

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

IN THE MATTER OF THE APPLICATION OF ANTERO  
RESOURCES PICEANCE CORPORATION FOR AN  
ORDER VACATING A DRILLING AND SPACING UNIT,  
AND ESTABLISHING SPACING AND WELL  
LOCATION RULES FOR THE WILLIAMS FORK  
FORMATION AND ILES FORMATION OF THE  
MESAVERDE GROUP FOR CERTAIN DESCRIBED  
LANDS IN THE MAMM CREEK FIELD AREA,  
GARFIELD COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

**APPLICATION**

COMES NOW Antero Resources Piceance Corporation ("Applicant"), a Delaware corporation, by its attorneys, Beatty & Wozniak, P.C., and makes application to the Oil and Gas Conservation Commission of the State of Colorado for an order vacating a drilling and spacing unit and establishing spacing rules and well location rules applicable to the drilling and producing of wells from the Williams Fork Formation and Iles Formation of the Mesaverde Group covering certain described lands in the Mamm Creek Field area, Garfield County, Colorado and in support of its application states and alleges as follows:

1. That Applicant is a corporation duly authorized to conduct business in the State of Colorado.

2. That Applicant owns leasehold interests in a substantial portion of the following described lands:

Township 6 South, Range 93 West

Section 11: N/2

(hereinafter "Application Lands")

3. That the Application Lands were established as a 320 acre drilling and spacing unit for the Williams Fork Formation under the Commission's Order 191-15 (Corrected), such order also approving ten acre density drilling for this formation underlying the Application Lands. Further, pursuant to the Commission's Order 191-25, the Application Lands were established as a 320-acre drilling and spacing unit for the Iles Formation, such order also approving density drilling for such formation.

4. One of Applicant's lessors has objected to being included in a 320-acre drilling and spacing unit and Applicant is desirous therefore of vacating the unit.

5. Therefore, Applicant requests to vacate these two orders as they apply to the Application Lands. In place of the 320-acre drilling and spacing unit so vacated, Applicant requests that two drilling and spacing units be established for the Williams Fork Formation and Iles Formation as follows:

Township 6 South, Range 93 West

Section 11: E/2NE/4 (approximate 80 acre drilling and spacing unit)

Section 11: A parcel of land beginning at a point 1320.00 feet West of the NE/4NE/4 of Section 11 in Township 6 South Range 93 West, said point being the NW/C of the NE/4NE/4 of said Section 11; thence due West a distance of 3960.00 feet; thence due South a distance of 2640.00 feet, thence due East a distance of 3166.18 feet; thence due North a distance of 1320.00 feet; thence due East a distance of 792.645 feet, thence due North a distance of 1320.00 feet to the point of beginning (approximate 215.94 acre drilling and spacing unit)

6. Applicant also requests that each of these two drilling and spacing units constituting the Application Lands be reauthorized, as necessary, for ten acre drilling density for both the Williams Fork Formation and the Iles Formation.

7. That as to all future Williams Fork wells to be drilled upon each of said drilling and spacing units constituting the Application Lands, the wells should be located downhole anywhere in the drilling and spacing unit but no closer than 100 feet from the boundaries of the unit without exception being granted by the Director of the Oil and Gas Conservation Commission. It is provided however that in cases where the Application Lands abut or corner lands in respect of which the Commission has not at the time of drilling permit application granted the right to drill 10 acre density Williams Fork Wells, the well should be located downhole no closer than 200 feet from the boundary or boundaries of the drilling unit so abutting or cornering such lands without exception being granted by the Director of the Oil and Gas Conservation Commission.

8. That as to all future Iles Formation wells to be drilled upon each of said drilling and spacing units constituting the Application Lands, the wells should be located downhole anywhere in the drilling and spacing unit but not closer than 100 feet from the boundaries of the unit without exception being granted by the Director of the Oil and Gas Conservation Commission. It is provided however that in cases where the Application Lands abut or corner lands in respect of which the Commission has not at the time of drilling permit application granted the right to drill 10-acre density Iles wells, the wells should be located downhole no closer than 400 feet from the boundary or boundaries of the drilling unit so abutting or cornering such lands without exception being granted by the Director of the Oil and Gas Conservation Commission.

9. That, except as previously authorized by order of the Commission, wells to be drilled under this Application will be drilled from the surface either vertically or directionally from no more than one pad located on a given quarter quarter section (or lots or parcels approximately equivalent thereto) unless exception is granted by the Colorado Oil and Gas Conservation Commission pursuant to application made for such exception.

10. The granting of this application will not promote waste; will not violate correlative rights and will assure the greatest ultimate recovery of gas and associated hydrocarbon substances from the reservoir.

11. That the names and addresses of the interested parties according to the information and belief of the Applicant are set forth in Exhibit A attached hereto and made a part hereof.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing in July, 2008, that notice be given as required by law and that upon such hearing this Commission enter its order consistent with Applicant's proposals as set forth above.

Dated: May\_\_\_\_, 2008

By: \_\_\_\_\_  
William A. Keefe  
Beatty & Wozniak, P.C.  
216 Sixteenth Street-Suite 1100  
Denver, Colorado 80202-5115  
(ph) 303-407-4475

**VERIFICATION**

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

Brian F. Wade, of lawful age, being first duly sworn upon oath, deposes and says that he is the Landman for Antero Resources Piceance Corporation 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.

\_\_\_\_\_  
Brian F. Wade

Subscribed and sworn to before me this \_\_\_\_\_ day of May, 2008.

Witness my hand and official seal.

My commission expires:\_\_\_\_\_

\_\_\_\_\_  
Notary Public

## EXHIBIT A

Antero Resources Corporation  
1625 17<sup>th</sup> Street, Suite 300  
Denver, CO 80202

Apollo Energy, LLC  
1557 Ogden Street, Suite 300  
Denver, CO 80218

Dolphin Energy Corporation  
1331 17<sup>th</sup> Street, Suite 730  
Denver, CO 80202

Exxel Energy, Inc.  
Independence Plaza, B-180  
1001 Sixteenth Street  
Denver, CO 80265

Steven W. Weller and  
Toni L. Weller, TIC  
415 Bayou Cove Court  
Houston, TX 77042

Charles F. and Eva Charlene  
Weller, TIC  
5331 Fenwick Way Court  
Sugar Land, TX 77479

R. Philip Bain  
1983 County Road 293  
Rifle, CO 81650

RKS Family LLLP  
1609 County Road 112  
Carbondale, CO 81623

Michael A. Murrell  
Post Office Box 1272  
Glenwood Springs, CO 81602

Troy H. and Dawn M. Kelly  
11466 Highway 325, #5  
Rifle, CO 81650

Promethean II Holdings LLC  
c/o Promethean Asset  
Management LLC  
55 Fifth Avenue, 17<sup>th</sup> Floor  
New York, NY 10003

Brian F. Wade  
Antero Resources Piceance Corp.  
1624 17th Street, Suite 300  
Denver, CO 80202

Judith H. Jordan  
Garfield County  
144 E. 3rd Street, Suite 203  
Rifle, CO 81650

Freeman Investments  
3415 South Clayton Boulevard  
Englewood, CO 80113-7611

WYOTEX Oil Company  
Post Office Box 36157  
Denver, CO 80236

Huckleberry Minerals, LLC  
15250 Emporia Street  
Brighton, CO 80602

Excel Land Services, LLC  
Post Office Box 132526  
Tyler, TX 75713

JLW Investment, LLC  
2432 West 82<sup>nd</sup> Place, Suite I  
Westminster, CO 80031

Parker Geoscience  
Consulting, LLC  
6346 Secrest Street  
Arvada, CO 80403

Antlers Minerals LLC  
Post Office Box 945  
Glenwood Springs, CO 81602

Garfield County  
Board of County Commissioners  
108 8<sup>th</sup> Street, Suite 213  
Glenwood Springs, CO 81601

Carrie Potter  
695 Graceland  
Carbondale, CO 81623

Charles E. and Kellie J. Heyde  
1842 County Road 210  
Rifle, CO 81650

Veritas 321 Energy Partners LP  
Post Office Box 173  
Midland, TX 79702

William A. Keefe  
Beatty & Wozniak, P.C.  
216 Sixteenth St.-Suite 1100  
Denver, CO 80202-5115

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COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

## AFFIDAVIT OF MAILING

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

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

That he is the attorney for Antero Resources Piceance Corporation, that on or before May 28, 2008, 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 A to the Application.

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William A. Keefe

Subscribed and sworn to before me May 22, 2008.

Witness my hand and official seal.

My commission expires: \_\_\_\_\_.

Notary Public