

**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
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 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 92 West

Section 11: W/2

Section 11: E/2

Section 12: W/2

(hereinafter "Application Lands")

3. That the Application Lands are subject to the Commission's Rule 318.a which provides that a well to be drilled two thousand five hundred (2,500) feet in depth or greater shall be located not less than six hundred (600) feet from any lease line, and shall be located not less than one thousand two hundred (1,200) feet from any other producible or dilling oil or gas well when drilling to the same common source of supply, unless authorized by order of the Commission upon hearing.

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. Applicant requests that three (3) approximate 320-acre drilling and spacing units be established for the Williams Fork Formation and Iles Formation as follows:

Township 6 South, Range 92 West

Section 11: W/2

Section 11: E/2

Section 12: W/2

6. Applicant also requests these drilling and spacing units constituting the Application Lands be authorized for ten (10) acre optional drilling density for both the Williams Fork Formation and the Iles Formation.

7. That such wells to be optionally located upon these drilling and spacing units should be located downhole anywhere upon 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 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 be ordered by the Commission.

8. 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.

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 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)
)
CITY AND COUNTY OF DENVER) ss.

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

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, TIC
415 Bayou Cove Court
Houston, TX 77042

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

Sharon Sefcovic
1802 Orchard Avenue
Silt, CO 81652

Ryan Grant and Angela Grant
Post Office Box 1005
Silt, CO 81652

Paul Francis Gieselman and
Jacqueline Lee Bernier-Gieselman
Post Office Box 1948
Rifle, CO 81650

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

Kelly Lyon and Jeanette Lyon
Post Office Box 110
Silt, CO 81652-0110

David A. Diedrich
990 County Road 311
New Castle, CO 81647

David A. Wanzer and Debra L. Wanzer
34775 Highway 6 & 24
Silt, CO 81652-9529

Camario, LLC
Post Office Box 1852
Glenwood Springs, CO 81602

Sonia I. Calix
326 Kim Drive
Silt, CO 81652

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

Guy Geoffery Middleton
1912 County Road 311
New Castle, CO 81647

Patricia A. Burgdorf and Robin Burgdorf
318 Kim Drive
Silt, CO 81652

Colorado Department of Transportation
Property Management Section
Real Estate Division
Attn: Mark Kendall
15285 S. Golden Rd, Building 47
Golden, CO 80401

Myron W. Black
3050 Highway 13
Rifle, CO 81650

Alpine Bank
Post Office Box 10000
Glenwood Springs, CO 81602

Divide Creek Enterprise, LLC
Joseph P. & Peter J. Langedger, Reg. Agents
Post Office Box 9
Silt, CO 81652

Thomas Lee Wisdom
6830 Cornassel Drive
Colorado Springs, CO 80911

John D. Dahl
34651 Highway 6
Silt, CO 81652

Vance Kier, Joan Kier & Joann McEnerney
517 Duval Street
Key West, FL 33040

Aaron M. Masimer and Rebecca J. Masimer
310 Kim Drive
Silt, CO 81652

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

Gary Jacobsen
1701 Grand Avenue
Silt, CO 81652

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 82nd Place, Suite I
Westminster, CO 80031

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

Joshua Appleton and Teri Walker
1802 Orchard Avenue
Silt, CO 81652-8725

Justin C. Dobbin and Takako Dobbin
1776 Midland Avenue
Glenwood Springs, CO 81601

Chad Huck and Heather Huck
305 Pennyroyal Court
New Castle, CO 81647

Sandra L. Tippet-Smith & Stephen R. Smith
302 Kim Drive
Silt, CO 81652

Kimiko Powers
13114 Highway 82
Carbondale, CO 81623-1615

Catarino A. Rodriguez and Maria Mercedes
Rodriguez
34671 Highway 6 & 24
Silt, CO 81652

Flat Tops, LLC
Post Office Box 324
Lakeview, AR 72642

Union Pacific Railroad
c/o Farmers National Company
Oil and Gas Leasing
Attn: Samantha Morgan
5110 South Yale, Suite 400
Tulsa, OK 74135

Mike Busby 919 County Road 218 Silt, CO 81652	Moises Gomez 185 South Golden Drive Silt, CO 81652	Pamela G. Lauman and Paul S. Lauman 597 County Road 335 New Castle, CO 81647
Peter P. Prebble and Mary E. Prebble 5155 Raleigh Street Denver, CO 80212	David E. Stahl and Dorene J. Stahl 212 Sheryl Drive Silt, CO 81652	Stephanie K. Smith 302 Kim Drive Silt, CO 81652
Jayson Boebert and Lauren Roberts 927 County Road 218 Silt, CO 81652	Lisa L. Caskey 275 Miller Lane Rifle, CO 81650	Robin Schreiner and Nancy Schreiner 34641 Highway 6 & 24 Silt, CO 81652
Alvino Loya and Anna Loya 304 North 16 th Street Silt, CO 81652	James A. Carlton and Linda L. Carlton 421 North 7 th Silt, CO 81652	Heirs of Emma Dwire Addresses unknown
Deborah L. Chuc 1612 Grand Avenue Silt, CO 81652	Roy O. Lackey and Myia R. Lackey 250 16 th Street Silt, CO 81652	High Point Ventures, LLC 1266 Domelby Court Silt, CO 81652
Jonathan Wiethoff and Sabra Morris 1702 Grand Avenue Silt, CO 81652	BMB Associates Post Office Box 1209 Gypsum, CO 81637-1209	Iris V. Copeland and Wilbur R. Andis Post Office Box 742 Silt, CO 81652
Timoteo Robero, Jr. and William J. Koslosky 1718 Grand Avenue Silt, CO 81652	Felipe Sanchez and Martha Sanchez 146 Rabbit Road Carbondale, CO 81623	Michael M. Soet 923 County Road 218 Silt, CO 81652
David L. Hare 1727 Ballard Avenue Silt, CO 81652-8707	Arturo P. Gonzales 281 Sheryl Street Silt, CO 81652	Hector A. Garay 1606 Grand Avenue Silt, CO 81652
Mike Ashcraft and Sharla Gallegos 1711 Ballard Avenue Silt, CO 81652	Ida Lynn Roe 6650 County Road 319 Rifle, CO 81650	Ryan D. Stewart and Tonya Stewart 1618 Grand Avenue Silt, CO 81652
Laura K. Goodwin 1627 Ballard Avenue Silt, CO 81652	Angelo Centofante II and Sandra J. Refior 1819 Fawn Court Silt, CO 81652	Clate S. Harden IV and Michelle C. Harden 1710 Grand Avenue Silt, CO 81652
Betty Mahan 1611 Ballard Avenue Silt, CO 81652	Mary Hannah Chavez and Rafael Chavez 1815 Fawn Court Silt, CO 81652	Lisa J. Bettie 1726 Grand Avenue Silt, CO 81652
Pedro Torres 400 Ballard Circle Silt, CO 81652	John Frantz and Kim Frantz 1808 Pheasant Cove Silt, CO 81652	Joshua Merkley and Amanda Merkley 1719 Ballard Avenue Silt, CO 81652
Leticia Lupercio and Mario Lupercio and Hilda Lozano 408 Ballard Circle Silt, CO 81652	Zachary W. Johnson 1234 Kalamath Street Denver, CO 80204	Casey R. Huck and Crystal D. Huck Post Office Box 3573 Glenwood Springs, CO 81602
Reed L. Buster and Christine I. Buster 407 Ballard Circle Silt, CO 81652	Kristie L. Bean 7100 Star Road Mereidian, ID 83642	Abel Ordonez 1619 Ballard Avenue Silt, CO 81652-9728
William G. Hill and Violet R. Hill 117 Ponderosa Drive Glenwood Springs, CO 81601	Steven Kesler 494 Tiara Drive Grand Junction, CO 81503	Lori L. Christianson and Casey Christianson 1603 Ballard Avenue Silt, CO 81652-9726
Kelsey N. Arbaney and Taylor J. Arbaney Post Office Box 2741 Glenwood Springs, CO 81602	Oi Ling Kong 221 Kim Drive Silt, CO 81652	Robert C. Strait and Linda Strait 404 Ballard Circle Silt, CO 81652-8714
William Sommers and Jean M. Sommers 1609 Orchard Avenue Silt, CO 81652	Lori L. Brown 261 Kim Drive Silt, CO 81652	Gustavo Menchaca and Marta Menchaca 411 Ballard Circle Silt, CO 81652
Jared Curt and Courtney Curt 1701 Orchard Avenue Silt, CO 81652	Bobby R. McPherson Post Office Box 66 Silt, CO 81652-0066	Rob R. Buirgy III and Diane J. Pearson 1608 Ballard Avenue Silt, CO 81652

Nichole Nightingale and Justin Nightingale
1717 Orchard Avenue
Silt, CO 81652

William M. Harmon and Jacklyn K. Harmon
409 Kim Drive
Silt, CO 81652

Aaron S. Taylor
1605 Grand Avenue
Silt, CO 81652

Michael H. Nastiuk
841 Orchard Avenue
Silt, CO 81652

Ruben Ruiz and Claudia Ruiz
211 Sheryl Drive
Silt, CO 81652

Teresa Sanchez
120 West 5th
Rifle, CO 81650

Michael Spangler
431 North 7th Street
Silt, CO 81652

David A. Wanzer and Debbra L. Wanzer
34775 Highway 6 & 24
Silt, CO 81652-9529

Green Diamond Investments, LLC
1175 County Road 154, #102
Glenwood Springs, CO 81601

Janice Marie Matticks Living Trust
c/o Alpine Trust & Asset
Management, Trustee
225 North 5th Street
Grand Junction, CO 81501

Clifford Earl McPherson
41 Red Feather Drive
New Castle, CO 81647

Kenneth Warren McPherson
1055 Main Street
Meeker, CO 81641

Michael Warren McPherson
21103 State Highway 11
Barnsdall, OK 74001

Carol Dodo
7719 County Road 245
New Castle, CO 81647

Nancy Joyce Bird
17055 45-1/2 Road
DeBeque, CO 81630

Rufus Craig Patch
Post Office Box 43
Rifle, CO 81650

Phyllis Anita Scarrow
4756 County Road 309
Parachute, CO 81635

Errol Rufus Raley
844 20-1/2 Road
Fruita, CO 81521

Kenan P. Cooley and Misty A. Cooley
1831 Fawn Court
Silt, CO 81652-9755

Lana Arleen Scott
6615 Kuna Road
Kuna, ID 83634

Susan A. Powell
451 Steirman Way
Eagle, ID 83616

Bessie Natalie Meisner
Post Office Box 3346
Arizona City, AZ 85123

Luke Allen Bagley
540 Crawford Lane
Palisade, CO 81526

Frank Deyoe Green
118 8th Street NW, Post Office Box 127
Beulah, ND 58523

Robert Daniel Raley
6707 Mineral Drive
San Diego, CA 92119

Bonnie Pearl Hess
1397 North Challenger Drive
Pueblo West, CO 81007

Charles Allen Bagley
627 North Happy Valley Road
Nampa, ID 83687

Susie Geiser
2780 143rd Avenue, #70
Rapid City, SD 57701

June Aleta McNamee
21007 North 124th Avenue
Sun City West, AZ 85275

Michele Pfeifer
0295 County Road 262
Silt, CO 81652

Marylee Hoaglund
10876 Melody Drive
Northglenn, CO 80234

Louis M. Dodo
7717 County Road 245
New Castle, CO 81647

Paul Lewis Bagley
401 County Road 266
Silt, CO 81652

Heirs of Rachel Dodo
Route 1, Box 38
Silt, CO 81652

Kelly and Michael Lyon Family, LLC
Post Office Box 110
Silt, CO 81652-0110

Warren L. Dodo
4701 County Road 226
New Castle, CO 81647

Joseph L. Blanc
412 16th Street
Silt, CO 81652

Jimmy Lozano and Alma Lozano
1601 Orchard Avenue
Silt, CO 81652

John Brock Hedberg & Stephanie Kay Hedberg
1617 Orchard Avenue
Silt, CO 81652

David A. Strouse and Cheryl R. Strouse
1709 Orchard Avenue
Silt, CO 81652

Scott W. Mishler and Jacqueline Mishler
465 West Hall Avenue
Grand Junction, CO 81650

Salvador Segovia and Lily Segovia
1712 Ballard Avenue
Silt, CO 81652

Jose de la Cruz Martinez
220 North Sheryl Drive
Silt, CO 81652

Oakes, LLLP
3012 Ironwood Circle @ The Boulders
Carefree, AZ 85377

Stillwater Commercial, LLC
10789 Bradford Road, Suite 150
Littleton, CO 80127

Kathy J. Wanner
11187 Reutzel
Boise, ID 83709

LANDCO V, Inc.
3201 Old Hickory Drive
La Porte, TX 77571-4265

Ivah Eveland, Probably Deceased
Heirs unknown

Western Mini Storage, LLC
918 County Road 352
Rifle, CO 81650

JG & MR McPherson LLLP
76 St. Andrews Circle
Durango, CO 81301

Donald L. McPherson
Post Office Box 922
Meeker, CO 81641

Leslie Dale and Jeanne L. McPherson
1859 County Road 344
Silt, CO 81652

Barbara Fern Wiles
5428 Bobcat Street
Frederick, CO 80504

Dominic Dodero
2653 County Road 250
Silt, CO 81652

George Eugene Bagley
6044 County Road 233
Silt, CO 81652

Kristine M. Peterson
2525 South Wadsworth Boulevard,
Suite 303
Lakewood, CO 80227-4346

Lynne K. McCray
511 County Road 324
Silt, CO 81652

Robert M. Regulski
Post Office Box 9
Rifle, CO 81650

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

Ronald R. Dodd
11749 County Road 311
Silt, CO 81652

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

Frederick W. Locke & Jeanne R. Muttillo-Long
Post Office Box 934
New Castle, CO 81647

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

Mary Ramona Walker
0703 County Road 250
Silt, CO 81652

Shawn Clay
125 West Gate Road, #89
Box Elder, SD 57719

McClung Trust
Stella Caroline McClung, Trustee
4200 Summers Lane, #58
Klamath Falls, OR 97603

Colorado Division of Wildlife
6060 Broadway
Denver, CO 80216

