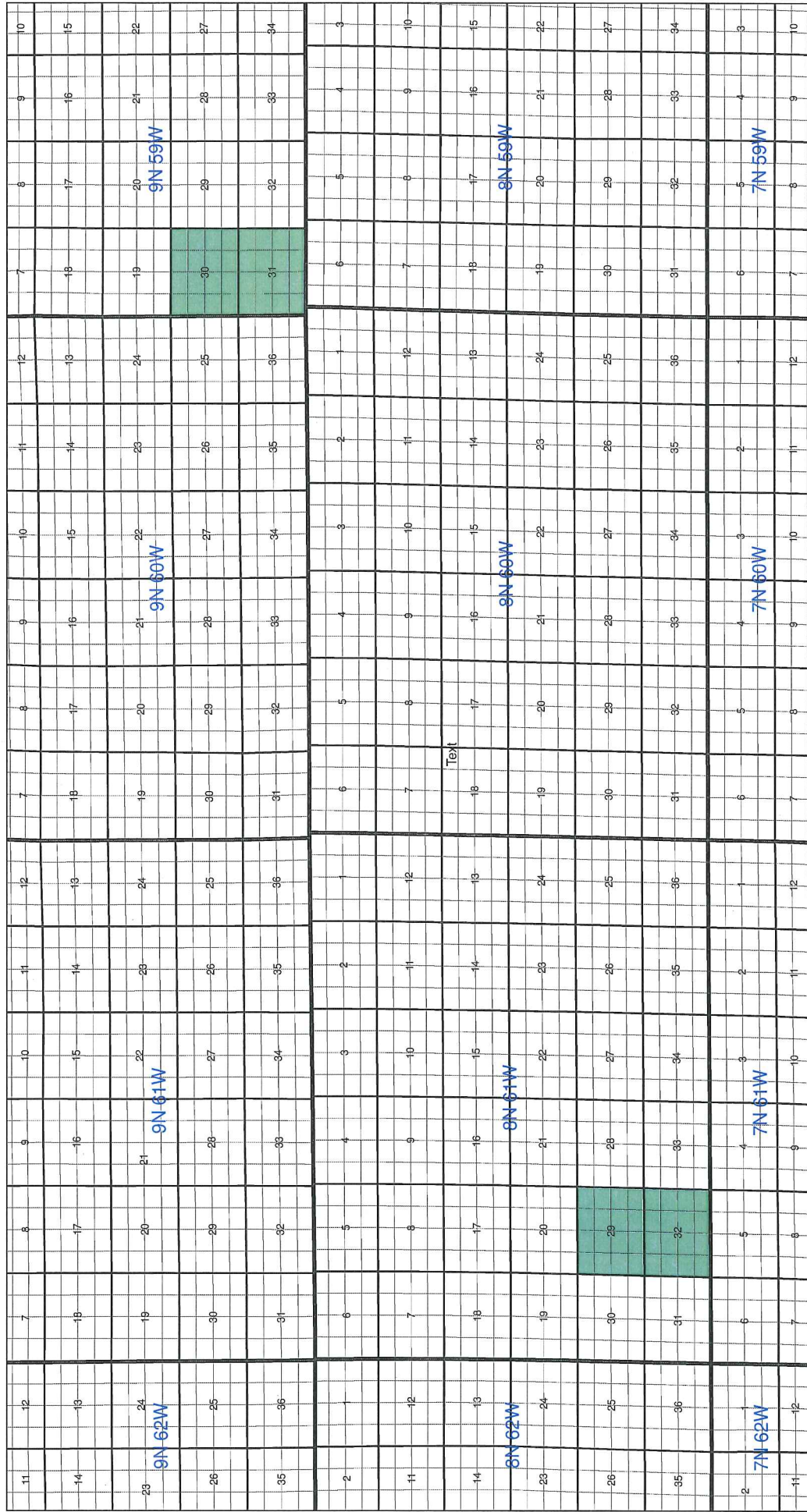
Calf Creek Royalty LTD.
P.O. Box 3240
Midland, TX 79702

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

Section 30 & 31-9N-59W Section 29 & 32-8N-61W



6 Wells 600' Spacing

January 1280

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 PENDING)
1280-ACRE DRILLING AND SPACING UNIT) Docket No.
LOCATED IN SECTIONS 29 AND 32,)
TOWNSHIP 8 NORTH, RANGE 61 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 ~~October~~ ^{November} 2, 2012.

Witness my hand and official seal.

My commission expires: April 16, 2016.





Notary Public