

**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 SPACING AND WELL  
LOCATION RULES FOR THE WILLIAMS FORK  
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 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 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 92 West

Section 14: S/2

Section 15: S/2

Section 16: S/2

Section 17: N/2

Section 17: S/2

(hereinafter "Application Lands")

3. That the Application Lands are unspaced for the Williams Fork Formation and subject to the Commission's Rule 318.
4. That Applicant believes it is appropriate that the Commission establish laydown 320 acre drilling and spacing units covering these unspaced lands for the Williams Fork 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 vicinity of the Application Lands.

6. That to promote efficient drainage within the Williams Fork 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 of the Application Lands which constitute all or a part of each of these proposed laydown 320 acre drilling and spacing units to the equivalent of one Williams Fork 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, 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.

9. 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.

10. 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 April, 2006, 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: February \_\_\_\_\_, 2006.

**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 )  
 )  
CITY AND COUNTY OF DENVER )

SS.

Brian Kuhn, of lawful age, being first duly sworn upon oath, deposes and says that he is Vice President-Land for Antero Resources 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.

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Brian Kuhn

Subscribed and sworn to before me this \_\_\_\_\_ day of February, 2006.

Witness my hand and official seal.

My commission expires:\_\_\_\_\_

Notary Public

## EXHIBIT A

Mark Bean  
Garfield County  
144 E. 3<sup>rd</sup>  
Rifle, CO 81650

Richard Altman & Company  
1801 Broadway, Suite 350  
Denver, CO 80202

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

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

BJJ Partners  
137 Dahlia Street  
Denver, CO 80220

Bill Barrett Corporation  
1099 18th Street, Suite 2300  
Denver, CO 80202

Bay Minerals, LLC  
650 South Cherry Street, Suite 420  
Denver, CO 80246

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

Roger McFarland Dixon Estate  
c/o Clinton W. Josey, Jr.  
3141 Hood Street, Suite 600  
Dallas, TX 75219

Martin Herzog  
1720 Bellaire, Suite #1209  
Denver, CO 80222

Mark A. Huttner and Catherine J. Huttner  
21427 East Ottawa Circle  
Aurora, CO 80016

Magic M & R LLC  
1720 Bellaire, Suite #1209  
Denver, CO 80222

Leslie Dale McPherson  
1859 CR 344  
Silt, CO 81652-9665

Mimonte, LLC  
Post Office Box 3358  
Englewood, CO 80155

Marshall Quiat, successor to M & J, LLC  
1580 Lincoln Street, Suite 440  
Denver, CO 80203

Proctor Enterprises, Inc.  
c/o C. P. Burckle, President  
13806 Queensbury  
Houston, TX 77079

Proctor Enterprises, Inc.  
c/o R.A. Sauder, Secretary  
13806 Queensbury  
Houston, TX 77079

Hubert Shovlin  
c/o Elizabeth Staats  
14655 Village Court 57  
Oregon City, OR 97045-8846

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

Estate of Edward J. Skelly  
Address unknown

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

Barrett D. Baker  
717 Seventeenth Street, Suite 1545  
Denver, CO 80202

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

Garfield County Board of County  
Commissioners  
108 8th Street, Suite 300  
Glenwood Springs, CO 81601

Stanislaw Urbaniak  
428 Lauder Lane  
Inverness, IL 60067

Marie Herzog  
1720 Bellaire, Suite #1209  
Denver, CO 80222

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

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

Grant Brothers Ranch Limited Liability Co.  
Post Office Box 1027  
Basalt, CO 81621

MAP2003-NET  
100 Park Avenue, Suite 1008  
Oklahoma City, OK 73102

Martin Herzog  
1720 Bellaire, Suite #1209  
Denver, CO 80222

Kristine M. Peterson  
2525 South Wadsworth Boulevard,  
Suite 303  
Lakewood, CO 80227-4346

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

School District #27  
839 Whiteriver Avenue  
Rifle, CO 81650

United States of America, DOI  
Bureau of Reclamation, Upper CO Region  
Western Colorado Area Office  
2764 Compass Drive, Suite 106  
Grand Junction, CO 81506-8785

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

The Genevieve C. Limbach Trust,  
Genevieve C. Limbach, Trustee  
5876 County Road 346  
Silt, CO 81652

Benjamin Paul Shideler  
5435 County Road 311  
New Castle, CO 81647

Emily Shideler  
Post Office Box 82  
Silt, CO 81652

John Rob Shideler  
840 Grand Avenue  
Silt, CO 81652

Spencer James Shideler  
840 Grand Avenue  
Silt, CO 81652

Mr. Brian Kuhn, VP Land  
Antero Resources Corporation  
1625 17<sup>th</sup> Street, 3<sup>rd</sup> Floor  
Denver, CO 80202

Paul Limbach & Nanci L. Limbach  
5945 County Road 346  
Silt, CO 81652

Tim Y. Baker  
130 Teche Drive  
Lafayette, LA 70503

Valley Farms  
3141 Hood Street, Suite 600  
Dallas, TX 75219

William A. Keefe  
Poulson, Odell & Peterson, LLC  
1775 Sherman Street, Suite 1400  
Denver, CO 80203

Storm King Mechanical  
2335 Airport Road, #A  
Rifle, CO 81650-8459

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CAUSE NO.

DOCKET NO.

**AFFIDAVIT OF MAILING**

STATE OF COLORADO

)

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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 Corporation, that on  
February \_\_\_\_, 2006, 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 February \_\_\_\_, 2006.

Witness my hand and official seal.

My commission expires: July 22, 2007.

\_\_\_\_\_  
Notary Public