

BEFORE THE OIL & GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO

IN THE MATTER OF THE APPLICATION OF)	
ANTERO RESOURCES CORPORATION FOR AN)	CAUSE NO. 523
ORDER POOLING ALL NONCONSENTING)	
INTERESTS IN THE WILLIAMS FORK)	Docket No. _____
FORMATION AND THE ILES FORMATION IN)	
AN ESTABLISHED DRILLING AND SPACING)	
UNIT LOCATED IN THE MAMM CREEK FIELD,)	
GARFIELD COUNTY, COLORADO)	

APPLICATION

COMES NOW Antero Resources Corporation (referred to herein as “Applicant”), by and through its undersigned attorneys, and makes application to the Oil and Gas Conservation Commission of the State of Colorado (“COGCC”), for an order to pool all non-consenting interests for the drilling of wells in a 320-acre drilling and spacing unit in the Williams Fork Formation and the Iles Formation in the S/2 of Section 9, Township 6 South, Range 92 West, 6th P.M., Garfield County, Colorado. In support thereof, the Applicant states and alleges as follows:

1. That the Applicant is a corporation duly authorized to conduct business in the State of Colorado.
2. That the Applicant owns certain leasehold interests in the unit requested for pooling.
3. That pursuant to COGCC Orders established in Cause No. 523, specifically Order No. 523-2, 320-acre drilling and spacing unit for the Williams Fork Formation was established, which includes the lands at issue in this Application. Moreover, pursuant COGCC Orders recently issued in Docket 0606-SP-32 in June of 2006, a 320-acre drilling and spacing unit for the Iles Formation was established, which includes the following lands at issue in this Application:

Township 6 South, Range 92 West, 6th P.M.
Section 9: S/2

4. Applicant proposes to drill the following wells within the 320-acre drilling and spacing unit described in paragraph 3 above as follows: Hangs B-4 Well, T6S, R92W, Section 9: S/2. Two of the Williams Fork wells in this unit will also be drilled to the Iles Formation from an existing or concurrently drilled Williams Fork Formation well.
5. That some of the parties listed on Exhibit A hereto own separate leased mineral interests in the S/2 of Section 9 encompassed within the drilling and spacing unit, and such parties have been offered the option to participate in the drilling of the wells in the unit, but to date one or more of such parties have refused to participate by bearing their proportionate shares of the costs and risks of drilling or operating the wells. An AFE containing the information required by COGCC Rule 530.a. was sent respecting the wells more than thirty (30) days prior to the date of the hearing on this Application. A copy of an example of such AFE and letter is attached hereto as Exhibit B.
6. Moreover, that with respect to any non-consenting owners of unleased mineral interests listed on Exhibit A, Applicant has made reasonable attempts pursuant to COGCC Rule 530.b. to enter into leases with such parties but has as of yet been unsuccessful in such attempts.
7. That in order to prevent waste, protect correlative rights and in the best interests of conservation, all interests owned by the nonconsenting parties listed on Exhibit A should be pooled in the Williams Fork Formation and the Iles Formation in accordance with C.R.S. § 34-60-116 and Rule 530 of the COGCC.
8. That the names and addresses of the interested parties with respect to this Application are as set forth in Exhibit A hereto.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing, that notice thereof be given as required by law and that upon such hearing this Commission enter its order:

A. That all leasehold working interest owners with whom Applicant has been unable to secure an agreement for the drilling of the proposed wells and all unleased mineral interests owners who refuse to execute a lease as described in paragraphs 4 and 5 be pooled involuntarily with respect to the Williams Fork Formation and with respect to two wells drilled to the Iles Formation from an existing or concurrently drilled Williams Fork well, and that such owners be treated as non-consenting owners under C.R.S. § 34-60-116 and made subject to the terms and penalties provided for therein.

B. For such other findings and orders as the Commission may deem proper or advisable in the premises.

DATED this 22nd day of May, 2006.

Respectfully submitted,

ANTERO RESOURCES CORPORATION

By:

Michael J. Wozniak
BEATTY & WOZNIAK, P.C.
216 16th Street, Suite 1100
Denver, CO 80202
(303) 407-4499

Applicants' Address:

1625 17th St., Suite 300
Denver, CO 80202

VERIFICATION

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

William J. Pierini, of lawful age, being first duly sworn upon oath, deposes and says that he is the Division Landman for Antero Resources Corporation and that he has read the foregoing Application and that the matters therein contained are true to the best of my knowledge, information and belief.

William J. Pierini

Subscribed and sworn to before this ____ day of May, 2006.

Witness my hand and official seal.

My commission expires:

Notary Public

[SEAL]

EXHIBIT A

Working Interest & Unleased Mineral Owners

Consenting

Barta, Kim
6689 County Road 346
Silt, CO 81652

Blackmore, Elmer
650 Birch Court, Rifle, CO 81650

Bussell, Gene E.
c/o Jerry L. Bussell, A-I-F
6036 Boy Hill Drive
Farmington, NM 87402

Buzarde, Renee H.
670 Flaming Gorge Acres
Dutch John, UT 84023-9705

Cain, Delma Jean
1040 East Osborn, #601
Phoenix, AZ 85014

Clugston, Janice Lee
Post Office Box 85
Lyons, OR 97358

Craig, Rose Marie
204 County Road 338
Parachute, CO 81635

Damrow, Colleen K.
4278 Round Lake Road
Klamath Falls, OR 97601

Dent, Carolee
30 Tierra Del Sol
Edgewood, NM 87105

Dobson, Leatha R. McClung
5701 N.E. Windmill Drive
Newport, OR 97365

Foushi, Barbara Ann
241 29th Road, Unit A
Grand Junction, CO 81503

Gypsum Ranch Co., LLC
Post Office Drawer 790
Glenwood Springs, CO 81602

Hardie, Barbara L.
2187 Gauthier Road, #330
Lake Charles, LA 70607

Hasselbush, Robert Ray
Post Office Box 100
Lexington, TX 78947

Hazelbush, Leora M., Trustee of the
1995 Leora M. Hazelbush Trust
1754 East 500 South
Naples, UT 84078

Hazelbush, R. Allan
856 Hubbard
Pocatello, ID 83201

High, Dorthy R. and Thomas H. High
9361 Raleigh Court
Westminster, CO 80031

Houseman, Betty E.
2180 Overlook Road
Grand Junction, CO 81503

Non-Consenting

B.J. McPherson LLLP
2065 County Road 311
New Castle, CO 81647

D & L McPherson LLLP
PO Box 233
Craig, CO 81626-0233

Dedissee, Vernon P., Jr. and Mary Ruth
1863 Wazee Street, Apt. 3-C
Denver, CO 80202

F & C McPherson LLLP
10351 3100 Road
Lazear, CO 81420

Jones, Jerry and Christine
9104 Jensen Court, NE
Albuquerque, NM 87112

McPherson, Jesse Gale
76 St. Andrews Circle
Durango, CO 81301

McPherson, Kenneth A. Trust
c/o Bank of Oklahoma, N.A.
Agent for U.S. Bank, N.A., Trustee
PO Box 3499
Tulsa, OK 74101

McPherson, Leslie Dale
1859 County Road 344
Silt, CO 81652

McPherson, Michael Warren
Route 1
Box 1297
Barnsdall, OK 74001

Pollvogt Garfield LLLP
9324 North Paseo Palo Verde
Casa Grande, AZ 85222

R & S McPherson LLLP
2065 County Road 311
New Castle, CO 81647

Valley Farms, Inc.
c/o C.W. Josey, Jr.
6060 North Central Expressway, Suite 305
Dallas, TX 75206

Hasselbush, Paul R., Heirs of
Unknown

Kancilia, H.D. and Leslie Marie
6301 County Road 346
Silt, CO 81652-9675

Leeper, Fred L. and Ann Lee
Address unknown

Consenting

Jacoby, Otis
3214 Douglas Street
Cheyenne, WY 82009

Jones, Del
6814 Norvara Trail
Spring, TX 77379

Jones, Jerry
9104 Jensen Court NE
Albuquerque, NM 87112

Jones, Michael
Post Office Box 2631
Edgewood, NM 87015

Jones, Paula
11300 Shadow Mountain Road NE
Albuquerque, NM 87123

Jones, Shirley
8073 Hemingway
San Diego, CA 92120

Kelley, Kenneth R.
7703 South Elm Court
Littleton, CO 80122

Lindley, Betty J. Johnson
1065 Pine Drive
Mohave Valley, AZ 86440

Mall, Jake Burl
119 West 6th Street
Rifle, CO 81650

Mall, Martin Charles
Post Office Box 465
Chugiak, AK 99567

McClung, Don
181 Willow Circle Drive
Parachute, CO 81635

McClung, Riley W.
10550 County Road 319
Rifle, CO 81650

McClung, Roy
4200 Summers Lane, #58
Klamath Falls, OR 99603

Nelson, Coleen Jones
439 Eisenhower Drive
Louisville, CO 80027

Sanger, Carol
1507 Oro Grande
Yuba City, CA 95993

Toles, Ruby
Post Office Box 1559
Overton, NV 89040

Turman, Lori
22913 South 174th Place
Gilbert, AZ 85297

Ukele, Howard William
c/o Bertha L. Ukele, A-I-F
4811 East 17th Street
Casper, WY 82609

Ukele, Robert L.
Post Office Box 692
Bloomfield, NM 87413

Vining, Vivian L.
1920 Liberty Drive
Pueblo, CO 81006

Non-Consenting

Consenting

Wright, Garry Lee and Sandra L.
20285 County Road 8
Meeker, CO 81641

Zammetti, Norma Lee Nichols
901 Sea Spray Drive
Bullhead City, AZ 86442

Non-Consenting