

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

IN THE MATTER OF THE APPLICATION OF  
ANTERO RESOURCES PICEANCE  
CORPORATION FOR AN ORDER POOLING ALL  
NON-CONSENTING INTERESTS IN THE  
WILLIAMS FORK AND ILES FORMATION IN AN  
ESTABLISHED DRILLING AND SPACING UNIT  
LOCATED IN THE RULISON FIELD AREA,  
GARFIELD COUNTY, COLORADO

CAUSE NO: 139

DOCKET NO:

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APPLICATION

COMES NOW, Antero Resources Piceance 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 ten (10) acre density wells within both the Williams Fork Formation and the Iles Formation in a described drilling and spacing unit in Section 12 of Township 6 South, Range 93 West, 6<sup>th</sup> P.M., Garfield County, Colorado. In support of its application, Applicant states and avers 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 following described lands:

Township 6 South, Range 93 West, 6<sup>th</sup> Principal Meridian

All that part of Section 12, Township 6 South, Range 93 West, 6<sup>th</sup> Principal Meridian, lying in the N/2 of said Section more particularly described as follows:

Commencing at a point which bears South 89° 14'30" East a distance of 1525.88 feet from the NE/C of Section 12, the point of beginning; thence North 88° 79' 60" West a distance of 3710.54 feet; thence South 01° 40' 77" West a distance of 2311.22 feet; thence North 70° 46' 76" East a distance of 763.97 feet; thence North 75° 96' 12" East a distance of 813.12 feet; thence North 78° 51' 54" East a distance of 2160.49 feet; thence North 77° 69' 20" East a distance of 381.56 feet; thence North 00° 50' 11" West a distance of 599.27 feet; thence North 88° 52' 14" West a distance of 229.48 feet; thence North 00° 19' 70" East a distance of 663.22 feet to the point of beginning.

Containing 154.36 acres more or less.

(hereinafter "Application Lands")

3. That concurrently with the filing of this application, Applicant has filed an application with the Commission to create a drilling and spacing unit consisting of the Application Lands for the production of gas and associated hydrocarbons produced from the Williams Fork Formation and the Iles Formation.

4. Applicant has plans to commence the drilling of wells upon the Application Lands, which wells will be drilled into and produce from both the Williams Fork Formation and the Iles Formation. More specifically, Applicant plans to drill the Hoffmeister A7 well as the first well on the Application Lands.

5. At least 30 days prior to hearing on this application, Applicant will have sent to affected owners an appropriate AFE (containing the information required the Commission's Rule 530.a) detailing the estimated costs of drilling of the Hoffmeister A7 well. Applicant anticipates, however, that one or more of such owners may refuse to participate in the drilling, testing and completion of the well.

6. Moreover, that with respect to any owners of unleased mineral interests in the Application Lands, Applicant will have made reasonable attempts pursuant to COGCC Rule 530.b. to enter into leases with such parties but, again, anticipates it may be unsuccessful in such attempts.

7. That in order to prevent waste, protect correlative rights and in the best interests of conservation, all interests of parties entitled to participate in the production from the Hoffmeister A7 well (such parties and their addresses being listed in Exhibit "A" attached hereto) should be pooled as to production from both 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 that all working interest owners in both formations who have refused to execute Applicant's AFE and otherwise join in the drilling of the Hoffmeister A7 well and all unleased mineral interest owners who have refused to execute a lease covering their mineral interests in the Application Lands, or, alternatively have refused to participate in the costs of drilling the described well and future wells be treated as non-consenting owners under C.R.S. § 34-60-116 and made subject to the terms and penalties provided for therein and for such other findings and orders as the Commission may deem proper or advisable in the premises.

DATED this \_\_\_\_\_ day of October, 2008.

Respectfully submitted:

Antero Resource Piceance Corporation

By:

\_\_\_\_\_  
William A. Keefe  
Beatty & Wozniak, P.C.  
216 Sixteenth St., Suite 1100  
Denver, Colorado 80202  
Telephone No.: (303) 407-4475

Applicant's Address:

Antero Resources Piceance Corporation  
Attn: Brian Wade  
1625 17<sup>th</sup> St.  
Denver, CO 80202

**VERIFICATION**

STATE OF COLORADO                    )  
  )  
CITY AND COUNTY OF DENVER    )

ss.

Brian F. Wade, of lawful age, being first duly sworn upon oath, deposes and says that he is 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 his knowledge, information and belief.

\_\_\_\_\_  
Brian F. Wade

Subscribed and sworn to before me this \_\_\_\_\_ day of October, 2008.

Witness my hand and official seal.

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

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

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DOCKET NO:

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

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Notary Public

EXHIBIT A

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

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

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

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

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

Gutierrez, Teodoro and Maribel  
781 County Road 221  
Rifle, CO 81650

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

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

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

McKee, Shelley H.  
3207 Cope  
Anchorage, AK 99503

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

Piper, Harold L.  
33 Ridgeview Place  
Parachute, CO 81635

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

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

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

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Palmer, AK 99645

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3207 Cope  
Anchorage, AK 99503

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

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

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

Piper, Harold L.  
33 Ridgeview Place  
Parachute, CO 81635

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

Christopher, Marlene  
258 County Road 223  
Rifle, CO 81650

Dickeson, Kenneth C. and Janis S.  
Post Office Box 10152  
Midland, TX 79702

Fikes, J. Staley, Jr.  
Post Office Box 8560  
Midland, TX 79708

Tull, Doug and Marcy L.  
Post Office Box 11107  
Midland, TX 79702