

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

IN THE MATTER OF THE APPLICATION OF
ANTERO RESOURCES PICEANCE
CORPORATION FOR AN ORDER POOLING
ALL NON-CONSENTING INTERESTS IN THE
MANCOS GROUP FORMATIONS IN AN
ESTABLISHED DRILLING AND SPACING UNIT
LOCATED IN THE MAMM CREEK FIELD
AREA, GARFIELD COUNTY, COLORADO

CAUSE NO: 191

DOCKET NO:

APPLICATION

COMES NOW, Antero Resources Piceance Corporation (referred to herein as "Applicant"), by and through its undersigned attorneys, and makes application to the Oil and Gas Conservation Commission of the State of Colorado ("COGCC"), for an order to pool all non-consenting interests for the drilling of ten (10) acre density wells within the Mancos Group in the following described lands within Section 18 in Township 6 South, Range 92 West, 6th P.M., Garfield County, Colorado (hereinafter "Application Lands"):

A parcel of land in the N½ of Section 18, Township 6 South, Range 92 West, 6th P.M. beginning 445.03 feet south of the NE¼ NE¼ of said section; thence south 00° 34' 00" East a distance of 362.60 feet; thence south 519.00 feet; thence south 1320.00 feet; thence west 4260.91 feet; thence North 00° 04' 16" west a distance of 2327.20 feet; thence North 70° 50' 00" East a distance of 471.60 feet; thence South 89° 30' 00" East a distance of 300.00; thence South 76° 42' 00" east a distance of 1128.10 feet; thence South 89° 30' 00" east a distance of 2085.20 feet; thence South 89° 59' 30" east a distance of 181.30 feet; thence south 89° 58' 00" east a distance of 150.5 feet to the point of beginning.

In support of its application, Applicant states and avers as follows:

1. That the Applicant is a corporation duly authorized to conduct business in the State of Colorado.
2. That the Applicant owns a leasehold interest in all or a portion of the Application Lands.
3. That, pursuant to the Commission's Order No. 191-40 dated December 11, 2006, an approximate 223.576 acre drilling and spacing unit consisting of the Application Lands was established for the production of gas and associated hydrocarbons from the Williams Fork and Iles Formations. Such order also permitted ten (10) acre density drilling for these formations within the unit.

4. That, pursuant to the Commission's Order No. 191-51 dated August 15, 2007, the Commission pooled all of the nonconsenting interests in the drilling unit consisting of the Application Lands for the drilling of the initial well (and subsequent wells) within the drilling and spacing unit consisting of the Application Lands. Such order applied to the drilling of ten (10) acre wells for the production of gas and associated hydrocarbons from the Williams Fork and Iles Formations.

5. That, pursuant to the Commission's Order No. 191-60 dated January 26, 2009, an approximate 223.576 acre drilling and spacing unit consisting of the Application Lands was established for the production of gas and associated hydrocarbons from the Mancos Group Formations (which is comprised of the stratigraphic equivalent of the Mancos Shale, the Niobrara Formation and the Mowry Shale). Such order also permitted ten (10) acre density drilling for this group within the unit.

6. That, Applicant now plans to drill the initial well on the drilling unit consisting of the Application Lands to the Williams Fork Formation, the Iles Formation and the Mancos Group with such initial well to have a downhole location within the Mancos Group no closer than 400 feet to the boundary of the unit.

7. At least 30 days prior to hearing on this application, Applicant will have sent to affected owners an appropriate AFE (containing the information required the Commission's Rule 530.a) detailing the estimated costs of drilling of the initial well. Applicant anticipates, however, that one or more of such owners may refuse to participate in the drilling, testing and completion of this well or otherwise may fail to respond to Antero's offer to participate.

8. Moreover, that with respect to any owners of unleased mineral interests in the Application Lands, Applicant will have made reasonable attempts pursuant to COGCC Rule 530.b. to enter into leases with such parties but, again, anticipates it may be unsuccessful in such attempts.

9. That in order to prevent waste, protect correlative rights and in the best interests of conservation, all interests of parties entitled to participate in the production from the initial well (such parties and their addresses being listed in Exhibit "A" attached hereto) should be pooled as to production from the Williams Fork, Iles and Mancos Group Formations in accordance with C.R.S. § 34-60-116 and Rule 530 of the COGCC.

10. That the names and addresses of the interested parties with respect to this Application are as set forth in Exhibit A hereto.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing, that notice thereof be given as required by law and that upon such hearing this Commission enter its order that all non consenting owners in the Mancos Group who have refused to execute Applicant's AFE and otherwise join in the drilling of such well and all unleased mineral interest owners who have refused to execute a lease covering their mineral interests in the Application

Lands, or, alternatively have refused to participate in the costs of drilling the initial well and future wells be treated as non-consenting owners under C.R.S. § 34-60-116 and made subject to the terms and penalties provided for therein and for such other findings and orders as the Commission may deem proper or advisable in the premises.

DATED this _____ day of 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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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 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

Airport Land Partners Limited
312 Aspen Airport Business Center,
Suite A
Aspen, CO 81611-2568

Aldrich, Frances D. 1998 Trust
c/o Bank of America as Agent
Post Office Box 830308
Dallas, TX 75286-0308

Anderson, John O.
7462 South Parkridge Circle
Salt Lake City, UT 84121

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

Arbaney, Jennifer Ruth
0401 County Road 137
Glenwood Sprigs, CO 81601

Baker, Barrett
717 17th Street, Suite 1545
Denver, CO 80202

Balcomb, Stephen S.
717 South Wildhorse Drive
New Castle, CO 81647

Bar Seven L, LLC
Post Office Box 1185
Rifle, CO 81650

Beelman, Michele M.
6319 Tchoupitoulos Street
New Orleans, LA 70118

Bill, Anne Melissa
4601 Westridge Avenue
Ft. Worth, TX 76116

Blake, Thomas Walter Trust
c/o Bill Patterson, CPA
1115 Barkdull Street, Suite A
Houston, TX 77006-6401

Braatz, Geraldine A.
3131 N.E. 55th Court
Ft. Lauderdale, FL 33308-3428

C R Pool LLC
Post Office Drawer 790
Glenwood Springs, CO 81602

CCW Trust
Carol C. Whitley, Trustee
255 South Milwaukee Street
Denver, CO 80209

Clarice Jane Robinson Family Trust
Charles Howard Robinson, Trustee
Post Office Box 1185
Rifle, CO 81650

Clayton, Jan Trust
c/o Ms. Jan Clayton
25960 Quail Lane
Los Altos Hills, CA 94022-3498

Colorado River Energy
Resources, LLC
Post Office Drawer 790
Glenwood Springs, CO 81602

Colton, Alice A.
2640 Wellington Street
Salt Lake City, UT 84106

Colton, Don J.
2172 East Gambel Oak Drive
Sandy UT 84092

Colton, Gregg B.
65 South Pfeifferhorn Drive
Alpine, UT 84004

CR Pool LLC
Post Office Drawer 790
Glenwood Springs, CO 81602

D & L McPherson LLLP
Post Office Box 233
Craig, CO 81626

Delaney, William Robert, Estate of
Post Office Box 2115
Glenwood Springs, CO 81602

Dever Family Minerals
99 South Downing Street, Apt. 502S
Denver, CO 80209-2451

Dever, Richard Thompson
Post Office Box 33712
Northglenn, CO 80233-0712

Dixon Water Foundation
6060 North Central Expressway
Suite 305
Dallas, TX 75206

Elmore, Derrill G., III
10929 West Cave Boulevard
Dripping Springs, TX 78620

Elmore, Derrill G., Jr.
5455 La Sierra Drive, #511
Dallas, TX 75231

Elmore, Winifred
5103 Ledgestone
Ft. Worth, TX 76132

Energy Investments, Inc.
143 Union Boulevard, Suite 900
Denver, CO 80228-1829

Esteve, Jose A.
c/o ECOM USA
Attn: Bill Nabors
3141 Hood Street, Suite 200
Dallas, TX 75219

ExxonMobil Oil Corporation
Post Office Box 53
Houston, TX 77001

F & C McPherson LLLP
10351 3100 Road
Lazear, CO 81420

Ferguson, Sarah
c/o Tom Ferguson
Goldman Sachs & Co.
100 Crescent Court, Suite 1000
Dallas, TX 75201

Friedlund, Jean L. Living Trust
605 Partee
Grand Junction, CO 81504

Grant Brothers Ranch Limited
Liability Co.
Post Office Box 1027
Basalt, CO 81621

Hefley, Karl, Jr.
8171 Bay Colony Drive, #1102
Naples, FL 34108-7565

Hoy, Carolyn
10660 West 103rd Avenue
Wistminster, CO 80021

Ligon, Joseph Mike
111 Knox Lane
Seymour, TX 76380

Loshbaugh, Edward C.
662 28 Road
Grand Junction, CO 81506-4802

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100 Park Avenue, Suite 1008
Oklahoma City, OK 73102

MAP99A-NET
c/o Mineral Acquisition Partners, Inc.
100 Park Avenue
Oklahoma City, OK 73102

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1101 Loggins Trail
Poolville, TX 76487

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Post Office Box 919
Evanston, WY 82931-0919

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3111 Pine Cone Court
Grand Junction, CO 81504

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2065 County Road 311
New Castle, CO 81647

Noblitt, Eric
660 Country Court
Grand Junction, CO 81504

Norcross, Anna Laura
1620 Hermosa Avenue, Apt. 46
Grand Junction, CO 81506

Perkins, Tamyra B.
4259 North Cochrane Lane
Erda, UT 84074

Peterson, Kristine M.
2525 S. Wadsworth Blvd, Suite 303
Denver, CO 80227-4346

Pinnell, Michael L.
8171 Old Coventry Circle
Sandy, UT 84092

Pioneer Oil & Gas
1206 West South Jordan Pkwy
Unit B
South Jordan, UT 84095-4551

Pollvogt Garfield LLLP
9324 North Paseo Palo Verde
Casa Grande, AZ 85222

R & S McPherson LLLP
2065 County Road 311
New Castle, CO 81647

Rifle Land Associates, Ltd.
165 S. Union Blvd, Suite 758
Lakewood, CO 80228

Saville, Frances Cavett, Estate of
c/o Dale William Saville
1500 Ferncliff Road
Charlotte, NC 28211

Seeburg, J.P., II Trust
c/o Mick Seeburg, Trustee
1400 Axtell-Anceney Road,
Bozeman, MT 59718

Seeburg, Noel M., Jr.
c/o Harvey & Battey, P.A.
Post Office Drawer 1107
Beaufort, SC 29901-1107

Snowberg, Verlin A.
Box 38
Big Arm, MT 59910

The Discovery Foundation
6060 North Central Expressway
Suite 305
Dallas, TX 75206

Thulson, John A.
210 South Ridge Court
Parachute, CO 81635

Thulson, Molly M.
Post Office Box 726
New Castle, CO 81647

Tipton, Louis J., Mrs.
1000 Camelot Drive, #6246
Harlingen, TX 78550

Titan Energy Resources Corporation
8765 North Silver Spur Road
Park City, UT 84098

Weinreis, Joseph E. and Velma
14704 Highway 6 & 24
Parachute, CO 81652

Wilson, R. Heggie
4994 East Meadows Drive
Park City, UT 84098

Wittwer, Chester E.
620 Ford Drive
Durango, CO 81301-4710

Wittwer, Leo L.
567 Shoshone Street
Grand Junction, CO 81504

Wittwer, Margaret L.
Trustee of the Carl & Margaret
Wittwer Family Trust
195 County Road 297
Rifle, CO 81650

Wolff, Joyce
8308 Briar Drive
Dallas, TX 75243-7020