

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 ALLOWING UP TO THIRTEEN)	Cause No.
HORIZONTAL WELLS IN AN ESTABLISHED)	
640-ACRE DRILLING UNIT LOCATED IN)	Docket No.
SECTION 8, TOWNSHIP 10 NORTH, RANGE)	
59 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 authorizing up to thirteen horizontal wells in the following-described lands:

Township 10 North, Range 59 West, 6th P.M.
Section 8: 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. On May 6, 2013, the Commission issued Order No. 535-327 which, among other things, established an approximate 640-acre drilling and spacing unit for the Application Lands, and approve up to six horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.
4. Applicant requests approval to drill, at its option, an additional seven horizontal wells, for a total of up to thirteen horizontal wells in the unit, with internal wellbores offset by 300 feet and unit boundary setbacks of 600 feet, except that 100 foot "heel-and-toe" completed interval setbacks from the unit boundaries perpendicular to the well laterals shall apply so long as Applicant obtains exception location approvals pursuant to Rule 318.c. This exception location requirement for reduced unit boundary setbacks shall not apply if superseded by a subsequent Commission rule or area-wide order.
5. 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.

6. 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 allow the drilling of an additional seven, for a total 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).

7. 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.

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

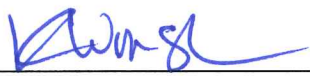
WHEREFORE, Applicant respectfully requests that this matter be set for hearing, notice be given as required by law and that upon such hearing this Commission enter its order:

A. Providing that Applicant may drill, at its option, an additional seven for a total of up to thirteen horizontal wells in the unit, with internal wellbores offset by 300 feet and unit boundary setbacks of 600 feet, except that 100 foot "heel-and-toe" completed interval setbacks from the unit boundaries perpendicular to the well laterals shall apply so long as Applicant obtains exception location approvals pursuant to Rule 318.c.

B. Providing that the exception location requirement for reduced unit boundary setbacks set forth in this Application shall not apply if superseded by a subsequent Commission rule or area-wide order.

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

Dated: May 30, 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

VERIFICATION

STATE OF TEXAS

)

)

ss.

COUNTY OF HARRIS

)

Ross D. Wardlaw, of lawful age, being first duly sworn upon oath, deposes and says that he is a Senior Landman 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.



Ross D. Wardlaw

Subscribed and sworn to before me this 29th day of May, 2013.

Witness my hand and official seal.

My commission expires: FEBRUARY 2, 2016





Notary Public

EXHIBIT A

Weld County, Colorado
T10N-R59W Sec: 8

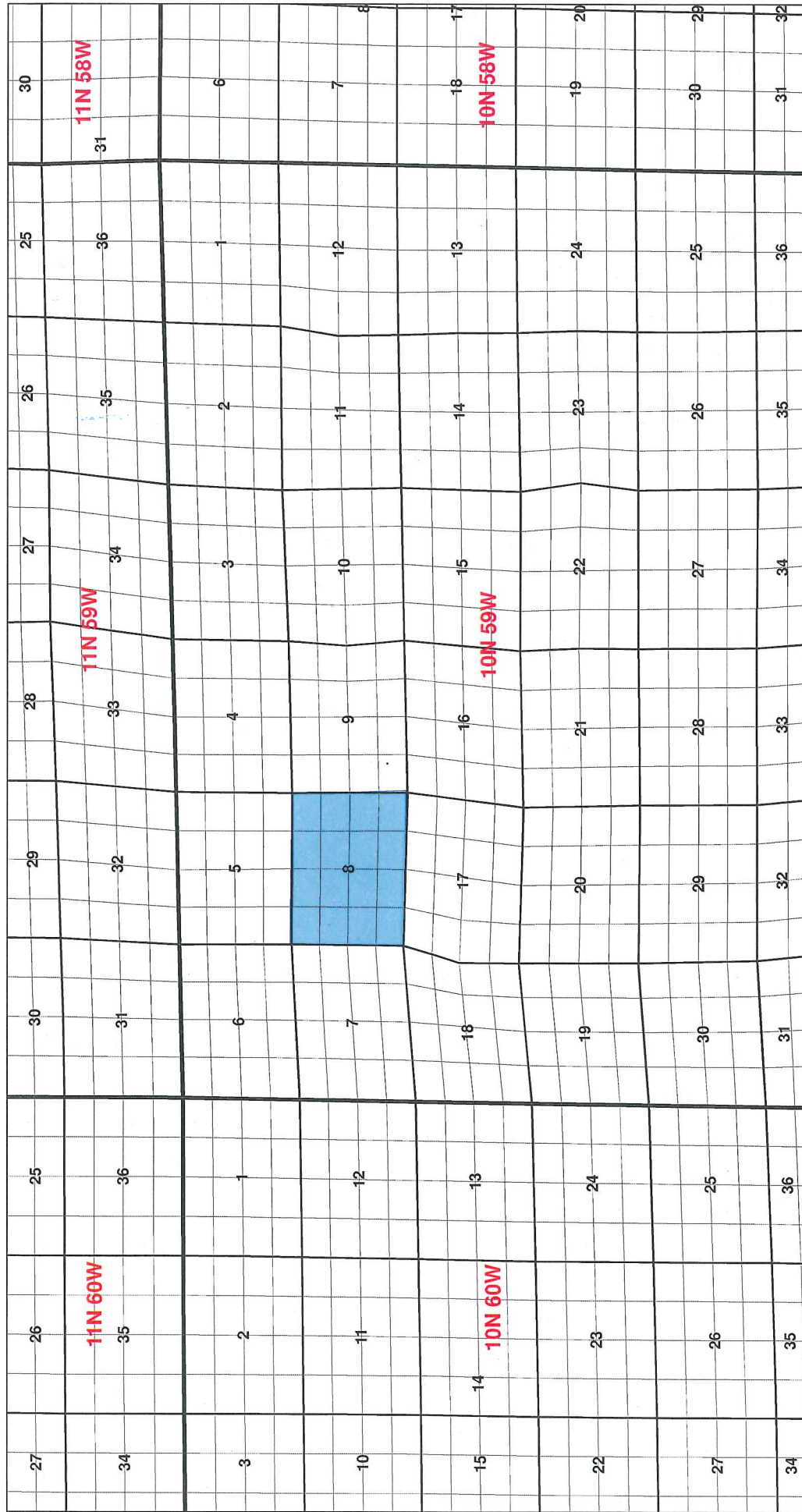


Exhibit B

Interested Parties

Carol S. Golden
1069 W. Pine, Unit D
Upland, CA 91786

Estate of Emma Mae Thompson, Deceased
4601 Dasa Drive
Cherry Hills Village, Colorado 80111

Foundation Energy Fund III-A, L.P.
16000 Dallas Parkway, Suite 875
Dallas, TX 75248

Foundation Energy Fund IV-A, L.P.
16000 Dallas Parkway, Suite 875
Dallas, TX 75248

Frank DiGrappa
621 17th St.
Suite 2150
Denver, CO 80293

G.A. Keiser Family Trust
24360 WCR 41
LaSalle, Colorado 80645

Haimo Oil & Gas LLC
593, Zhangsutan Lanzhou
Gansu Province, 730010, PRC

Harold L. Klaus Trust dated August 15, 1994
c/o Lee W. Klaus, Trustee
12064 S. Bear Drive
Draper, Utah 840220

John A. Ehmke
58519 Weld County Road 107
Grover, CO 80729

McGahey Oil, LLC
5305 W. Jewell Ave.
Lalewood, CO 80232

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

Dixie Lee Sanders
P.O. Box 6935
Jackson, WY 83002

Tyrone A. Thompson
Drawer 5150
Avon, Colorado 81620

Keith Cloid Edwards
Address Unknown

Foundation Energy Fund IV-B Holding, L.L.C.
16000 Dallas Parkway, Suite 875
Dallas, TX 75248

Western Operating Co.
518 17th St.
Suite 200
Denver, CO 80202

Gladys M. Buhler, Trustee of the Gladys M.
Buhler Trust
474 Centennial Circle
Sterling, Colorado 80751

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

Estate of Martha Golden, Deceased
P.O. Box 336
Bridgeport, Nebraska 69336

Mile Hi Oil & Gas, Inc.
PO Box 27296
Denver, CO 80227-0296

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

Edna Davison
4403 S. Lowell Boulevard
Denver, Colorado 80236

PL Investment, LLC
19751 E. Mainstreet, Suite 339
Parker, Colorado 80138

Ray Schramm
3318 S. Dayton Ct.
Denver, CO 80231

Terry J. Cammon
10455 W. 73rd Place
Arvada, CO 80005

The Estate of Wilda Alice Musser AKA Alice
Musser, deceased
Address Unknown

United States of America
2850 Youngfield St
Lakewood, CO 80215

Whiting Oil and Gas Corporation
1700 Broadway
Suite 2300
Denver, Colorado 80290

David Bauer
Weld County
1111 H Street
Greeley, CO 80632

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

Foundation Energy Fund III-B Holding, L.L.C.
16000 Dallas Parkway, Suite 875
Dallas, TX 75248

Palace Energy Company
5 East 59th Street
5th Floor
New York, NY 10022
The Estate of Thema Jo Brown, deceased
Address Unknown

Nelson Ranches, Inc.
58900 County Road 382
Grover, Colorado 80729

Dorothy A. Harpole
721 Duke Square
Fort Collins, Colorado 80525

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

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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 June 18,
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.

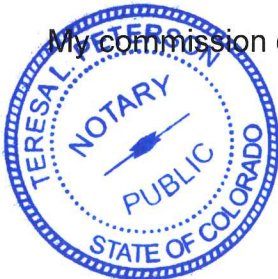


Kenneth A. Wonstolen

Subscribed and sworn to before me May 30, 2013.

Witness my hand and official seal.

My commission expires: 10-04-13.





Notary Public