

**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, WELL DENSITY
AND WELL LOCATION RULES FOR THE MANCOS
GROUP COMPRISED OF THE STRATIGRAPHIC
EQUIVALENT OF THE MANCOS SHALE, NIOBRARA
FORMATION AND MOWRY SHALE FOR CERTAIN
DESCRIBED LANDS IN THE MAMM CREEK FIELD
AREA, GARFIELD COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

APPLICATION

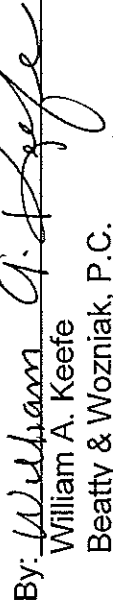
COMES NOW Antero Resources Piceance Corporation ("Applicant"), a Delaware corporation, by its attorneys, Beatty & Wozniak, P.C., and makes application to the Oil and Gas Conservation Commission of the State of Colorado for an order establishing drilling and spacing units, well density and well location rules for the Mancos Group, comprised of the stratigraphic equivalent of the Mancos Shale, the Niobrara Formation and the Mowry Shale (hereinafter "Mancos Group") underlying 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 lands described in Exhibit A attached hereto (hereinafter "Application Lands").
3. That the Colorado Oil and Gas Conservation Commission has established various portions of the Application Lands as drilling and spacing units for the Williams Fork Formation and Iles Formation, each such individual drilling and spacing unit being described in Exhibit A. The applicable orders under which each of these drilling and spacing units were established are listed in Exhibit B attached hereto. Such orders also authorize optional ten (10) acre density drilling within each of these drilling and spacing units for the production of gas and associated hydrocarbons from the Williams Fork Formation and Iles Formation. Finally, as applicable, these orders establish minimum setback requirements for the drilling of Williams Fork Formation and Iles Formation wells.
4. Applicant has determined through drilling operations and other geological and engineering analyses that the Mancos Group, which underlies the Williams Fork Formation and Iles Formation, is productive of gas and associated hydrocarbons. Applicant has also determined that these deeper formations are commercially productive when drilled and completed in association with the drilling and completion of Williams Fork Formation and Iles Formation wells.
5. The establishment of consistent drilling and spacing units, drilling density and setback requirements for the Mancos Group will protect correlative rights, avoid waste and maximize the development of gas resources. It will also result in the minimization of surface land use and the optimization of common production facilities.

6. Therefore, Applicant requests first that the Commission establish drilling and spacing units and relaxed setback areas for the Mancos Group which are identical in description to the drilling and spacing units and relaxed setback areas established for the Williams Fork Formation and Iles Formation (as individually described in Exhibit A).
7. Second, Applicant requests that the Mancos Group be authorized for optional ten (10) acre density drilling in each drilling and spacing unit to be established under paragraph 5 above.
8. Finally, Applicant requests that setback requirements for the Mancos Group be standardized so that they are identical to the setback requirements currently applicable to the Iles Formation. This would mean that each well to be drilled to the Mancos Group upon a given drilling and spacing unit 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 a given drilling unit abuts or corners lands in respect of which the Commission has not at the time of drilling permit application granted the right to drill 10 acre density Mancos Group Wells, the well 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 C attached hereto and made a part hereof.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing in January, 2009, 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: November 21, 2008

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 24 day of November, 2008.

Witness my hand and official seal.

My commission expires: 3/17/09





Notary Public

EXHIBIT A

Units

Township 6 South-Range 92 West:

- Section 6: SE1/4, Lot 5 (48.07 acres), Lot 6 (48.16 acres); Otherwise described as the S1/2 of Section 6
- Section 7: N½ N½; more particularly described as follows: Beginning at the Northwestern corner of Section 7; thence South 00°52'12" West a distance of 938.2 feet; thence North 78°47' East a distance of 2001.30 feet; thence North 6°20' East a distance of 55.90 feet; thence North 89°39' East a distance of 1024.80 feet; thence North a distance of 154.30 feet; thence South 88°52' East a distance of 1253.40 feet; thence North 00°52'48" East 261 feet; thence North 88°40'12" West a distance of 4240.5 feet to the point of beginning. Containing 50.23 acres more or less.
- Section 8: S1/2SW1/4
- Section 8: Lot 8, Lot 9, NE¼ SE¼ and S½ SE¼
- Section 8: That part of Section 8 lying in the N½ of said Section 8 more particularly described as follows: Beginning at the Northwestern corner of Section 8; thence South 01°03' West a distance of 811.7 feet to a point South of the Colorado River Meander Land; thence continuing along said Meander Land following twenty-five (25) courses: North 67°05' East a distance of 679.3 feet; thence North 76°22' East a distance of 141.3 feet; thence South 78°14' East a distance of 102 feet; thence North 71°34' East a distance of 52.6 feet; thence South 86°40' East a distance of 429.2 feet; thence South 55°59' East a distance of 200.8 feet; thence South 85°26' East a distance of 104.3 feet; thence North 87°43' East a distance of 104.1 feet; thence South 43°29' East a distance of 894.6 feet; thence North 77°28' West a distance of 76.70 feet; thence South 65°55' East a distance of 464.9 feet; thence South 75°57'36" East a distance of 169.2 feet; thence South 76°37' East a distance of 185.8 feet; thence South 72°55' East a distance of 200.8 feet; thence South 86°05' East a distance of 159.1 feet; thence South 87°46' East a distance of 246.5 feet; thence North 83°00' East a distance of 157.1 feet; thence North 82°23' East a distance of 121.5 feet; thence North 75°19' East a distance of 342.4 feet; thence North 72°45'36" East a distance of 249.2 feet; thence North 54°41'24" East a distance of 241.4 feet; thence North 71°24' East a distance of 153.1 feet; thence North 70°51' East a distance of 188.6 feet; thence North 73°36'36" East a distance of 290.9 feet; thence North 69°44' East a distance of 23.4 feet; thence leaving said Meander Land North 00°43'12" East along the Easterly line of Section 8 a distance of 1001 feet; thence North 88°47'59" West along the Northerly line of Section 8 a distance of 5291.7 feet to the point of beginning. Containing 130.805 acres more or less.
- Section 9: S1/2
- Section 10: S1/2
- Section 14: N1/2
- Section 14: SW1/4
- Section 14: N1/2SE1/4
- Section 14: SW1/4SE1/4
- Section 15: N1/2
- Section 15: S1/2
- Section 16: SE1/4SE1/4
- Section 16: NW1/4SE1/4
- Section 16: SW1/4
- Section 16: SW1/4NE1/4
- Section 16: NW1/4
- Section 17: N1/2
- Section 17: S1/2
- Section 18: SE1/4, Lot 3 (48.52 acres), Lot 4 (48.56 acres); Otherwise described as the S1/2 of Section 18
- Section 18: Part of the N/2 more particularly described as: A parcel of land in the N/2 of Section 18, Township 6 South, Range 92 West, 6th P.M. beginning 445.03 feet south of the NE/4NE/4 of

said section; thence south 00° 34' 00" East a distance of 362.60 feet; thence south 519.00 feet; thence south 1320.00 feet; thence west 4260.91 feet; thence North 70° 50' 00" East a distance of 471.60 feet; thence South 89° 30' 00" East a distance of 300.00; thence South 76° 42' 00" east a distance of 1128.10 feet; thence south 76° 42' 00" east a distance of 1128.10 feet; thence South 89° 30' 00" east a distance of 2085.20 feet; thence south 89° 59' 00" east a distance of 181.30 feet; thence south 89° 58' 00" east a distance of 150.5 feet to the point of beginning.

- Section 19: Lot 1

Township 6 South-Range 93 West:

- Section 1: S1/2
- Section 11: SE1/4
- Section 11: E1/2NE1/4
- Section 12: All that part of Section 12, Township 6 South, Range 93 West, 6th Principal Meridian, lying in the N/2 of said Section more particularly described as follows: Commencing at a point which bears North 89° 08' 35" West a distance of 1525.88 feet from the NE/C of Section 12, the point of beginning; thence North 88° 47' 46" West a distance of 3710.54 feet; thence South 01° 24' 28" West a distance of 2311.22 feet; thence North 70° 28' 03" East a distance of 763.97 feet; thence North 75° 57' 40" East a distance of 813.12 feet; thence North 78° 30' 55" East a distance of 2160.49 feet; thence North 77° 41' 31" East a distance of 381.56 feet; thence North 00° 30' 04" West a distance of 599.27 feet; thence North 88° 31' 17" West a distance of 229.48 feet; thence North 00° 11' 49" East a distance of 663.22 to the point of beginning. Containing 154.377 acres more or less.
- Section 12: All that part of Section 12, Township 6 South, Range 93 West, 6th Principal Meridian, lying in the NE/4 of said Section more particularly described as follows: Commencing at a point on the NE/C of Section 12, the point of beginning; thence South 00° 32' 18" West a distance of 938.55 feet; thence South 78° 27' 55" West a distance of 1310.58 feet; thence North 00° 30' 04" West a distance of 599.27 feet; thence North 88° 31' 17" West a distance of 229.48 feet; thence North 00° 11' 49" East a distance of 663.22 feet; thence South 89° 08' 35" East a distance of 1525.88 feet to the point of beginning. Containing 36.845 acres more or less.
- Section 13: S1/2
- Section 13: N1/2
- Section 14: N1/2

Relaxed Setback Areas

Township 6 South-Range 92 & 93 West:

- Portions of Section 12 of Township 6 South, Range 93 West, as well as portions of Sections 7, 8 and 18 of Township 6 South, Range 92 West, described as follows:

A tract of land beginning at the Southwestern corner of Section 12, Township 6 South, Range 93 West, 6th P.M.; thence North 64°50'20" East a distance of 2975 feet; thence North 66°30' East a distance of 300.70 feet; thence North 69°53' East a distance of 453.30 feet; thence North 75°31' East a distance of 551.10 feet; thence North 78°41' East a distance of 764.30 feet; thence North 78°10' East a distance of 379.80 feet; thence North 82°34' East a distance of 278.10 feet; thence North 78°01' East a distance of 1011.30 feet; thence North 77°24' East a distance of 1677.20 feet to a point on the East line of Section 12; thence North 78°47' East a distance of 2001.30 feet; thence North 6°20' East a distance of 55.90 feet; thence North 89°39' East a distance of 1024.80 feet; thence North a distance of 154.30 feet; thence South 88°52' East a distance of 1253.40 feet; thence South 0°49' West a distance of 432.20 feet; thence North 67°05' East a distance of 673 feet; thence North 76°22' East a distance of 141.30 feet; thence South 78°14' East a distance of 102 feet; thence North 71°34' East a distance of 52.60 feet; thence South 86°40' East a distance of 429.20 feet; thence South 55°59' East a distance of 200.80 feet; thence South 85°26' East a distance of 104.30 feet; thence North 87°43' East a distance of 104.10 feet; thence South 43°29'

East a distance of 894.60 feet; thence North 77°28' West a distance of 76.70 feet; thence South 65°55' East a distance of 425.90 feet; thence South 01°04' West a distance of 1354 feet; thence South 89°16' East a distance 1314.80 feet; thence South 0°43' West a distance of 1319 feet; thence North 88°59' West a distance of 3978 feet to a point along the Westerly line of Section 8; thence South 0°48' West a distance of 1771.90 feet; thence North 83°25' West a distance of 160 feet; thence North 1°04' East a distance of 1722.50 feet to a point South of the Colorado River Meander Land; thence continuing along said Meander Land following twenty-three (23) courses: North 34°34' West a distance of 341.30 feet; thence West a distance of 49.40 feet; thence North 5°43e 62 feet; thence North 37°52' West a distance of 211.20 feet; thence North 83°03' West a distance of 255 feet; thence North 62°06' West a distance of 237.50 feet; thence North 75°01' West a distance of 453.70 feet; thence South 84°14' West a distance of 552.20 feet; thence South 48°49' a distance of 30.90 feet; thence North 81°52' West a distance of 567.50 feet; thence South 48°49' West a distance of 129.70 feet; thence South 54°07' West a distance of 141.50 feet; thence South 59°37' West a distance of 164 feet; thence South 71°14' West a distance of 136.60 feet; thence South 72°59' West a distance of 125 feet; thence South 83°29' West a distance of 86 feet; thence South 87°08' West a distance of 146.60 feet; thence South 72°02' West a distance of 94.90 feet; thence South 80°06' West a distance of 156.10 feet; thence South 54°10' West a distance of 270.90 feet; thence South 81°02' West a distance of 93.90 feet; thence South 70°49' West a distance of 118.80 feet; thence South 31°13' West a distance of 390.90 feet. Thence leaving said Meander Land South 01°04' West along Westerly line of Section 7 a distance of 1050.20 feet; thence North 88°50'17" West a distance of 5525 feet to the point of beginning.

Township 6 South-Range 92W:

- Section 16: E/2NE/4, NW/4NE/4

EXHIBIT B

		Williams Fork Formation										Illes Formation									
Unit/Relaxed Setback Area	COGCC Order #	Adjacent Spaced Boundary Setback (ft.)	Adjacent Spaced Boundary Setback (ft.)	COGCC Order #	Optional Well Setback Density	Well to Well Setback	Adjacent Spaced Boundary Setback (ft.)	Adjacent Spaced Boundary Setback (ft.)	COGCC Order #	Optional Well Setback Density	Well to Well Setback	Adjacent Spaced Boundary Setback (ft.)	Adjacent Spaced Boundary Setback (ft.)	COGCC Order #	Optional Well Setback Density	Well to Well Setback	Adjacent Spaced Boundary Setback (ft.)	Adjacent Spaced Boundary Setback (ft.)	COGCC Order #	Optional Well Setback Density	
																					Unit/Relaxed Setback Area
06S-92W-06	S/2	100	100	191-43	None	10 Acre	None	200	200	191-43	None	100	400	10 Acre	None	10 Acre	None	400	None	10 Acre	None
06S-92W-07	Relaxed Setback Area (See Note 1)	100	100	510-16	None	10 Acre	None	200	200	191-25	None	100	400	10 Acre	None	10 Acre	None	400	None	10 Acre	None
06S-92W-07	Part of N/2N/2	100	100	191-38	None	10 Acre	None	200	200	191-38	None	100	400	10 Acre	None	10 Acre	None	400	None	10 Acre	None
06S-92W-08	Relaxed Setback Area (See Note 1)	100	100	510-16	None	10 Acre	None	200	200	191-25	None	100	400	10 Acre	None	10 Acre	None	400	None	10 Acre	None
06S-92W-08	S/2SW/4	100	100	191-34	None	10 Acre	None	200	200	191-34	None	100	400	10 Acre	None	10 Acre	None	400	None	10 Acre	None
06S-92W-08	Units 8, 9, NE/4SE/4, S/2SE/4	100	100	191-52	None	10 Acre	None	200	200	191-52	None	100	400	10 Acre	None	10 Acre	None	400	None	10 Acre	None
06S-92W-08	Part of N/2 (See Note 2)	100	100	510-33	None	10 Acre	None	200	200	510-33	None	100	400	10 Acre	None	10 Acre	None	400	None	10 Acre	None
06S-92W-09	S/2	100	100	523-2	None	10 Acre	None	200	200	191-25	None	100	400	10 Acre	None	10 Acre	None	400	None	10 Acre	None
06S-92W-10	S/2	100	100	523-2	None	10 Acre	None	200	200	191-25	None	100	400	10 Acre	None	10 Acre	None	400	None	10 Acre	None
06S-92W-14	SW/4	100	100	191-24	None	10 Acre	None	200	200	191-50	None	100	400	10 Acre	None	10 Acre	None	400	None	10 Acre	None
06S-92W-14	N/2SE/4	100	100	191-24	None	10 Acre	None	200	200	191-25	None	100	400	10 Acre	None	10 Acre	None	400	None	10 Acre	None
06S-92W-14	N/2	100	100	523-2	None	10 Acre	None	200	200	191-25	None	100	400	10 Acre	None	10 Acre	None	400	None	10 Acre	None
06S-92W-14	SW/4SE/4	100	100	191-24	None	10 Acre	None	200	200	191-25	None	100	400	10 Acre	None	10 Acre	None	400	None	10 Acre	None
06S-92W-15	S/2	100	100	191-24	None	10 Acre	None	200	200	191-25	None	100	400	10 Acre	None	10 Acre	None	400	None	10 Acre	None
06S-92W-15	N/2	100	100	523-2	None	10 Acre	None	200	200	191-25	None	100	400	10 Acre	None	10 Acre	None	400	None	10 Acre	None
06S-92W-16	Relaxed Setback Area (See Note 3)	100	100	191-17	None	10 Acre	None	200	200	191-25	None	100	400	10 Acre	None	10 Acre	None	400	None	10 Acre	None
06S-92W-16	SW/4	100	100	191-27	None	10 Acre	None	200	200	191-25	None	100	400	10 Acre	None	10 Acre	None	400	None	10 Acre	None
06S-92W-16	NW/4SE/4	100	100	191-27	None	10 Acre	None	200	200	191-25	None	100	400	10 Acre	None	10 Acre	None	400	None	10 Acre	None
06S-92W-16	NW/4	100	100	191-34	None	10 Acre	None	200	200	191-34	None	100	400	10 Acre	None	10 Acre	None	400	None	10 Acre	None
06S-92W-16	SW/4NE/4	100	100	191-34	None	10 Acre	None	200	200	191-34	None	100	400	10 Acre	None	10 Acre	None	400	None	10 Acre	None
06S-92W-16	NW/4	100	100	191-34	None	10 Acre	None	200	200	191-34	None	100	400	10 Acre	None	10 Acre	None	400	None	10 Acre	None
06S-92W-16	SE/4SE/4	100	100	191-27	None	10 Acre	None	200	200	191-25	None	100	400	10 Acre	None	10 Acre	None	400	None	10 Acre	None
06S-92W-17	N/2	100	100	191-24	None	10 Acre	None	200	200	191-25	None	100	400	10 Acre	None	10 Acre	None	400	None	10 Acre	None
06S-92W-17	S/2	100	100	191-24	None	10 Acre	None	200	200	191-25	None	100	400	10 Acre	None	10 Acre	None	400	None	10 Acre	None
06S-92W-18	Part of the N/2 (See Note 4)	100	100	191-40	None	10 Acre	None	200	200	191-40	None	100	400	10 Acre	None	10 Acre	None	400	None	10 Acre	None
06S-92W-18	S/2	100	100	191-13	None	10 Acre	None	200	200	191-25	None	100	400	10 Acre	None	10 Acre	None	400	None	10 Acre	None
06S-92W-19	Lot 1	100	100	191-53	None	10 Acre	None	200	200	191-53	None	100	400	10 Acre	None	10 Acre	None	400	None	10 Acre	None
06S-93W-01	S/2	100	100	191-48	None	10 Acre	None	200	200	191-48	None	100	400	10 Acre	None	10 Acre	None	400	None	10 Acre	None
06S-93W-11	SE/4	100	100	191-39	None	10 Acre	None	200	200	191-38	None	100	400	10 Acre	None	10 Acre	None	400	None	10 Acre	None
06S-93W-11	E/2NE/4	100	100	191-54	None	10 Acre	None	200	200	191-54	None	100	400	10 Acre	None	10 Acre	None	400	None	10 Acre	None
06S-93W-12	Part of the N/2 (See Notes 5&6)	100	100	191-37	None	10 Acre	None	200	200	191-37	None	100	400	10 Acre	None	10 Acre	None	400	None	10 Acre	None
06S-93W-12	Relaxed Setback Area (See Note 1)	100	100	510-16	None	10 Acre	None	200	200	191-25	None	100	400	10 Acre	None	10 Acre	None	400	None	10 Acre	None
06S-93W-13	N/2	100	100	191-14	None	10 Acre	None	200	200	191-25	None	100	400	10 Acre	None	10 Acre	None	400	None	10 Acre	None
06S-93W-13	S/2	100	100	191-13	None	10 Acre	None	200	200	191-25	None	100	400	10 Acre	None	10 Acre	None	400	None	10 Acre	None
06S-93W-14	N/2	100	100	191-14	None	10 Acre	None	200	200	191-25	None	100	400	10 Acre	None	10 Acre	None	400	None	10 Acre	None

EXHIBIT C

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Paul B. and Roberta Nygaard
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c/o R.A. Sauder, Secretary
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Proctor Enterprises, Inc.
c/o C.P. Burckle, President
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c/o Promethean Asset
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Bureau of Reclamation
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Yates Drilling Company
Yates Petroleum Corporation
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Rifle, CO 81650

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, WELL DENSITY
AND WELL LOCATION RULES FOR THE MANCOS
GROUP COMPRISED OF THE STRATIGRAPHIC
EQUIVALENT OF THE MANCOS SHALE, NIORARA
FORMATION AND MOWRY SHALE FOR CERTAIN
DESCRIBED LANDS IN THE MAMM CREEK FIELD
AREA, GARFIELD COUNTY, COLORADO

CAUSE NO.
DOCKET NO.

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:

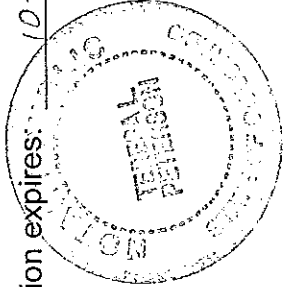
That he is the attorney for Antero Resources Piceance Corporation, that on or before November 24, 2008, he caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit C to the Application.

William A. Keefe
William A. Keefe

Subscribed and sworn to before me November 24, 2008.

Witness my hand and official seal.

My commission expires: 10-04-09.



Teresa S. Petersen
Notary Public