

BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO

IN THE MATTER OF THE APPLICATION OF ANTERO
RESOURCES CORPORATION FOR AN ORDER
ESTABLISHING WELL LOCATION AND SETBACK
RULES FOR THE DRILLING OF WILLIAMS FORK
FORMATION WELLS ON CERTAIN DESCRIBED LANDS
IN THE MAMM CREEK FIELD AREA, GARFIELD
COUNTY, COLORADO

CAUSE NO.

DOCKET NO.

APPLICATION

COMES NOW Antero Resources 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 well location and setback rules applicable to the drilling and producing of wells from the Williams Fork Formation of the Mesaverde 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 oil and gas leases covering a substantial portion of the following described lands (hereinafter "Application Lands"):

The following outline occupies portions of Sections 11, 12, 13 and 14 of Township 6 South, Range 93 West, as well as portions of Sections 7, 8 and 18 of Township 6, Range 92 West.

Beginning at a point on the West line of Section 14, from which the Southwest corner of said section bears South 1°05'45" East a distance of 2370.07 feet; thence North 1°05' East a distance of 3172.30 feet; thence North 64°18' East a distance of 4950.30 feet; thence North 64°38' East a distance of 1021.80 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:

- 1) North 34°34' West a distance of 341.30 feet
- 2) West a distance of 49.40 feet
- 3) North 5°43' East 62 feet
- 4) North 37°52' West a distance of 211.20 feet
- 5) North 83°03' West a distance of 255 feet
- 6) North 62°06' West a distance of 237.50 feet
- 7) North 75°01' West a distance of 453.70 feet
- 8) South 84°14' West a distance of 552.20 feet
- 9) North a distance of 30.90 feet
- 10) North 81°52' West a distance of 567.50 feet
- 11) South 48°49' West a distance of 129.70 feet
- 12) South 54°07' West a distance of 141.50 feet
- 13) South 59°37' West a distance of 164 feet
- 14) South 71°14' West a distance of 136.60 feet
- 15) South 72°59' West a distance of 125 feet
- 16) South 83°29' West a distance of 86 feet
- 17) South 87°08' West a distance of 146.60 feet
- 18) South 72°02' West a distance of 94.90 feet
- 19) South 80°06' West a distance of 156.10 feet
- 20) South 54°10' West a distance of 270.90 feet
- 21) South 81°02' West a distance of 93.90 feet
- 22) South 70°49' West a distance of 118.80 feet
- 23) 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 1274.30 feet; thence South 69°52' West a distance of 383.20 feet; thence South 81°00' West a distance of 613.10 feet; thence South 76°10' West a distance of 2006.70 feet; thence South 83°44' West a distance of 989.20 feet; thence West a distance of 515.60 feet; thence North 86°57' West a distance of 450.30 feet; thence North 85°28' West a distance of 378.90 feet; thence South 7°08' West a distance of 48.30 feet; thence North 88°49' West a distance of 869.60; thence South 77°55' West a distance of 1318.20 feet; thence South 65°24' West a distance of 2809 feet; thence South 72°02' West a distance of 699.60 feet to the point of beginning.

3. That the Application Lands are unspaced and subject to the Commission's Rule 318 (formerly Rule 316).

4. That multiple wells have been drilled, tested and completed in the Williams Fork Formation of the Mesaverde Group upon lands in close proximity to the Application Lands.

5. That as to the Application Lands, the Commission should allow all future Williams Fork wells drilled thereon to be located downhole anywhere upon such lands but no closer than 100 feet from the outside boundary of the Application Lands (see attached plat) unless such boundary abuts or corners lands in respect of which the Commission has not at the time of the drilling permit application granted the right to drill 10 acre density wells in which event the Williams Fork wells to be drilled upon the Application Lands should be drilled downhole no closer than 200 feet from that portion of the boundary which so abuts or corners the lands in respect of which 10 acre density downhole drilling for Williams Fork wells has not been ordered by the Commission.

6. 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 unless exception is granted by the Colorado Oil and Gas Conservation Commission pursuant to application made for such exception.

7. 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.

8. 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 October, 2005, 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: September 2, 2005.

POULSON, ODELL AND PETERSON, LLC

By: _____
William A. Keefe
1775 Sherman Street, Suite 1400
Denver, Colorado 80203
Phone: 303-861-4400

EXHIBIT A

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

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

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

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

Carol Jo Shideler Bennett, fka Carol Jo
Shideler
Post Office Box 1202
American Fork, UT 84003

ExxonMobil Corp.
3822 Old Spanish Trail
Houston, TX 77021-1340

Casperson Family Partnership, Ltd.,
a Colorado General Partnership
4501 Mountain Springs Road, CR 127
Glenwood Springs, CO 81601

Doreen Kay Fender
0273 County Road 227
Rifle, CO 81650

Patty L. Clark
30985 Highway 6 & 24
Rifle, CO 81652

Garfield County Board of County
Commissioners
109 8th Street, Suite 300
Glenwood Springs, CO 81601

Dennis L. Chambers & Naomi White
30075 Highway 6 & 24
Rifle, CO 81650

HNH Enterprises, Inc.,
a Colorado corporation
5995 Highway 325
Rifle, CO 81650

Marlene Christopher
258 County Road 223
Rifle, CO 81650

Donald D. Hamilton, DVM, PC,
a Colorado Professional Corporation
3125 Baron Lane
Rifle, CO 81650

John L. Cozza & Marilyn E. Cozza
30475 Highway 6 & 24
Silt, CO 81652

Grant Brothers Construction LLC
Post Office Box 1027
Basalt, CO 81621

Colorado Department of Transportation
Attn: Mark Kendell
15285 South Golden Road, Bldg. 47
Golden, CO 80401

Teodoro & Maribel Gutierrez
781 County Road 223
Rifle, CO 81650

Ernesto Cruz & Anna Cruz
3215 County Road 315
Silt, CO 81652

Koch Exploration Company, LLC
a Delaware Limited Liability Company
4111 East 37th Street North
Wichita, KS 67220

Devon Energy Production Company, LP
an Oklahoma Limited Partnership
1500 Mid-America Tower
20 North Broadway
Oklahoma City, OK 73102

John McBride
303 Aspen Business Center, Suite E
Aspen, CO 81611

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

Richard J. Murr
37659 Highway 6
New Castle, CO 81647

James T. Olinger
7720 Know Drive
Fontana, CA 92336

Spencer James Shideler
840 Grand Avenue
Silt, CO 81652

Michael G. Pazzin and Dalit Pazzin
1934 Railroad Avenue
Rifle, CO 81650

Jimmy Sills
45705 Highway 6 & 24
Glenwood Springs, CO 81601

Rifle Airport Commercial Plaza and
Storage
PUD Parcel 7 Association, a Colorado
nonprofit corporation
Airport Road
Rifle, CO 81650

Edward J. Skelly, Deceased
No address

City of Rifle
202 Railroad Avenue
Rifle, CO 81650

Catherine J. Sweeny
1805 Balsam Street, #495
Lakewood, CO 80232

John E. Robinson & Carmen L.
Robinson
3150 Airport Road
Rifle, CO 81650

Storm King Properties, LLC, a
Colorado Limited Liability Company
3158 Baron Lane Unit 7
Rifle, CO 81650

Scott Robinson & Debra S. Robinson
3150 Airport Road
Rifle, CO 81650

Robert Thomas Taylor, aka Robert T.
Taylor
2440 Airport Road
Rifle, CO 81650

Barry Craig Shideler and Marilyn J.
Shideler
1411 County Road 316
Silt, CO 81632

Bob Taylor & Sherri D. Taylor
2440 Airport Road
Rifle, CO 81650

Benjamin Paul Shideler
4128 County Road 315
Silt, CO 81652

Union Pacific Railroad Company
Post Office Box 209711
Houston, TX 77216

Emily Shideler
Post Office Box 82
Silt, CO 81652

Western Slope Trailer Sales, Inc.
a Colorado corporation
3150 Airport Road
Rifle, CO 81650

John Rob Shideler
840 Grand Avenue
Silt, CO 81652

Doug Dennison
Garfield County
144 East 3rd
Rifle, CO 81650

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CITY AND COUNTY OF DENVER

Notary Public