

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 186-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 93 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 No. 191-37, a 186.3-acre drilling and spacing unit for the Williams Fork and Iles Formations of the Mesaverde Group was established, which includes the following lands at issue in this Application:

Township 6 South, Range 93 West, 6th P.M.

All that part of Section 12, Township 6S, Range 93W, 6th Principal Meridian, lying in the N/2 of said Section 12 more particularly described as follows:

Beginning at the Northwestern corner of Section 12; thence South 00°41'24" West a distance of 2266.6 feet; thence North 66°30' East a distance of 300.70 feet; thence North 69°53' East a distance of 453.30 feet; thence North 75°31' East a distance of 551.10 feet; thence North 78°41' East a distance of 764.30 feet; thence North 78°10' East a distance of 379.80 feet; thence North 82°34' East a distance of 278.10 feet; thence North 78°01' East a distance of 1011.30 feet; thence North 77°24' East a distance of 1677.20 feet to a point on the East line of Section 12; thence North 00°52'12" East a distance of 938.20 feet; thence North 89°11' West a distance of 5245.20 feet to the point of beginning.

- 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 Hoffmesister A-1 Well, T6S, R93W, Section 12 with bottomhole location in Section 12: NW/4NE/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 12 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 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 20th day of November, 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 November, 2006.

Witness my hand and official seal.

My commission expires:

Notary Public

[SEAL]

EXHIBIT A

Working Interest & Unleased Mineral Owners

Consenting

Copeland Concrete, Inc.
28803 Highway 6
Rifle, CO 81650-9452

Copeland, Anthony W. and Darcy S.
756 County Road 221
Rifle, CO 81650-9711

Gutierrez, Teodoro and Maribel
781 County Road 223
Rifle, CO 81650

Hoffmeister, Robert L. and Jeanne
1437 No Name Lane
Glenwood Springs, CO 81601

Myers & Associates Properties, Inc.
Post Office Box 2570
Basalt, CO 81621

Sours, Charles D. Trust
2551 Santa Fe
Grand Junction, CO 81501-6802

Chelewski, Lee Roy and Saralyn E.
851 County Road 221
Rifle, CO 81650-9710

Christopher, Marlene
258 County Road 223
Rifle, CO 81650

Estes, Jesse Lee Family Trust
29979 Highway 6
Rifle, CO 81650-9453

Harper, Robert J. and Diane E.
499 County Road 223
Rifle, CO 81650-8729

George, Russell and George, Neal E.
1300 East 7th Street
Rifle, CO 81650-2123

McKee, Lonnie R.
Post Office Box 605
Rifle, CO 81650

Piper, Harold L.
14 Pine Tree Place
Parachute, CO 81635

Non-Consenting

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

Carnahan, James R. and Colleen Joan
29641 Highway 6
Rifle, CO 81650-9453

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

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

Garfield County Board of County Commissioners
108 8th Street, Suite 213
Glenwood Springs, CO 81601-3363

McKee, Donald F.
SRC Box 8639
Palmer, Alaska 99645

McKee, Francis L.
Post Office Box 295
Meeker, CO 81641

McKee, Shelly H.
3207 Cope
Anchorage, Alaska 99503

Union Pacific Railroad Company
Attn: Terry Young
c/o Farmer's National Company
403 Cheyenne, Suite 800
Tulsa, OK 74102-3842