

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 AND)
ILES FORMATIONS IN AN ESTABLISHED)
DRILLING AND SPACING UNIT LOCATED IN)
THE MAMM CREEK FIELD, GARFIELD)
COUNTY, COLORADO)
Docket No. _____

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 an approximate 260-acre drilling and spacing unit in the Williams Fork Formation in the S/2 of Section 18, 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. 191, Order No. 191-13 (Corrected), an approximate 260-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 260-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 18: S/2

4. Applicant proposes to drill the following wells within the approximate 260-acre drilling and spacing unit described in paragraph 3 above as follows:

Dever A-1 Well,
Dever A-2 Well,
Dever A-3 Well,
Dever A-4 Well,
T6S, R92W, Section 18: S/2.

5. That some of the parties listed on Exhibit A hereto own separate leased mineral interests in the S/2 of Section 18 encompassed within the drilling and spacing unit, and such parties have been offered (or will be offered) the option to participate in the drilling of the referenced well 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 well. An AFE containing the information required by COGCC Rule 530.a. was sent respecting this well 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 in 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:

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 four 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

Airport Land Partners Limited
312 Aspen Airport Business Center, Suite A
Aspen, CO 816112568

Baker, Barrett
717 17th Street, Suite 1545
Denver, CO 80202

CCW Trust
Carol C. Whitley, Trustee
255 South Milwaukee Street
Denver, CO 80209

Dever, Richard Thompson
Post Office Box 638
Glenwood Springs, CO 81602

Fuller, Dorothy Dever
99 South Downing Street, Apt. 502S,
Denver, CO 80209-2451

MAP99A-NET
c/o Mineral Acquisition Partners, Inc.
100 Park Avenue
Oklahoma City, OK 73102

Peterson, Kristine M.
2525 South Wadsworth Boulevard, Suite 303
Denver, CO 80227-4346

Rifle Land Associates, Ltd.
165 South Union Boulevard, Suite 758
Lakewood, CO 80228

Anderson, John O.
7462 South Parkridge Circle
Salt Lake City, UT 84121

Colton, Alice A.
2640 Wellington Street
Salt Lake City, UT 84106

Colton, Don J.
2172 East Gabel Oak Drive
Sandy, UT 84092

Colton, Gregg B.
10026 South Ridge Gate Circle
Sandy, UT 84092

Noblitt, Eric
3196 Jamison Avenue
Grand Junction, CO 81504

Perkins, Tammyra B.
5818 South Salem Avenue
Kearns, UT 84118

Pinnell, Michael L.
8171 Old Coventry Circle
Sandy, UT 84092

Pioneer Oil & Gas
6925 Union Park Center, Suite 145
Midvale, UT 84047

Titan Energy Resources Corporation
8765 North Silver Spur Road
Park City, UT 84098

Wilson, R. Heggie
Post Office Box 490
Park City, UT 84092

Non-Consenting

Robinson, Charles H. and Clarice
Post Office Box 1185
Rifle, CO 81650

Baker, Barrett (Lots, 2, 3, & 4 unleased)
717 17th Street, Suite 1545
Denver, CO 80202

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

MAP2003-NET
100 Park Avenue, Suite 1008
Oklahoma City, OK 73102

Peterson, Kristine M. (Lots 2, 3, & 4 unleased)
2525 South Wadsworth Boulevard, Suite 303
Denver, CO 80227-4346

ExxonMobil Corp.
Corporate Headquarters
5959 as Colinas Boulevard
Irving, TX 75039-2298

Friedlund, Jean L. Living Trust
605 Partee
Grand Junction, CO 81504

Friedlund, Jean L. Living Trust
605 Partee
Grand Junction, CO 81504

Gentry, J. and Carol L.
Post Office Box 1300
Rifle, CO 81650

Loshbaugh, Edward C.
662 28 Road
Grand Junction, CO 81506-4802

Norcross, Anna Laura
1620 Hermosa Avenue, Apt. 46
Grand Junction, CO 81506

Sweeny, Catherine J.
c/o Marilyn Hajicek, A-I-F
2980 South Newcombe Way
Lakewood, CO 80227

Wittwer, Margaret L.
Trustee of the Carl & Margaret Wittwer Family Trust
195 County Road 297
Rifle, CO 81650

Wittwer, Chester E.
620 Ford Drive
Durango, CO 81301-4710

Wittwer, Leo L.
567 Shoshone Street
Grand Junction, CO 81504