

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 FORMATION IN AN
ESTABLISHED DRILLING AND SPACING UNIT
LOCATED IN THE MAMM CREEK FIELD
AREA, GARFIELD COUNTY, COLORADO

CAUSE NO: 139

DOCKET NO:

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 in the S/2 of Section 14 in Township 6 South, Range 93 West, 6th P.M., and the Iles Formation in the SE/4 of Section 14 in Township 6 South, Range 93 West, 6th P.M. (collectively, the "Application Land"), 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 Application Lands described as the S/2 of Section 14, in Township 6 South, Range 93 West, 6th P.M.
3. That pursuant to the Commission's Order No. 191-19 dated February 13, 2006, an approximate 320 acre drilling and spacing unit was established for the production of gas and associated hydrocarbons from the Williams Fork Formation, such drilling unit, being described as the S/2 of Section 14, Township 6 South, Range 93 West and that pursuant to the Commission's Order No. 191-25 dated June 5, 2006, an approximate 160 acre drilling and spacing unit, being described as the SE/4 of Section 14, Township 6 South, Range 93 West, was established for the production of gas associated hydrocarbons from 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 Gypsum Ranch B 10 well as the first well on the Application Lands.
5. Because each of the formations to be drilled is part of a differently sized drilling and spacing unit, it will be necessary, once production commence, to establish which portion of the well's production should be allocated to gas and associated hydrocarbons produced from the Williams Fork Formation and which portion should be allocated to gas and associated hydrocarbons produced from the Iles Formation. Once the well has been drilled and is producing

from the Williams Fork and Iles Formations, Applicant, by using standard reservoir engineering methods, will determine which portion of the well's production should be attributable to the Williams Fork Formation and which portion should be attributable to the Iles Formation. Applicant will offer working interest owners the opportunity to participate in the drilling of this well on the basis of generally accepted industry practices.

6. 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 Gypsum Ranch B 10 well. Applicant anticipates, however, that one or more of such owners may refuse to participate in the drilling, testing and completion of the well.

7. 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.

8. 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 Gypsum Ranch B 10 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.

9. 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 Gypsum Ranch B 10 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 September, 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 Resource Piceance Corporation
ATTN: Brian Wade
1625 17th St. Suite 300
Denver, CO 80202

VERIFICATION

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

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

By: _____
Brian F. Wade

Subscribed and sworn to before me this _____ day of September, 2008.

Witness my hand and official seal.

My commission expires: _____

Notary Public

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AFFIDAVIT OF MAILING

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

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 Piceance Corporation, that on September ___, 2008, he caused a copy of the attached Application in the subject docket to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.

By: William A. Keefe

Subscribed and sworn to before me this _____ day of September, 2008.

Witness my hand and official seal.

My commission expires:

Notary Public

EXHIBIT A

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

Airport Land Partners, Limited
312 Aspen Airport Business Center, Suite A
Aspen, CO 81611

Allen, Douglas P.
403 Lacet Lane
Aspen, CO 81611

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

Billingsley, Jake dba
Jake Billingsley & Company, as Trustee
2392 County Road 250
Durango, CO 81301

Bruner, Marc A.
c/o Patton Boggs LLP
1660 Lincoln Street, Suite 1900
Denver, CO 80264

Cascade Natural Gas Corporation
205 7th Street
Wenatchee, WA 98801

Casperson Family Partnership, Ltd.
4501 Mountain Springs Road, County Road 127
Glenwood Springs, CO 81601

Colorado Department of Transportation
15285 South Golden Road, Building 47
Golden, CO 80401

Colorado Energy Resources LLC
Post Office Drawer 790
Glenwood Springs, CO 81602

Continental Rifle, LLC
c/o Continental Property Group
253 East Lake
Wayzata, MN 55491

CR Pool, LLC
Post Office Drawer 790
Glenwood Springs, CO 81602

Cruz, Ernesto and Anna Cruz
3215 County Road 315
Silt, CO 81652

DNM Rifle, LLC
255 Gold Rivers Court, Suite 120
Basalt, CO 81621

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

Empty Enterprises, LLC
0898 Highway 133, Suite 303
Carbondale, CO 81623

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

Excel Land Services, LLC
Post Office Box 132526
Tyler, TX 75713

Exxel Energy (USA) Inc.
Independence Plaza, B-180,
1001 Sixteenth Street
Denver, CO 80265

Faith Fellowship Church
229 West Avenue
Rifle, CO 81650

Freeman Investments
3415 South Clayton Boulevard
Englewood, CO 80113-7611

Friedlund, Jean L. Living Trust
c/o Jean L. Friedlund, Trustee
605 Partee Drive
Grand Junction, CO 81504

Garfield County Airport Authority
0375 County Road 352
Building 2060
Rifle, CO 81650

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

Global Project Finance AG
c/o Patton Boggs LLP
1660 Lincoln Street, Suite 1900
Denver, CO 80264

Huckleberry Minerals, LLC
15250 Emporia Street
Brighton, CO 80602

JLW Investments, LLC
2432 West 82nd Place, Suite I
Westminster, CO 80031

JTE Finanz AG
c/o Patton Boggs LLP
1660 Lincoln Street, Suite 1900
Denver, CO 80264

Loshbaugh, Edward
662 28 Road
Grand Junction, CO 81501

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

MAP2003-NET
101 N. Robinson Ave., Suite 1000
Oklahoma City, OK 73102

MJB Energy Company, LLC
c/o Carla Bernklau
1102 Firethorn Court
Rifle, CO 81650

Norcross, Anna Laura
1620 Hermosa Avenue, #46
Grand Junction, CO 81506

Parker Geoscience Consulting, LLC
6346 Secrest Street
Arvada, CO 80403

Pazzin, Michael G. and Dalit
313 Mesquite Court
New Castle, CO 81647

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

Public Service Company of Colorado
1225 17th Street, Suite 400
Denver, CO 80202-5534

Robinson, Clarice, Estate of
Post Office Box 1185
Rifle, CO 81650

Robinson, Howard
Post Office Box 1185
Rifle, CO 81650

Robinson, John E. and Carmen L.
3140 Airport Road
Rifle, CO 81650

Robinson, Scott and Debra S.
3140 Airport Road
Rifle, CO 81650

Sills, Mark
2335 Airport Road, Building 1, Suite A
Rifle, CO 81650

Storm King Properties LLC
2335 Airport Road, Building 1, Suite A
Rifle, CO 81650

Taylor, Robert T.
aka Robert Thomas Taylor
2420 Airport Road
Rifle, CO 81650

The Layne Family Limited Partnership, LLLP
12011 County Road 320
Rifle, CO 81650

Tin Men Properties LLC
2970 Airport Road
Rifle, CO 81650

Weidenaar, Reynold H. and Joyce R.
155 West 68th Street, #22D
New York, NY 10023

Weinreis, Joseph
14704 Highway 6 & 24
Parachute, CO 81635

Weinreis, Velma
14704 Highway 6 & 24
Parachute, CO 81635

Weller, Charles F. and Eva Charlene,
Tenants-in-Common
5331 Fenwick Way Court
Sugar Land, TX 77479

Weller, Steven W. and Toni L.,
Tenants-in-Common
415 Bayou Cove Court
Houston, TX 77042

Western Slope Trailer Sales, Inc.
3150 Airport Road
Rifle, CO 81650

Wittwer, Carl and Margaret Family Trust
c/o Margaret L. Wittwer, Trustee
195 County Road 297
Rifle, CO 81650

Wittwer, Chester
620 Ford Drive
Durango, CO 81301

Wittwer, Leo L.
567 Shoshone Street
Grand Junction, CO 81504

WYOTEX Oil Company
Post Office Box 36157
Denver, CO 80236