

**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 11: All  
(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 320 acre drilling and spacing units covering these unspaced lands for the Williams Fork Formation of the Mesaverde Group, each such spacing unit described as follows:

Section 11: N/2  
Section 11: S/2

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 units, 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 January, 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: November \_\_\_\_, 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.

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Brian Kuhn

Subscribed and sworn to before me this \_\_\_\_\_ day of November, 2005.

Witness my hand and official seal.

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

Notary Public

## EXHIBIT A

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

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

Scott Brynildson and Linda Sue Brynildson  
1831 Railroad Avenue  
Rifle, CO 81650-3203

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

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

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

Glen Anderson, deceased  
c/o John R. Anderson  
3250 Bishop Road  
Emmett, ID 83617

HFTP Investment LLC, a Delaware limited  
liability company  
c/o Promethean Asset Management LLC  
750 Lexington Avenue, 22nd Floor  
New York, NY 10022

Troy Kelley and Dawn Kelley  
11466 Highway 325, #5  
Rifle, CO 81650

L.P. Leonardo, a Cayman Islands  
corporation

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

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

James T. Olinger  
7720 Knox Drive  
Fontana, CA 92336

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

Rifle, City of  
202 Railroad Avenue  
Post Office Box 1908  
Rifle, CO 81650

Robert C. Adams  
1081 County Road 210  
Rifle, CO 81650

Gaia Offshore Master Fund, Ltd., a Cayman  
Islands corporation  
c/o Promethean Asset Management LLC  
750 Lexington Avenue, 22nd Floor  
New York, NY 10022

Charles E. and Kellie J. Heyde  
1842 County Road 210  
Rifle, CO 81650

Caerus Fund Ltd., a Cayman Islands  
corporation  
c/o Promethean Asset Management LLC  
750 Lexington Avenue, 22nd Floor  
New York, NY 10022

Kevin K. Madison and Tanya M. Madison  
1466 County Road 210

c/o Angelo Gordon & Co.  
245 Park Avenue  
New York, NY 10167

Dorothy Wimmer, aka Dorothy M. Wimmer  
0041 County Road 221  
Rifle, CO 81650

Rifle, CO 81650  
Doug Dennison  
Garfield County  
144 E. 3<sup>rd</sup>  
Rifle, CO 81650

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CAUSE NO.

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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 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 November \_\_\_\_\_, 2005.

Witness my hand and official seal.

My commission expires: July 22, 2007.

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