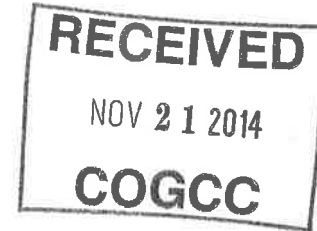


BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO

IN THE MATTER OF THE APPLICATION OF)
CARRIZO OIL AND GAS, INC., FOR AN)
ORDER VACATING TWO 640-ACRE)
DRILLING UNITS, ESTABLISHING A 960-)
ACRE DRILLING UNIT, AND ALLOWING UP)
TO SIXTEEN HORIZONTAL WELLS IN THE)
UNIT LOCATED IN SECTIONS 30 AND 31,)
TOWNSHIP 10 NORTH, RANGE 59 WEST IN)
WELD COUNTY, COLORADO)

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. 535-352 and a portion of Order No. 535-272; 2) establishing a 960 acre drilling unit with up to sixteen horizontal wells in the following-described lands:

Township 10 North, Range 59 West, 6th P.M.

Section 30: S½

Section 31: 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. 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 February 11, 2013, the Commission issued Order No. 535-264 which, among other things approved up to six horizontal wells within each of four approximate 640-acre exploratory drilling and spacing units established for certain lands for the production of oil, gas and associated hydrocarbons from the Niobrara Formation. Section 31, Township 10 North, Range 59 West, 6th P.M. is subject to Order No. 535-264.
4. On February 11, 2013, the Commission issued Order No. 535-272 which, among other things approved four approximate 640-acre exploratory drilling and spacing units for certain lands and approved one horizontal well within each unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation. Section 31, Township 10 North, Range 59 West, 6th P.M. is subject to Order No. 535-264.

5. On May 6, 2013, the Commission issued Order No. 535-312 which, among other things, pooled all interests in certain lands for the development and operation of the Niobrara Formation. Section 31, Township 10 North, Range 59 West, 6th P.M. is subject to Order No. 535-312.

6. On June 17, 2013, the Commission issued Order No. 535-352 which, among other things, established an approximate 640-acre drilling and spacing unit for certain lands and approved up to thirteen horizontal wells in the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation. Section 30, Township 10 North, Range 59 West, 6th P.M. is subject to Order No. 535-264.

7. On July 29, 2013, the Commission entered Order No. 535-374 which approved up to thirteen horizontal wells within certain lands for the production of oil, gas and associated hydrocarbons from the Niobrara Formation. Section 31, Township 10 North, Range 59 West 6th P.M. is subject to this Order for the Niobrara Formation.

8. Applicant requests that Order No. 535-272 be vacated as to Section 31, Township 10 North, Range 59 West, 6th P.M.

9. Applicant requests that Order No. 535-352 be vacated in its entirety.

10. Applicant also requests that the Commission establish a 960-acre drilling unit comprised of the Application Lands with approval to drill, at Applicant's option, sixteen horizontal wells 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.

11. Applicant asserts that the requested drilling unit and 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.

12. 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 a 960-acre drilling unit comprised of the Application Lands with approval to drill, at Applicant's option, sixteen horizontal wells 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. 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).

13. 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.

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

15. 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:

- P.M.
- A. Vacating Order No. 535-272 as to Section 31, Township 10 North, Range 59 West, 6th
 - B. Vacating Order No. 535-352 in its entirety.
 - C. Establishing a 960-acre drilling unit comprised of the Application Lands with approval to drill, at Applicant's option, sixteen horizontal wells 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.
 - D. For such other findings and orders as the Commission may deem proper or advisable in the matter.

Dated: November 21, 2014.

By: 

Elizabeth Y. Spencer
Kurt V. Tyler
Holland & Hart LLP
555 17th Street, Suite 3200
Denver, CO 80202
(303) 295-8367
(303) 295-8398
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)
)
COUNTY OF HARRIS) ss.

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.

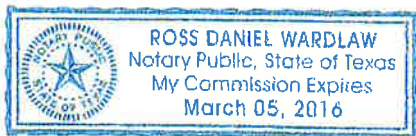



Craig E. Wiest

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
T10N-R58W Sec 31 All & 30:S2

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BEFORE THE OIL AND GAS CONSERVATION COMMISSION
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IN THE MATTER OF THE APPLICATION OF)
CARRIZO OIL AND GAS, INC., FOR AN)
ORDER VACATING TWO 640-ACRE)
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TO SIXTEEN HORIZONTAL WELLS IN THE)
UNIT LOCATED IN SECTIONS 30 AND 31,)
TOWNSHIP 10 NORTH, RANGE 59 WEST IN)
WELD COUNTY, COLORADO)

Cause No.

Intake No. 72

Docket No.

AFFIDAVIT OF MAILING

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

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

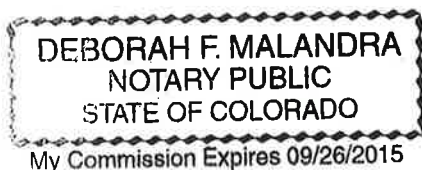
That she is an attorney for Carrizo Oil and Gas, Inc., that on or before
November 26, 2014, she caused a copy of the Application in the matter described
above to be deposited in the United States Mail, postage prepaid, addressed to the
parties listed on Exhibit 1 attached hereto.


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

EXHIBIT 1
INTERESTED PARTIES
Township 10 North Range 59 West
Section 30: S/2; Section 31: ALL

Noble Energy WYCO, LLC 1625 Broadway, Ste. 2200 Denver, CO 80202	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 PEOPLE REPUBLIC OF CHINA	AIRMAIL Oil India (USA), Inc. c/o Thompson Knight, LLP Attn: Arthur J. Wright 333 Clay St, Suite 3300 Houston, TX 77002
U.S. AgBank, FCB 245 N Waco St Wichita, KS 67202	Estate of John Weiss, Deceased Address Unknown Keota, Colorado 81004
Grayrock Minerals, LLC 5950 Cedar Springs Rd., Suite 200 Dallas, TX 75235	Centennial Mineral Holdings, LLC 5950 Cedar Springs Rd., Suite 200 Dallas, TX 75235
AK Resources, LLC PO Box 6975 Denver, CO 80206	BLM Colorado State Office 2850 Youngfield St Lakewood, CO 80215
Timbro Ranch & Cattle Co., LLC P.O. Box 1826 Sterling, CO 80751	Esther H. Whited 2334 Tyler Avenue Ogden, UT 84401
GTD Land Company, LLP 12122 West Atlantic Drive Lakewood, CO 80228	Magnolia Minerals Trust, LLC 600 17th Street, Ste. 2125 South Denver, Colorado 80202
Robert D. Hickman 806 Loch Lommond Hutchison, KS 67502	James W. Hickman 23518 WCR #1 Loveland, CO 80537
Joyce E. Abrams, a/k/a Joyce E. Abrames 5801 Tampa Shores Blvd. Tampa Bay, FL 33615	Carl Jerry Carlson 345 Merrydale Drive Fayetteville, GA 30215
James R. Carlson, a/k/a James Roy Carlson 99 Moosewood Lane Sagle, ID 30215	Janet Helen Johnson 6061 W. 1st St. Greeley, CO 80634
Lory E. Ferguson, Jr. P.O. Box 361 Kiowa, CO 80117	Adda L. Dean P.O. Box 971 Bailey, CO 80421
Kay Woods 404 Wyllis Street Oil City, PA 16301-3050	Sandra Orlando 3154 Zimmerly Road Erie, PA 16506-5039

Van Alan Templeton 39 Carlton Road Metuchen, NJ 08840-2403	Patricia Ras 3302 Baer Beach Road, Unit B4 Erie, PA 16506-1859
David Benjamin Ferguson 194 Hickory St. Gloster, LA 71030	Edwin James Ferguson 207 N. 49th Ave., Ct. Greeley, CO 80634
Cherie Ann Ferguson Otis 1502 Muskogean Dr. Lake Charles, LA 70611	Lori Sue Ferguson Vincent 140 E. Lee St. Sulphur, LA 70663
Whiting Oil and Gas Corporation 1700 Broadway, Suite 2300 Denver, CO 80290	Kudzu Oil Properties, LLC. 300 Concourse Blvd. Suite 101 Ridgeland, MS 39157
Robert Rohn and Mariana Rohn 53228 County Road 106 Grover, CO 80729-9540	EOG Resources, Inc 600 17th Street, suite 1000N Denver, CO 80634
Carl Herrin P.O. Box 329 Jackson, MS 39205	George S. Dennis P.O. Box 1823 Jackson, MS 39215-1823
Edith Cyrus Address Unknown Laramie County, WY	Everett C. Brush Address Unknown Carbon County, WY
Carl W. Ehrman 3552 N.E. Quay Avenue Lincoln City, OR 97367	Millamae E. Beck Address Unknown Laramie County, WY
The John D. Stephenson Family Trust 1375 43rd Ave. #27 Greeley, CO 80634	William E. Burkholder Address Unknown Logan County, CO
Betty Sue Boulware Reed 1111 N. Street Arkansas City, KS 67005-2045	Elva Blanche Meyers McBride 3111 East Cheyenne Street Exeter, NE 68351
William E. Meyers 38320 Road 713 McCook, NE 69001-8585	Fowler B. Hamilton Address Unknown Elmo, MO
Frances L. Spangler Address Unknown Elmo, MO 64445	Helen R. Phillips 790 Park Lane Lakewood, CO
John E. Scott and Georgia B. Scott Address Unknown Weld County, CO	Larkin A. Bailey Address Unknown Weld County, CO
Lola Bailey Address Unknown	Eugene Bailey 1730 Converse Avenue Cheyenne, WY 82001

Edd. H. Bailey 1105 Rosebud Cheyenne, WY 82001	Mabel Bailey Address Unknown
Laura Bailey 352 Nature Trail Westerville, OH 43082	Hugh Bailey 4971 Hessel Road Sebastopol, CA 95472
Pauline M. Bailey Address Unknown	Flora M. Schmoker, f/k/a Floria M. Bailey Address Unknown
Richard Sinclair 1051 Desert View Lane Bull Head City, AZ 86429	William L. Sinclair Address Unknown
Billy Sinclair 469 West River Road Worland, WY 82401	Lydetta H. Oswald, f/k/a Lydetta H. Bailey 1906 Cheyenne Place Cheyenne, WY 82001
Diane Clark 17114 185th Ave. NE Woodinville, WA 98072-9628	Weldon C. Bailey Address Unknown
Jeffery W. Bailey 65 C. Campstool Route Cheyenne, WY 82007	Jennifer C. Mueller 8841 Creekside Way, Apt. 2126 Littleton, CO 80129
Ellis L. Bailey Address Unknown	Julia A. Brown and Gary G. Brown, JT 6127 Crystal View Drive Indianapolis, IN 46237
John M. Bailey Family Trust, Dated December 14 1990, Trustee, John M. Bailey 1735 Dodge Road Cheyenne, WY 82009	James Robert Bailey Address Unknown
James G. Bailey Address Unknown	Lydetta Kay Jackson 2139 Derby Hill Drive Loveland, CO 80537
Denise Harris 60700 272nd Avenue Mantorville, MN 55955-7029	Teresa Sigalio 16816 Hamptons Landing Road Charlotte, NC 28277-1739
Larkin Bailey 821 Berkeley Run N.E. Atlanta, GA 30342	Don Bailey Address Unknown
Delmore W. Bailey Address Unknown	Matthew C. Bailey 2751 Via Venado Santa Fe, NM 87505
Elvin A. Bailey Address Unknown	Michael Robert Bailey Address Unknown

Sean Michael Bailey 9205 Red Mountain Road Livermore, CO 80536-8946	Christopher Parker Bailey Address Unknown
Craig Russell Bailey Address Unknown	Andrew R. Bailey 217 Rirmrock Drive Evanston, WY 82930
Thomas L. Bailey 18355 Ridgfield Road NW Seattle, WA 98177	Douglas Andrew Bailey Address Unknown
Russell L. Bailey Address Unknown	Rusty Varineau, f/k/a Russell Bailey 2834 East Devon Street Tucson, AZ 85716
Helen I. Hollis, f/k/a Helen I. Bailey Address Unknown	Mark Hollis 49 Shingle Road Douglas, WY 82633-2284
Weld County Commissioners 1150 O Street P.O. Box 758 Greeley, CO 80632	Estate of John E. Scott Address Unknown
Dorothy Sikes and Clarence Sikes 336 Manewal Drive Cheyenne, WY 82009	Scott Allen Sikes 2820 Heather Road Long Beach, CA 90815
James E. Scott Route 4, Box 737 Hemphill, TX 75948	Marion H. Scott 1712 Hampton Ave. Redwood City, CA 94061
Estate of Doris C. Kitchen, Deceased 1404 E. Pershing Cheyenne, WY 82001	Estate of Paul Scott, AKA Paul H. Scott, Deceased 181 South Lewis Building 7, Apartment 312 Orange, CA 92668
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	

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