

**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 93 West

Section 14: 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 a 320 acre drilling and spacing unit 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 immediate 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 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 February, 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: December 27, 2005.

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.

Brian Kuhn

Subscribed and sworn to before me this _____ day of December, 2005.

Witness my hand and official seal.

My commission expires:_____

Notary Public

EXHIBIT A

Mark Bean
Garfield County
144 E. 3rd
Rifle, CO 81650

AAPK Leasing, LLC
Post Office Box 806
Rifle, CO 81650

Debra Briels and Mark Briels
1601 Dogwood Drive
Rifle, CO 81650

Casperson Family Partnership, Ltd.,
a Colorado General Partnership
4501 Mountain Springs Road, CR127
Glenwood Springs, CO 81601

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

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

Timothy Danner and Lynette Danner
61 Springridge Drive
Glenwood Springs, CO 81601

Defiance Partners Limited
Post Office Box 253
Glenwood Springs, CO 81602-0253

James Eggen
851 Ute Avenue
Rifle, CO 81650

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

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

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

Felix Goldberg and Janet Olsen Goldberg
and Roman Tarasiuk and Polina Tarasiuk
2443 East 27th Street
Los Angeles, CA 90058-1219

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

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

William R. Hileman and Kay U. Hileman
660 Moki Avenue
Rifle, CO 81650

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

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

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

Walker Electric, Inc.
Post Office Box 867
Rifle, CO 81650

Johnny R. Michaelis Revocable Trust and
Bobby Elizabeth Michaelis Revocable Trust
Post Office Box 961
Rifle, CO 81650

Nukelink, LLC
1108 Hickory Drive
Rifle, CO 81650

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

Rodney L. Pressler and Erin E. Pressler
8183 County Road 245
New Castle, CO 81647

Rifle Airport Commercial Plaza and Storage
PUD Parcel 7 Association, a Colorado
nonprofit corporation
4501 Mountain Springs Road
County Road 127
Glenwood Springs, CO 81601

City of Rifle
202 Railroad Avenue
Rifle, CO 81650

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

Richard M. Ward
Barbara S. Ward
6161 County Road 149
Glenwood Springs, CO 81601

Shirley Galloway and H. Courtland Wilson
Trustees (Record Title/Deed does not state
name of Trust)
Route 1, Box 119
Rifle, CO 81650

Yates Petroleum Corporation
105 South 4th Street
Artesia, NM 88210

Martin, Terry, and Pamela Yenter
604 Mineota Drive
Silt, CO 81652

Shelton Properties
Post Office Box 1059
Basalt, CO 81621

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

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

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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 Corporation, that on December 27, 2005, 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 December 27, 2005.

Witness my hand and official seal.

My commission expires: July 22, 2007.

Notary Public