

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 223.578-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 No. 191-40, an approximate 223.578-acre drilling and spacing unit for the Williams Fork Formation and the Iles Formation of the Mesaverde Group was established, which is described as follows:

A parcel of land in the N½ of Section 18, Township 6 South, Range 92 West, 6th P.M. beginning 445.03 feet south of the NE¼ NE¼ of said section; thence south 00° 34’ 00” East a distance of 362.60 feet; thence south 519.00 feet; thence south 1320.00 feet; thence west 4260.91 feet; thence North 00° 04’ 16” west a distance of 2327.20 feet; thence North 70° 50’ 00” East a distance of 471.60 feet; thence South 89°30’00” East a distance of 300.00; thence South 76° 42’ 00” east a distance of 1128.10 feet; thence South 89° 30’ 00” east a distance of 2085.20 feet; thence South 89° 59’ 30” east a distance of 181.30 feet; thence south 89° 58’ 00” east a distance of 150.5 feet to the point of beginning
4.

Applicant has proposed the Dixon A-4 Well to the Williams Fork and the Iles Formations within the drilling and spacing unit described in paragraph 3 above as follows located in T6S, R92W, Section 18, at 1,250’ FNL, 2,400’ FWL with a bottomhole location in Section 18: 1,400’ FNL, 525’ FWL.
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 18 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 non-consenting 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 May, 2007.

Respectfully submitted,

ANTERO RESOURCES PICEANCE CORPORATION

By:

Michael J. Wozniak
Susan L. Aldridge
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 May, 2007.

Witness my hand and official seal.

My commission expires:

[SEAL]

Notary Public

EXHIBIT A
Interested Parties

| <u>Consenting</u> | | <u>Non-Consenting</u> |
|---|---|--|
| Airport Land Partners Limited 312 Aspen Airport Business Center, Suite A Aspen, CO 81611-2568 | Robinson, Charles H. and Clarice Post Office Box 1185 Rifle, CO 81650 | Colorado Department of Transportation Attn: Mark Kendell 15285 South Golden Road, Bldg. 47 Golden, CO 80401 |
| Baker, Barrett 717 17th Street, Suite 1545 Denver, CO 80202 | Valley Farms, Inc. 6060 North Central Expressway, Suite 305 Dallas, TX 75206 | Garfield County Board of County Commissioners 108 8th Street, Suite 213 Glenwood Springs, CO 81601 |
| CCW Trust, Carol C. Whitley, Trustee 255 South Milwaukee Street Denver, CO 80209 | Weinreis, Joseph E. and Velma 14704 Highway 6 & 24 Parachute, CO 81652 | Grant Brothers Ranch Limited Liability Co. Post Office Box 1027 Basalt, CO 81621 |
| D F Holdings, Inc. c/o Clinton W. Josey, Jr. 6060 North Central Expressway, Suite 305 Dallas, TX 75206 | Wittwer, Chester E. 620 Ford Drive Durango, CO 81301-4710 | |
| Dever Family Minerals 99 South Downing Street, Apt. 502S Denver, CO 80209-2451 | Wittwer, Leo L. 567 Shoshone Street Grand Junction, CO 81504 | |
| Dever, Richard Thompson Post Office Box 33712 Northglenn, CO 80233-0712 | Wittwer, Margaret L., Trustee of the Carl & Margaret Wittwer Family Trust 195 County Road 297 Rifle, CO 81650 | |
| Friedlund, Jean L. Living Trust 605 Partee Grand Junction, CO 81504 | | |
| Island Park, LLC Post Office Drawer 790 Glenwood Springs, CO 81602 | | |
| Loshbaugh, Edward C. 662 28 Road Grand Junction, CO 81506-4802 | | |
| MAP2003-NET 100 Park Avenue, Suite 1008 Oklahoma City, OK 73102 | | |
| MAP99A-NET c/o Mineral Acquisition Partners, Inc. 100 Park Avenue Oklahoma City, OK 73102 | | |
| Norcross, Anna Laura 1620 Hermosa Avenue, Apt. 46 Grand Junction, CO 81506 | | |
| Nu Balco LLLP Post Office Drawer 790 Glenwood Springs, CO 81602 | | |
| 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 | | |