

BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF WEST VIRGINIA

DOCKET NO. 228
CAUSE NO. 220

IN THE MATTER OF THE REQUEST BY
ANTERO RESOURCES CORPORATION FOR
AN ORDER FROM THE COMMISSION
ESTABLISHING A 297.18 ACRE DRILLING
UNIT AND POOLING OF UNLEASED TRACTS
AND INTERESTS OF OIL AND GAS OWNERS
AND OPERATORS WHO HAVE NOT ENTERED
INTO VOLUNTARY AGREEMENTS ALLOWING
FOR THE DEVELOPMENT AND OPERATION
OF THE UNIT, LINCOLN DISTRICT,
TYLER COUNTY, WEST VIRGINIA.

Transcript of hearing had on the 22nd
day of April, 2014, at 10:00 a.m., at the West
Virginia Department of Environmental Protection
located at 601 57th Street, Southeast, Charleston,
West Virginia, pursuant to the notice.

ORIGINAL

BONNIE K. WOLFE
Certified Court Reporter
1211 Ellen Drive
South Charleston, West Virginia 25303
(304) 744-4318

BEFORE:

BARRY K. LAY, CHAIRMAN
ANTHONY GUM, COMMISSIONER
ROBERT RADABAUGH, COMMISSIONER
JAMES MARTIN, COMMISSIONER
LISA McCLUNG, COMMISSIONER

KELLI TALBOTT, ASSISTANT ATTORNEY
GENERAL

CINDY RAINES, STAFF

APPEARANCES:

ON BEHALF OF THE APPLICANT:

George M. Patterson, III, Esquire
Bowles Rice, LLP
PO Box 1386
Charleston, WV 25325

1 CHAIRMAN LAY: Before the Oil and
2 Gas Conservation Commission of the State of West
3 Virginia in the matter of the Application by Antero
4 Resources Corporation for an order from the
5 Commission establishing a 297.18 acre drilling unit
6 and pooling of the unleased tracts and interests of
7 oil and gas owners and operators who have not
8 entered into voluntary agreements allowing for the
9 development and operation of the unit in Lincoln
10 District, Tyler County, West Virginia.

11 This is Docket No. 228, Cause No.
12 220.

13 Present are members of the
14 Commission Lisa McClung, James Martin, Anthony Gum,
15 Robert Radabaugh, Barry Lay, also Kelli Talbott,
16 Counsel for the Commission, and Cindy Raines as
17 Staff.

18 Mr. Patterson, you are here
19 representing Antero, who has withdrawn its
20 application?

21 MR. PATTERSON: Yes, Mr. Chairman.
22 If it pleases the Commission, I've previously given
23 the Commission notice that the application that's

1 currently filed would be withdrawn and we would file
2 another one. So what I propose to do is send you an
3 order tomorrow that says this docket is closed.
4 Thus, the application is voluntarily withdrawn.

5 CHAIRMAN LAY: There being no
6 objections from the Commission, then upon receipt of
7 your order, Mr. Patterson, we will officially close
8 Docket No. 228, Cause No. 220, and extinguish this
9 case.

10 That being the case, if you would,
11 submit an order, please. Thank you.

12 (WHEREUPON, the application
13 was withdrawn.)
14
15
16
17
18
19
20
21
22
23

REPORTER'S CERTIFICATE

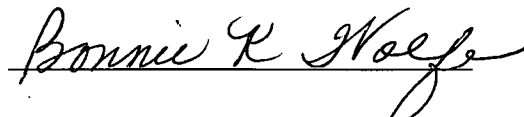
STATE OF WEST VIRGINIA

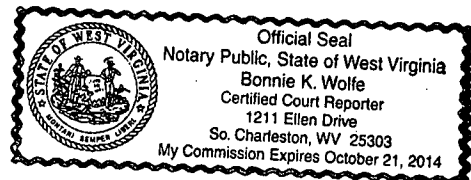
COUNTY OF KANAWHA, to wit:

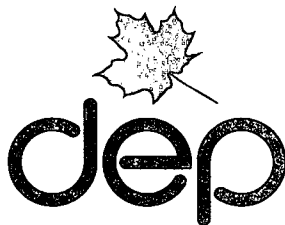
I, BONNIE K. WOLFE, Certified Court Reporter and Notary Public of West Virginia, do hereby certify that the foregoing is, to the best of my skill and ability, a true and accurate transcript of all the proceedings as set forth in the caption hereof.

Given under my hand this 28th day of April, 2014.

My commission expires October 21, 2014.


Certified Court Reporter





west virginia department of environmental protection

Oil and Gas Conservation Commission
601 57th Street, SE Charleston, WV 25304
(304)926-0499, Ext 1656

Earl Ray Tomblin, Governor
Barry K. Lay, Chairman
www.wvdep.org

**BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF WEST VIRGINIA**

IN THE MATTER OF THE APPLICATION BY ANTERO
RESOURCES CORPORATION FOR AN ORDER FROM THE
COMMISSION ESTABLISHING A 297.18 ACRE DRILLING
UNIT AND POOLING OF UNLEASED TRACTS AND
INTERESTS OF OIL AND GAS OWNERS AND OPERATORS
WHO HAVE NOT ENTERED INTO VOLUNTARY AGREEMENTS
ALLOWING FOR THE DEVELOPMENT AND OPERATION
OF THE UNIT, LINCOLN DISTRICT, TYLER COUNTY,
WEST VIRGINIA.

DOCKET NO. 228
CAUSE NO. 220

CANCELLATION OF HEARING

Counsel for Antero Resources Corporation ("Antero") has contacted the Oil and Gas Conservation Commission that Antero wishes to amend the proposed unit; therefore, the hearing that was scheduled on April 22, 2014, is **now canceled**.

IN THE NAME OF THE STATE OF WEST VIRGINIA

OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF WEST VIRGINIA

By: Barry K. Lay
Barry K. Lay, Chairman

Dated this 17th day of April, 2014, at Charleston, West Virginia.

Attachments

Docket # _____
Certified Mail

William K. Johnson
Janet N Johnson
46 Porter Hill Road
Sistersville, WV 26175

91 7199 9991 7030 8760 1176

Ronald Lee Dieterich
Post Office Box 184
New Martinsville, WV 26155

91 7199 9991 7030 8760 1169

Nancy Fout
1370 Brushy Fork Road
Bridgeport, WV 26330

91 7199 9991 7030 8760 1152

Waco Oil & Gas Co., Inc.
Post Office Box 397
Glenville, WV 26351

91 7199 9991 7030 8760 1145

Thomas Erwin Schneider, Jr
4825 Woodvale Drive
Atlanta, GA 30327

91 7199 9991 7030 8760 1138

The First Presbyterian Church, Trustees
Post Office Box 90
Sistersville, WV 26175

91 7199 9991 7030 8760 1121

The First Baptist Church, Trustees
Post Office Box 163
Sistersville, WV 26175

91 7199 9991 7030 8760 1114

Edward Reisinger, Trust
600 Grant Street, #4900
Pittsburgh, PA 15219

91 7199 9991 7030 8760 1107

Walter B. Reisinger
2001 Andreas Lane
Chesterfield, MO 63005

91 7199 9991 7030 8760 1091

Michael Miller
4932 Hillbrook Lane, NW
Washington, DC 20016

91 7199 9991 7030 8760 1299

Richard C Miller
1373 West 17th Street
San Pedro, CA 90732

91 7199 9991 7030 8760 1084

Diana Rock Miller
218 St. James West
Cookeville, TN 38501

91 7199 9991 7030 8760 1077

Docket # _____
Certified Mail

Betty Ruth Gaiser
1245 Oil Ridge Road
Sistersville, WV 26175

91 7199 9991 7030 8760 1053

Joanna Wright Rini
1437 Genesse Avenue
Cleveland, OH 44124

91 7199 9991 7030 8760 1046

Thomas Allen Wright
5838 Valley Way Court
Cincinnati, OH 45247

91 7199 9991 7030 8760 1039

Jeanette Wright Lee
460 West Virginia Avenue
Morgantown, WV 26505

91 7199 9991 7030 8760 1022

Chesapeake Appalach, LLC
Post Office Box 6070
Charleston, WV 25362

91 7199 9991 7030 8760 1015

StatoilHydro USA Onshore Properties, Inc.
2103 City West Blvd, Suite 800
Houston, TX 77042

91 7108 2133 3938 5385 1008

John Sterry McCoach heirs
1836 Glen Ridge Road
Baltimore, MD 21234

91 7108 2133 3938 5385 0995

Kathryn Lorel Johnson
11426 61 Street North
Pinellas Park, FL 34666

91 7108 2133 3938 5385 0988

Roberts McCoach Johnson
1017 Henson Drive
Hurst, TX 76053

91 7108 2133 3938 5385 0971

Kathleen C Sandy
6212 Oil Ridge Road
Sistersville, WV 26175

91 7108 2133 3938 5385 0964

Robert and Joseph Aaron Wayne
Oil Ridge Road
Sistersville, WV 26175

91 7108 2133 3938 5385 0957

David and Lori Ash
702 Oil Ridge Road
Sistersville, WV 26175

91 7108 2133 3938 5385 0940

Docket # _____
Certified Mail

Emilie M Marvil
5922 13th Street, NW #209
Washington, DC 20011

91 7199 9991 7030 8760 1060

Charles H Marvil
Mary Ann Marvil
Post Office Box 201
Sharpsburg, MA 21782

91 7108 2133 3938 5385 0926

Lynn Ann Starkey
312 S Chelsea Street
Sistersville, WV 26175

91 7108 2133 3938 5385 0902

Daniel A Starkey
2162 Sterling Cove Boulevard
Panama City, FL 32408

91 7108 2133 3938 5385 0889

Nancy Starkey
5509 Oak Summit Court
Winston Salem, NC 27105

91 7108 2133 3938 5385 0865

Charles Lowery
612 East
Parkersburg, WV 26101

91 7108 2133 3938 5385 0841

Mary Beth Jukich
1017 El Camino Real, #319
Redwood, CA 94063

91 7108 2133 3938 5385 0933

Carol Quase
9805 Freestate Place
Montgomery Village, MD 20886

91 7108 2133 3938 5385 0919

Mark E Starkey
1135 Oil Ridge Road
Sistersville, WV 26175

91 7108 2133 3938 5385 0896

Ralph E Starkey
Post Office Box 858
New Haven, WV 25265

91 7108 2133 3938 5385 0872

Debra Smith
114 Virginia Street
Sistersville, WV 26175

91 7108 2133 3938 5385 0858

Docket # _____
Certified Mail

Russell James Blatt
104 Diamond Street
Sistersville, WV 26175

91 7108 2133 3938 5385 0834

Ronald Perine and Crystal
Route 18/1
Sistersville, WV 26175

91 7108 2133 3938 5385 0827

Triad Hunter LLC
777 Post Oak Blvd., Suite 910
Houston, TX 77056

91 7108 2133 3938 5385 0810

George Patterson
Bowles Rice
Post Office Box 1386
Charleston, WV 25325-1386

91 7108 2133 3938 5385 0803

Antero Resources
1625 17th Street
Denver, CO 80202

91 7108 2133 3938 5385 0797

Raines, Cindy J

From: George Patterson <gpatterson@bowlesrice.com>
Sent: Thursday, April 17, 2014 10:59 AM
To: Raines, Cindy J
Subject: Antero Pursley 2HD Unit Docket No 228, Cause No 220.

Dear Cindy:

Antero has decided that it will amend the unit application filed in Docket No. 228, Cause No. 220, and therefore there is no need for the hearing currently scheduled for April 22. We will file an amended application in the next few days. Thank you very much.

	George Patterson gpatterson@bowlesrice.com
Bio vCard	600 Quarrier Street Charleston, WV 25301 (304) 347-1118

CONFIDENTIAL AND PRIVILEGED: This e-mail is confidential and privileged, and intended only for the review and use of the addressee(s). If you have received this e-mail in error, please notify the sender at (304) 347-1118 or by e-mail at gpatterson@bowlesrice.com. Thank you.

BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF WEST VIRGINIA

IN THE MATTER OF THE APPLICATION BY ANTERO
RESOURCS CORPORATION FOR AN ORDER
FROM THE COMMISSION
ESTABLISHING A 297.18 ACRE
DRILLING UNIT AND POOLING OF UNLEASED
TRACTS AND INTERESTS OF OIL AND GAS OWNERS
AND OPERATORS WHO HAVE NOT ENTERED INTO
VOLUNTARY AGREEMENT ALLOWING FOR THE
DEVELOPEMTN AND OPERATION OF THE UNIT,
LINCOLN DISTRICT, TYLER COUNTY WEST VIRGINIA.

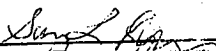
DOCKET NO. 228
CASE NO. 220

OBJECTION

Comes now the undersigned who enters his appearance on behalf of Michael Miller and Thomas Schneider in this matter. Please be advised that both Mr. Miller and Mr. Schneider who are the owners of Oil and Gas in the area of the proposed activity by Antero Resources Corporation object to the granting by the Commission of any pooling unit or production unit involving their acreage in asmuch as it is believed the same would result in "forced pooling" which is contrary to the statues and regulations in this state. Appearing Objectors demand definitive maps showing actual location of proposed activity along with actual depths of proposed activity along with any statutory authority supporting the proposed application.

RECEIVED
Office of Oil and Gas

APR 04 2014

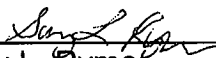


Gary L. Rymer
Counsel for Objectors
WV State Bar ID # 3225
P.O. Box 236
Middlebourne, WV 26149
304-758-4448

MICHAEL MILLER
THOMAS SCHNEIDER
OBJECTORS
By Counsel
WV Department of
Environmental Protection

CERTIFICATE OF SERVICE

I, Gary L. Rymer, counsel for the Objectors hereby certify that I served the foregoing **OBJECTION** upon the Applicant, by mailing a true copy thereof to, Antero Resources Corporation, at it's address of 1625 27th Street Suite 300, Denver Colorado, 80202 on this ____ day of April, 2014.



Gary L. Rymer
Counsel for Objectors
WV State Bar ID # 3225
P.O. Box 236
Middlebourne, WV 26149
304-758-4448

\\Homer\my documents on homer\Comp2 Documents\certificates of service\miller, schneider cos april 2014.doc

RECEIVED
Office of Oil and Gas

APR 04 2014

WV Department of
Environmental Protection

101 South Queen Street
Martinsburg, West Virginia 25401

7000 Hampton Center
Morgantown, West Virginia 26505

511 7th Street
Moundsville, West Virginia 26041

501 Avery Street
Parkersburg, West Virginia 26101



Bowles Rice LLP
ATTORNEYS AT LAW

600 Quarrier Street
Charleston, West Virginia 25301

Post Office Box 1386
Charleston, West Virginia 25325-1386
(304) 347-1100

www.bowlesrice.com

March 17, 2014

6000 Town Center Boulevard, Suite 210
Canonsburg, Pennsylvania 15317

333 West Vine Street, Suite 1700
Lexington, Kentucky 40507

480 West Jubal Early Drive, Suite 130
Winchester, Virginia 22601

George A. Patterson III
Telephone — (304) 347-1118
Facsimile — (304) 343-2867

E-Mail Address:
gpatterson@bowlesrice.com

Oil & Gas Conservation Commission
Department of Environmental Protection
Attention: Cindy Raines
601 57th Street
Charleston, West Virginia 25304

VIA HAND DELIVERY

u
L

Re: Pursley Unit 2HD Deep Well Unit Application

Dear Cindy:

Please find enclosed an original and two copies of Antero Resource Corporation's Application to form a deep well drilling unit.

Should you have any questions, please feel free to contact me at the phone number listed above.

Very truly yours,

George A. Patterson III

GAP/adb
Enclosures
cc: Houston Eagleston
Antero Resources Corporation

**BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF WEST VIRGINIA**

IN THE MATTER OF THE APPLICATION BY
ANTERO RESOURCES CORPORATION, A
DELAWARE CORPORATION, FOR POOLING
AND UNIT OPERATION
OF THE PURSLEY UNIT 2HD WELL
FOR THE PRODUCTION OF OIL AND GAS,
IN LINCOLN DISTRICT,
TYLER COUNTY
WEST VIRGINIA

DOCKET NO. _____
CASE NO. _____

APPLICATION

NOW COMES ANTERO RESOURCES CORPORATION, A Delaware corporation, formerly known as ANTERO RESOURCES APPALACHIAN CORPORATION, ("Applicant") pursuant to *W. Va. Code §22C-9-7(b)* and this Commission's regulations, gives notice of the intention to direct the bottom of the Pursley Unit 2HD well, API No. 47-095 02175, away from vertical, and requests an order requiring the pooling of interests in certain lands for the development and operation of a drilling unit in connection with the Pursley Unit 2HD well, and for its application, states as follows:

1. Applicant is a Delaware corporation, engaged in the production of oil and gas within the State of West Virginia and is an operator within the meaning of *W. Va. Code §22C-9-2(a)(4)*. The Applicant is a qualified and experienced operator of oil and gas wells, including horizontal wells, in West Virginia. The Applicant's address is:

Antero Resources Corporation
1625 17th Street
Denver, Colorado 80202

2. Applicant desires to drill a well to the Utica Formation, and to pool interests and form a 297.18 acre unit (the "Unit Area") and drill and operate a deep well in the unit for the production of oil and gas in Lincoln District, Tyler County, West Virginia, to be known as the Pursley Unit 2HD well and unit as more particularly described and depicted on the plat identified as *Exhibit A1* attached hereto.

Exhibit A1 is a plat drawn to a scale of 1 inch equal to 2,000 feet showing the area involved, prepared by a licensed land surveyor or registered engineer and:

- a. shows the boundaries of the drilling unit;
- b. shows the distances from the proposed deep well location to the nearest outside boundary of the proposed unit;
- c. shows the acreage of each tract within the drilling unit;
- d. shows the actual proposed or actual location of the Pursley Unit 2HD well determined by survey, the courses and distances of such location from two (2) permanent points or landmarks on said tracts and the number to be given the deep well;
- e. no deep oil and gas wells are located within 1 mile of the proposed Pursley Unit 2HD well and therefore no deep wells are identified on the plat attached;
- h. shows all wells, including shallow wells and dry and abandoned wells located in the Unit Area, all of which are properly designated by name and known permit numbers.

3. A topographical map showing the surface topography of the surface location of the Pursley Unit 2HD well and adjoining areas is attached hereto as **Exhibit B**.

4. The applicant has made a diligent effort to determine those who will be directly and immediately affected by the proposed pooling of interests, being oil and gas owners and lessees of record with an interest in the Unit Area, and their names and addresses are shown on **Exhibit C**, entitled Affected Owners, attached.

5. **Exhibit D**, entitled Adjoining Operators, shows the names and addresses of unleased mineral owners and lessees of tracts adjacent to the proposed unit.

6. Applicant requests that notice of this application be given to the persons listed on **Exhibit C** and **Exhibit D**, and that notice be published and otherwise given as provided by law.

7. Applicant leased the oil and gas underlying 80.0 acres, more or less, the tract on which the vertical portion of the Pursley Unit 2HD well

will be drilled, by lease from Robert D. Nalley and Virginia A. Nalley, to Antero Resources Corporation, dated July 10, 2012, recorded in the office of the Clerk of the County Commission of Tyler County, West Virginia in Lease Book 403, page 711 (the "Well Location Lease"). The Pursley Unit 2HD well will be drilled from the surface of the Well Location Lease, and Applicant has the right to drill vertically and horizontally on the Well Location Lease.

8. The Pursley Unit 2HD well will be drilled vertically from the surface location shown on Exhibit A1, curve approximately 90 degrees, and continue approximately 8,650 feet horizontally. The Pursley Unit 2HD well will be completed in the Point Pleasant portion of the Utica formation. A unit is requested with respect those depths and formations lying from 100 above the top of the Utica formation to 100 feet below the top of the Trenton formation.

9. In addition to and separate and apart from its lease rights, Applicant has entered into a written consent and easement with the owners of the surface property overlying the Well Location Lease for the drilling of the Pursley Unit 2HD well within the meaning of West Virginia Code Section 22C-9-7(b)(4) by virtue of its Surface Use and Compensation Agreement with Robert D. Nalley and Virginia A. Nalley, dated August 28, 2013, a Memorandum of which was recorded in the Office of the Clerk of the County Commission of Tyler County, West Virginia, on December 23, 2013, as instrument No 81594, in Book 433, page 604, and a copy of which is attached hereto as *Exhibit E* ("Statutory Consent and Easement")

10. The Unit Area is comprised of an area encompassing 15 surface tracts, totaling 297.18 surface acres. The proportional relationship between the surface acreage of the individual tracts, or portions thereof, included within the Unit Area, and the total Unit Area surface acres is as identified on *Exhibit F*, entitled Tract Participation, attached hereto.

11. Of the 297.18 acres in the proposed Pursley Unit 2HD, 82.61790 acres are unleased and are owned as identified on *Exhibit G*, entitled Unleased Owners. The persons listed on Exhibit H have not agreed to participate in the Pursley Unit 2HD well.

12. The production of oil and gas from the area can be allocated in such a manner as to ensure the recovery by Applicant and the oil and gas royalty owners and operators of properties in the proposed unit of their just and equitable share of such production.

13. An order requiring the unit operation of the Unit Area for the production of oil and gas is reasonably necessary for the protection of correlative rights, prevention of waste and the drilling of unnecessary wells.

14. A verification of this application is attached and incorporated herein.

WHEREFORE, Applicant does hereby respectfully request that this Commission conduct such hearings as are required by law regarding the formation of the unit requested and the elections of those who have not yet elected to participate in the unit, enter one or more orders as contemplated under the West Virginia Code in connection with this application; and enter an order requiring the unitization of lands as requested herein for the operation of a deep oil and gas well, and for such further or other relief as this Commission may find just and proper.

ANTERO RESOURCES CORPORATION
By Counsel



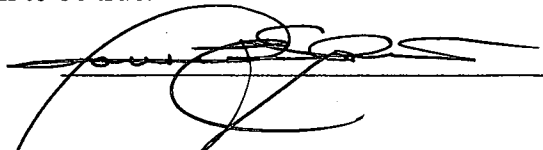
George A. Patterson III (WVSB # 2831)
Corey Palumbo (WVSB # 7765)
BOWLES RICE, LLP
600 Quarrier Street
Post Office Box 1386
Charleston, West Virginia 25325-1386
(304) 347-1118

VERIFICATION

STATE OF Colorado,

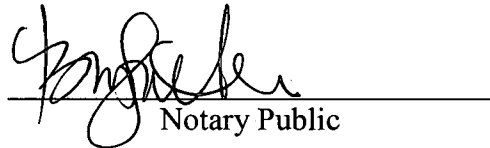
COUNTY OF Denver, to wit:

This day personally appeared before me, the undersigned, Houston Eagleston, who being by me first duly sworn, deposes and says that he is the Landman of Antero Resources Corporation, Applicant in the foregoing Application; that he has read the foregoing Application and knows the contents thereof pertaining to its claims and allegations; that the facts set forth therein are true, except as to such matters as are therein stated to be upon information and belief, and that insofar as matters are therein stated to be upon information and belief, he believes them to be true.



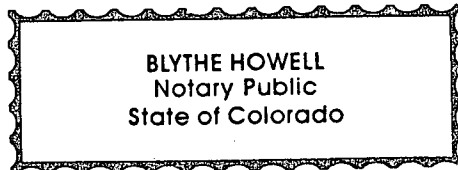
Taken, subscribed and sworn to before me, the undersigned authority, in my said county, this 13th day of March, 2014.

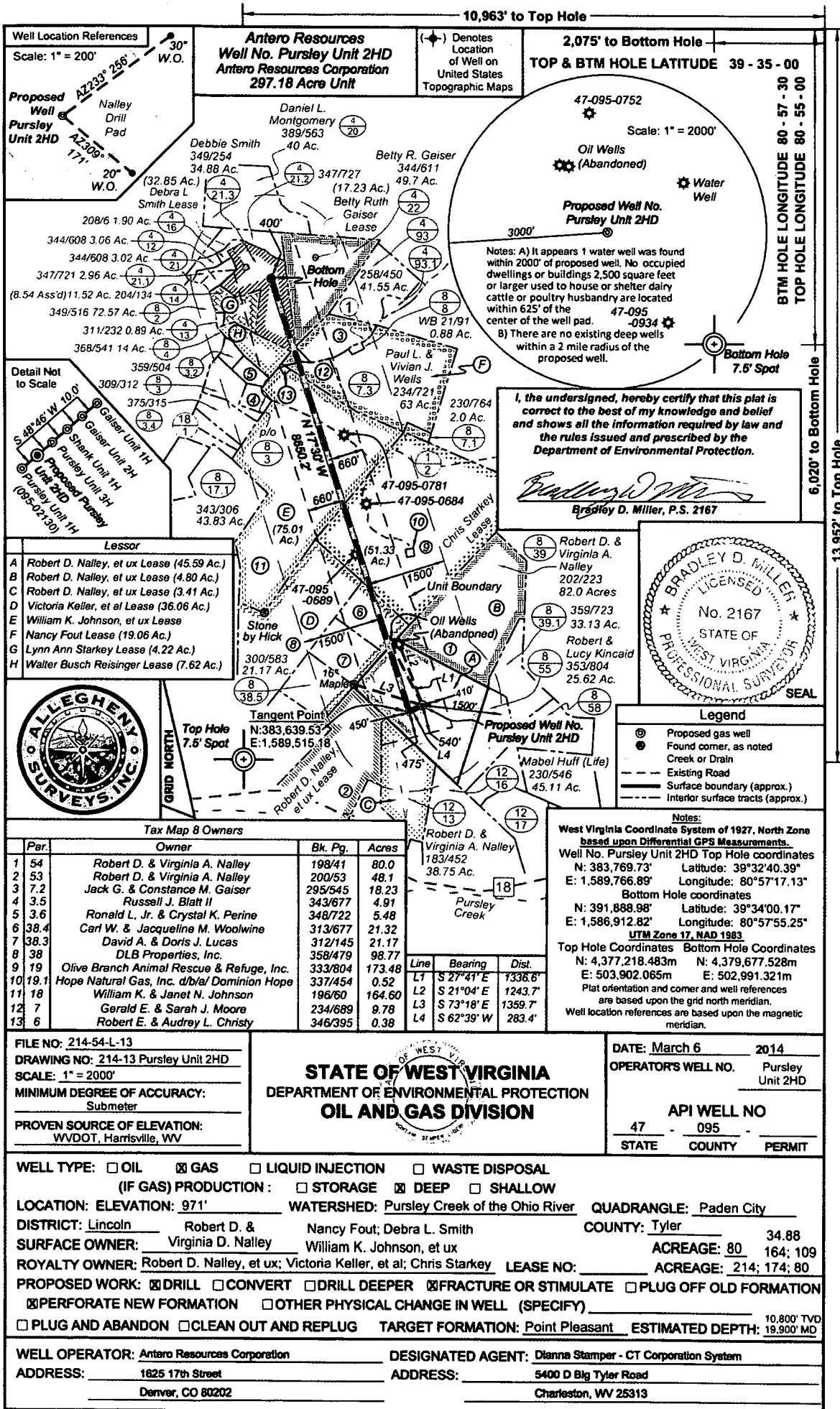
My commission expires 4/15/16.



Notary Public

[SEAL]



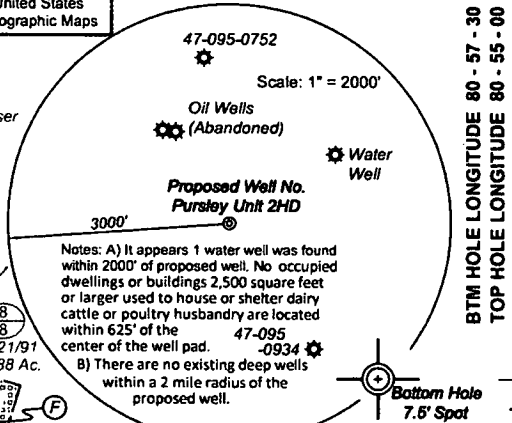


Well Location References
Scale: 1" = 200'
30° W.O.
Proposed Well Pursley Unit 2HD
Nalley Drill Pad

Antero Resources
Well No. Pursley Unit 2HD
Antero Resources Corporation
297.18 Acre Unit

Denotes Location of Well on United States Topographic Maps

10,963' to Top Hole
2,075' to Bottom Hole
TOP & BTM HOLE LATITUDE 39 - 35 - 00
BTM HOLE LONGITUDE 80 - 57 - 30
TOP HOLE LONGITUDE 80 - 55 - 00



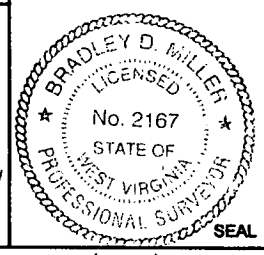
Detail Not to Scale
309/312
375/315
359/504
343/306
343/306
43.83 Ac.

Lessor

A	Robert D. Nalley, et ux Lease (45.59 Ac.)
B	Robert D. Nalley, et ux Lease (4.80 Ac.)
C	Robert D. Nalley, et ux Lease (3.41 Ac.)
D	Victoria Keller, et al Lease (36.06 Ac.)
E	William K. Johnson, et ux Lease
F	Nancy Fout Lease (19.06 Ac.)
G	Lynn Ann Starkey Lease (4.22 Ac.)
H	Walter Busch Reisinger Lease (7.62 Ac.)

I, the undersigned, hereby certify that this plat is correct to the best of my knowledge and belief and shows all the information required by law and the rules issued and prescribed by the Department of Environmental Protection.

Bradley D. Miller
Bradley D. Miller, P.S. 2167



Top Hole 7.5' Spot
GRID NORTH

Tax Map 8 Owners

Par.	Owner	Bk. Pg.	Acres
1	54 Robert D. & Virginia A. Nalley	198/41	80.0
2	53 Robert D. & Virginia A. Nalley	200/53	48.1
3	7.2 Jack G. & Constance M. Gaiser	295/545	18.23
4	3.5 Russell J. Blatt II	343/677	4.91
5	3.6 Ronald L. Jr. & Crystal K. Perine	348/722	5.48
6	38.4 Carl W. & Jacqueline M. Woolwine	313/677	21.32
7	38.3 David A. & Doris J. Lucas	312/145	21.17
8	38 DLB Properties, Inc.	358/479	98.77
9	19 Olive Branch Animal Rescue & Refuge, Inc.	333/804	173.48
10	19.1 Hope Natural Gas, Inc. d/b/a Dominion Hope	337/454	0.52
11	18 William K. & Janet N. Johnson	196/60	164.60
12	7 Gerald E. & Sarah J. Moore	234/689	9.78
13	6 Robert E. & Audrey L. Christy	346/395	0.38

Notes:
West Virginia Coordinate System of 1972, North Zone based upon Differential GPS Measurements.
Well No. Pursley Unit 2HD Top Hole coordinates
N: 383,769.73' Latitude: 39°32'40.39"
E: 1,589,766.89' Longitude: 80°57'17.13"
Bottom Hole coordinates
N: 391,888.98' Latitude: 39°34'00.17"
E: 1,586,912.82' Longitude: 80°57'55.25"
UTM Zone 17, NAD 1983
Top Hole Coordinates Bottom Hole Coordinates
N: 4,377,218.483m N: 4,379,677.528m
E: 503,902.065m E: 502,991.321m
Plat orientation and corner and well references are based upon the grid north meridian.
Well location references are based upon the magnetic meridian.

FILE NO: 214-54-L-13
DRAWING NO: 214-13 Pursley Unit 2HD
SCALE: 1" = 2000'
MINIMUM DEGREE OF ACCURACY: Submeter
PROVEN SOURCE OF ELEVATION: WVDOT, Harrisville, WV

STATE OF WEST VIRGINIA
DEPARTMENT OF ENVIRONMENTAL PROTECTION
OIL AND GAS DIVISION

DATE: March 6 2014
OPERATOR'S WELL NO. Pursley Unit 2HD
API WELL NO 47 - 095 -
STATE COUNTY PERMIT

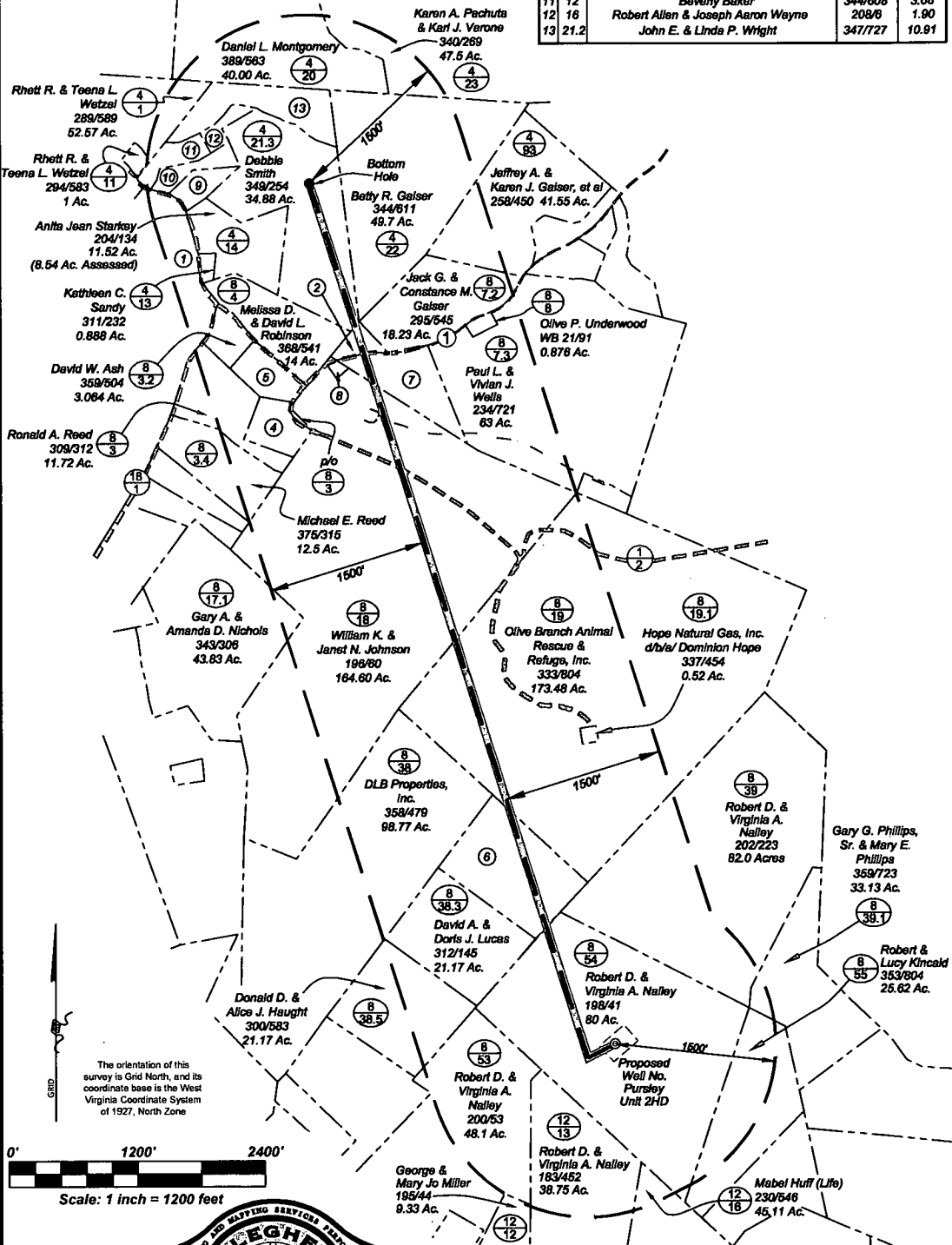
WELL TYPE: OIL GAS LIQUID INJECTION WASTE DISPOSAL
(IF GAS) PRODUCTION: STORAGE DEEP SHALLOW
LOCATION: ELEVATION: 971' WATERSHED: Pursley Creek of the Ohio River QUADRANGLE: Paden City
DISTRICT: Lincoln Robert D. & Nancy Fout; Debra L. Smith COUNTY: Tyler 34.88
SURFACE OWNER: Virginia D. Nalley William K. Johnson, et ux ACREAGE: 80 164; 109
ROYALTY OWNER: Robert D. Nalley, et ux; Victoria Keller, et al; Chris Starkey LEASE NO: ACREAGE: 214; 174; 80
PROPOSED WORK: DRILL CONVERT DRILL DEEPER FRACTURE OR STIMULATE PLUG OFF OLD FORMATION
 PERFORATE NEW FORMATION OTHER PHYSICAL CHANGE IN WELL (SPECIFY)
 PLUG AND ABANDON CLEAN OUT AND REPLUG TARGET FORMATION: Point Pleasant ESTIMATED DEPTH: 10,800' TVD 18,900' MD

WELL OPERATOR: Antero Resources Corporation DESIGNATED AGENT: Dianna Stamper - CT Corporation System
ADDRESS: 1625 17th Street ADDRESS: 5400 D Big Tyler Road
Denver, CO 80202 Charleston, WV 25313

**Exhibit Map
for
Antero Resources Corporation
of
Well No. Pursley 2HD Surface Owners**

**Situate on the waters of Pursley Creek of the Ohio River
and along County Routes 1 and 1/2 in Lincoln
District, Tyler County, West Virginia**

Tax Map 8 Owners			
Per.	Owner	Bk. Pg.	Acres
1 2	David W. & Lori J. Ash	348/516	72.67
2 5	Steven E. Smith	320/488	2.12
3 7.2	Jack G. & Constance M. Gaiser	295/545	18.23
4 3.5	Russell J. Blatt II	343/677	4.91
5 3.8	Ronald L. Jr. & Crystal K. Perine	348/722	5.48
6 38.4	Carl W. & Jacqueline M. Woolwine	313/677	21.32
7 7	Gerald E. & Sarah J. Moore	234/689	9.78
8 6	Robert E. & Audrey L. Christy	348/395	0.38
Tax Map 4 Owners			
Per.	Owner	Bk. Pg.	Acres
9 21	John E. Wright, et al	344/608	3.02
10 21.1	Brian L. Wright	347/721	2.96
11 12	Beverly Baker	344/608	3.06
12 16	Robert Allan & Joseph Aaron Wayne	209/6	1.90
13 21.2	John E. & Linda P. Wright	347/727	10.91



The orientation of this survey is Grid North, and its coordinate base is the West Virginia Coordinate System of 1927, North Zone

Scale: 1 inch = 1200 feet

Bridgeport Office Phone: (304) 848-5035 Fax: (304) 848-5037		172 Thompson Drive Bridgeport, WV 26330
PARTY CHIEF:	RESEARCH:	
DRAWN BY: C. Renneman	PROJECT NO.: 214-54-L-13	
PREPARED: February 21, 2014	SURVEYED:	
FIELD CREW:	DRAWING NO.: 214-13 Pursley 2HD Exhibit	

LEGEND	
	Adjoiner Line
	Existing Road
	Tax Map / Parcel
	County Route

EXHIBIT 2, PAGE 1 TOPOGRAPHICAL MAP OF WELL SITE LOCATION (NALLEY PAD)



PETRA R/02013 9:46:13 AM

Antero Resources Corporation
Appalachian Basin
Nalley Pad
Tyler County
Quadrangle: Paden City
Watershed: Pursley Creek
District: Lincoln
Date: 8-9-2013

Exhibit B
Tonographical Man

EXHIBIT C AFFECTED OWNERS

Owner(s)	Tax Map Gross Surface Ac.	Acres in Unit	Tax Map Parcel	District	Address	City	State	Zip
	38.75	3.41						
Robert D. Nalley and Virginia A. Nalley, as JTWROS			4-12-13	Lincoln	645 Tyler Highway	Sistersville	WV	26175
	80	45.59						
Robert D. Nalley and Virginia A. Nalley, as JTWROS			4-8-54	Lincoln	645 Tyler Highway	Sistersville	WV	26175
Donna Jean Long			4-8-54	Lincoln	207 Aurora St. Apt B	Marietta	OH	45750
Oxy USA Inc.			4-8-54	Lincoln	5 Greenway Plaza, Suite 110	Houston	TX	77046
BP Mineral Holdings II LLC			4-8-54	Lincoln	200 Crescent Ct., Suite 200	Dallas	TX	75201
Somerset Minerals, LP			4-8-54	Lincoln	14860 Montfort Dr., Suite 209	Dallas	TX	75254
	213.4	36.06						
Tonya Rochelle Keller Wable			4-8-38, 38.1, 38.2, 38.3, 38.4, 38.5, 38.6, 47	Lincoln	507 Linden Avenue	Sistersville	WV	26175
Victoria L. Keller			4-8-38, 38.1, 38.2, 38.3, 38.4, 38.5, 38.6, 47	Lincoln	422 Greenwood Road	Sistersville	WV	26175
	82	4.80						
Robert D. Nalley et ux, Virginia A. Nalley			4-8-39	Lincoln	645 Tyler Highway	Sistersville	WV	26175
	174	51.33						
Beverly Kay Weltz, as JTWROS			4-8-19, 19.1	Lincoln	942 Maple Lane	Sistersville	WV	26175
George Allen Starkey, as JTWROS			4-8-19, 19.1	Lincoln	547 Danser Lane	Friendly	WV	26146
Joseph Clair Starkey, as JTWROS			4-8-19, 19.1	Lincoln	30 Badger Road	Sistersville	WV	26175
Hester A. Porter heirs or assigns			4-8-19, 19.1	Lincoln	102 Windy Ghoul	Beaver	PA	15009
Jennie Porter heirs or assigns			4-8-19, 19.1	Lincoln	102 Windy Ghoul	Beaver	PA	15009
Mary F. Porter heirs or assigns			4-8-19, 19.1	Lincoln	102 Windy Ghoul	Beaver	PA	15009
Edgar W. Porter heirs or assigns			4-8-19, 19.1	Lincoln	102 Windy Ghoul	Beaver	PA	15009
Mary K. Porter heirs or assigns			4-8-19, 19.1	Lincoln	102 Windy Ghoul	Beaver	PA	15009
Charles N. Porter heirs or assigns			4-8-19, 19.1	Lincoln	102 Windy Ghoul	Beaver	PA	15009
	164	74.63						
William K. Johnson et ux, Janet N. Johnson, as JTWROS			4-8-18	Lincoln	46 Porter Hill Road	Sistersville	WV	26175
William K. Johnson			4-8-18	Lincoln	46 Porter Hill Road	Sistersville	WV	26175
Janet N. Johnson			4-8-18	Lincoln	46 Porter Hill Road	Sistersville	WV	26175

EXHIBIT C AFFECTED OWNERS

	0.38	0.38						
Ronald Lee Dieterich			4-8-6	Lincoln	P.O. Box 184	New Martinsville	WV	26155
	109	19.06						
Nancy Fout			4-8-5, 7, 7.1, 7.2, 7.3, 8	Lincoln	1370 Brushy Fork Road	Bridgeport	WV	26330
Waco Oil & Gas Co., Inc.			4-8-5, 7, 7.1, 7.2, 7.3, 8	Lincoln	P. O. Box 397	Glenville	WV	26351
	14	7.62						
Thomas Erwin Schneider, Jr.			4-8-4	Lincoln	4825 Woodvale Drive	Atlanta	GA	30327
The Trustees of The First Presbyterian Church of Sistersville, WV			4-8-4	Lincoln	P.O. Box 90	Sistersville	WV	26175
The Trustees of The First Baptist Church of Sistersville, WV			4-8-4	Lincoln	506 Wells Street, P.O. Box 163	Sistersville	WV	26175
Edward B. Reisinger Trust			4-8-4	Lincoln	600 Grant Street, #4900	Pittsburgh	PA	15219
Walter B. Reisinger			4-8-4	Lincoln	2001 Andreas Lane	Chesterfield	MO	63005
Michael R. Miller			4-8-4	Lincoln	4932 Hillbrook Lane NW	Washington	DC	20016
Richard C. Miller			4-8-4	Lincoln	1373 West 17th Street	San Pedro	CA	90732
Dianna Roach Miller			4-8-4	Lincoln	218 St. James West	Cookeville	TN	38501
Emilie M. Marvil			4-8-4	Lincoln	5922 13th Street NW, #209	Washington	DC	20011
Mary Beth Jukich			4-8-4	Lincoln	1017 El Camino Real, #319	Redwood	CA	94063
Charles H. Marvil et ux, Mary Ann Marvil			4-8-4	Lincoln	P.O. Box 201	Sharpsburg	MA	21782
Carol Quase			4-8-4	Lincoln	9805 Freestate Place	Montgomery Village	MD	20886
	8.54	4.22						
Lynn Ann Starkey			4-4-14	Lincoln	312 S Chelsea Street	Sistersville	WV	26175
Mark E. Starkey			4-4-14	Lincoln	1135 Oil Ridge Road	Sistersville	WV	26175
Daniel A. Starkey			4-4-14	Lincoln	2162 Sterling Cove Boulevard	Panama City	FL	32408
Ralph E. Starkey			4-4-14	Lincoln	P.O. Box 858	New Haven	WV	25265
Nancy J. Starkey			4-4-14	Lincoln	5509 Oak Summit Court	Winston Salem	NC	27105
	12.6	10.57						
Debra L. Smith			4-4-21.3 (A)	Lincoln	114 Virginia Street	Sistersville	WV	26175
	7.48	7.48						
Debra L. Smith			4-4-21.3 (B)	Lincoln	114 Virginia Street	Sistersville	WV	26175
Jane Lowery heirs or assigns			4-4-21.3 (B)	Lincoln	Address Unknown (Circa 1900)		WV	
Charles P. Lowery heirs or assigns			4-4-21.3 (B)	Lincoln	612 East (Circa 1914)	Parkersburg	WV	26101

EXHIBIT C AFFECTED OWNERS

	14.8	14.80						
Debra L. Smith			4-4-21.3 (C)	Lincoln	114 Virginia Street	Sistersville	WV	26175
Anna Mikes heirs or assigns			4-4-21.3 (C)	Lincoln	Address Unknown (Circa 1920)		WV	
Charles P. Lowery heirs or assigns			4-4-21.3 (C)	Lincoln	612 East (Circa 1914)	Parkersburg	WV	26101
	45.59	13.12						
Patrick F. Lowery heirs or assigns			4-4-p/o 22 (B)	Lincoln	Address Unknown (Circa 1900)		WV	
Margaret Lowery heirs or assigns			4-4-p/o 22 (B)	Lincoln	Address Unknown (Circa 1900)		WV	
Betty Ruth Gaiser			4-4-p/o 22 (B)	Lincoln	1245 Oil Ridge Road	Sistersville	WV	26175
James Lowery heirs or assigns			4-4-p/o 22 (B)	Lincoln	Address Unknown (Circa 1900)		WV	
Joanna Wright Rini			4-4-p/o 22 (B)	Lincoln	1437 Genesee Avenue	Cleveland	OH	44124
Thomas Allen Wright			4-4-p/o 22 (B)	Lincoln	5838 Valley Way Court	Cincinnati	OH	45247
Jeanette Wright Lee			4-4-p/o 22 (B)	Lincoln	460 West Virginia Avenue	Morgantown	WV	26505
	4.11	4.11						
Betty Ruth Gaiser			4-4-p/o 22 (A)	Lincoln	1245 Oil Ridge Road	Sistersville	WV	26175
Patrick F. Lowery heirs or assigns			4-4-p/o 22 (A)	Lincoln	Address Unknown (Circa 1900)		WV	
Elizabeth Lowery heirs or assigns			4-4-p/o 22 (A)	Lincoln	Address Unknown (Circa 1900)		WV	
Anna Mikes heirs or assigns			4-4-p/o 22 (A)	Lincoln	Address Unknown (Circa 1920)	Sistersville	WV	26175
Margaret E. Riggs heirs or assigns			4-4-p/o 22 (A)	Lincoln	Address Unknown (Circa 1920)		WV	
Joanna Wright Rini			4-4-p/o 22 (A)	Lincoln	1437 Genesee Avenue	Cleveland	OH	44124
Thomas Allen Wright			4-4-p/o 22 (A)	Lincoln	5838 Valley Way Court	Cincinnati	OH	45247
Jeanette Wright Lee			4-4-p/o 22 (A)	Lincoln	460 West Virginia Avenue	Morgantown	WV	26505
Chesapeake Appalachia, LLC (lessee)					P.O. Box 6070	Charleston	WV	25362
StatoilHydro USA Onshore Properties, Inc (lessee)					2103 CityWest Blvd. Suite 800	Houston	TX	77042
		297.18						

J

EXHIBIT D ADJOINING OPERATORS

Surface Tax Map and Parcel	Name	Address	City	State	Zip
4-8-3, 4-8-3.4	Eloise McCormick, Heirs	Address Unknown (Circa 1900)	Sistersville	WV	
4-8-3, 4-8-3.4	Nellie Morrison Heade, Heirs	Address Unknown (Circa 1919)	Marietta	OH	
4-8-3, 4-8-3.4	Annie Stanberry, Heirs	Address Unknown (Circa 1919)	Sistersville	WV	
4-4-1, 4-4-1.2, 4-4-6.1, 4-4-6.2, 4-4-1.3	G. B. West, Heirs	Address Unknown (Circa 1915)	Washington	DC	
4-4-1, 4-4-1.2, 4-4-6.1, 4-4-6.2, 4-4-1.3	John Sterry McCoach, Heirs	1836 Glen Ridge Road	Baltimore	MD	21234
4-4-1, 4-4-1.2, 4-4-6.1, 4-4-6.2, 4-4-1.3	Kathryn Lorel Johnson	11427 61 St. North	Pinellas Park	FL	34666
4-4-1, 4-4-1.2, 4-4-6.1, 4-4-6.2, 4-4-1.3	Roberts McCoach Johnson	1017 Henson Drive	Hurst	TX	76053
4-4-11	G. B. West, Heirs	Unknown (Circa 1892)	Sistersville	WV	
4-4-11	Blanche W. Hockingberry, Heirs	Unknown (Circa 1935)	Sistersville	WV	
4-4-11	John Sterry McCoach, Heirs	Unknown (Circa 1922)	Sistersville	WV	
4-4-11	Roberts McCoach Johnson	1017 Henson Drive	Hurst	TX	76053
4-4-11	Kathryn Lorel Johnson	11427 61 St. North	Pinellas Park	FL	34666
4-4-11	John McKay McCoach	Address Unknown (Circa 1922)	Sistersville	WV	
4-8-57	S. P. and Laura Allen, heirs	Address Unknown (Circa 1920)	Sistersville	WV	
4-8-2, 4-8-4	Thomas Erwin Schneider, Jr.	4825 Woodvale Drive	Atlanta	GA	30327
4-8-2, 4-8-4	The Trustees of The First Presbyterian Church of Sistersville, WV	P.O. Box 90	Sistersville	WV	26175
4-8-2, 4-8-4	The Trustees of The First Baptist Church of Sistersville, WV	506 Wells Street, P.O. Box 163	Sistersville	WV	26175
4-8-2, 4-8-4	Edward B. Reisinger Trust	600 Grant Street, #4900	Pittsburgh	PA	15219
4-8-2, 4-8-4	Walter B. Reisinger	2001 Andreas Lane	Chesterfield	MO	63005
4-8-2, 4-8-4	Michael R. Miller	4932 Hillbrook Lane NW	Washington	DC	20016
4-8-2, 4-8-4	Richard C. Miller	1373 West 17th Street	San Pedro	CA	90732
4-8-2, 4-8-4	Dianna Roach Miller	218 St. James West	Cookeville	TN	38501
4-8-2, 4-8-4	Emilie M. Marvil	5922 13th Street NW, #209	Washington	DC	20011
4-8-2, 4-8-4	Mary Beth Jukich	1017 El Camino Real, #319	Redwood	CA	94063
4-8-2, 4-8-4	Charles H. Marvil et ux, Mary Ann Marvil	P.O. Box 201	Sharpsburg	MA	21782
4-8-2, 4-8-4	Carol Quase	9805 Freestate Place	Montgomery Village	MD	20886
4-12-16	Harry Huff II. & Rebecca Huff	1033 Tyler Hwy.	Sistersville	WV	26175
4-8-54	Donna Jean Long	207 Aurora St Apt B	Marietta	OH	45750
4-8-19, 4-8-19.1	Jennie Porter, Heirs	102 Windy Ghoul	Beaver	PA	15009
4-8-19, 4-8-19.1	Mary F. Porter, Heirs	102 Windy Ghoul	Beaver	PA	15009
4-8-19, 4-8-19.1	Hester A. Porter, Heirs	102 Windy Ghoul	Beaver	PA	15009
4-8-19, 4-8-19.1	Edgar W. Porter, Heirs	102 Windy Ghoul	Beaver	PA	15009
4-8-19, 4-8-19.1	Mary K. Porter, Heirs	102 Windy Ghoul	Beaver	PA	15009
4-8-19, 4-8-19.1	Charles N. Porter Heirs	102 Windy Ghoul	Beaver	PA	15009
4-8-5, 7, 7.1, 7.2, 7.3, 8	Waco Oil & Gas Co., Inc.	P. O. Box 397	Glennville	WV	26351
4-8-6	Ronald Lee Dietrich	P.O. Box 184	New Martinsville	WV	26155
4-4-p/o 21.3 (B)	Jane Lowery, Heirs	Address Unknown (Circa 1900)		WV	
4-4-p/o 21.3 (B)	Charles P. Lowery, Heirs	612 East (Circa 1914)	Parkersburg	WV	26101
4-4-p/o 21.3 (C)	Anna Mikes, Heirs	Address Unknown (Circa 1920)	Sistersville	WV	26175
4-4-p/o 21.3 (C)	Charles P. Lowery, Heirs	612 East (Circa 1914)	Parkersburg	WV	26101
4-4-21.2 (A)	James Lowry, Heirs	Address Unknown (Circa 1900)		WV	
4-4-21.2 (A)	Ellen Riggs	Address Unknown (Circa 1900)		WV	
4-4-21.2 (A)	Thomas Allen Wright	5838 Valleyway Court	Cincinnati	OH	45247
4-4-21.2 (A)	Joanna Wright Rini	1437 Genessee Ave	Mayfield Height	OH	44124
4-4-21.2 (A)	Jeanette Wright Lee	460 West Virginia Ave.	Morgantown	WV	26505
4-4-21.2 (A)	Patrick Lowry	Address Unknown (Circa 1900)		WV	
4-4-14	Lynn A. Starkey	312 S. Chelsea Street	Sistersville	WV	26175
4-4-14	Mark Starkey	601 Oil Ridge Road	Sistersville	WV	26175
4-4-14	Daniel Starkey	2162 Sterling Cove Blvd.	Panama City Beach	FL	32408
4-4-14	Ralph E. Starkey	PO Box 858	New Haven	WV	25265
4-4-14	Nancy Starkey	5500 Oak Summit Court	Winston Salem	NC	27105
p/o 4-4-22	Patrick F. Lowery heirs or assigns	Address Unknown (Circa 1900)		WV	
p/o 4-4-22	Margaret Lowery heirs or assigns	Address Unknown (Circa 1900)		WV	
p/o 4-4-22	Betty Ruth Gaiser	1245 Oil Ridge Road	Sistersville	WV	26175
p/o 4-4-22	James Lowery heirs or assigns	Address Unknown (Circa 1900)		WV	
p/o 4-4-22	Joanna Wright Rini	1437 Genessee Avenue	Cleveland	OH	44124
p/o 4-4-22	Thomas Allen Wright	5838 Valley Way Court	Cincinnati	OH	45247
p/o 4-4-22	Jeanette Wright Lee	460 West Virginia Avenue	Morgantown	WV	26505
p/o 4-4-22	Betty Ruth Gaiser	1245 Oil Ridge Road	Sistersville	WV	26175
p/o 4-4-22	Patrick F. Lowery heirs or assigns	Address Unknown (Circa 1900)		WV	
p/o 4-4-22	Elizabeth Lowery heirs or assigns	Address Unknown (Circa 1920)		WV	
p/o 4-4-22	Anna Mikes heirs or assigns	Address Unknown (Circa 1920)	Sistersville	WV	26175
p/o 4-4-22	Margaret E. Riggs heirs or assigns	Address Unknown (Circa 1900)		WV	
p/o 4-4-22	Joanna Wright Rini	1437 Genessee Avenue	Cleveland	OH	44124
p/o 4-4-22	Thomas Allen Wright	5838 Valley Way Court	Cincinnati	OH	45247
p/o 4-4-22	Jeanette Wright Lee	460 West Virginia Avenue	Morgantown	WV	26505
4-4-13	Kathleen C. Sandy	621 Oil Ridge Rd	Sistersville	WV	26175
4-4-16	Robert A. & Joseph Aaron Wayne	Oil Ridge Rd	Sistersville	WV	26175
4-8-3.2	David W. & Lori J. Ash	702 Oil Ridge Rd	Sistersville	WV	26175
4-8-3.5	Russell James Blatt, II	104 Diamond St.	Sistersville	WV	26175
4-8-3.6	Ronald L. Perine, Jr. & Crystal K. Perine	Route 18/1	Sistersville	WV	26175
4-8-53	Triad Hunter, LLC	777 Post Oak Blvd. Ste. 910	Houston	TX	77056
4-8-57	Triad Hunter, LLC	777 Post Oak Blvd. Ste. 910	Houston	TX	77056
4-4-93	Triad Hunter, LLC	777 Post Oak Blvd. Ste. 910	Houston	TX	77056
4-12-12	Triad Hunter, LLC	777 Post Oak Blvd. Ste. 910	Houston	TX	77056
4-8-54	Chesapeake Appalachia, LLC	P.O. Box 6070	Charleston	WV	25362
4-8-58	Chesapeake Appalachia, LLC	P.O. Box 6070	Charleston	WV	25362
4-8-39.1	Chesapeake Appalachia, LLC	P.O. Box 6070	Charleston	WV	25362
4-8-54	Statoilhydro USA Onshore Properties, Inc	2103 CityWest Blvd, Suite 800	Houston	TX	77056

ANTERO RESOURCES APPALACHIAN CORP. ATTN: LESLEY HINZMAN
535 WHITE OAKS BLVD
BRIDGEPORT, WV 26330-0410

Teresea R Hamilton
TYLER County 09:58:53 AM
Instrument No 81594
Date Recorded 12/23/2013
Document Type AGR
Pages Recorded 2
Book-Page 433-604
Recording Fee \$5.00
Additional \$6.00

MEMORANDUM OF SURFACE USE AND COMPENSATION AGREEMENT
Nalley Pad (Nalley)

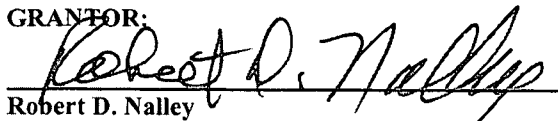
This Memorandum of Surface Use and Compensation Agreement ("Memorandum") is entered into this 11th day of September, 2013 by and between, **Robert D. Nalley and Virginia A. Nalley**, husband and wife, having an address **2549 Tyler Highway, Sistersville, WV 26175** (the "Grantor", whether one or more), and **Antero Resources Corporation**, a Delaware corporation, having an address of **1625 17th Street, Denver, CO 80202** (the "Grantee"), (collectively, the "Parties").

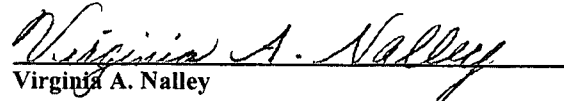
NOW THEREFORE, in consideration of the foregoing, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

1. Grantors and Grantee have entered into that certain Surface Use and Compensation Agreement dated as of even date herewith ("Surface Use Agreement").
2. The Surface Use Agreement sets forth the rights and responsibilities of the Parties with respect to compensation for, and use of, the surface for oil and gas drilling operations of that certain tract(s) or parcel(s) of land located in in **Lincoln District, Tyler County, West Virginia**, identified on **Tax Map 8 as Parcel No. 54 and Tax Map 12 as Parcel Nos. 13, 14 and 14.1**, comprised of a total of **126.95 acres**, more or less, and being the same tract(s) or parcel(s) of land conveyed to the Grantor herein by instrument recorded in the Office of the Clerk of the County Commission of Tyler in **Deed Book 198 at Page 41, Deed Book 183 at Page 452, Deed Book 345 at Page 832 and Deed Book 424 at Page 382**, (the "Premises").
3. The Surface Use Agreement shall remain in full force and effect for a term of five (5) years and as long thereafter as oil or gas, or either of them, is produced from the land, or as long as the Premises are used for drilling operations.
4. The covenants, provisions, conditions and recitals of this Memorandum shall be the same covenants, provisions, conditions and recitals set forth in the Surface Use Agreement, which are hereby incorporated by reference as if fully set forth herein.
5. In the event the Surface Use Agreement is amended, supplemented, assigned or terminated by written agreement executed by the Parties, this Memorandum shall be amended, supplemented, assigned or terminated.
6. This Memorandum is executed for the convenience of the Parties and for the purpose of recording the same. This Memorandum does not modify, supplement, or abridge the rights and obligations set forth in said Surface Use Agreement.
7. This Memorandum serves as notice of the existence of the Surface Use Agreement and shall be binding upon the parties, their heirs, successors, and assigns as if said Surface Use Agreement was filed of record.
8. This Memorandum may be executed in counterparts.

IN WITNESS WHEREOF, the Parties sign:

GRANTOR:


Robert D. Nalley


Virginia A. Nalley

GRANTEE:
Antero Resources Corporation

By B.A. Kuhn
Brian A. Kuhn
Vice President of Land
Antero Resources Corporation

STATE OF West Virginia §
 §SS.
COUNTY OF Tyler §

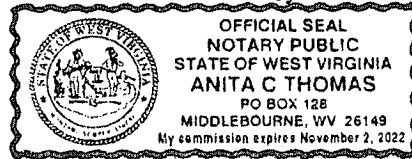
(INDIVIDUAL ACKNOWLEDGEMENT)

The foregoing instrument is acknowledged before me, a notary public, this 2nd day of October, 2013, by Robert D. Nalley and Virginia A. Nalley, husband and wife.

Witness my hand and official seal.

My Commission Expires: November 2, 2022
(seal)

Anita C. Thomas
Notary Public



STATE OF CO §
 §SS.
COUNTY OF Denver §

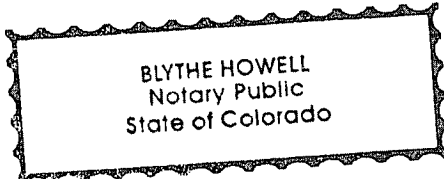
(CORPORATE ACKNOWLEDGEMENT)

BEFORE ME, the undersigned, A Notary Public, in and for said County and State on this 14th day of October, 2013 personally appeared Brian A. Kuhn of Antero Resources Corporation to me known to be the identical person described in and who executed the within and foregoing document as its Vice President, Land and acknowledged to me that he executed the same as his free and voluntary act and deed and as the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notary seal the day and year last above written.

My Commission Expires: 4/15/16
(seal)

Blythe Howell
Notary Public



This instrument prepared by: Antero Resources Corporation, 1625 17th Street, Denver, CO 80202

SURFACE USE AND COMPENSATION AGREEMENT
Nalley Pad (Nalley)

This SURFACE USE AND COMPENSATION AGREEMENT ("Agreement"), is made and entered into this 28th day of August, 2013, by and between Robert D. Nalley and Virginia A. Nalley, husband and wife, having an address 2549 Tyler Highway, Sistersville, WV 26175 (the "Grantor", whether one or more), and Antero Resources Corporation, a Delaware corporation, having an address of 1625 17th Street, Denver, CO 80202 (the "Grantee"), (collectively, the "Parties").

BACKGROUND

Grantor is the owner of the surface of that certain tract(s) or parcel(s) of land located in Lincoln District, Tyler County, West Virginia, identified on Tax Map 8 as Parcel No. 54 and Tax Map 12 as Parcel Nos. 13, 14 and 14.1 comprised of a total of 126.95 acres, more or less, and being the same tract(s) or parcel(s) of land conveyed to the Grantor herein by instrument recorded in the Office of the Clerk of the County Commission of Tyler, in Deed Book 198 at Page 41, Deed Book 183 at Page 452, Deed Book 345 at Page 832 and Deed Book 424 at Page 382, (the "Premises").

The Parties desire to enter into this Agreement to memorialize the terms upon which the Grantor will be compensated for Grantee's use of the Premises.

NOW, THEREFORE, that in and for the consideration as set forth herein below, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties agree:

1. **Conflicting Provisions.** In the event there is a conflict between this Agreement and the surface use provisions contained in that certain oil and gas lease dated July 10th, 2012 and between Robert D. Nalley and Virginia A. Nalley, as lessor and Antero Resources Corporation, as Lessee, then this Agreement will prevail in all instances. All other provisions of said oil and gas lease will remain in full force and effect.
2. **Term.** This Agreement shall remain in force for a term of five (5) years from the date of this Agreement, and as long thereafter as oil and gas, or either of them, is produced from the land, or as long as the Premises is utilized for drilling operations, as defined in Paragraph 3, associated with deep or shallow wells located upon the Premises, or upon lands unitized with the Premises or as shown on the "Site Plans" as set forth in Paragraph 4.
3. **Drilling Operations.** "Drilling operations" shall include the actual drilling or re-drilling of vertical or horizontal wells; the reworking, deepening, or plugging back of a well or hole; or any other operations conducted in an effort to search for, obtain, operate or reestablish production of oil or gas; along with all related drilling site preparation, including, but not limited to, surveying, building, maintaining, laying, constructing, inspecting, repairing, altering, placing, replacing, or relocating access road(s), pad-site(s), frac-pit(s), spoil-pile/waste area(s), associated production pad(s), impoundment(s) and/or water containment/tank pad(s), water line(s), water pump(s), metering facility(s), PIG launcher/receiver(s), installing sound barrier(s) and oil and gas transmission line(s) upon the subject Premises; as well as the right to install temporary above ground water line(s) for the transportation of water to and from frac-pit(s), impoundment(s) and/or water containment/tank pad(s) located upon the subject Premises, or located on third party properties for use in connection with drilling operations conducted on or off the Premises. Drilling operations shall not include hunting, fishing, or related activities.
4. **Site Plans.** The Proposed Site Plan, which is attached as "Exhibit A," is fully incorporated into this Agreement, and sets forth the Parties' understanding with regard to the approximate location of drilling operations. Prior to commencing drilling operations, Grantee shall survey the Premises and prepare a Final Site Plan setting forth the actual location of drilling operations. The Final Site Plan shall be attached to and fully incorporated into this Agreement as "Exhibit B." Grantor acknowledges that the Proposed Site Plan may change as a result of construction or engineering concerns raised by the survey, or as a result of state and/or federal regulatory requirements.
5. **Payment.** Grantee shall pay Grantor an Initial Payment of \$10,000.00 upon receipt of an executed copy of this Agreement, a Memorandum of Surface Use and Compensation Agreement, and IRS Form W-9. Upon commencing well-site construction pursuant to a Final Site Plan, Grantee shall pay Grantor \$172,000.00 ("balance of payment") as full and Final Payment and as final settlement of all damage claims resulting from the Grantee's use of the Premises, whether or not contemplated by the Parties, including, but not limited to, the market value of crops and timber damaged, destroyed, or prevented from reaching market; damage to water supplies that were in use prior to the commencement of drilling operations; cost of repairing or replacing personal property damaged or destroyed by drilling operations; and diminution in value of the Premises resulting from drilling operations; and in full satisfaction of the \$2,500.00 property tax reimbursement payment due the Grantor pursuant to W.Va. Code §22-6A-17. Grantor understands that the balance of payment shall only be paid upon the commencement of well-site construction.

6. **Water Testing.** Grantee shall test all existing water well(s), including water well(s) specifically located on the Premises that are located within 1500 feet of the center of the pad-site prior to commencing drilling operations. In the event drilling operations damage any previously tested water well, Grantee shall replace the Grantor's water supply with a comparable water supply.

7. **Dispute Resolution.** In the event a dispute, claim, question, or disagreement arises pursuant to the terms of this Agreement, the Parties shall attempt to settle said dispute, claim, question, or disagreement, through utilization of a duly qualified mediator selected and approved by the Parties. In the event mediation fails to settle the Parties' dispute, the Parties may pursue any and all remedies at law or in equity.

8. **Confidentiality.** The Parties shall keep the terms, conditions, and payments made pursuant to this Agreement strictly confidential, and shall execute a Memorandum of Surface Use and Compensation Agreement that shall be filed in the county property records. Under no circumstances shall this Agreement be placed of record in the county property records by either the Grantor or Grantee. In the event Grantee fails to utilize the Premises for drilling operations within the term of this Agreement, Grantee shall record a "Release of Memorandum of Surface Use and Compensation Agreement" in the county property records indicating its relinquishment of rights to the Premises.

9. **Option Agreement.** ~~During the term of this Agreement, Grantor grants Grantee the option to purchase Pipeline Rights of Way and Easement Agreement(s) necessary for the transportation of gas, including third party gas produced from other lands, over, across, and through the Premises. This Option Agreement shall cover pipeline(s) not to exceed an aggregate diameter of 16 inches, to be buried at a minimum depth of thirty-six inches (36"), at a price of \$1.00 per diameter inch, per linear foot of pipeline(s) installed upon the Premises.~~

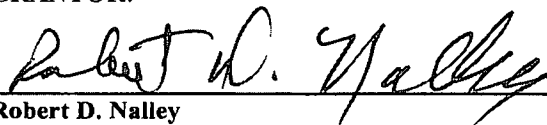
10. **Site Restoration.** Grantee shall fertilize and reseed areas disturbed by Grantee's construction operations on the Premises and, when reasonable, shall reseed with grass seed requested by Grantor. Grantee shall also, at Grantor's request, remove trees, stumps, and brush disturbed by Grantee's construction operations.

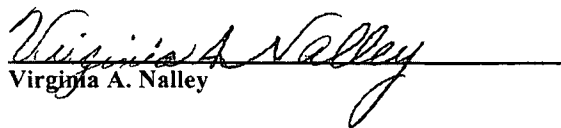
11. **Notices and Further Assurances.** The Grantor and Grantee agree that they will comply with the notice provisions required by the West Virginia Department of Environmental Protection and/or by West Virginia Code Section 22-6A as necessary.

12. **Additional Responsibilities.** The Parties incorporate the rights and responsibilities set forth in the attached Addendum to Surface Use and Compensation Agreement as if fully set forth in this Agreement.

13. **Binding.** This Agreement may be signed in counterparts with each part being effective and binding as to the interest owned by the Grantor herein and shall be binding upon the Grantor and Grantee, their heirs, successors, and assigns.

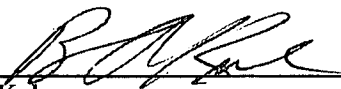
GRANTOR:


Robert D. Nalley


Virginia A. Nalley

GRANTEE:

Antero Resources Corporation

By 
Brian A. Kuhn
Vice President of Land
Antero Resources Corporation

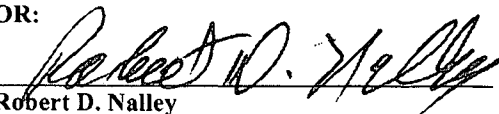
ADDENDUM TO SURFACE USE AND COMPENSATION AGREEMENT
Nalley Pad (Nalley)

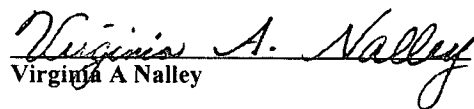
This Addendum is attached to and made a part of the Surface Use and Compensation Agreement 11th day of September, 2013, by and between, Robert D. Nalley and Virginia A. Nalley, husband and wife, having an address 2549 Tyler Highway, Sistersville, WV 26175 (the "Grantor", whether one or more), and Antero Resources Corporation, a Delaware corporation, having an address of 1625 17th Street, Denver, CO 80202 (the "Grantee"), (collectively, the "Parties").

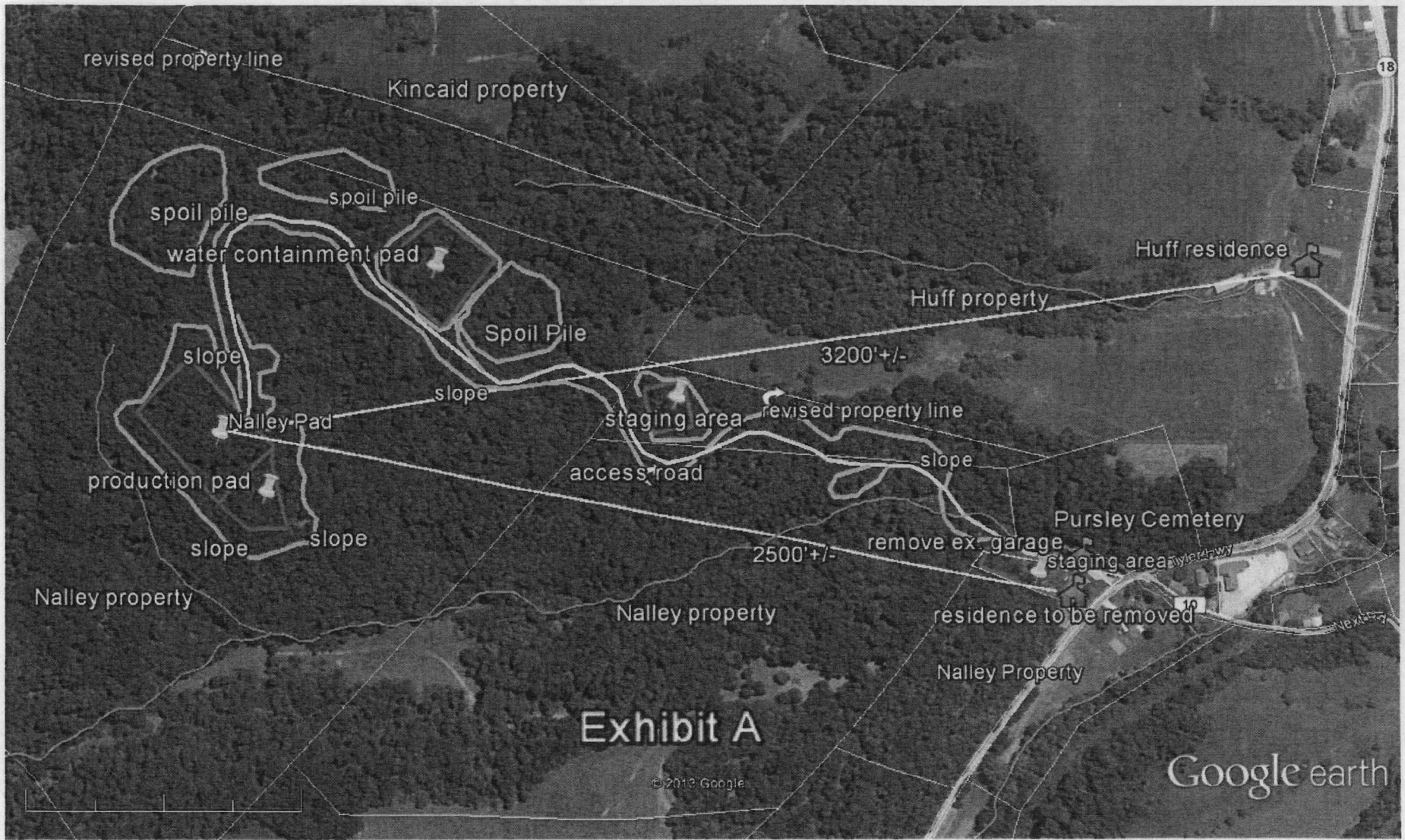
Grantor and Grantee agree to the following:

1. Upon completion of all drilling activities, the Tank Pad area will be reclaimed and not used for further purposes.
2. The Production Pad area shall be locate adjacent to the Well Pad as shown on Exhibit A.
3. No frac water will be stored on the Premises other than water to be used for operations conducted from the Well Pad location, located on the premises.
4. The permanent and temporary access roads shall remain in a condition passable by a 4x4 vehicles.
5. A guard will be located at the entrance of either the permanent or temporary access road during drilling operations.
6. In the event electrical lines are needed for any portion of the Grantee's operations said lines will be installed along the access road (permanent or temporary), 14' to 16' above the road height, or buried. Grantor will be notified in advance of the installation.
7. Grantee will seed with deer clover, meadow mix, and/or a grass seed (no Fescue) requested by Grantor, lime and fertilize per guidelines established by the WVU Extension Services all areas disturbed by Grantee's operations. Said reclamation to be maintained until seed has been established. This provision has a time limit of 5 years from date hereof.
8. Grantee shall remove, burn or chip all debris (trash, stumps, limbs), from access road way, well pad sites, production pad, and staging area disturbed by Grantee.
9. Will make reasonable and practical effort to suppress dust on access road(s).
10. Grantor agrees to remove the existing "double wide" from the premises by October 12th, 2013
11. In the event it is determined needed and necessary by Grantee, and at Grantee's sole expense, Grantor agrees to the demolition and removal of the "existing garage" as shown on Exhibit A hereto.
12. Grantor agrees and acknowledges that payments provided for in Paragraph 5 "Payment" of this Agreement includes compensation for demolition and removal of said "existing garage" and the removal of the existing double wide to a location off the premises and for the total use of Parcel 14.1, (0.85 acres), as a staging area or other use to be determined by Grantee.
13. "Grantor agrees that the payment specified herein shall be in lieu of the \$4,000.00/acre specified in paragraph 15 of Exhibit A to Grantor's Oil and Gas Lease with Antero Resources Appalachian Corporation dated July 10, 2012, signed July 17, 2012 as to the areas of disturbance shown on Exhibit A attached hereto and incorporated herein by reference. However, such payment shall not preclude Grantor from receiving other compensation authorized by West Virginia Code 22-6B-3, un-contemplated by this agreement."
14. "Except as modified herein, the terms of Grantor's Oil and Gas Lease with Antero Resources Appalachian Corporation dated July 10, 2012, signed July 17,2012, shall remain in full force and effect."
15. "Grantor waives the (30) day notice provision and Grantor's right to remove timber specified in paragraph 18 of Exhibit A to Grantor's Oil and Gas Lease with Antero Resources Appalachian Corporation dated July 10, 2012, signed July 17, 2012."
16. "Grantor acknowledges location approval of the well pad, production pad, spoil piles water containment pad, access roads and staging areas shown on Exhibit A attached hereto and incorporated herein by reference, in accordance with requirements of paragraph 14of Exhibit A to Grantor's Oil and Gas lease with Antero Resources Appalachian Corporation dated July 10, 2012, signed July 17, 2012."

GRANTOR:


Robert D. Nalley


Virginia A Nalley



Google earth

feet
meters

2000

800

RDN VAN

EXHIBIT F TRACT PARTICIPATION

District	Tax Map Parcel	Gross Ac. Tract	Tract Ac. in Unit	Tract Participation
		38.75 AC	3.41	0.011474527
Lincoln	4-12-13			
		80 AC	45.59	0.153408709
Lincoln	4-8-54			
Lincoln	4-8-54			
Lincoln	4-8-54			
Lincoln	4-8-54			
		213.4 AC	36.06	0.121340602
Lincoln	4-8-38, 38.1, 38.2, 38.3, 38.4, 38.5, 38.6, 47			
Lincoln	4-8-38, 38.1, 38.2, 38.3, 38.4, 38.5, 38.6, 47			
		82 AC	4.8	0.016151827
Lincoln	4-8-39			
		174 AC	51.33	0.172723602
Lincoln	4-8-19, 19.1			
Lincoln	4-8-19, 19.1			
Lincoln	4-8-19, 19.1			
Lincoln	4-8-19, 19.1			
Lincoln	4-8-19, 19.1			
Lincoln	4-8-19, 19.1			
Lincoln	4-8-19, 19.1			
Lincoln	4-8-19, 19.1			
		164 AC	74.63	0.251127263
Lincoln	4-8-18			
Lincoln	4-8-18			
Lincoln	4-8-18			
		.38 AC	0.38	0.001278686
Lincoln	4-8-6			
		109 AC	19.06	0.064136214
Lincoln	4-8-5, 7, 7.1, 7.2, 7.3, 8			
Lincoln	4-8-5, 7, 7.1, 7.2, 7.3, 8			
		14 AC	7.62	0.025641026
Lincoln	4-8-4			
Lincoln	4-8-4			
		8.54 AC	4.22	0.014200148
Lincoln	4-4-14			
Lincoln	4-4-14			
Lincoln	4-4-14			
Lincoln	4-4-14			
Lincoln	4-4-14			
		12.60 AC	10.57	0.035567669
Lincoln	4-4-21.3 (A)			
		7.48 AC	7.48	0.025169931
Lincoln	4-4-21.3 (B)			
Lincoln	4-4-21.3 (B)			
Lincoln	4-4-21.3 (B)			
		14.80 AC	14.8	0.049801467
Lincoln	4-4-21.3 (C)			
Lincoln	4-4-21.3 (C)			
Lincoln	4-4-21.3 (C)			
		45.59 AC	13.12	0.044148328
Lincoln	4-4-p/o 22 (B)			
Lincoln	4-4-p/o 22 (B)			
Lincoln	4-4-p/o 22 (B)			
Lincoln	4-4-p/o 22 (B)			
Lincoln	4-4-p/o 22 (B)			
Lincoln	4-4-p/o 22 (B)			
Lincoln	4-4-p/o 22 (B)			
		4.11 AC	4.11	0.013830002
Lincoln	4-4-p/o 22 (A)			
Lincoln	4-4-p/o 22 (A)			
Lincoln	4-4-p/o 22 (A)			
Lincoln	4-4-p/o 22 (A)			
Lincoln	4-4-p/o 22 (A)			
Lincoln	4-4-p/o 22 (A)			
Lincoln	4-4-p/o 22 (A)			
Lincoln	4-4-p/o 22 (A)			
Total			297.18	1.0

Exhibit G Unleased Owners

District	Surface Tax Map Parcel	Gross Surface Ac. In Parcel	Acres in Unit	Owner(s)
Lincoln	4-8-54	80.00ac	45.59	Donna Jean Long
Lincoln	4-8-19, 19.1	174.00ac	51.33ac	Hester A. Porter heirs or assigns Jennie Porter heirs or assigns Mary F. Porter heirs or assigns Edgar W. Porter heirs or assigns Mary K. Porter heirs or assigns Charles N. Porter heirs or assigns
Lincoln	4-8-6	0.38ac	0.38ac	Ronald Lee Dieterich
Lincoln	4-8-5, 7, 7.1, 7.2, 7.3, 8	109.00ac	19.06ac	Nancy Fout
Lincoln	4-8-4	14.00ac	7.62ac	Thomas Erwin Schneider, Jr. The Trustees of The First Presbyterian Church of Sistersville, WV The Trustees of The First Baptist Church of Sistersville, WV Edward B. Reisinger Trust
Lincoln	4-4-21.3 (B)	7.48ac	7.48ac	Jane Lowery heirs or assigns Charles P. Lowery heirs or assigns
Lincoln	4-4-21.3 (C)	14.80ac	14.80ac	Anna Mikes heirs or assigns Charles P. Lowery heirs or assigns
Lincoln	4-4-p/o 22 (B)	45.59ac	13.12ac	Patrick F. Lowery heirs or assigns

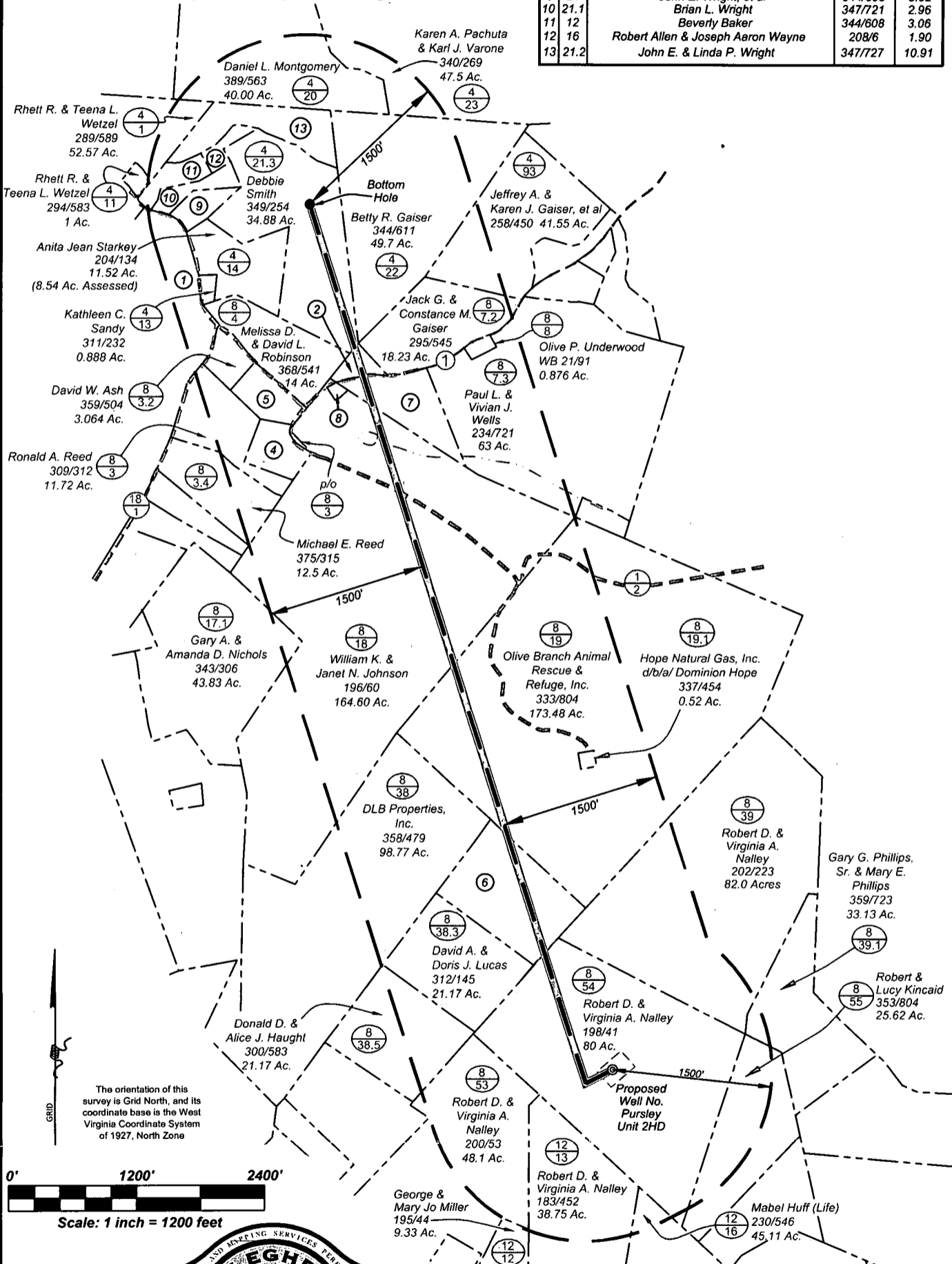
Exhibit G Unleased Owners

				Margaret Lowery heirs or assigns
				James Lowery heirs or assigns
Lincoln	4-4-p/o 22 (A)	4.11ac	4.11ac	
				Patrick F. Lowery heirs or assigns
				Elizabeth Lowery heirs or assigns
				Anna Mikes heirs or assigns
				Margaret E. Riggs heirs or assigns

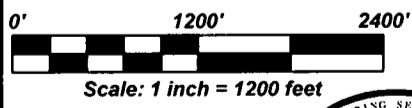
**Exhibit Map
for
Antero Resources Corporation
of
Well No. Pursley 2HD Surface Owners**

**Situate on the waters of Pursley Creek of the Ohio River
and along County Routes 1 and 1/2 in Lincoln
District, Tyler County, West Virginia**

Tax Map 8 Owners				
Par.		Owner	Bk. Pg.	Acres
1	2	David W. & Lori J. Ash	349/516	72.57
2	5	Steven E. Smith	320/488	2.12
3	7.2	Jack G. & Constance M. Gaiser	295/545	18.23
4	3.5	Russell J. Blatt II	343/677	4.91
5	3.6	Ronald L, Jr. & Crystal K. Perine	348/722	5.48
6	38.4	Carl W. & Jacqueline M. Woolwine	313/677	21.32
7	7	Gerald E. & Sarah J. Moore	234/689	9.78
8	6	Robert E. & Audrey L. Christy	346/395	0.38
Tax Map 4 Owners				
Par.		Owner	Bk. Pg.	Acres
9	21	John E. Wright, et al	344/608	3.02
10	21.1	Brian L. Wright	347/721	2.96
11	12	Beverly Baker	344/608	3.06
12	16	Robert Allen & Joseph Aaron Wayne	208/6	1.90
13	21.2	John E. & Linda P. Wright	347/727	10.91



The orientation of this survey is Grid North, and its coordinate base is the West Virginia Coordinate System of 1927, North Zone



Bridgeport Office
Phone: (304) 848-5035
Fax: (304) 848-5037

172 Thompson Drive
Bridgeport, WV 26330

PARTY CHIEF:	RESEARCH:
DRAWN BY: C. Renneman	PROJECT NO: 214-54-L-13
PREPARED: February 21, 2014	SURVEYED:
FIELD CREW:	DRAWING NO: 214-13 Pursley 2HD Exhibit



LEGEND	
---	Adjoiner Line
---	Existing Road
(12/16)	Tax Map / Parcel
(1) (18/1)	County Route

ANTERO RESOURCES CORPORTION - PROPOSED PURSLEY UNIT 2HD
List of Operators & Unleased Mineral Owners within 1500 feet of Wellbore

Surface Tax Map and Parcel	Name	Address	City	State	Zip
4-8-3, 4-8-3.4	Eloise McCormick, Heirs	Address Unknown (Circa 1900)	Sistersville	WV	
4-8-3, 4-8-3.4	Nellie Morrison Heade, Heirs	Address Unknown (Circa 1919)	Marietta	OH	
4-8-3, 4-8-3.4	Annie Stanberry, Heirs	Address Unknown (Circa 1919)	Sistersville	WV	
4-4-1, 4-4-1.2, 4-4-6.1, 4-4-6.2, 4-4-1.3	G. B. West, Heirs	Address Unknown (Circa 1915)	Washington	DC	
4-4-1, 4-4-1.2, 4-4-6.1, 4-4-6.2, 4-4-1.3	John Sterry McCoach, Heirs	1836 Glen Ridge Road	Baltimore	MD	21234
4-4-1, 4-4-1.2, 4-4-6.1, 4-4-6.2, 4-4-1.3	Kathryn Lorel Johnson	11427 61 St. North	Pinellas Park	FL	34666
4-4-1, 4-4-1.2, 4-4-6.1, 4-4-6.2, 4-4-1.3	Roberts McCoach Johnson	1017 Henson Drive	Hurst	TX	76053
4-4-11	G. B. West, Heirs	Unknown (Circa 1892)	Sistersville	WV	
4-4-11	Blanche W. Hockingberry, Heirs	Unknown (Circa 1935)	Sistersville	WV	
4-4-11	John Sterry McCoach, Heirs	Unknown (Circa 1922)	Sistersville	WV	
4-4-11	Roberts McCoach Johnson	1017 Henson Drive	Hurst	TX	76053
4-4-11	Kathryn Lorel Johnson	11427 61 St. North	Pinellas Park	FL	34666
4-4-11	John McKay McCoach	Address Unknown (Circa 1922)	Sistersville	WV	
4-8-57	S. P. and Laura Allen, heirs	Address Unknown (Circa 1920)	Sistersville	WV	
4-8-2, 4-8-4	Thomas Erwin Schneider, Jr.	4825 Woodvale Drive	Atlanta	GA	30327
4-8-2, 4-8-4	The Trustees of The First Presbyterian Church of Sistersville, WV	P.O. Box 90	Sistersville	WV	26175
4-8-2, 4-8-4	The Trustees of The First Baptist Church of Sistersville, WV	506 Wells Street, P.O. Box 163	Sistersville	WV	26175
4-8-2, 4-8-4	Edward B. Reisinger Trust	600 Grant Street, #4900	Pittsburgh	PA	15219
4-8-2, 4-8-4	Walter B. Reisinger	2001 Andreas Lane	Chesterfield	MO	63005
4-8-2, 4-8-4	Michael R. Miller	4932 Hillbrook Lane NW	Washington	DC	20016
4-8-2, 4-8-4	Richard C. Miller	1373 West 17th Street	San Pedro	CA	90732
4-8-2, 4-8-4	Dianna Roach Miller	218 St. James West	Cookeville	TN	38501
4-8-2, 4-8-4	Emilie M. Marvil	5922 13th Street NW, #209	Washington	DC	20011
4-8-2, 4-8-4	Mary Beth Jukich	1017 El Camino Real, #319	Redwood	CA	94063
4-8-2, 4-8-4	Charles H. Marvil et ux, Mary Ann Marvil	P.O. Box 201	Sharpsburg	MA	21782
4-8-2, 4-8-4	Carol Quase	9805 Freestate Place	Montgomery Village	MD	20886
4-12-16	Harry Huff II. & Rebecca Huff	1033 Tyler Hwy.	Sistersville	WV	26175
4-8-54	Donna Jean Long	207 Aurora St Apt B	Marietta	OH	45750
4-8-19, 4-8-19.1	Jennie Porter, Heirs	102 Windy Ghoul	Beaver	PA	15009
4-8-19, 4-8-19.1	Mary F. Porter, Heirs	102 Windy Ghoul	Beaver	PA	15009
4-8-19, 4-8-19.1	Hester A. Porter, Heirs	102 Windy Ghoul	Beaver	PA	15009
4-8-19, 4-8-19.1	Edgar W. Porter, Heirs	102 Windy Ghoul	Beaver	PA	15009
4-8-19, 4-8-19.1	Mary K. Porter, Heirs	102 Windy Ghoul	Beaver	PA	15009
4-8-19, 4-8-19.1	Charles N. Porter Heirs	102 Windy Ghoul	Beaver	PA	15009
4-8-5, 7, 7.1, 7.2, 7.3, 8	Waco Oil & Gas Co., Inc.	P.O. Box 397	Glennville	WV	26351
4-8-6	Ronald Lee Dietrich	P.O. Box 184	New Martinsville	WV	26155
4-4-p/o 21.3 (B)	Jane Lowery, Heirs	Address Unknown (Circa 1900)		WV	
4-4-p/o 21.3 (B)	Charles P. Lowery, Heirs	612 East (Circa 1914)	Parkersburg	WV	26101
4-4-p/o 21.3 (C)	Anna Mikes, Heirs	Address Unknown (Circa 1920)	Sistersville	WV	26175
4-4-p/o 21.3 (C)	Charles P. Lowery, Heirs	612 East (Circa 1914)	Parkersburg	WV	26101
4-4-21.2 (A)	James Lowry, Heirs	Address Unknown (Circa 1900)		WV	
4-4-21.2 (A)	Ellen Riggs	Address Unknown (Circa 1900)		WV	
4-4-21.2 (A)	Thomas Allen Wright	5838 Valleyway Court	Cincinnati	OH	45247
4-4-21.2 (A)	Joanna Wright Rini	1437 Genesee Ave	Mayfield Height	OH	44124
4-4-21.2 (A)	Jeanette Wright Lee	460 West Virginia Ave.	Morgantown	WV	26505
4-4-21.2 (A)	Patrick Lowry	Address Unknown (Circa 1900)		WV	
4-4-14	Lynn A. Starkey	312 S. Chelsea Street	Sistersville	WV	26175
4-4-14	Mark Starkey	601 Oil Ridge Road	Sistersville	WV	26175
4-4-14	Daniel Starkey	2162 Sterling Cove Blvd.	Panama City Beach	FL	32408
4-4-14	Ralph E. Starkey	PO Box 858	New Haven	WV	25265
4-4-14	Nancy Starkey	5500 Oak Summit Court	Winston Salem	NC	27105
p/o 4-4-22	Patrick F. Lowery heirs or assigns	Address Unknown (Circa 1900)		WV	
p/o 4-4-22	Margaret Lowery heirs or assigns	Address Unknown (Circa 1900)		WV	
p/o 4-4-22	Betty Ruth Gaiser	1245 Oil Ridge Road	Sistersville	WV	26175
p/o 4-4-22	James Lowery heirs or assigns	Address Unknown (Circa 1900)		WV	
p/o 4-4-22	Joanna Wright Rini	1437 Genesee Avenue	Cleveland	OH	44124
p/o 4-4-22	Thomas Allen Wright	5838 Valley Way Court	Cincinnati	OH	45247
p/o 4-4-22	Jeanette Wright Lee	460 West Virginia Avenue	Morgantown	WV	26505
p/o 4-4-22	Betty Ruth Gaiser	1245 Oil Ridge Road	Sistersville	WV	26175
p/o 4-4-22	Patrick F. Lowery heirs or assigns	Address Unknown (Circa 1900)		WV	
p/o 4-4-22	Elizabeth Lowery heirs or assigns	Address Unknown (Circa 1900)		WV	
p/o 4-4-22	Anna Mikes heirs or assigns	Address Unknown (Circa 1920)	Sistersville	WV	26175
p/o 4-4-22	Margaret E. Riggs heirs or assigns	Address Unknown (Circa 1900)		WV	
p/o 4-4-22	Joanna Wright Rini	1437 Genesee Avenue	Cleveland	OH	44124
p/o 4-4-22	Thomas Allen Wright	5838 Valley Way Court	Cincinnati	OH	45247
p/o 4-4-22	Jeanette Wright Lee	460 West Virginia Avenue	Morgantown	WV	26505
4-4-13	Kathleen C. Sandy	621 Oil Ridge Rd	Sistersville	WV	26175
4-4-16	Robert A. & Joseph Aaron Wayne	Oil Ridge Rd	Sistersville	WV	26175
4-8-3.2	David W. & Lori J. Ash	702 Oil Ridge Rd	Sistersville	WV	26175
4-8-3.5	Russell James Blatt, II	104 Diamond St.	Sistersville	WV	26175
4-8-3.6	Ronald L. Perine, Jr. & Crystal K. Perine	Route 18/1	Sistersville	WV	26175
4-8-53	Triad Hunter, LLC	777 Post Oak Blvd. Ste. 910	Houston	TX	77056
4-8-57	Triad Hunter, LLC	777 Post Oak Blvd. Ste. 910	Houston	TX	77056
4-4-93	Triad Hunter, LLC	777 Post Oak Blvd. Ste. 910	Houston	TX	77056
4-12-12	Triad Hunter, LLC	777 Post Oak Blvd. Ste. 910	Houston	TX	77056
4-8-54	Chesapeake Appalachia, LLC	P.O. Box 6070	Charleston	WV	25362
4-8-58	Chesapeake Appalachia, LLC	P.O. Box 6070	Charleston	WV	25362
4-8-39.1	Chesapeake Appalachia, LLC	P.O. Box 6070	Charleston	WV	25362
4-8-54	Statoilhydro USA Onshore Properties, Inc	2103 CityWest Blvd. Suite 800	Houston	TX	77042
4-8-58	Statoilhydro USA Onshore Properties, Inc	2103 CityWest Blvd. Suite 800	Houston	TX	77042
4-8-39.1	Statoilhydro USA Onshore Properties, Inc	2103 CityWest Blvd. Suite 800	Houston	TX	77042
4-8-55, 56	Larry R. Henthorn	101 Hills Run Rd.	Sistersville	WV	26175




March 14, 2014

Antero Resources
1625 17th Street
Denver, Colorado 80202
Office 303.357.7310
Fax 303.357.7315

West Virginia Department of Environmental Protection
Office of Oil and Gas
Attn: Ms. Laura Cooper
601 57th Street
Charleston, WV 25304

Ms. Laura Cooper:

Application 

Antero Resources Corporation (Antero) would like to submit the following application for a new well work permit to explore the Point Pleasant formation. Our **Middlebourne** project is located in Tyler County, WV. The site consists of one proposed unit boundary which Antero has named the **Pursley Unit** consisting of one well pad encompassed by **eleven** separate leases. This multi-well pad consists of one horizontal (DEEP) well that we are requesting approval to drill.

Attached you will find the following:

- Cover letter to West Virginia Oil and Gas Conservation Commission
- Permit Application package
- CD with copy of permit application

If you have any questions please feel free to contact me at (303) 357-7323.

Thank you in advance for your consideration.

Sincerely, -

Ashlie Mihalcin
Permit Representative
Antero Resources Corporation

Enclosures

RECEIVED
Office of Oil and Gas
MAR 17 2014
WV Department of
Environmental Protection

4709502175



March 14, 2014

Antero Resources
1625 17th Street
Denver, Colorado 80202
Office 303.357.7310
Fax 303.357.7315

West Virginia Oil & Gas Conservation Commission
Attn: Cindy Raines
601 57th Street
Charleston, WV 25304

Ms. Cindy Raines:

Antero Resources Corporation (Antero) would like to submit the following application for a new DEEP well work permit to explore the Point Pleasant formation. In addition, Antero is applying for pooling of interests in the proposed Pursley drilling unit, and the application will be submitted to your office separately by Bowles Rice on Monday, March 17th, 2014.

Our **Middlebourne** project is located in Tyler County, WV. The site consists of one proposed unit boundary which Antero has named the **Pursley Unit** consisting of one well pad encompassed by eleven separate leases. This multi-well pad consists of one horizontal (DEEP) well that we are requesting approval to drill.

Attached you will find the following:

- Permit Application package
- Deviation Notification List and Exhibit showing 1500 foot radius around wellbore
- CD with copy of permit application

If you have any questions please feel free to contact me at (303) 357-7323.

Thank you in advance for your consideration.

Sincerely,

A handwritten signature in cursive script that reads "Ashlie Mihalcin".

Ashlie Mihalcin
Permit Representative
Antero Resources Corporation

Enclosures

RECEIVED
Office of Oil and Gas
MAR 17 2014
WV Department of
Environmental Protection

WW-6B
(9/13)

STATE OF WEST VIRGINIA
DEPARTMENT OF ENVIRONMENTAL PROTECTION, OFFICE OF OIL AND GAS
WELL WORK PERMIT APPLICATION

03 528

1) Well Operator: Antero Resources Corporation 494488557 095- Tyler Lincoln Paden City
Operator ID County District Quadrangle

2) Operator's Well Number: Pursley Unit 2HD Well Pad Name: Nalley Pad

3) Farm Name/Surface Owner: Nalley, Robert D. & Virginia D. Public Road Access: CR 18

4) Elevation, current ground: ~985' Elevation, proposed post-construction: 971'

5) Well Type (a) Gas Oil Underground Storage
Other

(b) If Gas Shallow Deep
Horizontal

6) Existing Pad: Yes or No No

7) Proposed Target Formation(s), Depth(s), Anticipated Thickness and Associated Pressure(s):
Point Pleasant: 10,800' TVD, Anticipated Thickness- 95 feet , Associated Pressure- 8400#

8) Proposed Total Vertical Depth: 10,800' TVD

9) Formation at Total Vertical Depth: Point Pleasant

10) Proposed Total Measured Depth: 19,900' MD

11) Proposed Horizontal Leg Length: 8650'

12) Approximate Fresh Water Strata Depths: 40', 130'

13) Method to Determine Fresh Water Depths: Offset well records. Depths have been adjusted according to surface elevations.

14) Approximate Saltwater Depths: 1415', 1510', 1745'

15) Approximate Coal Seam Depths: 667', 692', 1132'

16) Approximate Depth to Possible Void (coal mine, karst, other): None anticipated

17) Does Proposed well location contain coal seams directly overlying or adjacent to an active mine? Yes No

(a) If Yes, provide Mine Info: Name: _____
Depth: _____
Seam: _____
Owner: _____

RECEIVED
Office of Oil and Gas

MAR 17 2014

WV Department of
Environmental Protection

WW-6B
(9/13)

18)

CASING AND TUBING PROGRAM

<u>TYPE</u>	<u>Size</u>	<u>New or Used</u>	<u>Grade</u>	<u>Weight per ft. (lb/ft)</u>	<u>FOOTAGE: For Drilling</u>	<u>INTERVALS: Left in Well</u>	<u>CEMENT: Fill-up (Cu. Ft.)</u>
Conductor	26"	New	H-40	94#	90'	90'	CTS, 220 Cu. Ft.
Fresh Water	18-5/8"	New	J-55/H-40	87.5#	300'	300'	CTS, 734 Cu. Ft.
Coal	13-3/8"	New	J-55	54.5#	2500'	2500'	CTS, 2243 Cu. Ft.
Intermediate	9-5/8"	New	P-110	43.5#	9000'	9000'	CTS, 2844 Cu. Ft.
Production	5-1/2"	New	P-110	23#	19900'	19900'	2864 Cu. Ft.
Tubing	2-3/8"	New	N-80	4.7#		10800'	
Liners							

<u>TYPE</u>	<u>Size</u>	<u>Wellbore Diameter</u>	<u>Wall Thickness</u>	<u>Burst Pressure</u>	<u>Cement Type</u>	<u>Cement Yield (cu. ft./k)</u>
Conductor	26"	32"	.7"	960	Class A	1.18
Fresh Water	18-5/8"	24"	0.438"	1530	Class A	1.18
Coal	13-3/8"	17-1/2"	0.38"/0.33"	2730/1730	Class A	1.18
Intermediate	9-5/8"	12-1/4"	0.352"	3520	Class A	1.18
Production	5-1/2"	8-3/4" & 8-1/2"	0.361"	12630	Lead-H/POZ & Tail - H	H/POZ-1.44 & H-1.8
Tubing	2-3/8"	4.778"	0.19"	11200		
Liners						

PACKERS

Kind:	N/A			
Sizes:	N/A			
Depths Set:	N/A			

RECEIVED
Office of Oil and Gas

MAR 17 2014

WV Department of
Environmental Protection

WW-6B
(9/13)

19) Describe proposed well work, including the drilling and plugging back of any pilot hole:

Drill, perforate, fracture a new horizontal deep well and complete Point Pleasant.

20) Describe fracturing/stimulating methods in detail, including anticipated max pressure and max rate:

Antero plans to pump Slickwater into the Point Pleasant formation in order to ready the well for production. The fluid will be comprised of approximately 99 percent water and sand, with less than 1 percent special-purpose additives as shown in the attached "List of Anticipated Additives Used for Fracturing or Stimulating Well."

21) Total Area to be disturbed, including roads, stockpile area, pits, etc., (acres): 26.60 acres

22) Area to be disturbed for well pad only, less access road (acres): 6.10 acres

23) Describe centralizer placement for each casing string:

Conductor: no centralizers

Surface Casing: one centralizer 10' above the float shoe, one on the insert float collar and one every 4th joint spaced up the hole to surface.

Intermediate Casing: one centralizer above float joint, one centralizer 5' above float collar and one every 4th collar to surface.

Intermediate 2 Casing: one centralizer above float joint, one centralizer 5' above float collar and one every 4th collar to surface.

Production Casing: one centralizer at shoe joint and one every 3 joints to top of cement in intermediate casing.

24) Describe all cement additives associated with each cement type:

Conductor: no additives, Class A cement.

Surface: Class A cement with 2-3% calcium chloride

Intermediate: Class A cement with 1/4 lb of flake, 5 gallons of clay treat

Intermediate 2: 100% Low Dense, 3%BWOW Potassium Chloride, Class A, 2%BWOC Gel, 3% BWOW Potassium Chloride

Production: Lead cement- 50/50 Class H/Poz + 1.5% salt + 1% C-45 + 0.5% C-16a + 0.2% C-12 + 0.45% C-20 + 0.05% C-51

Production: Tail cement- Class H + 45 PPS Calcium Carbonate + 1.0% FL-160 + 0.2% ACGB-47 + 0.05% ACSA-51 + 0.2% ACR-20

25) Proposed borehole conditioning procedures:

Conductor: blowhole clean with air, run casing, 10 bbls fresh water.

Surface: blowhole clean with air, trip to conductor shoe, trip to bottom, blowhole clean with air, trip out, run casing, circulate pipe capacity + 40 bbls fresh water followed by 25 bbls bentonite mud, 10 bbls fresh water spacer.

Intermediate: blowhole clean with air, trip to surface casing shoe, trip to bottom, blowhole clean with air, trip out, run casing, circulate 40 bbls brine water followed by 10 bbls fresh water and 25 bbls bentonite mud, pump 10 bbls fresh water.

Intermediate 2: blowhole clean with air, trip to surface casing shoe, trip to bottom, blowhole clean with air, trip out, run casing, circulate 40 bbls brine water followed by 10 bbls fresh water and 25 bbls bentonite mud, pump 10 bbls fresh water.

Production: circulate with 14 lb/gal NaCl mud, trip to middle of lateral, circulate, pump high viscosity sweep, trip to base of curve, pump high viscosity sweep, trip to top of curve, trip to bottom, circulate, pump high viscosity sweep, trip out, run casing, circulate 10 bbls fresh water, pump 48 bbls barite pill, pump 10 bbls fresh water followed by 48 bbls mud flush and 10 bbls water.

*Note: Attach additional sheets as needed.

RECEIVED
Office of Oil and Gas
MAR 17 2014
WV Department of
Environmental Protection

WW-9
(9/13)

API Number 47 - 095 - _____
Operator's Well No. Pursley Unit 2HD

STATE OF WEST VIRGINIA
DEPARTMENT OF ENVIRONMENTAL PROTECTION
OFFICE OF OIL AND GAS

FLUIDS/ CUTTINGS DISPOSAL & RECLAMATION PLAN

Operator Name Antero Resources Corporation OP Code 494488557

Watershed (HUC 10) Pursley Creek of the Ohio River Quadrangle Paden City

Elevation 971' County Tyler District Lincoln

Do you anticipate using more than 5,000 bbls of water to complete the proposed well work? Yes No

Will a pit be used? Yes No

If so, please describe anticipated pit waste: No pit will be used at this site (Drilling and Flowback Fluids will be stored in tanks. Cuttings will be tanked and hauled off site.)

Will a synthetic liner be used in the pit? Yes No If so, what ml.? N/A

Proposed Disposal Method For Treated Pit Wastes:

- Land Application
- Underground Injection (UIC Permit Number _____)
- Reuse (at API Number Future permitted well locations when applicable. API# will be provided on Form WR-34)
- Off Site Disposal (Supply form WW-9 for disposal location) (Meadowfill Landfill Permit #SWF-1032-98)
- Other (Explain _____)

Will closed loop system be used? If so, describe: Yes

Drilling medium anticipated for this well (vertical and horizontal)? Air, freshwater, oil based, etc. Surface - Air/Freshwater, Intermediate - Dust/Stiff Foam, Production - Water Based Mud

-If oil based, what type? Synthetic, petroleum, etc. N/A

Additives to be used in drilling medium? Please See Attachment

Drill cuttings disposal method? Leave in pit, landfill, removed offsite, etc. Stored in tanks, removed offsite and taken to landfill.

-If left in pit and plan to solidify what medium will be used? (cement, lime, sawdust) N/A

-Landfill or offsite name/permit number? Meadowfill Landfill (Permit #SWF-1032-98)

I certify that I understand and agree to the terms and conditions of the GENERAL WATER POLLUTION PERMIT issued on August 1, 2005, by the Office of Oil and Gas of the West Virginia Department of Environmental Protection. I understand that the provisions of the permit are enforceable by law. Violations of any term or condition of the general permit and/or other applicable law or regulation can lead to enforcement action.

I certify under penalty of law that I have personally examined and am familiar with the information submitted on this application form and all attachments thereto and that, based on my inquiry of those individuals immediately responsible for obtaining the information, I believe that the information is true, accurate, and complete. I am aware that there are significant penalties for submitting false information, including the possibility of fine or imprisonment.

Company Official Signature *Cole Kilstrom*

Company Official (Typed Name) Cole Kilstrom

Company Official Title Environmental Specialist

Subscribed and sworn before me this 14 day of March

Lisa Bartolucci

My commission expires 11/9/2016

RECEIVED
Office of Oil and Gas

MAR 17 2014
LISA BARTOLUCCI
Notary Public, State of Colorado
Environmental ID 20124072365
Commission Expires Nov 9, 2016

Form WW-9

Operator's Well No. Pursley Unit 2HD

Antero Resources Corporation

Proposed Revegetation Treatment: Acres Disturbed 26.60 Prevegetation pH _____

Lime 2-4 Tons/acre or to correct to pH 6.5

Fertilizer type Hay or straw or Wood Fiber (will be used where needed)

Fertilizer amount 500 lbs/acre

Mulch 2-3 Tons/acre

New Access Road A (12.06) + New Access Road B (.18) + New Staging Area (.82) + New Well Pad (6.10) + New Water Containment Pad (1.62) + New Excess/Topsoil Material Stockpiles (5.82) = 26.60 Acres

Seed Mixtures

Temporary

Permanent

Seed Type lbs/acre
Annual Ryegrass 40

Seed Type lbs/acre
Tall Fescue 40

See attached Table 3 for additional seed type (Nalley Pad Design Page 21)

See attached Table 4a for additional seed type (Nalley Pad Design Page 21)

*or type of grass seed requested by surface owner

*or type of grass seed requested by surface owner

Attach:

Drawing(s) of road, location, pit and proposed area for land application (unless engineered plans including this info have been provided)

Photocopied section of involved 7.5' topographic sheet.

Plan Approved by: _____

Comments: _____

Title: _____

Date: _____

Field Reviewed? Yes

No

RECEIVED
Office of Oil and Gas

MAR 17 2014

WV Department of
Environmental Protection

Form WW-9 Additives Attachment**SURFACE INTERVAL**

1. Fresh Water
2. Soap -Foamer AC
3. Air

INTERMEDIATE INTERVAL***STIFF FOAM RECIPE:***

- 1) 1 ppb Soda Ash / Sodium Carbonate-Alkalinity Control Agent
- 2) 1 ppb Conqor 404 (11.76 ppg) / Corrosion Inhibitor
- 3) 4 ppb KLA-Gard (9.17 ppg) / Amine Acid Complex-Shale Stabilizer
- 4) 1ppb Mil Pac R / Sodium Carboxymethylcellulose-Filtration Control Agent
- 5) 12 ppb KCL / Potassium Chloride-inorganic Salt
- 6) Fresh Water 80 bbls
- 7) Air

PRODUCTION INTERVAL

1. Alpha 1655
Salt Inhibitor
2. Mil-Carb
Calcium Carbonate
3. Cottonseed Hulls
Cellulose-Cottonseed Pellets - LCM
4. Mil-Seal
Vegetable, Cotton & Cellulose-Based Fiber Blend - LCM
5. Clay-Trol
Amine Acid Complex - Shale Stabilizer
6. Xan-Plex
Viscosifier For Water Based Muds
7. Mil-Pac (All Grades)
Sodium Carboxymethylcellulose - Filtration Control Agent
8. New Drill
Anionic Polyacrylamide Copolymer Emulsion - Shale Stabilizer
9. Caustic Soda
Sodium Hydroxide - Alkalinity Control
10. Mil-Lime
Calcium Hydroxide - Lime
11. LD-9
Polyether Polyol - Drilling Fluid Defoamer
12. Mil Mica
Hydro-Biotite Mica - LCM

RECEIVED
Office of Oil and Gas
MAR 17 2014
WV Department of
Environmental Protection

13. Escaid 110
Drilling Fluid Solvent – Aliphatic Hydrocarbon
14. Ligco
Highly Oxidized Leonardite – Filtration Control Agent
15. Super Sweep
Polypropylene – Hole Cleaning Agent
16. Sulfatrol K
Drilling Fluid Additive – Sulfonated Asphalt Residuum
17. Sodium Chloride, Anhydrous
Inorganic Salt
18. D-D
Drilling Detergent – Surfactant
19. Terra-Rate
Organic Surfactant Blend
20. W.O. Defoam
Alcohol-Based Defoamer
21. Perma-Lose HT
Fluid Loss Reducer For Water-Based Muds
22. Xan-Plex D
Polysaccharide Polymer – Drilling Fluid Viscosifier
23. Walnut Shells
Ground Cellulosic Material – Ground Walnut Shells – LCM
24. Mil-Graphite
Natural Graphite – LCM
25. Mil Bar
Barite – Weighting Agent
26. X-Cide 102
Biocide
27. Soda Ash
Sodium Carbonate – Alkalinity Control Agent
28. Clay Trol
Amine Acid complex – Shale Stabilizer
29. Sulfatrol
Sulfonated Asphalt – Shale Control Additive
30. Xanvis
Viscosifier For Water-Based Muds
31. Milstarch
Starch – Fluid Loss Reducer For Water Based Muds
32. Mil-Lube
Drilling Fluid Lubricant

RECEIVED
Office of Oil and Gas
MAR 17 2014
WV Department of
Environmental Protection



DFTRA 08/2013 9:46:13 AM

Antero Resources Corporation
 Appalachian Basin
 Pursley Unit 2HD
 Tyler County

Quadrangle: Paden City
 Watershed: Pursley Creek
 District: Lincoln
 Date: 8-9-2013

RECEIVED
 Office of Oil and Gas
 MAR 17 2014
 WV Department of
 Environmental Protection

WW-6A1

Operator's Well Number Pursley Unit 2HD

INFORMATION SUPPLIED UNDER WEST VIRGINIA CODE
Chapter 22, Article 6A, Section 5(a)(5)
IN LIEU OF FILING LEASE(S) AND OTHER CONTINUING CONTRACT(S)

Under the oath required to make the verification on page 1 of this Notice and Application, I depose and say that I am the person who signed the Notice and Application for the Applicant, and that –

- (1) the tract of land is the same tract described in this Application, partly or wholly depicted in the accompanying plat, and described in the Construction and Reclamation Plan;
- (2) the parties and recordation data (if recorded) for lease(s) or other continuing contract(s) by which the Applicant claims the right to extract, produce or market the oil or gas are as follows:

Grantor, lessor, etc.	Grantee, lessee, etc.	Royalty	Book/Page
<u>Robert D. Nalley et ux Lease</u>			
Robert D. Nalley, et ux Antero Resources Appalachian Corporation	Antero Resources Appalachian Corporation Antero Resources Corporation	1/8+ Name Change	0403/0711 Exhibit 1
<u>Robert D. Nalley et ux Lease</u>			
Robert D. Nalley, et ux Antero Resources Appalachian Corporation	Antero Resources Appalachian Corporation Antero Resources Corporation	1/8+ Name Change	0403/0774 Exhibit 1
<u>Victoria Keller et al Lease</u>			
Victoria Keller, et al Bald Eagle Oil & Gas, Inc. Antero Resources Appalachian Corporation	Bald Eagle Oil & Gas, Inc. Antero Resources Appalachian Corporation Antero Resources Corporation	1/8 Assignment Name Change	0332/0533 0402/0303 Exhibit 1
<u>Chris Starkey Lease</u>			
Clair Starkey, et al John Richmond James T. Emes, et ux The Jim Emes Petroleum Company, by James J. Harkins Trustee in Bankruptcy Robert Matthey Bald Eagle Oil & Gas, Inc. The Sun Valley Oil & Gas, LLC Antero Resources Appalachian Corporation	John Richmond James T. Emes The Jim Emes Petroleum Company Robert Matthey Bald Eagle Oil & Gas, Inc. The Sun Valley Oil & Gas, LLC Antero Resources Appalachian Corporation Antero Resources Corporation	1/8 Assignment Assignment Bill of Sale and Assignment Assignment Assignment Assignment Name Change	0203/0045 0217/0069 0220/0272 0280/0521 0302/0109 0396/0663 0393/0750 Exhibit 1
<u>William K. Johnson et ux Lease</u>			
William K. Johnson, et ux John Richmond The Jim Emes Petroleum Company Mrs. Jeanette Steudler, Executrix of the Frederick W. Steudler, Sr. estate Bald Eagle Oil & Gas, Inc. The Sun Valley Oil & Gas, LLC Antero Resources Appalachian Corporation	John Richmond The Jim Emes Petroleum Company Fred Steudler Bald Eagle Oil & Gas, Inc. The Sun Valley Oil & Gas, LLC Antero Resources Appalachian Corporation Antero Resources Corporation	1/8 Assignment Assignment of Lease and Agreement Assignment Assignment Assignment Name Change	0220/0459 0230/0507 0230/0514 0298/0595 0390/0663 0393/0750 Exhibit 1
<u>Nancy Fout Lease</u>			
Nancy Fout Antero Resources Appalachian Corporation	Antero Resources Appalachian Corporation Antero Resources Corporation	1/8+ Name Change	0397/0017 Exhibit 1

RECEIVED
Office of Oil and Gas

MAR 17 2014

*Partial Assignments to Antero Resources Corporation include 100% rights to extract, produce and market the oil and gas from the Marcellus and any other formations completed with this well.

WV Department of
Environmental Protection

CONTINUED ON NEXT PAGE

WW-6A1
(5/13)

Operator's Well No. Pursley Unit 2HD

**INFORMATION SUPPLIED UNDER WEST VIRGINIA CODE
Chapter 22, Article 6A, Section 5(a)(5)
IN LIEU OF FILING LEASE(S) AND OTHER CONTINUING CONTRACT(S)**

Under the oath required to make the verification on page 1 of this Notice and Application, I depose and say that I am the person who signed the Notice and Application for the Applicant, and that –

- (1) the tract of land is the same tract described in this Application, partly or wholly depicted in the accompanying plat, and described in the Construction and Reclamation Plan;
- (2) the parties and recordation data (if recorded) for lease(s) or other continuing contract(s) by which the Applicant claims the right to extract, produce or market the oil or gas are as follows:

Lease Name or Number	Grantor, Lessor, etc.	Grantee, Lessee, etc.	Royalty	Book/Page
<u>Walter Busch Reisinger Lease</u>	Walter Busch Reisinger	Antero Resources Corporation	1/8+	0437/0447
<u>Betty Ruth Gaiser Lease</u>	Betty Ruth Gaiser, a/k/a Betty R. Gaiser Antero Resources Appalachian Corporation	Antero Resources Appalachian Corporation Antero Resources Corporation	1/8+ Name Change	0413/0751 Exhibit 1
<u>Debra L. Smith Lease</u>	Debra L. Smith Antero Resources Appalachian Corporation	Antero Resources Appalachian Corporation Antero Resources Corporation	1/8+ Name Change	0408/0440 Exhibit 1
*Partial Assignments to Antero Resources Corporation include 100% rights to extract, produce and market the oil and gas from the Marcellus and any other formations completed with this well.				

**Acknowledgement of Possible Permitting/Approval
In Addition to the Office of Oil and Gas**

The permit applicant for the proposed well work addressed in this application hereby acknowledges the possibility of the need for permits and/or approvals from local, state, or federal entities in addition to the DEP, Office of Oil and Gas, including but not limited to the following:

- WV Division of Water and Waste Management
- WV Division of Natural Resources WV Division of Highways
- U.S. Army Corps of Engineers
- U.S. Fish and Wildlife Service
- County Floodplain Coordinator

The applicant further acknowledges that any Office of Oil and Gas permit in no way overrides, replaces, or nullifies the need for other permits/approvals that may be necessary and further affirms that all needed permits/approvals should be acquired from the appropriate authority before the affected activity is initiated.

Well Operator: Antero Resources Corporation **Office of Oil and Gas**
By: Ward McNeilly *W. McNeilly*
Its: Vice President of Engineering **MAR 17 2014**

RECEIVED
WV Department of
Environmental Protection
Page 1 of _____

FORM WW-6A1
EXHIBIT 1

FILED

JUN 10 2013

Natalie E. Tennant
Secretary of State
1900 Kanawha Blvd E
Bldg 1, Suite 157-K
Charleston, WV 25305



Peanny Becker, Manager
Corporations Division
Tel: (304)558-8000
Fax: (304)559-8381
Website: www.wvscs.com
E-mail: business@wvscs.com

APPLICATION FOR
AMENDED CERTIFICATE
OF AUTHORITY

Office Hours: Monday - Friday
8:30 a.m. - 5:00 p.m. ET

FILE ONE ORIGINAL
(Two if you want a filed
stamped copy returned to you)
FEE: \$25.00

*** In accordance with the provisions of the West Virginia Code, the undersigned corporation hereby ***
applies for an Amended Certificate of Authority and submits the following statement:

- Name under which the corporation was authorized to transact business in WV: Antero Resources Appalachian Corporation
- Date Certificate of Authority was issued in West Virginia: 6/25/2008
- Corporate name has been changed to: Antero Resources Corporation
(Attach one Certified Copy of Name Change as filed in home State of incorporation.)
- Name the corporation elects to use in WV: Antero Resources Corporation
(due to home state name not being available)
- Other amendments: _____
(attach additional pages if necessary)
- Name and phone number of contact person. (This is optional; however, if there is a problem with the filing, listing a contact person and phone number may avoid having to return or reject the document.)
Alwyn A. Schopp (303) 367-7310
Contact Name Phone Number
- Signature Information (See below **Important Legal Notice Regarding Signature**):
Print Name of Signer: Alwyn A. Schopp Title/Capacity: Authorized Person
Signature: *Alwyn A. Schopp* Date: June 10, 2013

Important Legal Notice Regarding Signature For West Virginia Code §3111-1-12b. Penalty for signing false document. Any person who signs a document he or she knows is false in any material respect and knows that the document is to be delivered to the secretary of state for filing is guilty of a misdemeanor and, upon conviction thereof, shall be fined not more than one thousand dollars or confined in the county or regional jail not more than one year, or both.

Form CF-4

Issued by the Office of the Secretary of State

RECEIVED
Office of Oil and Gas

MAR 17 2014

WV Department of
Environmental Protection



Antero Resources
1625 17th Street
Denver, Colorado 80202
Office 303.357.7310
Fax 303.357.7315

March 4, 2014

West Virginia Department of Environmental Protection
Chief, Office of Oil and Gas
Attn: Mr. James Martin
601 57th Street SE
Charleston, WV 25304

RE: Pursley Unit 2HD
Quadrangle: Paden City
Tyler County/Lincoln District, West Virginia

Mr. Martin:

Antero Resources Corporation (Antero) is submitting the following application for a new well work permit for the Pursley Unit 2HD horizontal deep well. As an authorized representative, I certify that Antero has the right to extract, produce or market the oil or gas for all leases through which the Pursley Unit 2HD horizontal lateral will drill through including any and all roads crossed under as identified on the attached survey plat.

Sincerely,

A handwritten signature in black ink, appearing to read "Houston Eagleston", is written over a horizontal line.

Houston Eagleston
Senior Landman

RECEIVED
Office of Oil and Gas

MAR 17 2014

WV Department of
Environmental Protection

WW-PN
(5-04-2012)

**Horizontal Natural Gas Well Work Permit
Application Notice By Publication**

Notice is hereby given:

Pursuant to West Virginia Code 22-6A-10(e) prior to filing an application for a permit for a horizontal well the applicant shall publish in the county in which the well is located or is proposed to be located a Class II legal advertisement.

Paper: Tyler Star News

✓ **Public Notice Date:** 1/29/2014 & 2/5/2014

The following applicant intends to apply for a horizontal natural well work permit which disturbs three acres or more of surface excluding pipelines, gathering lines and roads or utilizes more than two hundred ten thousand gallons of water in any thirty day period.

Applicant: Antero Resources Corporation

Well Number: Pursley Unit 2HD

Address: 1625 17th Street

Denver, CO 80202

Business Conducted: Natural gas production.

Location –

State: West Virginia

County: Tyler

District: Lincoln

Quadrangle: Paden City

✓ **UTM Coordinate NAD83 Northing:** 4,377,218.483m

✓ **UTM coordinate NAD83 Easting:** 503,902.065m

Watershed: Pursley Creek of the Ohio River

Coordinate Conversion:

To convert the coordinates above into longitude and latitude, visit: http://tagis.dep.wv.gov/convert/llutm_conus.php

Electronic notification:

To receive an email when applications have been received or issued by the Office of Oil and Gas, visit <http://www.dep.wv.gov/insidedep/Pages/DEPMailingLists.aspx> to sign up.

Reviewing Applications:

Copies of the proposed permit application may be reviewed at the WV Department of Environmental Protection headquarters, located at 601 57th Street, SE Charleston, WV 25304 (304-926-0450). Full copies or scans of the proposed permit application will cost \$15, whether mailed or obtained at DEP headquarters. Copies may be requested by calling the office or by sending an email to DEP.oog@wv.gov.

Submitting Comments:

Comments may be submitted online at <https://apps.dep.wv.gov/oog/comments/comments.cfm>, or by letter to Permit Review, Office of Oil and Gas, 601 57th Street, SE Charleston, WV 25304. Please reference the county, well number, and operator when using this option.

Regardless of format for comment submissions, they must be received no later than thirty days after the permit application is received by the Office of Oil and Gas.

For information related to horizontal drilling visit: www.dep.wv.gov/oil-and-gas/pages/default.aspx

RECEIVED
Office of Oil and Gas
MAR 17 2014
WV Department of
Environmental Protection

PROOF OF CLASS II LEGAL ADVERTISEMENT,
PURSUANT TO WV CODE SECTION 22-6A-10(e)

TYLER STAR NEWS

PUBLIC NOTICE OF AP-
PLICATION FOR NATU-
RAL GAS HORIZONTAL
WELL DRILLING PERMIT,
pursuant to West Virginia
Code Section 22-6A:10(e).

Antero Resources Corpora-
tion, 1625 17th Street, Den-
ver, CO 80202, is applying
for a permit for a natural
gas horizontal well, Pursley
Unit 2HD, located at ap-
proximately UTM NAD 83
Easting 503903.54m, UTM
NAD 83 Northing
4377194.72m, in Outlet
Middle Island Creek Water-
shed, Paden City Quadran-
gle, Lincoln District, Tyler
County, WV which disturbs
three acres or more of sur-
face, excluding pipelines,
gathering lines and roads
or utilizes more than two
hundred ten thousand gal-
lons of water in any thirty
day period. To convert the
coordinates above into longi-
tude and latitude, visit:
<http://apps.dep.wv.gov/convert/utm-conus.php>. To
receive an email when ap-
plications have been re-
ceived or issued by the
Office of Oil and Gas, visit
[http://www.dep.wv.gov/in-
sidedep/Pages/DEMailin-
gLists.aspx](http://www.dep.wv.gov/in-
sidedep/Pages/DEMailin-
gLists.aspx) to sign up.

Any interested person may
submit written comments or
request a copy of the pro-
posed permit application.
Regardless of format for
comment submissions,
they must be received no
later than thirty days after
the permit application is re-
ceived by the Office of Oil
and Gas.
Comments may be submit-
ted online at
[https://apps.dep.wv.gov/oi-
op/comments/comments.cfm](https://apps.dep.wv.gov/oi-
op/comments/comments.cfm),
or by letter to Permit
Review, Office of Oil and
Gas, 601 57th Street, SE
Charleston, WV 25304.
Emailed or written com-
ments must reference the
county, well number, and
operator and be received
within 30 days of the date
of the last publication.
Copies of the proposed
permit application may be
reviewed at the WV Depart-
ment of Environmental Pro-
tection headquarters,
located at 601 57th Street,
SE Charleston, WV 25304
(304-926-0450). Full
copies or scans of the pro-
posed permit application
will cost \$15.00, whether
mailed or obtained at DEP
headquarters.
For information related to
horizontal drilling, and all
horizontal well applications
filed in this state, visit:
[www.dep.wv.gov/oil-and-
gas/Horizontal-Permits/Pa-
ges/default.aspx](http://www.dep.wv.gov/oil-and-
gas/Horizontal-Permits/Pa-
ges/default.aspx)
Antero Resources Corpora-
tion
TSN 1-29, 2-5 1104

Sistersville, WV February 5, 2014

State of West Virginia, County of Tyler:

Personally appeared before the undersigned, a Notary Public,

Brian Clutter who, being duly sworn,

states that he is the manager of the Tyler Star News, a weekly
newspaper of general circulation, published at Sistersville,

County of Tyler, State of West Virginia, and that a copy of the

notice attached hereto was published for 2 successive

✓ weeks in the Tyler Star News, beginning on the 29 day

of January, 2014 and ending on the 5 day

of February, 2014.

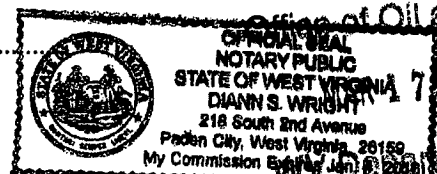
[Signature]
Manager, Tyler Star News

Subscribed and sworn to before me, a Notary Public of said
County, on this 5 day of February, 2014.

[Signature] Notary Public

My commission expires on the 4th day of January, 2016.

Printers Fee.....



RECEIVED

Office of Oil and Gas

7 2014

Department of
Environmental Protection

WW-6AC
(1/12)

**STATE OF WEST VIRGINIA
DEPARTMENT OF ENVIRONMENTAL PROTECTION, OFFICE OF OIL AND GAS
NOTICE CERTIFICATION**

Date of Notice Certification: 03/14/2014

API No. 47- 095 - _____

Operator's Well No. Pursley Unit 2HD

Well Pad Name: Nalley Pad

Notice has been given:

Pursuant to the provisions in West Virginia Code § 22-6A, the Operator has provided the required parties with the Notice Forms listed below for the tract of land as follows:

State: <u>West Virginia</u>	UTM NAD 83	Easting: <u>503,902.065m</u>
County: <u>Tyler</u>		Northing: <u>4,377,218.483m</u>
District: <u>Lincoln</u>	Public Road Access: <u>CR 18</u>	
Quadrangle: <u>Paden City</u>	Generally used farm name: <u>Nalley, Robert D. & Virginia A.</u>	
Watershed: <u>Pursley Creek of the Ohio River</u>		

Pursuant to West Virginia Code § 22-6A-7(b), every permit application filed under this section shall be on a form as may be prescribed by the secretary, shall be verified and shall contain the following information: (14) A certification from the operator that (i) it has provided the owners of the surface described in subdivisions (1), (2) and (4), subsection (b), section ten of this article, the information required by subsections (b) and (c), section sixteen of this article; (ii) that the requirement was deemed satisfied as a result of giving the surface owner notice of entry to survey pursuant to subsection (a), section ten of this article six-a; or (iii) the notice requirements of subsection (b), section sixteen of this article were waived in writing by the surface owner; and Pursuant to West Virginia Code § 22-6A-11(b), the applicant shall tender proof of and certify to the secretary that the notice requirements of section ten of this article have been completed by the applicant.

Pursuant to West Virginia Code § 22-6A, the Operator has attached proof to this Notice Certification that the Operator has properly served the required parties with the following:

*PLEASE CHECK ALL THAT APPLY

- 1. NOTICE OF SEISMIC ACTIVITY or NOTICE NOT REQUIRED BECAUSE NO SEISMIC ACTIVITY WAS CONDUCTED
- 2. NOTICE OF ENTRY FOR PLAT SURVEY or NO PLAT SURVEY WAS CONDUCTED
- 3. NOTICE OF INTENT TO DRILL or NOTICE NOT REQUIRED BECAUSE NOTICE OF ENTRY FOR PLAT SURVEY WAS CONDUCTED or
 WRITTEN WAIVER BY SURFACE OWNER (PLEASE ATTACH)
- 4. NOTICE OF PLANNED OPERATION
- 5. PUBLIC NOTICE
- 6. NOTICE OF APPLICATION

OOG OFFICE USE ONLY

RECEIVED/
NOT REQUIRED

RECEIVED

RECEIVED/
NOT REQUIRED

RECEIVED

RECEIVED

RECEIVED

Required Attachments:

The Operator shall attach to this Notice Certification Form all Notice Forms and Certifications of Notice that have been provided to the required parties and/or any associated written waivers. For the Public Notice, the operator shall attach a copy of the Class II Legal Advertisement with publication date verification or the associated Affidavit of Publication. The attached Notice Forms and Certifications of Notice shall serve as proof that the required parties have been noticed as required under West Virginia Code § 22-6A. Pursuant to West Virginia Code § 22-6A-11(b), the Certification of Notice to the person may be made by affidavit of personal service, the return receipt card or other postal receipt for certified mailing.

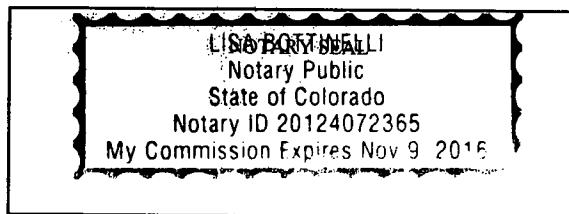
RECEIVED
Office of Oil and Gas
MAR 17 2014
WV Department of
Environmental Protection

Certification of Notice is hereby given:

THEREFORE, I Ward McNeilly, have read and understand the notice requirements within West Virginia Code § 22-6A. I certify that as required under West Virginia Code § 22-6A, I have served the attached copies of the Notice Forms, identified above, to the required parties through personal service, by registered mail or by any method of delivery that requires a receipt or signature confirmation. I certify under penalty of law that I have personally examined and am familiar with the information submitted in this Notice Certification and all attachments, and that based on my inquiry of those individuals immediately responsible for obtaining the information, I believe that the information is true, accurate and complete. I am aware that there are significant penalties for submitting false information, including the possibility of fine and imprisonment.

Well Operator: Antero Resources Corporation
By: Ward McNeilly *[Signature]*
Its: Vice President of Engineering
Telephone: (303) 357-7310

Address: 1625 17th Street
Denver, CO 80202
Facsimile: 303-357-7315
Email: amihalcin@anteroresources.com



Subscribed and sworn before me this 14 day of March 14.
[Signature] Notary Public
My Commission Expires 11/9/2016

Oil and Gas Privacy Notice:

The Office of Oil and Gas processes your personal information, such as name, address and telephone number, as part of our regulatory duties. Your personal information may be disclosed to other State agencies or third parties in the normal course of business or as needed to comply with statutory or regulatory requirements, including Freedom of Information Act requests. Our office will appropriately secure your personal information. If you have any questions about our use or your personal information, please contact DEP's Chief Privacy Officer at depprivacyofficer@wv.gov.

RECEIVED
Office of Oil and Gas
MAR 17 2014
WV Department of
Environmental Protection

**STATE OF WEST VIRGINIA
DEPARTMENT OF ENVIRONMENTAL PROTECTION, OFFICE OF OIL AND GAS
NOTICE OF APPLICATION**

Notice Time Requirement: notice shall be provided no later than the **filing date of permit application.**

Date of Notice: 3/17/2014 **Date Permit Application Filed:** 3/17/2014

Notice of:

- PERMIT FOR ANY WELL WORK
- CERTIFICATE OF APPROVAL FOR THE CONSTRUCTION OF AN IMPOUNDMENT OR PIT

Delivery method pursuant to West Virginia Code § 22-6A-10(b)

- PERSONAL SERVICE
- REGISTERED MAIL
- METHOD OF DELIVERY THAT REQUIRES A RECEIPT OR SIGNATURE CONFIRMATION

Pursuant to W. Va. Code § 22-6A-10(b) no later than the filing date of the application, the applicant for a permit for any well work or for a certificate of approval for the construction of an impoundment or pit as required by this article shall deliver, by personal service or by registered mail or by any method of delivery that requires a receipt or signature confirmation, copies of the application, the erosion and sediment control plan required by section seven of this article, and the well plat to each of the following persons: (1) The owners of record of the surface of the tract on which the well is or is proposed to be located; (2) The owners of record of the surface tract or tracts overlying the oil and gas leasehold being developed by the proposed well work, if the surface tract is to be used for roads or other land disturbance as described in the erosion and sediment control plan submitted pursuant to subsection (c), section seven of this article; (3) The coal owner, operator or lessee, in the event the tract of land on which the well proposed to be drilled is located [sic] is known to be underlain by one or more coal seams; (4) The owners of record of the surface tract or tracts overlying the oil and gas leasehold being developed by the proposed well work, if the surface tract is to be used for the placement, construction, enlargement, alteration, repair, removal or abandonment of any impoundment or pit as described in section nine of this article; (5) Any surface owner or water purveyor who is known to the applicant to have a water well, spring or water supply source located within one thousand five hundred feet of the center of the well pad which is used to provide water for consumption by humans or domestic animals; and (6) The operator of any natural gas storage field within which the proposed well work activity is to take place. (c)(1) If more than three tenants in common or other co-owners of interests described in subsection (b) of this section hold interests in the lands, the applicant may serve the documents required upon the person described in the records of the sheriff required to be maintained pursuant to section eight, article one, chapter eleven-a of this code. (2) Notwithstanding any provision of this article to the contrary, notice to a lien holder is not notice to a landowner, unless the lien holder is the landowner. W. Va. Code R. § 35-8-5.7.a requires, in part, that the operator shall also provide the Well Site Safety Plan ("WSSP") to the surface owner and any water purveyor or surface owner subject to notice and water testing as provided in section 15 of this rule.

Application Notice WSSP Notice E&S Plan Notice Well Plat Notice is hereby provided to:

SURFACE OWNER(s)
 Name: Robert D. & Virginia A. Nalley
 Address: 2549 Tyler Hwy
Sistersville, WV 26175

Name: _____
 Address: _____

SURFACE OWNER(s) (Road and/or Other Disturbance)
 Name: _____
 Address: _____

Name: _____
 Address: _____

SURFACE OWNER(s) (Impoundments or Pits)
 Name: _____
 Address: _____

COAL OWNER OR LESSEE
 Name: NO DECLARATIONS ON RECORD WITH COUNTY
 Address: _____

COAL OPERATOR
 Name: _____
 Address: _____

WATER PURVEYOR(s)/OWNER(s) OF WATER WELL,
 SPRING OR OTHER WATER SUPPLY SOURCE
 Name: NONE IDENTIFIED WITHIN 1500'
 Address: _____

OPERATOR OF ANY NATURAL GAS STORAGE FIELD
 Name: _____
 Address: _____

*Please attach additional forms if necessary

Notice is hereby given:

Pursuant to West Virginia Code § 22-6A-10(b), notice is hereby given that the undersigned well operator has applied for a permit for well work or for a certificate of approval for the construction of an impoundment or pit.

This Notice Shall Include:

Pursuant to W. Va. Code § 22-6A-10(b), this notice shall include: (1) copies of the application; (2) the erosion and sediment control plan required by section seven of this article; and (3) the well plat.

Pursuant to W. Va. Code § 22-6A-10(f), this notice shall include: (1) a statement of the time limits for filing written comments; (2) who may file written comments; (3) the name and address of the secretary for the purpose of filing the comments and obtaining additional information; and (4) a statement that the persons may request, at the time of submitting written comments, notice of the permit decision and a list of persons qualified to test water.

Pursuant to W. Va. Code R. § 35-8-5.7.a, the operator shall provide the Well Site Safety Plan to the surface owner and any water purveyor or surface owner subject to notice and water testing as provided in section 15 of this rule.

Pursuant to W. Va. Code R. § 35-8-15.2.c, this notice shall: (1) contain a statement of the surface owner's and water purveyor's right to request sampling and analysis; (2) advise the surface owner and water purveyor of the rebuttable presumption for contamination or deprivation of a fresh water source or supply; advise the surface owner and water purveyor that refusal to allow the operator to conduct a pre-drilling water well test constitutes a method to rebut the presumption of liability; (3) advise the surface owner and water purveyor of his or her independent right to sample and analyze any water supply at his or her own expense; advise the surface owner and water purveyor whether or not the operator will utilize an independent laboratory to analyze any sample; and (4) advise the surface owner and or water purveyor that he or she can obtain from the Chief a list of water testing laboratories in the subject area capable of and qualified to test water supplies in accordance with standard acceptable methods.

Additional information related to horizontal drilling may be obtained from the Secretary, at the WV Department of Environmental Protection headquarters, located at 601 57th Street, SE, Charleston, WV 25304 (304-926-0450) or by visiting www.dep.wv.gov/oil-and-gas/pages/default.aspx.

Well Location Restrictions

Pursuant to W. Va. Code § 22-6A-12, Wells may not be drilled within two hundred fifty feet measured horizontally from any existing water well or developed spring used for human or domestic animal consumption. The center of well pads may not be located within six hundred twenty-five feet of an occupied dwelling structure, or a building two thousand five hundred square feet or larger used to house or shelter dairy cattle or poultry husbandry. This limitation is applicable to those wells, developed springs, dwellings or agricultural buildings that existed on the date a notice to the surface owner of planned entry for surveying or staking as provided in section ten of this article or a notice of intent to drill a horizontal well as provided in subsection (b), section sixteen of this article was provided, whichever occurs first, and to any dwelling under construction prior to that date. This limitation may be waived by written consent of the surface owner transmitted to the department and recorded in the real property records maintained by the clerk of the county commission for the county in which such property is located. Furthermore, the well operator may be granted a variance by the secretary from these distance restrictions upon submission of a plan which identifies the sufficient measures, facilities or practices to be employed during well site construction, drilling and operations. The variance, if granted, shall include terms and conditions the department requires to ensure the safety and protection of affected persons and property. The terms and conditions may include insurance, bonding and indemnification, as well as technical requirements. (b) No well pad may be prepared or well drilled within one hundred feet measured horizontally from any perennial stream, natural or artificial lake, pond or reservoir, or a wetland, or within three hundred feet of a naturally reproducing trout stream. No well pad may be located within one thousand feet of a surface or ground water intake of a public water supply. The distance from the public water supply as identified by the department shall be measured as follows: (1) For a surface water intake on a lake or reservoir, the distance shall be measured from the boundary of the lake or reservoir. (2) For a surface water intake on a flowing stream, the distance shall be measured from a semicircular radius extending upstream of the surface water intake. (3) For a groundwater source, the distance shall be measured from the wellhead or spring. The department may, in its discretion, waive these distance restrictions upon submission of a plan identifying sufficient measures, facilities or practices to be employed during well site construction, drilling and operations to protect the waters of the state. A waiver, if granted, shall impose any permit conditions as the secretary considers necessary. (c) Notwithstanding the foregoing provisions of this section, nothing contained in this section prevents an operator from conducting the activities permitted or authorized by a Clean Water Act Section 404 permit or other approval from the United States Army Corps of Engineers within any waters of the state or within the restricted areas referenced in this section. (d) The well location restrictions set forth in this section shall not apply to any well on a multiple well pad if at least one of the wells was permitted prior to the effective date of this article. (e) The secretary shall, by December 31, 2012, report to the Legislature on the noise, light, dust and volatile organic compounds generated by the drilling of horizontal wells as they relate to the well location restrictions regarding occupied dwelling structures pursuant to this section. Upon a finding, if any, by the secretary that the well location restrictions regarding occupied dwelling structures are inadequate or otherwise require alteration to address the items

WW-6A
(8-13)

4709502175
API NO. 47-095
OPERATOR WELL NO. Pursley Unit 2HD
Well Pad Name: Nalley Pad

examined in the study required by this subsection, the secretary shall have the authority to propose for promulgation legislative rules establishing guidelines and procedures regarding reasonable levels of noise, light, dust and volatile organic compounds relating to drilling horizontal wells, including reasonable means of mitigating such factors, if necessary.

Water Well Testing:

Pursuant to West Virginia Code § 22-6A-10(d), notification shall be made, with respect to surface landowners identified in subsection (b) or water purveyors identified in subdivision (5), subsection (b) of this section, of the opportunity for testing their water well. The operator shall provide an analysis to such surface landowner or water purveyor at their request.

Water Testing Laboratories:

Pursuant to West Virginia Code § 22-6A-10(i), persons entitled to notice pursuant to subsection (b) of this section may contact the department to ascertain the names and locations of water testing laboratories in the subject area capable and qualified to test water supplies in accordance with standard accepted methods. In compiling that list of names the department shall consult with the state Bureau for Public Health and local health departments. A surface owner and water purveyor has an independent right to sample and analyze any water supply at his or her own expense. The laboratory utilized by the operator shall be approved by the agency as being certified and capable of performing sample analyses in accordance with this section.

Rebuttable Presumption for Contamination or Deprivation of a Fresh Water Source or Supply:

W. Va. Code § 22-6A-18 requires that (b) unless rebutted by one of the defenses established in subsection (c) of this section, in any action for contamination or deprivation of a fresh water source or supply within one thousand five hundred feet of the center of the well pad for horizontal well, there is a rebuttable presumption that the drilling and the oil or gas well or either was the proximate cause of the contamination or deprivation of the fresh water source or supply. (c) In order to rebut the presumption of liability established in subsection (b) of this section, the operator must prove by a preponderance of the evidence one of the following defenses: (1) The pollution existed prior to the drilling or alteration activity as determined by a predrilling or prealteration water well test. (2) The landowner or water purveyor refused to allow the operator access to the property to conduct a predrilling or prealteration water well test. (3) The water supply is not within one thousand five hundred feet of the well. (4) The pollution occurred more than six months after completion of drilling or alteration activities. (5) The pollution occurred as the result of some cause other than the drilling or alteration activity. (d) Any operator electing to preserve its defenses under subdivision (1), subsection (c) of this section shall retain the services of an independent certified laboratory to conduct the predrilling or prealteration water well test. A copy of the results of the test shall be submitted to the department and the surface owner or water purveyor in a manner prescribed by the secretary. (e) Any operator shall replace the water supply of an owner of interest in real property who obtains all or part of that owner's supply of water for domestic, agricultural, industrial or other legitimate use from an underground or surface source with a comparable water supply where the secretary determines that the water supply has been affected by contamination, diminution or interruption proximately caused by the oil or gas operation, unless waived in writing by that owner. (f) The secretary may order the operator conducting the oil or gas operation to: (1) Provide an emergency drinking water supply within twenty-four hours; (2) Provide temporary water supply within seventy-two hours; (3) Within thirty days begin activities to establish a permanent water supply or submit a proposal to the secretary outlining the measures and timetables to be used in establishing a permanent supply. The total time in providing a permanent water supply may not exceed two years. If the operator demonstrates that providing a permanent replacement water supply cannot be completed within two years, the secretary may extend the time frame on case-by-case basis; and (4) Pay all reasonable costs incurred by the real property owner in securing a water supply. (g) A person as described in subsection (b) of this section aggrieved under the provisions of subsections (b), (e) or (f) of this section may seek relief in court... (i) Notwithstanding the denial of the operator of responsibility for the damage to the real property owner's water supply or the status of any appeal on determination of liability for the damage to the real property owner's water supply, the operator may not discontinue providing the required water service until authorized to do so by the secretary or a court of competent jurisdiction.

Written Comment:

Pursuant to West Virginia Code § 22-6A-11(a), all persons described in subsection (b), section ten of this article may file written comments with the secretary as to the location or construction of the applicant's proposed well work within thirty days after the application is filed with the secretary. All persons described in West Virginia Code § 22-6A-10(b) may file written comments as to the location or construction of the applicant's proposed well work to the Secretary at:

Chief, Office of Oil and Gas
Department of Environmental Protection
601 57th St. SE
Charleston, WV 25304
(304) 926-0450

Such persons may request, at the time of submitting written comments, notice of the permit decision and a list of persons qualified to test water. **NOTE: YOU ARE NOT REQUIRED TO FILE ANY COMMENT.**

WW-6A
(8-13)

API NO. 47- 095 -
OPERATOR WELL NO. Pursley Unit 2HD
Well Pad Name: Nalley Pad

Time Limits and Methods for Filing Comments.

The law requires these materials to be served on or before the date the operator files its Application. You have **THIRTY (30) DAYS** after the filing date to file your comments. Comments must be filed in person or received in the mail by the Chief's office by the time stated above. You may call the Chief's office to be sure of the date. Check with your postmaster to ensure adequate delivery time or to arrange special expedited handling. If you have been contacted by the well operator and you have signed a "voluntary statement of no objection" to the planned work described in these materials, then the permit may be issued at any time.

Pursuant to West Virginia Code § 22-6A-11(c)(2), Any objections of the affected coal operators and coal seam owners and lessees shall be addressed through the processes and procedures that exist under sections fifteen, seventeen and forty, article six of this chapter, as applicable and as incorporated into this article by section five of this article. The written comments filed by the parties entitled to notice under subdivisions (1), (2), (4), (5) and (6), subsection (b), section ten of this article shall be considered by the secretary in the permit issuance process, but the parties are not entitled to participate in the processes and proceedings that exist under sections fifteen, seventeen or forty, article six of this chapter, as applicable and as incorporated into this article by section five of this article.

Comment Requirements

Your comments must be in writing and include your name, address and telephone number, the well operator's name and well number and the approximate location of the proposed well site including district and county from the application. You may add other documents, such as sketches, maps or photographs to support your comments.

Disclaimer: All comments received will be placed on our web site <http://www.dep.wv.gov/oil-and-gas/Horizontal-Permits/Pages/default.aspx> and the applicant will automatically be forwarded an email notice that such comments have been submitted. The applicant will be expected to provide a response to comments submitted by any surface owner, water purveyor or natural gas storage operator noticed within the application.

Permit Denial or Condition

The Chief has the power to deny or condition a well work permit. Pursuant to West Virginia Code § 22-6A-8(d), the permit may not be issued or be conditioned, including conditions with respect to the location of the well and access roads prior to issuance if the director determines that:

- (1) The proposed well work will constitute a hazard to the safety of persons;
- (2) The plan for soil erosion and sediment control is not adequate or effective;
- (3) Damage would occur to publicly owned lands or resources; or
- (4) The proposed well work fails to protect fresh water sources or supplies.

A permit may also be denied under West Virginia Code § 22-6A-7(k), the secretary shall deny the issuance of a permit if the secretary determines that the applicant has committed a substantial violation of a previously issued permit for a horizontal well, including the applicable erosion and sediment control plan associated with the previously issued permit, or a substantial violation of one or more of the rules promulgated under this article, and in each instance has failed to abate or seek review of the violation within the time prescribed by the secretary pursuant to the provisions of subdivisions (1) and (2), subsection (a), section five of this article and the rules promulgated hereunder, which time may not be unreasonable.

Pursuant to West Virginia Code § 22-6A-10(g), any person entitled to submit written comments to the secretary pursuant to subsection (a), section eleven of this article, shall also be entitled to receive from the secretary a copy of the permit as issued or a copy of the order modifying or denying the permit if the person requests receipt of them as a part of the written comments submitted concerning the permit application. Such persons may request, at the time of submitting written comments, notice of the permit decision and a list of persons qualified to test water.

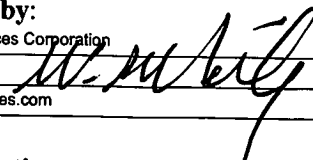
WW-6A
(8-13)

4709502175

API NO. 47-095
OPERATOR WELL NO. Pursley Unit 2HD
Well Pad Name: Nalley Pad

Notice is hereby given by:

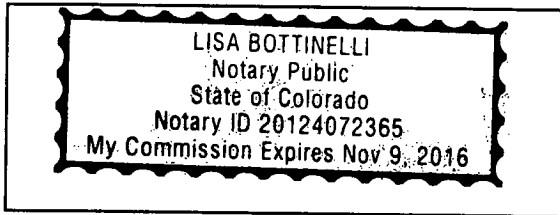
Well Operator: Antero Resources Corporation
Telephone: (303) 357-7310
Email: amihalcin@anteroresources.com



Address: 1625 17th Street
Denver, CO 80202
Facsimile: 303-357-7315

Oil and Gas Privacy Notice:

The Office of Oil and Gas processes your personal information, such as name, address and telephone number, as part of our regulatory duties. Your personal information may be disclosed to other State agencies or third parties in the normal course of business or as needed to comply with statutory or regulatory requirements, including Freedom of Information Act requests. Our office will appropriately secure your personal information. If you have any questions about our use or your personal information, please contact DEP's Chief Privacy Officer at depprivacyofficer@wv.gov.



Subscribed and sworn before me this 14 day of March 14.
Lisa Bottinelli Notary Public
My Commission Expires 11/9/2016

RECEIVED
Office of Oil and Gas
MAR 17 2014
WV Department of
Environmental Protection

RECEIVED
Office of Oil and Gas
MAR 17 2014
WV Department of
Environmental Protection

CERTIFIED MAIL RECEIPT
PURSLEY UNIT 2HD
WW-6A NOTICE OF APPLICATION
TO SURFACE OWNER

UNIT OF GOVERNMENT

Instructions

1. Each Click-N-Ship® label is unique. Labels are to be used as printed and used only once. **DO NOT PHOTO COPY OR ALTER LABEL.**
2. Place your label so it does not wrap around the edge of the package.
3. Adhere your label to the package. A self-adhesive label is recommended. If tape or glue is used, **DO NOT TAPE OVER BARCODE.** Be sure all edges are secure.
4. To mail your package with PC Postage®, you may schedule a Package Pickup online, hand to your letter carrier, take to a Post Office™, or drop in a USPS collection box.
5. Mail your package on the "Ship Date" you selected when creating this label.
6. For information on insurance claims, click on "My Account" at the top of any Click-N-Ship web page and then the "How to File a Claim" link.

Click-N-Ship® Label Record

**Signature Confirmation™ / Insurance Number:
9407 8036 9930 0006 7794 72**

Trans. #:	292621412	Priority Mail® Postage:	\$5.05
Print Date:	03/14/2014	Insurance Fee:	\$0.00
Ship Date:	03/17/2014	Signature Confirmation:	\$2.35
Expected Delivery Date:	03/20/2014	(Electronic Rate)	
Insured Value:	\$14.00	Total:	\$7.40

From: LISA BOTTINELLI
ANTERO RESOURCES
1625 17TH ST
DENVER CO 80202-5986

To: ROBERT D. AND VIRGINIA A. NALLEY
2549 TYLER HWY
SISTERSVILLE WV 26175-0152

* Commercial Base Pricing Priority Mail rates apply. There is no fee for USPS Tracking™ service on Priority Mail service with use of this electronic rate shipping label. Refunds for unused postage paid labels can be requested online 30 days from the print date.

RECEIVED
Office of Oil and Gas
MAR 17 2014
WV Department of
Environmental Protection



Thank you for shipping with the United States Postal Service!
Check the status of your shipment on the USPS Tracking™ page at usps.com

WW-6A3
(1/12)

Operator Well No. Pursley Unit 2HD
Multiple Wells on the Nalley Pad

STATE OF WEST VIRGINIA
DEPARTMENT OF ENVIRONMENTAL PROTECTION, OFFICE OF OIL AND GAS
NOTICE OF ENTRY FOR PLAT SURVEY

Notice Time Requirement: Notice shall be provided at least **SEVEN (7)** days but no more than **FORTY-FIVE (45)** days prior to entry

Date of Notice: 8/8/2013 **Date of Planned Entry:** 8/17/2013

Delivery method pursuant to West Virginia Code § 22-6A-10a.

- PERSONAL SERVICE REGISTERED MAIL METHOD OF DELIVERY THAT REQUIRES A RECEIPT OR SIGNATURE CONFIRMATION

Pursuant to West Virginia Code § 22-6A-10(a), Prior to filing a permit application, the operator shall provide notice of planned entry on to the surface tract to conduct any plat surveys required pursuant to this article. Such notice shall be provided at least seven days but no more than forty-five days prior to such entry to: (1) The surface owner of such tract; (2) to any owner or lessee of coal seams beneath such tract that has filed a declaration pursuant to section thirty-six, article six, chapter twenty-two of this code; and (3) any owner of minerals underlying such tract in the county tax records. The notice shall include a statement that copies of the state Erosion and Sediment Control Manual and the statutes and rules related to oil and gas exploration and production may be obtained from the Secretary, which statement shall include contact information, including the address for a web page on the Secretary's web site, to enable the surface owner to obtain copies from the secretary.

Notice is hereby provided to:

SURFACE OWNER(s)

Name: Robert D. & Virginia A. Nalley ✓
Address: 645 Tyler Hwy
Sistersville, WV 26175

Name: _____
Address: _____

Name: _____
Address: _____

COAL OWNER OR LESSEE

Name: NO DECLARATIONS ON RECORD WITH COUNTY
Address: _____

MINERAL OWNER(s)

Name: PLEASE SEE ATTACHMENT ✓
Address: _____

*please attach additional forms if necessary

Notice is hereby given:

Pursuant to West Virginia Code § 22-6A-10(a), notice is hereby given that the undersigned well operator is planning entry to conduct a plat survey on the tract of land as follows:

State: West Virginia
County: Tyler
District: Lincoln
Quadrangle: Paden City

Approx. Latitude & Longitude: 39.544415, -80.954570
Public Road Access: CR 18
Watershed: Pursley Creek of the Ohio River
Generally used farm name: Nalley, Robert D. & Virginia A.

Copies of the state Erosion and Sediment Control Manual and the statutes and rules related to oil and gas exploration and production may be obtained from the Secretary, at the WV Department of Environmental Protection headquarters, located at 601 57th Street, SE, Charleston, WV 25304 (304-926-0450). Copies of such documents or additional information related to horizontal drilling may be obtained from the Secretary by visiting www.dep.wv.gov/oil-and-gas/pages/default.aspx.

Notice is hereby given by:

Well Operator: Antero Resources Corporation
Telephone: (303) 357-7310
Email: amihalcin@anteroresources.com

Address: 1625 17th Street
Denver, CO 80202
Facsimile: 303-357-7315

Oil and Gas Privacy Notice:

The Office of Oil and Gas processes your personal information, such as name, address and telephone number, as part of our regulatory duties. Your personal information may be disclosed to other State agencies or third parties in the normal course of business or as needed to comply with statutory or regulatory requirements, including Freedom of Information Act requests. Our office will appropriately secure your personal information. If you have any questions about our use or your personal information, please contact DEP's Chief Privacy Officer at depprivacyofficer@wv.gov.

WW-6A3 Notice of Entry For Plat Survey Attachment:**Mineral Owners:**

- ✓ **Owner:** Donna Jean Long
Address: 207 Aurora St. Apt B
Marietta, OH 45750
- ✓ **Owner:** Oxy USA
Address: 5 Greenway Plaza Suite 110
Houston, TX 77046
- ✓ **Owner:** Somerset Minerals, LP
Address: 14860 Montfort Drive Suite 209
Dallas, TX 75254
- ✓ **Owner:** BP Mineral Holding LLC
Address: 200 Crescent Ct. Suite 200
Dallas, TX 75201

CERTIFIED MAIL RECEIPT
PURSLEY UNIT 2HD
(NALLEY PAD)
WW-6A3 NOTICE OF ENTRY FOR PLAT SURVEY
TO SURFACE OWNER

U.S. Postal Service™
CERTIFIED MAIL™ RECEIPT
(Domestic Mail Only; No Insurance Coverage Provided)

For delivery information visit our website at www.usps.com.

OFFICIAL USE

Postage	\$ 0.46
Certified Fee	3.10
Return Receipt Fee (Endorsement Required)	2.55
Restricted Delivery Fee (Endorsement Required)	
Total Postage & Fees	\$ 6.11

7013 0600 0001 8333 9666

Robert D. Nalley and Virginia A. Nalley
 645 Tyler Highway
 Sistersville, WV 26175

PS Form 3800, August 2006

CERTIFIED MAIL RECEIPT
PURSLEY UNIT 2HD
(NALLEY PAD)
WW-6A3 NOTICE OF ENTRY FOR PLAT SURVEY
TO MINERAL OWNER

U.S. Postal Service™
CERTIFIED MAIL™ RECEIPT
(Domestic Mail Only; No Insurance Coverage Provided)

For delivery information visit our website at www.usps.com.

OFFICIAL USE

Postage	\$ 0.46
Certified Fee	3.10
Return Receipt Fee (Endorsement Required)	2.55
Restricted Delivery Fee (Endorsement Required)	
Total Postage & Fees	\$ 6.11

7012 3460 0001 9461 4482

Donna Jean Long
 207 Aurora St. Apt B
 Marietta, OH 45750

PS Form 3800, August 2006

U.S. Postal Service™
CERTIFIED MAIL™ RECEIPT
(Domestic Mail Only; No Insurance Coverage Provided)

For delivery information visit our website at www.usps.com.

OFFICIAL USE

Postage	\$ 0.46
Certified Fee	3.10
Return Receipt Fee (Endorsement Required)	2.55
Restricted Delivery Fee (Endorsement Required)	
Total Postage & Fees	\$ 6.11

7012 3460 0001 9461 4499

Oxy USA
 5 Greenway Plaza Suite 110
 Houston, TX 77046

PS Form 3800, August 2006

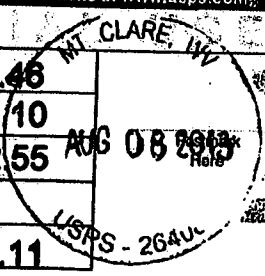
4709502175

CERTIFIED MAIL RECEIPT
PURSLEY UNIT 2HD
(NALLEY PAD)
WW-6A3 NOTICE OF ENTRY FOR PLAT SURVEY
TO MINERAL OWNER

7012 3460 0001 9461 4291

U.S. Postal Service
CERTIFIED MAIL RECEIPT
(Domestic Mail Only; No Insurance Coverage Provided)
For delivery information visit our website at www.usps.com

Postage	\$ 0.46
Certified Fee	3.10
Return Receipt Fee (Endorsement Required)	2.55
Restricted Delivery Fee (Endorsement Required)	
Total Postage & Fees	\$ 6.11



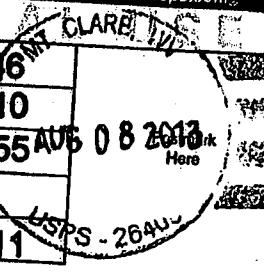
Somerset Minerals, LP
14860 Montfort Drive Suite 209
Dallas, TX 75254

PS Form 3800, August 2006 See Reverse for Instructions

7012 3460 0001 9461 4307

U.S. Postal Service
CERTIFIED MAIL RECEIPT
(Domestic Mail Only; No Insurance Coverage Provided)
For delivery information visit our website at www.usps.com

Postage	\$ 0.46
Certified Fee	3.10
Return Receipt Fee (Endorsement Required)	2.55
Restricted Delivery Fee (Endorsement Required)	
Total Postage & Fees	\$ 6.11



BP Mineral Holding LLC
200 Crescent Ct. Suite 200
Dallas, TX 75201

PS Form 3800, August 2006 See Reverse for Instructions

RECEIVED
Office of Oil and Gas
MAR 17 2014
WV Department of
Environmental Protection

STATE OF WEST VIRGINIA
DEPARTMENT OF ENVIRONMENTAL PROTECTION, OFFICE OF OIL AND GAS
NOTICE OF PLANNED OPERATION

Notice Time Requirement: notice shall be provided no later than the **filing date of permit application.**

Date of Notice: 03/17/2014 **Date Permit Application Filed:** 03/17/2014

Delivery method pursuant to West Virginia Code § 22-6A-16(c)

CERTIFIED MAIL HAND
RETURN RECEIPT REQUESTED DELIVERY

Pursuant to W. Va. Code § 22-6A-16(c), no later than the date for filing the permit application, an operator shall, by certified mail return receipt requested or hand delivery, give the surface owner whose land will be used for the drilling of a horizontal well notice of the planned operation. The notice required by this subsection shall include: (1) A copy of this code section; (2) The information required to be provided by subsection (b), section ten of this article to a surface owner whose land will be used in conjunction with the drilling of a horizontal well; and (3) A proposed surface use and compensation agreement containing an offer of compensation for damages to the surface affected by oil and gas operations to the extent the damages are compensable under article six-b of this chapter. (d) The notices required by this section shall be given to the surface owner at the address listed in the records of the sheriff at the time of notice.

Notice is hereby provided to the SURFACE OWNER(s)

(at the address listed in the records of the sheriff at the time of notice):

Name: Robert D. & Virginia A. Nalley ✓

Address: 2549 Tyler Hwy

Sistersville, WV 26175

Name: _____

Address: _____

Notice is hereby given:

Pursuant to West Virginia Code § 22-6A-16(c), notice is hereby given that the undersigned well operator has developed a planned operation on the surface owner's land for the purpose of drilling a horizontal well on the tract of land as follows:

State:	<u>West Virginia</u>	UTM NAD 83	Easting:	<u>503,902.065m</u>
County:	<u>Tyler</u>		Northing:	<u>4,377,218.483m</u>
District:	<u>Lincoln</u>	Public Road Access:		<u>CR 18</u>
Quadrangle:	<u>Paden City</u>	Generally used farm name:		<u>Nalley, Robert D. & Virginia A.</u>
Watershed:	<u>Pursley Creek of the Ohio River</u>			

This Notice Shall Include:

Pursuant to West Virginia Code § 22-6A-16(c), this notice shall include: (1) A copy of this code section; (2) The information required to be provided by W. Va. Code § 22-6A-10(b) to a surface owner whose land will be used in conjunction with the drilling of a horizontal well; and (3) A proposed surface use and compensation agreement containing an offer of compensation for damages to the surface affected by oil and gas operations to the extent the damages are compensable under article six-b of this chapter. Additional information related to horizontal drilling may be obtained from the Secretary, at the WV Department of Environmental Protection headquarters, located at 601 57th Street, SE, Charleston, WV 25304 (304-926-0450) or by visiting www.dep.wv.gov/oil-and-gas/pages/default.aspx.

Well Operator: Antero Resources Corporation
Telephone: (303) 357-7310
Email: amihalcin@anteroresources.com

Address: 1625 17th Street
Denver, CO 80202
Facsimile: 303-357-7315

RECEIVED
Office of Oil and Gas
MAR 17 2014
WV Department of
Environmental Protection

Oil and Gas Privacy Notice:

The Office of Oil and Gas processes your personal information, such as name, address and telephone number, as part of our regulatory duties. Your personal information may be disclosed to other State agencies or third parties in the normal course of business or as needed to comply with statutory or regulatory requirements, including Freedom of Information Act requests. Our office will appropriately secure your personal information. If you have any questions about our use or your personal information, please contact DEP's Chief Privacy Officer at depprivacyofficer@wv.gov.

CERTIFIED MAIL RECEIPT
PURSLEY UNIT 2HD
WW-6A5 NOTICE OF PLANNED OPERATIONS
TO SURFACE OWNER

UNIT ON LABEL FRONT

Instructions

1. Each Click-N-Ship® label is unique. Labels are to be used as printed and used only once. **DO NOT PHOTO COPY OR ALTER LABEL.**
2. Place your label so it does not wrap around the edge of the package.
3. Adhere your label to the package. A self-adhesive label is recommended. If tape or glue is used, **DO NOT TAPE OVER BARCODE.** Be sure all edges are secure.
4. To mail your package with PC Postage®, you may schedule a Package Pickup online, hand to your letter carrier, take to a Post Office™, or drop in a USPS collection box.
5. Mail your package on the "Ship Date" you selected when creating this label.
6. For information on insurance claims, click on "My Account" at the top of any Click-N-Ship web page and then the "How to File a Claim" link.

Click-N-Ship® Label Record

**Signature Confirmation™ / Insurance Number:
9407 8036 9930 0006 7794 72**

Trans. #:	292621412	Priority Mail® Postage:	\$5.05
Print Date:	03/14/2014	Insurance Fee:	\$0.00
Ship Date:	03/17/2014	Signature Confirmation:	\$2.35
Expected Delivery Date:	03/20/2014	(Electronic Rate)	
Insured Value:	\$14.00	Total:	\$7.40

From: LISA BOTTINELLI
ANTERO RESOURCES
1625 17TH ST
DENVER CO 80202-5986

To: ROBERT D. AND VIRGINIA A. NALLEY
2549 TYLER HWY
SISTERSVILLE WV 26175-9152

* Commercial Base Pricing Priority Mail rates apply. There is no fee for USPS Tracking™ service on Priority Mail service with use of this electronic rate shipping label. Refunds for unused postage paid labels can be requested online 30 days from the print date.



*Thank you for shipping with the United States Postal Service!
Check the status of your shipment on the USPS Tracking™ page at usps.com*



WEST VIRGINIA DEPARTMENT OF TRANSPORTATION

Division of Highways1900 Kanawha Boulevard East • Building Five • Room 110
Charleston, West Virginia 25305-0430 • (304) 558-3505Earl Ray Tomblin
GovernorPaul A. Mattox, Jr., P. E.
Secretary of Transportation/
Commissioner of Highways

February 19, 2014

James A. Martin, Chief
Office of Oil and Gas
Department of Environmental Protection
601 57th Street, SE
Charleston, WV 25304Subject: DOH Permit for the Nalley Pad, Tyler County
Pursley Unit 2HD Well site

Dear Mr. Martin,

This well site will be accessed from a DOH permit #06-2013-0438 which has been issued to Antero Resources Corporation for access to the State Road for a well site located off of WV Route 18 in Tyler County.

This operator is currently in compliance with the DOH OIL AND GAS POLICY dated January 3, 2012.

Very Truly Yours,

Handwritten signature of Gary K. Clayton in cursive.

Gary K. Clayton, P.E.
Regional Maintenance Engineer
Central Office O&G CoordinatorCc: Ashlie Mihalcin
Antero Resources Corporation
CH, CHH, OM, D-6
File

**List of Anticipated Additives Used for Fracturing or
Stimulating Well**

Additives	Chemical Abstract Service Number (CAS #)
Fresh Water	7732-18-5
2 Phosphobutane 1,2,4 tricarboxylic acid	37971-36-1
Ammonium Persulfate	7727-54-0
Anionic copolymer	proprietary
Anionic polymer	proprietary
BTEX Free Hydrotreated Heavy Naphtha	64742-48-9
Cellulase enzyme	(Proprietary)
Demulsifier Base	(Proprietary)
Ethoxylated alcohol blend	Mixture
Ethoxylated Nonylphenol	68412-54-4
Ethoxylated oleylamine	26635-93-8
Ethylene Glycol	107-21-1
Glycol Ethers	111-76-2
guar gum	9000-30-0
Hydrogen Chloride	7647-01-0
Hydrotreated light distillates, non-aromatic, BTEX free	64742-47-8
Isopropyl alcohol	67-63-0
liquid, 2,2-dibromo-3-nitropropionamide	10222-01-2
Microparticle	proprietary
Petroleum Distillates (BTEX Below Detect)	64742-47-8
Polyacrylamide	57-55-6
Propargyl Alcohol	107-19-7
Propylene Glycol	57-55-6
Quartz	14808-60-7
Silica, crystalline quartz	7631-86-9
Sodium Chloride	7647-14-5
Sodium Hydroxide	1310-73-2
Sugar	57-50-1
Surfactant	68439-51-0
Suspending agent (solid)	14808-60-7
Tar bases, quinoline derivs, benzyl chloride-quaternized	72480-70-7

RECEIVED
Office of Oil and Gas
MAR 17 2014

RECEIVED
Office of Environmental Protection
ENR and Gas
MAR 17 2014

WV Department of
Environmental Protection

**Antero Resources Corporation Site Construction Plan for
Nalley Well Pad & Water Containment Pad**

Antero Resources Corporation (Antero) is submitting the following Site Construction Plan in compliance with §35-8-5.5. This plan is submitted in conjunction with the Nalley Well Pad & Water Containment Pad Site Design & Construction Plan, Erosion & Sediment Control Plans prepared in accordance with the West Virginia Code of State Rules, Division of Environmental Protection and Office of Oil and Gas, and certified by Navitus Engineering Inc., a West Virginia registered professional engineer.

Requirement §5.5.a. *The plan should describe the nature and purpose of the construction project and identify the procedures for construction that will be used to achieve site stability. The plan shall be considered conditions of the permit and be enforceable as such.*

Antero Response

The nature and purpose of the subject project is to perforate, fracture, and complete one or more horizontal shallow wells. Procedures to achieve site stability include seeding and mulching of earth disturbed areas and implementation of erosion and sediment best management practices (BMPs). Details of seeding and mulching rates as well as procedures for installation and maintenance of erosion and sediment BMPs are outlined on page 2 of "Nalley Well Pad & Water Containment Pad Site Design & Construction Plan, Erosion & Sediment Control Plans" (Site Design) prepared and certified by Navitus Engineering Inc. of West Virginia.

These procedures will be considered as conditions of the permit and shall be inspected and maintained for continual compliance measures outlined in §35-8-5.5.

Requirement §5.5.b.1. *A vicinity map location the site in relation to the surrounding area and roads;*

Antero Response

Please refer to the vicinity map on page 1 for the location the site in relation to the surrounding area and roads.

Requirement §5.5.b.2. *A plan view site map at a scale of one inch equal to one hundred feet (or greater) greater that shows appropriate detail of all site features and:*

Requirement §5.5.b.A. *Clearly identifies the limit of disturbance for the project;*

Antero Response

The limit of disturbance for the Nalley Well Pad & Water Containment Pad can be found on "Overall Plan Sheet Index & Volumes," "Access Road Pad," "Access Road & Water Containment Pad Plan," and "Access Road & Well Pad Plan" on pages 5-8 of the Site Design.

Requirement §5.5.b.2.B. *Provides existing topographic information on a contour interval that affords sufficient detail to illustrate site terrain conditions*

RECEIVED
Office of Oil and Gas
MAR 17 2014
WV Department of
Environmental Protection

Antero Response

Please refer to the "Existing Conditions" maps on page 4 of the Site Design for the current topographic conditions for the constructed pad on a contour interval that affords sufficient detail to illustrate site terrain conditions.

Requirement §5.5.b.2.C. Identifies proposed cut and fill areas with grading contours at an interval that provides sufficient detail to accurately depict slope ratios, indicating top and bottom of slopes; and

Antero Response

Please refer "Overall Plan Sheet Index & Volumes," "Access Road Pad," "Access Road & Water Containment Pad Plan," and Access Road & Well Pad Plan" maps on pages 5-8 as well as the "Access Road Profiles," "Access Road Sections," "Well Pad Sections," and "Well Pad & Water Containment Pad Sections" on page 9-13 of the Site Design for proposed cut and fill areas with grading contours.

Requirement §5.5.b.2.D. Identifies any existing structures, roads, water bodies, and other critical areas within the area that would most likely be affected by the construction.

Antero Response

Please refer "Overall Plan Sheet Index & Volumes," "Access Road Pad," "Access Road & Water Containment Pad Plan," and Access Road & Well Pad Plan" on pages 5-8 for the map identifying any structures, roads, water bodies, and other critical areas within the area of interest that would be most likely affected by construction.

Requirement §5.5.b.3. A cross-section of the length and width of the location, providing cut and fill volumes; and

Antero Response

Please refer to the "Access Road Profiles," "Access Road Sections," "Well Pad Sections," and "Well Pad & Water Containment Pad Sections" on page 9-13 for a cross-section of the location. The cut and fill volumes can be found in "Material Quantities" on page 3.

Requirement §5.5.b.4. Any other engineering designs or drawings necessary to construct the project.

Antero Response

All other engineering designs and drawings necessary to construct this project are included in the Site Design.

Requirement §5.5.c. At a minimum, site construction shall be conducted in accordance with the following criteria:

Antero Response

All Antero contractors shall be notified of and comply with the measures outlined in Section 5 MAR 17 2014 §35-8.

RECEIVED
Office of Oil and Gas

MAR 17 2014
WV Department of
Environmental Protection

Requirement §5.5.c.1. *All woody material, brush, and trees shall be cleared from the site area and kept to the minimum necessary for proper construction, including the installation of necessary sediment controls. Trees six inches in diameter and larger shall be cut and logs stacked;*

Antero Response

The Site Design outlines measures to maintain compliance with Section 201 of the WVDOH Specifications which outlines clearing and grubbing measures. Please refer to Construction and E&S Control Notes on page 2 of the Site Design.

Requirement §5.5.c.2. *Topsoil shall be removed from construction areas and stockpiled for reuse during reclamation. In woodland areas, tree stumps, large roots, large rocks, tree and leaf debris, and ground vegetation shall be removed prior to actual site constructions;*

Antero Response

The Site Design outlines procedures for stripping and stocking topsoil. Please refer to Construction and E&S Control Notes on page 2 of the Site Design. In addition, soil for stockpiling and use as fill shall be further compliant with measures outlined in Section 5.5.c.2. of §35-8-5.5.

Requirement §5.5.c.3. *No embankment fill shall be placed on frozen material;*

Antero Response

All Antero contractors shall be notified of and comply with measures outlined in Section 5.5.c.3. of §35-8-5.5.

Requirement §5.5.c.4. *The fill material shall be clean mineral soil, free of roots, woody vegetation, stumps, sod, large rocks, frozen soil or other objectionable material;*

Antero Response

The Site Design outlines procedures for stripping and stocking topsoil. Please refer to Construction and E&S Control Notes on page 2 of the Site Design. In addition, soil shall be further defined to the measures outlined in Section 5.5.c.4. of §35-8-5.5.

Requirement §3.2.b.5. *Embankment material shall exhibit adequate soil strength and contain the proper amount of moisture to ensure that compaction will be achieved;*

Antero Response

All Antero contractors shall be notified of and comply with measures outlined in Section 5.5.c.5. of §35-8-5.5.

Requirement §5.5.c.6 *Earthen fill slopes should be constructed with slopes no steeper than a ratio of two to one (2:1);*

Antero Response

The Site Design outlines all earthen fill slopes to be constructed with slopes no steeper than a ratio of two to one (2:1).

Requirement §5.5.c.7. *Fill material will be placed in lifts or layers over the length of the fill. Lift thickness of soil shall be as thin as the suitable random excavated material will permit, typically from six to twelve (12) inches; and*

Antero Response

Please refer to the Construction and E&S Control Notes on page 2 of the Site Design. Fill shall be placed in horizontal lifts of maximum loose depth of 12 inches. Compaction will be performed with a compactor with a minimum of five ton static drum weight vibratory roller or five ton static drum weight sheeps footed compactor as appropriate for the type of soil material at the site or other compactor approved by the Engineer.

Requirement §5.5.c.8. *The size of rock lifts shall not exceed thirty-six (36) inches. The rock shall not be greater in any dimension than thirty-six (36) inches;*

Antero Response

All Antero contractors shall be notified of and comply with measures outlined in Section 5.5.c.8. of §35-8-5.5.

Requirement §5.5.c.9. *Compaction shall be obtained by compaction equipment or by routing the hauling equipment over the fill so that the entire surface of each fill lift is compacted by at least one wheel or tread track of equipment or by a compactor. Each lift shall be compacted before beginning the next lift;*

Antero Response

Compaction compliance measures are outlined in the Construction and E&S Notes on page 2. Compaction is required with a compactor with a minimum of five ton static drum weight vibratory roller or five ton static drum weight sheeps footed compactor as appropriate for the type of soil material at the site or other compactor approved by the Engineer.

Requirement §5.5.c.10. *Surface water diversion ditches shall be constructed above the disturbed area to intercept water and to divert surface water runoff around the site; and*

Antero Response

Construction and E&S Control Notes on page 2 of the Site Design identifies the surface diversions used to prevent surface water and subsurface water from flowing on to the well pad and coming into contact with the stormwater associated with the well pad. Additional Erosion & Sediment BMPs will be used to prevent sediment discharges from the project.

Requirement §5.5.c.11. *In areas of steep terrain, a terraced bench shall be constructed at the base of the slope where fill is to be placed, creating a toe foundation and aid in holding fill material. Additional terracing shall be constructed from each additional fifty (50) vertical feet of slope and shall be a minimum of ten (10) feet wide.*

Antero Response

All Antero contractors shall be notified of and comply with the measures outlined in Section 5.5.c.11. of §35-8-5.5.

RECEIVED
Office of Oil and Gas

MAR 17 2014
MAR 11 11:07 AM
WV Department of
Environmental Protection

Antero Resources Corporation Erosion and Sediment Control Plan for Nalley Well Pad & Water Containment Pad

Antero Resources Corporation (Antero) is submitting the following narrative and set of drawings in compliance with §35-8-5.4. This plan is submitted in conjunction with the Nalley Well Pad & Water Containment Pad Site Design & Construction Plan, Erosion & Sediment Control Plans prepared in accordance with the West Virginia Code of State Rules, Division of Environmental Protection and Office of Oil and Gas, and certified by Navitus Engineering Inc., a West Virginia registered professional engineer.

Requirement §5.4.b.1. *A general sequence of events that describe in relative terms how and when each construction phase (i.e. clearing and grubbing, mass grading, stabilization) will occur and when each erosion and sediment control best management practice ("BMP") will be installed;*

Antero Response:

The following includes a general sequence of events that describe in relative terms how and when each construction phase is anticipated to occur and erosion and sediment control BMPs to be installed. Please refer to the Nalley Well Pad & Water Containment Pad Site Design & Construction Plan, Erosion & Sediment Control Plans (Site Design) prepared and certified by Navitus Engineering Inc. for specific construction measures. Compliance with the measures outlined in the Site Construction Plan (§35-8-5.4) submitted in conjunction with this plan will also be maintained.

1. A pre-construction conference with the contactor and the appropriate erosion and sediment control inspector 48 hours prior to beginning work to review the construction drawings and provide any requested guidance.
2. Stake the limits of construction and mark all identified wetlands, streams, and other areas of concern for construction activities. Install signs to designate the areas and orange safety fence to identify important project attributes such as approved access roads, no refueling zones, wetlands/steam bounds, Etc.
3. Construct the rock construction entrance. All vehicles entering and exiting the site shall do so via the rock construction entrance.
4. Construction all BMP's as soon as clearing and grubbing operations allow. Diversions and sediment trap(s)/basin(s) shall be seeded and mulched immediately.
5. If applicable, convey upslope drainage around the access road, well pad, and water containment pad areas by constructing all diversion berm(s) and/or compost filter sock diversion(s) as shown on the plans.
6. Clear and grub the site. All woody material, brush, trees, stumps, large roots, boulders, and debris shall be cleared from the site area and kept to the minimum necessary for proper construction, including the installation of necessary sediment controls. Trees six inches in diameter and larger shall be cut and logs stacked. Smaller trees, brush, and stumps shall be cut and/or grubbed and windrowed in appropriate areas for use as sediment barriers at water drainage outlets (as shown on the plans), windrowed below the well site, used for wildlife habitat, burned (as per WV forest fire laws), removed from site, or disposed of by other methods approved by WV DEP.

RECEIVED
Office of Oil and Gas
MAR 17 2014
WV Department of
Environmental Protection

7. If applicable, install all wetland or stream crossings as shown on the plans.
8. Strip the topsoil from the access road. Prior to placing any fill, the exposed subgrade shall be compacted and proof rolled to produce a stable and unyielding site. All stripped topsoil shall be stockpiled in areas shown in the plans and immediately stabilized. Additional BMP measures shall be constructed around topsoil stockpiles, if necessary.
9. Construct the access road. All fill areas, including excess material stockpiles, shall be "keyed in" and compacted in horizontal lifts with a maximum loose thickness of 12" and maximum particle size of less than 6". All fill shall be compacted by a vibrating sheepsfoot roller to 95% per the standard proctor test (ASTM-D698) moisture content will be controlled in accordance with the standard proctor test (ASTM-D698) results. It is also recommended that each lift be proof rolled with a loaded haul truck where applicable. Ditch relief culverts shall be installed at a grade of 1-8% to minimize outlet velocities to the extent possible. Install outlet protection once ditch relief culverts are installed, as shown on plans. Stabilize the road with geotextile fabric & stone and side slopes as specified with permanent seeding. Excess material shall be stockpiled (if necessary) in areas shown in the plans and immediately stabilized. Topsoil shall be stripped from all stockpile areas prior to construction stockpiles. After stockpiles are constructed, topsoil is to be reapplied at a depth of 6". Slopes shall be tracked by running tracked machinery up and down the slope leaving tread marks parallel to the contour. All ditch lines shall be cleaned prior to installation of lined protection.
10. Strip the topsoil from the well pad and water containment pad. Prior to placing any fill, the exposed subgrade shall be compacted and proof rolled to produce a stable and unyielding site. All stripped topsoil shall be stockpiled in areas shown in the plans and immediately stabilized. Additional BMP measures shall be constructed around topsoil stockpiles, if necessary.
11. Grade the well pad and water containment pad areas as shown on the plans. Install Pad Sumps (With 4" PVC drain pipe and outlet protection) and containment berm liner system. Immediately stabilize the outer areas of the well pad and water containment pad. The well pad and water containment pad areas shall be stabilized with geotextile fabric & stone and the side slopes with erosion control blanketing when slopes are 3:1 or greater. Apply seed and mulch to all disturbed areas. This shall include all areas that will not be subject to regular traffic activity (to be stabilized with stone), or any disturbed area that will not be re-disturbed before site reclamation begins.
12. Commence well drilling activity.
13. All BMP's must remain in place and functional until all areas within the limit of disturbance are complete and permanently stabilized. Maintenance must include inspection of all erosion and sediment controls after each runoff event in excess of 0.5" and on a biweekly basis.
14. The construction site should be stabilized as soon as possible after completion. Establishment of final stabilization must be initiated no later than 7 days after reaching final grade. Final stabilization means that all soil-disturbing activities are completed, and that either a permanent vegetative cover with a density of 70% or greater has been established or that the surface has been stabilized by hard cover such as pavement or buildings. It should be noted that the 70% requirement refers to the total area vegetated and not just a percent of the site.
15. All permanent sediment control measures can be removed after the site is permanently stabilized and approval is received from the WVDEP
16. Any areas disturbed by removal of controls shall be repaired, stabilized, and permanently seeded.

RECEIVED
 Office of Oil and Gas
 MAR 17 2014
 WV Department of
 Environmental Protection

Requirement §5.4.b.2. *A description of the stabilization methods to be used, including the application rates for temporary and permanent seeding and mulching, and provide the timeframes for establishing stabilization*

Antero Response:

Stabilization methods used include seeding and mulching of disturbed areas as well as the implementation of erosion and sediment control BMPs. Please refer to Construction and E&S Control Notes on page 2 as well as "Construction Details" on page 16-21 for detailed descriptions of the different stabilization methods to be used. Seeding and mulching is to be in accordance with the WVDOT Standard Specifications unless specified otherwise in the plans or unless specified otherwise by the construction engineer or Antero representative. Please refer to Erosion and Sediment Control Narrative under Construction and E&S Control Notes on page 2 of the Site Design for more specific information regarding application, liming, and mulching rates.

Erosion and sediment BMPs will be constructed, stabilized, and functional before site disturbance begins within the tributary areas of those BMPs. In a timely manner after earth disturbance activities cease, Antero shall stabilize any areas disturbed by the activities. During non-germination periods, mulch must be applied at the specified rates. Disturbed areas which are not at finish grade and which will be re-disturbed within 1 year will be stabilized in accordance with the temporary vegetative stabilization and specifications. Disturbed areas which are finished grade or which will not be re-disturbed within 1 year will be stabilized in accordance with the permanent vegetative stabilization specification. Please refer to "Construction and E&S Control Notes" on page 2 for more information regarding timeframes for establishing stabilization and erosion and sediment BMPs.

The site shall be considered to have achieved full stabilization when it has a minimum uniform 70% perennial vegetative cover or other permanent non-vegetative cover with a density sufficient to resist accelerated surface erosion and subsurface characteristics to resist sliding and other movements. Until the site achieves final stabilization, Antero will assure that the best management practices (BMPs) are implemented, inspected, operated, and maintained. As such, Antero will maintain written inspection logs. All maintenance work, including cleaning, repair, replacement, regarding, and re-stabilization shall be performed immediately upon discovery of deficiency. After final stabilization has been achieved, temporary erosion and sediment BMPs controls will be removed. Areas disturbed during removal of the BMPs will be stabilized immediately.

Requirement §5.4.b.3. *Details of specifications for the erosion and sediment control BMPs employed on the project.*

Antero Response:

Please refer to the "Construction and E&S Control Notes" on page 2 and "Construction Details" on page 16-21 in the Site Design for specifications including instructions for installation, inspection, and maintenance for erosion and sediment control BMPs employed at this site.

Requirement §5.4.b.3. *A vicinity map locating the site in relation to the surrounding area and roads;*

Antero Response:

A "Vicinity Map" locating the site in relation to the surrounding area and roads is included on page 1 the Site Design.

Requirement §5.4.c.2 A plan view site map at a scale of one inch equal to one hundred feet (1"=100') or greater, showing appropriate detail of all site features, including the identification of site access that provides for a stabilized construction entrance and exit to reduce tracking of sediment onto public or private roads; and

Antero Response:

"Overall Plan Sheet Index & Volumes," "Access Road Pad," "Access Road & Water Containment Pad Plan," and "Access Road & Well Pad Plan" maps are included on pages 5-8 of the Site Design. Specific design and layout and inspection and maintenance notes for a stabilized construction entrance are included in the "Construction and E&S Control Notes" verbiage on page 2.

Requirement §5.4.c.3. The location of all proposed erosion and sediment control BMPs

Antero Response:

"Overall Plan Sheet Index & Volumes," "Access Road Pad," "Access Road & Water Containment Pad Plan," and "Access Road & Well Pad Plan" included on pages 5-8 of the Site Design locate all proposed erosion and sediment control BMPs.

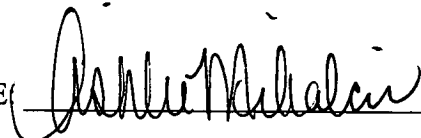
RECEIVED
Office of Oil and Gas
MAR 17 2014
WV Department of
Environmental Protection

OPERATOR: Antero Resources Corp.

WELL NO: Pursley Unit 2HD

PAD NAME: Nalley Pad

REVIEWED BY: Ashlie Mihalcin

SIGNATURE: 

WELL RESTRICTIONS CHECKLIST

HORIZONTAL 6A WELL

Well Restrictions

At Least 100 Feet from Pad and LOD (including any E&S Control Feature) to any Perennial Stream, Lake, Pond, Reservoir or Wetland; OR

DEP Waiver and Permit Conditions

At Least 300 Feet from Pad and LOD (including any E&S Control Feature) to any Naturally Producing Trout Stream; OR

DEP Waiver and Permit Conditions

At Least 1000 Feet from Pad and LOD (including any E&S Control Feature) to any Groundwater Intake or Public Water Supply; OR

DEP Waiver and Permit Conditions

At Least 250 Feet from an Existing Water Well or Developed Spring to Well Being Drilled; OR

Surface Owner Waiver and Recorded with County Clerk, OR

DEP Variance and Permit Conditions

At Least 625 Feet from an Occupied Dwelling Structure to Center of the Pad; OR

Surface Owner Waiver and Recorded with County Clerk, OR

DEP Variance and Permit Conditions

At Least 625 Feet from Agricultural Buildings Larger than 2500 Square Feet to the Center of the Pad; OR

Surface Owner Waiver and Recorded with County Clerk, OR

DEP Variance and Permit Conditions

RECEIVED
Office of Oil and Gas
MAR 17 2014
WV Department of
Environmental Protection

101 South Queen Street
Martinsburg, West Virginia 25401

7000 Hampton Center
Morgantown, West Virginia 26505

511 7th Street
Moundsville, West Virginia 26041

501 Avery Street
Parkersburg, West Virginia 26101

George A. Patterson III
Telephone — (304) 347-1118
Facsimile — (304) 343-2867

Oil & Gas Conservation Commission
Department of Environmental Protection
Attention: Cindy Raines
601 57th Street
Charleston, West Virginia 25304

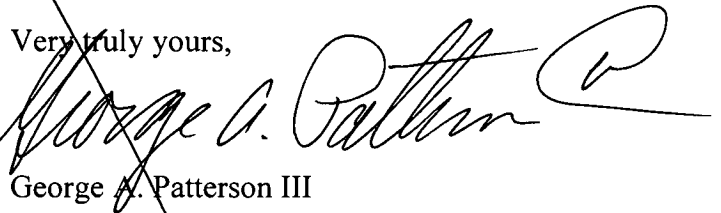
Re: 205.44 AC Pursley Unit 2HD Deep Well Unit Application

Dear Cindy:

Please find enclosed an original and two copies of Antero Resource Corporation's Application to form a deep well drilling unit.

Should you have any questions, please feel free to contact me at the phone number listed above.

Very truly yours,



George A. Patterson III

GAP/adb
Enclosures
cc: Houston Eagleston
Antero Resources Corporation



Bowles Rice LLP
ATTORNEYS AT LAW

600 Quarrier Street
Charleston, West Virginia 25301

Post Office Box 1386
Charleston, West Virginia 25325-1386
(304) 347-1100

www.bowlesrice.com

May 6, 2014

6000 Town Center Boulevard, Suite 210
Canonsburg, Pennsylvania 15317

333 West Vine Street, Suite 1700
Lexington, Kentucky 40507

480 West Jubal Early Drive, Suite 130
Winchester, Virginia 22601

E-Mail Address:
gpatterson@bowlesrice.com

VIA HAND DELIVERY

**BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF WEST VIRGINIA**

IN THE MATTER OF THE APPLICATION BY
ANTERO RESOURCES CORPORATION, A
DELAWARE CORPORATION, FOR POOLING
AND UNIT OPERATION OF A 205.44 ACRE DEEP
WELL UNIT FOR THE PRODUCTION OF OIL AND
GAS IN LINCOLN DISTRICT, TYLER COUNTY,
WEST VIRGINIA

DOCKET NO. _____
CASE NO. _____

APPLICATION

NOW COMES ANTERO RESOURCES CORPORATION, A Delaware corporation, formerly known as ANTERO RESOURCES APPALACHIAN CORPORATION, ("Applicant") pursuant to *W. Va. Code §22C-9-7(b)* and this Commission's regulations, and gives notice of the intention to direct the bottom of the Pursley Unit 2HD well, away from vertical, and requests an order requiring the pooling of oil and gas interests in certain lands for the development and operation of a drilling unit in connection with a 205.44 Acre Unit for the Pursley Unit 2HD well, and for its application, states as follows:

1. Applicant is a Delaware corporation, engaged in the production of oil and gas within the State of West Virginia and is an operator within the meaning of *W. Va. Code §22C-9-2(a)(4)*. The Applicant is a qualified and experienced operator of oil and gas wells, including horizontal wells, in West Virginia. The Applicant's address is:

Antero Resources Corporation
1615 Wynkoop St.
Denver, Colorado 80202

2. Applicant desires to pool interests and form a 205.44 acre unit (the "Unit Area"), drill a deep well in the Point Pleasant Formation, and operate the well and unit for the production of oil and gas in Lincoln District, Tyler County, West Virginia, to be known as the Pursley Unit 2HD well and unit as more particularly described and depicted on the plats identified as *Exhibit A* attached hereto.

Exhibit A includes a plat drawn to a scale of 1 inch equal to 2,000 feet showing the area involved, prepared by a licensed land surveyor or registered engineer and:

- a. shows the boundaries of the drilling unit;
- b. shows the distances from the proposed deep well location to the nearest outside boundary of the proposed unit;
- c. shows the acreage of each tract within the drilling unit;
- d. shows the actual proposed or actual location of the Pursley Unit 2HD well determined by survey, the courses and distances of such location from two (2) permanent points or landmarks on said tracts and the number to be given the deep well;
- e. no completed deep oil and gas wells are located within 1 mile of the proposed Pursley Unit 2HD well and therefore no deep wells are identified on the plat attached;
- h. shows all wells, including shallow wells and dry and abandoned wells located in the Unit Area, all of which are properly designated by name and known permit numbers.

The lateral portion of the Pursley 2HD will be located at least 400 feet from the unit boundary. The well location at the surface will be within 400 feet from the unit boundary and if required, approval of an exception to the Commission's rules is requested in that regard.

3. A topographical map showing the surface topography of the surface location of the Pursley Unit 2HD well and adjoining areas is attached hereto as **Exhibit B**.

4. The applicant has made a diligent effort to determine those who will be directly and immediately affected by the proposed pooling of interests, being oil and gas owners and lessees of record with an interest in the Unit Area, and their names and last known addresses are shown on **Exhibit C**, entitled Affected Owners, attached.

5. **Exhibit D**, entitled Adjoining Operators, shows the names and addresses of unleased mineral owners and lessees of tracts adjacent to the proposed unit.

6. Applicant requests that notice of this application be given to the persons listed on **Exhibit C** and **Exhibit D**, and that notice be published and otherwise given as provided by law.

7. Applicant leased the oil and gas underlying 80.0 acres,

more or less, the tract on which the vertical portion of the Pursley Unit 2HD well will be drilled, by lease from Robert D. Nalley and Virginia A. Nalley, to Antero Resources Appalachian Corporation, dated July 10, 2012, recorded in the office of the Clerk of the County Commission of Tyler County, West Virginia in Lease Book 403, page 711 (the "Well Location Lease"). The Pursley Unit 2HD well will be drilled from the surface of the Well Location Lease, and Applicant has the right to drill vertically and horizontally on the Well Location Lease.

8. The Pursley Unit 2HD well will be drilled vertically from the surface location shown on *Exhibit A*, curve approximately 90 degrees, and continue approximately 8,192 feet horizontally. The Pursley Unit 2HD well will be completed in the Point Pleasant Formation, which lies immediately below the Utica Shale. A unit is requested with respect to those depths and formations lying from 100 above the top of the Utica formation to 100 feet below the top of the Trenton Limestone.

9. In addition to, and separate and apart from its lease rights, Applicant has entered into a written consent and easement with the owners of the surface property overlying the Well Location Lease for the drilling of the Pursley Unit 2HD well within the meaning of West Virginia Code Section 22C-9-7(b)(4) by virtue of its Surface Use and Compensation Agreement with Robert D. Nalley and Virginia A. Nalley, dated August 28, 2013, a Memorandum of which was recorded in the Office of the Clerk of the County Commission of Tyler County, West Virginia, on December 23, 2013, as instrument No 81594, in Book 433, page 604, and a copy of which is attached hereto as *Exhibit E* ("Statutory Consent and Easement")

10. The Unit Area is comprised of an area encompassing 14 surface tracts, totaling 205.44 surface acres. The proportional relationship between the surface acreage of the individual tracts, or portions thereof, included within the Unit Area, and the total Unit Area surface acres is as identified on *Exhibit F*, entitled Tract Participation, attached hereto.

11. Of the 205.44 acres in the proposed Pursley Unit 2HD, 49.989 acres are unleased and owned by those identified on *Exhibit G*, entitled Unleased Owners. The persons listed on *Exhibit G* have not agreed to participate in the Pursley Unit 2HD well.

12. The production of oil and gas from the area can be allocated in such a manner as to ensure the recovery by Applicant and the oil and gas royalty owners and operators of properties in the proposed unit of their just and equitable share of such production.

13. An order requiring the unit operation of the Unit Area for the production of oil and gas is reasonably necessary for the protection of

correlative rights, prevention of waste and the drilling of unnecessary wells.

14. A verification of this application is attached and incorporated herein.

WHEREFORE, Applicant does hereby respectfully request that:

a. This Commission conduct such hearings as are required by law regarding the formation of the unit requested; and

b. The Commission enter an order requiring the unitization of lands as requested herein for the operation of a deep oil and gas well and if required, approving an exception to the Commission's rules regarding the well location; and

c. The Commission receive the elections provided by *W. Va. Code §22C-9-7(b)*, and enter one or more orders as contemplated by law in connection with this application; and

d. For such further or other relief as this Commission may find just and proper.

ANTERO RESOURCES CORPORATION

By Counsel



George A. Patterson III (WVSB # 2831)

Corey Palumbo (WVSB # 7765)

BOWLES RICE, LLP

600 Quarrier Street

Post Office Box 1386

Charleston, West Virginia 25325-1386

(304) 347-1118

VERIFICATION

STATE OF COLORADO,

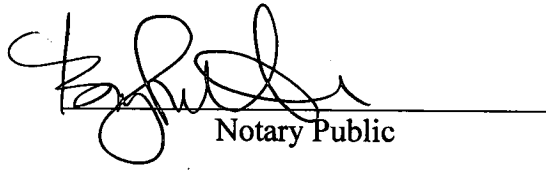
COUNTY OF DENVER, to wit:

This day personally appeared before me, the undersigned, Houston Eagleston, who being by me first duly sworn, deposes and says that he is the Senior Landman of Antero Resources Corporation, Applicant in the foregoing Application; that he has read the foregoing Application and knows the contents thereof pertaining to its claims and allegations; that the facts set forth therein are true, except as to such matters as are therein stated to be upon information and belief, and that insofar as matters are therein stated to be upon information and belief, he believes them to be true.



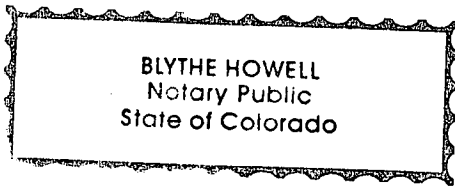
Taken, subscribed and sworn to before me, the undersigned authority, in my said county, this 18 day of May, 2014.

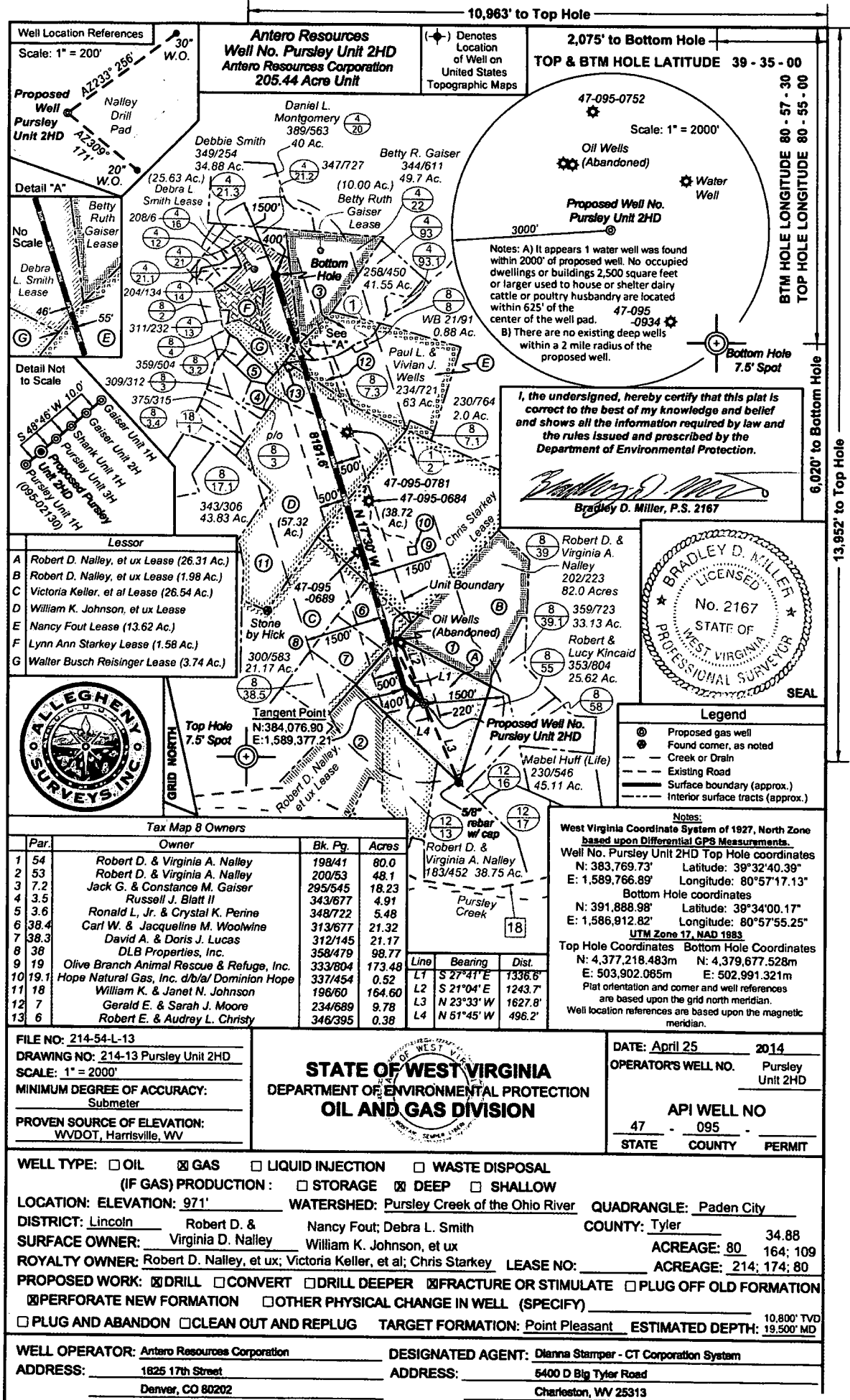
My commission expires 4/15/16.



Notary Public

[SEAL]





Well Location References
Scale: 1" = 200'

Proposed Well Pursley Unit 2HD
Nalley Drill Pad

Detail "A"
No Scale

Detail Not to Scale

Antero Resources
Well No. Pursley Unit 2HD
Antero Resources Corporation
205.44 Acre Unit

Denotes Location of Well on United States Topographic Maps

10,963' to Top Hole

2,075' to Bottom Hole

TOP & BTM HOLE LATITUDE 39 - 35 - 00

BTM HOLE LONGITUDE 80 - 57 - 30

TOP HOLE LONGITUDE 80 - 55 - 00

Scale: 1" = 2000'

Oil Wells (Abandoned)

Water Well

Proposed Well No. Pursley Unit 2HD

Notes: A) It appears 1 water well was found within 2000' of proposed well. No occupied dwellings or buildings 2,500 square feet or larger used to house or shelter dairy cattle or poultry husbandry are located within 625' of the center of the well pad. B) There are no existing deep wells within a 2 mile radius of the proposed well.

Bottom Hole 7.5' Spot

I, the undersigned, hereby certify that this plat is correct to the best of my knowledge and belief and shows all the information required by law and the rules issued and prescribed by the Department of Environmental Protection.

Bradley D. Miller, P.S. 2167

- Lessor
- A Robert D. Nalley, et ux Lease (26.31 Ac.)
 - B Robert D. Nalley, et ux Lease (1.98 Ac.)
 - C Victoria Keller, et al Lease (26.54 Ac.)
 - D William K. Johnson, et ux Lease
 - E Nancy Fout Lease (13.62 Ac.)
 - F Lynn Ann Starkey Lease (1.58 Ac.)
 - G Walter Busch Reisinger Lease (3.74 Ac.)

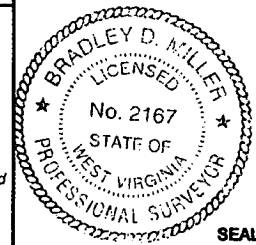


GRID NORTH

Top Hole 7.5' Spot
N: 384,076.90
E: 1,589,377.21

Tangent Point
N: 384,076.90
E: 1,589,377.21

Proposed Well No. Pursley Unit 2HD



Legend

- Proposed gas well
- Found corner, as noted
- Creek or Drain
- Existing Road
- Surface boundary (approx.)
- Interior surface tracts (approx.)

Tax Map 8 Owners

Par.	Owner	Bk. Pg.	Acres
1 54	Robert D. & Virginia A. Nalley	198/41	80.0
2 53	Robert D. & Virginia A. Nalley	200/53	48.1
3 7.2	Jack G. & Constance M. Gaiser	295/545	18.23
4 3.5	Russell J. Blatt II	343/677	4.91
5 3.6	Ronald L. Jr. & Crystal K. Perine	348/722	5.48
6 38.4	Carl W. & Jacqueline M. Woolwine	313/677	21.32
7 38.3	David A. & Doris J. Lucas	312/145	21.17
8 38	DLB Properties, Inc.	358/479	98.77
9 19	Olive Branch Animal Rescue & Refuge, Inc.	333/804	173.48
10 19.1	Hope Natural Gas, Inc. d/b/a/ Dominion Hope	337/454	0.52
11 18	William K. & Janet N. Johnson	196/60	164.60
12 7	Gerald E. & Sarah J. Moore	234/689	9.78
13 6	Robert E. & Audrey L. Christy	346/395	0.38

Notes:

West Virginia Coordinate System of 1927, North Zone based upon Differential GPS Measurements.

Well No. Pursley Unit 2HD Top Hole coordinates
N: 383,769.73' Latitude: 39°32'40.39"
E: 1,589,766.89' Longitude: 80°57'17.13"

Bottom Hole coordinates
N: 391,888.98' Latitude: 39°34'00.17"
E: 1,586,912.82' Longitude: 80°57'55.25"

UTM Zone 17, NAD 1983

Top Hole Coordinates Bottom Hole Coordinates
N: 4,377,218.483m N: 4,379,677.528m
E: 503,902.065m E: 502,991.321m

Plat orientation and corner and well references are based upon the grid north meridian.

Well location references are based upon the magnetic meridian.

FILE NO: 214-54-L-13

DRAWING NO: 214-13 Pursley Unit 2HD

SCALE: 1" = 2000'

MINIMUM DEGREE OF ACCURACY: Submeter

PROVEN SOURCE OF ELEVATION: WVDOT, Harrisville, WV

STATE OF WEST VIRGINIA
DEPARTMENT OF ENVIRONMENTAL PROTECTION
OIL AND GAS DIVISION

DATE: April 25 2014

OPERATOR'S WELL NO. Pursley Unit 2HD

API WELL NO 47 - 095 -

STATE COUNTY PERMIT

WELL TYPE: OIL GAS LIQUID INJECTION WASTE DISPOSAL

(IF GAS) PRODUCTION: STORAGE DEEP SHALLOW

LOCATION: ELEVATION: 971' WATERSHED: Pursley Creek of the Ohio River QUADRANGLE: Paden City

DISTRICT: Lincoln Robert D. & Nancy Fout; Debra L. Smith COUNTY: Tyler 34.88

SURFACE OWNER: Virginia D. Nalley William K. Johnson, et ux ACREAGE: 80 164; 109

ROYALTY OWNER: Robert D. Nalley, et ux; Victoria Keller, et al; Chris Starkey LEASE NO: ACREAGE: 214; 174; 80

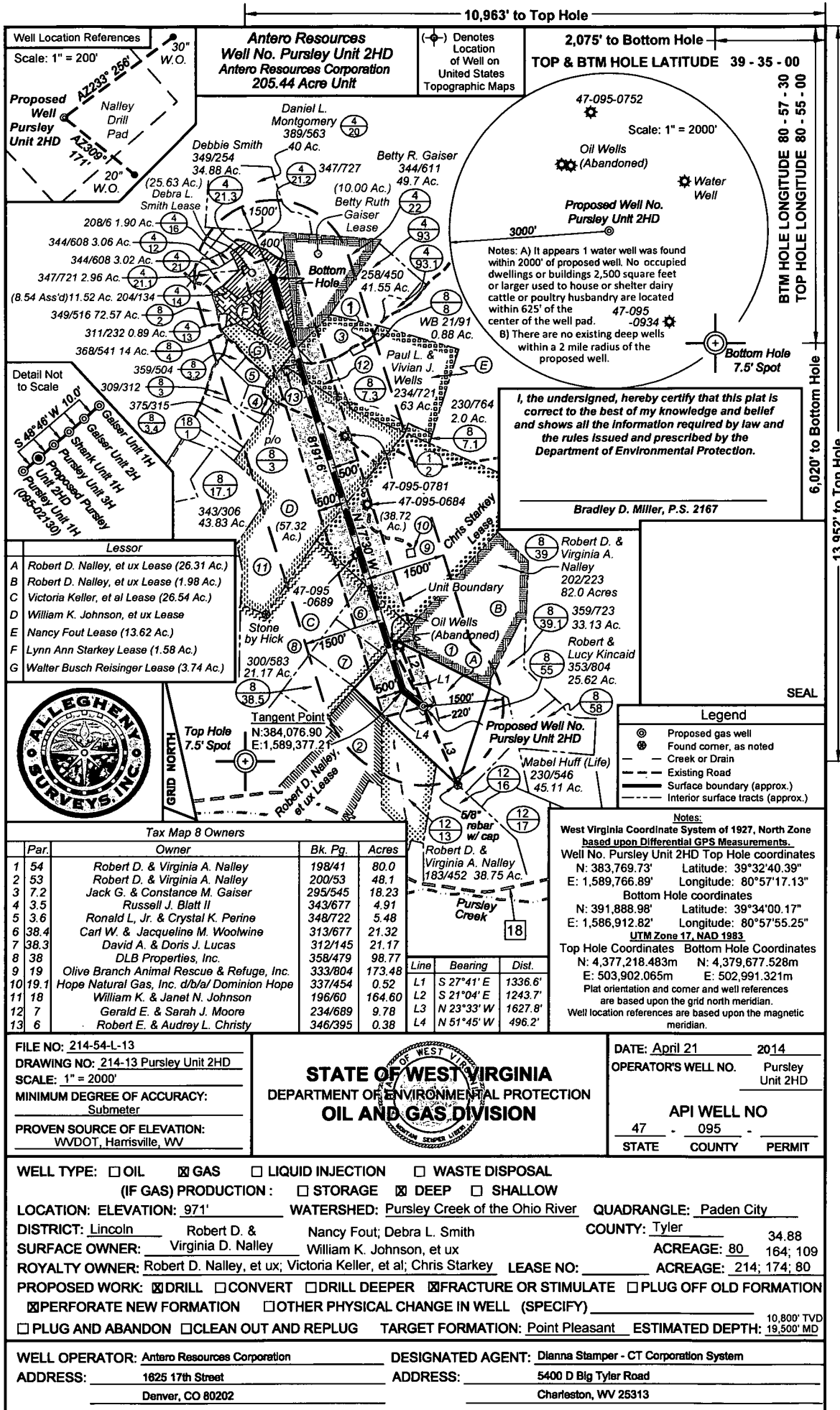
PROPOSED WORK: DRILL CONVERT DRILL DEEPER FRACTURE OR STIMULATE PLUG OFF OLD FORMATION

PERFORATE NEW FORMATION OTHER PHYSICAL CHANGE IN WELL (SPECIFY)

PLUG AND ABANDON CLEAN OUT AND REPLUG TARGET FORMATION: Point Pleasant ESTIMATED DEPTH: 10,800' TVD 19,500' MD

WELL OPERATOR: Antero Resources Corporation DESIGNATED AGENT: Dianna Stamper - CT Corporation System

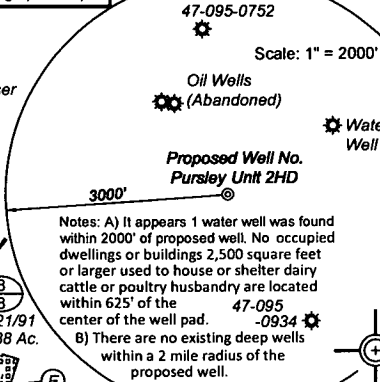
ADDRESS: 1825 17th Street ADDRESS: 5400 D Big Tyler Road
Denver, CO 80202 Charleston, WV 25313



Antero Resources
Well No. Pursley Unit 2HD
Antero Resources Corporation
205.44 Acre Unit

Denotes Location of Well on United States Topographic Maps

2,075' to Bottom Hole
TOP & BTM HOLE LATITUDE 39 - 35 - 00
BTM HOLE LONGITUDE 80 - 57 - 30
TOP HOLE LONGITUDE 80 - 55 - 00



I, the undersigned, hereby certify that this plat is correct to the best of my knowledge and belief and shows all the information required by law and the rules issued and prescribed by the Department of Environmental Protection.

Bradley D. Miller, P.S. 2167

Lessor

A	Robert D. Nalley, et ux Lease (26.31 Ac.)
B	Robert D. Nalley, et ux Lease (1.98 Ac.)
C	Victoria Keller, et al Lease (26.54 Ac.)
D	William K. Johnson, et ux Lease
E	Nancy Fout Lease (13.62 Ac.)
F	Lynn Ann Starkey Lease (1.58 Ac.)
G	Walter Busch Reisinger Lease (3.74 Ac.)



Tax Map 8 Owners

Par.	Owner	Bk. Pg.	Acres
1	54 Robert D. & Virginia A. Nalley	198/41	80.0
2	53 Robert D. & Virginia A. Nalley	200/53	48.1
3	7.2 Jack G. & Constance M. Gaiser	295/545	18.23
4	3.5 Russell J. Blatt II	343/677	4.91
5	3.6 Ronald L., Jr. & Crystal K. Perine	348/722	5.48
6	38.4 Carl W. & Jacqueline M. Woolwine	313/677	21.32
7	38.3 David A. & Doris J. Lucas	312/145	21.17
8	38 DLB Properties, Inc.	358/479	98.77
9	19 Olive Branch Animal Rescue & Refuge, Inc.	333/804	173.48
10	19.1 Hope Natural Gas, Inc. d/b/a/ Dominion Hope	337/454	0.52
11	18 William K. & Janet N. Johnson	196/60	164.60
12	7 Gerald E. & Sarah J. Moore	234/689	9.78
13	6 Robert E. & Audrey L. Christy	346/395	0.38

Robert D. & Virginia A. Nalley
 183/452 38.75 Ac.

Legend

- ⊙ Proposed gas well
- ⊗ Found corner, as noted
- - - Creek or Drain
- - - Existing Road
- - - Surface boundary (approx.)
- - - Interior surface tracts (approx.)

Notes:
 West Virginia Coordinate System of 1927, North Zone based upon Differential GPS Measurements.
 Well No. Pursley Unit 2HD Top Hole coordinates
 N: 383,769.73' Latitude: 39°32'40.39"
 E: 1,589,766.89' Longitude: 80°57'17.13"
 Bottom Hole coordinates
 N: 391,888.98' Latitude: 39°34'00.17"
 E: 1,586,912.82' Longitude: 80°57'55.25"
 UTM Zone 17, NAD 1983
 Top Hole Coordinates Bottom Hole Coordinates
 N: 4,377,218.483m N: 4,379,677.528m
 E: 503,902.065m E: 502,991.321m
 Plat orientation and corner and well references are based upon the grid north meridian.
 Well location references are based upon the magnetic meridian.

FILE NO: 214-54-L-13
 DRAWING NO: 214-13 Pursley Unit 2HD
 SCALE: 1" = 2000'
 MINIMUM DEGREE OF ACCURACY: Submeter
 PROVEN SOURCE OF ELEVATION: WV DOT, Harrisville, WV

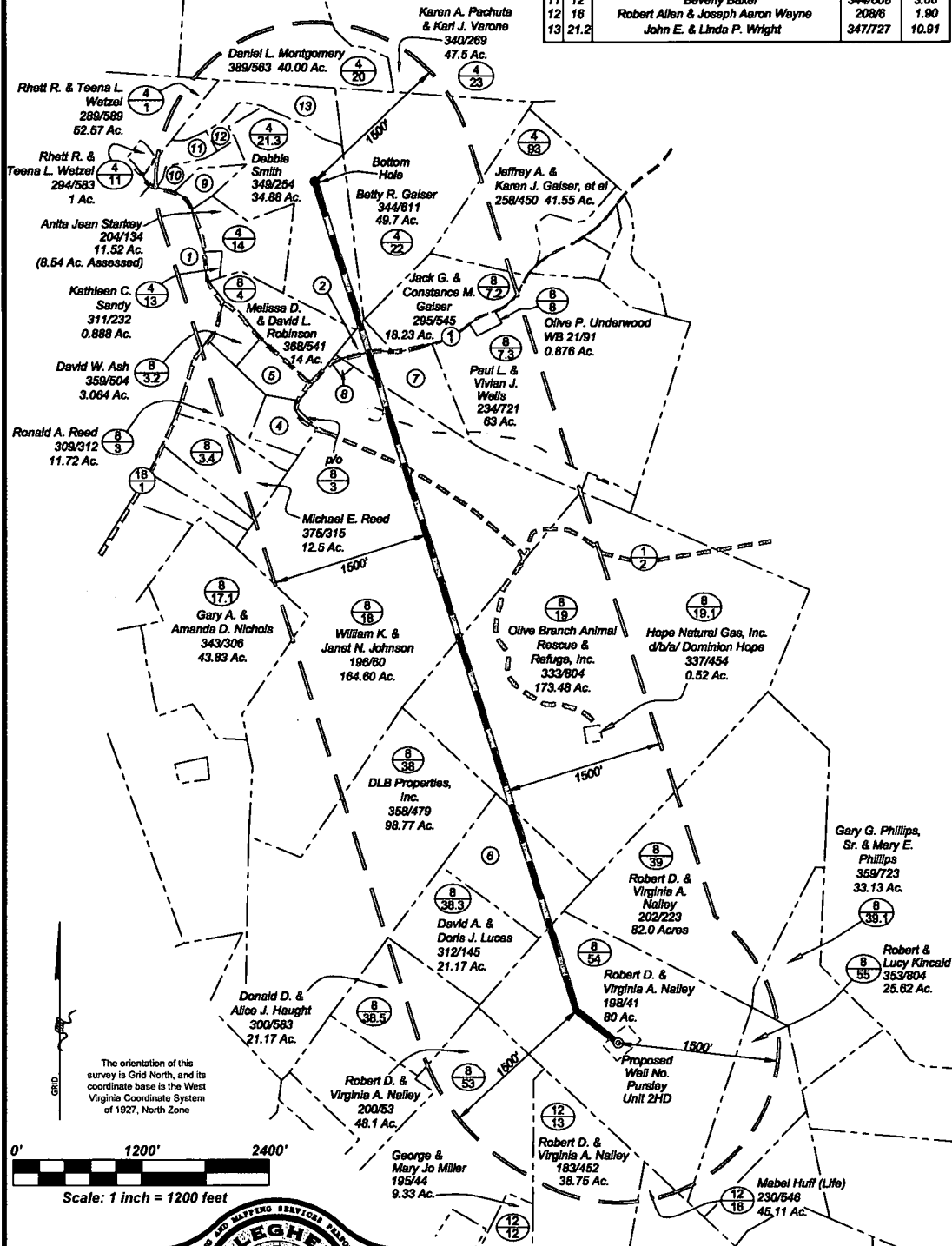
STATE OF WEST VIRGINIA
DEPARTMENT OF ENVIRONMENTAL PROTECTION
OIL AND GAS DIVISION

DATE: April 21 2014
 OPERATOR'S WELL NO. Pursley Unit 2HD
 API WELL NO
 47 - 095 -
 STATE COUNTY PERMIT

WELL TYPE: OIL GAS LIQUID INJECTION WASTE DISPOSAL
 (IF GAS) PRODUCTION: STORAGE DEEP SHALLOW
 LOCATION: ELEVATION: 971' WATERSHED: Pursley Creek of the Ohio River QUADRANGLE: Paden City
 DISTRICT: Lincoln Robert D. & Nancy Fout; Debra L. Smith COUNTY: Tyler
 SURFACE OWNER: Virginia D. Nalley William K. Johnson, et ux ACREAGE: 80 164; 109
 ROYALTY OWNER: Robert D. Nalley, et ux; Victoria Keller, et al; Chris Starkey LEASE NO: ACREAGE: 214; 174; 80
 PROPOSED WORK: DRILL CONVERT DRILL DEEPER FRACTURE OR STIMULATE PLUG OFF OLD FORMATION
 PERFORATE NEW FORMATION OTHER PHYSICAL CHANGE IN WELL (SPECIFY)
 PLUG AND ABANDON CLEAN OUT AND REPLUG TARGET FORMATION: Point Pleasant ESTIMATED DEPTH: 10,800' TVD 19,500' MD
 WELL OPERATOR: Antero Resources Corporation DESIGNATED AGENT: Dianna Stamper - CT Corporation System
 ADDRESS: 1625 17th Street ADDRESS: 5400 D Big Tyler Road
 Denver, CO 80202 Charleston, WV 25313

Exhibit Map
for
Antero Resources Corporation
of
Well No. Pursley 2HD Surface Owners
Situate on the waters of Pursley Creek of the Ohio River
and along County Routes 1 and 1/2 in Lincoln
District, Tyler County, West Virginia

Tax Map 8 Owners			
Par.	Owner	Bk. Pg.	Acres
1 2	David W. & Lori J. Ash	349/618	72.67
1 5	Steven E. Smith	320/488	2.12
3 7.2	Jack G. & Constance M. Gaiser	293/545	18.23
4 3.5	Russell J. Black II	343/877	4.91
5 3.8	Ronald L. Jr. & Crystal K. Parline	348/722	5.48
6 38.4	Carl W. & Jacqueline M. Woolwine	313/877	21.32
7 7	Gerald E. & Sarah J. Moore	234/689	9.78
8 6	Robert E. & Audrey L. Christy	349/395	0.38
Tax Map 4 Owners			
Par.	Owner	Bk. Pg.	Acres
9 21	John E. Wright, et al	344/608	3.02
10 21.1	Brian L. Wright	347/721	2.88
11 12	Beverly Baker	344/608	3.06
12 16	Robert Allan & Joseph Aaron Wayne	208/6	1.90
13 21.2	John E. & Linda P. Wright	347/727	10.91



Bridgeport Office
Phone: (304) 848-5035
Fax: (304) 848-5037

172 Thompson Drive
Bridgeport, WV 26330

PARTY CHIEF: RESEARCH:
DRAWN BY: C. Renneman PROJECT NO: 214-54-L-13
PREPARED: April 25, 2014 SURVEYED:
FIELD CREW: DRAWING NO: 214-13 Pursley 2HD Exhibit

LEGEND

- Adjoiner Line
- - - Existing Road
- ⊙ Tax Map / Parcel
- ⊙ County Route



PCTRA 8/9/2013 9:46:13 AM

Antero Resources Corporation
Appalachian Basin
Nalley Pad
Tyler County

Quadrangle: Paden City
 Watershed: Pursley Creek
 District: Lincoln
 Date: 8-9-2013

Exhibit C
Affected Owners

Nancy Fout	109.00ac	6.81000	4-8-5, 7, 7.1, 7.2, 7.3, 8	1370 Brushy Fork Road	Bridgeport	WV	26330
Waco Oil & Gas Company, Inc.	109.00ac	6.81000	4-8-5, 7, 7.1, 7.2, 7.3, 8	P.O. Box 397	Glenville	WV	26351
Heirs or assigns of Richard Parry, believed to be deceased	14.00ac	0.03740	4-8-4	*(See below)*			
- Catherine Elizabeth Parry Morrison, heir of Richard Parry				502 S 4th Street, #105	Newport	PA	17074
- Alvin Baker Parry, heir if Richard Parry				35 Grand Avenue	Cumberland	MD	21502
- Barbara Jean Parry Coleman, heir of Richard Parry				93 S. Charlevoix Place	Romney	WV	26757
- Shirley Maxine Parry Lee, heir of Richard Parry				1640 HC 63	Romney	WV	26757
- Feato L. Bazzell, c/o Deana Fishel, heir of Richard Parry				HC 86, Box # 10A	Green Spring	WV	26722
George Collins	14.00ac	0.07480	4-8-4	Address Unknown (Circa 1970)			
Josephine Collins	14.00ac	0.07480	4-8-4	Address Unknown (Circa 1970)			
Kaye Davies	14.00ac	0.01870	4-8-4	10476 E. Stanford Circle G-2	Aurora	CO	80015
				915 W Hendrickson Road	Sequim	WA	98382
Mary Ann Enochs	14.00ac	0.01870	4-8-4	4680 Sebald Drive	Franklin	OH	45005
Ward Allen	14.00ac	0.01870	4-8-4	Address Unknown (Circa 1970)			
			<i>known</i>	2204 Packard Way	Parkersburg	WV	26104
Sistersville General Hospital, City of Sistersville, WV	14.00ac	0.03740	4-8-4	314 S. Wells Street	Sistersville	WV	26175
Sistersville Public Library, City of Sistersville, WV	14.00ac	0.09350	4-8-4	Wells Street	Sistersville	WV	26175
Mary Lou Boston	14.00ac	0.18700	4-8-4	335 N. Wells Street	Sistersville	WV	26175
Heirs or assigns of Joseph Clark Theiss, believed to have died intestate without issue	14.00ac	0.07480	4-8-4	*(See below)*			
- Jane Ann Kronsberg, heir of Joseph Clark Theiss				8 Wedgepark Road	Charleston	SC	29407
- Elizabeth Chandler Jenrette, heir of Joseph Clark Theiss				667 Maple Avenue	New Martinsville	WV	26155
- George Y. Chandler, heir of Joseph Clark Theiss				2406 Elm Street	Parkersburg	WV	26101
The Trustees of The First Presbyterian Church of	14.00ac	0.30855	4-8-4	801 Chelsea Street	Sistersville	WV	26175
The Trustees of The First Baptist Church of Sistersville, WV	14.00ac	0.27115	4-8-4	506 Wells Street	Sistersville	WV	26175
deceased	14.00ac	0.00935	4-8-4	286 Baker Lane	Charleston	WV	25302
McEldowney				1560 Hampton Road	Charleston	WV	25314
Samuel C. McEldowney	14.00ac	0.00935	4-8-4	2406 Elm Street	Parkersburg	WV	26101

Exhibit C
Affected Owners

Heirs or assigns of John C. McEldowney, believed to be deceased	14.00ac	0.00935	4-8-4	RR 3, Box 148C	Bridgeport	WV	26330
- John McEldowney, heir of John C. McEldowney				6920 Heritage	Charleston	WV	25312
Jane Ann Kronsberg	14.00ac	0.01558	4-8-4	8 Wedgepark Road	Charleston	SC	29407
Elizabeth Chandler Jenrette	14.00ac	0.01558	4-8-4	667 Maple Avenue	New Martinsville	WV	26155
George Y. Chandler	14.00ac	0.01558	4-8-4	2406 Elm Street	Parkersburg	WV	26101
Unknown heirs of Walter R. Reitz	14.00ac	0.31167	4-8-4	4825 Woodvale Drive NW	Atlanta	GA	30327
Thomas Erwin Schneider, Jr.	14.00ac	0.31167	4-8-4	4825 Woodvale Drive NW	Atlanta	GA	30327
Edward B. Reisinger Trust	14.00ac	0.31167	4-8-4	600 Grant Street, Suite 4900, U.S. Trust, Bank of America, c/o Paul Mason	Pittsburgh	PA	15219
Walter B. Reisinger	14.00ac	0.31167	4-8-4	2001 Andraes Lane	Chesterfield	MO	63005
Michael R. Miller	14.00ac	0.20051	4-8-4	4932 Hillbrook Lane NW	Washington, DC		20016
Richard C. Miller	14.00ac	0.20051	4-8-4	1373 West 7th Street	San Pedro	CA	90732
Dianna Roach Miller	14.00ac	0.20051	4-8-4	218 St. James West	Cookeville	TN	38501
Emilie M. Marvil	14.00ac	0.15038	4-8-4	5922 13th Street NW, # 209	Washington, DC		20011
Mary Beth Jukich	14.00ac	0.15038	4-8-4	1017 El Camino Real, # 319	Redwood City	CA	94063
Charles H. Marvil et ux, Mary Ann Marvil	14.00ac	0.15038	4-8-4	P.O. Box 201	Sharpsburg	MD	21787
Carol Quase	14.00ac	0.15038	4-8-4	9805 Freestate Place	Village	MD	20886
Mark E. Starkey	8.54ac	0.39500	4-4-14	1135 Oil Ridge Road	Sistersville	WV	26175
Daniel A. Starkey	8.54ac	0.39500	4-4-14	2162 Sterling Cove Boulevard	Panama City	FL	32408
Ralph E. Starkey	8.54ac	0.39500	4-4-14	P.O. Box 858	New Haven	WV	25265
Nancy J. Starkey	8.54ac	0.39500	4-4-14	5509 Oak Summit Court	Winston Salem	NC	27105
Debra L. Smith	12.60ac	4.63000	4-4-21.3 (A)	114 Virginia Street	Sistersville	WV	26175
Debra L. Smith	7.48ac	2.58333	4-4-21.3 (B)	114 Virginia Street	Sistersville	WV	26175
Unknown heirs of Patrick Lowery	7.48ac	1.75000	4-4-21.3 (B)	Address Unknown (Circa 1904)			
Unknown heirs of Ellen Riggs	7.48ac	1.50000	4-4-21.3 (B)	Address Unknown (Circa 1904)			
Thomas A. Wright	7.48ac	0.38889	4-4-21.3 (B)	5838 Valleyway Court	Cincinnati	OH	44124
Joanna W. Rini	7.48ac	0.38889	4-4-21.3 (B)	1437 Genesee Avenue	Mayfield Heights	OH	44124
Jeanette W. Lee	7.48ac	0.38889	4-4-21.3 (B)	460 West Virginia Avenue	Morgantown	WV	26505
Debra L. Smith	14.80ac	2.58333	4-4-21.3 (C)	114 Virginia Street	Sistersville	WV	26175

Exhibit C
Affected Owners

Unknown heirs of Anna Mikeal a/k/a Mikes	14.80ac	2.58333	4-4-21.3 (C)	Address Unknown (Circa 1932)			
Unknown heirs of Patrick Lowery	14.80ac	3.50000	4-4-21.3 (C)	Address Unknown (Circa 1904)			
Unknown heirs of Ellen Riggs	14.80ac	3.00000	4-4-21.3 (C)	Address Unknown (Circa 1904)			
Thomas A. Wright	14.80ac	0.77778	4-4-21.3 (C)	5838 Valleyway Court	Cincinnati	OH	44124
Joanna W. Rini	14.80ac	0.77778	4-4-21.3 (C)	1437 Genesee Avenue	Mayfield Heights	OH	44124
Jeanette W. Lee	14.80ac	0.77778	4-4-21.3 (C)	460 West Virginia Avenue	Morgantown	WV	26505
Betty Ruth Gaiser	45.59ac	2.21429	4-4-p/o 22 (B)	2199 Oil Ridge Road	Sistersville	WV	26175
Unknown heirs of Patrick Lowery	45.59ac	1.50000	4-4-p/o 22 (B)	Address Unknown (Circa 1904)			
Unknown heirs of Ellen Riggs	45.59ac	1.28571	4-4-p/o 22 (B)	Address Unknown (Circa 1904)			
Thomas A. Wright	45.59ac	0.33333	4-4-p/o 22 (B)	5838 Valleyway Court	Cincinnati	OH	44124
Joanna W. Rini	45.59ac	0.33333	4-4-p/o 22 (B)	1437 Genesee Avenue	Mayfield Heights	OH	44124
Jeanette W. Lee	45.59ac	0.33333	4-4-p/o 22 (B)	460 West Virginia Avenue	Morgantown	WV	26505
Betty Ruth Gaiser	4.11ac	0.73810	4-4-p/o 22 (A)	2199 Oil Ridge Road	Sistersville	WV	26175
Unknown heirs of Patrick Lowery	4.11ac	1.00000	4-4-p/o 22 (A)	Address Unknown (Circa 1904)			
Unknown heirs of Ellen Riggs	4.11ac	0.85714	4-4-p/o 22 (A)	Address Unknown (Circa 1904)			
Unknown heirs of Anna Mikeal a/k/a Mikes	4.11ac	0.73810	4-4-p/o 22 (A)	Address Unknown (Circa 1932)			
Thomas A. Wright	4.11ac	0.22222	4-4-p/o 22 (A)	5838 Valleyway Court	Cincinnati	OH	44124
Joanna W. Rini	4.11ac	0.22222	4-4-p/o 22 (A)	1437 Genesee Avenue	Mayfield Heights	OH	44124
Jeanette W. Lee	4.11ac	0.22222	4-4-p/o 22 (A)	460 West Virginia Avenue	Morgantown	WV	26505
Chesapeake Appalachia, LLC				P.O. Box 6070	Charleston	WV	25362
StatoilHydro USA Onshore Properties, Inc				2103 CityWest Blvd. Suite 800	Houston	TX	77042

Exhibit D
Adjoining Operators

Surface Tax Map and Parcel	Name	Lessee	Address	City	State	Zip
4-8-3, 4-8-3.4	Eloise McCormick, Heirs		Address Unknown (Circa 1900)	Sistersville	WV	
4-8-3, 4-8-3.4	Nellie Morrison Heade, Heirs		Address Unknown (Circa 1919)	Marietta	OH	
4-8-3, 4-8-3.4	Annie Stanberry, Heirs		Address Unknown (Circa 1919)	Sistersville	WV	
4-4-1, 4-4-1.2, 4-4-6.1, 4-4-6.2, 4-4-1.3	G. B. West, Heirs		Address Unknown (Circa 1915)	Washington	DC	
4-4-1, 4-4-1.2, 4-4-6.1, 4-4-6.2, 4-4-1.3	John Sterry McCoach, Heirs		1836 Glen Ridge Road	Baltimore	MD	21234
4-4-1, 4-4-1.2, 4-4-6.1, 4-4-6.2, 4-4-1.3	Kathryn Lorel Johnson		11427 61 St. North	Pinellas Park	FL	34666
4-4-1, 4-4-1.2, 4-4-6.1, 4-4-6.2, 4-4-1.3	Roberts McCoach Johnson		1017 Henson Drive	Hurst	TX	76053
4-8-4	Richard Parry, believed to be deceased		*(See below)*			
4-8-4	Richard Parry		502 S 4th Street, #105	Newport	PA	17074
4-8-4	- Alvin Baker Parry, heir if Richard Parry		35 Grand Avenue	Cumberland	MD	21502
4-8-4	Richard Parry		93 S. Charlevoix Place	Romney	WV	26757
4-8-4	- Shirley Maxine Parry Lee, heir of Richard Parry		1640 HC 63	Romney	WV	26757
4-8-4	Richard Parry		HC 86, Box # 10A	Green Spring	WV	26722
4-8-4	George Collins		Address Unknown (Circa 1970)			
4-8-4	Josephine Collins		Address Unknown (Circa 1970)			
4-8-4	Kaye Davies		10476 E. Stanford Circle G-2	Aurora	CO	80015
			915 W Hendrickson Road	Sequim	WA	98382
4-8-4	Mary Ann Enochs		4680 Sebald Drive	Franklin	OH	45005
4-8-4	Ward Allen		Address Unknown (Circa 1970)			
			<i>Possible last known address</i> 2204 Packard Way	Parkersburg	WV	26104
4-8-4	Sistersville, WV		314 S. Wells Street	Sistersville	WV	26175
4-8-4	WV		Wells Street	Sistersville	WV	26175
4-8-4	Mary Lou Boston		335 N. Wells Street	Sistersville	WV	26175
4-8-4	Heirs or assigns of Joseph Clark Theiss, believed to have died intestate without issue		*(See below)*			

Exhibit D
Adjoining Operators

	- Jane Ann Kronsberg, heir of Joseph Clark Theiss		8 Wedgepark Road	Charleston	SC	29407
	- Elizabeth Chandler Jenrette, heir of Joseph Clark Theiss		667 Maple Avenue	New Martinsville	WV	26155
	- George Y. Chandler, heir of Joseph Clark Theiss		2406 Elm Street	Parkersburg	WV	26101
4-8-4	The Trustees of The First Presbyterian Church		801 Chelsea Street	Sistersville	WV	26175
4-8-4	The Trustees of The First Baptist Church of		506 Wells Street	Sistersville	WV	26175
4-8-4	Robert E. McEldowney, believed to be deceased		286 Baker Lane	Charleston	WV	25302
4-8-4	- Robert E. McEldowney III, heir of Robert E. McEldowney		1560 Hampton Road	Charleston	WV	25314
4-8-4	Samuel C. McEldowney		2406 Elm Street	Parkersburg	WV	26101
4-8-4	John C. McEldowney, believed to be deceased		RR 3, Box 148C	Bridgeport	WV	26330
	- John McEldowney, heir of John C. McEldowney		6920 Heritage	Charleston	WV	25312
4-8-4	Jane Ann Kronsberg		8 Wedgepark Road	Charleston	SC	29407
4-8-4	Elizabeth Chandler Jenrette		667 Maple Avenue	New Martinsville	WV	26155
4-8-4	George Y. Chandler		2406 Elm Street	Parkersburg	WV	26101
4-8-4	Unknown heirs of Walter R. Reitz		4825 Woodvale Drive NW	Atlanta	GA	30327
4-8-4	Thomas Erwin Schneider, Jr.		4825 Woodvale Drive NW	Atlanta	GA	30327
4-8-4	Edward B. Reisinger Trust		600 Grant Street, Suite 4900, U.S. Trust, Bank of America, c/o Paul Mason	Pittsburgh	PA	15219
4-4-11	G. B. West, Heirs		Unknown (Circa 1892)	Sistersville	WV	
4-4-11	Blanche W. Hockingberry, Heirs		Unknown (Circa 1935)	Sistersville	WV	
4-4-11	John Sterry McCoach, Heirs		Unknown (Circa 1922)	Sistersville	WV	
4-4-11	Roberts McCoach Johnson		1017 Henson Drive	Hurst	TX	76053
4-4-11	Kathryn Lorel Johnson		11427 61 St. North	Pinellas Park	FL	34666
4-4-11	John McKay McCoach		Address Unknown (Circa 1922)	Sistersville	WV	
4-8-57	S. P. and Laura Allen, heirs		Address Unknown (Circa 1920)	Sistersville	WV	
4-12-16	Harry Huff II. & Rebecca Huff		1033 Tyler Hwy.	Sisterville	WV	26175
4-8-19, 4-8-19.1	Jennie Porter, Heirs		102 Windy Ghoul	Beaver	PA	15009
4-8-19, 4-8-19.1	Mary F. Porter, Heirs		102 Windy Ghoul	Beaver	PA	15009
4-8-19, 4-8-19.1	Hester A. Porter, Heirs		102 Windy Ghoul	Beaver	PA	15009
4-8-19, 4-8-19.1	Edgar W. Porter, Heirs		102 Windy Ghoul	Beaver	PA	15009

Exhibit D
Adjoining Operators

4-8-19, 4-8-19.1	Mary K. Porter, Heirs		102 Windy Ghoul	Beaver	PA	15009
4-8-19, 4-8-19.1	Charles N. Porter Heirs		102 Windy Ghoul	Beaver	PA	15009
4-8-6	Ronald Lee Dietrich		814 Oil Ridge Road	Sistersville	WV	26175
4-4-p/o 21.3 (B)	Unknown heirs of Patrick Lowery		Address Unknown (Circa 1904)			
4-4-p/o 21.3 (B)	Unknown heirs of Ellen Riggs		Address Unknown (Circa 1904)			
4-4-p/o 21.3 (B)	Thomas A. Wright		5838 Valleyway Court	Cincinnati	OH	44124
4-4-p/o 21.3 (B)	Joanna W. Rini		1437 Genesee Avenue	Mayfield Heights	OH	44124
4-4-p/o 21.3 (B)	Jeanette W. Lee		460 West Virginia Avenue	Morgantown	WV	26505
4-4-p/o 21.3 (C)	Unknown heirs of Anna Mikeal a/k/a Mikes		Address Unknown (Circa 1932)			
4-4-p/o 21.3 (C)	Unknown heirs of Patrick Lowery		Address Unknown (Circa 1904)			
4-4-p/o 21.3 (C)	Unknown heirs of Ellen Riggs		Address Unknown (Circa 1904)			
4-4-p/o 21.3 (C)	Thomas A. Wright		5838 Valleyway Court	Cincinnati	OH	44124
4-4-p/o 21.3 (C)	Joanna W. Rini		1437 Genesee Avenue	Mayfield Heights	OH	44124
4-4-p/o 21.3 (C)	Jeanette W. Lee		460 West Virginia Avenue	Morgantown	WV	26505
4-4-21.2 (A)	James Lowry, Heirs		Address Unknown (Circa 1904)			
4-4-21.2 (A)	Ellen Riggs		Address Unknown (Circa 1904)			
4-4-21.2 (A)	Thomas Allen Wright		5838 Valleyway Court	Cincinnati	OH	45247
4-4-21.2 (A)	Joanna Wright Rini		1437 Genessee Ave	Mayfield Height	OH	44124
4-4-21.2 (A)	Jeanette Wright Lee		460 West Virginia Ave.	Morgantown	WV	26505
4-4-21.2 (A)	Patrick Lowry		Address Unknown (Circa 1904)			
p/o 4-4-22 (B)	Unknown heirs of Patrick Lowery		Address Unknown (Circa 1904)			
p/o 4-4-22 (B)	Unknown heirs of Ellen Riggs		Address Unknown (Circa 1904)			
p/o 4-4-22 (A)	Unknown heirs of Patrick Lowery		Address Unknown (Circa 1904)			
p/o 4-4-22 (A)	Unknown heirs of Ellen Riggs		Address Unknown (Circa 1904)			
p/o 4-4-22 (A)	Unknown heirs of Anna Mikeal a/k/a Mikes		Address Unknown (Circa 1932)			
4-8-53		Triad Hunter, LLC	777 Post Oak Blvd. Ste. 910	Houston	TX	77056
4-8-54		Chesapeake Appalachia, LLC	P.O. Box 6070	Charleston	WV	25362

ANTERO RESOURCES APPALACHIAN CORP. ATTN: LESLEY HINZMAN
535 WHITE OAK BLVD
BRIDGEPORT, WV 26330-0410

Teresea R Hamilton
TYLER County 09:58:53 AM
Instrument No 81594
Date Recorded 12/23/2013
Document Type AGR
Pages Recorded 2
Book-Page 433-604
Recording Fee \$5.00
Additional \$6.00

MEMORANDUM OF SURFACE USE AND COMPENSATION AGREEMENT
Nalley Pad (Nalley)

This Memorandum of Surface Use and Compensation Agreement ("Memorandum") is entered into this 11th day of September, 2013 by and between, **Robert D. Nalley and Virginia A. Nalley**, husband and wife, having an address **2549 Tyler Highway, Sistersville, WV 26175** (the "Grantor", whether one or more), and **Antero Resources Corporation**, a Delaware corporation, having an address of **1625 17th Street, Denver, CO 80202** (the "Grantee"), (collectively, the "Parties").

NOW THEREFORE, in consideration of the foregoing, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

1. Grantors and Grantee have entered into that certain Surface Use and Compensation Agreement dated as of even date herewith ("Surface Use Agreement").
2. The Surface Use Agreement sets forth the rights and responsibilities of the Parties with respect to compensation for, and use of, the surface for oil and gas drilling operations of that certain tract(s) or parcel(s) of land located in in Lincoln District, Tyler County, West Virginia, identified on Tax Map 8 as Parcel No. 54 and Tax Map 12 as Parcel Nos. 13, 14 and 14.1, comprised of a total of 126.95 acres, more or less, and being the same tract(s) or parcel(s) of land conveyed to the Grantor herein by instrument recorded in the Office of the Clerk of the County Commission of Tyler in Deed Book 198 at Page 41, Deed Book 183 at Page 452, Deed Book 345 at Page 832 and Deed Book 424 at Page 382, (the "Premises").
3. The Surface Use Agreement shall remain in full force and effect for a term of five (5) years and as long thereafter as oil or gas, or either of them, is produced from the land, or as long as the Premises are used for drilling operations.
4. The covenants, provisions, conditions and recitals of this Memorandum shall be the same covenants, provisions, conditions and recitals set forth in the Surface Use Agreement, which are hereby incorporated by reference as if fully set forth herein.
5. In the event the Surface Use Agreement is amended, supplemented, assigned or terminated by written agreement executed by the Parties, this Memorandum shall be amended, supplemented, assigned or terminated.
6. This Memorandum is executed for the convenience of the Parties and for the purpose of recording the same. This Memorandum does not modify, supplement, or abridge the rights and obligations set forth in said Surface Use Agreement.
7. This Memorandum serves as notice of the existence of the Surface Use Agreement and shall be binding upon the parties, their heirs, successors, and assigns as if said Surface Use Agreement was filed of record.
8. This Memorandum may be executed in counterparts.

IN WITNESS WHEREOF, the Parties sign:

GRANTOR:


Robert D. Nalley


Virginia A. Nalley

Page 1 of 2

Exhibit E

Purslev 2HD Memo/Agmt

GRANTEE:
Antero Resources Corporation

By Brian A. Kuhn
Brian A. Kuhn
Vice President of Land
Antero Resources Corporation

STATE OF West Virginia §
 §SS.
COUNTY OF Tyler §

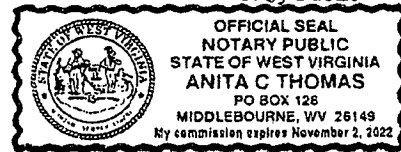
(INDIVIDUAL ACKNOWLEDGEMENT)

The foregoing instrument is acknowledged before me, a notary public, this 2nd day of October, 2013, by Robert D. Nalley and Virginia A. Nalley, husband and wife.

Witness my hand and official seal.

My Commission Expires: November 2, 2022
(seal)

Anita C. Thomas
Notary Public



STATE OF CO §
 §SS.
COUNTY OF Denver §

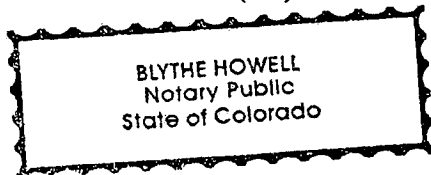
(CORPORATE ACKNOWLEDGEMENT)

BEFORE ME, the undersigned, A Notary Public, in and for said County and State on this 14th day of October, 2013 personally appeared Brian A. Kuhn of Antero Resources Corporation to me known to be the identical person described in and who executed the within and foregoing document as its **Vice President, Land** and acknowledged to me that he executed the same as his free and voluntary act and deed and as the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notary seal the day and year last above written.

My Commission Expires: 4/15/16
(seal)

Blythe Howell
Notary Public



This instrument prepared by: Antero Resources Corporation, 1625 17th Street, Denver, CO 80202

SURFACE USE AND COMPENSATION AGREEMENT
Nalley Pad (Nalley)

This SURFACE USE AND COMPENSATION AGREEMENT ("Agreement"), is made and entered into this 28th day of August, 2013, by and between Robert D. Nalley and Virginia A. Nalley, husband and wife, having an address 2549 Tyler Highway, Sistersville, WV 26175 (the "Grantor", whether one or more), and Antero Resources Corporation, a Delaware corporation, having an address of 1625 17th Street, Denver, CO 80202 (the "Grantee"), (collectively, the "Parties").

BACKGROUND

Grantor is the owner of the surface of that certain tract(s) or parcel(s) of land located in Lincoln District, Tyler County, West Virginia, identified on Tax Map 8 as Parcel No. 54 and Tax Map 12 as Parcel Nos. 13, 14 and 14.1 comprised of a total of 126.95 acres, more or less, and being the same tract(s) or parcel(s) of land conveyed to the Grantor herein by instrument recorded in the Office of the Clerk of the County Commission of Tyler, in Deed Book 198 at Page 41, Deed Book 183 at Page 452, Deed Book 345 at Page 832 and Deed Book 424 at Page 382, (the "Premises").

The Parties desire to enter into this Agreement to memorialize the terms upon which the Grantor will be compensated for Grantee's use of the Premises.

NOW, THEREFORE, that in and for the consideration as set forth herein below, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties agree:

1. **Conflicting Provisions.** In the event there is a conflict between this Agreement and the surface use provisions contained in that certain oil and gas lease dated July 10th, 2012 and between Robert D. Nalley and Virginia A. Nalley, as lessor and Antero Resources Corporation, as Lessee, then this Agreement will prevail in all instances. All other provisions of said oil and gas lease will remain in full force and effect.
2. **Term.** This Agreement shall remain in force for a term of five (5) years from the date of this Agreement, and as long thereafter as oil and gas, or either of them, is produced from the land, or as long as the Premises is utilized for drilling operations, as defined in Paragraph 3, associated with deep or shallow wells located upon the Premises, or upon lands unitized with the Premises or as shown on the "Site Plans" as set forth in Paragraph 4.
3. **Drilling Operations.** "Drilling operations" shall include the actual drilling or re-drilling of vertical or horizontal wells; the reworking, deepening, or plugging back of a well or hole; or any other operations conducted in an effort to search for, obtain, operate or reestablish production of oil or gas; along with all related drilling site preparation, including, but not limited to, surveying, building, maintaining, laying, constructing, inspecting, repairing, altering, placing, replacing, or relocating access road(s), pad-site(s), frac-pit(s), spoil-pile/waste area(s), associated production pad(s), impoundment(s) and/or water containment/tank pad(s), water line(s), water pump(s), metering facility(s), PIG launcher/receiver(s), installing sound barrier(s) and oil and gas transmission line(s) upon the subject Premises; as well as the right to install temporary above ground water line(s) for the transportation of water to and from frac-pit(s), impoundment(s) and/or water containment/tank pad(s) located upon the subject Premises, or located on third party properties for use in connection with drilling operations conducted on or off the Premises. Drilling operations shall not include hunting, fishing, or related activities.
4. **Site Plans.** The Proposed Site Plan, which is attached as "Exhibit A," is fully incorporated into this Agreement, and sets forth the Parties' understanding with regard to the approximate location of drilling operations. Prior to commencing drilling operations, Grantee shall survey the Premises and prepare a Final Site Plan setting forth the actual location of drilling operations. The Final Site Plan shall be attached to and fully incorporated into this Agreement as "Exhibit B." Grantor acknowledges that the Proposed Site Plan may change as a result of construction or engineering concerns raised by the survey, or as a result of state and/or federal regulatory requirements.
5. **Payment.** Grantee shall pay Grantor an Initial Payment of \$10,000.00 upon receipt of an executed copy of this Agreement, a Memorandum of Surface Use and Compensation Agreement, and IRS Form W-9. Upon commencing well-site construction pursuant to a Final Site Plan, Grantee shall pay Grantor \$172,000.00 ("balance of payment") as full and Final Payment and as final settlement of all damage claims resulting from the Grantee's use of the Premises, whether or not contemplated by the Parties, including, but not limited to, the market value of crops and timber damaged, destroyed, or prevented from reaching market; damage to water supplies that were in use prior to the commencement of drilling operations; cost of repairing or replacing personal property damaged or destroyed by drilling operations; and diminution in value of the Premises resulting from drilling operations; and in full satisfaction of the \$2,500.00 property tax reimbursement payment due the Grantor pursuant to W.Va. Code §22-6A-17. Grantor understands that the balance of payment shall only be paid upon the commencement of well-site construction.



6. **Water Testing.** Grantee shall test all existing water well(s), including water well(s) specifically located on the Premises that are located within 1500 feet of the center of the pad-site prior to commencing drilling operations. In the event drilling operations damage any previously tested water well, Grantee shall replace the Grantor's water supply with a comparable water supply.

7. **Dispute Resolution.** In the event a dispute, claim, question, or disagreement arises pursuant to the terms of this Agreement, the Parties shall attempt to settle said dispute, claim, question, or disagreement, through utilization of a duly qualified mediator selected and approved by the Parties. In the event mediation fails to settle the Parties' dispute, the Parties may pursue any and all remedies at law or in equity.

8. **Confidentiality.** The Parties shall keep the terms, conditions, and payments made pursuant to this Agreement strictly confidential, and shall execute a Memorandum of Surface Use and Compensation Agreement that shall be filed in the county property records. Under no circumstances shall this Agreement be placed of record in the county property records by either the Grantor or Grantee. In the event Grantee fails to utilize the Premises for drilling operations within the term of this Agreement, Grantee shall record a "Release of Memorandum of Surface Use and Compensation Agreement" in the county property records indicating its relinquishment of rights to the Premises.

9. **Option Agreement.** ~~During the term of this Agreement, Grantor grants Grantee the option to purchase Pipeline Rights of Way and Easement Agreement(s) necessary for the transportation of gas, including third party gas produced from other lands, over, across, and through the Premises. This Option Agreement shall cover pipeline(s) not to exceed an aggregate diameter of 16 inches, to be buried at a minimum depth of thirty-six inches (36"), at a price of \$1.00 per diameter inch, per linear foot of pipeline(s) installed upon the Premises.~~

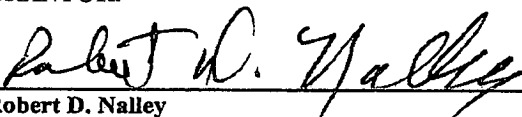
10. **Site Restoration.** Grantee shall fertilize and reseed areas disturbed by Grantee's construction operations on the Premises and, when reasonable, shall reseed with grass seed requested by Grantor. Grantee shall also, at Grantor's request, remove trees, stumps, and brush disturbed by Grantee's construction operations.

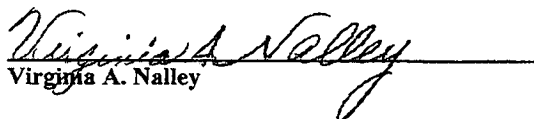
11. **Notices and Further Assurances.** The Grantor and Grantee agree that they will comply with the notice provisions required by the West Virginia Department of Environmental Protection and/or by West Virginia Code Section 22-6A as necessary.

12. **Additional Responsibilities.** The Parties incorporate the rights and responsibilities set forth in the attached Addendum to Surface Use and Compensation Agreement as if fully set forth in this Agreement.

13. **Binding.** This Agreement may be signed in counterparts with each part being effective and binding as to the interest owned by the Grantor herein and shall be binding upon the Grantor and Grantee, their heirs, successors, and assigns.


GRANTOR:


Robert D. Nalley


Virginia A. Nalley

GRANTEE:

Antero Resources Corporation

By 
Brian A. Kuhn
Vice President of Land
Antero Resources Corporation

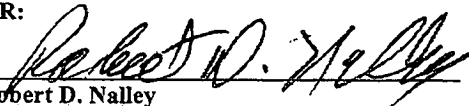
ADDENDUM TO SURFACE USE AND COMPENSATION AGREEMENT
Nalley Pad (Nalley)

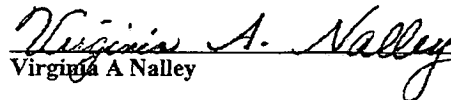
This Addendum is attached to and made a part of the Surface Use and Compensation Agreement 11th day of September, 2013, by and between, Robert D. Nalley and Virginia A. Nalley, husband and wife, having an address 2549 Tyler Highway, Sistersville, WV 26175 (the "Grantor", whether one or more), and Antero Resources Corporation, a Delaware corporation, having an address of 1625 17th Street, Denver, CO 80202 (the "Grantee"), (collectively, the "Parties").

Grantor and Grantee agree to the following:

1. Upon completion of all drilling activities, the Tank Pad area will be reclaimed and not used for further purposes.
2. The Production Pad area shall be locate adjacent to the Well Pad as shown on Exhibit A.
3. No frac water will be stored on the Premises other than water to be used for operations conducted from the Well Pad location, located on the premises.
4. The permanent and temporary access roads shall remain in a condition passable by a 4x4 vehicles.
5. A guard will be located at the entrance of either the permanent or temporary access road during drilling operations.
6. In the event electrical lines are needed for any portion of the Grantee's operations said lines will be installed along the access road (permanent or temporary), 14' to 16' above the road height, or buried. Grantor will be notified in advance of the installation.
7. Grantee will seed with deer clover, meadow mix, and/or a grass seed (no Fescue) requested by Grantor, lime and fertilize per guidelines established by the WVU Extension Services all areas disturbed by Grantee's operations. Said reclamation to be maintained until seed has been established. This provision has a time limit of 5 years from date hereof.
8. Grantee shall remove, burn or chip all debris (trash, stumps, limbs), from access road way, well pad sites, production pad, and staging area disturbed by Grantee.
9. Will make reasonable and practical effort to suppress dust on access road(s).
10. Grantor agrees to remove the existing "double wide" from the premises by October 12th, 2013
11. In the event it is determined needed and necessary by Grantee, and at Grantee's sole expense, Grantor agrees to the demolition and removal of the "existing garage" as shown on Exhibit A hereto.
12. Grantor agrees and acknowledges that payments provided for in Paragraph 5 "Payment" of this Agreement includes compensation for demolition and removal of said "existing garage" and the removal of the existing double wide to a location off the premises and for the total use of Parcel 14.1, (0.85 acres), as a staging area or other use to be determined by Grantee.
13. "Grantor agrees that the payment specified herein shall be in lieu of the \$4,000.00/acre specified in paragraph 15 of Exhibit A to Grantor's Oil and Gas Lease with Antero Resources Appalachian Corporation dated July 10, 2012, signed July 17, 2012 as to the areas of disturbance shown on Exhibit A attached hereto and incorporated herein by reference. However, such payment shall not preclude Grantor from receiving other compensation authorized by West Virginia Code 22-6B-3, un-contemplated by this agreement."
14. "Except as modified herein, the terms of Grantor's Oil and Gas Lease with Antero Resources Appalachian Corporation dated July 10, 2012, signed July 17, 2012, shall remain in full force and effect."
15. "Grantor waives the (30) day notice provision and Grantor's right to remove timber specified in paragraph 18 of Exhibit A to Grantor's Oil and Gas Lease with Antero Resources Appalachian Corporation dated July 10, 2012, signed July 17, 2012."
16. "Grantor acknowledges location approval of the well pad, production pad, spoil piles water containment pad, access roads and staging areas shown on Exhibit A attached hereto and incorporated herein by reference, in accordance with requirements of paragraph 14of Exhibit A to Grantor's Oil and Gas lease with Antero Resources Appalachian Corporation dated July 10, 2012, signed July 17, 2012."

GRANTOR:


Robert D. Nalley


Virginia A Nalley

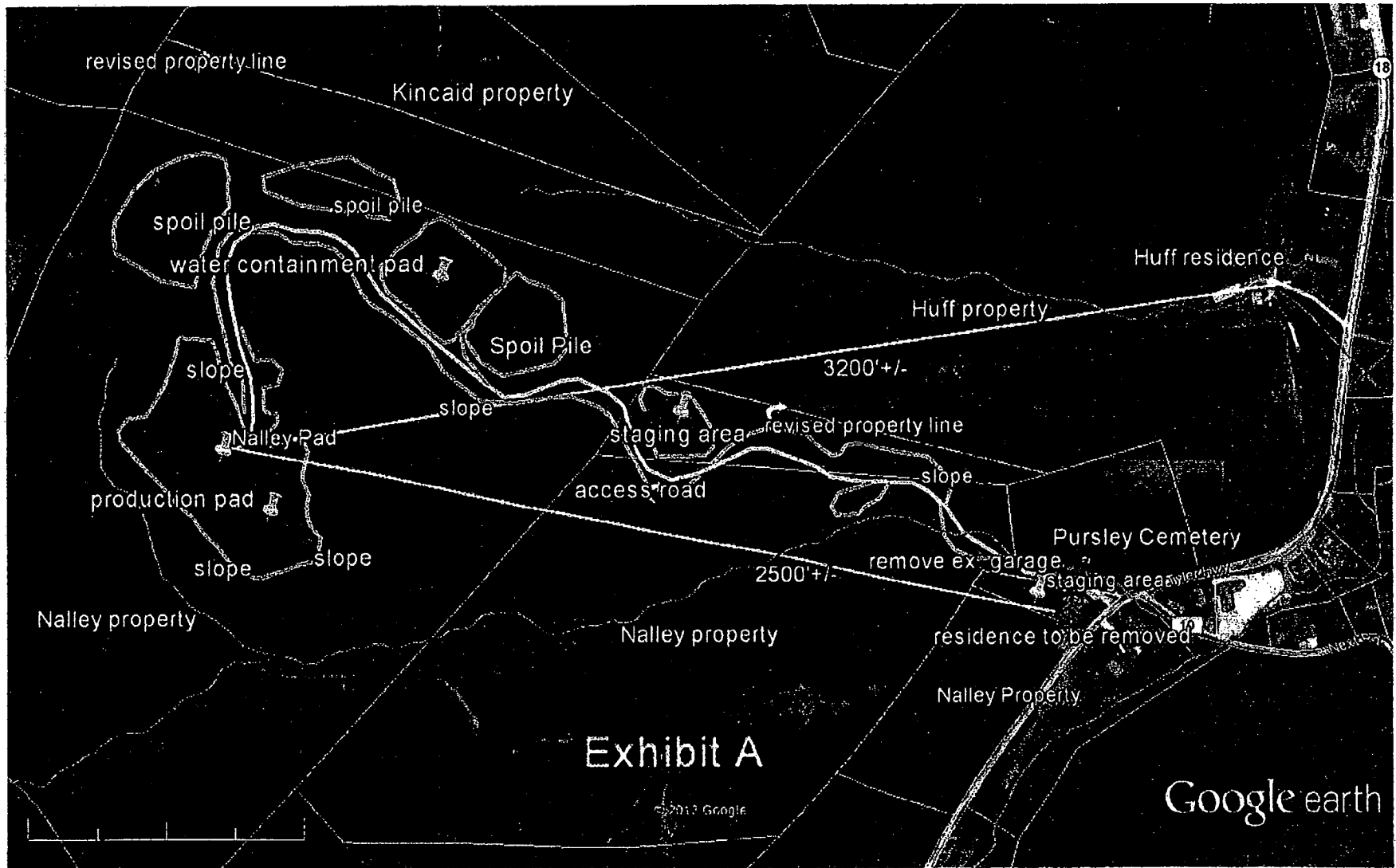


Exhibit A

© 2013 Google

Google earth

Google earth



RDN VAN

Exhibit F
Tract Participation

Farm Name	Gross Ac.	Ac. in Unit	Tract Participation	Tax/Map/Parcel
Robert D. Nalley and Virginia A. Nalley, as JTWROS	80.00000	26.31000	12.80666%	4-8-54
Victoria Keller Farm	213.40000	26.54000	12.91861%	4-8-38, 38.1, 38.2, 38.3, 38.4, 38.5, 38.6, 47
Robert D. Nalley et ux, Virginia A. Nalley	82.00000	1.98000	0.96379%	4-8-39
Clair Starkey Farm	174.00000	38.72000	18.84735%	4-8-19, 19.1
William Johnson Farm	164.00000	56.94000	27.71612%	4-8-18
Ronald Lee Dieterich	0.38000	0.38000	0.18497%	4-8-6
Paul Leon Wells et al	109.00000	13.62000	6.62967%	4-8-5, 7, 7.1, 7.2, 7.3, 8
Melissa D. and David L. Robinson Farm	14.00000	3.74000	1.82048%	4-8-4
Lynn Ann Starkey Farm	8.54000	1.58000	0.76908%	4-4-14
Debra L. Smith Farm	34.88000	25.63000	12.47566%	4-4-21.3
Betty Ruth Gaiser Farm	45.59000	10.00000	4.86760%	4-4-p/o 22
TOTAL	205.44000	205.44000	100.00%	

Exhibit G
Unleased Owners

District	Tax/Map/Parcel	Gross Ac.	Ac. in Unit	Owner(s)	Ownership %	Net Acres in Unit
Lincoln	4-8-19, 19.1	174.00ac	38.72	Hester A. Porter heirs or assigns	15.6250%	6.05000
Lincoln	4-8-19, 19.1	174.00ac	38.72	Jennie Porter heirs or assigns	12.5000%	4.84000
Lincoln	4-8-19, 19.1	174.00ac	38.72	Mary F. Porter heirs or assigns	12.5000%	4.84000
Lincoln	4-8-19, 19.1	174.00ac	38.72	Edgar W. Porter heirs or assigns	3.1250%	1.21000
Lincoln	4-8-19, 19.1	174.00ac	38.72	Mary K. Porter heirs or assigns	3.1250%	1.21000
Lincoln	4-8-19, 19.1	174.00ac	38.72	Charles N. Porter heirs or assigns	3.1250%	1.21000
Lincoln	4-8-6	0.38ac	0.38	Ronald Lee Dieterich	100.0000%	0.38000
Lincoln	4-8-5, 7, 7.1, 7.2, 7.3, 8	109.00ac	13.62	Nancy Fout	50.0000%	6.81000
Lincoln	4-8-4	14.00ac	3.74	Catherine Elizabeth Parry Morrison, Alvin Baker Parry, Barbara Jean Parry Coleman, Shirley Maxine Parry Lee & Feato L. Bazzell	1.0000%	0.03740
Lincoln	4-8-4	14.00ac	3.74	George Collins	2.0000%	0.07480
Lincoln	4-8-4	14.00ac	3.74	Josephine Collins	2.0000%	0.07480
Lincoln	4-8-4	14.00ac	3.74	Kaye Davies	0.5000%	0.01870
Lincoln	4-8-4	14.00ac	3.74	Mary Ann Enochs	0.5000%	0.01870
Lincoln	4-8-4	14.00ac	3.74	Ward Allen	0.5000%	0.01870
Lincoln	4-8-4	14.00ac	3.74	Sistersville General Hospital, City of Sistersville, WV	1.0000%	0.03740
Lincoln	4-8-4	14.00ac	3.74	Sistersville Public Library, City of Sistersville, WV	2.5000%	0.09350
Lincoln	4-8-4	14.00ac	3.74	Mary Lou Boston	5.0000%	0.18700
Lincoln	4-8-4	14.00ac	3.74	Joseph Clark Theiss, believed to be deceased and survived by Jane Ann Kronsberg, Elizabeth Chandler Jenrette & George Y. Chandler	2.0000%	0.07480
Lincoln	4-8-4	14.00ac	3.74	The Trustees of The First Presbyterian Church of Sistersville,	8.2500%	0.30855
Lincoln	4-8-4	14.00ac	3.74	The Trustees of The First Baptist Church of Sistersville, WV	7.2500%	0.27115
Lincoln	4-8-4	14.00ac	3.74	Robert E. McEldowney, believed to be deceased and survived by Robert E. McEldowney, III	0.2500%	0.00935
Lincoln	4-8-4	14.00ac	3.74	Samuel C. McEldowney	0.2500%	0.00935
Lincoln	4-8-4	14.00ac	3.74	John C. McEldowney, believed to be deceased and survived by John McEldowney	0.2500%	0.00935
Lincoln	4-8-4	14.00ac	3.74	Jane Ann Kronsberg	0.4167%	0.01558
Lincoln	4-8-4	14.00ac	3.74	Elizabeth Chandler Jenrette	0.4167%	0.01558
Lincoln	4-8-4	14.00ac	3.74	George Y. Chandler	0.4167%	0.01558

Exhibit G
Unleased Owners

Lincoln	4-8-4	14.00ac	3.74	Unknown heirs of Walter R. Reitz	8.3333%	0.31167
Lincoln	4-8-4	14.00ac	3.74	Thomas Erwin Schneider, Jr.	8.3333%	0.31167
Lincoln	4-8-4	14.00ac	3.74	Edward B. Reisinger Trust	8.3333%	0.31167
Lincoln	4-4-21.3 (B)	7.48ac	7.00	Unknown heirs of Patrick Lowery	25.0000%	1.75000
Lincoln	4-4-21.3 (B)	7.48ac	7.00	Unknown heirs of Ellen Riggs	21.4286%	1.50000
Lincoln	4-4-21.3 (B)	7.48ac	7.00	Thomas A. Wright	5.5556%	0.38889
Lincoln	4-4-21.3 (B)	7.48ac	7.00	Joanna W. Rini	5.5556%	0.38889
Lincoln	4-4-21.3 (B)	7.48ac	7.00	Jeanette W. Lee	5.5556%	0.38889
Lincoln	4-4-21.3 (C)	14.80ac	14.00	Unknown heirs of Anna Mikeal a/k/a Mikes	18.45238%	2.58333
Lincoln	4-4-21.3 (C)	14.80ac	14.00	Unknown heirs of Patrick Lowery	25.00000%	3.50000
Lincoln	4-4-21.3 (C)	14.80ac	14.00	Unknown heirs of Ellen Riggs	21.42857%	3.00000
Lincoln	4-4-21.3 (C)	14.80ac	14.00	Thomas A. Wright	5.55556%	0.77778
Lincoln	4-4-21.3 (C)	14.80ac	14.00	Joanna W. Rini	5.55556%	0.77778
Lincoln	4-4-21.3 (C)	14.80ac	14.00	Jeanette W. Lee	5.55556%	0.77778
Lincoln	4-4-p/o 22 (B)	45.59ac	6.00	Unknown heirs of Patrick Lowery	25.00000%	1.50000
Lincoln	4-4-p/o 22 (B)	45.59ac	6.00	Unknown heirs of Ellen Riggs	21.42857%	1.28571
Lincoln	4-4-p/o 22 (A)	4.11ac	4.00	Unknown heirs of Patrick Lowery	25.00000%	1.00000
Lincoln	4-4-p/o 22 (A)	4.11ac	4.00	Unknown heirs of Ellen Riggs	21.42857%	0.85714
Lincoln	4-4-p/o 22 (A)	4.11ac	4.00	Unknown heirs of Anna Mikeal a/k/a Mikes	18.45238%	0.73810

49.98959

101 South Queen Street
Martinsburg, West Virginia 25401

7000 Hampton Center
Morgantown, West Virginia 26505

511 7th Street
Moundsville, West Virginia 26041

501 Avery Street
Parkersburg, West Virginia 26101

George A. Patterson III
Telephone — (304) 347-1118
Facsimile — (304) 343-2867

Oil & Gas Conservation Commission
Department of Environmental Protection
Attention: Cindy Raines
601 57th Street
Charleston, West Virginia 25304

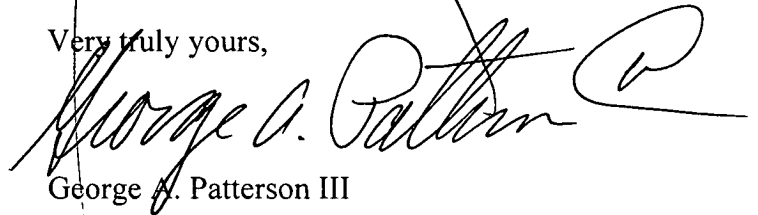
Re: 205.44 AC Pursley Unit 2HD Deep Well Unit Application

Dear Cindy:

Please find enclosed an original and two copies of Antero Resource Corporation's Application to form a deep well drilling unit.

Should you have any questions, please feel free to contact me at the phone number listed above.

Very truly yours,



George A. Patterson III

GAP/adb
Enclosures
cc: Houston Eagleston
Antero Resources Corporation



Bowles Rice LLP
ATTORNEYS AT LAW

600 Quarrier Street
Charleston, West Virginia 25301

Post Office Box 1386
Charleston, West Virginia 25325-1386
(304) 347-1100

www.bowlesrice.com

May 6, 2014

6000 Town Center Boulevard, Suite 210
Canonsburg, Pennsylvania 15317

333 West Vine Street, Suite 1700
Lexington, Kentucky 40507

480 West Jubal Early Drive, Suite 130
Winchester, Virginia 22601

COPY

E-Mail Address:
gpatterson@bowlesrice.com

VIA HAND DELIVERY

**BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF WEST VIRGINIA**

IN THE MATTER OF THE APPLICATION BY
ANTERO RESOURCES CORPORATION, A
DELAWARE CORPORATION, FOR POOLING
AND UNIT OPERATION OF A 205.44 ACRE DEEP
WELL UNIT FOR THE PRODUCTION OF OIL AND
GAS IN LINCOLN DISTRICT, TYLER COUNTY,
WEST VIRGINIA

DOCKET NO. _____
CASE NO. _____

APPLICATION

NOW COMES ANTERO RESOURCES CORPORATION, A Delaware corporation, formerly known as ANTERO RESOURCES APPALACHIAN CORPORATION, ("Applicant") pursuant to *W. Va. Code §22C-9-7(b)* and this Commission's regulations, and gives notice of the intention to direct the bottom of the Pursley Unit 2HD well, away from vertical, and requests an order requiring the pooling of oil and gas interests in certain lands for the development and operation of a drilling unit in connection with a 205.44 Acre Unit for the Pursley Unit 2HD well, and for its application, states as follows:

1. Applicant is a Delaware corporation, engaged in the production of oil and gas within the State of West Virginia and is an operator within the meaning of *W. Va. Code §22C-9-2(a)(4)*. The Applicant is a qualified and experienced operator of oil and gas wells, including horizontal wells, in West Virginia. The Applicant's address is:

Antero Resources Corporation
1615 Wynkoop St.
Denver, Colorado 80202

2. Applicant desires to pool interests and form a 205.44 acre unit (the "Unit Area"), drill a deep well in the Point Pleasant Formation, and operate the well and unit for the production of oil and gas in Lincoln District, Tyler County, West Virginia, to be known as the Pursley Unit 2HD well and unit as more particularly described and depicted on the plats identified as *Exhibit A* attached hereto.

Exhibit A includes a plat drawn to a scale of 1 inch equal to 2,000 feet showing the area involved, prepared by a licensed land surveyor or registered engineer and:

- a. shows the boundaries of the drilling unit;
- b. shows the distances from the proposed deep well location to the nearest outside boundary of the proposed unit;
- c. shows the acreage of each tract within the drilling unit;
- d. shows the actual proposed or actual location of the Pursley Unit 2HD well determined by survey, the courses and distances of such location from two (2) permanent points or landmarks on said tracts and the number to be given the deep well;
- e. no completed deep oil and gas wells are located within 1 mile of the proposed Pursley Unit 2HD well and therefore no deep wells are identified on the plat attached;
- h. shows all wells, including shallow wells and dry and abandoned wells located in the Unit Area, all of which are properly designated by name and known permit numbers.

The lateral portion of the Pursley 2HD will be located at least 400 feet from the unit boundary. The well location at the surface will be within 400 feet from the unit boundary and if required, approval of an exception to the Commission's rules is requested in that regard.

3. A topographical map showing the surface topography of the surface location of the Pursley Unit 2HD well and adjoining areas is attached hereto as *Exhibit B*.

4. The applicant has made a diligent effort to determine those who will be directly and immediately affected by the proposed pooling of interests, being oil and gas owners and lessees of record with an interest in the Unit Area, and their names and last known addresses are shown on *Exhibit C*, entitled Affected Owners, attached.

5. *Exhibit D*, entitled Adjoining Operators, shows the names and addresses of unleased mineral owners and lessees of tracts adjacent to the proposed unit.

6. Applicant requests that notice of this application be given to the persons listed on *Exhibit C* and *Exhibit D*, and that notice be published and otherwise given as provided by law.

7. Applicant leased the oil and gas underlying 80.0 acres,

more or less, the tract on which the vertical portion of the Pursley Unit 2HD well will be drilled, by lease from Robert D. Nalley and Virginia A. Nalley, to Antero Resources Appalachian Corporation, dated July 10, 2012, recorded in the office of the Clerk of the County Commission of Tyler County, West Virginia in Lease Book 403, page 711 (the "Well Location Lease"). The Pursley Unit 2HD well will be drilled from the surface of the Well Location Lease, and Applicant has the right to drill vertically and horizontally on the Well Location Lease.

8. The Pursley Unit 2HD well will be drilled vertically from the surface location shown on *Exhibit A*, curve approximately 90 degrees, and continue approximately 8,192 feet horizontally. The Pursley Unit 2HD well will be completed in the Point Pleasant Formation, which lies immediately below the Utica Shale. A unit is requested with respect to those depths and formations lying from 100 above the top of the Utica formation to 100 feet below the top of the Trenton Limestone.

9. In addition to, and separate and apart from its lease rights, Applicant has entered into a written consent and easement with the owners of the surface property overlying the Well Location Lease for the drilling of the Pursley Unit 2HD well within the meaning of West Virginia Code Section 22C-9-7(b)(4) by virtue of its Surface Use and Compensation Agreement with Robert D. Nalley and Virginia A. Nalley, dated August 28, 2013, a Memorandum of which was recorded in the Office of the Clerk of the County Commission of Tyler County, West Virginia, on December 23, 2013, as instrument No 81594, in Book 433, page 604, and a copy of which is attached hereto as *Exhibit E* ("Statutory Consent and Easement")

10. The Unit Area is comprised of an area encompassing 14 surface tracts, totaling 205.44 surface acres. The proportional relationship between the surface acreage of the individual tracts, or portions thereof, included within the Unit Area, and the total Unit Area surface acres is as identified on *Exhibit F*, entitled Tract Participation, attached hereto.

11. Of the 205.44 acres in the proposed Pursley Unit 2HD, 49.989 acres are unleased and owned by those identified on *Exhibit G*, entitled Unleased Owners. The persons listed on *Exhibit G* have not agreed to participate in the Pursley Unit 2HD well.

12. The production of oil and gas from the area can be allocated in such a manner as to ensure the recovery by Applicant and the oil and gas royalty owners and operators of properties in the proposed unit of their just and equitable share of such production.

13. An order requiring the unit operation of the Unit Area for the production of oil and gas is reasonably necessary for the protection of

correlative rights, prevention of waste and the drilling of unnecessary wells.

14. A verification of this application is attached and incorporated herein.

WHEREFORE, Applicant does hereby respectfully request that:

- a. This Commission conduct such hearings as are required by law regarding the formation of the unit requested; and
- b. The Commission enter an order requiring the unitization of lands as requested herein for the operation of a deep oil and gas well and if required, approving an exception to the Commission's rules regarding the well location; and
- c. The Commission receive the elections provided by *W. Va. Code §22C-9-7(b)*, and enter one or more orders as contemplated by law in connection with this application; and
- d. For such further or other relief as this Commission may find just and proper.

ANTERO RESOURCES CORPORATION
By Counsel



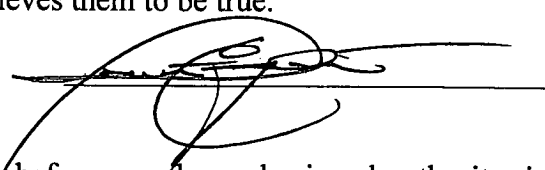
George A. Patterson III (WVSB # 2831)
Corey Palumbo (WVSB # 7765)
BOWLES RICE, LLP
600 Quarrier Street
Post Office Box 1386
Charleston, West Virginia 25325-1386
(304) 347-1118

VERIFICATION

STATE OF COLORADO,

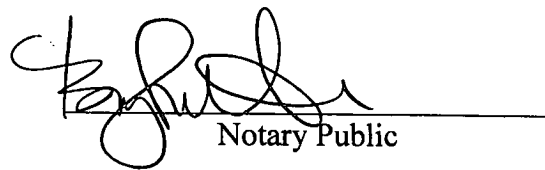
COUNTY OF DENVER, to wit:

This day personally appeared before me, the undersigned, Houston Eagleston, who being by me first duly sworn, deposes and says that he is the Senior Landman of Antero Resources Corporation, Applicant in the foregoing Application; that he has read the foregoing Application and knows the contents thereof pertaining to its claims and allegations; that the facts set forth therein are true, except as to such matters as are therein stated to be upon information and belief, and that insofar as matters are therein stated to be upon information and belief, he believes them to be true.



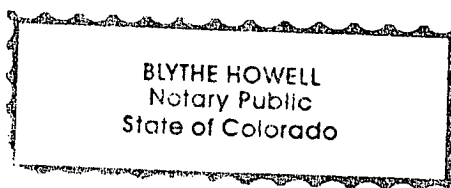
Taken, subscribed and sworn to before me, the undersigned authority, in my said county, this 18 day of May, 2014.

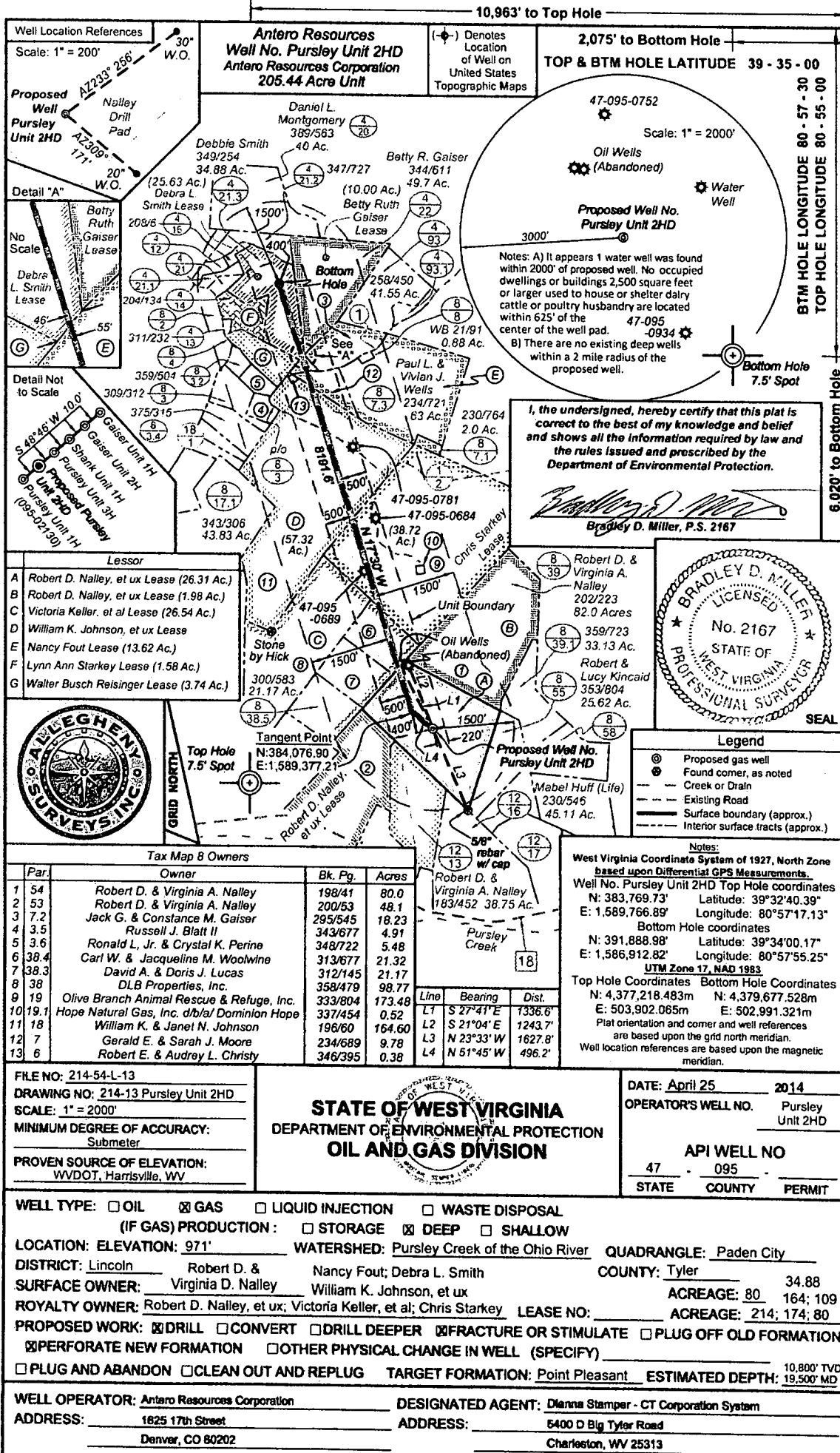
My commission expires 4/15/16.



Notary Public

[SEAL]





Well Location References
Scale: 1" = 200'

Antero Resources
Well No. Pursley Unit 2HD
Antero Resources Corporation
205.44 Acre Unit

(+) Denotes Location of Well on United States Topographic Maps

2,075' to Bottom Hole
TOP & BTM HOLE LATITUDE 39 - 35 - 00
BTM HOLE LONGITUDE 80 - 57 - 30
TOP HOLE LONGITUDE 80 - 55 - 00

Proposed Well Pursley Unit 2HD
Nalley Drill Pad
Detail "A"

Detail Not to Scale
No Scale
Debra L. Smith Lease
Bobby Ruth Gaiser Lease

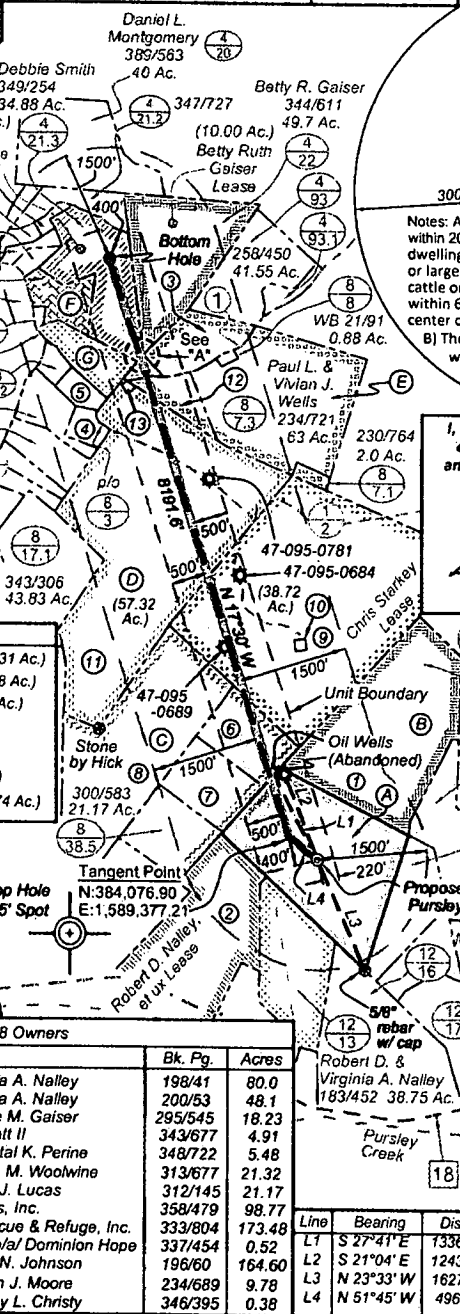
Detail Not to Scale
Gaiser Unit 1H
Shank Unit 2H
Pursley Unit 1H
Proposed Pursley Unit 2HD
Pursley Unit 3H
Pursley Unit 1H
(095-302-300)

Lessor
A Robert D. Nalley, et ux Lease (26.31 Ac.)
B Robert D. Nalley, et ux Lease (1.98 Ac.)
C Victoria Keller, et al Lease (26.54 Ac.)
D William K. Johnson, et ux Lease
E Nancy Fout Lease (13.62 Ac.)
F Lynn Ann Starkey Lease (1.58 Ac.)
G Walter Busch Reisinger Lease (3.74 Ac.)



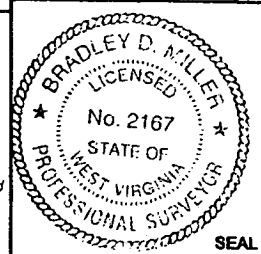
Tax Map 8 Owners

Par.	Owner	Bk. Pg.	Acres
1	54 Robert D. & Virginia A. Nalley	198/41	80.0
2	53 Robert D. & Virginia A. Nalley	200/53	48.1
3	7.2 Jack G. & Constance M. Gaiser	295/545	18.23
4	3.5 Russell J. Blatt II	343/677	4.91
5	3.6 Ronald L, Jr. & Crystal K. Perine	348/722	5.48
6	38.4 Carl W. & Jacqueline M. Woolwine	313/677	21.32
7	38.3 David A. & Doris J. Lucas	312/145	21.17
8	38 DLB Properties, Inc.	358/479	98.77
9	19 Olive Branch Animal Rescue & Refuge, Inc.	333/804	173.48
10	19.1 Hope Natural Gas, Inc. d/b/a/ Dominion Hope	337/454	0.52
11	18 William K. & Janet N. Johnson	196/60	164.60
12	7 Gerald E. & Sarah J. Moore	234/689	9.78
13	6 Robert E. & Audrey L. Christy	346/395	0.38



Scale: 1" = 2000'
Oil Wells (Abandoned)
Water Well
Proposed Well No. Pursley Unit 2HD
Notes: A) It appears 1 water well was found within 2000' of proposed well. No occupied dwellings or buildings 2,500 square feet or larger used to house or shelter dairy cattle or poultry husbandry are located within 625' of the center of the well pad. B) There are no existing deep wells within a 2 mile radius of the proposed well.

I, the undersigned, hereby certify that this plat is correct to the best of my knowledge and belief and shows all the information required by law and the rules issued and prescribed by the Department of Environmental Protection.
Bradley D. Miller
Bradley D. Miller, P.S. 2167



Legend
 (Circled symbol) Proposed gas well
 (Square symbol) Found corner, as noted
 (Dashed line) Creek or Drain
 (Solid line) Existing Road
 (Dotted line) Surface boundary (approx.)
 (Dashed line) Interior surface tracts (approx.)

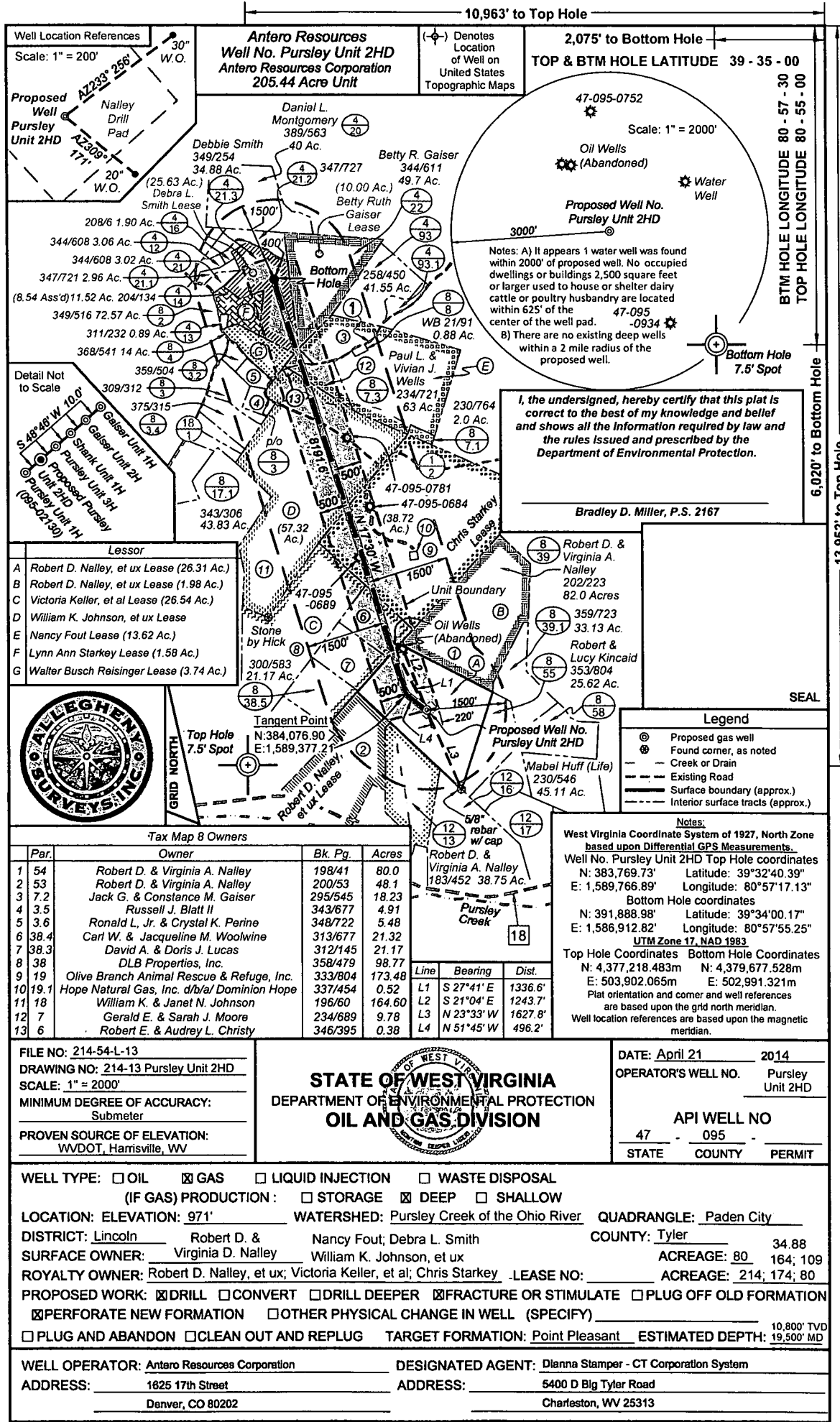
Notes:
 West Virginia Coordinate System of 1927, North Zone based upon Differential GPS Measurements.
 Well No. Pursley Unit 2HD Top Hole coordinates
 N: 383,769.73' Latitude: 39°32'40.39"
 E: 1,589,766.89' Longitude: 80°57'17.13"
 Bottom Hole coordinates
 N: 391,888.98' Latitude: 39°34'00.17"
 E: 1,586,912.82' Longitude: 80°57'55.25"
 UTM Zone 17, NAD 1983
 Top Hole Coordinates Bottom Hole Coordinates
 N: 4,377,218.483m N: 4,379,677.528m
 E: 503,902.065m E: 502,991.321m
 Plat orientation and corner and well references are based upon the grid north meridian.
 Well location references are based upon the magnetic meridian.

FILE NO: 214-54-L-13
DRAWING NO: 214-13 Pursley Unit 2HD
SCALE: 1" = 2000'
MINIMUM DEGREE OF ACCURACY: Submeter
PROVEN SOURCE OF ELEVATION: WV DOT, Harrisville, WV

STATE OF WEST VIRGINIA
DEPARTMENT OF ENVIRONMENTAL PROTECTION
OIL AND GAS DIVISION

DATE: April 25 2014
OPERATOR'S WELL NO. Pursley Unit 2HD
API WELL NO. 47-095-
STATE COUNTY PERMIT

WELL TYPE: OIL GAS LIQUID INJECTION WASTE DISPOSAL
 (IF GAS) PRODUCTION: STORAGE DEEP SHALLOW
 LOCATION: ELEVATION: 971' WATERSHED: Pursley Creek of the Ohio River QUADRANGLE: Paden City
 DISTRICT: Lincoln Robert D. & Virginia D. Nalley Nancy Fout; Debra L. Smith COUNTY: Tyler 34.88
 SURFACE OWNER: William K. Johnson, et ux ACREAGE: 80 164; 109
 ROYALTY OWNER: Robert D. Nalley, et ux; Victoria Keller, et al; Chris Starkey LEASE NO: ACREAGE: 214; 174; 80
 PROPOSED WORK: DRILL CONVERT DRILL DEEPER FRACTURE OR STIMULATE PLUG OFF OLD FORMATION
 PERFORATE NEW FORMATION OTHER PHYSICAL CHANGE IN WELL (SPECIFY)
 PLUG AND ABANDON CLEAN OUT AND REPLUG TARGET FORMATION: Point Pleasant ESTIMATED DEPTH: 10,800' TVD
 19,500' MD
 WELL OPERATOR: Antero Resources Corporation DESIGNATED AGENT: Dianna Stamper - CT Corporation System
 ADDRESS: 1825 17th Street ADDRESS: 5400 D Big Tyler Road
 Denver, CO 80202 Charleston, WV 25313

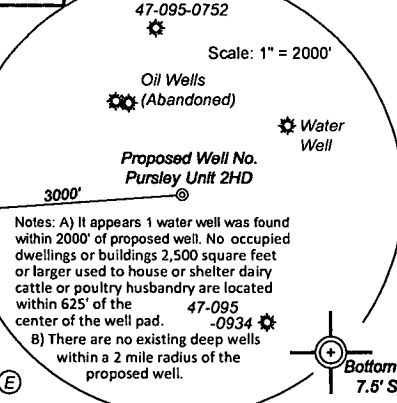


Well Location References
Scale: 1" = 200'
30" W.O.

Antero Resources
Well No. Pursley Unit 2HD
Antero Resources Corporation
205.44 Acre Unit

(+) Denotes Location of Well on United States Topographic Maps

2,075' to Bottom Hole
TOP & BTM HOLE LATITUDE 39 - 35 - 00
BTM HOLE LONGITUDE 80 - 57 - 30
TOP HOLE LONGITUDE 80 - 55 - 00



I, the undersigned, hereby certify that this plat is correct to the best of my knowledge and belief and shows all the information required by law and the rules issued and prescribed by the Department of Environmental Protection.

Bradley D. Miller, P.S. 2167

Detail Not to Scale

Lessors

A	Robert D. Nalley, et ux Lease (26.31 Ac.)
B	Robert D. Nalley, et ux Lease (1.98 Ac.)
C	Victoria Keller, et al Lease (26.54 Ac.)
D	William K. Johnson, et ux Lease
E	Nancy Fout Lease (13.62 Ac.)
F	Lynn Ann Starkey Lease (1.58 Ac.)
G	Walter Busch Reisinger Lease (3.74 Ac.)



Top Hole 7.5' Spot
Tangent Point
N: 384,076.90
E: 1,589,377.2

Tax Map 8 Owners

Par.	Owner	Bk. Pg.	Acres
1	54 Robert D. & Virginia A. Nalley	198/41	80.0
2	53 Robert D. & Virginia A. Nalley	200/53	48.1
3	7.2 Jack G. & Constance M. Gaiser	295/545	18.23
4	3.5 Russell J. Blatt II	343/677	4.91
5	3.6 Ronald L. Jr. & Crystal K. Perine	348/722	5.48
6	38.4 Carl W. & Jacqueline M. Woolwine	313/677	21.32
7	38.3 David A. & Doris J. Lucas	312/145	21.17
8	38 DLB Properties, Inc.	358/479	98.77
9	19 Olive Branch Animal Rescue & Refuge, Inc.	333/804	173.48
10	19.1 Hope Natural Gas, Inc. d/b/a/ Dominion Hope	337/454	0.52
11	18 William K. & Janet N. Johnson	196/60	164.60
12	7 Gerald E. & Sarah J. Moore	234/689	9.78
13	6 Robert E. & Audrey L. Christy	346/395	0.38

Legend

- Proposed gas well
- Found corner, as noted
- Creek or Drain
- Existing Road
- Surface boundary (approx.)
- Interior surface tracts (approx.)

Notes:
West Virginia Coordinate System of 1927, North Zone based upon Differential GPS Measurements.
Well No. Pursley Unit 2HD Top Hole coordinates
N: 383,769.73" Latitude: 39°32'40.39"
E: 1,589,766.89" Longitude: 80°57'17.13"
Bottom Hole coordinates
N: 391,888.98" Latitude: 39°34'00.17"
E: 1,586,912.82" Longitude: 80°57'55.25"
UTM Zone 17, NAD 1983
Top Hole Coordinates Bottom Hole Coordinates
N: 4,377,218.483m N: 4,379,677.528m
E: 503,902.065m E: 502,991.321m
Plat orientation and corner and well references are based upon the grid north meridian.
Well location references are based upon the magnetic meridian.

FILE NO: 214-54-L-13
DRAWING NO: 214-13 Pursley Unit 2HD
SCALE: 1" = 2000'
MINIMUM DEGREE OF ACCURACY: Submeter
PROVEN SOURCE OF ELEVATION: WVDOT, Harrisville, WV

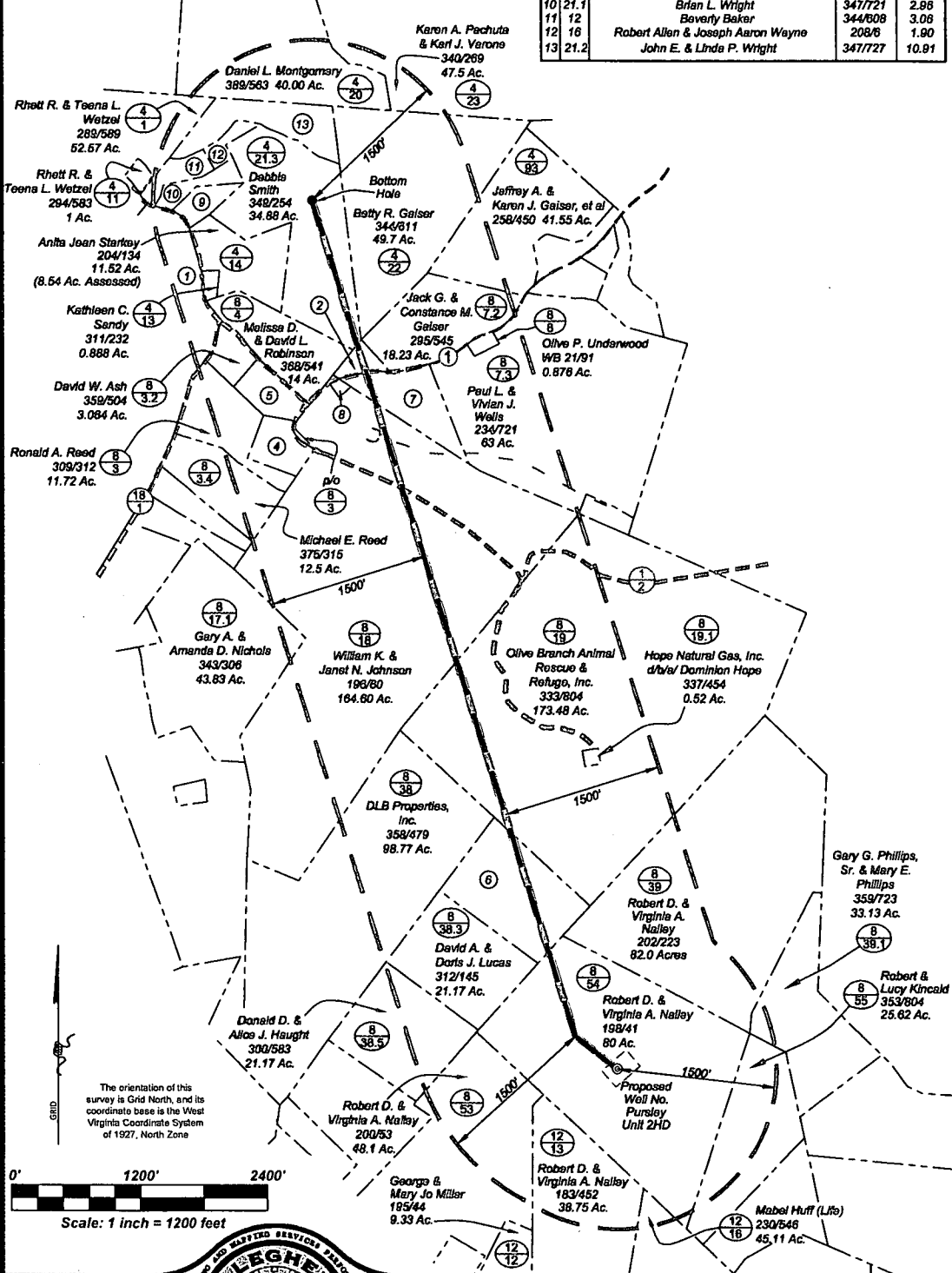
STATE OF WEST VIRGINIA
DEPARTMENT OF ENVIRONMENTAL PROTECTION
OIL AND GAS DIVISION

DATE: April 21 2014
OPERATOR'S WELL NO. Pursley Unit 2HD
API WELL NO 47 - 095 -
STATE COUNTY PERMIT

WELL TYPE: OIL GAS LIQUID INJECTION WASTE DISPOSAL
(IF GAS) PRODUCTION: STORAGE DEEP SHALLOW
LOCATION: ELEVATION: 971' WATERSHED: Pursley Creek of the Ohio River QUADRANGLE: Paden City
DISTRICT: Lincoln Robert D. & Nancy Fout; Debra L. Smith COUNTY: Tyler 34.88
SURFACE OWNER: Virginia D. Nalley William K. Johnson, et ux ACREAGE: 80 164; 109
ROYALTY OWNER: Robert D. Nalley, et ux; Victoria Keller, et al; Chris Starkey LEASE NO: ACREAGE: 214; 174; 80
PROPOSED WORK: DRILL CONVERT DRILL DEEPER FRACTURE OR STIMULATE PLUG OFF OLD FORMATION
 PERFORATE NEW FORMATION OTHER PHYSICAL CHANGE IN WELL (SPECIFY)
 PLUG AND ABANDON CLEAN OUT AND REPLUG TARGET FORMATION: Point Pleasant ESTIMATED DEPTH: 10,800' TVD 19,500' MD
WELL OPERATOR: Antero Resources Corporation DESIGNATED AGENT: Dianna Stamper - CT Corporation System
ADDRESS: 1625 17th Street ADDRESS: 5400 D Big Tyler Road
Denver, CO 80202 Charleston, WV 25313

**Exhibit Map
for
Antero Resources Corporation
of
Well No. Pursley 2HD Surface Owners**
Situate on the waters of Pursley Creek of the Ohio River
and along County Routes 1 and 1/2 in Lincoln
District, Tyler County, West Virginia

Tax Map 8 Owners			
Par.		Owner	Bk. Pg. Acres
1	2	David W. & Lori J. Ash	349/516 72.57
2	6	Steven E. Smith	320/488 2.12
3	7.2	Jack G. & Constance M. Gaiser	295/545 18.23
4	3.6	Russell J. Blatt II	343/877 4.91
5	3.6	Ronald L. Jr. & Crystal K. Parfne	348/722 5.48
6	38.4	Carl W. & Jacqueline M. Woolwine	313/877 21.32
7	7	Gerald E. & Sarah J. Moore	234/889 9.78
8	6	Robert E. & Audrey L. Christy	348/395 0.38
Tax Map 4 Owners			
Par.		Owner	Bk. Pg. Acres
9	21	John E. Wright, et al	344/608 3.02
10	21.1	Brian L. Wright	347/721 2.86
11	12	Beverly Baker	344/608 3.08
12	16	Robert Allen & Joseph Aaron Wayne	208/6 1.90
13	21.2	John E. & Linda P. Wright	347/727 10.81



BRIDGEPORT OFFICE
 Phone: (304) 848-5035
 Fax: (304) 848-5037

172 Thompson Drive
 Bridgeport, WV 26330

PARTY CHIEF: RESEARCH:
 DRAWN BY: C. Renneman PROJECT NO: 214-54-L-13
 PREPARED: April 25, 2014 SURVEYED:
 FIELD CREW: DRAWING NO: 214-13 Pursley 2HD Exhibit

LEGEND

- Adjoiner Line
- - - Existing Road
- (12/16) Tax Map / Parcel
- (1/18/1) County Route



DFTRA 8/9/2013 9:48:13 AM

Antero Resources Corporation
Appalachian Basin
Nalley Pad
Tyler County
 Quadrangle: Paden City
 Watershed: Pursley Creek
 District: Lincoln
 Date: 8-9-2013

Exhibit C
Affected Owners

Nancy Fout	109.00ac	6.81000	4-8-5, 7, 7.1, 7.2, 7.3, 8	1370 Brushy Fork Road	Bridgeport	WV	26330
Waco Oil & Gas Company, Inc.	109.00ac	6.81000	4-8-5, 7, 7.1, 7.2, 7.3, 8	P.O. Box 397	Glenville	WV	26351
Heirs or assigns of Richard Parry, believed to be deceased	14.00ac	0.03740	4-8-4	*(See below)*			
- Catherine Elizabeth Parry Morrison, heir of Richard Parry				502 S 4th Street, #105	Newport	PA	17074
- Alvin Baker Parry, heir if Richard Parry				35 Grand Avenue	Cumberland	MD	21502
- Barbara Jean Parry Coleman, heir of Richard Parry				93 S. Charlevoix Place	Romney	WV	26757
- Shirley Maxine Parry Lee, heir of Richard Parry				1640 HC 63	Romney	WV	26757
- Feato L. Bazzell, c/o Deana Fishel, heir of Richard Parry				HC 86, Box # 10A	Green Spring	WV	26722
George Collins	14.00ac	0.07480	4-8-4	Address Unknown (Circa 1970)			
Josephine Collins	14.00ac	0.07480	4-8-4	Address Unknown (Circa 1970)			
Kaye Davies	14.00ac	0.01870	4-8-4	10476 E. Stanford Circle G-2	Aurora	CO	80015
				915 W Hendrickson Road	Sequim	WA	98382
Mary Ann Enochs	14.00ac	0.01870	4-8-4	4680 Sebald Drive	Franklin	OH	45005
Ward Allen	14.00ac	0.01870	4-8-4	Address Unknown (Circa 1970)			
			<i>known</i>	2204 Packard Way	Parkersburg	WV	26104
Sistersville General Hospital, City of Sistersville, WV	14.00ac	0.03740	4-8-4	314 S. Wells Street	Sistersville	WV	26175
Sistersville Public Library, City of Sistersville, WV	14.00ac	0.09350	4-8-4	Wells Street	Sistersville	WV	26175
Mary Lou Boston	14.00ac	0.18700	4-8-4	335 N. Wells Street	Sistersville	WV	26175
Heirs or assigns of Joseph Clark Theiss, believed to have died intestate without issue	14.00ac	0.07480	4-8-4	*(See below)*			
- Jane Ann Kronsberg, heir of Joseph Clark Theiss				8 Wedgepark Road	Charleston	SC	29407
- Elizabeth Chandler Jenrette, heir of Joseph Clark Theiss				667 Maple Avenue	New Martinsville	WV	26155
- George Y. Chandler, heir of Joseph Clark Theiss				2406 Elm Street	Parkersburg	WV	26101
The Trustees of The First Presbyterian Church of	14.00ac	0.30855	4-8-4	801 Chelsea Street	Sistersville	WV	26175
The Trustees of The First Baptist Church of Sistersville, WV	14.00ac	0.27115	4-8-4	506 Wells Street	Sistersville	WV	26175
deceased	14.00ac	0.00935	4-8-4	286 Baker Lane	Charleston	WV	25302
McEldowney				1560 Hampton Road	Charleston	WV	25314
Samuel C. McEldowney	14.00ac	0.00935	4-8-4	2406 Elm Street	Parkersburg	WV	26101

Exhibit C
Affected Owners

Heirs or assigns of John C. McEldowney, believed to be deceased	14.00ac	0.00935	4-8-4	RR 3, Box 148C	Bridgeport	WV	26330
- John McEldowney, heir of John C. McEldowney				6920 Heritage	Charleston	WV	25312
Jane Ann Kronsberg	14.00ac	0.01558	4-8-4	8 Wedgepark Road	Charleston	SC	29407
Elizabeth Chandler Jenrette	14.00ac	0.01558	4-8-4	667 Maple Avenue	New Martinsville	WV	26155
George Y. Chandler	14.00ac	0.01558	4-8-4	2406 Elm Street	Parkersburg	WV	26101
Unknown heirs of Walter R. Reitz	14.00ac	0.31167	4-8-4	4825 Woodvale Drive NW	Atlanta	GA	30327
Thomas Erwin Schneider, Jr.	14.00ac	0.31167	4-8-4	4825 Woodvale Drive NW	Atlanta	GA	30327
Edward B. Reisinger Trust	14.00ac	0.31167	4-8-4	600 Grant Street, Suite 4900, U.S. Trust, Bank of America, c/o Paul Mason	Pittsburgh	PA	15219
Walter B. Reisinger	14.00ac	0.31167	4-8-4	2001 Andraes Lane	Chesterfield	MO	63005
Michael R. Miller	14.00ac	0.20051	4-8-4	4932 Hillbrook Lane NW	Washington, DC		20016
Richard C. Miller	14.00ac	0.20051	4-8-4	1373 West 7th Street	San Pedro	CA	90732
Dianna Roach Miller	14.00ac	0.20051	4-8-4	218 St. James West	Cookeville	TN	38501
Emilie M. Marvil	14.00ac	0.15038	4-8-4	5922 13th Street NW, # 209	Washington, DC		20011
Mary Beth Jukich	14.00ac	0.15038	4-8-4	1017 El Camino Real, # 319	Redwood City	CA	94063
Charles H. Marvil et ux, Mary Ann Marvil	14.00ac	0.15038	4-8-4	P.O. Box 201	Sharpsburg	MD	21787
Carol Quase	14.00ac	0.15038	4-8-4	9805 Freestate Place	Village	MD	20886
Mark E. Starkey	8.54ac	0.39500	4-4-14	1135 Oil Ridge Road	Sistersville	WV	26175
Daniel A. Starkey	8.54ac	0.39500	4-4-14	2162 Sterling Cove Boulevard	Panama City	FL	32408
Ralph E. Starkey	8.54ac	0.39500	4-4-14	P.O. Box 858	New Haven	WV	25265
Nancy J. Starkey	8.54ac	0.39500	4-4-14	5509 Oak Summit Court	Winston Salem	NC	27105
Debra L. Smith	12.60ac	4.63000	4-4-21.3 (A)	114 Virginia Street	Sistersville	WV	26175
Debra L. Smith	7.48ac	2.58333	4-4-21.3 (B)	114 Virginia Street	Sistersville	WV	26175
Unknown heirs of Patrick Lowery	7.48ac	1.75000	4-4-21.3 (B)	Address Unknown (Circa 1904)			
Unknown heirs of Ellen Riggs	7.48ac	1.50000	4-4-21.3 (B)	Address Unknown (Circa 1904)			
Thomas A. Wright	7.48ac	0.38889	4-4-21.3 (B)	5838 Valleyway Court	Cincinnati	OH	44124
Joanna W. Rini	7.48ac	0.38889	4-4-21.3 (B)	1437 Genesee Avenue	Mayfield Heights	OH	44124
Jeanette W. Lee	7.48ac	0.38889	4-4-21.3 (B)	460 West Virginia Avenue	Morgantown	WV	26505
Debra L. Smith	14.80ac	2.58333	4-4-21.3 (C)	114 Virginia Street	Sistersville	WV	26175

Exhibit C
Affected Owners

Unknown heirs of Anna Mikeal a/k/a Mikes	14.80ac	2.58333	4-4-21.3 (C)	Address Unknown (Circa 1932)			
Unknown heirs of Patrick Lowery	14.80ac	3.50000	4-4-21.3 (C)	Address Unknown (Circa 1904)			
Unknown heirs of Ellen Riggs	14.80ac	3.00000	4-4-21.3 (C)	Address Unknown (Circa 1904)			
Thomas A. Wright	14.80ac	0.77778	4-4-21.3 (C)	5838 Valleyway Court	Cincinnati	OH	44124
Joanna W. Rini	14.80ac	0.77778	4-4-21.3 (C)	1437 Genesee Avenue	Mayfield Heights	OH	44124
Jeanette W. Lee	14.80ac	0.77778	4-4-21.3 (C)	460 West Virginia Avenue	Morgantown	WV	26505
Betty Ruth Gaiser	45.59ac	2.21429	4-4-p/o 22 (B)	2199 Oil Ridge Road	Sistersville	WV	26175
Unknown heirs of Patrick Lowery	45.59ac	1.50000	4-4-p/o 22 (B)	Address Unknown (Circa 1904)			
Unknown heirs of Ellen Riggs	45.59ac	1.28571	4-4-p/o 22 (B)	Address Unknown (Circa 1904)			
Thomas A. Wright	45.59ac	0.33333	4-4-p/o 22 (B)	5838 Valleyway Court	Cincinnati	OH	44124
Joanna W. Rini	45.59ac	0.33333	4-4-p/o 22 (B)	1437 Genesee Avenue	Mayfield Heights	OH	44124
Jeanette W. Lee	45.59ac	0.33333	4-4-p/o 22 (B)	460 West Virginia Avenue	Morgantown	WV	26505
Betty Ruth Gaiser	4.11ac	0.73810	4-4-p/o 22 (A)	2199 Oil Ridge Road	Sistersville	WV	26175
Unknown heirs of Patrick Lowery	4.11ac	1.00000	4-4-p/o 22 (A)	Address Unknown (Circa 1904)			
Unknown heirs of Ellen Riggs	4.11ac	0.85714	4-4-p/o 22 (A)	Address Unknown (Circa 1904)			
Unknown heirs of Anna Mikeal a/k/a Mikes	4.11ac	0.73810	4-4-p/o 22 (A)	Address Unknown (Circa 1932)			
Thomas A. Wright	4.11ac	0.22222	4-4-p/o 22 (A)	5838 Valleyway Court	Cincinnati	OH	44124
Joanna W. Rini	4.11ac	0.22222	4-4-p/o 22 (A)	1437 Genesee Avenue	Mayfield Heights	OH	44124
Jeanette W. Lee	4.11ac	0.22222	4-4-p/o 22 (A)	460 West Virginia Avenue	Morgantown	WV	26505
Chesapeake Appalachia, LLC				P.O. Box 6070	Charleston	WV	25362
StatoilHydro USA Onshore Properties, Inc				2103 CityWest Blvd. Suite 800	Houston	TX	77042

Exhibit D
Adjoining Operators

Surface Tax Map and Parcel	Name	Lessee	Address	City	State	Zip
4-8-3, 4-8-3.4	Eloise McCormick, Heirs		Address Unknown (Circa 1900)	Sistersville	WV	
4-8-3, 4-8-3.4	Nellie Morrison Heade, Heirs		Address Unknown (Circa 1919)	Marietta	OH	
4-8-3, 4-8-3.4	Annie Stanberry, Heirs		Address Unknown (Circa 1919)	Sistersville	WV	
4-4-1, 4-4-1.2, 4-4-6.1, 4-4-6.2, 4-4-1.3	G. B. West, Heirs		Address Unknown (Circa 1915)	Washington	DC	
4-4-1, 4-4-1.2, 4-4-6.1, 4-4-6.2, 4-4-1.3	John Sterry McCoach, Heirs		1836 Glen Ridge Road	Baltimore	MD	21234
4-4-1, 4-4-1.2, 4-4-6.1, 4-4-6.2, 4-4-1.3	Kathryn Lorel Johnson		11427 61 St. North	Pinellas Park	FL	34666
4-4-1, 4-4-1.2, 4-4-6.1, 4-4-6.2, 4-4-1.3	Roberts McCoach Johnson		1017 Henson Drive	Hurst	TX	76053
4-8-4	Richard Parry, believed to be deceased		*(See below)*			
4-8-4	Richard Parry		502 S 4th Street, #105	Newport	PA	17074
4-8-4	- Alvin Baker Parry, heir if Richard Parry		35 Grand Avenue	Cumberland	MD	21502
4-8-4	Richard Parry		93 S. Charlevoix Place	Romney	WV	26757
4-8-4	- Shirley Maxine Parry Lee, heir of Richard Parry		1640 HC 63	Romney	WV	26757
4-8-4	Richard Parry		HC 86, Box # 10A	Green Spring	WV	26722
4-8-4	George Collins		Address Unknown (Circa 1970)			
4-8-4	Josephine Collins		Address Unknown (Circa 1970)			
4-8-4	Kaye Davies		10476 E. Stanford Circle G-2	Aurora	CO	80015
			915 W Hendrickson Road	Sequim	WA	98382
4-8-4	Mary Ann Enochs		4680 Sebald Drive	Franklin	OH	45005
4-8-4	Ward Allen		Address Unknown (Circa 1970)			
		<i>Possible last known address</i>	2204 Packard Way	Parkersburg	WV	26104
4-8-4	Sistersville, WV		314 S. Wells Street	Sistersville	WV	26175
4-8-4	WV		Wells Street	Sistersville	WV	26175
4-8-4	Mary Lou Boston		335 N. Wells Street	Sistersville	WV	26175
4-8-4	Heirs or assigns of Joseph Clark Theiss, believed to have died intestate without issue		*(See below)*			

Exhibit D
Adjoining Operators

	- Jane Ann Kronsberg, heir of Joseph Clark Theiss		8 Wedgepark Road	Charleston	SC	29407
	- Elizabeth Chandler Jenrette, heir of Joseph Clark Theiss		667 Maple Avenue	New Martinsville	WV	26155
	- George Y. Chandler, heir of Joseph Clark Theiss		2406 Elm Street	Parkersburg	WV	26101
4-8-4	The Trustees of The First Presbyterian Church		801 Chelsea Street	Sistersville	WV	26175
4-8-4	The Trustees of The First Baptist Church of		506 Wells Street	Sistersville	WV	26175
4-8-4	Robert E. McEldowney, believed to be deceased		286 Baker Lane	Charleston	WV	25302
4-8-4	- Robert E. McEldowney III, heir of Robert E. McEldowney		1560 Hampton Road	Charleston	WV	25314
4-8-4	Samuel C. McEldowney		2406 Elm Street	Parkersburg	WV	26101
4-8-4	John C. McEldowney, believed to be deceased		RR 3, Box 148C	Bridgeport	WV	26330
	- John McEldowney, heir of John C. McEldowney		6920 Heritage	Charleston	WV	25312
4-8-4	Jane Ann Kronsberg		8 Wedgepark Road	Charleston	SC	29407
4-8-4	Elizabeth Chandler Jenrette		667 Maple Avenue	New Martinsville	WV	26155
4-8-4	George Y. Chandler		2406 Elm Street	Parkersburg	WV	26101
4-8-4	Unknown heirs of Walter R. Reitz		4825 Woodvale Drive NW	Atlanta	GA	30327
4-8-4	Thomas Erwin Schneider, Jr.		4825 Woodvale Drive NW	Atlanta	GA	30327
4-8-4	Edward B. Reisinger Trust		600 Grant Street, Suite 4900, U.S. Trust, Bank of America, c/o Paul Mason	Pittsburgh	PA	15219
4-4-11	G. B. West, Heirs		Unknown (Circa 1892)	Sistersville	WV	
4-4-11	Blanche W. Hockingberry, Heirs		Unknown (Circa 1935)	Sistersville	WV	
4-4-11	John Sterry McCoach, Heirs		Unknown (Circa 1922)	Sistersville	WV	
4-4-11	Roberts McCoach Johnson		1017 Henson Drive	Hurst	TX	76053
4-4-11	Kathryn Lorel Johnson		11427 61 St. North	Pinellas Park	FL	34666
4-4-11	John McKay McCoach		Address Unknown (Circa 1922)	Sistersville	WV	
4-8-57	S. P. and Laura Allen, heirs		Address Unknown (Circa 1920)	Sistersville	WV	
4-12-16	Harry Huff II. & Rebecca Huff		1033 Tyler Hwy.	Sistersville	WV	26175
4-8-19, 4-8-19.1	Jennie Porter, Heirs		102 Windy Ghoul	Beaver	PA	15009
4-8-19, 4-8-19.1	Mary F. Porter, Heirs		102 Windy Ghoul	Beaver	PA	15009
4-8-19, 4-8-19.1	Hester A. Porter, Heirs		102 Windy Ghoul	Beaver	PA	15009
4-8-19, 4-8-19.1	Edgar W. Porter, Heirs		102 Windy Ghoul	Beaver	PA	15009

Exhibit D
Adjoining Operators

4-8-19, 4-8-19.1	Mary K. Porter, Heirs		102 Windy Ghoul	Beaver	PA	15009
4-8-19, 4-8-19.1	Charles N. Porter Heirs		102 Windy Ghoul	Beaver	PA	15009
4-8-6	Ronald Lee Dietrich		814 Oil Ridge Road	Sistersville	WV	26175
4-4-p/o 21.3 (B)	Unknown heirs of Patrick Lowery		Address Unknown (Circa 1904)			
4-4-p/o 21.3 (B)	Unknown heirs of Ellen Riggs		Address Unknown (Circa 1904)			
4-4-p/o 21.3 (B)	Thomas A. Wright		5838 Valleyway Court	Cincinnati	OH	44124
4-4-p/o 21.3 (B)	Joanna W. Rini		1437 Genesee Avenue	Mayfield Heights	OH	44124
4-4-p/o 21.3 (B)	Jeanette W. Lee		460 West Virginia Avenue	Morgantown	WV	26505
4-4-p/o 21.3 (C)	Unknown heirs of Anna Mikeal a/k/a Mikes		Address Unknown (Circa 1932)			
4-4-p/o 21.3 (C)	Unknown heirs of Patrick Lowery		Address Unknown (Circa 1904)			
4-4-p/o 21.3 (C)	Unknown heirs of Ellen Riggs		Address Unknown (Circa 1904)			
4-4-p/o 21.3 (C)	Thomas A. Wright		5838 Valleyway Court	Cincinnati	OH	44124
4-4-p/o 21.3 (C)	Joanna W. Rini		1437 Genesee Avenue	Mayfield Heights	OH	44124
4-4-p/o 21.3 (C)	Jeanette W. Lee		460 West Virginia Avenue	Morgantown	WV	26505
4-4-21.2 (A)	James Lowry, Heirs		Address Unknown (Circa 1904)			
4-4-21.2 (A)	Ellen Riggs		Address Unknown (Circa 1904)			
4-4-21.2 (A)	Thomas Allen Wright		5838 Valleyway Court	Cincinnati	OH	45247
4-4-21.2 (A)	Joanna Wright Rini		1437 Genessee Ave	Mayfield Height	OH	44124
4-4-21.2 (A)	Jeanette Wright Lee		460 West Virginia Ave.	Morgantown	WV	26505
4-4-21.2 (A)	Patrick Lowry		Address Unknown (Circa 1904)			
p/o 4-4-22 (B)	Unknown heirs of Patrick Lowery		Address Unknown (Circa 1904)			
p/o 4-4-22 (B)	Unknown heirs of Ellen Riggs		Address Unknown (Circa 1904)			
p/o 4-4-22 (A)	Unknown heirs of Patrick Lowery		Address Unknown (Circa 1904)			
p/o 4-4-22 (A)	Unknown heirs of Ellen Riggs		Address Unknown (Circa 1904)			
p/o 4-4-22 (A)	Unknown heirs of Anna Mikeal a/k/a Mikes		Address Unknown (Circa 1932)			
4-8-53		Triad Hunter, LLC	777 Post Oak Blvd. Ste. 910	Houston	TX	77056
4-8-54		Chesapeake Appalachia, LLC	P.O. Box 6070	Charleston	WV	25362

ANTERO RESOURCES APPALACHIAN CORP. ATTN: LESLEY HINZMAN
535 WHITE OAKS BLVD
BRIDGEPORT, WV 26330-0410

Teresea R Hamilton
TYLER County 09:58:53 AM
Instrument No 81594
Date Recorded 12/23/2013
Document Type AGR
Pages Recorded 2
Book-Page 433-604
Recording Fee \$5.00
Additional \$6.00

MEMORANDUM OF SURFACE USE AND COMPENSATION AGREEMENT
Nalley Pad (Nalley)

This Memorandum of Surface Use and Compensation Agreement ("Memorandum") is entered into this 11th day of September, 2013 by and between, Robert D. Nalley and Virginia A. Nalley, husband and wife, having an address 2549 Tyler Highway, Sistersville, WV 26175 (the "Grantor", whether one or more), and Antero Resources Corporation, a Delaware corporation, having an address of 1625 17th Street, Denver, CO 80202 (the "Grantee"), (collectively, the "Parties").

NOW THEREFORE, in consideration of the foregoing, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

1. Grantors and Grantee have entered into that certain Surface Use and Compensation Agreement dated as of even date herewith ("Surface Use Agreement").

2. The Surface Use Agreement sets forth the rights and responsibilities of the Parties with respect to compensation for, and use of, the surface for oil and gas drilling operations of that certain tract(s) or parcel(s) of land located in in Lincoln District, Tyler County, West Virginia, identified on Tax Map 8 as Parcel No. 54 and Tax Map 12 as Parcel Nos. 13, 14 and 14.1, comprised of a total of 126.95 acres, more or less, and being the same tract(s) or parcel(s) of land conveyed to the Grantor herein by instrument recorded in the Office of the Clerk of the County Commission of Tyler in Deed Book 198 at Page 41, Deed Book 183 at Page 452, Deed Book 345 at Page 832 and Deed Book 424 at Page 382, (the "Premises").

3. The Surface Use Agreement shall remain in full force and effect for a term of five (5) years and as long thereafter as oil or gas, or either of them, is produced from the land, or as long as the Premises are used for drilling operations.

4. The covenants, provisions, conditions and recitals of this Memorandum shall be the same covenants, provisions, conditions and recitals set forth in the Surface Use Agreement, which are hereby incorporated by reference as if fully set forth herein.

5. In the event the Surface Use Agreement is amended, supplemented, assigned or terminated by written agreement executed by the Parties, this Memorandum shall be amended, supplemented, assigned or terminated.

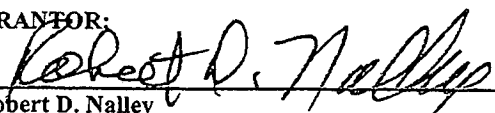
6. This Memorandum is executed for the convenience of the Parties and for the purpose of recording the same. This Memorandum does not modify, supplement, or abridge the rights and obligations set forth in said Surface Use Agreement.

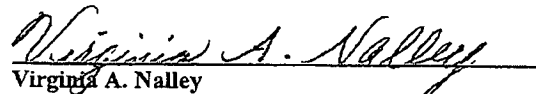
7. This Memorandum serves as notice of the existence of the Surface Use Agreement and shall be binding upon the parties, their heirs, successors, and assigns as if said Surface Use Agreement was filed of record.

8. This Memorandum may be executed in counterparts.

IN WITNESS WHEREOF, the Parties sign:

GRANTOR:


Robert D. Nalley


Virginia A. Nalley

SURFACE USE AND COMPENSATION AGREEMENT
Nalley Pad (Nalley)

This SURFACE USE AND COMPENSATION AGREEMENT ("Agreement"), is made and entered into this 28th day of August, 2013, by and between Robert D. Nalley and Virginia A. Nalley, husband and wife, having an address 2549 Tyler Highway, Sistersville, WV 26175 (the "Grantor", whether one or more), and Antero Resources Corporation, a Delaware corporation, having an address of 1625 17th Street, Denver, CO 80202 (the "Grantee"), (collectively, the "Parties").

BACKGROUND

Grantor is the owner of the surface of that certain tract(s) or parcel(s) of land located in Lincoln District, Tyler County, West Virginia, identified on Tax Map 8 as Parcel No. 54 and Tax Map 12 as Parcel Nos. 13, 14 and 14.1 comprised of a total of 126.95 acres, more or less, and being the same tract(s) or parcel(s) of land conveyed to the Grantor herein by instrument recorded in the Office of the Clerk of the County Commission of Tyler, in Deed Book 198 at Page 41, Deed Book 183 at Page 452, Deed Book 345 at Page 832 and Deed Book 424 at Page 382, (the "Premises").

The Parties desire to enter into this Agreement to memorialize the terms upon which the Grantor will be compensated for Grantee's use of the Premises.

NOW, THEREFORE, that in and for the consideration as set forth herein below, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties agree:

1. **Conflicting Provisions.** In the event there is a conflict between this Agreement and the surface use provisions contained in that certain oil and gas lease dated July 10th, 2012 and between Robert D. Nalley and Virginia A. Nalley, as lessor and Antero Resources Corporation, as Lessee, then this Agreement will prevail in all instances. All other provisions of said oil and gas lease will remain in full force and effect.
2. **Term.** This Agreement shall remain in force for a term of five (5) years from the date of this Agreement, and as long thereafter as oil and gas, or either of them, is produced from the land, or as long as the Premises is utilized for drilling operations, as defined in Paragraph 3, associated with deep or shallow wells located upon the Premises, or upon lands unitized with the Premises or as shown on the "Site Plans" as set forth in Paragraph 4.
3. **Drilling Operations.** "Drilling operations" shall include the actual drilling or re-drilling of vertical or horizontal wells; the reworking, deepening, or plugging back of a well or hole; or any other operations conducted in an effort to search for, obtain, operate or reestablish production of oil or gas; along with all related drilling site preparation, including, but not limited to, surveying, building, maintaining, laying, constructing, inspecting, repairing, altering, placing, replacing, or relocating access road(s), pad-site(s), frac-pit(s), spoil-pile/waste area(s), associated production pad(s), impoundment(s) and/or water containment/tank pad(s), water line(s), water pump(s), metering facility(s), PIG launcher/receiver(s), installing sound barrier(s) and oil and gas transmission line(s) upon the subject Premises; as well as the right to install temporary above ground water line(s) for the transportation of water to and from frac-pit(s), impoundment(s) and/or water containment/tank pad(s) located upon the subject Premises, or located on third party properties for use in connection with drilling operations conducted on or off the Premises. Drilling operations shall not include hunting, fishing, or related activities.
4. **Site Plans.** The Proposed Site Plan, which is attached as "Exhibit A," is fully incorporated into this Agreement, and sets forth the Parties' understanding with regard to the approximate location of drilling operations. Prior to commencing drilling operations, Grantee shall survey the Premises and prepare a Final Site Plan setting forth the actual location of drilling operations. The Final Site Plan shall be attached to and fully incorporated into this Agreement as "Exhibit B." Grantor acknowledges that the Proposed Site Plan may change as a result of construction or engineering concerns raised by the survey, or as a result of state and/or federal regulatory requirements.
5. **Payment.** Grantee shall pay Grantor an Initial Payment of \$10,000.00 upon receipt of an executed copy of this Agreement, a Memorandum of Surface Use and Compensation Agreement, and IRS Form W-9. Upon commencing well-site construction pursuant to a Final Site Plan, Grantee shall pay Grantor \$172,000.00 ("balance of payment") as full and Final Payment and as final settlement of all damage claims resulting from the Grantee's use of the Premises, whether or not contemplated by the Parties, including, but not limited to, the market value of crops and timber damaged, destroyed, or prevented from reaching market; damage to water supplies that were in use prior to the commencement of drilling operations; cost of repairing or replacing personal property damaged or destroyed by drilling operations; and diminution in value of the Premises resulting from drilling operations; and in full satisfaction of the \$2,500.00 property tax reimbursement payment due the Grantor pursuant to W.Va. Code §22-6A-17. Grantor understands that the balance of payment shall only be paid upon the commencement of well-site construction.

6. **Water Testing.** Grantee shall test all existing water well(s), including water well(s) specifically located on the Premises that are located within 1500 feet of the center of the pad-site prior to commencing drilling operations. In the event drilling operations damage any previously tested water well, Grantee shall replace the Grantor's water supply with a comparable water supply.

7. **Dispute Resolution.** In the event a dispute, claim, question, or disagreement arises pursuant to the terms of this Agreement, the Parties shall attempt to settle said dispute, claim, question, or disagreement, through utilization of a duly qualified mediator selected and approved by the Parties. In the event mediation fails to settle the Parties' dispute, the Parties may pursue any and all remedies at law or in equity.

8. **Confidentiality.** The Parties shall keep the terms, conditions, and payments made pursuant to this Agreement strictly confidential, and shall execute a Memorandum of Surface Use and Compensation Agreement that shall be filed in the county property records. Under no circumstances shall this Agreement be placed of record in the county property records by either the Grantor or Grantee. In the event Grantee fails to utilize the Premises for drilling operations within the term of this Agreement, Grantee shall record a "Release of Memorandum of Surface Use and Compensation Agreement" in the county property records indicating its relinquishment of rights to the Premises.

9. **Option Agreement.** ~~During the term of this Agreement, Grantor grants Grantee the option to purchase Pipeline Rights of Way and Easement Agreement(s) necessary for the transportation of gas, including third party gas produced from other lands, over, across, and through the Premises. This Option Agreement shall cover pipeline(s) not to exceed an aggregate diameter of 16 inches, to be buried at a minimum depth of thirty-six inches (36"), at a price of \$1.00 per diameter inch, per linear foot of pipeline(s) installed upon the Premises.~~

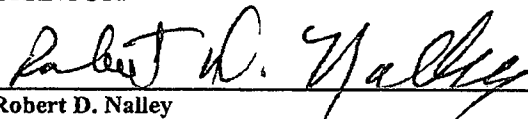
10. **Site Restoration.** Grantee shall fertilize and reseed areas disturbed by Grantee's construction operations on the Premises and, when reasonable, shall reseed with grass seed requested by Grantor. Grantee shall also, at Grantor's request, remove trees, stumps, and brush disturbed by Grantee's construction operations.

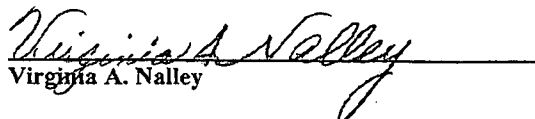
11. **Notices and Further Assurances.** The Grantor and Grantee agree that they will comply with the notice provisions required by the West Virginia Department of Environmental Protection and/or by West Virginia Code Section 22-6A as necessary.

12. **Additional Responsibilities.** The Parties incorporate the rights and responsibilities set forth in the attached Addendum to Surface Use and Compensation Agreement as if fully set forth in this Agreement.

13. **Binding.** This Agreement may be signed in counterparts with each part being effective and binding as to the interest owned by the Grantor herein and shall be binding upon the Grantor and Grantee, their heirs, successors, and assigns.


GRANTOR:


Robert D. Nalley


Virginia A. Nalley

GRANTEE:

Antero Resources Corporation

By 
Brian A. Kuhn
Vice President of Land
Antero Resources Corporation

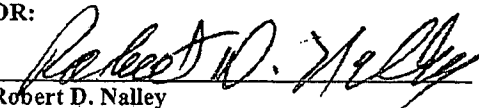
ADDENDUM TO SURFACE USE AND COMPENSATION AGREEMENT
Nalley Pad (Nalley)

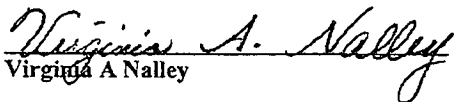
This Addendum is attached to and made a part of the Surface Use and Compensation Agreement 11th day of September, 2013, by and between, Robert D. Nalley and Virginia A. Nalley, husband and wife, having an address 2549 Tyler Highway, Sistersville, WV 26175 (the "Grantor", whether one or more), and Antero Resources Corporation, a Delaware corporation, having an address of 1625 17th Street, Denver, CO 80202 (the "Grantee"), (collectively, the "Parties").

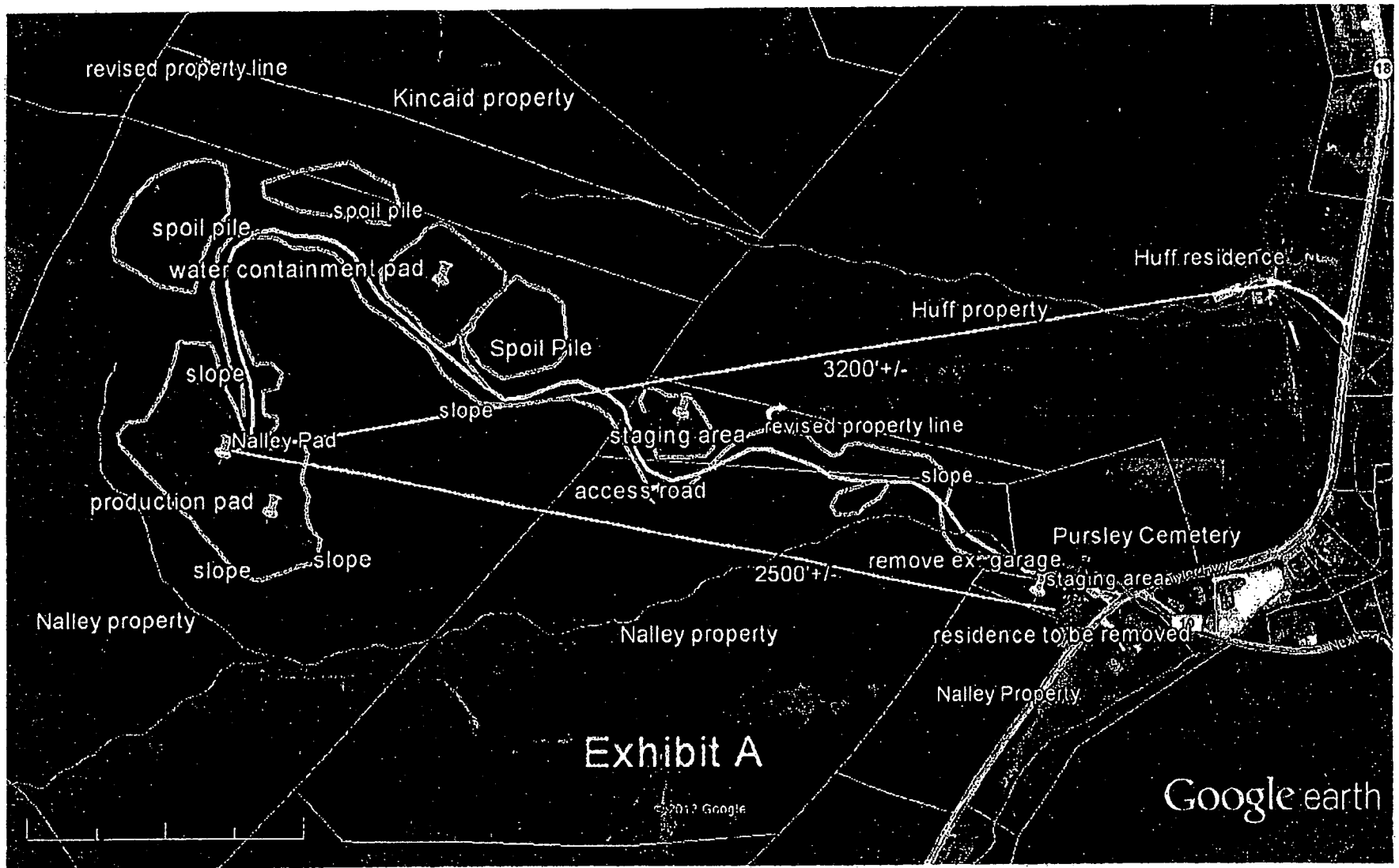
Grantor and Grantee agree to the following:

1. Upon completion of all drilling activities, the Tank Pad area will be reclaimed and not used for further purposes.
2. The Production Pad area shall be locate adjacent to the Well Pad as shown on Exhibit A.
3. No frac water will be stored on the Premises other than water to be used for operations conducted from the Well Pad location, located on the premises.
4. The permanent and temporary access roads shall remain in a condition passable by a 4x4 vehicles.
5. A guard will be located at the entrance of either the permanent or temporary access road during drilling operations.
6. In the event electrical lines are needed for any portion of the Grantee's operations said lines will be installed along the access road (permanent or temporary), 14' to 16' above the road height, or buried. Grantor will be notified in advance of the installation.
7. Grantee will seed with deer clover, meadow mix, and/or a grass seed (no Fescue) requested by Grantor, lime and fertilize per guidelines established by the WVU Extension Services all areas disturbed by Grantee's operations. Said reclamation to be maintained until seed has been established. This provision has a time limit of 5 years from date hereof.
8. Grantee shall remove, burn or chip all debris (trash, stumps, limbs), from access road way, well pad sites, production pad, and staging area disturbed by Grantee.
9. Will make reasonable and practical effort to suppress dust on access road(s).
10. Grantor agrees to remove the existing "double wide" from the premises by October 12th, 2013
11. In the event it is determined needed and necessary by Grantee, and at Grantee's sole expense, Grantor agrees to the demolition and removal of the "existing garage" as shown on Exhibit A hereto.
12. Grantor agrees and acknowledges that payments provided for in Paragraph 5 "Payment" of this Agreement includes compensation for demolition and removal of said "existing garage" and the removal of the existing double wide to a location off the premises and for the total use of Parcel 14.1, (0.85 acres), as a staging area or other use to be determined by Grantee.
13. "Grantor agrees that the payment specified herein shall be in lieu of the \$4,000.00/acre specified in paragraph 15 of Exhibit A to Grantor's Oil and Gas Lease with Antero Resources Appalachian Corporation dated July 10, 2012, signed July 17, 2012 as to the areas of disturbance shown on Exhibit A attached hereto and incorporated herein by reference. However, such payment shall not preclude Grantor from receiving other compensation authorized by West Virginia Code 22-6B-3, un-contemplated by this agreement."
14. "Except as modified herein, the terms of Grantor's Oil and Gas Lease with Antero Resources Appalachian Corporation dated July 10, 2012, signed July 17,2012, shall remain in full force and effect."
15. "Grantor waives the (30) day notice provision and Grantor's right to remove timber specified in paragraph 18 of Exhibit A to Grantor's Oil and Gas Lease with Antero Resources Appalachian Corporation dated July 10, 2012, signed July 17, 2012."
16. "Grantor acknowledges location approval of the well pad, production pad, spoil piles water containment pad, access roads and staging areas shown on Exhibit A attached hereto and incorporated herein by reference, in accordance with requirements of paragraph 14of Exhibit A to Grantor's Oil and Gas lease with Antero Resources Appalachian Corporation dated July 10, 2012, signed July 17, 2012."

GRANTOR:


Robert D. Nalley


Virginia A Nalley



Google earth



RDN VAN

Exhibit F
Tract Participation

Farm Name	Gross Ac.	Ac. in Unit	Tract Participation	Tax/Map/Parcel
Robert D. Nalley and Virginia A. Nalley, as JTWROS	80.00000	26.31000	12.80666%	4-8-54
Victoria Keller Farm	213.40000	26.54000	12.91861%	4-8-38, 38.1, 38.2, 38.3, 38.4, 38.5, 38.6, 47
Robert D. Nalley et ux, Virginia A. Nalley	82.00000	1.98000	0.96379%	4-8-39
Clair Starkey Farm	174.00000	38.72000	18.84735%	4-8-19, 19.1
William Johnson Farm	164.00000	56.94000	27.71612%	4-8-18
Ronald Lee Dieterich	0.38000	0.38000	0.18497%	4-8-6
Paul Leon Wells et al	109.00000	13.62000	6.62967%	4-8-5, 7, 7.1, 7.2, 7.3, 8
Melissa D. and David L. Robinson Farm	14.00000	3.74000	1.82048%	4-8-4
Lynn Ann Starkey Farm	8.54000	1.58000	0.76908%	4-4-14
Debra L. Smith Farm	34.88000	25.63000	12.47566%	4-4-21.3
Betty Ruth Gaiser Farm	45.59000	10.00000	4.86760%	4-4-p/o 22
TOTAL	205.44000	205.44000	100.00%	

Exhibit G
Unleased Owners

District	Tax/Map/Parcel	Gross Ac.	Ac. in Unit	Owner(s)	Ownership %	Net Acres in Unit
Lincoln	4-8-19, 19.1	174.00ac	38.72	Hester A. Porter heirs or assigns	15.6250%	6.05000
Lincoln	4-8-19, 19.1	174.00ac	38.72	Jennie Porter heirs or assigns	12.5000%	4.84000
Lincoln	4-8-19, 19.1	174.00ac	38.72	Mary F. Porter heirs or assigns	12.5000%	4.84000
Lincoln	4-8-19, 19.1	174.00ac	38.72	Edgar W. Porter heirs or assigns	3.1250%	1.21000
Lincoln	4-8-19, 19.1	174.00ac	38.72	Mary K. Porter heirs or assigns	3.1250%	1.21000
Lincoln	4-8-19, 19.1	174.00ac	38.72	Charles N. Porter heirs or assigns	3.1250%	1.21000
Lincoln	4-8-6	0.38ac	0.38	Ronald Lee Dieterich	100.0000%	0.38000
Lincoln	4-8-5, 7, 7.1, 7.2, 7.3, 8	109.00ac	13.62	Nancy Fout	50.0000%	6.81000
Lincoln	4-8-4	14.00ac	3.74	Catherine Elizabeth Parry Morrison, Alvin Baker Parry, Barbara Jean Parry Coleman, Shirley Maxine Parry Lee & Feato L. Bazzell	1.0000%	0.03740
Lincoln	4-8-4	14.00ac	3.74	George Collins	2.0000%	0.07480
Lincoln	4-8-4	14.00ac	3.74	Josephine Collins	2.0000%	0.07480
Lincoln	4-8-4	14.00ac	3.74	Kaye Davies	0.5000%	0.01870
Lincoln	4-8-4	14.00ac	3.74	Mary Ann Enochs	0.5000%	0.01870
Lincoln	4-8-4	14.00ac	3.74	Ward Allen	0.5000%	0.01870
Lincoln	4-8-4	14.00ac	3.74	Sistersville General Hospital, City of Sistersville, WV	1.0000%	0.03740
Lincoln	4-8-4	14.00ac	3.74	Sistersville Public Library, City of Sistersville, WV	2.5000%	0.09350
Lincoln	4-8-4	14.00ac	3.74	Mary Lou Boston	5.0000%	0.18700
Lincoln	4-8-4	14.00ac	3.74	Joseph Clark Theiss, believed to be deceased and survived by Jane Ann Kronsberg, Elizabeth Chandler Jenrette & George Y. Chandler	2.0000%	0.07480
Lincoln	4-8-4	14.00ac	3.74	The Trustees of The First Presbyterian Church of Sistersville,	8.2500%	0.30855
Lincoln	4-8-4	14.00ac	3.74	The Trustees of The First Baptist Church of Sistersville, WV	7.2500%	0.27115
Lincoln	4-8-4	14.00ac	3.74	Robert E. McEldowney, believed to be deceased and survived by Robert E. McEldowney, III	0.2500%	0.00935
Lincoln	4-8-4	14.00ac	3.74	Samuel C. McEldowney	0.2500%	0.00935
Lincoln	4-8-4	14.00ac	3.74	John C. McEldowney, believed to be deceased and survived by John McEldowney	0.2500%	0.00935
Lincoln	4-8-4	14.00ac	3.74	Jane Ann Kronsberg	0.4167%	0.01558
Lincoln	4-8-4	14.00ac	3.74	Elizabeth Chandler Jenrette	0.4167%	0.01558
Lincoln	4-8-4	14.00ac	3.74	George Y. Chandler	0.4167%	0.01558

Exhibit G
Unleased Owners

Lincoln	4-8-4	14.00ac	3.74	Unknown heirs of Walter R. Reitz	8.3333%	0.31167
Lincoln	4-8-4	14.00ac	3.74	Thomas Erwin Schneider, Jr.	8.3333%	0.31167
Lincoln	4-8-4	14.00ac	3.74	Edward B. Reisinger Trust	8.3333%	0.31167
Lincoln	4-4-21.3 (B)	7.48ac	7.00	Unknown heirs of Patrick Lowery	25.0000%	1.75000
Lincoln	4-4-21.3 (B)	7.48ac	7.00	Unknown heirs of Ellen Riggs	21.4286%	1.50000
Lincoln	4-4-21.3 (B)	7.48ac	7.00	Thomas A. Wright	5.5556%	0.38889
Lincoln	4-4-21.3 (B)	7.48ac	7.00	Joanna W. Rini	5.5556%	0.38889
Lincoln	4-4-21.3 (B)	7.48ac	7.00	Jeanette W. Lee	5.5556%	0.38889
Lincoln	4-4-21.3 (C)	14.80ac	14.00	Unknown heirs of Anna Mikeal a/k/a Mikes	18.45238%	2.58333
Lincoln	4-4-21.3 (C)	14.80ac	14.00	Unknown heirs of Patrick Lowery	25.00000%	3.50000
Lincoln	4-4-21.3 (C)	14.80ac	14.00	Unknown heirs of Ellen Riggs	21.42857%	3.00000
Lincoln	4-4-21.3 (C)	14.80ac	14.00	Thomas A. Wright	5.55556%	0.77778
Lincoln	4-4-21.3 (C)	14.80ac	14.00	Joanna W. Rini	5.55556%	0.77778
Lincoln	4-4-21.3 (C)	14.80ac	14.00	Jeanette W. Lee	5.55556%	0.77778
Lincoln	4-4-p/o 22 (B)	45.59ac	6.00	Unknown heirs of Patrick Lowery	25.00000%	1.50000
Lincoln	4-4-p/o 22 (B)	45.59ac	6.00	Unknown heirs of Ellen Riggs	21.42857%	1.28571
Lincoln	4-4-p/o 22 (A)	4.11ac	4.00	Unknown heirs of Patrick Lowery	25.00000%	1.00000
Lincoln	4-4-p/o 22 (A)	4.11ac	4.00	Unknown heirs of Ellen Riggs	21.42857%	0.85714
Lincoln	4-4-p/o 22 (A)	4.11ac	4.00	Unknown heirs of Anna Mikeal a/k/a Mikes	18.45238%	0.73810

49.98959

101 South Queen Street
Martinsburg, West Virginia 25401

7000 Hampton Center
Morgantown, West Virginia 26505

511 7th Street
Moundsville, West Virginia 26041

501 Avery Street
Parkersburg, West Virginia 26101


Bowles Rice LLP
ATTORNEYS AT LAW

600 Quarrier Street
Charleston, West Virginia 25301

Post Office Box 1386
Charleston, West Virginia 25325-1386
(304) 347-1100

www.bowlesrice.com

6000 Town Center Boulevard, Suite 210
Canonsburg, Pennsylvania 15317

333 West Vine Street, Suite 1700
Lexington, Kentucky 40507

480 West Jubal Early Drive, Suite 130
Winchester, Virginia 22601

COPY

May 6, 2014

George A. Patterson III
Telephone — (304) 347-1118
Facsimile — (304) 343-2867

E-Mail Address:
gpatterson@bowlesrice.com

Oil & Gas Conservation Commission
Department of Environmental Protection
Attention: Cindy Raines
601 57th Street
Charleston, West Virginia 25304

VIA HAND DELIVERY

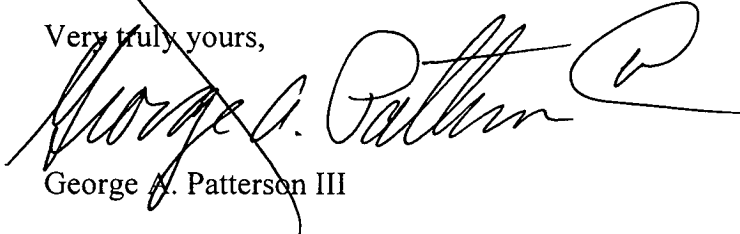
Re: 205.44 AC Pursley Unit 2HD Deep Well Unit Application

Dear Cindy:

Please find enclosed an original and two copies of Antero Resource Corporation's Application to form a deep well drilling unit.

Should you have any questions, please feel free to contact me at the phone number listed above.

Very truly yours,


George A. Patterson III

GAP/adb
Enclosures
cc: Houston Eagleston
Antero Resources Corporation

BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF WEST VIRGINIA

IN THE MATTER OF THE APPLICATION BY
ANTERO RESOURCES CORPORATION, A
DELAWARE CORPORATION, FOR POOLING
AND UNIT OPERATION OF A 205.44 ACRE DEEP
WELL UNIT FOR THE PRODUCTION OF OIL AND
GAS IN LINCOLN DISTRICT, TYLER COUNTY,
WEST VIRGINIA

DOCKET NO. _____
CASE NO. _____

APPLICATION

NOW COMES ANTERO RESOURCES CORPORATION, A Delaware corporation, formerly known as ANTERO RESOURCES APPALACHIAN CORPORATION, ("Applicant") pursuant to *W. Va. Code §22C-9-7(b)* and this Commission's regulations, and gives notice of the intention to direct the bottom of the Pursley Unit 2HD well, away from vertical, and requests an order requiring the pooling of oil and gas interests in certain lands for the development and operation of a drilling unit in connection with a 205.44 Acre Unit for the Pursley Unit 2HD well, and for its application, states as follows:

1. Applicant is a Delaware corporation, engaged in the production of oil and gas within the State of West Virginia and is an operator within the meaning of *W. Va. Code §22C-9-2(a)(4)*. The Applicant is a qualified and experienced operator of oil and gas wells, including horizontal wells, in West Virginia. The Applicant's address is:

Antero Resources Corporation
1615 Wynkoop St.
Denver, Colorado 80202

2. Applicant desires to pool interests and form a 205.44 acre unit (the "Unit Area"), drill a deep well in the Point Pleasant Formation, and operate the well and unit for the production of oil and gas in Lincoln District, Tyler County, West Virginia, to be known as the Pursley Unit 2HD well and unit as more particularly described and depicted on the plats identified as *Exhibit A* attached hereto.

Exhibit A includes a plat drawn to a scale of 1 inch equal to 2,000 feet showing the area involved, prepared by a licensed land surveyor or registered engineer and:

- a. shows the boundaries of the drilling unit;
- b. shows the distances from the proposed deep well location to the nearest outside boundary of the proposed unit;
- c. shows the acreage of each tract within the drilling unit;
- d. shows the actual proposed or actual location of the Pursley Unit 2HD well determined by survey, the courses and distances of such location from two (2) permanent points or landmarks on said tracts and the number to be given the deep well;
- e. no completed deep oil and gas wells are located within 1 mile of the proposed Pursley Unit 2HD well and therefore no deep wells are identified on the plat attached;
- h. shows all wells, including shallow wells and dry and abandoned wells located in the Unit Area, all of which are properly designated by name and known permit numbers.

The lateral portion of the Pursley 2HD will be located at least 400 feet from the unit boundary. The well location at the surface will be within 400 feet from the unit boundary and if required, approval of an exception to the Commission's rules is requested in that regard.

3. A topographical map showing the surface topography of the surface location of the Pursley Unit 2HD well and adjoining areas is attached hereto as *Exhibit B*.

4. The applicant has made a diligent effort to determine those who will be directly and immediately affected by the proposed pooling of interests, being oil and gas owners and lessees of record with an interest in the Unit Area, and their names and last known addresses are shown on *Exhibit C*, entitled Affected Owners, attached.

5. *Exhibit D*, entitled Adjoining Operators, shows the names and addresses of unleased mineral owners and lessees of tracts adjacent to the proposed unit.

6. Applicant requests that notice of this application be given to the persons listed on *Exhibit C* and *Exhibit D*, and that notice be published and otherwise given as provided by law.

7. Applicant leased the oil and gas underlying 80.0 acres,

more or less, the tract on which the vertical portion of the Pursley Unit 2HD well will be drilled, by lease from Robert D. Nalley and Virginia A. Nalley, to Antero Resources Appalachian Corporation, dated July 10, 2012, recorded in the office of the Clerk of the County Commission of Tyler County, West Virginia in Lease Book 403, page 711 (the "Well Location Lease"). The Pursley Unit 2HD well will be drilled from the surface of the Well Location Lease, and Applicant has the right to drill vertically and horizontally on the Well Location Lease.

8. The Pursley Unit 2HD well will be drilled vertically from the surface location shown on *Exhibit A*, curve approximately 90 degrees, and continue approximately 8,192 feet horizontally. The Pursley Unit 2HD well will be completed in the Point Pleasant Formation, which lies immediately below the Utica Shale. A unit is requested with respect to those depths and formations lying from 100 above the top of the Utica formation to 100 feet below the top of the Trenton Limestone.

9. In addition to, and separate and apart from its lease rights, Applicant has entered into a written consent and easement with the owners of the surface property overlying the Well Location Lease for the drilling of the Pursley Unit 2HD well within the meaning of West Virginia Code Section 22C-9-7(b)(4) by virtue of its Surface Use and Compensation Agreement with Robert D. Nalley and Virginia A. Nalley, dated August 28, 2013, a Memorandum of which was recorded in the Office of the Clerk of the County Commission of Tyler County, West Virginia, on December 23, 2013, as instrument No 81594, in Book 433, page 604, and a copy of which is attached hereto as *Exhibit E* ("Statutory Consent and Easement")

10. The Unit Area is comprised of an area encompassing 14 surface tracts, totaling 205.44 surface acres. The proportional relationship between the surface acreage of the individual tracts, or portions thereof, included within the Unit Area, and the total Unit Area surface acres is as identified on *Exhibit F*, entitled Tract Participation, attached hereto.

11. Of the 205.44 acres in the proposed Pursley Unit 2HD, 49.989 acres are unleased and owned by those identified on *Exhibit G*, entitled Unleased Owners. The persons listed on *Exhibit G* have not agreed to participate in the Pursley Unit 2HD well.

12. The production of oil and gas from the area can be allocated in such a manner as to ensure the recovery by Applicant and the oil and gas royalty owners and operators of properties in the proposed unit of their just and equitable share of such production.

13. An order requiring the unit operation of the Unit Area for the production of oil and gas is reasonably necessary for the protection of

correlative rights, prevention of waste and the drilling of unnecessary wells.

14. A verification of this application is attached and incorporated herein.

WHEREFORE, Applicant does hereby respectfully request that:

a. This Commission conduct such hearings as are required by law regarding the formation of the unit requested; and

b. The Commission enter an order requiring the unitization of lands as requested herein for the operation of a deep oil and gas well and if required, approving an exception to the Commission's rules regarding the well location; and

c. The Commission receive the elections provided by *W. Va. Code §22C-9-7(b)*, and enter one or more orders as contemplated by law in connection with this application; and

d. For such further or other relief as this Commission may find just and proper.

ANTERO RESOURCES CORPORATION

By Counsel



George A. Patterson III (WVSB # 2831)

Corey Palumbo (WVSB # 7765)

BOWLES RICE, LLP

600 Quarrier Street

Post Office Box 1386

Charleston, West Virginia 25325-1386

(304) 347-1118

VERIFICATION

STATE OF COLORADO,

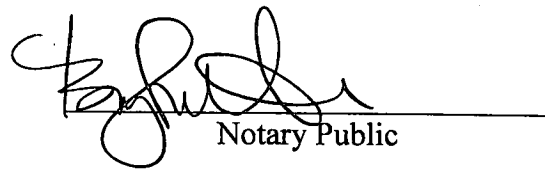
COUNTY OF DENVER, to wit:

This day personally appeared before me, the undersigned, Houston Eagleston, who being by me first duly sworn, deposes and says that he is the Senior Landman of Antero Resources Corporation, Applicant in the foregoing Application; that he has read the foregoing Application and knows the contents thereof pertaining to its claims and allegations; that the facts set forth therein are true, except as to such matters as are therein stated to be upon information and belief, and that insofar as matters are therein stated to be upon information and belief, he believes them to be true.



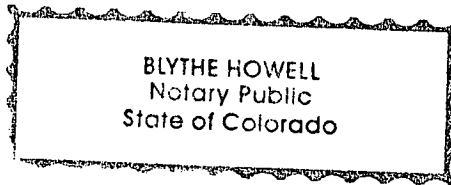
Taken, subscribed and sworn to before me, the undersigned authority, in my said county, this 18 day of May, 2014.

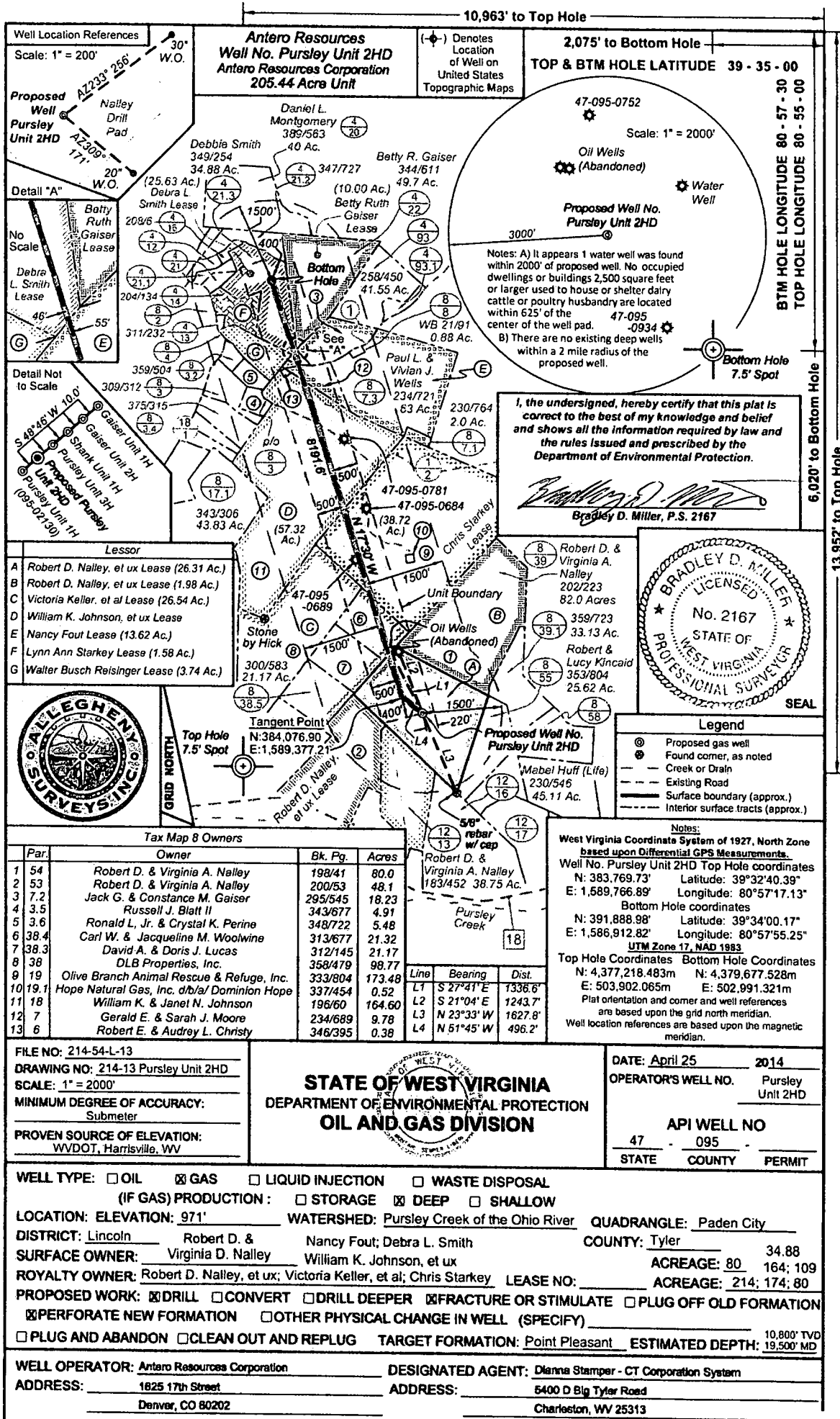
My commission expires 4/15/16.



Notary Public

[SEAL]



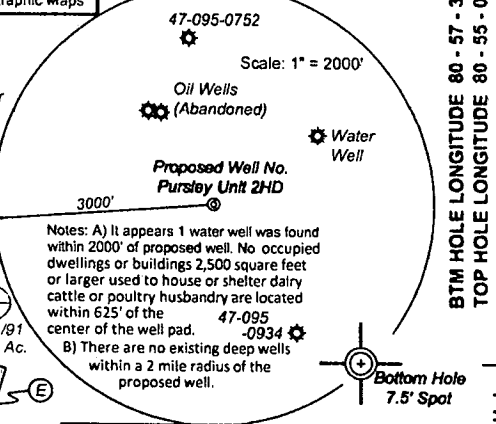


Well Location References
Scale: 1" = 200'

Antero Resources
Well No. Pursley Unit 2HD
Antero Resources Corporation
205.44 Acre Unit

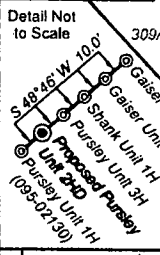
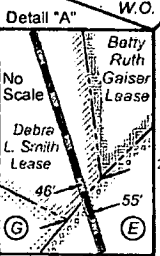
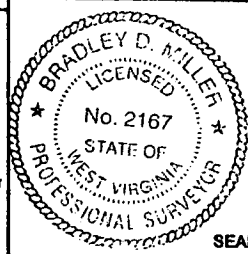
(+) Denotes Location of Well on United States Topographic Maps

2,075' to Bottom Hole
TOP & BTM HOLE LATITUDE 39 - 35 - 00



I, the undersigned, hereby certify that this plat is correct to the best of my knowledge and belief and shows all the information required by law and the rules issued and prescribed by the Department of Environmental Protection.

Bradley D. Miller
Bradley D. Miller, P.S. 2167



- Lessor**
- A Robert D. Nalley, et ux Lease (26.31 Ac.)
 - B Robert D. Nalley, et ux Lease (1.98 Ac.)
 - C Victoria Keller, et al Lease (26.54 Ac.)
 - D William K. Johnson, et ux Lease
 - E Nancy Fout Lease (13.62 Ac.)
 - F Lynn Ann Starkey Lease (1.58 Ac.)
 - G Walter Busch Reisinger Lease (3.74 Ac.)



GRID NORTH
Top Hole 7.5' Spot
N: 384,076.90
E: 1,589,377.27

Tax Map 8 Owners

Par.	Owner	Bk. Pg.	Acres
1 54	Robert D. & Virginia A. Nalley	198/41	80.0
2 53	Robert D. & Virginia A. Nalley	200/53	48.1
3 7.2	Jack G. & Constance M. Gaiser	295/545	18.23
4 3.5	Russell J. Blatt II	343/677	4.91
5 3.6	Ronald L, Jr. & Crystal K. Perine	348/722	5.48
6 38.4	Carl W. & Jacqueline M. Woolwine	313/677	21.32
7 38.3	David A. & Doris J. Lucas	312/145	21.17
8 38	DLB Properties, Inc.	358/479	98.77
9 19	Olive Branch Animal Rescue & Refuge, Inc.	333/804	173.48
10 19.1	Hope Natural Gas, Inc. db/a/ Dominion Hope	337/454	0.52
11 18	William K. & Janel N. Johnson	196/60	164.60
12 7	Gerald E. & Sarah J. Moore	234/689	9.78
13 6	Robert E. & Audrey L. Christy	346/395	0.38

Line	Bearing	Dist.
L1	S 27°41' E	1336.6'
L2	S 21°04' E	1243.7'
L3	N 23°33' W	1627.8'
L4	N 51°45' W	496.2'

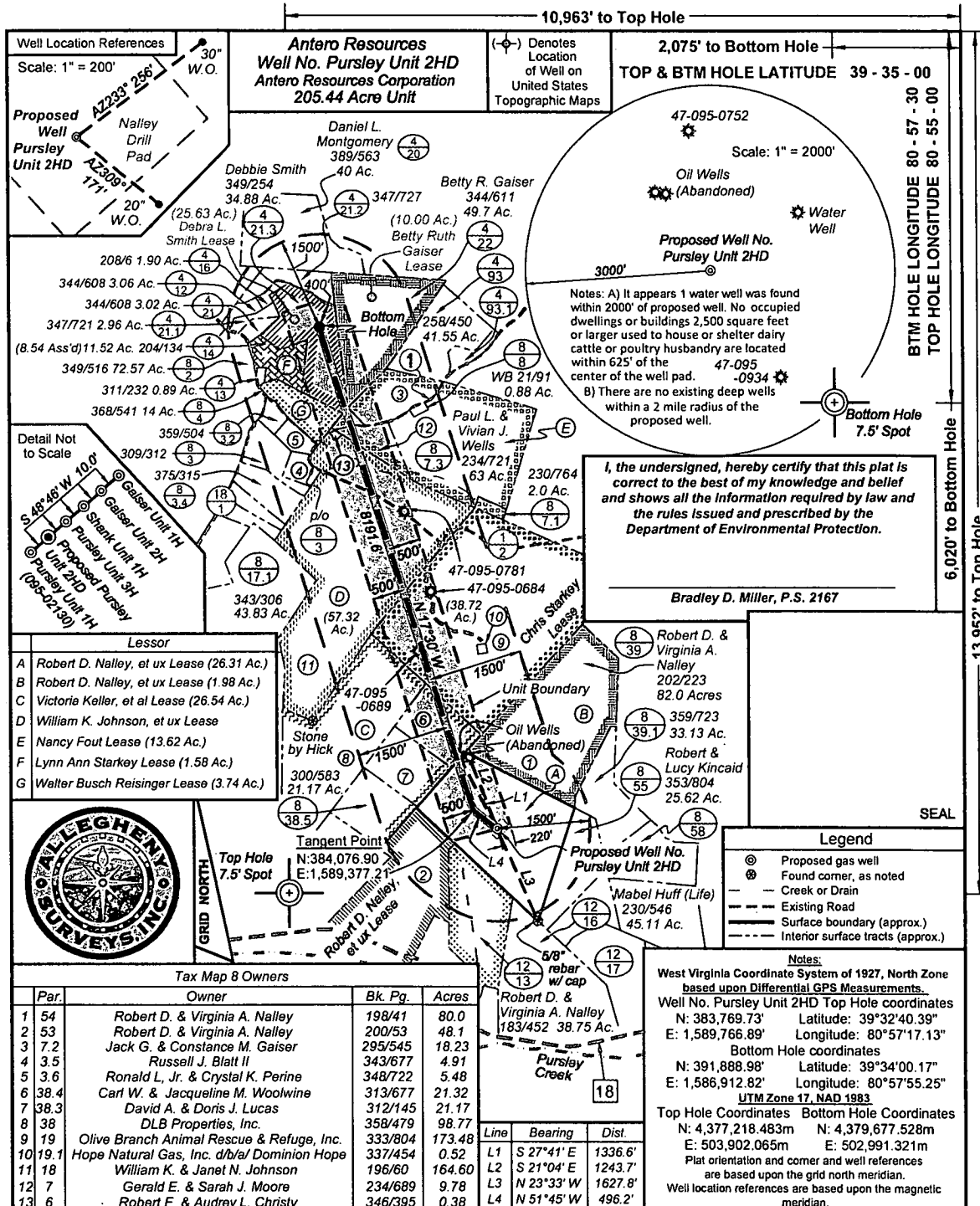
Notes:
West Virginia Coordinate System of 1927, North Zone based upon Differential GPS Measurements.
Well No. Pursley Unit 2HD Top Hole coordinates
N: 383,769.73' Latitude: 39°32'40.39"
E: 1,589,766.89' Longitude: 80°57'17.13"
Bottom Hole coordinates
N: 391,888.98' Latitude: 39°34'00.17"
E: 1,586,912.82' Longitude: 80°57'55.25"
UTM Zone 17, NAD 1983
Top Hole Coordinates Bottom Hole Coordinates
N: 4,377,218.483m N: 4,379,677.528m
E: 503,902.0655m E: 502,991.321m
Plat orientation and corner and well references are based upon the grid north meridian.
Well location references are based upon the magnetic meridian.

FILE NO: 214-54-L-13
DRAWING NO: 214-13 Pursley Unit 2HD
SCALE: 1" = 2000'
MINIMUM DEGREE OF ACCURACY: Submeter
PROVEN SOURCE OF ELEVATION: WVDOT, Harrisville, WV

STATE OF WEST VIRGINIA
DEPARTMENT OF ENVIRONMENTAL PROTECTION
OIL AND GAS DIVISION

DATE: April 25 2014
OPERATOR'S WELL NO. Pursley Unit 2HD
API WELL NO
47 - 095 -
STATE COUNTY PERMIT

WELL TYPE: OIL GAS LIQUID INJECTION WASTE DISPOSAL
(IF GAS) PRODUCTION: STORAGE DEEP SHALLOW
LOCATION: ELEVATION: 971' **WATERSHED: Pursley Creek of the Ohio River** **QUADRANGLE: Paden City**
DISTRICT: Lincoln Robert D. & Virginia D. Nalley Nancy Fout; Debra L. Smith **COUNTY: Tyler** 34.88
SURFACE OWNER: William K. Johnson, et ux **ACREAGE: 80** 164; 109
ROYALTY OWNER: Robert D. Nalley, et ux; Victoria Keller, et al; Chris Starkey **LEASE NO:** **ACREAGE: 214; 174; 80**
PROPOSED WORK: DRILL CONVERT DRILL DEEPER FRACTURE OR STIMULATE PLUG OFF OLD FORMATION
 PERFORATE NEW FORMATION OTHER PHYSICAL CHANGE IN WELL (SPECIFY) _____
 PLUG AND ABANDON CLEAN OUT AND REPLUG **TARGET FORMATION: Point Pleasant** **ESTIMATED DEPTH:** 10,800' TVD / 19,500' MD
WELL OPERATOR: Antero Resources Corporation **DESIGNATED AGENT: Dianna Stamper - CT Corporation System**
ADDRESS: 1625 17th Street **ADDRESS: 5400 D Big Tyler Road**
Denver, CO 80202 **Charleston, WV 25313**



STATE OF WEST VIRGINIA
DEPARTMENT OF ENVIRONMENTAL PROTECTION
OIL AND GAS DIVISION

FILE NO: 214-54-L-13
DRAWING NO: 214-13 Pursley Unit 2HD
SCALE: 1" = 2000'
MINIMUM DEGREE OF ACCURACY: Submeter
PROVEN SOURCE OF ELEVATION: WVDOT, Harrisville, WV

DATE: April 21 2014
OPERATOR'S WELL NO. Pursley Unit 2HD
API WELL NO 47 - 095 -
STATE COUNTY PERMIT

WELL TYPE: OIL GAS LIQUID INJECTION WASTE DISPOSAL
(IF GAS) PRODUCTION: STORAGE DEEP SHALLOW

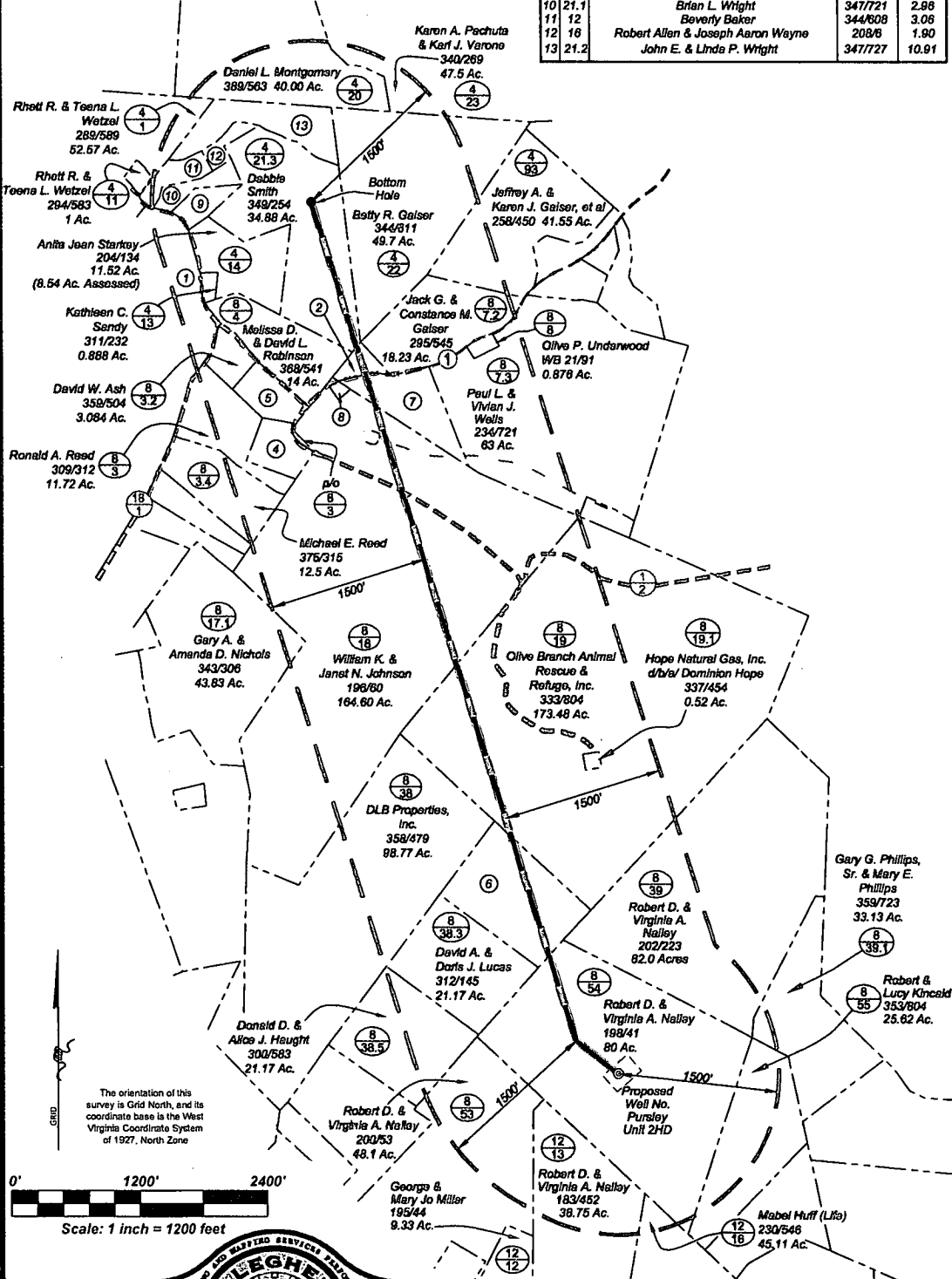
LOCATION: ELEVATION: 971' WATERSHED: Pursley Creek of the Ohio River QUADRANGLE: Paden City
DISTRICT: Lincoln Robert D. & Nancy Fout, Debra L. Smith COUNTY: Tyler 34.88
SURFACE OWNER: Virginia D. Nalley William K. Johnson, et ux ACREAGE: 80 164; 109
ROYALTY OWNER: Robert D. Nalley, et ux; Victoria Keller, et al; Chris Starkey LEASE NO: ACREAGE: 214; 174; 80

PROPOSED WORK: DRILL CONVERT DRILL DEEPER FRACTURE OR STIMULATE PLUG OFF OLD FORMATION
 PERFORATE NEW FORMATION OTHER PHYSICAL CHANGE IN WELL (SPECIFY)
 PLUG AND ABANDON CLEAN OUT AND REPLUG TARGET FORMATION: Point Pleasant ESTIMATED DEPTH: 10,800' TVD 19,500' MD

WELL OPERATOR: Antero Resources Corporation DESIGNATED AGENT: Dianna Stamper - CT Corporation System
ADDRESS: 1625 17th Street ADDRESS: 5400 D Big Tyler Road
Denver, CO 80202 Charleston, WV 25313

**Exhibit Map
for
Antero Resources Corporation
of
Well No. Pursley 2HD Surface Owners**
Situate on the waters of Pursley Creek of the Ohio River
and along County Routes 1 and 1/2 in Lincoln
District, Tyler County, West Virginia

Tax Map 8 Owners			
Par.	Owner	Bk. Pg.	Acres
1 2	David W. & Larl J. Ash	349/518	72.57
2 5	Steven E. Smith	320/488	2.12
3 7.2	Jack G. & Constance M. Gaiser	295/545	18.23
4 3.6	Russell J. Blatt II	343/677	4.91
5 3.6	Ronald L., Jr. & Crystal K. Parline	348/722	5.48
6 38.4	Carl W. & Jacqueline M. Woolwine	313/677	21.32
7 7	Gerald E. & Sarah J. Moore	234/889	9.78
8 6	Robert E. & Audrey L. Christy	348/395	0.38
Tax Map 4 Owners			
Par.	Owner	Bk. Pg.	Acres
9 21	John E. Wright, et al	344/608	3.02
10 21.1	Brian L. Wright	347/721	2.98
11 12	Beverly Baker	344/608	3.06
12 16	Robert Allen & Joseph Aaron Wayne	208/6	1.90
13 21.2	John E. & Linda P. Wright	347/727	10.91



Bridgeport Office
Phone: (304) 848-5035
Fax: (304) 848-5037

172 Thompson Drive
Bridgeport, WV 26330

PARTY CHIEF: RESEARCH:
DRAWN BY: C. Renneman PROJECT NO: 214-54-L-13
PREPARED: April 25, 2014 SURVEYED:
FIELD CREW: DRAWING NO: 214-13 Pursley 2HD Exhibit

LEGEND

--- Adjoiner Line
--- Existing Road
⊙ Tax Map / Parcel
① ①R County Route



DFTRA 8/9/2013 9:49:13 AM

Antero Resources Corporation
Appalachian Basin
Nalley Pad
Tyler County

Quadrangle: Paden City
 Watershed: Pursley Creek
 District: Lincoln
 Date: 8-9-2013

Exhibit C
Affected Owners

Nancy Fout	109.00ac	6.81000	4-8-5, 7, 7.1, 7.2, 7.3, 8	1370 Brushy Fork Road	Bridgeport	WV	26330
Waco Oil & Gas Company, Inc.	109.00ac	6.81000	4-8-5, 7, 7.1, 7.2, 7.3, 8	P.O. Box 397	Glenville	WV	26351
Heirs or assigns of Richard Parry, believed to be deceased	14.00ac	0.03740	4-8-4	*(See below)*			
- Catherine Elizabeth Parry Morrison, heir of Richard Parry				502 S 4th Street, #105	Newport	PA	17074
- Alvin Baker Parry, heir if Richard Parry				35 Grand Avenue	Cumberland	MD	21502
- Barbara Jean Parry Coleman, heir of Richard Parry				93 S. Charlevoix Place	Romney	WV	26757
- Shirley Maxine Parry Lee, heir of Richard Parry				1640 HC 63	Romney	WV	26757
- Feato L. Bazzell, c/o Deana Fishel, heir of Richard Parry				HC 86, Box # 10A	Green Spring	WV	26722
George Collins	14.00ac	0.07480	4-8-4	Address Unknown (Circa 1970)			
Josephine Collins	14.00ac	0.07480	4-8-4	Address Unknown (Circa 1970)			
Kaye Davies	14.00ac	0.01870	4-8-4	10476 E. Stanford Circle G-2	Aurora	CO	80015
				915 W Hendrickson Road	Sequim	WA	98382
Mary Ann Enochs	14.00ac	0.01870	4-8-4	4680 Sebald Drive	Franklin	OH	45005
Ward Allen	14.00ac	0.01870	4-8-4	Address Unknown (Circa 1970)			
			<i>known</i>	2204 Packard Way	Parkersburg	WV	26104
Sistersville General Hospital, City of Sistersville, WV	14.00ac	0.03740	4-8-4	314 S. Wells Street	Sistersville	WV	26175
Sistersville Public Library, City of Sistersville, WV	14.00ac	0.09350	4-8-4	Wells Street	Sistersville	WV	26175
Mary Lou Boston	14.00ac	0.18700	4-8-4	335 N. Wells Street	Sistersville	WV	26175
Heirs or assigns of Joseph Clark Theiss, believed to have died intestate without issue	14.00ac	0.07480	4-8-4	*(See below)*			
- Jane Ann Kronsberg, heir of Joseph Clark Theiss				8 Wedgepark Road	Charleston	SC	29407
- Elizabeth Chandler Jenrette, heir of Joseph Clark Theiss				667 Maple Avenue	New Martinsville	WV	26155
- George Y. Chandler, heir of Joseph Clark Theiss				2406 Elm Street	Parkersburg	WV	26101
The Trustees of The First Presbyterian Church of	14.00ac	0.30855	4-8-4	801 Chelsea Street	Sistersville	WV	26175
The Trustees of The First Baptist Church of Sistersville, WV	14.00ac	0.27115	4-8-4	506 Wells Street	Sistersville	WV	26175
deceased	14.00ac	0.00935	4-8-4	286 Baker Lane	Charleston	WV	25302
McEldowney				1560 Hampton Road	Charleston	WV	25314
Samuel C. McEldowney	14.00ac	0.00935	4-8-4	2406 Elm Street	Parkersburg	WV	26101

Exhibit C
Affected Owners

Heirs or assigns of John C. McEldowney, believed to be deceased	14.00ac	0.00935	4-8-4	RR 3, Box 148C	Bridgeport	WV	26330
- John McEldowney, heir of John C. McEldowney				6920 Heritage	Charleston	WV	25312
Jane Ann Kronsberg	14.00ac	0.01558	4-8-4	8 Wedgepark Road	Charleston	SC	29407
Elizabeth Chandler Jenrette	14.00ac	0.01558	4-8-4	667 Maple Avenue	New Martinsville	WV	26155
George Y. Chandler	14.00ac	0.01558	4-8-4	2406 Elm Street	Parkersburg	WV	26101
Unknown heirs of Walter R. Reitz	14.00ac	0.31167	4-8-4	4825 Woodvale Drive NW	Atlanta	GA	30327
Thomas Erwin Schneider, Jr.	14.00ac	0.31167	4-8-4	4825 Woodvale Drive NW	Atlanta	GA	30327
Edward B. Reisinger Trust	14.00ac	0.31167	4-8-4	600 Grant Street, Suite 4900, U.S. Trust, Bank of America, c/o Paul Mason	Pittsburgh	PA	15219
Walter B. Reisinger	14.00ac	0.31167	4-8-4	2001 Andraes Lane	Chesterfield	MO	63005
Michael R. Miller	14.00ac	0.20051	4-8-4	4932 Hillbrook Lane NW	Washington, DC		20016
Richard C. Miller	14.00ac	0.20051	4-8-4	1373 West 7th Street	San Pedro	CA	90732
Dianna Roach Miller	14.00ac	0.20051	4-8-4	218 St. James West	Cookeville	TN	38501
Emilie M. Marvil	14.00ac	0.15038	4-8-4	5922 13th Street NW, # 209	Washington, DC		20011
Mary Beth Jukich	14.00ac	0.15038	4-8-4	1017 El Camino Real, # 319	Redwood City	CA	94063
Charles H. Marvil et ux, Mary Ann Marvil	14.00ac	0.15038	4-8-4	P.O. Box 201	Sharpsburg	MD	21787
Carol Quase	14.00ac	0.15038	4-8-4	9805 Freestate Place	Village	MD	20886
Mark E. Starkey	8.54ac	0.39500	4-4-14	1135 Oil Ridge Road	Sistersville	WV	26175
Daniel A. Starkey	8.54ac	0.39500	4-4-14	2162 Sterling Cove Boulevard	Panama City	FL	32408
Ralph E. Starkey	8.54ac	0.39500	4-4-14	P.O. Box 858	New Haven	WV	25265
Nancy J. Starkey	8.54ac	0.39500	4-4-14	5509 Oak Summit Court	Winston Salem	NC	27105
Debra L. Smith	12.60ac	4.63000	4-4-21.3 (A)	114 Virginia Street	Sistersville	WV	26175
Debra L. Smith	7.48ac	2.58333	4-4-21.3 (B)	114 Virginia Street	Sistersville	WV	26175
Unknown heirs of Patrick Lowery	7.48ac	1.75000	4-4-21.3 (B)	Address Unknown (Circa 1904)			
Unknown heirs of Ellen Riggs	7.48ac	1.50000	4-4-21.3 (B)	Address Unknown (Circa 1904)			
Thomas A. Wright	7.48ac	0.38889	4-4-21.3 (B)	5838 Valleyway Court	Cincinnati	OH	44124
Joanna W. Rini	7.48ac	0.38889	4-4-21.3 (B)	1437 Genesee Avenue	Mayfield Heights	OH	44124
Jeanette W. Lee	7.48ac	0.38889	4-4-21.3 (B)	460 West Virginia Avenue	Morgantown	WV	26505
Debra L. Smith	14.80ac	2.58333	4-4-21.3 (C)	114 Virginia Street	Sistersville	WV	26175

Exhibit C
Affected Owners

Unknown heirs of Anna Mikeal a/k/a Mikes	14.80ac	2.58333	4-4-21.3 (C)	Address Unknown (Circa 1932)			
Unknown heirs of Patrick Lowery	14.80ac	3.50000	4-4-21.3 (C)	Address Unknown (Circa 1904)			
Unknown heirs of Ellen Riggs	14.80ac	3.00000	4-4-21.3 (C)	Address Unknown (Circa 1904)			
Thomas A. Wright	14.80ac	0.77778	4-4-21.3 (C)	5838 Valleyway Court	Cincinnati	OH	44124
Joanna W. Rini	14.80ac	0.77778	4-4-21.3 (C)	1437 Genesee Avenue	Mayfield Heights	OH	44124
Jeanette W. Lee	14.80ac	0.77778	4-4-21.3 (C)	460 West Virginia Avenue	Morgantown	WV	26505
Betty Ruth Gaiser	45.59ac	2.21429	4-4-p/o 22 (B)	2199 Oil Ridge Road	Sistersville	WV	26175
Unknown heirs of Patrick Lowery	45.59ac	1.50000	4-4-p/o 22 (B)	Address Unknown (Circa 1904)			
Unknown heirs of Ellen Riggs	45.59ac	1.28571	4-4-p/o 22 (B)	Address Unknown (Circa 1904)			
Thomas A. Wright	45.59ac	0.33333	4-4-p/o 22 (B)	5838 Valleyway Court	Cincinnati	OH	44124
Joanna W. Rini	45.59ac	0.33333	4-4-p/o 22 (B)	1437 Genesee Avenue	Mayfield Heights	OH	44124
Jeanette W. Lee	45.59ac	0.33333	4-4-p/o 22 (B)	460 West Virginia Avenue	Morgantown	WV	26505
Betty Ruth Gaiser	4.11ac	0.73810	4-4-p/o 22 (A)	2199 Oil Ridge Road	Sistersville	WV	26175
Unknown heirs of Patrick Lowery	4.11ac	1.00000	4-4-p/o 22 (A)	Address Unknown (Circa 1904)			
Unknown heirs of Ellen Riggs	4.11ac	0.85714	4-4-p/o 22 (A)	Address Unknown (Circa 1904)			
Unknown heirs of Anna Mikeal a/k/a Mikes	4.11ac	0.73810	4-4-p/o 22 (A)	Address Unknown (Circa 1932)			
Thomas A. Wright	4.11ac	0.22222	4-4-p/o 22 (A)	5838 Valleyway Court	Cincinnati	OH	44124
Joanna W. Rini	4.11ac	0.22222	4-4-p/o 22 (A)	1437 Genesee Avenue	Mayfield Heights	OH	44124
Jeanette W. Lee	4.11ac	0.22222	4-4-p/o 22 (A)	460 West Virginia Avenue	Morgantown	WV	26505
Chesapeake Appalachia, LLC				P.O. Box 6070	Charleston	WV	25362
StatoilHydro USA Onshore Properties, Inc				2103 CityWest Blvd. Suite 800	Houston	TX	77042

Exhibit D
Adjoining Operators

Surface Tax Map and Parcel	Name	Lessee	Address	City	State	Zip
4-8-3, 4-8-3.4	Eloise McCormick, Heirs		Address Unknown (Circa 1900)	Sistersville	WV	
4-8-3, 4-8-3.4	Nellie Morrison Heade, Heirs		Address Unknown (Circa 1919)	Marietta	OH	
4-8-3, 4-8-3.4	Annie Stanberry, Heirs		Address Unknown (Circa 1919)	Sistersville	WV	
4-4-1, 4-4-1.2, 4-4-6.1, 4-4-6.2, 4-4-1.3	G. B. West, Heirs		Address Unknown (Circa 1915)	Washington	DC	
4-4-1, 4-4-1.2, 4-4-6.1, 4-4-6.2, 4-4-1.3	John Sterry McCoach, Heirs		1836 Glen Ridge Road	Baltimore	MD	21234
4-4-1, 4-4-1.2, 4-4-6.1, 4-4-6.2, 4-4-1.3	Kathryn Lorel Johnson		11427 61 St. North	Pinellas Park	FL	34666
4-4-1, 4-4-1.2, 4-4-6.1, 4-4-6.2, 4-4-1.3	Roberts McCoach Johnson		1017 Henson Drive	Hurst	TX	76053
4-8-4	Richard Parry, believed to be deceased		*(See below)*			
4-8-4	Richard Parry		502 S 4th Street, #105	Newport	PA	17074
4-8-4	- Alvin Baker Parry, heir if Richard Parry		35 Grand Avenue	Cumberland	MD	21502
4-8-4	Richard Parry		93 S. Charlevoix Place	Romney	WV	26757
4-8-4	- Shirley Maxine Parry Lee, heir of Richard Parry		1640 HC 63	Romney	WV	26757
4-8-4	Richard Parry		HC 86, Box # 10A	Green Spring	WV	26722
4-8-4	George Collins		Address Unknown (Circa 1970)			
4-8-4	Josephine Collins		Address Unknown (Circa 1970)			
4-8-4	Kaye Davies		10476 E. Stanford Circle G-2	Aurora	CO	80015
			915 W Hendrickson Road	Sequim	WA	98382
4-8-4	Mary Ann Enochs		4680 Sebald Drive	Franklin	OH	45005
4-8-4	Ward Allen		Address Unknown (Circa 1970)			
		<i>Possible last known address</i>	2204 Packard Way	Parkersburg	WV	26104
4-8-4	Sistersville, WV		314 S. Wells Street	Sistersville	WV	26175
4-8-4	WV		Wells Street	Sistersville	WV	26175
4-8-4	Mary Lou Boston		335 N. Wells Street	Sistersville	WV	26175
4-8-4	Heirs or assigns of Joseph Clark Theiss, believed to have died intestate without issue		*(See below)*			

Exhibit D
Adjoining Operators

	- Jane Ann Kronsberg, heir of Joseph Clark Theiss		8 Wedgepark Road	Charleston	SC	29407
	- Elizabeth Chandler Jenrette, heir of Joseph Clark Theiss		667 Maple Avenue	New Martinsville	WV	26155
	- George Y. Chandler, heir of Joseph Clark Theiss		2406 Elm Street	Parkersburg	WV	26101
4-8-4	The Trustees of The First Presbyterian Church		801 Chelsea Street	Sistersville	WV	26175
4-8-4	The Trustees of The First Baptist Church of		506 Wells Street	Sistersville	WV	26175
4-8-4	Robert E. McEldowney, believed to be deceased		286 Baker Lane	Charleston	WV	25302
4-8-4	- Robert E. McEldowney III, heir of Robert E. McEldowney		1560 Hampton Road	Charleston	WV	25314
4-8-4	Samuel C. McEldowney		2406 Elm Street	Parkersburg	WV	26101
4-8-4	John C. McEldowney, believed to be deceased		RR 3, Box 148C	Bridgeport	WV	26330
	- John McEldowney, heir of John C. McEldowney		6920 Heritage	Charleston	WV	25312
4-8-4	Jane Ann Kronsberg		8 Wedgepark Road	Charleston	SC	29407
4-8-4	Elizabeth Chandler Jenrette		667 Maple Avenue	New Martinsville	WV	26155
4-8-4	George Y. Chandler		2406 Elm Street	Parkersburg	WV	26101
4-8-4	Unknown heirs of Walter R. Reitz		4825 Woodvale Drive NW	Atlanta	GA	30327
4-8-4	Thomas Erwin Schneider, Jr.		4825 Woodvale Drive NW	Atlanta	GA	30327
4-8-4	Edward B. Reisinger Trust		600 Grant Street, Suite 4900, U.S. Trust, Bank of America, c/o Paul Mason	Pittsburgh	PA	15219
4-4-11	G. B. West, Heirs		Unknown (Circa 1892)	Sistersville	WV	
4-4-11	Blanche W. Hockingberry, Heirs		Unknown (Circa 1935)	Sistersville	WV	
4-4-11	John Sterry McCoach, Heirs		Unknown (Circa 1922)	Sistersville	WV	
4-4-11	Roberts McCoach Johnson		1017 Henson Drive	Hurst	TX	76053
4-4-11	Kathryn Lorel Johnson		11427 61 St. North	Pinellas Park	FL	34666
4-4-11	John McKay McCoach		Address Unknown (Circa 1922)	Sistersville	WV	
4-8-57	S. P. and Laura Allen, heirs		Address Unknown (Circa 1920)	Sistersville	WV	
4-12-16	Harry Huff II. & Rebecca Huff		1033 Tyler Hwy.	Sisterville	WV	26175
4-8-19, 4-8-19.1	Jennie Porter, Heirs		102 Windy Ghoul	Beaver	PA	15009
4-8-19, 4-8-19.1	Mary F. Porter, Heirs		102 Windy Ghoul	Beaver	PA	15009
4-8-19, 4-8-19.1	Hester A. Porter, Heirs		102 Windy Ghoul	Beaver	PA	15009
4-8-19, 4-8-19.1	Edgar W. Porter, Heirs		102 Windy Ghoul	Beaver	PA	15009

Exhibit D
Adjoining Operators

4-8-19, 4-8-19.1	Mary K. Porter, Heirs		102 Windy Ghoul	Beaver	PA	15009
4-8-19, 4-8-19.1	Charles N. Porter Heirs		102 Windy Ghoul	Beaver	PA	15009
4-8-6	Ronald Lee Dietrich		814 Oil Ridge Road	Sistersville	WV	26175
4-4-p/o 21.3 (B)	Unknown heirs of Patrick Lowery		Address Unknown (Circa 1904)			
4-4-p/o 21.3 (B)	Unknown heirs of Ellen Riggs		Address Unknown (Circa 1904)			
4-4-p/o 21.3 (B)	Thomas A. Wright		5838 Valleyway Court	Cincinnati	OH	44124
4-4-p/o 21.3 (B)	Joanna W. Rini		1437 Genesee Avenue	Mayfield Heights	OH	44124
4-4-p/o 21.3 (B)	Jeanette W. Lee		460 West Virginia Avenue	Morgantown	WV	26505
4-4-p/o 21.3 (C)	Unknown heirs of Anna Mikeal a/k/a Mikes		Address Unknown (Circa 1932)			
4-4-p/o 21.3 (C)	Unknown heirs of Patrick Lowery		Address Unknown (Circa 1904)			
4-4-p/o 21.3 (C)	Unknown heirs of Ellen Riggs		Address Unknown (Circa 1904)			
4-4-p/o 21.3 (C)	Thomas A. Wright		5838 Valleyway Court	Cincinnati	OH	44124
4-4-p/o 21.3 (C)	Joanna W. Rini		1437 Genesee Avenue	Mayfield Heights	OH	44124
4-4-p/o 21.3 (C)	Jeanette W. Lee		460 West Virginia Avenue	Morgantown	WV	26505
4-4-21.2 (A)	James Lowry, Heirs		Address Unknown (Circa 1904)			
4-4-21.2 (A)	Ellen Riggs		Address Unknown (Circa 1904)			
4-4-21.2 (A)	Thomas Allen Wright		5838 Valleyway Court	Cincinnati	OH	45247
4-4-21.2 (A)	Joanna Wright Rini		1437 Genessee Ave	Mayfield Height	OH	44124
4-4-21.2 (A)	Jeanette Wright Lee		460 West Virginia Ave.	Morgantown	WV	26505
4-4-21.2 (A)	Patrick Lowry		Address Unknown (Circa 1904)			
p/o 4-4-22 (B)	Unknown heirs of Patrick Lowery		Address Unknown (Circa 1904)			
p/o 4-4-22 (B)	Unknown heirs of Ellen Riggs		Address Unknown (Circa 1904)			
p/o 4-4-22 (A)	Unknown heirs of Patrick Lowery		Address Unknown (Circa 1904)			
p/o 4-4-22 (A)	Unknown heirs of Ellen Riggs		Address Unknown (Circa 1904)			
p/o 4-4-22 (A)	Unknown heirs of Anna Mikeal a/k/a Mikes		Address Unknown (Circa 1932)			
4-8-53		Triad Hunter, LLC	777 Post Oak Blvd. Ste. 910	Houston	TX	77056
4-8-54		Chesapeake Appalachia, LLC	P.O. Box 6070	Charleston	WV	25362

ANTERO RESOURCES APPALACHIAN CORP.
535 WHITE OAKS BLVD
BRIDGEPORT, WV 26330-0410

ATTN: LESLEY HINZMAN

Teresea R Hamilton
TYLER County 09:58:53 AM
Instrument No 81594
Date Recorded 12/23/2013
Document Type AGR
Pages Recorded 2
Book-Page 433-604
Recording Fee \$5.00
Additional \$6.00

MEMORANDUM OF SURFACE USE AND COMPENSATION AGREEMENT
Nalley Pad (Nalley)

This Memorandum of Surface Use and Compensation Agreement ("Memorandum") is entered into this 11th day of September, 2013 by and between, Robert D. Nalley and Virginia A. Nalley, husband and wife, having an address 2549 Tyler Highway, Sistersville, WV 26175 (the "Grantor", whether one or more), and Antero Resources Corporation, a Delaware corporation, having an address of 1625 17th Street, Denver, CO 80202 (the "Grantee"), (collectively, the "Parties").

NOW THEREFORE, in consideration of the foregoing, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

1. Grantors and Grantee have entered into that certain Surface Use and Compensation Agreement dated as of even date herewith ("Surface Use Agreement").

2. The Surface Use Agreement sets forth the rights and responsibilities of the Parties with respect to compensation for, and use of, the surface for oil and gas drilling operations of that certain tract(s) or parcel(s) of land located in in Lincoln District, Tyler County, West Virginia, identified on Tax Map 8 as Parcel No. 54 and Tax Map 12 as Parcel Nos. 13, 14 and 14.1, comprised of a total of 126.95 acres, more or less, and being the same tract(s) or parcel(s) of land conveyed to the Grantor herein by instrument recorded in the Office of the Clerk of the County Commission of Tyler in Deed Book 198 at Page 41, Deed Book 183 at Page 452, Deed Book 345 at Page 832 and Deed Book 424 at Page 382, (the "Premises").

3. The Surface Use Agreement shall remain in full force and effect for a term of five (5) years and as long thereafter as oil or gas, or either of them, is produced from the land, or as long as the Premises are used for drilling operations.

4. The covenants, provisions, conditions and recitals of this Memorandum shall be the same covenants, provisions, conditions and recitals set forth in the Surface Use Agreement, which are hereby incorporated by reference as if fully set forth herein.

5. In the event the Surface Use Agreement is amended, supplemented, assigned or terminated by written agreement executed by the Parties, this Memorandum shall be amended, supplemented, assigned or terminated.

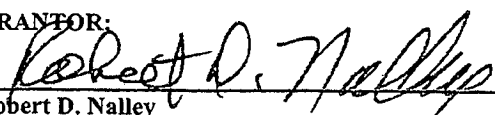
6. This Memorandum is executed for the convenience of the Parties and for the purpose of recording the same. This Memorandum does not modify, supplement, or abridge the rights and obligations set forth in said Surface Use Agreement.

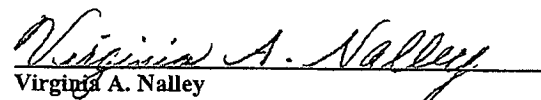
7. This Memorandum serves as notice of the existence of the Surface Use Agreement and shall be binding upon the parties, their heirs, successors, and assigns as if said Surface Use Agreement was filed of record.

8. This Memorandum may be executed in counterparts.

IN WITNESS WHEREOF, the Parties sign:

GRANTOR:


Robert D. Nalley


Virginia A. Nalley

GRANTEE:
Antero Resources Corporation

By Brian A. Kuhn
Brian A. Kuhn
Vice President of Land
Antero Resources Corporation

STATE OF West Virginia §
 §SS.
COUNTY OF Tyler §

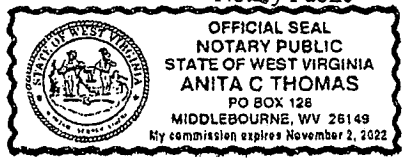
(INDIVIDUAL ACKNOWLEDGEMENT)

The foregoing instrument is acknowledged before me, a notary public, this 2nd day of October, 2013, by Robert D. Nalley and Virginia A. Nalley, husband and wife.

Witness my hand and official seal.

My Commission Expires: November 2, 2022
(seal)

Anita C. Thomas
Notary Public



STATE OF CO §
 §SS.
COUNTY OF Denver §

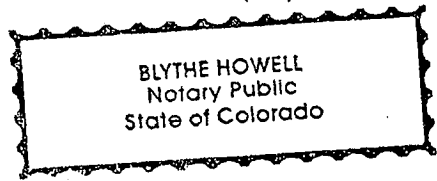
(CORPORATE ACKNOWLEDGEMENT)

BEFORE ME, the undersigned, A Notary Public, in and for said County and State on this 14th day of October, 2013 personally appeared Brian A. Kuhn of Antero Resources Corporation to me known to be the identical person described in and who executed the within and foregoing document as its Vice President, Land and acknowledged to me that he executed the same as his free and voluntary act and deed and as the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notary seal the day and year last above written.

My Commission Expires: 4/15/16
(seal)

Blythe Howell
Notary Public



This instrument prepared by: Antero Resources Corporation, 1625 17th Street, Denver, CO 80202

SURFACE USE AND COMPENSATION AGREEMENT
Nalley Pad (Nalley)

This SURFACE USE AND COMPENSATION AGREEMENT ("Agreement"), is made and entered into this 28th day of August, 2013, by and between Robert D. Nalley and Virginia A. Nalley, husband and wife, having an address 2549 Tyler Highway, Sistersville, WV 26175 (the "Grantor", whether one or more), and Antero Resources Corporation, a Delaware corporation, having an address of 1625 17th Street, Denver, CO 80202 (the "Grantee"), (collectively, the "Parties").

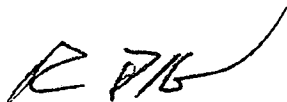
BACKGROUND

Grantor is the owner of the surface of that certain tract(s) or parcel(s) of land located in Lincoln District, Tyler County, West Virginia, identified on Tax Map 8 as Parcel No. 54 and Tax Map 12 as Parcel Nos. 13, 14 and 14.1 comprised of a total of 126.95 acres, more or less, and being the same tract(s) or parcel(s) of land conveyed to the Grantor herein by instrument recorded in the Office of the Clerk of the County Commission of Tyler, in Deed Book 198 at Page 41, Deed Book 183 at Page 452, Deed Book 345 at Page 832 and Deed Book 424 at Page 382, (the "Premises").

The Parties desire to enter into this Agreement to memorialize the terms upon which the Grantor will be compensated for Grantee's use of the Premises.

NOW, THEREFORE, that in and for the consideration as set forth herein below, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties agree:

1. **Conflicting Provisions.** In the event there is a conflict between this Agreement and the surface use provisions contained in that certain oil and gas lease dated July 10th, 2012 and between Robert D. Nalley and Virginia A. Nalley, as lessor and Antero Resources Corporation, as Lessee, then this Agreement will prevail in all instances. All other provisions of said oil and gas lease will remain in full force and effect.
2. **Term.** This Agreement shall remain in force for a term of five (5) years from the date of this Agreement, and as long thereafter as oil and gas, or either of them, is produced from the land, or as long as the Premises is utilized for drilling operations, as defined in Paragraph 3, associated with deep or shallow wells located upon the Premises, or upon lands unitized with the Premises or as shown on the "Site Plans" as set forth in Paragraph 4.
3. **Drilling Operations.** "Drilling operations" shall include the actual drilling or re-drilling of vertical or horizontal wells; the reworking, deepening, or plugging back of a well or hole; or any other operations conducted in an effort to search for, obtain, operate or reestablish production of oil or gas; along with all related drilling site preparation, including, but not limited to, surveying, building, maintaining, laying, constructing, inspecting, repairing, altering, placing, replacing, or relocating access road(s), pad-site(s), frac-pit(s), spoil-pile/waste area(s), associated production pad(s), impoundment(s) and/or water containment/tank pad(s), water line(s), water pump(s), metering facility(s), PIG launcher/receiver(s), installing sound barrier(s) and oil and gas transmission line(s) upon the subject Premises; as well as the right to install temporary above ground water line(s) for the transportation of water to and from frac-pit(s), impoundment(s) and/or water containment/tank pad(s) located upon the subject Premises, or located on third party properties for use in connection with drilling operations conducted on or off the Premises. Drilling operations shall not include hunting, fishing, or related activities.
4. **Site Plans.** The Proposed Site Plan, which is attached as "Exhibit A," is fully incorporated into this Agreement, and sets forth the Parties' understanding with regard to the approximate location of drilling operations. Prior to commencing drilling operations, Grantee shall survey the Premises and prepare a Final Site Plan setting forth the actual location of drilling operations. The Final Site Plan shall be attached to and fully incorporated into this Agreement as "Exhibit B." Grantor acknowledges that the Proposed Site Plan may change as a result of construction or engineering concerns raised by the survey, or as a result of state and/or federal regulatory requirements.
5. **Payment.** Grantee shall pay Grantor an Initial Payment of \$10,000.00 upon receipt of an executed copy of this Agreement, a Memorandum of Surface Use and Compensation Agreement, and IRS Form W-9. Upon commencing well-site construction pursuant to a Final Site Plan, Grantee shall pay Grantor \$172,000.00 ("balance of payment") as full and Final Payment and as final settlement of all damage claims resulting from the Grantee's use of the Premises, whether or not contemplated by the Parties, including, but not limited to, the market value of crops and timber damaged, destroyed, or prevented from reaching market; damage to water supplies that were in use prior to the commencement of drilling operations; cost of repairing or replacing personal property damaged or destroyed by drilling operations; and diminution in value of the Premises resulting from drilling operations; and in full satisfaction of the \$2,500.00 property tax reimbursement payment due the Grantor pursuant to W.Va. Code §22-6A-17. Grantor understands that the balance of payment shall only be paid upon the commencement of well-site construction.



6. **Water Testing.** Grantee shall test all existing water well(s), including water well(s) specifically located on the Premises that are located within 1500 feet of the center of the pad-site prior to commencing drilling operations. In the event drilling operations damage any previously tested water well, Grantee shall replace the Grantor's water supply with a comparable water supply.

7. **Dispute Resolution.** In the event a dispute, claim, question, or disagreement arises pursuant to the terms of this Agreement, the Parties shall attempt to settle said dispute, claim, question, or disagreement, through utilization of a duly qualified mediator selected and approved by the Parties. In the event mediation fails to settle the Parties' dispute, the Parties may pursue any and all remedies at law or in equity.

8. **Confidentiality.** The Parties shall keep the terms, conditions, and payments made pursuant to this Agreement strictly confidential, and shall execute a Memorandum of Surface Use and Compensation Agreement that shall be filed in the county property records. Under no circumstances shall this Agreement be placed of record in the county property records by either the Grantor or Grantee. In the event Grantee fails to utilize the Premises for drilling operations within the term of this Agreement, Grantee shall record a "Release of Memorandum of Surface Use and Compensation Agreement" in the county property records indicating its relinquishment of rights to the Premises.

9. **Option Agreement.** ~~During the term of this Agreement, Grantor grants Grantee the option to purchase Pipeline Rights of Way and Easement Agreement(s) necessary for the transportation of gas, including third party gas produced from other lands, over, across, and through the Premises. This Option Agreement shall cover pipeline(s) not to exceed an aggregate diameter of 16 inches, to be buried at a minimum depth of thirty six inches (36"), at a price of \$1.00 per diameter inch, per linear foot of pipeline(s) installed upon the Premises.~~

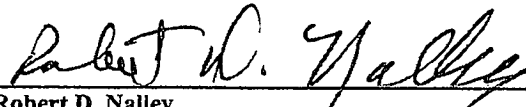
10. **Site Restoration.** Grantee shall fertilize and reseed areas disturbed by Grantee's construction operations on the Premises and, when reasonable, shall reseed with grass seed requested by Grantor. Grantee shall also, at Grantor's request, remove trees, stumps, and brush disturbed by Grantee's construction operations.


11. **Notices and Further Assurances.** The Grantor and Grantee agree that they will comply with the notice provisions required by the West Virginia Department of Environmental Protection and/or by West Virginia Code Section 22-6A as necessary.

12. **Additional Responsibilities.** The Parties incorporate the rights and responsibilities set forth in the attached Addendum to Surface Use and Compensation Agreement as if fully set forth in this Agreement.

13. **Binding.** This Agreement may be signed in counterparts with each part being effective and binding as to the interest owned by the Grantor herein and shall be binding upon the Grantor and Grantee, their heirs, successors, and assigns.

GRANTOR:


Robert D. Nalley


Virginia A. Nalley

GRANTEE:

Antero Resources Corporation

By 
Brian A. Kuhn
Vice President of Land
Antero Resources Corporation

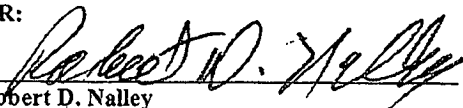
ADDENDUM TO SURFACE USE AND COMPENSATION AGREEMENT
Nalley Pad (Nalley)

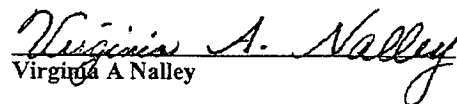
This Addendum is attached to and made a part of the Surface Use and Compensation Agreement 11th day of September, 2013, by and between, Robert D. Nalley and Virginia A. Nalley, husband and wife, having an address 2549 Tyler Highway, Sistersville, WV 26175 (the "Grantor", whether one or more), and Antero Resources Corporation, a Delaware corporation, having an address of 1625 17th Street, Denver, CO 80202 (the "Grantee"), (collectively, the "Parties").

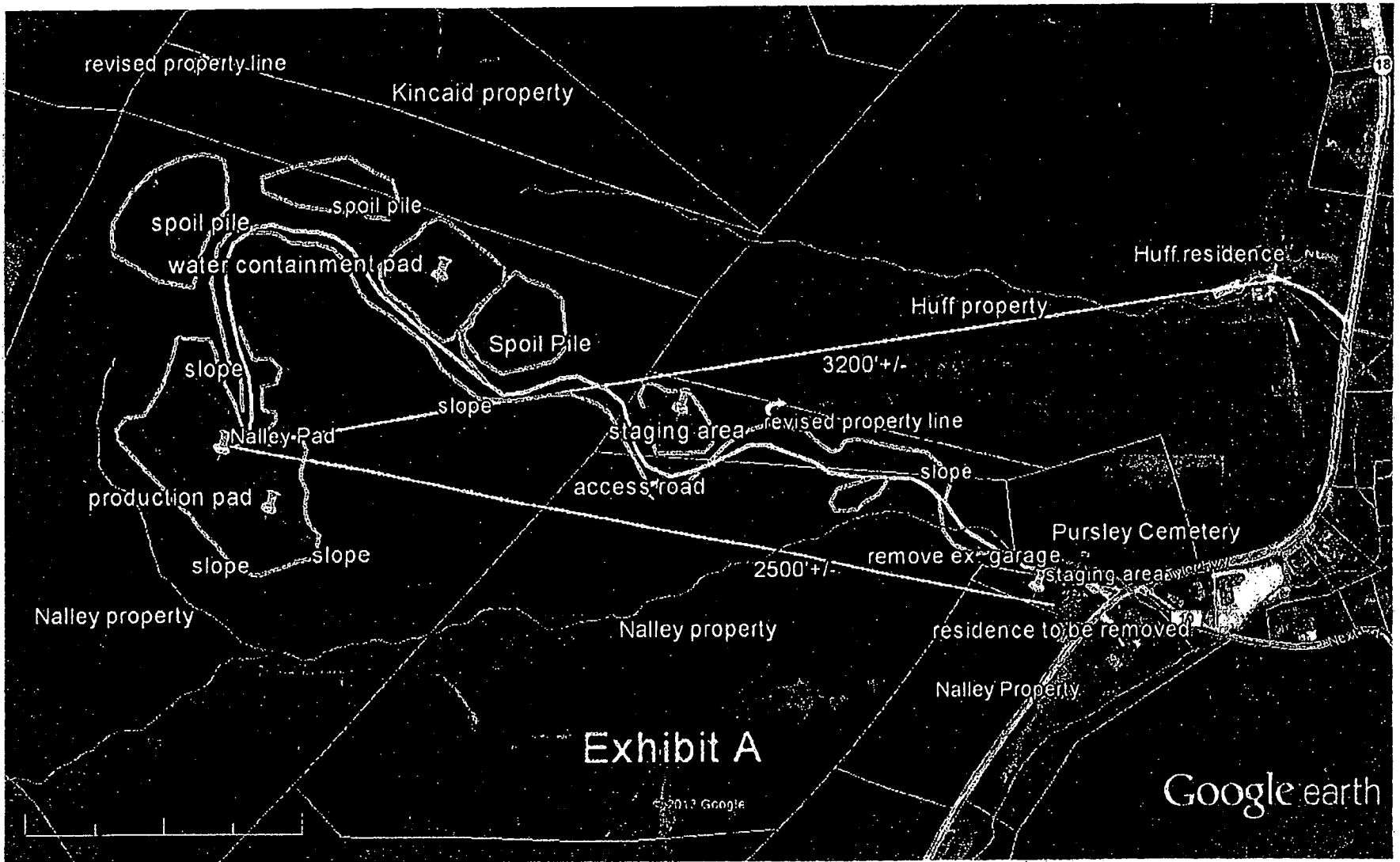
Grantor and Grantee agree to the following:

1. Upon completion of all drilling activities, the Tank Pad area will be reclaimed and not used for further purposes.
2. The Production Pad area shall be locate adjacent to the Well Pad as shown on Exhibit A.
3. No frac water will be stored on the Premises other than water to be used for operations conducted from the Well Pad location, located on the premises.
4. The permanent and temporary access roads shall remain in a condition passable by a 4x4 vehicles.
5. A guard will be located at the entrance of either the permanent or temporary access road during drilling operations.
6. In the event electrical lines are needed for any portion of the Grantee's operations said lines will be installed along the access road (permanent or temporary), 14' to 16' above the road height, or buried. Grantor will be notified in advance of the installation.
7. Grantee will seed with deer clover, meadow mix, and/or a grass seed (no Fescue) requested by Grantor, lime and fertilize per guidelines established by the WVU Extension Services all areas disturbed by Grantee's operations. Said reclamation to be maintained until seed has been established. This provision has a time limit of 5 years from date hereof.
8. Grantee shall remove, burn or chip all debris (trash, stumps, limbs), from access road way, well pad sites, production pad, and staging area disturbed by Grantee.
9. Will make reasonable and practical effort to suppress dust on access road(s).
10. Grantor agrees to remove the existing "double wide" from the premises by October 12th, 2013
11. In the event it is determined needed and necessary by Grantee, and at Grantee's sole expense, Grantor agrees to the demolition and removal of the "existing garage" as shown on Exhibit A hereto.
12. Grantor agrees and acknowledges that payments provided for in Paragraph 5 "Payment" of this Agreement includes compensation for demolition and removal of said "existing garage" and the removal of the existing double wide to a location off the premises and for the total use of Parcel 14.1, (0.85 acres), as a staging area or other use to be determined by Grantee.
13. "Grantor agrees that the payment specified herein shall be in lieu of the \$4,000.00/acre specified in paragraph 15 of Exhibit A to Grantor's Oil and Gas Lease with Antero Resources Appalachian Corporation dated July 10, 2012, signed July 17, 2012 as to the areas of disturbance shown on Exhibit A attached hereto and incorporated herein by reference. However, such payment shall not preclude Grantor from receiving other compensation authorized by West Virginia Code 22-6B-3, un-contemplated by this agreement."
14. "Except as modified herein, the terms of Grantor's Oil and Gas Lease with Antero Resources Appalachian Corporation dated July 10, 2012, signed July 17,2012, shall remain in full force and effect."
15. "Grantor waives the (30) day notice provision and Grantor's right to remove timber specified in paragraph 18 of Exhibit A to Grantor's Oil and Gas Lease with Antero Resources Appalachian Corporation dated July 10, 2012, signed July 17, 2012."
16. "Grantor acknowledges location approval of the well pad, production pad, spoil piles water containment pad, access roads and staging areas shown on Exhibit A attached hereto and incorporated herein by reference, in accordance with requirements of paragraph 14of Exhibit A to Grantor's Oil and Gas lease with Antero Resources Appalachian Corporation dated July 10, 2012, signed July 17, 2012."

GRANTOR:


Robert D. Nalley


Virginia A Nalley



Google earth

feet
meters

2000

800

RDN DAN

Exhibit F
Tract Participation

Farm Name	Gross Ac.	Ac. in Unit	Tract Participation	Tax/Map/Parcel
Robert D. Nalley and Virginia A. Nalley, as JTWROS	80.00000	26.31000	12.80666%	4-8-54
Victoria Keller Farm	213.40000	26.54000	12.91861%	4-8-38, 38.1, 38.2, 38.3, 38.4, 38.5, 38.6, 47
Robert D. Nalley et ux, Virginia A. Nalley	82.00000	1.98000	0.96379%	4-8-39
Clair Starkey Farm	174.00000	38.72000	18.84735%	4-8-19, 19.1
William Johnson Farm	164.00000	56.94000	27.71612%	4-8-18
Ronald Lee Dieterich	0.38000	0.38000	0.18497%	4-8-6
Paul Leon Wells et al	109.00000	13.62000	6.62967%	4-8-5, 7, 7.1, 7.2, 7.3, 8
Melissa D. and David L. Robinson Farm	14.00000	3.74000	1.82048%	4-8-4
Lynn Ann Starkey Farm	8.54000	1.58000	0.76908%	4-4-14
Debra L. Smith Farm	34.88000	25.63000	12.47566%	4-4-21.3
Betty Ruth Gaiser Farm	45.59000	10.00000	4.86760%	4-4-p/o 22
	TOTAL	205.44000	100.00%	

Exhibit G
Unleased Owners

District	Tax/Map/Parcel	Gross/Ac	Ac. in Unit	Owner(s)	Ownership%	Net Acres in Unit
Lincoln	4-8-19, 19.1	174.00ac	38.72	Hester A. Porter heirs or assigns	15.6250%	6.05000
Lincoln	4-8-19, 19.1	174.00ac	38.72	Jennie Porter heirs or assigns	12.5000%	4.84000
Lincoln	4-8-19, 19.1	174.00ac	38.72	Mary F. Porter heirs or assigns	12.5000%	4.84000
Lincoln	4-8-19, 19.1	174.00ac	38.72	Edgar W. Porter heirs or assigns	3.1250%	1.21000
Lincoln	4-8-19, 19.1	174.00ac	38.72	Mary K. Porter heirs or assigns	3.1250%	1.21000
Lincoln	4-8-19, 19.1	174.00ac	38.72	Charles N. Porter heirs or assigns	3.1250%	1.21000
Lincoln	4-8-6	0.38ac	0.38	Ronald Lee Dieterich	100.0000%	0.38000
Lincoln	4-8-5, 7, 7.1, 7.2, 7.3, 8	109.00ac	13.62	Nancy Fout	50.0000%	6.81000
Lincoln	4-8-4	14.00ac	3.74	Catherine Elizabeth Parry Morrison, Alvin Baker Parry, Barbara Jean Parry Coleman, Shirley Maxine Parry Lee & Feato L. Bazzell	1.0000%	0.03740
Lincoln	4-8-4	14.00ac	3.74	George Collins	2.0000%	0.07480
Lincoln	4-8-4	14.00ac	3.74	Josephine Collins	2.0000%	0.07480
Lincoln	4-8-4	14.00ac	3.74	Kaye Davies	0.5000%	0.01870
Lincoln	4-8-4	14.00ac	3.74	Mary Ann Enochs	0.5000%	0.01870
Lincoln	4-8-4	14.00ac	3.74	Ward Allen	0.5000%	0.01870
Lincoln	4-8-4	14.00ac	3.74	Sistersville General Hospital, City of Sistersville, WV	1.0000%	0.03740
Lincoln	4-8-4	14.00ac	3.74	Sistersville Public Library, City of Sistersville, WV	2.5000%	0.09350
Lincoln	4-8-4	14.00ac	3.74	Mary Lou Boston	5.0000%	0.18700
Lincoln	4-8-4	14.00ac	3.74	Joseph Clark Theiss, believed to be deceased and survived by Jane Ann Kronsberg, Elizabeth Chandler Jenrette & George Y. Chandler	2.0000%	0.07480
Lincoln	4-8-4	14.00ac	3.74	The Trustees of The First Presbyterian Church of Sistersville,	8.2500%	0.30855
Lincoln	4-8-4	14.00ac	3.74	The Trustees of The First Baptist Church of Sistersville, WV	7.2500%	0.27115
Lincoln	4-8-4	14.00ac	3.74	Robert E. McEldowney, believed to be deceased and survived by Robert E. McEldowney, III	0.2500%	0.00935
Lincoln	4-8-4	14.00ac	3.74	Samuel C. McEldowney	0.2500%	0.00935
Lincoln	4-8-4	14.00ac	3.74	John C. McEldowney, believed to be deceased and survived by John McEldowney	0.2500%	0.00935
Lincoln	4-8-4	14.00ac	3.74	Jane Ann Kronsberg	0.4167%	0.01558
Lincoln	4-8-4	14.00ac	3.74	Elizabeth Chandler Jenrette	0.4167%	0.01558
Lincoln	4-8-4	14.00ac	3.74	George Y. Chandler	0.4167%	0.01558

Exhibit G
Unleased Owners

Lincoln	4-8-4	14.00ac	3.74	Unknown heirs of Walter R. Reitz	8.3333%	0.31167
Lincoln	4-8-4	14.00ac	3.74	Thomas Erwin Schneider, Jr.	8.3333%	0.31167
Lincoln	4-8-4	14.00ac	3.74	Edward B. Reisinger Trust	8.3333%	0.31167
Lincoln	4-4-21.3 (B)	7.48ac	7.00	Unknown heirs of Patrick Lowery	25.0000%	1.75000
Lincoln	4-4-21.3 (B)	7.48ac	7.00	Unknown heirs of Ellen Riggs	21.4286%	1.50000
Lincoln	4-4-21.3 (B)	7.48ac	7.00	Thomas A. Wright	5.5556%	0.38889
Lincoln	4-4-21.3 (B)	7.48ac	7.00	Joanna W. Rini	5.5556%	0.38889
Lincoln	4-4-21.3 (B)	7.48ac	7.00	Jeanette W. Lee	5.5556%	0.38889
Lincoln	4-4-21.3 (C)	14.80ac	14.00	Unknown heirs of Anna Mikeal a/k/a Mikes	18.45238%	2.58333
Lincoln	4-4-21.3 (C)	14.80ac	14.00	Unknown heirs of Patrick Lowery	25.00000%	3.50000
Lincoln	4-4-21.3 (C)	14.80ac	14.00	Unknown heirs of Ellen Riggs	21.42857%	3.00000
Lincoln	4-4-21.3 (C)	14.80ac	14.00	Thomas A. Wright	5.55556%	0.77778
Lincoln	4-4-21.3 (C)	14.80ac	14.00	Joanna W. Rini	5.55556%	0.77778
Lincoln	4-4-21.3 (C)	14.80ac	14.00	Jeanette W. Lee	5.55556%	0.77778
Lincoln	4-4-p/o 22 (B)	45.59ac	6.00	Unknown heirs of Patrick Lowery	25.00000%	1.50000
Lincoln	4-4-p/o 22 (B)	45.59ac	6.00	Unknown heirs of Ellen Riggs	21.42857%	1.28571
Lincoln	4-4-p/o 22 (A)	4.11ac	4.00	Unknown heirs of Patrick Lowery	25.00000%	1.00000
Lincoln	4-4-p/o 22 (A)	4.11ac	4.00	Unknown heirs of Ellen Riggs	21.42857%	0.85714
Lincoln	4-4-p/o 22 (A)	4.11ac	4.00	Unknown heirs of Anna Mikeal a/k/a Mikes	18.45238%	0.73810

49,98959



May 6, 2014

West Virginia Oil & Gas Conservation Commission
Attn: Cindy Raines
601 57th Street
Charleston, WV 25304

Ms. Cindy Raines:

Antero Resources Corporation (Antero) would like to submit the enclosed revised survey plat, Exhibit and Notification list to supplement the deep well permit application that was submitted on. In addition, the updated application for pooling of interests in the proposed Pursley drilling unit should have been delivered to your office separately by Bowles Rice on Tuesday, May 6, 2014.

If you have any questions please feel free to contact me at (303) 357-7323.

Thank you in advance for your consideration.

Sincerely,

A handwritten signature in cursive script that reads "Ashlie Mihalcin".

Ashlie Mihalcin
Permit Representative
Antero Resources Corporation

Enclosures

ANTERO RESOURCES CORPORTION - PROPOSED PURSLEY UNIT 2HD
List of Operators & Unleased Mineral Owners within 1500 feet of Wellbore

Surface Tax Map and Parcel	Name	Address	City	State	Zip
4-8-3, 4-8-3.4	Eloise McCormick, Heirs	Address Unknown (Circa 1900)	Sistersville	WV	
4-8-3, 4-8-3.4	Nellie Morrison Heade, Heirs	Address Unknown (Circa 1919)	Marietta	OH	
4-8-3, 4-8-3.4	Annie Stanberry, Heirs	Address Unknown (Circa 1919)	Sistersville	WV	
4-4-1, 4-4-1.2, 4-4-6.1, 4-4-6.2, 4-4-1.3	G. B. West, Heirs	Address Unknown (Circa 1915)	Washington	DC	
4-4-1, 4-4-1.2, 4-4-6.1, 4-4-6.2, 4-4-1.3	John Sterry McCoach, Heirs	1836 Glen Ridge Road	Baltimore	MD	21234
4-4-1, 4-4-1.2, 4-4-6.1, 4-4-6.2, 4-4-1.3	Kathryn Lorel Johnson	11427 61 St. North	Pinellas Park	FL	34666
4-4-1, 4-4-1.2, 4-4-6.1, 4-4-6.2, 4-4-1.3	Roberts McCoach Johnson	1017 Henson Drive	Hurst	TX	76053
4-4-11	G. B. West, Heirs	Unknown (Circa 1892)	Sistersville	WV	
4-4-11	Blanche W. Hockingberry, Heirs	Unknown (Circa 1935)	Sistersville	WV	
4-4-11	John Sterry McCoach, Heirs	Unknown (Circa 1922)	Sistersville	WV	
4-4-11	Roberts McCoach Johnson	1017 Henson Drive	Hurst	TX	76053
4-4-11	Kathryn Lorel Johnson	11427 61 St. North	Pinellas Park	FL	34666
4-4-11	John McKay McCoach	Address Unknown (Circa 1922)	Sistersville	WV	
4-8-57	S. P. and Laura Allen, heirs	Address Unknown (Circa 1920)	Sistersville	WV	
4-8-2, 4-8-4	Thomas Erwin Schneider, Jr.	4825 Woodvale Drive	Atlanta	GA	30327
4-8-2, 4-8-4	The Trustees of The First Presbyterian Church of Sistersville, WV	P.O. Box 90	Sistersville	WV	26175
4-8-2, 4-8-4	The Trustees of The First Baptist Church of Sistersville, WV	506 Wells Street, P.O. Box 163	Sistersville	WV	26175
4-8-2, 4-8-4	Edward B. Reisinger Trust	600 Grant Street, #4900	Pittsburgh	PA	15219
4-8-2, 4-8-4	Walker B. Reisinger	2001 Andreas Lane	Chesterfield	MO	63005
4-8-2, 4-8-4	Michael R. Miller	4932 Hillbrook Lane NW	Washington	DC	20016
4-8-2, 4-8-4	Richard C. Miller	1373 West 17th Street	San Pedro	CA	90732
4-8-2, 4-8-4	Dianna Roach Miller	218 St. James West	Cookeville	TN	38501
4-8-2, 4-8-4	Emilie M. Marvil	5922 13th Street NW, #209	Washington	DC	20011
4-8-2, 4-8-4	Mary Beth Jukich	1017 El Camino Real, #319	Redwood	CA	94063
4-8-2, 4-8-4	Charles H. Marvil et ux, Mary Ann Marvil	P.O. Box 201	Sharpsburg	MA	21782
4-8-2, 4-8-4	Carol Quase	9805 Freestate Place	Montgomery Village	MD	20886
4-8-2, 4-8-4	Richard Parry, believed to be deceased	*(See below)*			
4-8-2, 4-8-4	- Catherine Elizabeth Parry Morrison, heir of Richard Parry	502 S 4th Street, #105	Newport	PA	17074
4-8-2, 4-8-4	- Alvin Baker Parry, heir if Richard Parry	35 Grand Avenue	Cumberland	MD	21502
4-8-2, 4-8-4	- Barbara Jean Parry Coleman, heir of Richard Parry	93 S. Charlevoix Place	Romney	WV	26757
4-8-2, 4-8-4	- Shirley Maxine Parry Lee, heir of Richard Parry	1640 HC 63	Romney	WV	26757
4-8-2, 4-8-4	- Feato L. Bazzell, c/o Deana Fishel, heir of Richard Parry	HC 86, Box # 10A	Green Spring	WV	26722
4-8-2, 4-8-4	George Collins	Address Unknown (Circa 1970)			
4-8-2, 4-8-4	Josephine Collins	Address Unknown (Circa 1970)			
4-8-2, 4-8-4	Kaye Davies	10476 E. Stanford Circle G-2	Aurora	CO	80015
4-8-2, 4-8-4	Mary Ann Enochs	915 W Hendrickson Road	Sequim	WA	98382
4-8-2, 4-8-4	Ward Allen	4680 Sebald Drive	Franklin	OH	45005
	Possible last known address	2204 Packard Way	Parkersburg	WV	26104
4-8-2, 4-8-4	Sistersville General Hospital, City of Sistersville, WV	314 S. Wells Street	Sistersville	WV	26175
4-8-2, 4-8-4	Sistersville Public Library, City of Sistersville, WV	Wells Street	Sistersville	WV	26175
4-8-2, 4-8-4	Mary Lou Boston	335 N. Wells Street	Sistersville	WV	26175
4-8-2, 4-8-4	Heirs or assigns of Joseph Clark Theiss, believed to have died intestate without issue	*(See below)*			
4-8-2, 4-8-4	- Jane Ann Kronsberg, heir of Joseph Clark Theiss	8 Wedgepark Road	Charleston	SC	29407
4-8-2, 4-8-4	- Elizabeth Chandler Jenrette, heir of Joseph Clark Theiss	667 Maple Avenue	New Martinsville	WV	26155
4-8-2, 4-8-4	- George Y. Chandler, heir of Joseph Clark Theiss	2406 Elm Street	Parkersburg	WV	26101
4-8-2, 4-8-4	Robert E. McEldowney	286 Baker Lane	Charleston	WV	25302
4-8-2, 4-8-4	- Robert E. McEldowney III, heir of Robert E. McEldowney	1560 Hampton Road	Charleston	WV	25314
4-8-2, 4-8-4	Samuel C. McEldowney	2406 Elm Street	Parkersburg	WV	26101
4-8-2, 4-8-4	John C. McEldowney	RR 3, Box 148C	Bridgeport	WV	26330
4-8-2, 4-8-4	- John McEldowney, heir of John C. McEldowney	6920 Heritage	Charleston	WV	25312
4-8-2, 4-8-4	Jane Ann Kronsberg	8 Wedgepark Road	Charleston	SC	29407
4-8-2, 4-8-4	Elizabeth Chandler Jenrette	667 Maple Avenue	New Martinsville	WV	26155
4-8-2, 4-8-4	George Y. Chandler	2406 Elm Street	Parkersburg	WV	26101
4-8-2, 4-8-4	Unknown heirs of Walter R. Reitz	4825 Woodvale Drive NW	Atlanta	GA	30327
4-12-16	Harry Huff II. & Rebecca Huff	1033 Tyler Hwy.	Sistersville	WV	26175
4-8-19, 4-8-19.1	Jennie Porter, Heirs	102 Windy Ghoul	Beaver	PA	15009
4-8-19, 4-8-19.1	Mary F. Porter, Heirs	102 Windy Ghoul	Beaver	PA	15009
4-8-19, 4-8-19.1	Hester A. Porter, Heirs	102 Windy Ghoul	Beaver	PA	15009
4-8-19, 4-8-19.1	Edgar W. Porter, Heirs	102 Windy Ghoul	Beaver	PA	15009
4-8-19, 4-8-19.1	Mary K. Porter, Heirs	102 Windy Ghoul	Beaver	PA	15009
4-8-19, 4-8-19.1	Charles N. Porter Heirs	102 Windy Ghoul	Beaver	PA	15009
4-8-6	Ronald Lee Dietrich	P. O. Box 184	New Martinsville	WV	26155
4-4-p/o 21.3 (B)	Unknown heirs of Patrick Lowery	Address Unknown (Circa 1900)			
4-4-p/o 21.3 (B)	Unknown heirs of Ellen Riggs	Address Unknown (Circa 1900)			
4-4-p/o 21.3 (B)	Thomas A. Wright	5838 Valleyway Court	Cincinnati	OH	44124
4-4-p/o 21.3 (B)	Joanna W. Rini	1437 Genesee Avenue	Mayfield Heights	OH	44124
4-4-p/o 21.3 (B)	Jeanette W. Lee	460 West Virginia Avenue	Morgantown	WV	26505
4-4-p/o 21.3 (C)	Unknown heirs of Anna Mikeal a/k/a Mikes	Address Unknown (Circa 1920)	Sistersville	WV	26175
4-4-p/o 21.3 (C)	Unknown heirs of Patrick Lowery	Address Unknown (Circa 1900)			
4-4-p/o 21.3 (C)	Unknown heirs of Ellen Riggs	Address Unknown (Circa 1900)			
4-4-p/o 21.3 (C)	Thomas A. Wright	5838 Valleyway Court	Cincinnati	OH	44124
4-4-p/o 21.3 (C)	Joanna W. Rini	1437 Genesee Avenue	Mayfield Heights	OH	44124
4-4-p/o 21.3 (C)	Jeanette W. Lee	460 West Virginia Avenue	Morgantown	WV	26505
4-4-21.2 (A)	James Lowry, Heirs	Address Unknown (Circa 1900)			
4-4-21.2 (A)	Ellen Riggs	Address Unknown (Circa 1900)			
4-4-21.2 (A)	Thomas Allen Wright	5838 Valleyway Court	Cincinnati	OH	45247
4-4-21.2 (A)	Joanna Wright Rini	1437 Genesee Ave.	Mayfield Height	OH	44124
4-4-21.2 (A)	Jeanette Wright Lee	460 West Virginia Ave.	Morgantown	WV	26505
4-4-21.2 (A)	Patrick Lowry	Address Unknown (Circa 1900)			
p/o 4-4-22 (B)	Unknown heirs of Patrick Lowery	Address Unknown (Circa 1900)			
p/o 4-4-22 (B)	Unknown heirs of Ellen Riggs	Address Unknown (Circa 1900)			
p/o 4-4-22 (A)	Unknown heirs of Patrick Lowery	Address Unknown (Circa 1900)			
p/o 4-4-22 (A)	Unknown heirs of Ellen Riggs	Address Unknown (Circa 1900)			
p/o 4-4-22 (A)	Unknown heirs of Anna Mikeal a/k/a Mikes	Address Unknown (Circa 1920)	Sistersville	WV	26175
4-4-13	Kathleen C. Sandy	621 Oil Ridge Rd	Sistersville	WV	26175
4-4-16	Robert A. & Joseph Aaron Wayne	Oil Ridge Rd	Sistersville	WV	26175
4-8-3.2	David W. & Lori J. Ash	702 Oil Ridge Rd	Sistersville	WV	26175
4-8-3.5	Russell James Blatt, II	104 Diamond St.	Sistersville	WV	26175
4-8-3.6	Ronald L. Perine, Jr. & Crystal K. Perine	Route 18/1	Sistersville	WV	26175
4-8-53	Triad Hunter, LLC	777 Post Oak Blvd. Ste. 910	Houston	TX	77056
4-8-57	Triad Hunter, LLC	777 Post Oak Blvd. Ste. 910	Houston	TX	77056
4-4-93	Triad Hunter, LLC	777 Post Oak Blvd. Ste. 910	Houston	TX	77056
4-12-12	Triad Hunter, LLC	777 Post Oak Blvd. Ste. 910	Houston	TX	77056
4-8-54	Chesapeake Appalachia, LLC	P.O. Box 6070	Charleston	WV	25362
4-8-58	Chesapeake Appalachia, LLC	P.O. Box 6070	Charleston	WV	25362
4-8-39.1	Chesapeake Appalachia, LLC	P.O. Box 6070	Charleston	WV	25362
4-8-54	Statoilhydro USA Onshore Properties, Inc	2103 CityWest Blvd. Suite 800	Houston	TX	77042
4-8-58	Statoilhydro USA Onshore Properties, Inc	2103 CityWest Blvd. Suite 800	Houston	TX	77042
4-8-39.1	Statoilhydro USA Onshore Properties, Inc	2103 CityWest Blvd. Suite 800	Houston	TX	77042
4-8-55, 56	Larry R. Henthorn	101 Hills Run Rd.	Sistersville	WV	26175

RECEIVED
Office of Oil and Gas

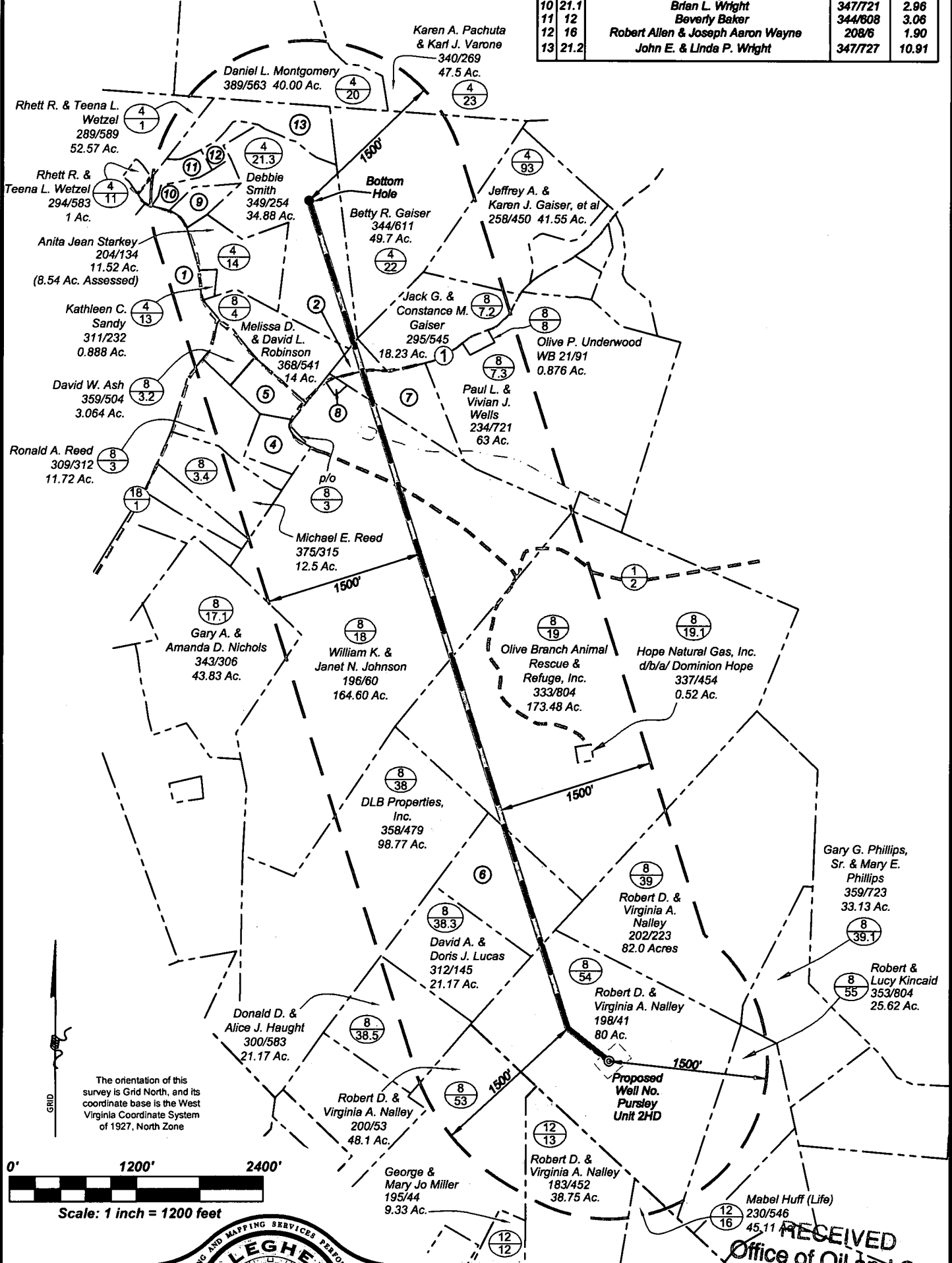
MAY 08 2014

WV Department of
Environmental Protection

Exhibit Map for Antero Resources Corporation of Well No. Pursley 2HD Surface Owners

Situate on the waters of Pursley Creek of the Ohio River
and along County Routes 1 and 1/2 in Lincoln
District, Tyler County, West Virginia

Tax Map 8 Owners				
Par.		Owner	Bk. Pg.	Acres
1	2	David W. & Lori J. Ash	349/516	72.57
2	5	Steven E. Smith	320/488	2.12
3	7.2	Jack G. & Constance M. Gaiser	295/545	18.23
4	3.5	Russell J. Blatt II	343/677	4.91
5	3.6	Ronald L, Jr. & Crystal K. Perline	348/722	5.48
6	38.4	Carl W. & Jacqueline M. Woolwine	313/677	21.32
7	7	Gerald E. & Sarah J. Moore	234/689	9.78
8	6	Robert E. & Audrey L. Christy	346/395	0.38
Tax Map 4 Owners				
Par.		Owner	Bk. Pg.	Acres
9	21	John E. Wright, et al	344/608	3.02
10	21.1	Brian L. Wright	347/721	2.96
11	12	Beverly Baker	344/608	3.06
12	16	Robert Allen & Joseph Aaron Wayne	208/6	1.90
13	21.2	John E. & Linda P. Wright	347/727	10.91



Bridgeport Office
Phone: (304) 848-5035
Fax: (304) 848-5037

172 Thompson Drive
Bridgeport, WV 26330

PARTY CHIEF: _____ RESEARCH: _____
DRAWN BY: C. Renneman PROJECT NO: 214-54-L-13
PREPARED: April 25, 2014 SURVEYED: _____
FIELD CREW: _____ DRAWING NO: 214-13 Pursley 2HD Exhibit

RECEIVED
Office of Oil and Gas

LEGEND

MAY 08 2014
Adjoiner Line

Existing Road
Tax Map Parcel
County Route



10,963' to Top Hole

2,075' to Bottom Hole
TOP & BTM HOLE LATITUDE 39 - 35 - 00

BTM HOLE LONGITUDE 80 - 57 - 30
TOP HOLE LONGITUDE 80 - 55 - 00

6,020' to Bottom Hole

13,952' to Top Hole

Well Location References
Scale: 1" = 200'
30° W.O.
Proposed Well Pursley Unit 2HD
Nalley Drill Pad
AZ233° 256'
AZ309° 171'20° W.O.

Antero Resources
Well No. Pursley Unit 2HD
Antero Resources Corporation
205.44 Acre Unit

(-⊕-) Denotes Location of Well on United States Topographic Maps

Detail "A"
No Scale
Betty Ruth Gaiser Lease
Debra L. Smith Lease
46°
55°

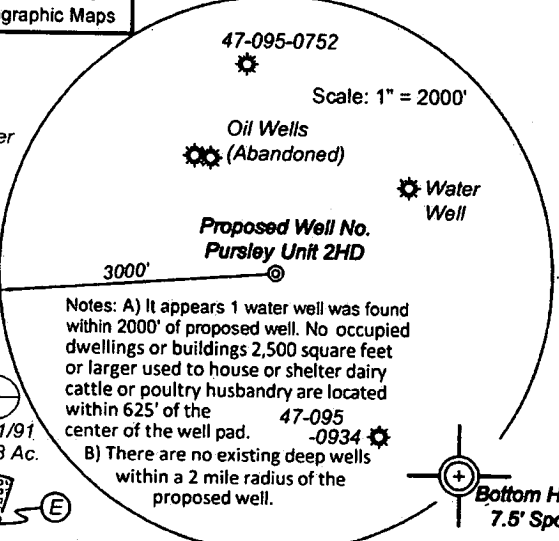
Detail Not to Scale
48°46' W 10.0'
Gaiser Unit 1H
Shank Unit 1H
Proposed Pursley Unit 2H
Proposed Pursley Unit 1H
(095-0230)

Lessor

A	Robert D. Nalley, et ux Lease (26.31 Ac.)
B	Robert D. Nalley, et ux Lease (1.98 Ac.)
C	Victoria Keller, et al Lease (26.54 Ac.)
D	William K. Johnson, et ux Lease
E	Nancy Fout Lease (13.62 Ac.)
F	Lynn Ann Starkey Lease (1.58 Ac.)
G	Walter Busch Reisinger Lease (3.74 Ac.)

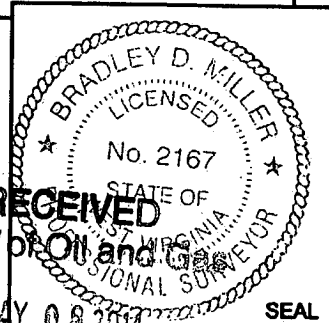


GRID NORTH
Top Hole 7.5' Spot
N: 384,076.90
E: 1,589,377.27
Tangent Point
Robert D. Nalley, et ux Lease



I, the undersigned, hereby certify that this plat is correct to the best of my knowledge and belief and shows all the information required by law and the rules issued and prescribed by the Department of Environmental Protection.

Bradley D. Miller
Bradley D. Miller, P.S. 2167



Tax Map 8 Owners

Par.	Owner	Bk. Pg.	Acres
1 54	Robert D. & Virginia A. Nalley	198/41	80.0
2 53	Robert D. & Virginia A. Nalley	200/53	48.1
3 7.2	Jack G. & Constance M. Gaiser	295/545	18.23
4 3.5	Russell J. Blatt II	343/677	4.91
5 3.6	Ronald L, Jr. & Crystal K. Perine	348/722	5.48
6 38.4	Carl W. & Jacqueline M. Woolwine	313/677	21.32
7 38.3	David A. & Doris J. Lucas	312/145	21.17
8 38	DLB Properties, Inc.	358/479	98.77
9 19	Olive Branch Animal Rescue & Refuge, Inc.	333/804	173.48
10 19.1	Hope Natural Gas, Inc. d/b/a/ Dominion Hope	337/454	0.52
11 18	William K. & Janet N. Johnson	196/60	164.60
12 7	Gerald E. & Sarah J. Moore	234/689	9.78
13 6	Robert E. & Audrey L. Christy	346/395	0.38

Line	Bearing	Dist.
L1	S 27°41' E	1336.6'
L2	S 21°04' E	1243.7'
L3	N 23°33' W	1627.8'
L4	N 51°45' W	496.2'

Notes:
West Virginia Coordinate System of 1927, North Zone based upon Differential GPS Measurements.
Well No. Pursley Unit 2HD Top Hole coordinates
N: 383,769.73' Latitude: 39°32'40.39"
E: 1,589,766.89' Longitude: 80°57'17.13"
Bottom Hole coordinates
N: 391,888.98' Latitude: 39°34'00.17"
E: 1,586,912.82' Longitude: 80°57'55.25"
UTM Zone 17, NAD 1983
Top Hole Coordinates Bottom Hole Coordinates
N: 4,377,218.483m N: 4,379,677.528m
E: 503,902.065m E: 502,991.321m
Plat orientation and corner and well references are based upon the grid north meridian.
Well location references are based upon the magnetic meridian.

FILE NO: 214-54-L-13
DRAWING NO: 214-13 Pursley Unit 2HD
SCALE: 1" = 2000'
MINIMUM DEGREE OF ACCURACY: Submeter
PROVEN SOURCE OF ELEVATION: WVDOT, Harrisville, WV

STATE OF WEST VIRGINIA
DEPARTMENT OF ENVIRONMENTAL PROTECTION
OIL AND GAS DIVISION

DATE: April 25 2014
OPERATOR'S WELL NO. Pursley Unit 2HD
API WELL NO 47 - 095 -
STATE COUNTY PERMIT

WELL TYPE: OIL GAS LIQUID INJECTION WASTE DISPOSAL
(IF GAS) PRODUCTION: STORAGE DEEP SHALLOW
LOCATION: ELEVATION: 971' WATERSHED: Pursley Creek of the Ohio River QUADRANGLE: Paden City
DISTRICT: Lincoln Robert D. & Nancy Fout; Debra L. Smith COUNTY: Tyler 34.88
SURFACE OWNER: Virginia D. Nalley William K. Johnson, et ux ACREAGE: 80 164; 109
ROYALTY OWNER: Robert D. Nalley, et ux; Victoria Keller, et al; Chris Starkey LEASE NO: ACREAGE: 214; 174; 80
PROPOSED WORK: DRILL CONVERT DRILL DEEPER FRACTURE OR STIMULATE PLUG OFF OLD FORMATION
 PERFORATE NEW FORMATION OTHER PHYSICAL CHANGE IN WELL (SPECIFY) ESTIMATED DEPTH: 10,800' TVD
 PLUG AND ABANDON CLEAN OUT AND REPLUG TARGET FORMATION: Point Pleasant ESTIMATED DEPTH: 19,500' MD

WELL OPERATOR: Antero Resources Corporation DESIGNATED AGENT: Dianna Stamper - CT Corporation System
ADDRESS: 1625 17th Street ADDRESS: 5400 D Big Tyler Road
Denver, CO 80202 Charleston, WV 25313

WV Department of Environmental Protection

10,963' to Top Hole

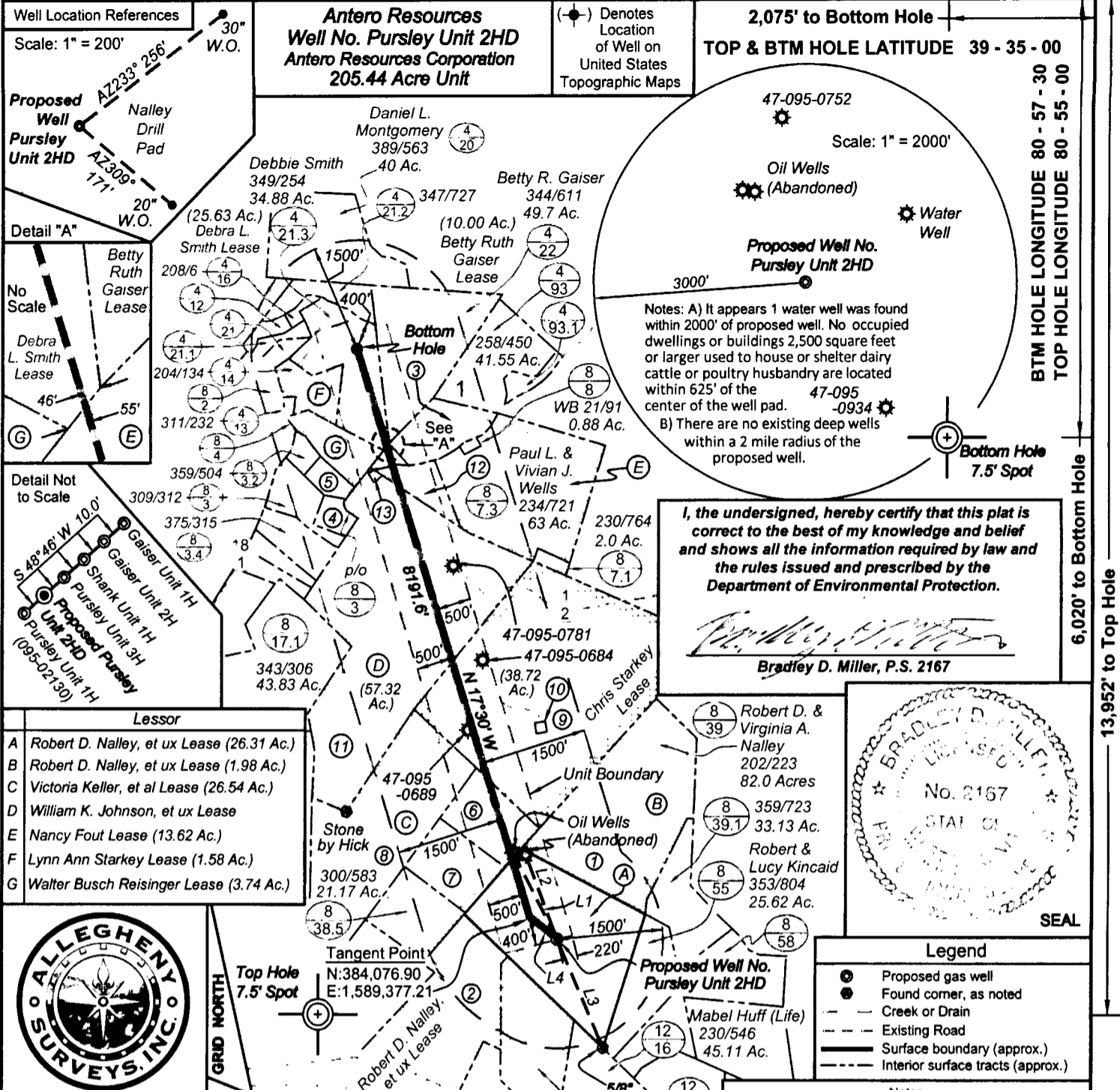
2,075' to Bottom Hole

TOP & BTM HOLE LATITUDE 39 - 35 - 00

BTM HOLE LONGITUDE 80 - 57 - 30
TOP HOLE LONGITUDE 80 - 55 - 00

6,020' to Bottom Hole

13,952' to Top Hole



Well Location References
Scale: 1" = 200'
30° W.O.
Proposed Well Pursley Unit 2HD
Nalley Drill Pad
Detail "A"
20" W.O.
Betty Ruth Gaiser Lease
Debra L. Smith Lease
46' 55'
Detail Not to Scale
5.48° 46' W 10.0'

Antero Resources
Well No. Pursley Unit 2HD
Antero Resources Corporation
205.44 Acre Unit

Denotes Location of Well on United States Topographic Maps
Oil Wells (Abandoned)
Water Well
Proposed Well No. Pursley Unit 2HD
Scale: 1" = 2000'
Notes: A) It appears 1 water well was found within 2000' of proposed well. No occupied dwellings or buildings 2,500 square feet or larger used to house or shelter dairy cattle or poultry husbandry are located within 625' of the center of the well pad. -0934
B) There are no existing deep wells within a 2 mile radius of the proposed well.
Bottom Hole 7.5' Spot

I, the undersigned, hereby certify that this plat is correct to the best of my knowledge and belief and shows all the information required by law and the rules issued and prescribed by the Department of Environmental Protection.
Bradley D. Miller
Bradley D. Miller, P.S. 2167



Lessor
A Robert D. Nalley, et ux Lease (26.31 Ac.)
B Robert D. Nalley, et ux Lease (1.98 Ac.)
C Victoria Keller, et al Lease (26.54 Ac.)
D William K. Johnson, et ux Lease
E Nancy Fout Lease (13.62 Ac.)
F Lynn Ann Starkey Lease (1.58 Ac.)
G Walter Busch Reisinger Lease (3.74 Ac.)



GRID NORTH

Top Hole 7.5' Spot
Tangent Point
N:384,076.90
E:1,589,377.21
Robert D. Nalley, et ux Lease

Legend
● Proposed gas well
● Found corner, as noted
--- Creek or Drain
--- Existing Road
--- Surface boundary (approx.)
--- Interior surface tracts (approx.)

Tax Map 8 Owners

Par.	Owner	Bk. Pg.	Acres
1 54	Robert D. & Virginia A. Nalley	198/41	80.0
2 53	Robert D. & Virginia A. Nalley	200/53	48.1
3 7.2	Jack G. & Constance M. Gaiser	295/545	18.23
4 3.5	Russell J. Blatt II	343/677	4.91
5 3.6	Ronald L, Jr. & Crystal K. Perine	348/722	5.48
6 38.4	Carl W. & Jacqueline M. Woolwine	313/677	21.32
7 38.3	David A. & Doris J. Lucas	312/145	21.17
8 38	DLB Properties, Inc.	358/479	98.77
9 19	Olive Branch Animal Rescue & Refuge, Inc.	333/804	173.48
10 19.1	Hope Natural Gas, Inc. d/b/a/ Dominion Hope	337/454	0.52
11 18	William K. & Janet N. Johnson	196/60	164.60
12 7	Gerald E. & Sarah J. Moore	234/689	9.78
13 6	Robert E. & Audrey L. Christy	346/395	0.38

Notes:
West Virginia Coordinate System of 1927, North Zone based upon Differential GPS Measurements.
Well No. Pursley Unit 2HD Top Hole coordinates
N: 383,769.73' Latitude: 39°32'40.39"
E: 1,589,766.89' Longitude: 80°57'17.13"
Bottom Hole coordinates
N: 391,888.98' Latitude: 39°34'00.17"
E: 1,586,912.82' Longitude: 80°57'55.25"
UTM Zone 17, NAD 1983
Top Hole Coordinates Bottom Hole Coordinates
N: 4,377,218.483m N: 4,379,677.528m
E: 503,902.065m E: 502,991.321m
Plat orientation and corner and well references are based upon the grid north meridian.
Well location references are based upon the magnetic meridian.

FILE NO: 214-54-L-13
DRAWING NO: 214-13 Pursley Unit 2HD
SCALE: 1" = 2000'
MINIMUM DEGREE OF ACCURACY: Submeter
PROVEN SOURCE OF ELEVATION: WVDOT, Harrisville, WV

STATE OF WEST VIRGINIA
DEPARTMENT OF ENVIRONMENTAL PROTECTION
OIL AND GAS DIVISION

DATE: April 25 2014
OPERATOR'S WELL NO. Pursley Unit 2HD
API WELL NO 47 - 095 -
STATE COUNTY PERMIT

WELL TYPE: OIL GAS LIQUID INJECTION WASTE DISPOSAL
(IF GAS) PRODUCTION: STORAGE DEEP SHALLOW
LOCATION: ELEVATION: 971' WATERSHED: Pursley Creek of the Ohio River QUADRANGLE: Paden City
DISTRICT: Lincoln Robert D. & Nancy Fout; Debra L. Smith COUNTY: Tyler 34.88
SURFACE OWNER: Virginia D. Nalley William K. Johnson, et ux ACREAGE: 80 164; 109
ROYALTY OWNER: Robert D. Nalley, et ux; Victoria Keller, et al; Chris Starkey LEASE NO: APPLICABLE OFFICE OF OLD FORMATION
PROPOSED WORK: DRILL CONVERT DRILL DEEPER FRACTURE OR STIMULATE OTHER PHYSICAL CHANGE IN WELL (SPECIFY)
 PLUG AND ABANDON CLEAN OUT AND REPLUG TARGET FORMATION: Point Pleasant ESTIMATED DEPTH: 10,800' TVD 19,500' MD

WELL OPERATOR: Antero Resources Corporation DESIGNATED AGENT: Dianna Stamper - CT Corporation System
ADDRESS: 1625 17th Street ADDRESS: 5400 D Big River Road
Denver, CO 80202 Charleston, WV 25304

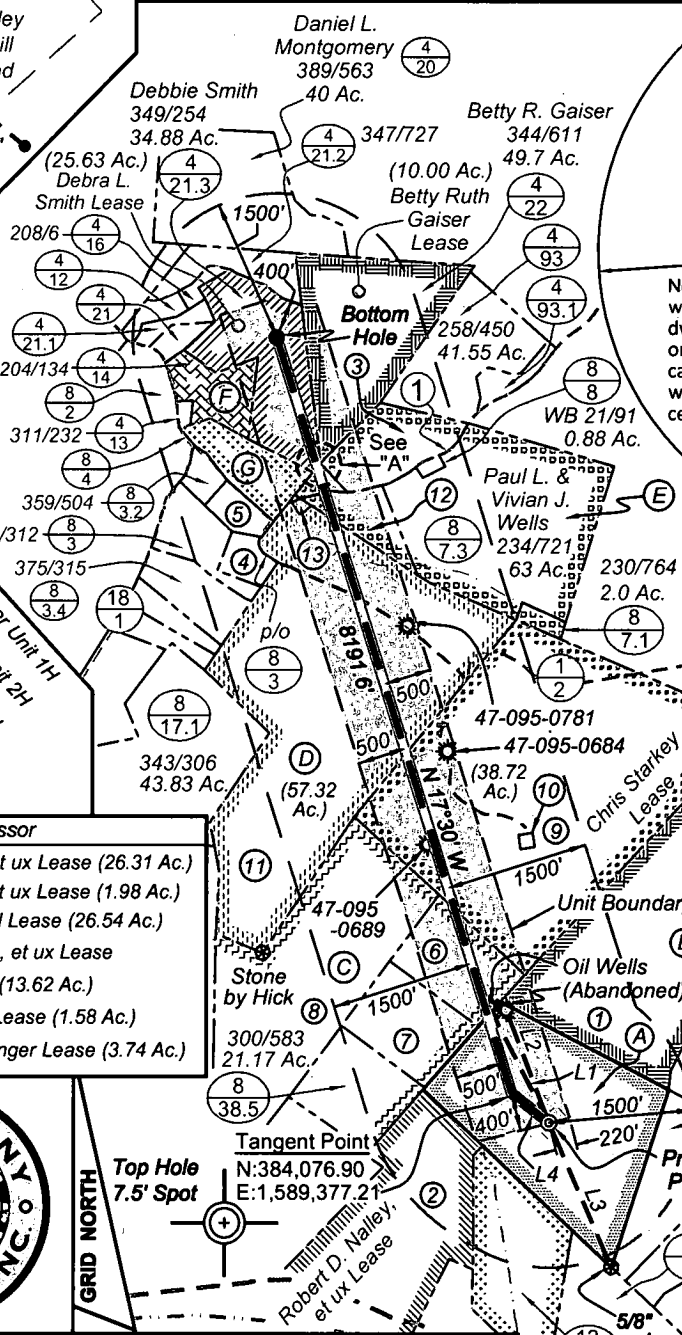
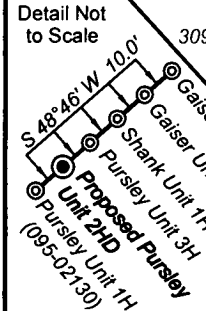
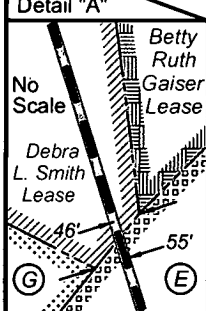
10,963' to Top Hole

Well Location References
Scale: 1" = 200'
30" W.O.
Proposed Well Pursley Unit 2HD
Nalley Drill Pad
AZ233 256'
AZ309 171'
20" W.O.

Antero Resources
Well No. Pursley Unit 2HD
Antero Resources Corporation
205.44 Acre Unit

Denotes Location of Well on United States Topographic Maps

2,075' to Bottom Hole
TOP & BTM HOLE LATITUDE 39 - 35 - 00
BTM HOLE LONGITUDE 80 - 57 - 30
TOP HOLE LONGITUDE 80 - 55 - 00



I, the undersigned, hereby certify that this plat is correct to the best of my knowledge and belief and shows all the information required by law and the rules issued and prescribed by the Department of Environmental Protection.

Bradley D. Miller
Bradley D. Miller, P.S. 2167



Lessor

A	Robert D. Nalley, et ux Lease (26.31 Ac.)
B	Robert D. Nalley, et ux Lease (1.98 Ac.)
C	Victoria Keller, et al Lease (26.54 Ac.)
D	William K. Johnson, et ux Lease
E	Nancy Fout Lease (13.62 Ac.)
F	Lynn Ann Starkey Lease (1.58 Ac.)
G	Walter Busch Reisinger Lease (3.74 Ac.)



GRID NORTH
Top Hole 7.5' Spot
N:384,076.90
E:1,589,377.27

Legend

- Proposed gas well
- Found corner, as noted
- Creek or Drain
- Existing Road
- Surface boundary (approx.)
- Interior surface tracts (approx.)

Tax Map 8 Owners

Par.	Owner	Bk. Pg.	Acres
1	54 Robert D. & Virginia A. Nalley	198/41	80.0
2	53 Robert D. & Virginia A. Nalley	200/53	48.1
3	7.2 Jack G. & Constance M. Gaiser	295/545	18.23
4	3.5 Russell J. Blatt II	343/677	4.91
5	3.6 Ronald L, Jr. & Crystal K. Perine	348/722	5.48
6	38.4 Carl W. & Jacqueline M. Woolwine	313/677	21.32
7	38.3 David A. & Doris J. Lucas	312/145	21.17
8	38 DLB Properties, Inc.	358/479	98.77
9	19 Olive Branch Animal Rescue & Refuge, Inc.	333/804	173.48
10	19.1 Hope Natural Gas, Inc. d/b/a/ Dominion Hope	337/454	0.52
11	18 William K. & Janet N. Johnson	196/60	164.60
12	7 Gerald E. & Sarah J. Moore	234/689	9.78
13	6 Robert E. & Audrey L. Christy	346/395	0.38

Line	Bearing	Dist.
L1	S 27°41' E	1336.6'
L2	S 21°04' E	1243.7'
L3	N 23°33' W	1627.8'
L4	N 51°45' W	496.2'

Notes:
West Virginia Coordinate System of 1927; North Zone based upon Differential GPS Measurements.
Well No. Pursley Unit 2HD Top Hole coordinates
N: 383,769.73' Latitude: 39°32'40.39"
E: 1,589,766.89' Longitude: 80°57'17.13"
Bottom Hole coordinates
N: 391,888.98' Latitude: 39°34'00.17"
E: 1,586,912.82' Longitude: 80°57'55.25"
UTM Zone 17, NAD 1983
Top Hole Coordinates Bottom Hole Coordinates
N: 4,377,218.483m N: 4,379,677.528m
E: 503,902.065m E: 502,991.321m
Plat orientation and corner and well references are based upon the grid north meridian.
Well location references are based upon the magnetic meridian.

FILE NO: 214-54-L-13
DRAWING NO: 214-13 Pursley Unit 2HD
SCALE: 1" = 2000'
MINIMUM DEGREE OF ACCURACY: Submeter
PROVEN SOURCE OF ELEVATION: WVDOT, Harrisville, WV

STATE OF WEST VIRGINIA
DEPARTMENT OF ENVIRONMENTAL PROTECTION
OIL AND GAS DIVISION

DATE: April 25 2014
OPERATOR'S WELL NO. Pursley Unit 2HD
API WELL NO. 47 - 095 -
STATE COUNTY PERMIT

WELL TYPE: OIL GAS LIQUID INJECTION WASTE DISPOSAL
(IF GAS) PRODUCTION: STORAGE DEEP SHALLOW
LOCATION: ELEVATION: 971' WATERSHED: Pursley Creek of the Ohio River QUADRANGLE: Paden City
DISTRICT: Lincoln Robert D. & Nancy Fout; Debra L. Smith COUNTY: Tyler ACREAGE: 80 34.88
SURFACE OWNER: Virginia D. Nalley William K. Johnson, et ux ACREAGE: 164; 109
ROYALTY OWNER: Robert D. Nalley, et ux; Victoria Keller, et al; Chris Starkey LEASE NO: ACREAGE: 214; 174; 80
PROPOSED WORK: DRILL CONVERT DRILL DEEPER FRACTURE OR STIMULATE PLUG AND ABANDON
 PERFORATE NEW FORMATION OTHER PHYSICAL CHANGE IN WELL (SPECIFY) Office of Oil and Gas
 PLUG AND ABANDON CLEAN OUT AND REPLUG TARGET FORMATION: Point Pleasant ESTIMATED DEPTH: 10,800' TVD 19,500' MD

WELL OPERATOR: Antero Resources Corporation DESIGNATED AGENT: Dianna Stamper - CT Corporation System
ADDRESS: 1625 17th Street ADDRESS: 5400 D Big Tyler Road
Denver, CO 80202 Charleston, WV 25313
MAY 08 2014
WV Department of Environmental Protection