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 SPACING AND WELL LOCATION RULES FOR 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, Poulson, Odell and Peterson, LLC, and makes application to the Oil and Gas Conservation Commission of the State of Colorado for an order 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 covering 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 a leasehold interest in a substantial portion of the following described lands:

Township 6 South, Range 93 West
Section 1: S/2

(hereinafter “Application Lands”)

3. That the Application Lands are unspaced for both the Williams Fork and Iles Formations and subject to the Commission’s Rule 318.

4. That Applicant believes it is appropriate that the Commission establish a 320 acre drilling and spacing unit covering these unspaced lands for the Williams Fork Formation and Iles Formation of the Mesaverde Group.

5. That multiple wells have been drilled, tested and completed in the Williams Fork Formation of the Mesaverde Group upon lands in the immediate vicinity of the Application Lands.

6. That to promote efficient drainage within the Williams Fork Formation and Iles Formation of the Mesaverde Group, the Commission should increase the number of wells which can be optionally drilled into and produced from the Williams Fork Formation and Iles Formation of the Application Lands which constitute all or a part of this proposed 320 acre drilling and spacing unit to the equivalent of one Williams Fork well and Iles Formation well per ten (10) acres.

7. That as to all future Williams Fork wells to be drilled upon the Application Lands within such drilling and spacing unit, the well should be located downhole anywhere in the drilling and spacing unit but no closer than 100 feet from the boundaries of the unit without exception being granted by the Director of the Oil and Gas Conservation Commission. It is provided however that in cases where the Application Lands abut or corner lands in respect of which the Commission has not at the time of drilling permit application granted the right to drill 10 acre density Williams Fork Wells, the well should be located downhole no closer than 200 feet from the boundary or boundaries of the drilling unit so abutting or cornering such lands without exception being granted by the Director of the Oil and Gas Conservation Commission.

8. That as to all future Iles Formation wells to be drilled upon the Application Lands within such drilling and spacing unit, the wells should be located downhole anywhere in the drilling and spacing unit but not closer than 100 feet from the boundaries of the unit without exception being granted by the Director of the Oil and Gas Conservation Commission. It is provided however that in cases where the Application Lands abut or corner lands in respect of which the Commission has not at the time of drilling permit application granted the right to drill 10-acre density Iles wells, the wells should be located downhole no closer than 400 feet from the boundary or boundaries of the drilling unit so abutting or cornering such lands without exception being granted by the Director of the Oil and Gas Conservation Commission.

9. 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.

10. 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.

11. 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 March, 2007, 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: January ____, 2007.

POULSON, ODELL AND PETERSON, LLC

By:_____

William A. Keefe
1775 Sherman Street, Suite 1400
Denver, Colorado 80203
(ph) 303-861-4400
(fax) 303-861-1225

VERIFICATION

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

William J. Pierini, of lawful age, being first duly sworn upon oath, deposes and says that he is Division 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.

_____
William J. Pierini

Subscribed and sworn to before me this _____ day of January, 2007.

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

Antonelli, Norman L. and Lori J.
1977 County Road 210
Rifle, CO 81650-8705

Apollo Energy, LLC
1557 Ogden Street, Suite 300
Denver, CO 80218

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

ExxonMobil Production Company
515 West Greens Road
CORP-OCG-644
Houston, TX 77067

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

Hammontree, Alan and Constance
2929 County Road 210
Rifle, CO 81650

Heyde, Charles E. and Kellie J.
1842 County Road 210
Rifle, CO 81650

Dolphin Energy Corporation
1331 17th Street, Suite 730
Denver, CO 80202

William A. Keefe
POULSON, ODELL & PETERSON, LLC
1775 Sherman, Suite 1400
Denver, CO 80203

McClung, Riley W.
3656 County Road 310
Parachute, CO 81635-9119

McKee, Shelley H.
3307 Cope
Anchorage, AK 99503

McKee, Donald F.
1594 Spruce Street
Myrtle Point, OR 97458

McKee, Francis L.
Post Office Box 295
Meeker, CO 81641

Nelson, Joanne M. and Nels William
787 County Road 223
Rifle, CO 81650-8715

Rogers, Tommy L. and Lisa J.
1969 County Road 210
Rifle, CO 81650-8705

Scarrow, Donald L.
1981 County Road 210
Rifle, CO 81650

Exxel Energy Corp.
609 West Hastings Street, 11th Floor
Vancouver, BC V6B 4W4
CANADA

Jesse Smith
Garfield County
144 E. 3rd Street, Suite 203
Rifle, CO 81650

William J. Pierini
Antero Resources Piceance Corporation
1625 17th Street, Suite 300
Denver, CO 80202

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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 January _____, 2007, 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 January____, 2007.

Witness my hand and official seal.

My commission expires: July 22, 2007.

_____
Notary Public