

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: SW/4 and W/2SE/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 24B-17-07-95 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)
) 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 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

Aspen Leaf, LLC
Post Office Box 1488
Mustang, OK 73064

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

Anderson, Arvill T., Estate of
561 County Road 303
Parachute, CO 81635-9205

Crain, George B. and Debra H.
5446 West Stone Creek Drive
Highland, UT 84003

Chaffee, Letty June, heir of Myrtle L. Chaffee
34125 Village 34
Camarillo, CA 93012

Charles W. and Patty N. Brown, LLC
Post Office Box 587
Marlow, OK 73055

Grand Valley Historical Society, Inc., a
Colorado corporation
Post Office Box 363
Parachute, CO 81635

ExxonMobil Corporation
Post Office Box 53
Houston, TX 77001

Foster, Michelle L.
600 Ponderosa Circle
Parachute, CO 81635-9534

Skaggs, Kathleen Wehr
(heir of Blanche Wehr)
1700 Joseph Court
Cincinnati, OH 45231

MAP2004-OK,
c/o Mineral Acquisition Partners, Inc.
100 Park Avenue, Suite 1008
Oklahoma City, OK 73102

Martin, Marl, heir of Elnore Morrow Martin
700 County Road 303
Parachute, CO 81635

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

U.S. AgBank, FCB,
fka Farm Credit Bank of Wichita
245 North Waco Street
Wichita, KS 67202

Watson Ranches, Ltd.
Post Office Box 586
Meeker, CO 81641-0586

Horizontal Resources Corporation
5401 East Dakota Avenue, Unit 12
Denver, CO 80246

Yater, Alex N. and Brenda S.
7281 County Road 300
Parachute, CO 81635

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

Carpenter, Melba M.
heir of Elnore Morrow Martin
911 Mt. Highway 285
Toston, MT 59643

Black, Gail L., heir of Loretta L. Briteman
6741 West Lincoln Avenue, #62
Buena Park, CA 90620

Black, Gary L., heir of Loretta L. Briteman
6741 West Lincoln Avenue, #62
Buena Park, CA 90620

Hefty, Christina M., heir of Nellie L. Hefty
1152 Dianne Drive SE
Salem, OR 97302

Crank, Delores (heir of Blanche Wehr)
1405 North Main Street
Rushville, IN 46173

Dong, Carol L., heir of Loretta L. Briteman
1461 Indian Well Drive
Diamond Bar, CA 90620

Martin, Mickey M.,
heir of Elnore Morrow Martin
Post Office Box 74
LaSalle, UT 84530

Gardner, Sharon I.
1236 County Road 302
Parachute, CO 81635

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

Ross, Alvin Kenneth (heir of Blanche Wehr)
134 Spring Hill
Connersville, IN 47331

Hefty, Donald R., heir of Nellie L. Hefty
4664 SW Comus Place
Portland, OR 97219

Martin, Max, heir of Elnore Morrow Martin
3010 Howard Avenue
Rifle, CO 81650

McGuire, Betty Jean (heir of Blanche Wehr)
506 West 34th Street
Connersville, IN 47331

Oliver, Shirley S.E. Ross
(heir of Blanche Wehr)
107 Spring Hill
Connersville, IN 47331

Viall, Marjorie Wehr (heir of Blanche Wehr)
Post Office Box 98242
Des Moines, WA 98198

Wehr, Marilyn (heir of Blanche Wehr)
Route 3, Box 263 VH
Bastrop, TX 78602