

**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 and Iles Formation of the Mesaverde Group in the following described lands, comprising an approximate 625 acre drilling and spacing unit in the Mamm Creek Field area, Garfield County, Colorado:

Township 5 South, Range 91 West
Section 33: SE $\frac{1}{4}$, E $\frac{1}{2}$ SW $\frac{1}{4}$, E $\frac{1}{2}$ W $\frac{1}{2}$ SW $\frac{1}{4}$

Township 6 South, Range 91 West
Section 6: NW $\frac{1}{4}$

Township 6 South, Range 92 West
Section 1: NE $\frac{1}{4}$

(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 subject to a pending application to establish a drilling unit in Cause No. 191, Docket No. 1101-SP-02, to be heard at the Commission's hearing scheduled for April 4 & 5, 2011. The hearing and approval of this Application is contingent on the establishment of said drilling unit by the Commission.
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 and Iles Formations underlying the Application Lands.
5. Applicant has drilled the Maves A1 well on the Application Lands, 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 shall be offered the opportunity to lease, or to participate in the drilling of the Maves A1 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 and Iles Formations 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 the drilling of the Maves A1 well be pooled involuntarily with respect to development of the Williams Fork and Iles Formations, and that such interest owners be treated thereafter 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

VERIFICATION

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

Max W. 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 W. 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

Castle, Alice
2063 Corral De Terra
Grand Junction, CO 81503-8721

Cedar Hills Ranch Homeowners Association
Post Office Box 684
Silt, CO 81652

Chenoweth, John James and Kimberlie
6111 County Road 214
New Castle, CO 81647

Cotton, Joel B. and Marcia Hund
455 Cedar Hills Road
Silt, CO 81652

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

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

Guccini, Toby J. and Debra J.
Post Office Box 88
New Castle, CO 81647

Hunt, Edgar K. and Socorro
4815 County Road 214
Silt, CO 81652-9513

Kuersten, Fred and Linda L.
Post Office Box 62
New Castle, CO 81647

Kuersten, Fred P.
Post Office Box 62
New Castle, CO 81647

Kuersten, Linda
Post Office Box 62
New Castle, CO 81647

Lawbaw, Catharine C. and Alan Desautels
425 Cedar Hills Road
Silt, CO 81652

Lough, Ted E.
315 4th Street
Glenwood Springs, CO 81601

Maves, David W.
1445 Castle Court
Fruita, CO 81521

Murr, Richard J.
37659 Highway 6 & 24
New Castle, CO 81647-9439

Nielsen, Gregory S. and Carol Lynne
369 Cedar Hills Road
Silt, CO 81652

Passmore, Lindsey D. and Lisa C.
Post Office Box 547
Glenwood Springs, CO 81602-0547

Rock, Denise L.
573 Cedar Hills Road
Silt, CO 81652

Seymour, Ricky and Margaret
284 Cedar Hills Road
Silt, CO 81652

Sheridan, Mark Hamilton
Post Office Box CC
Meeker, CO 81641

Slaven, Gary L. and Pamela H.
672 Cedar Hills Road
Silt, CO 81652

Stinson, Elizabeth A.
696 Cedar Hills Road
Silt, CO 81652

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

Uribe, Emiro J. and Margaret A.
202 Westover Drive
Akron, OH 44313

Whittington, Valton Delbert Family Trust
c/o Valton Delbert Whittington and Toni L. Whittington,
Trustees
Post Office Box 161
Rifle, CO 81650

Yoast, James B. and Sharon L.
4633 County Road 214
Silt, CO 81652-9513

Chaplin, Donald M. and Barbara L.
Post Office Box 11
Silt, CO 81652

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

Dodo, Warren L.
4701 County Road 226
New Castle, CO 81647

McCarty, Michael P. and Seraina W.
3815 County Road 214
Silt, CO 81652

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

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

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

Ault, Glenn M. and Dorothy L.
Post Office Box 912
Glenwood Springs, CO 81601

Becker, John Trust
c/o James R. Becker and Linda L. Kuersten, Trustees
4441 County Road 214, Silt, CO 81652

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

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

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

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

Ghan, M. Scott and Deborah T.
4773 County Road 214
Silt, CO 81652-9513

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

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

Irwin, James
13836 East Emory Drive
Whittier, CA 90605

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

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

Mancilla, Judith Living Trust
710 Cedar Hills Road
Silt, CO 81652

McCray, Lynne K.
0511 County Road 324
Silt, CO 81652

Pfeifer, Michele
295 County Road, 262
Reno NV 89511

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

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

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

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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