

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

IN THE MATTER OF THE PROMULGATION)
AND ESTABLISHMENT OF FIELD RULES TO)
GOVERN OPERATIONS IN THE MAMM CREEK)
FIELD AREA, GARFIELD COUNTY, COLORADO)
_____)

CAUSE NO. _____

DOCKET NO. _____

APPLICATION

Antero Resources Piceance Corporation ("Applicant"), by and through its undersigned attorneys, submits this Application to the Colorado Oil and Gas Conservation Commission ("Commission") for an order establishing one (1) horizontal wellbore spacing unit, consisting of approximately 540 acres for development of and production from the Mancos Group of formations, including, but not limited to, the Niobrara Formation, in the following lands:

Township 6 South, Range 92 West, 6th P.M.

Section 8: SW $\frac{1}{4}$

Section 17: N $\frac{1}{2}$ NW $\frac{1}{4}$, SW $\frac{1}{4}$ NW $\frac{1}{4}$, NW $\frac{1}{4}$ SW $\frac{1}{4}$

Section 18: S $\frac{1}{2}$ NE $\frac{1}{4}$ NE $\frac{1}{4}$, SE $\frac{1}{4}$ NE $\frac{1}{4}$, SE $\frac{1}{4}$

Garfield County, Colorado (hereafter "Application Lands").

In support of its Application, Applicant states and alleges as follows:

1. Applicant is a company duly authorized to conduct business in Colorado, and is a registered operator in good standing with the Commission.
2. Applicant owns a majority of the leasehold interest in the Application Lands which are shown on Exhibit A attached hereto.
3. On January 13, 2009, the Commission issued Order No. 191-60, which among other things, established various drilling and spacing units for certain lands in Sections 8, 17 and 18, Township 6 South, Range 92 West, 6th P.M., and approved the equivalent of one (1) well per ten (10) acres, with the permitted well to be located no closer than 100 feet to the boundary of the drilling and spacing unit and no closer than 400 feet from the boundary where 10-acre density has not been allowed, without exception being granted by the Commission, for production of gas and associated hydrocarbons from the Mancos Group of formations.
4. On February 23, 2009, the Commission issued Order No. 191-61, which among other things, established various drilling and spacing units for certain lands, including Section 8, Township 6 South, Range 92 West, 6th P.M., and approved the equivalent of one (1) well per ten (10) acres, with the permitted well to be located no closer than 100 feet to the boundary of the drilling and spacing unit and no closer than 400 feet from the boundary where 10-acre density has not been allowed, without exception being granted by the Commission, for production of gas and associated hydrocarbons from the Mancos Group of formation.
5. Applicant requests the right to drill one (1) horizontal well in the Mancos Group of formations, including, but not limited to the Niobrara Formation with the treated interval of the

wellbore to be no closer than 600 feet from the proposed unit boundaries (regardless of lease lines within the unit). This well location is, in all respects, consistent with the provisions of Rule 318. See Exhibit A.

6. In order to promote efficient drainage of the Mancos Group of formations underlying the Application Lands, to prevent waste, and to protect correlative rights, the Commission should establish an approximate 520 acre horizontal wellbore spacing unit as requested herein and allow one (1) well in said unit. A drilling and spacing unit of the specified size and configuration is not smaller than the maximum area that can be economically and efficiently drained by the proposed well. In addition, establishing the requested drilling and spacing unit will allow drilling to be conducted from an existing well pad, thereby reducing incremental surface disturbance.

7. That according to the information and belief of the Applicant, the names and addresses of the interested parties hereto are set forth in Exhibit B attached hereto; and the undersigned certifies that copies of this Application will be served on each interested party within seven (7) days of the filing hereof, as required by Rule 503.e.

8. That a draft hearing notice will be submitted by Applicant within seven (7) days of the filing hereof.

9. That Applicant agrees to be bound by the oral order of the Commission.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing in June 2011, that notice be given as required by law, and that upon such hearing this Commission enter its order consistent with Applicant's petition as set forth above.

Dated this ____ day of April, 2011.

BEATTY & WOZNIAK, P.C.

By: _____
Kenneth A. Wonstolen
Elizabeth Y. Gallaway
216 Sixteenth Street, Suite 1100
Denver, Colorado 80202-5155

Applicant's Address:
1625 17th Street, Suite 300
Denver, CO 80202

VERIFICATION

Max Green, of lawful age, being first duly sworn upon oath, deposes and says that he is Attorney-in-Fact 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.

Subscribed and sworn to before me this _____ day of April, 2011.

My commission expires:_____

Notary Public

EXHIBIT B

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

Alice A. Colton
2640 Wellington Street
Salt Lake City, UT 84106

Gregg B. Colton
65 South Pfeifferhorn Drive
Alpine, UT 84004

Carolyn Hoy
10660 West 103rd Avenue
Westminster, CO 80021

Tamyra B. Perkins
4259 North Cochrane Lane
Erda, UT 84074

Titan Energy Resources Corporation
8765 North Silver Spur Road
Park City, UT 84098

Richard Altman & Company
1801 Broadway, Suite 350
Denver, CO 80202

Colorado Department of Transportation
15285 South Golden Road, Building 47
Golden, CO 80401

ExxonMobil Corporation
Post Office Box 53
Houston, TX 77001

Grant Brothers Ranch Limited Liability Co.
Post Office Box 1027
Basalt, CO 81621

Pioneer Oil & Gas, a Utah corporation
1206 West South Jordan Parkway, Unit B
South Jordan, UT 84095-4551

John O. Anderson
7462 South Parkridge Circle
Salt Lake City, UT 84121

Don J. Colton
2172 East Gambel Oak Drive
Sandy, UT 84092

Energy Investments, Inc.
143 Union Boulevard, Suite 900
Denver, CO 80228-1829

Eric Noblitt
660 Country Court
Grand Junction, CO 81504

Michael L. Pinnell
8171 Old Coventry Circle
Sandy, UT 84092

R. Heffie Wilson
4994 East Meadows Drive
Park City, UT 84098

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

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

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

Devra Altman
2020 East 4th Avenue
Denver, Colorado 80206

J. Gentry
Post Office Box 1300
Rifle, CO 81650

Jean L. Friedlund Living Trust, Jean L. Friedlund, Trustee
605 Partee
Grand Junction, CO 81504

Anna Laura Norcross
1620 Hermosa Avenue, Apt. 46
Grand Junction, CO 81506

Jean L. Friedlund Living Trust, Jean L. Friedlund, Trustee, Successor-In-Interest to Isabel Stack, Deceased
605 Partee
Grand Junction, CO 81504

Margaret L. Wittwer, Trustee, The Carl and Margaret Wittwer Family Trust
195 County Road 297
Rifle, CO 81650

Chester E. and Flora A. Wittwer
620 Ford Drive
Durango, CO 81301

Leo L. and Ruby D. Wittwer
567 Shoshone Street
Grand Junction, CO 81504

Joseph E. and Velma Weinreis
14704 Highway 6 & 24
Parachute, CO 81652

Colorado River Energy Resources, LLC
Post Office Drawer 790
Glenwood Springs, CO 81602

Dixon Water Foundation
Attn: Mr. C. W. Josey, Jr.
PO Box 177
Marfa, TX 79843

The Discovery Foundation
Attn: Mr. C. W. Josey, Jr.
6060 North Central Expressway, Suite 305
Dallas, TX 75206

CR Pool, LLC
Post Office Drawer 790
Glenwood Springs, CO 81602

Colorado River Ranch, LLC
Post Office Drawer 790
Glenwood Springs, CO 81602

Garfield County RE-2 School District, Successor-In-Interest to School District 27
839 Whiteriver Avenue
Rifle, CO 81650

MAP2003-NET
c/o Mineral Acquisition Partners, Inc.
101 North Robinson, Suite 1008
Oklahoma City, OK 73102

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

Kristine Peterson
2525 South Wadsworth Blvd., Suite 303
Denver, CO 80227-4346

Union Pacific Railroad
c/o Farmers National Company, Agent
5110 South Yale, Suite 400
Tulsa, OK 74135

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

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

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OF FIELD RULES TO GOVERN)
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FIELD AREA, GARFIELD COUNTY,)
COLORADO)

CAUSE NO. _____

DOCKET NO. _____

AFFIDAVIT OF MAILING

STATE OF COLORADO)
)ss.
CITY AND COUNTY OF DENVER)

Kenneth A Wonstolen, of lawful age, and being first duly sworn upon his oath, states and declares:

That he is the attorney for Antero Resources Piceance Corporation and that on or before April ___, 2011, 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 B to the Application.

Kenneth A. Wonstolen

Subscribed and sworn to before me April ___, 2011.

Witness my hand and official seal.

My commission expires: _____.

Notary Public