

Exhibit "A"



March 28, 2012

VIA FEDERAL EXPRESS

CITY OF MANSFIELD
1200 E BROAD STREET
MANSFIELD, TX 76063

**Re: Request for Consent to Assign
Oil and Gas Lease No. TX151F0011451-000
Well/Unit: Cain Unit 1H, 2H, 3H, 4H-250, 5H, 6H
located in Tarrant County, Texas (the "Lease").**

Dear Sir/Madam:

Carrizo Oil and Gas, Inc. ("Carrizo") has entered into a Purchase and Sale Agreement dated effective January 1, 2012 with ARP Barnett, LLC and Atlas Resource Partners, L.P. (collectively "Atlas"), whose address is Park Place Corporate Center One, 1000 Commerce Drive, Suite 400, Pittsburgh, PA 15275, wherein Carrizo is assigning its interest in certain properties located in Tarrant, Denton, Johnson, Hood, Erath, Hill, Wise and Jack Counties, Texas. The Lease, subject to your consent, would be included in this transaction.

As required in the Lease, Carrizo respectfully requests your consent to assign its interest in and to the Lease to Atlas, such consent not to be unreasonably withheld. If you concur with this request, please signify your consent to the assignment of the Lease by executing two (2) copies of this letter, returning one copy to me in the enclosed Federal Express envelope or by scanning and emailing a copy to me at Terri.McDearman@crzo.net (with a signed original to follow), and retaining one copy for your own records.

We would like to have your response **by April 23, 2012**, to insure a smooth transition from Carrizo to Atlas. If you have any questions, please contact me at (713) 328-1033 or Terri.McDearman@crzo.net.

Sincerely,

**Terri McDearman
Land Analyst**

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The undersigned, as "Lessor" under the Lease, hereby approves, consents to and ratifies the assignment of interests in the Lease between and among Carrizo Oil & Gas, Inc. and Atlas Resource Partners, L.P., as referenced above.

Lessor: CITY OF MANSFIELD
Lease Date: 10/11/2006
Lease No.: TX151F0011451-000
OPR Instr. No: D207078770
Well/Unit: Cain Unit 1H, 2H, 3H, 4H-250, 5H, 6H
Tarrant County, Texas

By: _____

Printed Name: _____

Title (*if applicable*): _____

Date: _____