

**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 5 South, Range 92 West
Section 32: 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 320 acre drilling and spacing unit covering these unspaced lands for the Williams Fork Formation of the Mesaverde Group, each such spacing unit described as follows:

Section 32 N/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 this proposed 320 acre drilling and spacing unit 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 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.

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

IN THE MATTER OF THE APPLICATION OF ANTERO
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STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)

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.

My commission expires: July 22, 2007.

Notary Public