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**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 SETBACK RULES FOR THE DRILLING OF
WILLIAMS FORK FORMATION AND ILES
FORMATION WELLS ON CERTAIN
DESCRIBED LANDS IN GARFIELD COUNTY,
COLORADO

CAUSE NO: 440

DOCKET NO: 1002-SP-04

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**REQUEST FOR DIRECTOR APPROVAL OF APPLICATION ON THE
MERITS OF A VERIFIED APPLICATION AND SUPPORTING EXHIBITS**

By Verified Application ("Verified Application") filed with the Colorado Oil and Gas Conservation Commission ("COGCC") on December 30, 2009, Antero Resources Piceance Corporation ("Applicant") by and through its attorneys, filed a verified application with the COGCC for an order to establish an approximate 320 acre drilling and spacing units for the production of gas and associated hydrocarbons from the Williams Fork and Iles Formations and to allow one well per ten acres on such unit. Pursuant to Rule 511.a, Applicant hereby requests that the Director recommend approval of the Verified Application on the basis of the merits and the supporting exhibits.

BACKGROUND AND STATUS OF THE APPLICATION

1. Application Lands: Applicant is the owner of leasehold interests in certain oil and gas leases covering the lands proposed to be within the proposed drilling and spacing unit.
2. Prior Order: The lands within the proposed three drilling and spacing units previously were spaced under the Commission's Order No. 440-12 dated April 19, 1990 which, among other things, established 320 acre drilling and spacing units for certain lands including Section 8, Township 7 South, Range 95 West, 6th P.M. for the production of gas and associated hydrocarbons from the Mesaverde Formation, with the designation as either E/2 and W/2 stand-up units or N/2 and S/2 lay-down units at the discretion of the operator of the first well permitted.
3. Attached is the verified statement of Brian Wade, Landman of Antero Resources Piceance Corporation, in support of this request for the Director to recommend approval of the Verified Application on the basis of the merits and the supporting exhibit.

To prevent waste, to protect correlative rights, to ensure the proper and efficient development of the Williams Fork Formation and Iles Formation underlying the Application Lands, as described in the Application and to ensure the greatest ultimate recovery of gas and associated hydrocarbon substances from these formations underlying the Application Lands, Applicant requests that the Director recommend that the Commission issue its order establishing the proposed approximate 320 acre drilling and spacing units and authorizing thereon ten (10) acre density drilling for the Williams Fork and Iles Formations subject to the requested setback requirements, all as further set forth in the Verified Application.

Applicant also requests that the Commission take notice of the evidence supporting the Commission's Orders 440-52 and 440-55.

DATED: February 12, 2010.

Respectfully submitted,

Antero Resources Piceance Corporation

By: William A. Keefe

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ANTERO RESOURCES PICEANCE CORPORATION

Cause No. 440, Docket No. 1002-SP-04

**Land Testimony
Parachute Field
Garfield County, Colorado
Cause No. 440, Docket No. 1002-SP-04 and Docket No. 1002-SP-05
Spacing Application
Township 7 South, Range 95 West, 6th P.M.
Section 18: S/2
Section 8: S/2
Williams Fork and Iles Formations
Antero Resources Piceance Corporation**

In support of the Request for Director Approval of the Verified Applications of Antero Resources Piceance Corporation in Cause No. 440, Docket No. 1002-SP-04 and Docket No. 1002-SP-05, and pursuant to Rule 511.b., Brian F. Wade, Landman of Antero Resources Piceance Corporation, deposes and states as follows:

I am employed as a Landman for Antero Resources Piceance Corporation ("Antero"). I received my Bachelor of Business Administration degree in Energy Commerce from Texas Tech University in 2007. I have experience as a Landman and have been with Antero since January, 2008 working directly with the properties that are the subject of today's hearing.

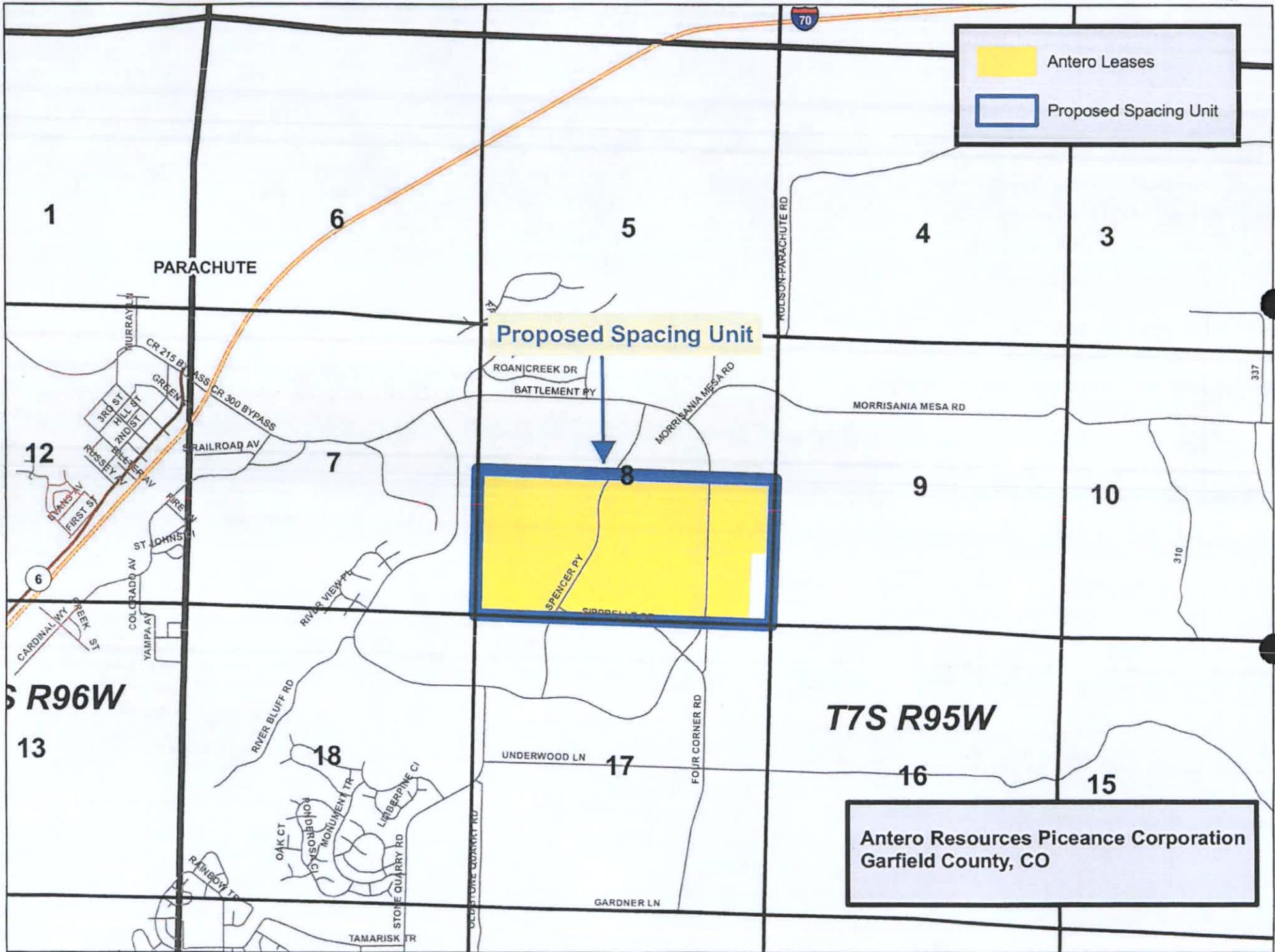
In support of our Applications today, I have prepared two (2) exhibits. The exhibits are attached to my sworn testimony and form the basis for Antero's Application to obtain an order to establish spacing and well location rules in the Williams Fork and Iles Formations in the following units:

Township 7 South, Range 95 West, Garfield County, CO
Section 8: S/2 (approximate 320 acre drilling and spacing unit)
Section 18: S/2 (approximate 320 acre drilling and spacing unit)

1. Attached Exhibits: Antero Leasehold, Proposed Spacing Unit Boundaries.

The attached exhibits are plats depicting the Application Lands which have not previously been approved by the COGCC for increased density in the Williams Fork and Iles Formations. The plat covers an area generally southeast of Parachute, Colorado. Each plat is color-coded to show proposed COGCC drilling and spacing units, and Antero leasehold. The lands which are the subject of this Application are shown within the border of Section 8 and Section 18, Township 7 South, Range 95 West. Antero's leasehold is shown in yellow. Because there are multiple parcels, this requires Antero to space the lands to coordinate efficient development.

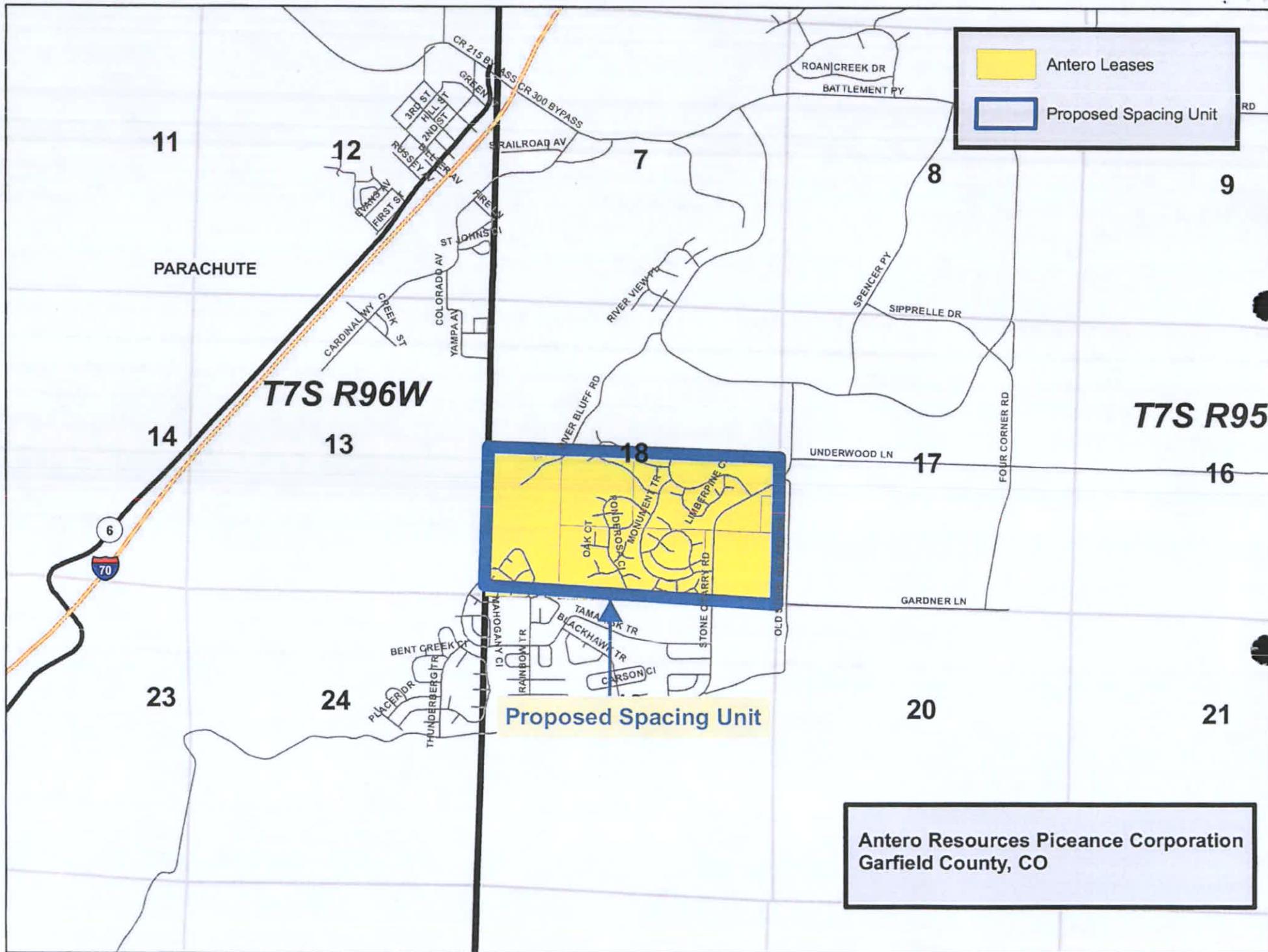
Multiple wells have been drilled, tested and completed in the Williams Fork Formation and Iles Formation of the Mesaverde Group upon lands in the immediate vicinity of the Application Lands. The spacing units and rules for developing these adjacent lands were



Antero Leases
Proposed Spacing Unit

Proposed Spacing Unit

Antero Resources Piceance Corporation
Garfield County, CO



Antero Leases
 Proposed Spacing Unit

Antero Resources Piceance Corporation
Garfield County, CO