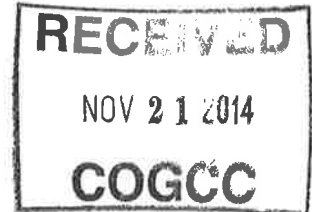


BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO

IN THE MATTER OF THE APPLICATION OF)
CARRIZO OIL AND GAS, INC., FOR AN)
ORDER ALLOWING UP TO SIXTEEN)
HORIZONTAL WELLS IN AN ESTABLISHED)
640-ACRE DRILLING UNIT LOCATED IN)
SECTIONS 26 AND 35, TOWNSHIP 11)
NORTH, RANGE 58 WEST, 6TH P.M.)

Cause No.

Docket No.



APPLICATION

Carrizo Oil and Gas, Inc. ("Applicant"), by and through its attorneys, Holland & Hart LLP, respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado (the "Commission") for an order 1) vacating Order No. 535-325; and 2) establishing a 640-acre drilling unit with up to sixteen horizontal wells in the unit, in the following-described lands:

Township 11 North, Range 58 West, 6th P.M.

Section 26: S½

Section 35: 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. Applicant's operator number is 10439.

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. 535-325 which, among other things, approved an approximate 640-acre drilling and spacing unit consisting of Section 35, Township 11 North, Range 58 West, 6th P.M., and approved up to six horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons 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 26, Township 11 North, Range 58 West is subject to Rule 318.a. for the Niobrara Formation.

5. Applicant requests that Order No. 525-325 be vacated in its entirety and that the S½ of Section 35, Township 11 North, Range 58 West be subject to Rule 318.a.

6. Applicant also requests that the Commission establish a 640-acre drilling unit upon the Application Lands, and establish that up to sixteen horizontal wells may be drilled in the unit, with the productive interval of the wellbore to be located no closer than 300 feet from the unit boundaries, and no closer than 300 feet from the productive interval of any other wellbore located in the unit, without exception granted by the Director.

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 should 1) vacate Order No. 535-325; and 2) establish a 640-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. 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.(4), no later than seven days after this Application is filed.

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

11. Applicant shall submit a Communitization Agreement to the Bureau of Land Management within 90 days of the spud of the first well in the proposed unit.

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. 525-325.

B. Establishing that the S½ of Section 35, Township 11 North, Range 58 West shall be subject to Rule 318.a.

C. Establishing a 640-acre drilling unit with up to sixteen horizontal wells in the unit upon the Application Lands with the productive interval of the wellbore to be

located no closer than 300 feet from the unit boundaries, and no closer than 300 feet from the productive interval of any other wellbore located in the unit, without exception granted by the Director.

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

Dated: November 21, 2014.

By: _____



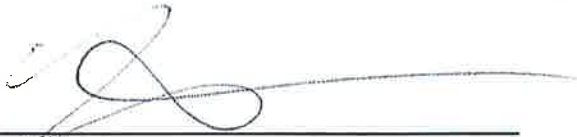
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Denver, CO 80202
(303) 295-8367
eyspencer@hollandhart.com
kvtyler@hollandhart.com

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 E. Wiest, of lawful age, being first duly sworn upon oath, deposes and says that he is 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.

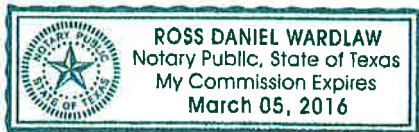


Craig E. Wiest

Subscribed and sworn to before me this 21st day of November, 2014.

Witness my hand and official seal.

My commission expires: March 5, 2016





Notary Public

Exhibit A

**Weld County, Colorado
T11N-R58W Sec 26:S2 & Sec 35:N2**

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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) Cause No.
ORDER ALLOWING UP TO SIXTEEN)
HORIZONTAL WELLS IN AN ESTABLISHED) Intake No. 71
640-ACRE DRILLING UNIT LOCATED IN)
SECTIONS 26 AND 35, TOWNSHIP 11) Docket No.
NORTH, RANGE 58 WEST, 6TH P.M.)

CORRECTED AFFIDAVIT OF MAILING

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

Elizabeth Y. Spencer, of lawful age, and being first duly sworn upon her oath,
states and declares:

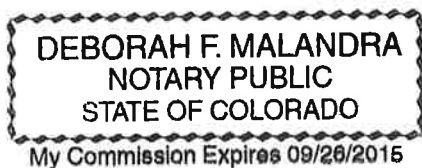
That she is an attorney for Carrizo Oil and Gas Inc., and that on or before
November 26, 2014, she caused a copy of the Application in the matter described
above to be deposited in the United States Mail, postage prepaid, addressed to parties
listed on Revised Exhibit B (attached hereto). This Corrected Affidavit of Mailing is
submitted to correct and replace the Affidavit of Mailing submitted on November 21,
2014.

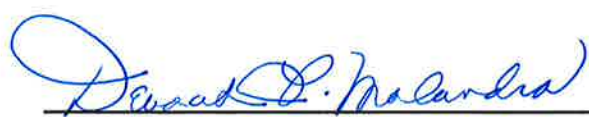

Elizabeth Y. Spencer

Subscribed and sworn to before me November 26, 2014.

Witness my hand and official seal.

My commission expires: 9/26/2015.




Notary Public

Revised EXHIBIT B

Interested Parties

Township 11 North Range 58 West

Section 26: S/2; Section 35: N/2

Whiting Oil and Gas Corporation 1700 Broadway, Suite 2300 Denver, CO 80290-2300	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, ZHANGSUTAN LANZHOU GANSU PROVINCE, 730010 PEOPLES REPUBLIC OF CINDA	AIRMAIL Oil India (USA), Inc. c/o Thompson Knight, LLP Attn: Arthur J. Wright 333 Clay St, Suite 3300 Houston, TX 77002
Alma L. Tisher and Kelly B. Tisher PO Box 533 Littleton, CO 80160	NorthStar Energy Company, LLC 1800 Glenarm PI Ste. 1203 Denver, CO 80202
Mark A. O'Neal & Associates, Inc. P.O. Box 66573 Baton Rouge, LA 70896	Contex Energy Company 621 17th Street, Suite 1020 Denver, CO 80293
Ladonna Y. Lee 1037th 26th Road South Arlington, VA 22202	PEC Minerals, LP c/o Kirkwood Darby Inc. 307 W 7th St. Suite 1110 Fort Worth, TX 76102
Winonai W. Keck c/o Cahn & Cahn CPAS 33 N LaSalle St. Suite 2120 Chicago, IL 60602	The Skeeters Company, a partnership 18221 Sandy Cove Nassau Bay, TX 77210
Alice M. Thomson 4130 Joes Rd Cheyenne, WY 82009	Estate of Dennis A. Younglund, Deceased c/o Mary Jo Younglund 611 Fairway Dr. Gillette, WY 82718
Estate of Duane Len Jenson, Deceased Address Unknown Fort Worth, TX	Sam McCorkle 4436 Beverly Dr. Dallas, TX 75205
D.W Crawford c/o Dwight B. Crawford 7997 Rector Rd Sanger, TX 76266	Estate of Jack I. Christiansen, Deceased c/o Vivian E. Christiansen 2195 E. Egbert Street #214 Brighton, CO 80601
Rose Martin, sole heir of L. A. Martin 409 W. Main St Azle, TX 76020	Byron Layton 3819 East 64th Place Tulsa, OK 74136
Estate of Robert M. Barton, Deceased c/o Fredna Mahaffey 3720 E. Eaglescliffe Dr. Springfield, MO 65809	J. N. Martin Address Unknown Marietta, OK

J. N. Martin, Jr. 2213 Hwy. 75N Sherman, Texas 75090	Maurine Martin Farrell 5144 Malinda Lane Fort Worth, Texas 76112
M. H. Martin, Address Unknown Marietta, OK	L. F. Martin Address Unknown Marietta, OK
Mary Martin Mckinney Address Unknown Marietta, OK	Christopher E. Chapman 1147 Kumukoa Hila, HI 96720
Midhill, a partnership, Trustee fbo Susan E. Heiss IRA P.O. Box 2680 Casper, WY 82608	Louis A. Oswald, III, Trustee of the Oswald Family Trust dated April 27, 1998 P.O. 280969 Lakewood, CO 80228-0969
Pumpkin Buttes, LLC P.O. Box 1989 Casper, WY 82602	Jonathan S. Roderick, Trustee of the Jonathan S. Roderick Living Trust dated February 8, 2007 P.O. Box 7961 Boulder, CO 80306
BLM Colorado State Office 2850 Youngfield St Lakewood, CO 80215	Robert D. Burke 41204 300th Avenue S.E. Enumclaw, WA 98022
Janyce Harms 52715 County Road 136 Pine Bluffs, WY 82082	Theo. Hamm Brewing Co. Address Unknown St. Paul, MN
Junior E. Roberts 76890 Wiley Canyon Road Eddyville, NE 68834	H.K. Simmons Address Unknown Gainesville, TX
Steve K. O'Hare and Gayle G. O'Hare 65930 WCR 130 New Raymer, CO 80742-9634	
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
Tom Schreiner, Energy Liaison Colorado Parks and Wildlife Northeast Region Office 6060 Broadway Denver, CO 80216	