

**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 THREE DRILLING AND
SPACING UNITS 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.

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 three 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 12: E/2

Township 6 South Range 91 West
Section 7: Part of W/2 described as NE/4SW/4 and Lots 1-5, 6, 9, 10
(ada W/2 less SE/4SW/4)
Section 18: Part of W/2 described as NE/4NW/4, Lots 1-3

(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 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 Application Lands, the Commission should establish the following described approximate drilling and spacing units for the production of gas and associated hydrocarbons from the Williams Fork Formation and Iles Formation of the Mesaverde Group:

Township 6 South, Range 92 West

Section 12: E/2 (approximately 320-acre unit)

Township 6 South Range 91 West

Section 7: Part of W/2 described as NE/4SW/4 and Lots 2-6, 9, 10
(approximately 277.77-acre unit)

Section 18: Part of W/2 described as NE/4NW/4, Lots 1-3
(approximately 160.9-acre unit)

(hereinafter "Application Lands")

6. That as to each of the above described drilling and spacing units 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 upon a given spacing 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.

7. 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.

8. 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.

9. 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: November ____, 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 November, 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

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

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

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

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

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

Glen A. Wallen and Karen K. Wallen
230 Mid Valley Drive
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

Norman E. Clasen and Laura B. Clasen
160 Spring Creek Road
Basalt, CO 81621

Warren L. Dodo
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New Castle, CO 81647

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Silt, CO 81652

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New Castle, CO 81647

Pamela G. Lauman and Paul S. Lauman
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New Castle, CO 81647

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

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

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

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

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

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

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

George Eugene Bagley
6044 County Road 233
Silt, CO 81652

Lana Arleen Scott
6615 Kuna Road
Kuna, ID 83634

Susan A. Powell
451 Steirman Way
Eagle, ID 83616

Lottie Chenoweth, Trustee
The Lottie Chenoweth Trust dated 09/29/1993
Address unknown

Alvie O. Gray and Jackie L. Smith
Post Office Box 875
New Castle, CO 81647-0875

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

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

Barbara Fern Wiles
5428 Bobcat Street
Frederick, CO 80504

Mary Ramona Walker
0703 County Road 250
Silt, CO 81652

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

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

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21007 North 124th Avenue
Sun City West, AZ 85275

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

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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

Thomas Lee Wisdom
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Colorado Springs, CO 80911

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New Castle, CO 81647

Michele Pfeifer
0295 County Road 262
Silt, CO 81652

Peter Guy and Barbara Guy
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New Castle, CO 81647

Colorado Division of Wildlife
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Denver, CO 80216

Marylee Hoaglund
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Northglenn, CO 80234

Paul Lewis Bagley
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Silt, CO 81652

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

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

Norman E. Clasen and Laura B. Clasen
160 Spring Creek Road
Basalt, CO 81621

Linda M. Dixon
Post Office Box 58
New Castle, CO 81647-0058

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

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

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DOCKET NO.

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 November ____, 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 November ____, 2009.

Witness my hand and official seal.

My commission expires: _____.

Notary Public