

west virginia department of environmental protection

Office of Oil and Gas 601 57th Street SE Charleston, WV 25304 (304) 926-0450 (304) 926-0452 fax Earl Ray Tomblin, Governor Randy C. Huffman, Cabinet Secretary www.dep.wv.gov

PERMIT MODIFICATION APPROVAL

June 15, 2016

ANTERO RESOURCES CORPORATION 1615 WYNKOOP STREET DENVER, CO 80202

Re: Permit Modification Approval for API Number 1706534, Well #: BRADFORD UNIT 1H

Extend Lateral

Oil and Gas Operator:

The Office of Oil and Gas has reviewed the attached permit modification for the above referenced permit. The attached modification has been approved and well work may begin. Please be reminded that the oil and gas inspector is to be notified twenty-four (24) hours before permitted well work is commenced.

Please call James Martin at 304-926-0499, extension 1654 if you have any questions.

Sincerely, Taylor Brew

Gene Smith

Assistant Chief of Permitting

Office of Oil and Gas

Promoting a healthy environment.



April 15, 2016

Antero Resources 1615 Wynkoop Street Denver, CO 80202 Office 303.357.7310 Fax 303.357,7315

West Virginia Department of Environmental Protection Office of Oil and Gas Attn: Mr. Taylor Brewer 601 57th Street Charleston, WV 25304

Mr. Brewer:

Antero Resources Corporation (Antero) would like to submit the following permit modifications for four approved wells on the existing Melody Pad. We are requesting to extend the lateral lengths and associated Estimated Measured Depths for the Bradford Unit 1H (API# 47-017-06534), Bradford Unit 2H (API# 47-017-06535), Kreitler Unit 1H (API# 47-017-06479) and Kreitler Unit 2H (API# 47-017-06480).

Attached you will find the following documents:

- REVISED Form WW-6B, which shows the updated BHL and Measured Depth
- > REVISED Form WW-6A1, which shows the new leases we will be drilling into
- > REVISED Mylar Plat, which shows the new Lateral Length and Estimated Measured Depth

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

Thank you in advance for your consideration.

Sincerely,

Ashlie Steele

Permitting Supervisor

Antero Resources Corporation

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Enclosures

Office of Oil and Gas

APR 1 8 2016

WV Department of Environmental Protection

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API# 47-017-06534 PERMIT MODIFICATION

API NO. 47- 017 - 06534 OPERATOR WELL NO. Bradford Unit 1H

Well Pad Name: Melody Pad

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

1) Well Opera	tor: Antero Re	sources Corp	ora	494488557	017-Doddrid	Grant	West Union 7.5'
			7	Operator ID	County	District	Quadrangle
2) Operator's	Well Number: E	radford Unit	1H	Well Pa	d Name: Melod	y Pad	
3) Farm Name	/Surface Owner	Brown, Melo	ody	Public Ro	ad Access: CR	24	
4) Elevation, c	current ground:	1135'	Ele	evation, proposed	post-construction	on: 1135'	
5) Well Type	(a) Gas X Other	Oi	<u> </u>	Und	lerground Storag	e	
	(b)If Gas Sl	nallow X		Deep			
	H	orizontal X					
6) Existing Pa	d: Yes or No Y	es			-		
				ipated Thickness ss- 55 feet, Associ	그렇게 되는 이후 전 경에 가는 이다.		
8) Proposed To	otal Vertical Dep	oth: 7200' TV	/D				
9) Formation a	at Total Vertical	Depth: Marc	ellus	Shale			
10) Proposed	Total Measured	Depth: 1640	0' M	D)		· h Mo	7
11) Proposed I	Horizontal Leg I	ength: 8336			17065) ~	
12) Approxim	ate Fresh Water	Strata Depths:		46' 470	1 .		
13) Method to	Determine Fresh	h Water Depth	s: C	Deano Unit 1H (A	API #47-017-06	497) on s	ame pad.
14) Approxima	ate Saltwater De	pths: 865', 18	509'				
15) Approxima	ate Coal Seam D	epths: 1821'					
16) Approxima	ate Depth to Pos	sible Void (co	al mi	ne, karst, other):	None anticipate	ed	
	osed well location			ns Yes	No	×	
directly overly	ing of adjacent t	o an active in	ne:	165	110		
(a) If Yes, pr	ovide Mine Info	: Name: _					EIVED
		Depth:			Of	fice of C	il and Gas
		Seam:				APR 1	8 2016
		Owner:			4.3		
					W Envir	/V Depa onment	rtment of al Protection

WW-6B	
(04/15)	

API# 47-017-06534 PERMIT MODIFICATION

API NO. 47- 017 - 06534

OPERATOR WELL NO. Bradford Unit 1H

Well Pad Name: Melody Pad

18)

CASING AND TUBING PROGRAM

ТҮРЕ	Size (in)	New or Used	Grade	Weight per ft. (lb/ft)	FOOTAGE: For Drilling (ft)	INTERVALS: Left in Well (ft)	CEMENT: Fill-up (Cu. Ft.)/CTS
Conductor	20"	New	H-40	94#	40'	40'	CTS, 38 Cu. Ft.
Fresh Water	13-3/8"	New	J-55/H-40	54.5#/48#	300'	300'	CTS, 417 Cu. Ft
Coal	9-5/8"	New	J-55	36#	2450'	2450'	CTS, 998 Cu. Ft.
Intermediate							
Production	5-1/2"	New	P-110	20#	16400'	16400'	4117 Cu. Ft.
Tubing	2-3/8"	New	N-80	4.7#		7100'	
Liners							7

ТҮРЕ	Size (in)	Wellbore Diameter (in)	Wall Thickness (in)	Burst Pressure (psi)	Anticipated Max. Internal Pressure (psi)	Cement Type	Cement Yield (cu. ft./k)
Conductor	30"	24"	0.438"	1530	50	Class A	1.18
Fresh Water	13-3/8"	17-1/2"	0.38"/0.33"	2730/1730	1000	Class A	1.18
Coal	9-5/8"	12-1/4"	0.352"	3520	1500	Class A	1.18
Intermediate							
Production	5-1/2"	8-3/4" & 8-1/2"	0.361"	12,630	2500	Lead-H/POZ & Tail - H	H/POZ-1.44 & H-1.8
Tubing	2-3/8"	4.778"	0.19"	11,200			
Liners							

PACKERS 1706554 MED

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

Office of Oil and Gas

WW-6B	
(10/14)	

API# 47-017-06534 PERMIT MODIFICATION

API NO. 47- 017 - 06534

OPERATOR WELL NO. Bradford Unit 1H

Well Pad Name: Melody Pad

19)	Describe 1	proposed v	well wor	k, including	g the drilling	and p	lugging l	back of any	pilot hole:
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Drill, perforate, fracture a new horizontal shallow well and complete Marcellus Shale.

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

Antero plans to pump Slickwater into the Marcellus Shale 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."

Anticipated Max Pressure - 9300 lbs Anticipated Max Rate - 80 bpm

- 21) Total Area to be disturbed, including roads, stockpile area, pits, etc., (acres): 47.32 existing acres
- 22) Area to be disturbed for well pad only, less access road (acres): 3.09 existing 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.

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

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 spacer.

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.

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.

WV Department of Environmental Protection

> age 3 of 3 06/17/2016

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
James Booher et ux Lease			
James Booher, et ux	Jack E. Webber, et ux	1/8	0093/0298
Dorothea Webber as executrix for the estate of Jack	Aries Petroleum Corporation	Assignment	0122/0259
E. Webber, et al	Aries retroleum corporation	Assignment	0122/0255
Aries Petroleum Corporation	Chesterfield Energy Corporation	Assignment	0134/0748
Chesterfield Energy Corporation	Dominion Appalachian Development, Inc.		orded Document
Dominion Appalachian Development, Inc.	Dominion Appalachian Development, LLC	Certificate of Conversion	Exhibit 2
Dominion Appalachian Development, LLC, DEPI, &	Antero Resources Appalachian	*Partial Assignment of Oil and Gas Leases	0230/0113
DTI	Corporation		2237(223
Antero Resources Appalachian Corporation	Antero Resources Corporation	Name Change	Exhibit 1
Carolyn E. Farr Lease			
Carolyn E. Farr	Clarence W. Mutschelknaus	1/8	0155/0456
Clarence W. Mutschelknaus	Stonewall Gas Company	Assignment	0157/0229
Stonewall Gas Company	Dominion Appalachian Development, Inc.	Certificate of Withdrawal	Exhibit 3
Dominion Appalachian Development, Inc.	Dominion Appalachian Development, LLC	Certificate of Conversion	Exhibit 2
Dominion Appalachian Development, LLC, DEPI, &	Antero Resources Appalachian	*Partial Assignment of Oil and Gas Leases	0230/0113
DTI	Corporation		
Antero Resources Appalachian Corporation	Antero Resources Corporation	Name Change	Exhibit 1
Blonda Smith et al Lease			
Blonda Smith	Drilling Appalachian Corporation	1/8	0163/0194
Drilling Appalachian Corporation	Antero Resources Appalachian Corporation	Memorandum of Agreement	0282/0407
Antero Resources Appalachian Corporation	Antero Resources Corporation	Name Change	Exhibit 1
Walter Scott Lease		47017,806534 MOD	
Walter R. Scott	Antero Resources Corporation	1/80 0 3 3 4 May	0308/0677
Bradford D. Reed et al Lease	× 4	4.Z.	2022 3454
Bradford D. Reed, et al	Bojacque Inc.	1/8	0153/0203
Bojacque Inc.	Stonewall Gas Company	Assignment and Agreement	0155/0592
Stonewall Gas Company	Dominion Appalachian Development, Inc.	Certificate of Withdrawl	Exhibit 3
Dominion Appalachian Development, Inc.	Dominion Appalachian Development, LLC,	Certificate of Conversion	Exhibit 2
Dominion Appalachian Development, LLC, DEPI, &	Antero Resources Appalachian	*Partial Assignment of Oil and Gas Leases	0230/0113
DTI	Corporation	Mission Charles	Exhibit 1
Antero Resources Appalachian Corporation	Antero Resources Corporation	Name Change	EXNIDIT 1
Dorthea Morgan, et al Lease		(Strong It among	23.0745.00
Dorthea I. Morgan, et vir	Bojacque Inc.	1/8 HECEIVED	0153/0223
Bojacque Inc.	Stonewall Gas Company	Assignment & Agreement Oil and Gas	0155/0592
Stonewall Gas Company	Dominion Appalachian Development, Inc.		
Dominion Appalachian Development, Inc.	Dominion Appalachian Development, LLC	Certificate of Conversion	Exhibit 2
Dominion Appalachian Development, LLC, DEPI &	Antero Resources Appalachian	*Partial Assignment of Oil and Gas Leases 2015	0230/0113
DTI	Corporation	The control of the co	Exhibit 1
Antero Resources Appalachian Corporation	Antero Resources Corporation	Name Change Department of	EXHIDIT 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.

CONTINUED ON NEXT PAGE

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)

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- (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
W.S. Wright, et al			
W.S. Wright, et al	Equitable Gas Company	1/8	0196/0132
Equitable Gas Company	Equitrans, Inc.	Assignment	0274/0471
Equitrans, Inc.	Equitrans, L.P.	Merger	Recited in 0433/0777
Equitrans, L.P.	Equitable Production-Eastern States, Inc.	Assignment	0342/0024
Equitable Production-Eastern States, Inc.	Equitable Production Company	Merger	Exhibit 4
Equitable Production Company	EQT Production Company	Name Change	CI 0009/0086
EQT Production Company	Antero Resources Corporation	Assignment	0523/0601

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Office of Oil and Gas

WW-6A1 (5/13)

Operator's Well No. Bradford Unit 1H

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)

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- (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
W.S. Wright, et al Lease				
	W.S. Wright, et al	Equitable Gas Company	1/8	0196/0078
	Equitable Gas Company	Equitrans, Inc.	Assignment	0274/0471
	Equitrans, Inc.	Equitrans, L.P.	Merger	Recited in 0433/0777
	Equitrans, L.P.	Equitable Production-Eastern States, Inc.	Assignment	0342/0024
	Equitable Production-Eastern States, Inc.	Equitable Production Company	Merger	Exhibit 4
	Equitable Production Company	EQT Production Company	Name Change	CI 0009/0086
	EQT Production Company	Antero Resources Corporation	Assignment	0523/0601

*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.

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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 RECEIVED

By: Kevin Kilstrom Kevin Kilstrom Senior Vice President of Production

ORM WW-6A1 **EXHIBIT 1**



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

FILE ONE ORIGINAL (Two if you want a filed stamped copy returned to you) FEE: \$25:80



Penney Barker, Manager IN THE OFFICE OF Corporations Division ECRETARY OF STATE Fex: (304)558-8381

Website: www.wysos.com E-mall; business@wvsos.com

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

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

1.	Name under which the corporation was	Astro-Davis de Calablas Assaults	
Ü	authorized to transact business in WV:	Antero Resources Appalachian Corporation	
2.	Date Certificate of Authority was issued in West Virginia:	6/25/2008	
3.	Corporate name has been changed to: (Attach one <u>Certified Copy of Name Change</u> as filed in home State of incorporation.)	Antero Resources Corporation	
4.	Name the corporation elects to use in WV: (due to home state name not being available)	Antero Resources Corporation	. · · · ·
5.	Other amendments: (attach additional pages if necessary)	4701700-	
	re-	. 00554	MOD
6.	Name and phone number of contact person. (the filing, listing a contact person and phone num document.)	This is optional, however, if there is a problem with nber may avoid having to return or reject the	
	Alvyn A. Schopp	room new works	
	Alayir A. acriopp	(303) 357-7310	
	Contact Name	Phone Number	
7.		Phone Number Legal Notice Regarding Signature):	
7.	Contact Name	Phone Number	
7.	Contact Name Signature information (See below *Important)	Phone Number Legal Notice Regarding Signature):	
*Im	Contact Name Signature information (See below *Important) Print Name of Signer: Abyrn A. Schopp Signature: Abyr	Phone Number Legal Notice Regarding Signature): Title/Capacity: Authorized Person Date: June 10, 2013 The Code \$310-1-122. Penalty for signing false document, upon conviction thereof, shall be fixed not more than one than one year, or both.	1
*Im	Contact Name Signature information (See below *Important) Print Name of Signer: Aboyn A. Schopp Signature: Aboyn A. Schopp Signature: Per West Virght person who signs a document he or she knows is false in any a secretary of state for filling is guilty of a misdemeanor and,	Phone Number Legal Notice Regarding Signature): Title/Capacity: Authorized Person Date: June 10, 2013 The Code \$310-1-122. Penalty for signing false document, upon conviction thereof, shall be fixed not more than one than one year, or both.	: EIVED

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WV Department of Environmental Protection 06/17/2016



COMMONWEALTH OF VIRGINIA STATE CORPORATION COMMISSION

P. O. Box 1197, 1300 East Main Street Richmond, VA 23209

ARTICLES OF MERGER

DOMINION APPALACHIAN DEVELOPMENT, INC.

a Virginia corporation

STONEWALL GAS COMPANY

a Virginia corporation

The undersigned corporations, pursuant to Title 13.1, Chapter 9, Article 12 of the Code of Virginia, hereby execute the following Articles of Merger and set forth:

ARTICLE I

The Plan of Merger (the "Plan") made and entered into as of the 31st day of August, 1998 by and between the undersigned corporations and attached hereto as Exhibit A provides for the merger of Stonewall Gas Company into Dominion Appalachian Development, Inc. The Plan constitutes the "Plan of Merger" for the purposes of Article 12 of the Virginia State Corporation Act.

ARTICLE II

The Plan was adopted by the written consent of the sole shareholder of Stonewall Gas Company.

ARTICLE III 7 0 6 5 5 4 MAP

The Plan was adopted by the written consent of the sole shareholder of Dominion Appalachian Development, Inc.

ARTICLE IV

These Articles of Merger shall become effective on September 30, 1998.

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Office of Oil and Gas

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WV Department of Environmental Protection 06/17/2016

FORM WW-6A1 EXHIBIT 2, PAGE 2

IN WITNESS WHEREOF, Dominion Appalachian Development, Inc. and Stonewall Gas-Company have caused these Articles of Merger to be executed as of the jet day of August, 1998...

DOMINION APPALACHIAN
DEVELOPMENT, INC..
a Virginia corporation

Name: Themes N Cheming

Its: VICE LYKLITHTEIN

STONEWALL GAS COMPANY, a Virginia corporation

By: Va. 9.
Name: G. E. Luke, Jr.

Its: Sir. Vice Pics, dest

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Office of Oil and Gas

FORM WW-6A1 EXHIBIT 3

HIBIT 3

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Certificate

I, Betty Ireland, Secretary of State of the State of West Virginia, hereby certify that

DOMINION APPALACHIAN DEVELOPMENT, INC.

(a Virginia corporation)

filed an application for Conversion in my office as required by the provisions of the West Virginia Code and was found to conform to law.

Therefore, I issue this

CERTIFICATE OF CONVERSION

converting the corporation to

DOMINION APPALACHIAN DEVELOPMENT, LLC

(a Virginia Limited Liability Company)



Given under my hand and the Great Seal of the State of West Virginia on

February 23, 2006 February 23, 2006

Setty Treland

Recordary of State

06/17/2016





I, Joe Manchin III, Secretary of State of the State of West Virginia, hereby certify that

by the provisions of Chapter 31 of the West Virginia Code, Articles of Merger were received and filed MERGING EQUITABLE PRODUCTION - EASTERN STATES, INC., A QUALIFIED DE ORGANIZATION, WITH AND INTO EQUITABLE PRODUCTION COMPANY, A QUALIFIED ORGANIZATION.

Therefore, I hereby issue this

CERTIFICATE OF MERGER

4701706534 MOD



Given under my hand and the Great Seal of the State of West Virginia on this day of June 28, 2001

Secretary of State

WV Department of

**on 06/17/2016



