

**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 AN APPROXIMATE 625
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 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 an approximate 625 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 33: SE/4, E/2SW/4, E/2W/2SW/4

Township 6 South, Range 91 West
Section 6: NW/4

Township 6 South, Range 92 West
Section 1: NE/4

(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 an approximate 625 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 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 drilled or 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. 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 October, 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: October ____, 2010.

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 October, 2010

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

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

Suzanne and Dale R. Titus
Post Office Box 31
Glenwood Springs, CO 81602

Larry D. Rose
746 Cedar Hills Road
Silt, CO 81652

Frank S. Kopich
744 Cedar Hills Road
Silt, CO 81652

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

Richard L. Holsan
4773 County Road 214
Silt, CO 81652-9513

Michele Pfeifer
0295 County Road 262
Silt, CO 81652

Peter and Barbara Guy
4954 County Road 214
New Castle, CO 81647

James R. Becker and Linda L. Kuersten,
Trustees
The John Becker Trust dated 12/29/1980
4441 County Road 214
Silt, CO 81652

James R. Becker
4441 County Road 214
Silt, CO 81652

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

Thomas W. and Patricia A. Gilmore
2955 Pegasus Drive
Colorado Springs, CO 80906

Paul H. and Cheryl A. Strickland
170 Cedar Hills Road
Silt, CO 81652

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

Robert J. Tobias
424 Elk Range Road
Carbondale, CO 81623-9624

Garfield School District No. RE-2
389 Whitewater Avenue
Rifle, CO 81650

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

Kent W. and Lisa L. Lohse
681 Cedar Hills Road
Silt, CO 81652

Fredrick Cooke & Judith Mancilla
710 Cedar Hills Road
Silt, CO 81652

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

Martin R. Wilkinson
9 Benchmark Drive
Boulder, CO 80303-5125

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

Dennis and Sheila Davis
4323 County Road 214
Silt, CO 81652

Mark H. and Maureen A. Irwin, Trustees
Irwin Family Trust
955 Flagstone Drive
Santa Maria, CA 93455

Fred B. Chaney
Post Office Box 878
Glenwood Springs, CO 81602

Kelly J. and Scott A. Detlefsen
3891 County Road 214
Silt, CO 81652

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

Glenn M. and Dorothy L. Ault
4243 County Road 214
Silt, CO 81652

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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 August ____, 2010, 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 August ____, 2010.

Witness my hand and official seal.

My commission expires: _____.

Notary Public