

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 A 640-ACRE DRILLING UNIT AND) Cause No.
ESTABLISHING A 960-ACRE DRILLING UNIT)
WITH UP TO SIXTEEN HORIZONTAL WELLS IN) Docket No.
THE UNIT, LOCATED IN SECTIONS 29 AND 32,)
TOWNSHIP 11 NORTH, RANGE 57 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 1) vacating a portion of Order No. 535-102 and 2) establishing a 960-acre drilling unit with up to sixteen horizontal wells authorized in the unit, in the following-described lands:

Township 11 North, Range 57 West, 6th P.M.
Section 29: All
Section 32: N½

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. On December 12, 2011, the Commission issued Order No. 535-102 which, among other things, established three approximate 640-acre drilling and spacing units for certain lands including Section 32, Township 11 North, Range 57 West 6th P.M. and approve up to two horizontal wells within each unit, for development of and production from the Niobrara Formation.
4. Commission Rule 318.a. for unspaced lands 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. Section 29, Township 11 North, Range 57 West is subject to Rule 318.a. for the Niobrara Formation.
5. Applicant requests that Order No. 535-102 be vacated as to Section 32, Township 11 North, Range 57 West, 6th P.M.
6. Applicant requests that the Commission establish a 960-acre drilling unit upon the Application Lands, and establish that up to sixteen horizontal wells may be drilled in the unit, with internal wellbores offset by 300 feet and unit boundary setbacks of 300 feet.

7. Applicant asserts that the requested drilling unit and number of 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.

8. 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 1) vacate a portion of Order No. 535-102 and 2) establish a 960-acre drilling unit with up to sixteen horizontal wells in the unit upon the Application Lands. 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).

9. According to Rule 507.b.(1), the names and addresses of the interested parties to this Application 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.

10. 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:

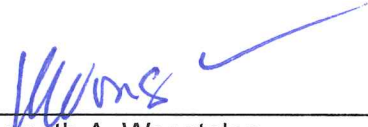
A. Vacating Order No. 535-102 as to Section 32, Township 11 North, Range 57 West, 6th P.M.

B. Establishing a 960-acre drilling unit with up to sixteen horizontal wells in the unit upon the Application Lands with internal wellbores offset by 300 feet and unit boundary setbacks of 300 feet.

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

Dated: July 18, 2013

By: _____


Kenneth A. Wonstolen
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

STATE OF TEXAS


)

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SS.

COUNTY OF HARRIS

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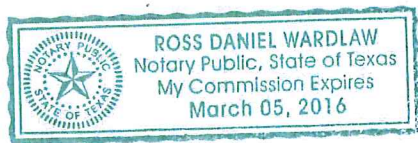

Craig E. Wiest

Craig E. Wiest

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

Witness my hand and official seal.

My commission expires: 3/5/2016



[Handwritten signature]

Notary Public

Exhibit A

Weld County, Colorado
T11N-R57W Sec 29:All & 32:N2

31 12N 59W	32	33	34	35	36	31	32	33	34	35	36	31	32	33	34	35	36	31	12N 56W	32	33
1	6	5	4	3	2	1	6	5	4	3	2	1	6	5	4	3	2	1	6	5	4
12	7	8	9	10	11	12	7	8	9	10	11	12	7	8	9	10	11	12	7	8	9
18 11N 59W	17	16	15	14	13	18	17	16	15	14	13	18	17	16	15	14	13	18	11N 56W	17	16
24	19	20	21	22	23	24	19	20	21	22	23	24	19	20	21	22	23	24	19	20	21
25	30	29	28	27	26	25	30	29	28	27	26	25	30	29	28	27	26	25	30	29	28
36	31	32	33	34	35	36	31	32	33	34	35	36	31	32	33	34	35	36	31	32	33
1	6	5	4	3	2	1	6	5	4	3	2	1	6	5	4	3	2	1	6	5	4
7 10N 59W	8	9	10	11	12	7	8	9	10	11	12	7	8	9	10	11	12	7	10N 56W	8	9
13	18	17	16	15	14	13	18	17	16	15	14	13	18	17	16	15	14	13	18	17	16
24	19	20	21	22	23	24	19	20	21	22	23	24	19	20	21	22	23	24	19	20	21

Exhibit B
Interested Parties

Oil India (USA), Inc.
c/o Thompson Knight, LLP
Attn: Arthur J. Wright
333 Clay St, Suite 3300
Houston, TX 77002

IOCL (USA), Inc.
c/o Thompson Knight, LLP
Attn: Arthur J. Wright
333 Clay St, Suite 3300
Houston, TX 77002

Haimo Oil & Gas, LLC
Attn: Mr. Jianwen Dou
593, Zhangsutun Lanzhou
Gansu Province, 730010, PRC

Estate of Walter A. Younglund, Deceased
64600 WCR 126
New Raymer, CO 80742

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

United States of America
BLM Colorado State Office
2850 Youngfield St
Lakewood, CO 80215

David Bauer
Weld County
1111 H Street
Greeley, CO 80632

Tom Schreiner, Energy Liaison
Colorado Parks and Wildlife
Northeast Region Office
6060 Broadway
Denver, CO 80216

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
OF THE STATE OF COLORADO

IN THE MATTER OF THE APPLICATION OF)
CARRIZO OIL AND GAS, INC., FOR AN ORDER)
VACATING TWO 640-ACRE DRILLING UNITS) Cause No.
AND ESTABLISHING A 960-ACRE DRILLING)
UNIT WITH UP TO SIXTEEN HORIZONTAL) Docket No.
WELLS IN THE UNIT, LOCATED IN SECTIONS)
30 AND 31, TOWNSHIP 11 NORTH, RANGE 57)
WEST IN WELD COUNTY, COLORADO)

AFFIDAVIT OF MAILING

STATE OF COLORADO)
)ss.
CITY AND COUNTY OF DENVER)

Kenneth A. Wonstolen, of lawful age, and being first duly sworn upon his oath, states and declares:

That he is an attorney for Carrizo Oil and Gas, Inc., that on or before July 25, 2013, 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 B to the Application.

Kenneth A. Wonstolen

Subscribed and sworn to before me July 18, 2013.

Witness my hand and official seal.

My commission expires: 2/29/15.

Notary Public

MARY GRACE T. GO-HOVELAND
Notary Public
State of Colorado

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

IN THE MATTER OF THE APPLICATION OF)	CAUSE NO. 535
CARRIZO OIL AND GAS, INC., FOR AN ORDER)	
VACATING A 640-ACRE DRILLING UNIT AND)	DOCKET NO. 1309-SP-1166
ESTABLISHING A 960-ACRE DRILLING UNIT)	
WITH UP TO SIXTEEN HORIZONTAL WELLS IN)	
THE UNIT, LOCATED IN SECTIONS 29 AND 32,)	
TOWNSHIP 11 NORTH, RANGE 57 WEST IN)	
WELD COUNTY, COLORADO)	

ENTRY OF APPEARANCE

The undersigned, a member of the firm of Beatty & Wozniak, P.C., attorneys for Carrizo Oil and Gas, Inc., applicant in the above-referenced application, enters her appearance therein.

Dated this 9th day of August, 2013.

BEATTY & WOZNIAK, P.C.

By: _____

Elizabeth Y. Gallaway
216 Sixteenth Street, Suite 1100
Denver, Colorado 80202-5155
303-407-4499