

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 FORMATIONS IN
AN ESTABLISHED DRILLING AND SPACING
UNIT LOCATED IN THE PARACHUTE FIELD
AREA, GARFIELD COUNTY, COLORADO

CAUSE NO: 440

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 the Williams Fork and Iles Formations in the following described lands (hereinafter "Application Lands"):

Township 7 South, Range 95 West, 6th P.M.

Section 17: NW/4 and W/2NE/4

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 a leasehold interest in all or a portion of the Application Lands.
3. That, based upon a pending application before the Colorado Oil and Gas Conservation Commission, it is anticipated that the Application Lands will be established as an approximate 240 acre drilling and spacing unit for the production of gas and associated hydrocarbons from the Williams Fork and Iles Formations and permit the drilling of ten acre density wells upon such unit for this formation.
4. That, Applicant plans to drill the initial well (the BAT 22D-17-0-7-95 well) on the drilling unit consisting of the Application Lands to the Williams Fork and Iles Formations with such initial well to have a downhole location within the Iles Formation.
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 initial well. Applicant anticipates, however,

that one or more of such owners may refuse to participate in the drilling, testing and completion of this well or otherwise may fail to respond to Antero's offer to participate.

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 initial 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 non consenting owners who have refused to execute Applicant's AFE and otherwise join in the drilling of such 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 initial 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 June, 2009.

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 June, 2009.

Witness my hand and official seal.

My commission expires: _____

Notary Public

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AFFIDAVIT OF MAILING

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

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 or before June 30, 2009, 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 June, 2009.

Witness my hand and official seal.

My commission expires:

Notary Public

EXHIBIT A

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

Paradise Valley Minerals LLC
Post Office Box 6000
Parachute, CO 81635

ExxonMobil Corporation
800 Bell Street
Houston, TX 77001

Grand Valley Cemetery District
Post Office Box 103
Parachute, CO 81635

Gardner, Cecil A.
Post Office Box 425
Parachute, CO 81635

Gardner, Ethel J.
Post Office Box 432
Parachute, CO 81635

Williams Production RMT Company
1515 Arapahoe
Denver, CO 80202

Moore, Tommy E.
7790 County Road 1670
Roff, OK 74865

Adrian, Jennie R.
33983 East Highway 50
La Junta, CA 81050

Battlement Mesa Partners
dba Battlement Mesa Company
Post Office Box 6000
Parachute, CO 81635

Williams Production RMT Company
1515 Arapahoe
Denver, CO 80202

Yates Drilling Company
207 South 4th Street
Artesia, NM 88210

Yates, Martin III, Estate of
207 South 4th Street
Artesia, NM 88210

Yates Petroleum Corporation
207 South 4th Street
Artesia, NM 88210

Yates, Lillie M., Estate of
207 South 4th Street
Artesia, NM 88210

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