

**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 VACATING PARTS OF ORDER NO.) Cause No. _____
535-264 AND ALLOWING UP TO THIRTEEN)
HORIZONTAL WELLS IN ONE 960-ACRE) Docket No. _____
DRILLING AND SPACING UNIT AND SIX)
HORIZONTAL WELLS IN ONE 320-ACRE)
DRILLING AND SPACING UNIT IN PARTS)
OF TOWNSHIP 10 NORTH, RANGE 59)
WEST 6TH P.M., AN UNNAMED FIELD, 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 1) vacating parts of Order No. 535-264; 2) allowing up to thirteen horizontal wells in one 960-acre drilling and spacing unit; and, 3) allowing up to six horizontal wells in one 320-acre drilling and spacing unit for the below-described lands for the development of the Niobrara Formation:

Township 10 North, Range 59 West, 6th P.M.

Section 27: All

Section 28: E/2 ("DSU #1" approx. 960 acres)

Township 10 North, Range 59 West, 6th P.M.

Section 33: E/2 ("DSU #2" approx. 320 acres)

Weld County, Colorado (together, the "Application Lands").

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. A well location map of the Application Lands is attached as Exhibit A.
3. Prior to December 12, 2011, the Application Lands were subject to Commission Rule 318.a. which provides that a well to be drilled in excess of two thousand five hundred (2,500) feet in depth shall be located not less than six hundred (600) feet from any lease line, and shall be located not less than one thousand two hundred (1,200) feet from any other producible or drilling oil or gas well when drilling to the same source of supply, unless authorized by order of the Commission upon hearing.
4. On December 12, 2011, the Commission issued Order No. 535-99 which, among other things, established one approximate 640-acre drilling and spacing unit and authorized

two horizontal wells within the unit for the development of oil, gas, and other hydrocarbons underlying the Niobrara Formation. Section 27, Township 10 North, Range 59 West, 6th P.M. is subject to this Order.

5. On May 29, 2012, the Commission issued Order No. 535-159 which, among other things, pooled all interests in the applicable 640-acre drilling and spacing unit pursuant C.R.S. 34-60-116 for the production of oil, gas, and associated hydrocarbons from the Niobrara Formation. Section 27, Township 10 North, Range 59 West, 6th P.M. is subject to this Order.

6. On February 11, 2013, the Commission issued Order No. 535-272 which, among other things, established three approximate 640-acre exploratory drilling units for the development of oil, gas, and other hydrocarbons underlying the Niobrara Formation. Sections 28 and 33, Township 10 North, Range 59 West, 6th P.M. are subject to this Order.

7. On February 11, 2013, the Commission issued Order No. 535-264 which, among other things, authorized up to six horizontal wells in three approximate 640 acre exploratory drilling units for the development of oil, gas, and other hydrocarbons underlying the Niobrara Formation. Sections 28 and 33, Township 10 North, Range 59 West, 6th P.M. are subject to this Order.

8. On April 23, 2013, the Commission issued Order No. _____ which, among other things, vacated Order No. 535-99 as it applies to Section 27, Township 10 North, Range 59 West, 6th P.M. and Order No. 535-272 as it applies to Sections 28 and 33, Township 10 North, Range 59 West, 6th P.M. and established one 960-acre exploratory drilling and spacing unit and one 320-acre exploratory drilling and spacing unit and allowed for one horizontal well within each unit. Sections 27, 28 and 33, Township 10 North, Range 59 West, 6th P.M. are subject to this Order.

9. Applicant requests approval to drill, at its option, up to thirteen horizontal wells in DSU #1, and up to six horizontal wells in DSU #2, with internal wellbores offset by 300 feet.

10. Applicant requests that for both DSU #1 and DSU #2 the unit-boundary setbacks be established so that the "toe" of each horizontal wellbore may be completed no closer than 100 feet from unit boundaries, while maintaining a 600-foot setback from the unit boundaries parallel to the well laterals for the production of oil, gas, and associated hydrocarbons from the Niobrara Formation.

11. With regard to DSU #2, Applicant requests authorization to complete both the "heel" and the "toe" of the wellbore no closer than 100 feet from the unit boundaries perpendicular to the well laterals for the production of oil, gas, and associated hydrocarbons from the Niobrara Formation.

12. Applicant asserts that the requested wells are necessary to prevent waste, protect correlative rights, and to assure the maximum efficient recovery of oil, gas and associated hydrocarbons from the Niobrara Formation on the Application Lands.

13. That in order to promote efficient drainage of the Niobrara Formation underlying the application lands, to prevent waste, and to protect correlative rights, the Commission should establish the drilling unit as requested herein and allow the drilling of up to

thirteen horizontal wells in DSU #1 and six horizontal wells in DSU #2. The specified size and configuration of each drilling unit is not smaller than the maximum area that can be economically and efficiently drained by the requested wells.

14. The names and addresses of the interested parties to this Application which include, as appropriate, offset operators, lessees, or mineral owners, are set forth in Exhibit B, and the undersigned certifies that copies of this Application shall be served on each interested party as required by Rule 503.e.

15. Applicant agrees to be bound by the oral order of the Commission.

WHEREFORE, Applicant respectfully 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 this Commission enter its order:

A. Vacating Order No. 535-264 as it applies to Sections 28 and 33, Township 10 North, Range 59 West, 6th P.M.

B. Providing that the treated interval of the wellbores may be offset by 300 feet, while maintaining a 600-foot setback from the unit boundaries parallel to the well laterals for the production of oil, gas, and associated hydrocarbons from the Niobrara Formation.

C. Providing that the "toe" of each horizontal wellbore may be established 100 feet from unit boundaries.

D. Providing that the "heel" of each horizontal wellbore may be established 100 feet from the DSU #2 boundaries.

E. Authorizing up to thirteen horizontal wells in the approximate 960-acre drilling unit for production of oil, gas, and associated hydrocarbons from the Niobrara Formation.

F. Authorizing up to six horizontal wells in the approximate 320-acre drilling unit for production of oil, gas, and associated hydrocarbons from the Niobrara Formation.

G. 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 in June 2013, that 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 this 18 day of April, 2013.

Respectfully submitted:

CARRIZO OIL AND GAS, INC.

By: 

Kenneth A. Wonstolen
Elizabeth Y. Gallaway
Beatty & Wozniak, P.C.
Attorneys for Applicant
216 16th Street, Suite 1100
Denver, Colorado 80202
(303) 407-4499

Applicant's Address:
Carrizo Oil & Gas, Inc.
Attn: Craig Wiest
1000 Louisiana Street, Suite 1500
Houston, TX 77002

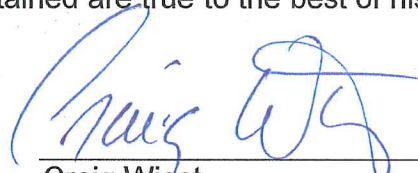
VERIFICATION

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.

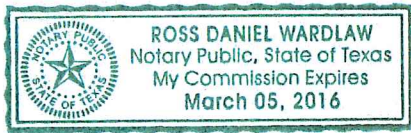


Craig Wiest

Subscribed and sworn to before me this 17th day of April, 2013.

Witness my hand and official seal.

My commission expires: MARCH 5, 2016

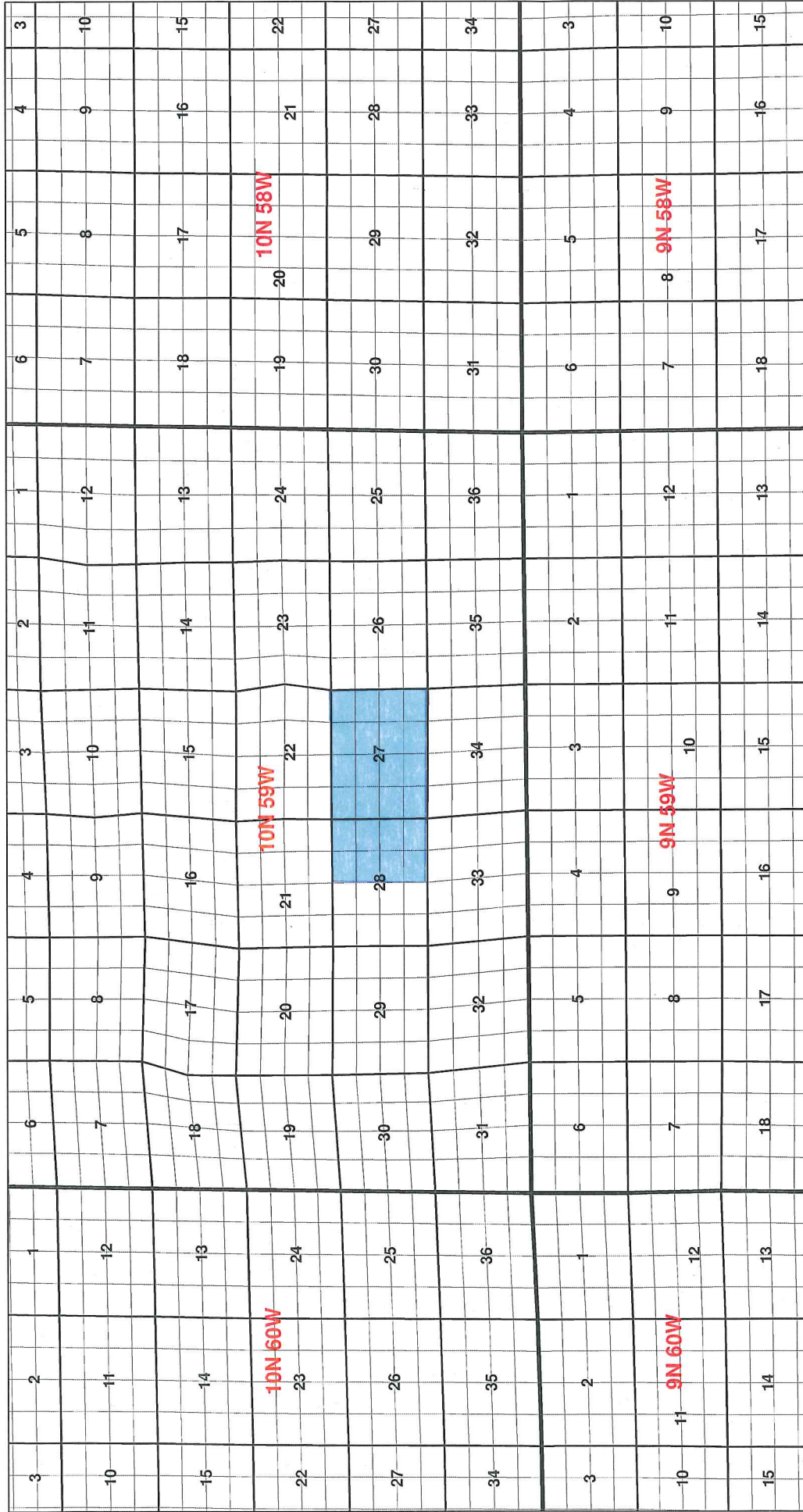




Notary Public

EXHIBIT A

Weld County, Colorado
T10N-R59W Sec 27 & E2 Sec 28



3	2	1	6	5	4	3	2	1	6	5	4	3
10	11	12	7	8	9	10	11	12	7	8	9	10
15	14	13	18	17	16	15	14	13	18	17	16	15
22	23	24	19	20	21	22	23	24	19	20	21	22
27	26	25	30	29	28	27	26	25	30	29	28	27
34	35	36	31	32	33	34	35	36	31	32	33	34
3	2	1	6	5	4	3	2	1	6	5	4	3
10	11	12	7	8	9	10	11	12	7	8	9	10
15	14	13	18	17	16	15	14	13	18	17	16	15

Exhibit B

Interested Parties

Oil India (USA) Inc.
Address Unknown

IOCL (USA) Inc.
Address Unknown

Haimo Oil & Gas, LLC
Address Unknown

BLM Colorado State Office
2850 Youngfield Street
Lakewood, CO 80215-7093

Van K. Bullock
P.O. Box 484
Morrison, CO 80465

Greg Carnes
P.O. Box 1990
Lees Summit, MO 64063

Kent Kuster
Oil & Gas Consultant Coordinator
Colorado Department of
Public Health & Environment
4300 Cherry Creek Drive South
Denver, CO 80246-1530

Whiting Oil and Gas Corporation
1700 Broadway Blvd.
Suite 2300
Denver, CO 80290

David Bauer
Weld County
1111 H Street
Greeley, CO 80632

Michael Warren, Energy Liaison
Colorado Parks and Wildlife
Northwest Regional Office
711 Independent Avenue
Grand Junction, CO 81505

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OF TOWNSHIP 10 NORTH, RANGE 59)
WEST 6TH P.M., AN UNNAMED FIELD, 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 an attorney for Carrizo Oil and Gas, Inc., that on or before April 27, 2013, 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 B to the Application.


Elizabeth Y. Gallaway

Subscribed and sworn to before me April 18, 2013.

Witness my hand and official seal.

My commission expires: 10-04-13.




Notary Public