

**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.

CORRECTED 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 18: N/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 ____, 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

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

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

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

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

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

Crisoforo Silva Limones and Angelica
Silva Carrasco
3879 County Road 346
Silt, CO 81652

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CREEK FIELD AREA, GARFIELD COUNTY,
COLORADO

CAUSE NO.

DOCKET NO.

AFFIDAVIT OF MAILING

STATE OF COLORADO)
)
CITY AND COUNTY OF DENVER) ss.

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 _____, 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 ____, 2005.

Witness my hand and official seal.

My commission expires: July 22, 2007.

Notary Public