

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

IN THE MATTER OF THE **AMENDED**)
APPLICATION OF CARRIZO OIL AND GAS,)
INC., FOR AN ORDER VACATING TWO 640-)
ACRE DRILLING AND SPACING UNITS AND)
ESTABLISHING A 960-ACRE DRILLING AND)
SPACING UNIT, WITH UP TO SIXTEEN)
HORIZONTAL WELLS, LOCATED IN THE)
W½ OF SECTION 2 AND SECTION 3,)
TOWNSHIP 8 NORTH, RANGE 61 WEST,)
6TH P.M., IN WELD COUNTY, COLORADO)

Cause No. 535

Docket No. 1407-SP-2080

AMENDED APPLICATION

Carrizo Oil and Gas, Inc. ("Applicant"), by and through its attorneys, Holland & Hart, LLP respectfully submits this **Amended Application ("Application")** to the Oil and Gas Conservation Commission of the State of Colorado (the "Commission") for an order vacating two 640-acre drilling and spacing units and establishing a 960-acre drilling and spacing unit, for the production and operation of the Niobrara Formation, on the following described lands:

Township 8 North, Range 61 West, 6th P.M.

Section 2: W½

Section 3: All

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

A map of the Application Lands is attached as Exhibit A.

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 and is therefore eligible to apply for the relief requested herein pursuant to Rule 503.b.

3. **Rule 318.a. of the Rules and Regulations of the Oil and Gas Conservation Commission requires that wells drilled in excess of 2,500 feet in depth be located not less than 600 feet from any lease line, and located not less than 1,200 feet from any other producible or drilling oil or gas well when drilling to the same common source of supply. Upon approval of this Application, the E½**

of Section 2, Township 8 North, Range 61 West, 6th P.M. will be subject to this Rule for the Niobrara Formation.

4. On February 22, 2011, the Commission issued Order No. 535-3 which, among other things, established an order to establish 160 approximate 640-acre drilling and spacing units for certain lands, and allowed one horizontal well in each unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation. Sections 2 and 3, Township 8 North, Range 61 West. 6th P.M. are subject to this Order for the Niobrara Formation.

5. On November 15, 2012, the Commission issued Order No. 535-215 which, among other things, approved up to two horizontal wells within each of two approximate 640-acre drilling and spacing units, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation. Section 2, Township 8 North, Range 61 West. 6th P.M. is subject to this Order for the Niobrara Formation.

6. On March 25, 2013, the Commission issued Order No. 535-295 which, among other things, approved up to thirteen horizontal wells within an approximate 640-acre drilling and spacing unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation. Section 2, Township 8 North, Range 61 West. 6th P.M. is subject to this Order for the Niobrara Formation.

7. On July 29, 2013, the Commission issued Order No. 535-373 which, among other things approved up to thirteen horizontal wells within an approximate 640-acre drilling and spacing unit for the production of oil, gas and associated hydrocarbons from the Niobrara Formation. Section 2, Township 8 North, Range 61 West. 6th P.M. is subject to this Order for the Niobrara Formation.

8. On September 16, 2013, the Commission issued Order No. 535-411 which, among other things, established an order to approve up to 16 horizontal wells within an approximate 640-acre drilling and spacing unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation. Section 2, Township 8 North, Range 61 West. 6th P.M. is subject to this Order for the Niobrara Formation.

9. On January 27, 2014, the Commission issued Order No. 535-463 which, among other things, pooled all interests in an approximate 640-acre drilling and spacing unit, for the development and operation of the Niobrara Formation. Section 2, Township 8 North, Range 61 West. 6th P.M. is subject to this Order for the Niobrara Formation.

10. Applicant requests that Order No. 535-3 be vacated as to the Application Lands; that Order No. 535-295 be vacated as to Section 2, Township 8 North, Range 61 West. 6th P.M.; and that Order Nos. 535-215, 535-373, 535-411, and 535-463 be vacated in their entirety.

11. Applicant requests that the Commission establish a 960-acre drilling and spacing unit comprised of the Application Lands and allow up to 16 wells in the unit, with the productive interval of each wellbore no closer than 300 feet from the productive interval of any other wellbore producing from the Niobrara Formation, and no closer than 300 feet from the boundaries of the drilling and spacing unit.

12. Applicant requests authorization to locate surface facilities on no more than one wellpad per quarter section within the drilling and spacing unit, unless an exception is granted by the Director.

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

14. To promote efficient drainage of the Niobrara Formation underlying the Application Lands, prevent waste, and protect correlative rights, the Commission should establish the requested 960-acre drilling and spacing unit with up to 16 wells in the unit, with the productive interval of each wellbore located no closer than 300 feet from the productive interval of any other wellbore producing from the Niobrara Formation, and no closer than 300 feet from the boundaries of the unit. The specified size and configuration of the requested drilling and spacing unit is not smaller than the maximum area that can be economically and efficiently drained by the requested wells.

15. Pursuant to Rule 503.e, the undersigned certifies that copies of this Application shall be served on each interested party, as established by Rules 507.b.(1) and (4), no later than seven days after this Application is filed.

16. 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. Order No. 535-3 as to the Application Lands; Order No. 535-295 as to Section 2, Township 8 North, Range 61 West. 6th P.M.; and Order Nos. 535-215, 535-373, 535-411, and 535-463 in their entirety.

B. Establishing a 960-acre drilling and spacing unit and authorizing up to sixteen wells in the unit, with the productive interval of each wellbore located no closer than 300 feet from the productive interval of any other wellbore producing from the Niobrara Formation, and no closer than 300 feet from the boundaries of each unit on the Application Lands.

C. Authorizing applicant to locate surface facilities on no more than one wellpad per quarter section within the drilling and spacing unit, unless an exception is granted by the Director.

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

Dated: July 2, 2014

By: 

Elizabeth Y. Spencer
Holland & Hart LLP
555 17th Street, Suite 3200
Denver, CO 80202
(303) 295-8367
eyspencer@hollandhart.com

Address of Applicant

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

VERIFICATION

STATE OF TEXAS

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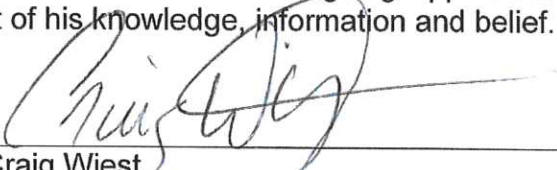
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ss.

COUNTY OF HARRIS

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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 1st day of July, 2014.

Witness my hand and official seal.

My commission expires: 4/26/16


Notary Public

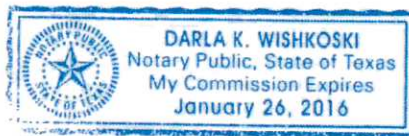


Exhibit A

Weld County, Colorado
T8N-R61W Sec 3: All & Sec 2: W2

