

**BEFORE THE OIL AND GAS CONSERVATION COMMISSION  
OF THE STATE OF COLORADO**

IN THE MATTER OF THE CONTINUED PORTION 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. 191

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 all or a portion of the following described lands:

Township 6 South, Range 92 West  
Section 16: SW/4, NW/4SE/4 and SE/4SE/4

(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 in the original application filed in Docket 0604-SP-17, Applicant requested that the entire S/2 of Section 16 be constituted as a 320 acre drilling and spacing unit for the Williams Fork Formation. However, because of an objection by a third party lease owner to the inclusion of its leasehold interest in such drilling and spacing unit, Applicant agreed to withdraw the request to have the S/2 of Section 16 designated as a 320 acre drilling and spacing unit; bifurcated those lands from its application and continued the application to the Commission's June hearing date in order to amend its request for spacing as to these lands and to give notice to interested parties of the such amendment.

5. That Applicant now amends the bifurcated portion of the application to request that the following described approximate drilling and spacing units be designated for the lands indicated:

Township 6 South, Range 92 West

Section 16: SW/4 (160-acre drilling and spacing unit)

Section 16: NW/4SE/4 (40-acre drilling and spacing unit)

Section 16: SE/4SE/4 (40-acre drilling and spacing unit)

6. That multiple wells have been drilled, tested and completed in the Williams Fork Formation of the Mesaverde Group upon lands in the vicinity of the Application Lands.

7. 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 these proposed drilling and spacing units to the equivalent of one Williams Fork well per ten (10) acres.

8. That as to all future Williams Fork wells to be drilled upon the Application Lands within such drilling and spacing units, 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.

9. 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.

10. 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.

11. 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 June, 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: April \_\_\_\_\_, 2006.

**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 the 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.

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Brian Kuhn

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

Witness my hand and official seal.

My commission expires: \_\_\_\_\_

Notary Public

## EXHIBIT A

Mark Bean  
Garfield County  
144 E. 3<sup>rd</sup>  
Rifle, CO 81650

Exxel Energy Corp.  
609 West Hastings Street, 11th Floor  
Vancouver, BC V6B 4W4

William A. Keefe  
POULSON, ODELL & PETERSON, LLC  
1775 Sherman Street, Suite 1400  
Denver, CO 80203

ExxonMobil Corp.  
3822 Old Spanish Trail  
Houston, TX 77021-1340

Richard Altman & Company  
1801 Broadway, Suite 350  
Denver, CO 80202

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

Antero Resources II Corporation  
1625 17th Street, Suite 300  
Denver, CO 80202

Martin Herzog  
1720 Bellaire, Suite #1209  
Denver, CO 80222

Apollo Energy, LLC  
1557 Ogden Street, Suite 300  
Denver, CO 80218

Marie Herzog  
1720 Bellaire, Suite #1209  
Denver, CO 80222

BJJ Partners  
137 Dahlia Street  
Denver, CO 80220

Mark A. Huttner and Catherine J.  
Huttner  
21427 East Ottawa Circle  
Aurora, CO 80016

Barrett D. Baker  
717 Seventeenth Street, Suite 1545  
Denver, CO 80202

Koch Exploration Company, LLC  
a Delaware Limited Liability Company  
4111 East 37th Street North  
Wichita, KS 67220

Tim Y. Baker  
130 Teche Drive  
Lafayette, LA 70503

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

Bill Barrett Corporation  
1099 18th Street, Suite 2300  
Denver, CO 80202

Magic M & R LLC  
1720 Bellaire, Suite #1209  
Denver, CO 80222

Bay Minerals, LLC  
650 South Cherry Street, Suite 420  
Denver, CO 80246

Mimonte, LLC  
Post Office Box 3358  
Englewood, CO 80155

Devon Energy Production Company, LP  
an Oklahoma Limited Partnership  
1500 Mid-America Tower  
20 North Broadway  
Oklahoma City, OK 73102

Roger McFarland Dixon Estate  
c/o Clinton W. Josey, Jr.  
3141 Hood Street, Suite 600  
Dallas, TX 75219

Encana Oil and Gas (USA) Inc.  
370 17th Street, Suite 1700  
Denver, CO 80202

Dolphin Energy Corporation  
1331 17th Street, Suite 730  
Denver, CO 80202

Proctor Enterprises, Inc.  
c/o C.P. Burckle, President  
13806 Queensbury  
Houston, TX 77079

Proctor Enterprises, Inc.  
c/o R.A. Sauder, Secretary  
13806 Queensbury  
Houston, TX 77079

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

Estate of Edward J. Skelly  
Address Unknown

United States of America  
Department of the Interior  
Bureau of Reclamation  
Upper Colorado Region  
Western Colorado Area Office  
2764 Compass Drive, Suite 106  
Grand Junction, CO 81506-8785

Hubert Shovlin  
c/o Elizabeth Staats  
14655 Village Court 57  
Oregon City, OR 97045-8846

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**AFFIDAVIT OF MAILING**

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

William A. Keefe of lawful age, and being first duly sworn upon his oath, states and declares:

That he is the attorney for Antero Resources Corporation, that on April 17, 2006, 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.

\_\_\_\_\_  
William A. Keefe

Subscribed and sworn to before me April \_\_\_\_\_, 2006.

Witness my hand and official seal.

My commission expires: July 22, 2007.

\_\_\_\_\_  
Notary Public