

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

IN THE MATTER OF THE APPLICATION OF)
ANTERO RESOURCES PICEANCE) Cause No. 191
CORPORATION FOR AN ORDER POOLING)
ALL NONCONSENTING INTERESTS IN THE) Docket No. _____
WILLIAMS FORK 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 Piceance Corporation (referred to herein as “Applicant”), by and through its undersigned counsel, 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 320-acre drilling and spacing unit in the Williams Fork Formation and the Iles Formation in the lands more particularly described in Paragraph 3 below located in 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 leasehold interests in the unit requested for pooling.
3. That pursuant to COGCC Orders established in Cause No. 191, specifically Order Nos. 191-24 and 191-25, an approximate 320-acre drilling and spacing unit for the Williams Fork Formation and the Iles Formation of the Mesaverde Group was established, which includes the following lands at issue in this Application:

Township 6 South, Range 92 West, 6th P.M.

Section 17: N/2

4. Applicant has proposed a well to the Williams Fork and the Iles Formations within the drilling and spacing unit described in paragraph 3 above as follows: the Gentry A-1 Well, T6S, R92W, Section 17 with bottomhole location in Section 17: NW/4NW/4.
5. That some of the parties listed on Exhibit A hereto own separate leased mineral interests in the referenced drilling and spacing unit located in Section 17 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 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 the Iles Formation from the concurrently drilled Williams Fork wells, 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 December, 2006.

Respectfully submitted,

ANTERO RESOURCES PICEANCE 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 Piceance 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 December, 2006.

Witness my hand and official seal.

My commission expires:

Notary Public

[SEAL]

EXHIBIT A

Working Interest & Unleased Mineral Owners

Consenting

2 Quiat, LLC
1873 South Bellaire Street, #900
Denver, CO 80222

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

Bennett, Carol Jo Shideler,
fka Carol Jo Shideler
Post Office Box 1202
American Fork, UT 84003

The Bishop of Pueblo
1001 North Grand Avenue
Pueblo, CO 81003

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

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

Fazzi, Mabel Ann
Post Office Box 252
Silt, CO 81652

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

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

Ilgen, Carrol Jeanne
1070 Laurie Circle
Meeker, CO 81641

Left Hand Resources, LLLC
Attn: Daniel Quiat, Manager
825 Meadow Glen Drive
Boulder, CO 80303

MAP99A-NET
c/o Mineral Acquisition Partners, Inc.
101 North Robinson, Suite 100
Oklahoma City, OK 73102-5514

Peterson, Kristine M.
2525 S. Wadsworth Blvd., Suite 303
Denver, CO 80227-4346

Robinson, Howard,
aka Charles Howard Robinson,
and Clarice J.
Post Office Box 1185
Rifle, CO 81650

Robinson, James Dean
6917 East Wesley Avenue
Denver, CO 80224

Rosa, Linda Jane
6634 North Foothills Drive
Tucson, AZ 85718

Shideler, Barry Craig and Marilyn J.
1411 County Road 316
Silt, CO 81632

Swanson Colorado Trust
275 West Seagull Place
Chandler, AZ 85248

Non-Consenting

Urbaniak, Halina, Trustee of the Halina
Urbaniak Living Trust
428 Lauder Lane
Inverness, IL 60067

Mimonte, LLC
Post Office Box 3358
Englewood, CO 80155

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

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

Bagley, Charles Alan
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
Post Office Box 240
DeBeque, CO 81630

Gieser, Donna A.
50 Timber Creek Road
Rozet, WY 82727

Gorrell, James F.
22395 St. Andrew Avenue
Cupertino, CA 95014

Gorrell, William L. and Joyce E.
36 Pinnacle Place
Parachute, CO 81635

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

Hoaglund, Mary Lee
10876 Melody Drive
Northglenn, CO 80234

Long, Patricia Ellen Raley
3195 F Road, #7
Grand Junction, CO 81504

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

McNamee, June A.
21007 North 124th Avenue
Sun City West, AZ 85275

JG & MR McPherson LLLP
76 St. Andrews Circle
Durango, CO 81301

McPherson, Kenneth A. Trust
c/o ICB
PO Box 659
Wichita Falls, TX 76307

Consenting

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

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

Blake, Jason G.
13540 Stokes Avenue
Draper, UT 84020

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

Colton, Don J.
2172 East Gambel 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, Tamyra B.
5818 South Salem Avenue
Kearns, UT 84118

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

Rippy, Dow and Katharine
2785 County Road 344
Silt, CO 81652

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

Non-Consenting

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

Meisner, Bessie Natalie
40 Blackburn Place
Ventura, CA 93004

Mincer Properties, LLC
c/o Phyllis A. Joslin, Mgr.
Post Office Box 850
Glenwood Springs, CO 81602

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

Powell, Susan A.
451 Stierman Way
Eagle, ID 83616

Raley, Errol Rufus
965 18 Road
Fruita, CO 81521

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

Raley, Robert Wesley
86 Rose Lane
Lakeview, AR 72642

Raley, Thomas Lee
Post Office Box 43036
Tucson, AZ 85733

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

Scott, Lana A.
6615 Kuna Road
Kuna, ID 83634

Silverman, Eileen G.
aka Eileen M. Silverman
21880 Rinconda Road
Morrison, CO 80465

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

Wiles, Barbara Fern
5428 Bobcat Street
Fredrick, CO 80504

Mobil Oil Corporation
Post Office Box 26683
Richmond, VA 23261

Shideler Energy, LLC
4128 County Road 315
Silt, CO 81652