

**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.
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APPLICATION

COMES NOW Antero Resources Piceance Corporation ("Applicant"), 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 pooling all interests for the drilling and producing of wells from the Williams Fork Formation of the Mesaverde Group in the following described lands, comprising an approximate 40 acre drilling and spacing unit in the Mamm Creek Field area, Garfield County, Colorado:

Township 6 South, Range 92 West, 6th P.M.
Section 16: NE $\frac{1}{4}$ SE $\frac{1}{4}$

(hereinafter "Application Lands")

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

1. Applicant is a corporation duly authorized to conduct business in the State of Colorado, and is a registered operator in good standing with the Commission.
2. Applicant owns leasehold interests in a substantial portion of the Application Lands.
3. The Application Lands are within a drilling unit established by Commission Order 191-33 for development of the Williams Fork Formation.
4. Applicant, pursuant to the provisions of C.R.S. §34-60-116 (6) and (7), and Commission Rule 530, seeks an order to involuntarily pool all interests not voluntarily pooled for the development of the Williams Fork underlying the Application Lands.
5. Applicant plans to drill the O'Toole A8 well on the Application Lands, with a spud date around March 25, 2011, and requests that the Commission's pooling order be made retroactive to the date that operations to drill said well were commenced, as provided in C.R.S. 34-60-116(7)(b)(II).
6. The names of the interest owners in the Application Lands are shown on Exhibit A, attached hereto. Applicant certifies that, at least thirty (30) days prior to the hearing on this matter, each such interest owner not already leased or pooled shall be offered the opportunity to lease, or to participate in the drilling of the O'Toole A8 well, as the case may be, and shall be provided with the information required by Rule 530.

7. That the names and last-known addresses of the interested parties with respect to this Application are set forth in Exhibit A, and the undersigned certifies that copies of this Application will be served on each interested party within seven (7) days of the date hereof, as required by COGCC Rule 503.e.

8. That in order to prevent waste and to protect correlative rights, all non-consenting interests in the Application Lands should be pooled for the development of the Williams Fork Formation in accordance with C.R.S 34-60-116 and COGCC Rule 530.

WHEREFORE, Applicant requests that this matter be set for hearing at the next available opportunity, that notice thereof be provided as required by law, and that upon such hearing, this Commission enter its order:

A. That all interest owners with whom the Applicant has been unable to secure a lease or an agreement to participate in the drilling of the O'Toole A8 well be pooled involuntarily with respect to development of the Williams Fork Formation, and that such interest owners be treated as nonconsenting owners under C.R.S. 34-60-116 and be made subject to the terms and penalties provided for therein, as of the commencement date of operations for said well.

B. That the Commission's order be applicable to subsequent wells drilled on the Application Lands.

C. For such other findings and orders as the Commission may deem proper or advisable in this matter.

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

Dated: March 16, 2011.

By: _____
Kenneth A. Wonstolen
Beatty & Wozniak, P.C.
216 Sixteenth Street-Suite 1100
Denver, CO 80202-5115
(ph) 303-407-4499

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

VERIFICATION

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

Max Green, 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.

Max Green

Subscribed and sworn to before me this 11th day of March, 2011.

Witness my hand and official seal.

My commission expires:_____

Notary Public

EXHIBIT A

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

Arroyo, F.J., aka Fernando Jose Arroyo
12 Bullrush Court
Stafford, VA 22554

Byerley, A.B., aka Allen B. Byerley
4508 Country Club View
Baytown, TX 77521

Malone, Stacie Anderson
6505 North Shiloh Road
Corinth, MS 38834

Rinehart, Kelly Anderson
84 Byrd Drive, Apt. A.
Steilacoom, WA 98388

Scott, Jason Alan, Joseph Edward Scott & Rebecca P. Scott
824 North Church Street
Mount Olive, NC 28365

Proctor Enterprises, Inc., a dissolved Delaware corporation
c/o C.P. Burckle
15742 Steamboat Lane
Houston, TX 77079

Proctor Enterprises, Inc., a dissolved Delaware corporation
c/o R.A. Sauder
13806 Queensbury
Houston, TX 77079

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CAUSE NO.

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AFFIDAVIT OF MAILING

STATE OF COLORADO)
)
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, that on or before March 23, 2011, he caused a copy of the attached Application in the subject docket to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

By: Kenneth A. Wonstolen

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

Witness my hand and official seal.

My commission expires: _____.

Notary Public