

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"):

Township 6 South, Range 92 West, 6th P.M.
Section 16: E/2NE/4, NW/4NE/4

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 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: November ____, 2005.

POULSON, ODELL AND PETERSON, LLC

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

VERIFICATION

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

William A. Keefe, lawful age, and being first duly sworn upon his oath, states and declares:

That he is the attorney for Antero Resources Corporation, Applicant herein; that he has read the above and foregoing Application by him subscribed, knows the contents thereof, and that the allegations and matters therein stated are true and correct as he verily believes.

William A. Keefe

Subscribed and sworn to before me NOVEMBER ____, 2005.

Witness my hand and official seal.

My Commission Expires: July 22, 2007.

Notary Public

EXHIBIT A

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

Tim Y. Baker
130 Teche Drive
Lafayette, LA 70503

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

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

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

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

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

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

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

Doug Dennison
Garfield County
144 E. 3rd
Glenwood Springs, CO 81650

Renee Henderson Buzarde, Heir of Lillian Henderson,
Deceased
670 Flaming Gorge Acres
Dutch John, UT 84023-9705

Lori Turman, Heir of Louise Filipelli, Deceased
22913 South 174th Place
Gilbert, AZ 85297

Ruby H. Toles, Heir of Polly Hazelbush, Deceased
Post Office Box 1559
Overton, NV 89040

Bobby Roy McPherson
2065 County Road 311
New Castle, CO 81647

Dwight Andrew McPherson
Post Office Box 233
Craig, CO 81626

Frank Lewis McPherson
1033 3100 Road
Hotchkiss, CO 81419

Kenneth A. McPherson Trust
Bank of Oklahoma, N.A., Agent
for U.S. Bank, N.A., Trustee
Post Office Box 3499
Tulsa, OK 74101

Coleen Nelson
c/o Jerry Jones
9104 Jensen Court, NE
Albuquerque, NM 87112

Cheryl Jean Pollvogt
9324 North Paseo Palo Verde
Casa Grande, AZ 85222

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

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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 November ____, 2005, he caused a copy of the attached Application in the subject docket 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 on November ____, 2005.

Witness my hand and official seal.

My commission expires: July 22, 2007.

Notary Public