

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. 191
ORDER POOLING ALL NONCONSENTING )	
INTERESTS IN THE WILLIAMS FORK )	Docket No. _____
FORMATION AND IN THE ILES FORMATION )	
OF THE MESAVERDE GROUP IN AN )	
ESTABLISHED DRILLING AND SPACING UNIT )	
LOCATED IN THE MAMM CREEK FIELD )	
AREA, 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 11, Township 6 South, Range 93 West, 6<sup>th</sup> 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. 191, specifically Order No. 191-15 (Corrected), 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 93 West, 6<sup>th</sup> P.M.  
Section 11: S/2

4. On April 19, 2006, Applicant completed a well to the Williams Fork and the Iles Formations within the 320-acre drilling and spacing unit described in paragraph 3 above as follows: North Bank E1 Well, T6S, R93W, Section 11: S/2 (surface location in Section 12: SW/4NW/4 with bottomhole location in Section 11: NE/4SE/4). This well has not yet been put on production.
5. That some of the parties listed on Exhibit A hereto own separate leased mineral interests in the S/2 of Section 11 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 the referenced well drilled to the Iles Formation from the 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 22<sup>nd</sup> day of May, 2006.

Respectfully submitted,

ANTERO RESOURCES CORPORATION

By:

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

Applicants' Address:

1625 17<sup>th</sup> 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.

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William J. Pierini

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

Witness my hand and official seal.

My commission expires:

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Notary Public

[SEAL]

## **EXHIBIT A**

### **Working Interest & Unleased Mineral Owners**

#### **Consenting**

Donna, Edna  
2755 D Road  
Grand Junction, CO 81501-2779

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

Oldcastle SW Group, Inc.  
Post Office Box 3609  
Grand Junction, CO 81502-3609

Olinger, James T.  
7720 Knox Drive  
Fontana, CA 92336

Olinger, Walter C.  
2113 Teton Road  
Grand Junction, CO 81503-1019

Potter, Cari J.  
695 Graceland  
Carbondale, CO 81623

RKS Family LLLP (Lease 1728/279)  
1609 County Road 112  
Carbondale, CO 81623

Union Pacific Railroad Company  
c/o McLendon Management Company, LLC  
PO Box 209711  
Houston, TX 77216

Winslow, Hazel N.  
12519 Forest Drive  
Thornton, CO 80241

#### **Non-Consenting**

Antlers Minerals, LLC  
PO Box 945  
Glenwood Springs, CO 81602

B & L Resources, LLC  
PO Box 1556  
Rifle, CO 81650

Casey, Richard N.  
PO Box 1815  
Rifle, CO 81650

Chambers, Yvonne D.  
28580 Highway 6  
Rifle, CO 81650

Fitzgerald, Patrick M.  
c/o Glenwood Brokers, Ltd.  
PO Box 1330  
Glenwood Springs, CO 81602

Green, Ardis A.  
0603 County Road 221  
Rifle, CO 81650

RKS Family LLLP (Lease 1701/974)  
1609 County Road 112  
Carbondale, CO 81623

Spangler, Kenneth G. and Mary L.  
27955 Highway 6  
Rifle, CO 81650

Sunpool Manufacturing Co.  
TransWestern Resources, Inc.  
Western Slope Development Corporation  
c/o Robert Klein  
PO Box 842  
Rifle, CO 81650

Garfield County Board of County Commissioners  
108 8th Street, Suite 213  
Glenwood Springs, CO 81601

United Family Limited Partnership  
2406 East Encanto  
Mesa, AZ 85213