

**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 A DRILLING AND SPACING
UNIT FOR THE PRODUCTION OF GAS AND
ASSOCIATED HYDROCARBONS FROM THE
WILLIAMS FORK FORMATION AND ILES
FORMATION 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 establishing 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 for 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 leasehold interests in a substantial portion of the following described lands:

Township 7 South, Range 95 West
Section 8: S/2

(hereinafter "Application Lands")

3. That the Application Lands were established as a 320 acre drilling and spacing unit for the production of gas and associated hydrocarbons from the Mesaverde Formation under the Commission's Order 440-12 dated May 18, 1990.

4. That multiple wells have been drilled, tested and competed 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 above described drilling and spacing unit constituting the Application Lands, the Commission should permit Williams Fork Formation and Iles Formation wells to be optionally drilled upon a ten (10) acre density basis with each such well to be located downhole anywhere within the unit provided 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 given drilling and spacing 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.

5. 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.

6. 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.

7. 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 February, 2010, 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: December ____, 2009.

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 December, 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

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

Yates Drilling Company
105 South 4th Street
Artesia, NM 88210

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

B. Kole Killion
2322 Monaco Parkway
Denver, CO 80207

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

Myco Industries, Inc.
207 South 4th Street
Artesia, NM 88210

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

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

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

Yates Petroleum Corporation
105 South 4th Street
Artesia, NM 88310

JLW Investment, LLC
351 Glencoe Street
Denver, CO 80220

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

Daniel P. and Ann B.F. Flanigan, jt
3415 South Clayton Boulevard
Englewood, CO 81635

Laura S. Freeman
3415 South Clayton Boulevard
Englewood, CO 80113-7611

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

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

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

ABO Petroleum Corporation
207 South 4th Street
Artesia, NM 88210

Estate of Lillie M. Yates, Deceased
207 South 4th Street
Artesia, NM 88210

Williams Production RMT Company
1515 Arapahoe Street, Tower 3
Suite 1000
Denver, CO 80202

4-D Energy, Inc.
1313 North Webb Road, Suite 100
Wichita, KS 67206

Heirs of Bella Duplice
Addresses unknown

Delbarco, Inc.
214 South Rock Road, Suite 109
Wichita, KS 67207

Monument Ridge, LLC
c/o E. Noel Richardson, Manager
1586 County Road 300
Parachute, CO 81635

Colorado Division of Wildlife
6060 Broadway
Denver, CO 80216

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

Petrohunter Operating Company
1600 Stout Street, Suite 450
Denver, CO 80202

Bill Barrett Corporation
1099 18th Street, Suite 2300
Denver, CO 80202

Alarado Resources, Ltd.
Post Office Box 646
Monument, CO 80132

Mary Bosely
Post Office Box 26
Woody Creek, CO 81656

TCPL Resources USA
1000 Louisiana Street, Suite 100
Houston, TX 77002

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

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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 or before December ____, 2009, 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.

William A. Keefe

Subscribed and sworn to before me December____, 2009.

Witness my hand and official seal.

My commission expires: _____.

Notary Public