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

Beatty & Wozniak, P.C.

IN THE MATTER OF THE APPLICATION OF)
CARRIZO OIL AND GAS, INC., FOR AN)
ORDER ESTABLISHING A 640-ACRE)
DRILLING AND SPACING UNIT FOR THE)
NIOBRARA FORMATION AND ALLOWING)
UP TO THIRTEEN HORIZONTAL WELLS IN)
SECTION 9, TOWNSHIP 10 NORTH, RANGE)
57 WEST IN WELD COUNTY, COLORADO)

Cause No.

Docket No.

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 creating a 640-acre drilling and spacing unit and authorizing up to thirteen horizontal wells in the following-described lands:

Township 10 North, Range 57 West, 6th P.M.
Section 9: All

Weld County, Colorado (the "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. A well location map of the Application Lands is attached as Exhibit A.
3. The Application Lands are 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 March 11, 2013 Applicant protested a verified application (Docket No. 1303-SP-46) filed by Whiting Oil and Gas Corporation ("Whiting") for an order seeking, among other things, to establish an approximate 960-acre drilling and spacing unit covering the S $\frac{1}{2}$ of Section 9 and all of Section 16 in Township 10 North, Range 57 West, 6th P.M. On March 20, 2013, Applicant withdrew its protest, contingent upon Whiting amending its application, and its companion application (Docket No. 1303-AW-17), for an

order establishing a 640-acre unit covering Section 16 and that the authorized wells in such unit be drilled in a North-South orientation and completed and stimulated within, but no closer than, 100 feet from Sections 9 and 21, Township 7 North, Range 57 West, 6th P.M., so long as the Commission grants to Applicant the reciprocal right with respect to future wells to be drilled in Sections 9 and 21, Township 7 North, Range 57 West, 6th P.M. Pursuant to this settlement agreement, the Commission issued Order Nos. 535-298 and 535-296, both of which apply to Section 9, Township 10 North, Range 57 West, 6th P.M.

5. Applicant requests approval to drill, at its option, up to thirteen horizontal wells in the proposed unit, with internal wellbores offset by 300 feet. Applicant requests 100 foot "heel-and-toe" completed interval setbacks from the unit boundaries perpendicular to the well laterals while maintaining a 600-foot setback from the unit boundaries parallel to the well laterals in the Niobrara Formation in the proposed 640-acre drilling unit.

6. 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.

7. 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 said unit. The specified size and configuration of the requested drilling unit is not smaller than the maximum area that can be economically and efficiently drained by the requested well(s).

8. 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.

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

WHEREFORE, Applicant respectfully requests that this matter be set for hearing, notice be given as required by law and that upon such hearing this Commission enter its order:

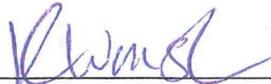
A. Providing that the 1,200 foot internal-wellbore setbacks under Rule 318.a. be relaxed so that said wells shall be located and drilled so that the treated interval of the wellbores are offset by 300 feet.

B. Providing that the 600 foot unit-boundary setbacks under Rule 318.a. be relaxed in order to allow 100 foot "heel-and-toe" completed interval setbacks from the unit boundaries perpendicular to the well laterals.

C. Establishing the requested drilling and spacing unit and authorizing up to thirteen horizontal wells in the unit for production of oil, gas, and associated hydrocarbons from the Niobrara Formation.

D. For such other findings and orders as the Commission may deem proper or advisable in the matter.

Dated: April 18 2013.

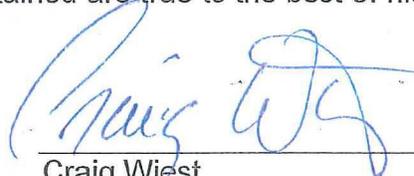
By: 
Kenneth A. Wonstolen
Elizabeth Y. Gallaway
Beatty & Wozniak, P.C.
216 Sixteenth Street-Suite 1100
Denver, CO 80202-5115

Address of Applicant
Carrizo Oil & Gas, Inc.
Attn: Craig Wiest
500 Dallas Street, 2300
Houston, TX 77002

VERIFICATION

STATE OF TEXAS)
) ss.
COUNTY OF HARRIS)

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.

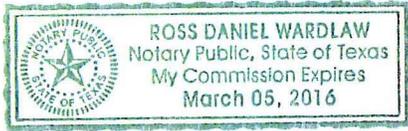


Craig Wiest

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-R57W Sec: 9

22	23	24	19	20	21	22	23	24	19	20	21	22
27	26 11N 58W	25	30	29	28 11N 57W	27	26	25	30	29 11N 56W	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 10N 58W	13	18	17	16 10N 57W	15	14	13	18	17 10N 56W	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

Exhibit B

Interested Parties

OIL India (USA) Inc.
Address Unknown

IOCL (USA) Inc.
Address Unknown

Haimo Oil & Gas LLC
Address Unknown

Whiting Oil and Gas Corp.
1700 Broadway, Suite 2300
Denver, CO 80290-2300

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

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

BEFORE THE OIL AND GAS CONSERVATION COMMISSION
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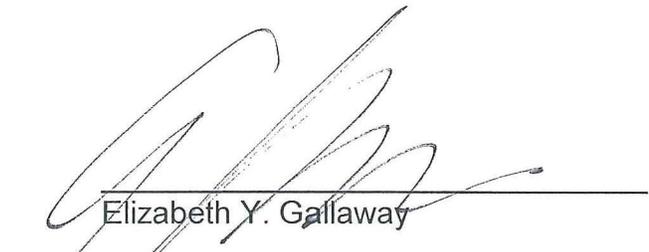
IN THE MATTER OF THE APPLICATION OF)
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57 WEST IN WELD COUNTY, COLORADO)

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 an attorney for Carrizo Oil and Gas, Inc., that on or before April 29, 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

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

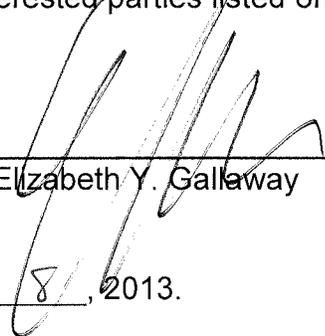
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UP TO THIRTEEN HORIZONTAL WELLS IN)
SECTION 9, TOWNSHIP 10 NORTH, RANGE) Intake No. 91
57 WEST IN WELD COUNTY, COLORADO)

SUPPLEMENTAL 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. and that on May 8, 2013, she caused a copy of the above-captioned Application to be deposited in the United States Mail, postage prepaid, addressed to the additional interested parties listed on the attached list.

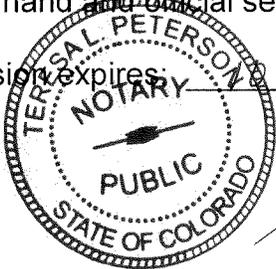


Elizabeth Y. Gallaway

Subscribed and sworn to before me May 8, 2013.

Witness my hand and official seal.

My commission expires: 04-13





Notary Public

Additional Interested Parties

Linda Sue Shawcross
25187 CR 54 ¼
Kersey, CO 80644

Craig William Toedtli
1138 Coneflower Way
Brighton, CO 80601

BLM
2850 Youngfield St.
Lakewood, CO 80215

Marathon Oil Company
5555 San Felipe
Houston, TX 77056

Marubeni Denver Julesburg
2800 Post Oak Blvd. Ste. 6000
Houston, TX 77056

HRM Resources II, LLC
410 17th St.
Suite 1200
Denver, CO 80202