

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

IN THE MATTER OF THE **AMENDED** APPLICATION
OF ANTERO RESOURCES PICEANCE
CORPORATION FOR AN ORDER VACATING TWO
EXISTING DRILLING AND SPACING UNITS AND
ESTABLISHING A NEW DRILLING AND SPACING
UNIT IN THEIR PLACE 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 MAMM CREEK
FIELD AREA, GARFIELD COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

AMENDED APPLICATION

COMES NOW Antero Resources Piceance Corporation ("Applicant"), a Delaware corporation, by its attorneys, Beatty & Wozniak, P.C., and makes **an amended** application to the Oil and Gas Conservation Commission of the State of Colorado for an order vacating two drilling and spacing units 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 6 South, Range 92 West
Section 13: SE/4 and N/2SW/4
(hereinafter "Application Lands")

3. That the Application Lands were established as two separate drilling and spacing units for the Williams Fork Formation and Iles Formation under the Commission's Order No. 191-55. The SE/4 of Section 13 was established as an approximate 160-acre drilling and spacing unit and the N/2SW/4 of Section 13 was established as an approximate 80-acre drilling and spacing unit.

4. That more efficient development can be implemented in this case if these two drilling and spacing units are merged into one.

5. Therefore, Applicant requests to vacate these two orders as they apply to the Application Lands. In place of the drilling and spacing units so vacated, Applicant requests that

one approximate 240-acre drilling and spacing unit be established for the Williams Fork Formation and Iles Formation described as follows:

Township 6 South, Range 93 West, 6th P.M.
Section 13: SE/4, N/2SW/4

6. Applicant also requests that this drilling and spacing unit constituting the Application Lands be reauthorized, as necessary, for ten acre drilling density for both the Williams Fork Formation and the Iles Formation.

7. That as to all future Williams Fork wells to be drilled upon said drilling and spacing unit constituting the Application Lands, the wells 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 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 Formation wells to be drilled upon each of said drilling and spacing units constituting the Application Lands, the wells should be located downhole anywhere in the drilling and spacing unit but not 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 10-acre density Iles wells, the wells should be located downhole no closer than 400 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 **amended** 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.

10. The granting of this **amended** 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 January, 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 1, 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 **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 **December**, 2009.

Witness my hand and official seal.

My commission expires: _____

Notary Public

EXHIBIT A

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

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

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

Circle B Land Company, LLC
1099 18th Street, Suite 2300
Denver, CO 80202

Pamela G. Lauman and Paul S. Lauman
597 County Road 335
New Castle, CO 81647

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

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

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

Devon Energy Production Company, LP,
An Oklahoma Limited Partnership
1500 Mid America Tower
20 North Broadway
Oklahoma City, OK 73102

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

Orion Energy Partners, LP
1675 Broadway, Suite 2000
Denver, CO 80202

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

Frank Alameno
2980 County Road 311
New Castle, CO 81647

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

Glen A. Wallen and Karen K. Wallen
230 Mid Valley Drive
Silt, CO 81652

Colorado Division of Wildlife
6060 Broadway
Denver, CO 80216

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 **amended** 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