

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

IN THE MATTER OF AN APPLICATION TO MODIFY AN ESTABLISHED DRILLING AND POOLING UNIT FOR THE NIOBRARA FORMATION; UNNAMED FIELD, MORGAN COUNTY, COLORADO		CAUSE NO. 535 DOCKET NO.
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APPLICATION

Carrizo Oil & Gas, Inc. ("Carrizo"), by and through its undersigned attorneys, enters its Application for an order modifying Order 535-13, which order established a drilling unit for development of the Niobrara Formation, and Order 535-23, which order pooled all interests in said unit, comprised of:

Township 5 North, Range 60 West, 6th P.M.
Section 7: All
Morgan County, Colorado

("Subject Lands")

The Commission entered Order 535-13 and its companion pooling Order 535-23, both effective May 16, 2011, upon the application of Carrizo, an owner of substantial leasehold interests in the Subject Lands. Carrizo is therefore a proper party to make this application to modify said orders.

In support of its application, Carrizo states:

1. Carrizo's applications to establish a drilling unit and to pool the Subject Lands were unopposed at the time that they were filed, heard and approved by the Commission. Subsequently, Upstream Innovations, Inc. ("Upstream") filed an application seeking to pool its interest into the unit well without being subject to the cost recovery penalty applicable to such interest under Order 535-23. Carrizo has filed a separate Protest and Motion to Dismiss Upstream's application.

2. Carrizo drilled the Wickstrom 7-11 horizontal well under the provisions of, and in reliance on, Orders 535-13 and 535-22. The Wickstrom 7-11 well was drilled in a north-south orientation approximately (and no less than) 600' from the west section line of the Subject Lands. As a result, the well is approximately 1,900' from the center line of the section, and located entirely within the W 1/2 of the current drilling unit. The leasehold interest owned by Upstream is in the SE 1/4 of the current drilling unit. See Exhibit A.

3. Upstream owned no leasehold interest in the unit at the time the pooling application was filed, heard and approved, and so was not an interested party entitled to notice of the application, much less an offer to participate in the well. Nevertheless, in light of Upstream's strenuous objection to its subsequently acquired leasehold interest being subject to the penalty provision of C.R.S. § 34-60-116(7), Carrizo seeks to modify the spacing and pooling orders for the Subject Lands by vacating said orders with respect to the E 1/2 of the section. Thereby, Orders 535-13 and 535-23 would apply only to:

Township 5 North, Range 60 West, 6th P.M.

Section 7: W 1/2

Morgan County, Colorado

("Application Lands")

4. The requested modification would establish a new drilling unit for the Wickstrom 7-11 well, to which Upstream's leasehold interest would not be committed. Upstream would thereby be relieved of having its leasehold interest subject to the pooling penalty provided by statute and Order 535-23 with respect to the Wickstrom 7-11 well.

5. The requested modification will avoid a hearing wherein the sanctity of the Commission's pooling orders is subject to retroactive attack by parties that owned no interest in a drilling unit at the time a pooling order is issued.

6. The requested modification is in accord with the Commission's mandate to protect correlative rights, since it will provide Upstream with "an equal opportunity to obtain and produce [its] just and equitable share of the oil and gas underlying [a] pool or source of supply." C.R.S. § 34-60-102(4). Upon the granting of the requested modification, Upstream will have its own untrammelled opportunity to file an application to establish a drilling unit encompassing its leasehold interest and to drill its own well.

7. Carrizo states that, in accordance with Rule 503.e, it will, no later than seven (7) days from the filing hereof, serve a copy of this application on all parties owning an interest in the pooled tracts comprising the Subject Lands (which include the Application Lands), and provide the Commission with the list of such interested parties in electronic form.

WHEREFORE, Carrizo requests that this matter be set for hearing, that notice thereof be given as required by law, and that upon such hearing the Commission enter its order granting the relief requested herein, and for such other findings and orders as the Commission may deem proper or advisable in the premises.

Dated: November 23, 2011

Respectfully submitted:

By: _____

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Matthew J. Lepore
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Attorneys for Carrizo Oil & Gas, Inc

Applicant's Address:

Carrizo Oil & Gas, Inc.
ATTN: Craig Wiest
1000 Louisiana Street, Suite 1500
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VERIFICATION

STATE OF TEXAS)
)
COUNTY OF _____) 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 _____ day of November, 2011.

Witness my hand and official seal.

My commission expires:_____

Notary Public

EXHIBIT B

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IN THE MATTER OF AN APPLICATION TO MODIFY AN ESTABLISHED DRILLING AND POOLING UNIT FOR THE NIOBRARA FORMATION; UNNAMED FIELD, MORGAN COUNTY, COLORADO	CAUSE NO. 535 DOCKET NO.
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STATE OF COLORADO)
)ss.
CITY AND COUNTY OF DENVER)

That he is the attorney for Carrizo Oil & Gas, Inc., and that on or before November ____, 2011 he 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.

Notary Public