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TO RE



01554259



February 17, 2006

Valley Farms, Inc.
Attn: Mr. C. W. Josey, Jr.
6060 North Central Expressway, Suite 305
Dallas, Texas 75206

1625 17th Street - Suite 300
Denver, Colorado 80202
Office 303.357.7310
Fax 303.357.7315

RE: COGCC Rule 603.a.(2) Waiver
Well Pad: Valley Farms 'C'
Tax Parcel Number: 2179-152-02-021
Surface location: SWNW Section 15, T6S - R92W
Garfield County, Colorado

Gentlemen:

Antero Resources Corporation desires to locate one or more wells on a pad site located in the above mentioned location. The wells located on the pad site will be located within 150 feet of your surface property line.

Colorado Oil and Gas Commission Rule 603.a (2) provides that any well shall be a minimum distance of one hundred fifty (150) feet from a surface property line. The Rule further provides that the Director may grant an exception to such requirement if a waiver is received from the affected surface property owner.

To facilitate our operations, we are requesting your waiver of Rule 603.a.(2) as it applies to wells located on the subject well pad. If you agree with providing such waiver, please so indicate by signing in the space provided at the bottom of this letter. Please have the signed letter notarized and returned to my attention in the enclosed self-addressed stamped envelope.

Thank you for your cooperation in this matter. If you have any questions, please call me at (303) 357-7323 or Robert Mueller at (303) 357-7317.

Very truly yours,

Mindy Buehler
Production Analyst

The undersigned hereby waives COGCC Rule 603.a.(2) as it relates to the above referenced location in Garfield County, Colorado.

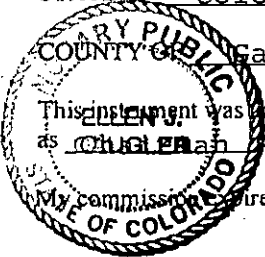
Valley Farms, Inc.

Name: Clinton W. Josey
Title: Chairman

STATE OF Colorado)
COUNTY OF Garfield)

This instrument was acknowledged before me on this 20 day of February, 2005 by Clinton W. Josey as Chairman of said corporation.

My commission expires: 11-8-2008



Notary Public

February 17, 2006

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Dallas, Texas 75206



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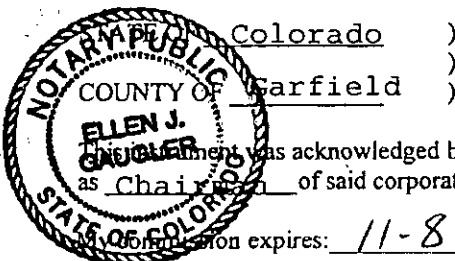
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Valley Farms, Inc.

Clinton W. Josey
Name: Clinton W. Josey
Title: Chairman



_____ was acknowledged before me on this 20 day of February, 2005 by Clinton W. Josey as Chairman of said corporation.

Ellen J. Gaugler
Notary Public