

**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 ESTABLISHING SPACING AND WELL
LOCATION RULES FOR THE WILLIAMS FORK AND
ILES FORMATIONS OF THE MESAVERDE GROUP
FOR CERTAIN DESCRIBED LANDS IN THE
PARACHUTE FIELD AREA, GARFIELD COUNTY,
COLORADO

CAUSE NO. 440

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 an existing drilling and spacing unit and establishing spacing in two new drilling and spacing units and establishing well location rules applicable to the drilling and producing of wells from the Williams Fork and Iles Formations of the Mesaverde Group covering certain described lands in the Parachute 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 a leasehold interest in a substantial portion of the following described lands:

Township 7 South, Range 95 West, 6th P.M.
Section 17: W/2 and W/2E/2

3. That, pursuant to the Commission's Order No. 440-12 dated May 18, 1990, certain described sections including Section 17 of Township 7 South, Range 95 West, 6th P.M., were established as 320 acre drilling and spacing units for the production of gas and associated hydrocarbons from the Mesaverde Formation consisting of the E/2 and W/2 or the N/2 and S/2 of the section with the operator of the first well permitted in a section to designate the drilling unit with the permitted well to be located on the established unit no closer than 600 feet from the boundaries of the unit and no closer than 1200 feet from any well producing or producible from the same formation.

4. That, pursuant to the Commission's Order No. 440-48 dated August 28, 2007, the drilling and spacing unit consisting of the E/2 of Section 17 in Township 7 South, Range 95 West, 6th P.M. was vacated as it applied to both the Williams Fork and Iles Formations and four approximate 40 acre drilling and spacing units consisting of the E/2E/2 of said Section 17 were established for the Williams Fork and Iles Formations with twenty (20) acre density drilling being permitted thereon for such formations.

5. To the extent that the W/2 of Section 17 continues to be a 320 acre drilling and spacing unit for the Williams Fork and Iles Formation, Applicant desires to vacate same and to establish two new approximate 240 acre drilling and spacing units for the production of gas and associated hydrocarbons from the Williams Fork and Iles Formations, each such drilling and spacing unit described as follows:

Township 7 South, Range 95 West, 6th P.M.

Section 17: NW/4 and W/2NE/4

Section 17: SW/4 and W/2SE/4

(hereinafter Application Lands)

6. That multiple wells have been drilled, tested and completed in the Williams Fork and Iles Formations of the Mesaverde Group upon lands in the immediate vicinity of the Application Lands.

7. That as to all future Williams Fork wells to be drilled upon the Application Lands within each drilling and spacing unit, the well 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 optional 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 wells to be drilled upon the Application Lands within each drilling and spacing unit, the well 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 optional 10 acre density Iles 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.

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 Director of 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, 2009, 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__, 2009.

Respectfully submitted:

Antero Resource Piceance Corporation

By:

William A. Keefe
Beatty & Wozniak, P.C.
216 Sixteenth St., Suite 1100
Denver, Colorado 80202
Telephone No.: (303) 407-4475

Applicant's Address:

Antero Resource Piceance Corporation
Attn: Brian Wade
1625 17th St. Suite 300
Denver, CO 80202

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 a 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.

By:

Brian F. Wade

Subscribed and sworn to before me this _____ day of May, 2009.

Witness my hand and official seal.

My commission expires: _____

Notary Public

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CAUSE NO: 440

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____, 2009, he caused a copy of the attached Application in the subject docket to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

By: William A. Keefe

Subscribed and sworn to before me this _____ day of May, 2009.

Witness my hand and official seal.

My commission expires:

Notary Public

EXHIBIT A

Antero Resources Piceance Corporation
1625 17th Street, Suite 300
Denver, CO 80202

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

Dolphin Energy Corporation
1331 17th Street, Suite 730
Denver, CO 80202

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

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

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

Exxon Mobil Corporation
P.O. Box 53
Houston, TX 77001

EnCana Oil and Gas (USA) Inc.
370 17th Street, Suite 1700
Denver, CO 80202

Ann B. F. Flanigan, Custodian for Ellen S.
Freeman under the Colorado UTMA
3415 South Clayton Boulevard
Englewood, CO 80113

Ann B. F. Flanigan, Custodian for Peter C.
Freeman under the Colorado UTMA
3415 South Clayton Boulevard
Englewood, CO 80113

Ann B. F. Flanigan, Custodian for Betsy R.
Freeman under the Colorado UTMA
3415 South Clayton Boulevard
Englewood, CO 80113

Laureen Fountaine Jorgensen
430 Kirkwood Lane
Monrovia, CA 91016

Fossil Creek Land Company
Post Office Box 485
Mustang, OK 73064

Loretta L. Briteman
156 Eloisa
Santa Paula, CA 93060

Nellie L. Hefty
506 F. Street
LaGrande, OR 97850

Marjorie Wehr Viall, heir of Blanche Wehr
Post Office Box 98242
Des Moines, WA 98198

Kathleen Wehr Skaggs,
heir of Blanche Wehr
1700 Joseph Court
Cincinnati, OH 45231

Betty Jean McGuire, heir of Blanche Wehr
506 West 34th Street
Connersville, IN 47331

Marilyn Wehr, heir of Blanche Wehr
Route 3, Box 263 VH
Bastrop, TX 78602

Charles W. and Patty N. Brown, LLC
PO Box 587
Marlow, OK 73055

Williams Production RMT Co.
1515 Arapahoe Street
Denver, CO 80202

Estate of Lillie M. Yates
207 South Fourth Street
Artesia, NM 88210

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
351 Glencoe Street
Denver, CO 80220

Cypress Land Acquisitions, LLC
351 Glencoe Street
Denver, CO 80220

B. Kole Killion
2322 Monaco Parkway
Denver, CO 80207

Daniel P. & Ann B. F. Flanigan, jt
3415 South Clayton Boulevard
Englewood, CO 80113

Sharon I. Gardner
1236 County Road 302
Parachute, CO 81635

Laramie Energy II, LLC
1512 Larimer, Suite 1000
Denver, CO 80202

L. Harry Fountaine
619 Concord Street
Salt Lake City, UT 84104

Gary P. and Linda A. Loftin
Post Office Box 337
Parachute, CO 81635-0337

Alvin Kenneth Ross, heir of Blanche Wehr
134 Spring Hill
Connersville, IN 47331

Myrtle L. Chaffee
160 North Gibbs
Santa Paula, CA 93060

Shirley S.E. Ross Oliver,
heir of Blanche Wehr
107 Spring Hill
Connersville, IN 47331

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

Elnore Morrow Martin, heir of Blanche Wehr
0318 County Road 303
Parachute, CO 81635

Delores Crank, heir of Blanche Wehr
1207 East Fifth
Connersville, IN 47331

Aspen Leaf, LLC
PO Box 1488
Mustang, OK 73064

Shaunacy Gates, Deceased
Vickie M. Gates, Personal Representative
4736 South 70th East Avenue
Tulsa, OK 74145

Estate of Martin Yates III
207 South 4th Street
Artesia, NM 88210

Judith H. Jordan
Garfield County
375 County Road 352, Bldg 2060
Rifle, CO 81650-8412

Colorado Department of Public
Health & Environment
4300 Cherry Creek Drive South
Denver, CO 80246-1530

Colorado Division of Wildlife
6060 Broadway
Denver, CO 80216

