

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 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 Iles Formation in the N/2 of Section 15, 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, a 320-acre drilling and spacing unit for the Williams Fork Formation was established, which includes the lands at issue in this Application. Moreover, pursuant to 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 15: N/2

4. Applicant proposes to drill the following wells within the 320-acre drilling and spacing unit described in paragraph 3 above as follows: Valley Farms C-1 Well, T6S, R92W, Section 15: N/2. One 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 may own separate leased mineral interests in the N/2 of Section 15 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.

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 one well 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 _____ 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

Dixon, Roger M. Estate
c/o Clinton W. Josey, Jr.
6060 North Central Expressway, Suite 305
Dallas, TX 75206

Baker, Steven C. & Jennifer L. Baker
617 West 12th Street
Glenwood Springs, CO 81601

Non-Consenting

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

Bagley, Charles Allen
627 North Happy Valley Road
Nampa, ID 83687

Bagley, George Eugene
6044 County Road 233
Silt, CO 81652

Bagley, Luke Allen
540 Crawford Lane
Palisade, CO 81526

Bagley, Paul Lewis
1073 County Road 260
Silt, CO 81652

Bird, Nancy Joyce
PO Box 240
DeBeque, CO 81630

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

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

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

Hess, Bonnie Pearl
531 South Angus, Apt. 14
Pueblo West, CO 81007

Hoaglund, Marylee
10876 Melody Drive
Northglenn, CO 80234

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

McClung, Stella Caroline
4200 Summers Land, #58
Klamath Falls, OR 97603

McPherson, Donald Andrew
c/o Dean Goodner, PR
12555 South Cloverdale
Kuna, ID 83632

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

Consenting

Non-Consenting

Meisner, Bessie Natalie
40 Blackburn Place
Ventura, CA 93004

Moore, Flora Raley Estate
c/o Duane Antes, PR
201 Centennial Street, Ste. 300
Glenwood Springs, CO 81602

Patch, Rufus Craig
1810 County Road 259
Rifle, CO 81650

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

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

Raley, Errol Rufus
965 18 Road
Fruita, CO 81521

Raley, Robert Daniel
6707 Mineral Drive
San Diego, CA 92119

Scarrow, Phyllis Anita
4756 County Road 309
Parachute, CO 81635

Valley Farms, Inc.
6060 North Central Expressway, Suite 305
Dallas, TX 75206

Walker, Mary Ramona
0703 County Road 250
Silt, CO 81652

Wiles, Barbara Fern
5428 Bobcat Street
Fredrick, CO 80504