

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

IN THE MATTER OF THE PROMULGATION AND
ESTABLISHMENT OF FIELD RULES TO GOVERN
OPERATIONS IN THE MAMM CREEK FIELD AREA,
GARFIELD COUNTY, COLORADO

CAUSE NO. 191

DOCKET NO. 1010-SP-37

AMENDED 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 establishing an approximate 640 acre 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 for 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 5 South, Range 91 West
Section 31: All

(hereinafter "Application Lands")

3. That the Application Lands are unspaced and subject to the Commission's Rule 318.a. which requires that wells drilled in excess of 2,500 feet in depth be located not less than 600 feet from any lease line and located not less than 1,200 feet from any other producible or drilling oil or gas well when drilling to the same common source of supply.

4. That multiple wells have been drilled, tested and completed in the Williams Fork Formation and Iles Formation of the Mesaverde Group upon lands in proximity to the Application Lands.

5. That as to the Application Lands, the Commission should establish an approximate 640 acre drilling and spacing unit for the production of gas and associated hydrocarbons from the Williams Fork Formation and Iles Formation of the Mesaverde Group.

6. That as to such described drilling and spacing unit constituting the Application Lands, the Commission should permit no more than four (4) well pads, and, at Applicant's option, up to sixteen (16) wells, with no more than one downhole well location in any quarter-quarter section of said unit. In addition, no such wells shall be located downhole any closer than 100 feet from the boundary of the unit unless such boundary abuts or corners lands in respect of which the

Commission has not at the time of the drilling permit application granted the right to drill ten (10) acre density Williams Fork wells in which event Williams Fork Formation and Iles Formation wells to be drilled upon the unit shall be drilled downhole no closer than 200 feet from that portion of the unit boundary which so abuts or corners the lands in respect of which ten (10) acre density downhole drilling for Williams Fork Formation wells has not been ordered by the Commission.

7. Further, each Oil and Gas Location Assessment (Form 2A) submitted for a well pad on the Application Lands shall incorporate, as may be appropriate, conditions of approval similar to those appended to the approved Form 2A for the Fenno Ranch "A" well pad located within the unit, and no well shall be drilled any closer than 500 feet to an occupied residential structure.

8. That the drilling of wells to the Iles Formation shall be undertaken only in conjunction with the drilling of wells to the Williams Fork Formation.

9. 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.

10. 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 April, 2011, 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: February ____, 2011.

By: _____
William A. Keefe
Kenneth A. Wonstolen
Beatty & Wozniak, P.C.
216 Sixteenth Street-Suite 1100
Denver, CO 80202-5115
(ph) 303-407-4499

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 Amended 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 February, 2011.

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

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

Judith H. Jordan
Garfield County
0375 County Road 352, Bldg 2060
Rifle, CO 81650

Kim Kaal
Colorado Division of Wildlife
6060 Broadway
Denver, CO 80216

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

Glen R. Adams and Sandra J. Adams
411 County Road 261
Silt, CO 81652

Jon B. and Karen L. Beck
401 County Road 261
Silt, CO 81652

Kurtis L. and Theresia M. Swango
301 Graff Road
Silt, CO 81652

Duane L. and Linda K. Storey
285 County Road 261
Silt, CO 81652

Ernest J. and Carole R. Thompson
271 County Road 261
Silt, CO 81652

Marguerite Y. and Neil M. Johnson
225 County Road 261
Silt, CO 81652

Robert L. Nye
Post Office Box 442
Silt, CO 81652

Darold O. Thunder, Sr. and Betty Thunder
7485 County Road 233
Silt, CO 81652

Ralph R. and A. Elaine Fruetel
184 Ingersoll Lane
Silt, CO 81652

Chris and Teresa Fish
172 Ingersoll Lane
Silt, CO 81652

Michael L. VanSyckel, Lenore O'Grady, and April VanSyckel
32 Ingersoll Lane
Silt, CO 81652

Terence M. and Susan A. Schmidt
1249 County Road 250
Silt, CO 81652

Martin J. and Sharon K. Morgan
193 Ingersoll Lane
Silt, CO 81652

Jean M. Dice
Post Office Box 867
Silt, CO 81652

Leanne Harvey and Marilyn Brader as Co-Trustees of the
Paul D. Mayerle Trust
10518 Tracewood Cr
Littleton, CO 80130-8895

Barbara Piper
675 East Durant Avenue
Aspen, CO 81611

Harlan L. Kelley Revocable Trust and
Janice D. Kelley Revocable Trust
Janice D. Kelley and Troy H. Kelley, Trustees
408 East Vista Drive
Silt, CO 81652

Douglas C. and Susan G. Lyons
2160 County Road 250
Silt, CO 81652

The Claire B. and Anne S. Norris Trust dated 11/18/1997
Anne S. Norris, Trustee
101 Kualapa Place
Lanahina, HI 96761

Fenno Ranch Partnership
634 County Road 228
Silt, CO 81652

Brenda J. Maher and Thomas G. Maher
995 County Road 228
Silt, CO 81652

Alison West
966 County Road 228
Silt, CO 81652

Elmer Eugene Johnson
c/o Edna Jones Place
2010 County Road 250
Silt, CO 81652

Department of the Interior
Bureau of Land Management
West 6th Avenue and Kipling Street
Denver, CO 80225

John G. Blair and Deena Bailey-Blair
407 County Road 261
Silt, CO 81652

Lawrence Victor and Cynthia Leigh Dardynski
417 Graff Lane
Silt, CO 81652

Larry A. Grant
83 County Road 261
Silt, CO 81652

RMT, a Trust
c/o Paul C. Currier and Cheryle E. Currier, Trustees
244 Hutton Avenue
Rifle, CO 81650

John P. and Ladonna J. Smith
0830 250 Road
Silt, CO 81652

Red Dog, LLC
1011 Main Street
Carbondale, CO 81623

Kelly Rae McKee
755 County Road 261
Silt, CO 81652

Jerry Keith Wade
555 Graff Lane
Silt, CO 81652

Robert L. and Joann M. Elderkin
1513 County Road 250
Silt, CO 81652

Lyle F. Parkes
264 Ingersoll Lane
Silt, CO 81652

Pamela J. Langstaff
4606 Sego Lilly Court
Pasco, WA 99301

Connie J. Ritter
Post Office Box 423
Silt, CO 81652

Eleanor M. Piffer
c/o Douglas L. Piffer, A-I-F
Post Office Box 69
Silt, CO 81652

Robert M. and Barbara S. Ward
2359 County Road 250
Silt, CO 81652

Leanne Harvey (Brader)
10518 Tracewood Cir
Littleton, CO 80130-8895

Marilyn Brader
681 Grant Street
Denver, CO 80203

Billy Jean McBeth
Post Office Box 58
Silt, CO 81652

Christopher M. and Kathleen Bernat
238 East Vista Drive
Silt, CO 81652

Kenneth S. and Janice M. Lyons
29 Mesa Circle
Silt, CO 81652

Jim Mazuchi and Thomas W. Stuver, dba Sun Rise
120 West 3rd Street
Rifle, CO 81650

Aaron Ralston and Mary E. Griffith-Ralston
1334 County Road 250
Silt, CO 81652

E. Dorene Grieve Trust dated 12/05/2000, Kimberly Grieve-
Persinger, Successor Trustee
2300 North Parish Place
Burbank, CA 91504

Richard Orton
966 County Road 228
Silt, CO 81652

Eric T. and Donna L. Boley
1776 County Road 250
Silt, CO 81652

Leanne Harvey and Marilyn Brader as Co-Trustees of the
Trust for Michael D. Mayerle and Steven K. Mayerle and
Nicholas P. Mayerle and Joshua A. Mayerle
10518 Tracewood Cir
Littleton, CO 80130-8895

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

IN THE MATTER OF THE PROMULGATION AND ESTABLISHMENT OF FIELD RULES TO GOVERN OPERATIONS IN THE MAMM CREEK FIELD AREA, GARFIELD COUNTY, COLORADO	CAUSE NO. 191 DOCKET NO. 1010-SP-37
--	--

AFFIDAVIT OF MAILING

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

Kenneth A. Wonstolen 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 February 18, 2011, he caused a copy of the attached Amended Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

Kenneth A. Wonstolen

Subscribed and sworn to before me this _____ day of February, 2011.

Witness my hand and official seal.

My commission expires: _____

Notary Public