

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

July 18, 2014

ANTERO RESOURCES CORPORATION 1615 WYNKOOP STREET DENVER, CO 80202

Re: Permit Modification Approval for API Number 1706313 , Well #: PROUDFOOT UNIT 1H Extended 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.

1

Singerely,

Gene Smith

Assistant Chief of Permitting

Office of Oil and Gas

Promoting a healthy environment.



July 15, 2014

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: Ms. Laura Cooper 601 57th Street Charleston, WV 25304

Ms. Laura Cooper:

Antero Resources Corporation (Antero) would like to submit the following permit modifications for two approved wells on the Pennington North Pad. We are requesting to modify the spacing of the horizontal laterals which will change the bottom hole location of the Sibley Unit 1H (API#47-017-06321) and Proudfoot Unit 1H (API#47-017-06313).

Attached you will find the following documents:

- > REVISED Form WW-6B, which shows the revised MD and Production Casing/Cement program
- > REVISED Form WW-6A1, which shows the additional leases that the lateral will drill through
- > REVISED Mylar Plat, which shows the new bottom hole location

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

Permitting Supervisor

Antero Resources Corporation

Enclosures

RECEIVED
Office of Oil and Gas

JUL 18 2014

WV Department of Environmental Protection

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

1) TV 11 O . Antoro Dane	mana Camanadi	40.4400557	A/= =				
1) Well Operator: Antero Resou	irces Corporation	494488557	017-Doddridge		New Milton 7.5'		
		Operator ID	County	District	Quadrangle		
2) Operator's Well Number: Pro	oudfoot Unit 1H	Well Pad	Name: Pennii	ngton North	n Pad		
3) Farm Name/Surface Owner: Morris, I.L. and Pennington, Bernard C. & Mauroen F. Public Road Access: CR 40							
4) Elevation, current ground:	4) Elevation, current ground: 1275' Elevation, proposed post-construction: 1275'						
5) Well Type (a) Gas							
Other							
(b)If Gas Sha	llow	Deep					
Hor	izontal _						
6) Existing Pad: Yes or No Yes							
7) Proposed Target Formation(s)							
Marcellus Shale: 7200' TVD, An	ticipated Thickness-	60 feet, Associated	Pressure- 3250#				
8) Proposed Total Vertical Depth	n: 7200' TVD						
9) Formation at Total Vertical D	epth: Marcellus S	Shale					
10) Proposed Total Measured De	epth: 14,300' MD						
11) Proposed Horizontal Leg Le	ngth: <mark>6493'</mark>						
12) Approximate Fresh Water St	rata Depths:	145', 237'					
13) Method to Determine Fresh	Water Depths:	Offset well records. Dep	oths have been adj	usted accord	ing to surface elevations.		
14) Approximate Saltwater Dept	hs: 613', 1552',	1620'					
15) Approximate Coal Seam Dep	oths: 8', 78', 1490	•					
16) Approximate Depth to Possi	ble Void (coal mi	ne, karst, other):	None anticipated				
17) Does Proposed well location directly overlying or adjacent to		ns Yes	No	✓			
(a) If Yes, provide Mine Info:	Name:						
RECEIVED	Depth:						
Office of Oil and Gas	Seam:						
JUL 18 2014	Owner:						
WV Department of nvironmental Protection							

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18)

CASING AND TUBING PROGRAM

TYPE	Size	New or Used	Grade	Weight per ft. (lb/ft)	FOOTAGE: For Drilling	INTERVALS: Left in Well	CEMENT: Fill-up (Cu. Ft.)
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#	2480'	2480'	CTS, 1010 Cu. Ft.
Intermediate							
Production	5-1/2"	New	P-110	20#	14300'	14300'	3531 Cu. Ft.
Tubing	2-3/8"	New	N-80	4.7#		7100'	
Liners							

ТҮРЕ	Size	Wellbore Diameter	Wall Thickness	Burst Pressure	Cement Type	Cement Yield (cu. ft./k)
Conductor	20"	24"	0.438"	1530	Class A	1.18
Fresh Water	13-3/8"	17-1/2"	0.38"/0.33"	2730/1730	Class A	1.18
Coal	9-5/8"	12-1/4"	0.352"	3520	Class A	1.18
Intermediate						
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		

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19) Describe proposed well work, including the drilling and plugging back of any pilot hole:						
Drill, perforate, fracture a new horizontal shallow well and complete Marcellus Shale.						
*Antero is requesting to change the spacing of the lateral which will change the BHL and proposed Measured Depth. All other plans are the same as originally permitted.						
20) Describe fracturing/stimulating methods in detail, including a	anticipated max pressure and max rate:					
Antero plans to pump Slickwater into the Marcellus Shale formation in or be comprised of approximately 99 percent water and sand, with less that the attached "List of Anticipated Additives Used for Fracturing or Stimula	an 1 percent special-purpose additives as shown in					

22) Area to be disturbed for well pad only, less access road (acres): 5.55 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 and 1/4 lb of flake 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 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. **ECEIVED

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*Note: Attach additional sheets as needed.

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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

October 04, 2013

WELL WORK PERMIT Horizontal 6A Well

This permit, API Well Number: 47-1706313, issued to ANTERO RESOURCES CORPORATION, is evidence of permission granted to perform the specified well work at the location described on the attached pages and located on the attached plat, subject to the provisions of Chapter 22 of the West Virginia Code of 1931, as amended, and all rules and regulations promulgated thereunder, and to all conditions and provisions outlined in the pages attached hereto. Notification shall be given by the operator to the Oil and Gas Inspector at least 24 hours prior to the construction of roads, locations, and/or pits for any permitted work. In addition, the well operator shall notify the same inspector 24 hours before any actual well work is commenced and prior to running and cementing casing. Spills or emergency discharges must be promptly reported by the operator to 1-800-642-3074 and to the Oil and Gas inspector.

Please be advised that form WR-35, Well Operators Report of Well Work is to be submitted to this office within 90 days completion of permitted well work, as should form WR-34 Discharge Monitoring Report within 30 days of discharge of pits, if applicable. Failure to abide by all statutory and regulatory provisions governing all duties and operations hereunder may result in suspension or revocation of this permit and, in addition, may result in civil and/or criminal penalties being imposed upon the operators.

In addition to the applicable requirements of this permit, and the statutes and rules governing oil and gas activity in WV, this permit may contain specific conditions which must be followed. Permit conditions are attached to this cover letter.

Per 35CSR-4-5.2.g this permit will expire in two (2) years from the issue date unless permitted well work is commenced. If there are any questions please teel free to contact me at (304) 926-0499 ext. 1654.

James Martin

Chief

Operator's Well No: PROUDFOOT UNIT 1H

Farm Name: PENNINGTON, BERNARD C., ET

API Well Number: 47-1706313

Permit Type: Horizontal 6A Well

Date Issued: 10/04/2013

Promoting a healthy environment.

API Number: 17 - 06313

PERMIT CONDITIONS

West Virginia Code § 22-6A-8(d) allows the Office of Oil and Gas to place specific conditions upon this permit. Permit conditions have the same effect as law. Failure to adhere to the specified permit conditions may result in enforcement action.

CONDITIONS

- 1. This proposed activity may require permit coverage from the United States Army Corps of Engineers (USACOE). Through this permit, you are hereby being advised to consult with USACOE regarding this proposed activity.
- 2. If the operator encounters an unanticipated void, or an anticipated void at an unanticipated depth, the operator shall notify the inspector within 24 hours. Modifications to the casing program may be necessary to comply with W. Va. Code § 22-6A-5a (12), which requires drilling to a minimum depth of thirty feet below the bottom of the void, and installing a minimum of twenty (20) feet of casing. Under no circumstance should the operator drill more than fifty (50) feet below the bottom of the void or install less than twenty (20) feet of casing below the bottom of the void.
- 3. When compacting fills, each lift before compaction shall not be more than 12 inches in height, and the fill material shall be within plus or minus 2% of the optimum moisture content as determined by the standard proctor density test, ASTM D698, Standard Test Method for Laboratory Compaction Characteristics of Soil Using Standard Effort. Each lift must meet 95 % compaction of the optimum density based on results from the standard proctor density test of the actual soils used in specific engineered fill sites. Each lift shall be tested for compaction, with a minimum of two tests per lift per acre of fill. All test results shall be maintained on site and available for review.
- 4. Operator shall install signage per § 22-6A-8g (6) (B) at all source water locations included in their approved water management plan within 24 hours of water management plan activation.
- 5. Oil and gas water supply wells will be registered with the Office of Oil and Gas and all such wells will be constructed and plugged in accordance with the standards of the Bureau for Public Health set forth in its Legislative rule entitled *Water Well Regulations*, 64 C.S.R. 19. Operator is to contact the Bureau of Public Health regarding permit requirements. In lieu of plugging, the operator may transfer the well to the surface owner upon agreement of the parties. All drinking water wells within fifteen hundred feet of the water supply well shall be flow tested by the operator upon request of the drinking well owner prior to operating the water supply well.
- 6. Pursuant to the requirements pertaining to the sampling of domestic water supply wells/springs the operator shall, no later than thirty (30) days after receipt of analytical data provide a written copy to the Chief and any of the users who may have requested such analyses.
- 7. If any explosion or other accident causing loss of life or serious personal injury occurs in or about a well or well work on a well, the well operator or its contractor shall give notice, stating the particulars of the explosion or accident, to the oil and gas inspector and the Chief, within 24 hours of said accident.
- 8. During the casing and cementing process, in the event cement does not return to the surface, the oil and gas inspector shall be notified within 24 hours.

Pa	igeof
API Number 47 - 017	- 063/3
Operator's Well No.	Proudfoot Unit 1H

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) Tom's Fork Quadrangle New Milton 7.5
Elevation 1275 County Doddridge District New Milton
Do you anticipate using more than 5,000 bbls of water to complete the proposed well work? Yes X No
If so, please describe anticipated pit waste: Drilling and Flowback Fluids
If so, please describe anticipated pit waste: Drilling and Flowback Fluids Will a synthetic liner be used in the pit? Yes X No If so, what ml.? 60 mil Proposed Disposal Method For Treated Pit Wastes: Land Application
Proposed Disposal Method For Treated Pit Wastes:
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 (Meadowfill Landfill Permit #SWF-1032-98)
Other (Explain
Will closed loop system be used? Yes
Drilling medium anticipated for this well? Air, freshwater, oil based, etc. Surface - Air/Freshwater, Intermediate - Dual/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
Company Official (Typed Name) Cole Klistrom
Company Official Title Environmental Specialist
Subscribed and sworn before me this 15 day of July LISA BOTTINELLI Notary Public State of Colorado Notary ID 20124072365 My Commission expires Nov 9, 2016

Form WW-9 Operator's Well No. Proudfoot Unit 1H **Antero Resources Corporation** Proposed Revegetation Treatment: Acres Disturbed 9.65 Prevegetation pH Tons/acre or to correct to pH 6.5 Hay or straw or Wood Fiber (will be used where needed) Fertilizer (10-20-20 or equivalent) 500 _lbs/acre (500 lbs minimum) Mulch 2-3 Road A (.41) + Access Road B (.45)+ Drill Pad (5.55) + Associated Pit (2.82) + Ass iated Pit Pad (.42) = 9.65 Acres Seed Mixtures Area I (Temporary) Area II (Permanent) Seed Type Seed Type lbs/acre lbs/acre Tail Fescue 45 Tall Fescue 45 Perennial Rye Grass 20 Perennial Rye Grass 20 *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. Photocopied section of involved 7.5' topographic sheet. Plan Approved by: resered + Mulch install Ets to Wi

Title: Oil & Das unapater Date: 8-22-2013

Field Reviewed? Yes No



Well Site Safety Plan Antero Resources

Well Name: Proudfoot Unit 1H, Proudfoot Unit 2H, Sibley

Unit 1H, Sibley Unit 2H, Lick Run Unit 1H, Lick Run Unit 2H, Harriet Unit 1H, Harriet Unit 2H

Pad Location: PENNINGTON NORTH PAD

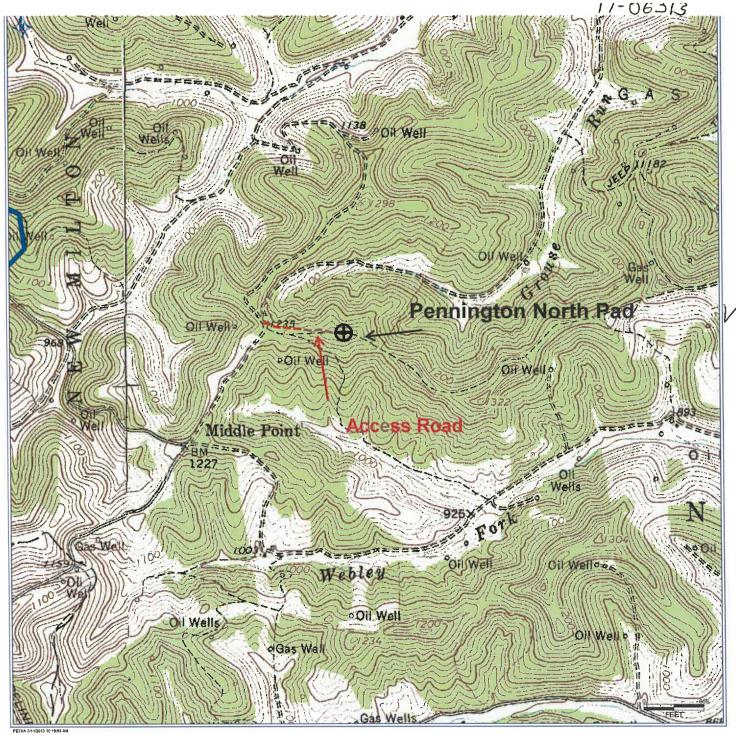
Doddridge County/ New Milton District

GPS Coordinates: Lat 39° 12' 37.548"/-80° 44' 20.475" (NAD83)

Driving Directions:

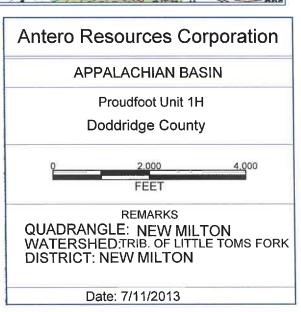
From the intersection of Co Route 50/16 and US-50 W near the town of Smithburg head South on Co Route 50/16 for 0.2 miles. Turn left to stay on Co Route 50/16 for 1.6 miles. Turn left onto WV-18 S for 1.1 miles. Turn right onto Co Route 40/Lick Run for 4.5 miles. Lease road will be on your left.

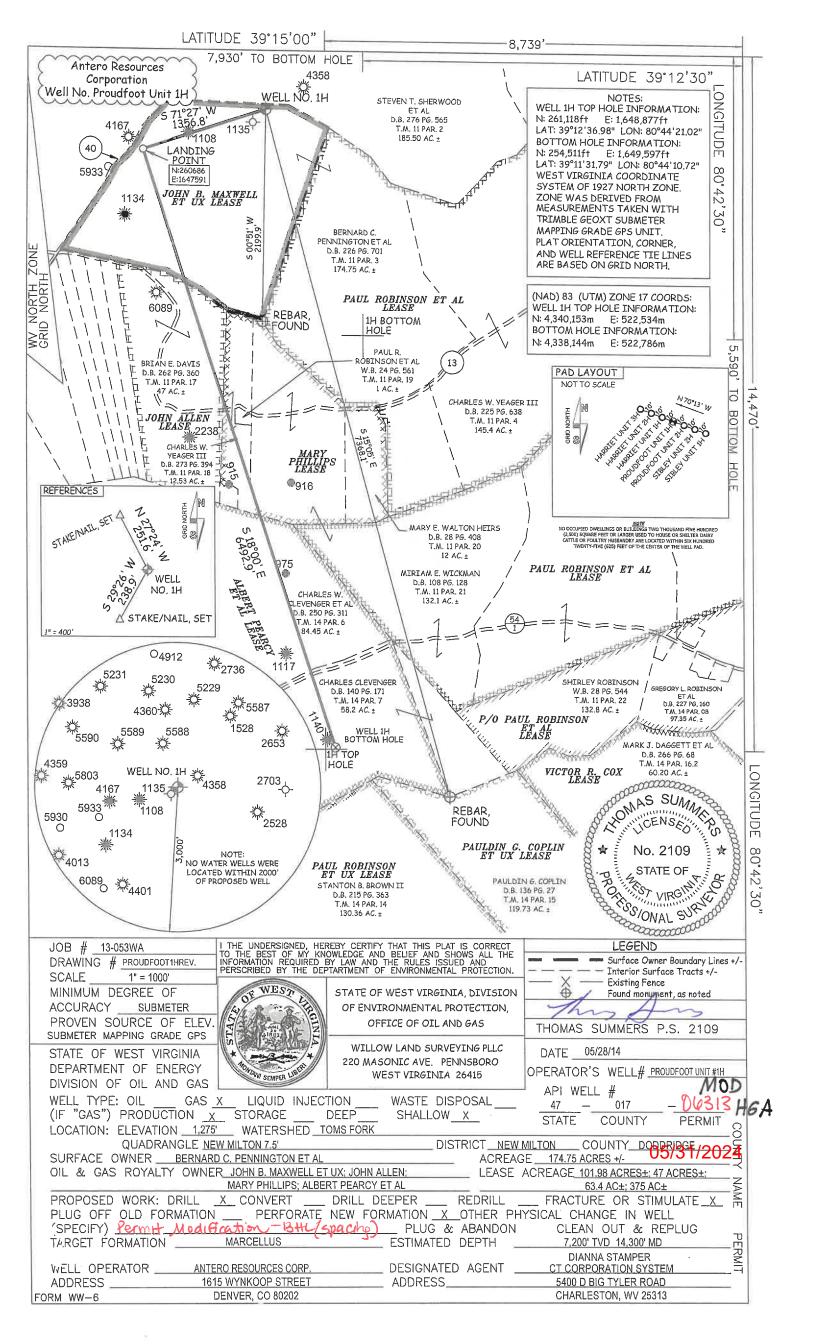
DCN 8-22-2013



Received Office of Oil & Gas

JUL 1 9 2013





Proudfoot Unit 1H

PERMIT MODIFICATION API# 47-017-06313

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
John B. Maxwell et ux Lease			
John B. Maxwell & Ida J. Maxwell	South Penn Oil Company	1/8	LB 0013/0289
South Penn Oil Company	Pennzoil Company	Name Change	See Exhibit 2
Pennzoil Company	Pennzoil Products Company	Assignment	DB 0201/0510
Pennzoil Products Company	Pennzoil Exploration and Production Company	Assignment	DB 0239/0355
Pennzoil Exploration and Production Company	PennzEnergy Exploration and Production Company, LLC	Assignment	DB 0240/0702
PennzEnergy Exploration and Production Company, LLC	Devon Energy Production Company, LP	Assignment	DB 0244/0399
Devon Energy Production Company, LP	East Resources Inc.	Assignment	DB 0247/0337
East Resources Inc.	Antero Resources Corporation	Assignment	LB 0292/0365
Antero Resources Appalachian Corporation	Antero Resources Corporation	Name Change	See Exhibit 1
John Allen Lease			
John Allen	Key Oil Company	1/8	LB 0181/0125
Key Oil Company	Bluestone Energy Partners	Assignment	LB 0238/0660
Bluestone Energy Partners	Antero Resources Appalachian Corporation	Merger	DB 0288/0001
Antero Resources Appalachian Corporation	Antero Resources Corporation	Name Change	See Exhibit 1
Mary Phillips Lease			
Mary Phillips, et al	McCallester Fuel Company	1/8	LB 0077/0027
Paul Robinson, et al	McCallester Fuel Company	1/8	LB 0076/0486
McCallester Fuel Company	Ryan Consolidated Petroleum Corporation	Assignment	LB 0078/0026
McCallester Fuel Company	Ryan Consolidated Petroleum Corporation	Assignment	LB 0080/0127
Ryan Consolidated Petroleum Corporation	Ormand Industries, Inc.	Name Change	See Exhibit 3
Ormand Industries, Inc.	WVA Pacific Operating Co.	Assignment	LB 0147/0327
WVA Pacific Operating Co.	Charles Nesler	Assignment	LB 0147/0705
Charles Nesler	Targa Development, Inc.	Assignment	LB 0246/0459
Targa Development, Inc.	Antero Resources Appalachian Corporation	Assignment	LB 0293/0718
Antero Resources Appalachian Corporation	Antero Resources Corporation	Name Change	See 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.

^{**}CONTINUED ON NEXT PAGE**

WW-6A1 (5/13)

Operator's	Well No.	Proudfoot Unit 1H
-		

PERMIT MODIFICATION API# 47-017-06313

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
V	Albert Pearcy et al Lease				
•		Albert Pearcy, et al	South Penn Oil Company	1/8	LB 0014/0312
		South Penn Oil Company	Pennzoii Company	Name Change	See Exhibit 2
		Pennzoli Company	Pennzoil Products Company	Assignment	DB 0203/0621
		Pennzoli Products Company	Pennzoli Exploration and Production Company	Assignment	DB 0239/0355
	P	ennzoil Exploration and Production Company	PennzEnergy Exploration and Production, L.L.C.	Merger	DB 0240/0702
	Per	nnzEnergy Exploration and Production, L.L.C.	Devon Energy Production Company, L.P.	Merger	DB 0244/0399
		Devon Energy Production Company, L.P.	East Resources, Inc.	Assignment	DB 0247/0337
		East Resources, Inc.	Antero Resources Appalachian Corporation	Assignment	LB 0292/0365
	An	tero Resources Appalachian Corporation	Antero Resources Corporation	Name Change	See Exhibit 1
	*Partial Assignments to An	rtero Resources Appalachian Corporation inc	lude 190% rights to extract, produce and market		
	the oil and o	on from the Marcalhia and any other formatio	no 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

By: Kevin Kilstrom Vice President of Production

JUL 18 2014

WV Department of Environmental Protection

Page 1 of ____

FILEN

Natalio B. Tennant. Secretary of State 1900 Kanawha Blyd E Bldg 1, Suite 157-K Charleston, WV 25305

FILE ONE ORIGINAL (Two if you want a filed stamped copy returned to you) FEE: \$25,00



Penney Barker, Manager
IN THE OFFICE OF Corporations Division
SECRETARY OF STATE Fax: (304)558-8381
Website: www.wwsos.com
B-mail: business@wwngs.com

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY.

Office Hours: Monday - Friday 8:39 a.m. -- 5:00 p.m. ET

in accordance with the applies for an Am	provisions of the West V ended Cartificate of Au	irginia Code, the undersigned corporation hereby *** Morily and submits the following statement:
. Name under which the cauthorized to transact bu		Antero Resources Appaiachian Corporation
Date Certificate of Authorisated in West Virginia:	oritý was	6/26/2008
Corporate name has been (Attach one Cartified C as filed in home State of	ony of Name Change	Antero Resources Corporation
Name the corporation ele (due to home state name		Artero Resources Corporation
Other amendments: (attach additional pages i	if necessary)	
	. N	
		i
.		i and
		mber may avoid having to return or reject the
the filing, listing a contact document.) Alvyn A. Schopp		mber may avoid having to return or reject the
the filing, listing a contact document.) Alvyn A. Schopp Contact Name	ct person and phòna nui	mber may avoid having to return or reject the
the filing, listing a contact document.) Alvyn A. Schopp Contact Name	ct person and phone hu See below * <i>Important</i>	(303) 357-7310 Phone Number
the filing, listing a contact document.) Alvyn A. Schopp Contact Name Signature information (ct person and phone hu See below * <i>Important</i>	(303) 357-7310 Phone Number Legal Notice Regarding Standard::
the filing, listing a contact document.) Alvyn A. Schopp Contact Name Signature information (Print Name of Signer: A Signature: Amountant Level Notice Recentilly as person who signs a document the socretary of state for filing is	See below "Important Nyn A. Schopp Senature For West Virguish or she knows is fitted in as guilty of a misdement or and county or regional jail not m	(303) 357-7310 Phone Number Legal Notice Regarding Signature): Title/Capacity: Authorized Person Date: June 10, 2013 Inle Code 8311)-1-123. Penalty for signing false decument, by material respect and knows that the document is to be delivered, single conviction thereof, shall be fixed not more than one one than one year, or both.
the filing, listing a contact document.) Alvyn A. Schopp Contact Name Signature information (Print Name of Signer: A Signature; Signature: A Signatu	See below "Important Nyn A. Schopp Standare: For West Virging or she knows is fitted in as guilty of a misdemensor and	(303) 357-7310 Phone Number Legal Notice Regarding Signature): Title/Capacity: Authorized Person Date: June 10, 2013 Inter Code 6311)-1-123. Penalty for signing false decument, ay anterial respect and knows that the document is to be deliver to upon conviction thereof, shall be fixed not more than one one than one year, or both.

WV931 - 04/14/2011 Walsin Mawe Odine

JUL 18 2014

WV Department of Environmental Protection

	FORM WW-6A1 - EXHIBIT 2	
Name SOUTH	PENN OIL COMPANY	
Foreign Corporation Delay	to a many make a some supplied to the second	
	9, 1955	
Attorney	The code day completely a primary of a literature of the code of t	\
Reports	along at bandy a gambon from a suit & boundaries solve de ré que a gambons de m	
Address: Drake 106 J	o Theater Bldg., Duncomb St., Oil City, Penna.	
CHANGE OF NAME July 31, 196	THE PENNZOIL COMPANY, filed 53; Book 238, Page 309.	
		•
RECEIVED Office of Oil and Gas	Column 1 437	
JUL 18 2014	Column 2 5 5 0	
WV Department of Environmental Protection	olumn 3 / 3 6	
	Column 4 7 5 5	



RYAN CONSOLIDATED PETROLEUM CORPORATION

10/3/1968 Name Change (Reserved for old records) Fermination Reason Sec Type Termination Date Organization Information Chartor Class FIGH 10/29/1962 Foreign 0 Filling Date 10/29/1962 Effective Date Org Type C | Corporation Back To Top

Organization Information ECEIVED of Oil and Gas JUL 18 2014 v Department of conmental protec Foreign Country 띰 o O At Will Term Years. Authorized Shares Business Purpase Charter County Charter State At Will Lerm

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Par Value

Menuter Managed

Control Number Capital Stock

Back To Top

Address 3400 REPUBLIC NATIONAL BANK BLDG DALLAS, TX, 75201 USA Addresses Principal Office Address Type

Back To Top

AMENDMENT: CERTIFICATE OF INCORPORATION, FILED ON THIS DATE, ROLL 16 CHANGE OF NAME TO ORMAND INDUSTRIES, INC., FILED ON THE ABOVE DATE, ROLL 16. AMENOMENT CERTIFICATE OF INCORPORATION, FILED ON THIS DATE, BOOK 210, PAGE 418. AMENDMENT: CERTIFICATE OF INCORPORATION. FILED ON THIS DATE, BOOK 210, PAGE 400. Amendment Amendment 10/3/1968 1115/1964 Date Date



July 11, 2013

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

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

RE:

Proudfoot Unit 1H

Quadrangle: New Milton 7.5'

Doddridge County/New Milton District, West Virginia

Mr. Martin:

Antero Resources Corporation (Antero) is submitting the following application for a new well work permit for the Proudfoot Unit 1H horizontal shallow 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 Proudfoot Unit 1H horizontal lateral will drill through including any and all roads crossed under as identified on the attached survey plat.

Sincerely,

Houston Eagleston Senior Landman

> Received Office of Oil & Gas

JUL 1 9 2013

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

Date of Notic	e Certification: 07/15/2013		API No. 47		16313
				Well No. Proud	
			Well Pad N	ame: Penningt	on North Pad
Notice has b					
	e provisions in West Virginia Code § tract of land as follows:	22-6A, the Operator has prov	ided the req	uired parties w	ith the Notice Forms listed
State:	West Virginia	TITTLE AND AND AND	Easting:	522,534m	
County:	Doddridge	UTM NAD 83	Northing:	4,340,153m	
District:	New Milton	Public Road Acce		CR 40	
Quadrangle:	New Milton 7.5'	Generally used fa	rm name:	Morris, I.L. and Pe	ennington, Bernard C. & Maureen F
Watershed:	Toms Fork				
it has provided information red of giving the requirements Virginia Code	the secretary, shall be verified and shed the owners of the surface described equired by subsections (b) and (c), see surface owner notice of entry to surface owner notice of entry to surface owner hotice of subsection (b), section sixteen of a \$22-6A-11(b), the applicant shall to have been completed by the applican	ped in subdivisions (1), (2) a ction sixteen of this article; (in rivey pursuant to subsection (if this article were waived in the proof of and certify to t	nd (4), substitute that the real (a), section to writing by	section (b), sec quirement was ten of this artic the surface ow	tion ten of this article, the deemed satisfied as a result cle six-a; or (iii) the notice mer; and Pursuant to West
that the Ope	West Virginia Code § 22-6A, the Oprator has properly served the required ECK ALL THAT APPLY		his Notice C	ertification	OOG OFFICE USE ONLY
☐ 1. NO	TICE OF SEISMIC ACTIVITY or	NOTICE NOT REQUIRED SEISMIC ACTIVITY WAS			RECEIVED/
■ 2. NO	TICE OF ENTRY FOR PLAT SURV	YEY or D NO PLAT SURV	EY WAS C	ONDUCTED	RECEIVED
☐ 3. NO	TICE OF INTENT TO DRILL or	NOTICE NOT REQUIRED NOTICE OF ENTRY FOR WAS CONDUCTED or			☐ RECEIVED/ NOT REQUIRED
		☐ WRITTEN WAIVER (PLEASE ATTACH)		CE OWNER	
■ 4. NO	TICE OF PLANNED OPERATION				RECEIVED
■ 5. PUI	BLIC NOTICE				RECEIVED
■ 6. NO	TICE OF APPLICATION				☑ RECEIVED
L.					

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.

Telephone:

Certification of Notice is hereby given:

THEREFORE, I Kevin Kilstrom , 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.

Address:

Email:

Well Operator: Antero Resources Corporation

By: Kevin Kilstrom

Vice President of Production

Denver, CO 80202 Facsimile: 303-357-7315

1625 17th Street

Vice President of Production
(303) 357-7310

amihalcin@anteroresources.com

LISA BOTARNESEAL
Notary Public
State of Colorado
Notary ID 20124072365
My Commission Expires Nov 9, 2016

Subscribed and sworn before me this 15 day of July 2013

My Commission Expires

Notary Public

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 deprivacyofficer@wv.gov.

Received Office of Oil & Gas

1 9 2013

API NO. 47- 017 - 063/3

OPERATOR WELL NO. Proudfoot Unit 1H

Well Pad Name: Pennington North Pad

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: 07/15/2013 Date Permit Application Filed: 07/15/2013 Notice of: ☐ CERTIFICATE OF APPROVAL FOR THE PERMIT FOR ANY CONSTRUCTION OF AN IMPOUNDMENT OR PIT WELL WORK Delivery method pursuant to West Virginia Code § 22-6A-10(b) METHOD OF DELIVERY THAT REQUIRES A ☐ PERSONAL REGISTERED SERVICE RECEIPT OR SIGNATURE CONFIRMATION **MAIL** 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. Notice is hereby provided to: ☐ COAL OWNER OR LESSEE ■ SURFACE OWNER(s) Name: I. L. Morris Name: NO DECLARATIONS ON RECORD WITH COUNTY Address: P.O. Box 397 Address: Glenville, WV 26351 Name: Bernard C. & Maureen F. Pennington ☐ COAL OPERATOR Address: 1989 Webley Fork Road New Milton, WV 26411 Name:

Address: SURFACE OWNER(s) (Road and/or Other Disturbance) Name: WATER PURVEYOR(s)/OWNER(s) OF WATER WELL, SPRING OR OTHER WATER SUPPLY SOURCE Address: Name: No WATER WELL OWNERS WITHIN 1500' Received Name: Address: Office of Oil & Gas Address: OPERATOR OF ANY NATURAL GAS STORAGE ☐ SURFACE OWNER(s) (Impoundments/Pits) FIELD Name: Name: Address: Address: *Please attach additional forms if necessary

API NO. 47- 017

OPERATOR WELL NO, Proudfoot Unit 1H

Well Pad Name: Pennington North Pad

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 also 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.

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/oiland-gas/pages/default.aspx.

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

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.

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 wellpad 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 articles (p) The secretary shall, by December 31, 2012, report to the Legislature on the noise, light, dust and volatile organic time to the Legislature on the noise, light, dust and volatile organic time to the Legislature on the noise, light, dust and volatile organic 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 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.

API NO. 47- 017 OPERATOR WELL NO. Proudfoot Unit 1H
Well Pad Name: Pennington North Pad

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.

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.

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A permit may also be denied under West Virginia Code § 22-6A-7(k), the secretary shall deny the issuance of a permit fifthe 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.

API NO. 47- 017 OPERATOR WELL NO. Proudfoot Unit 1H Well Pad Name: Pennington North Pad

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.

Notice is hereby given by:

Well Operator: Antero Resources Telephone:

(303) 357-7310

Email: amihalcin@anteroresources.com

1625 17th Street Address:

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.

LISA BOTTINELLI Notary Public State of Colorado Notary ID 20124072365 My Commission Expires Nov 9, 2016 Subscribed and sworn before me this 15 day of July 3015.

Notary Public

My Commission Expires

Received Office of Oil & Gas

JUL 1 9 2013

WW-6A3 (1/12)

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 SI entry Date of Notice: 5/22/2013 Date of Planned Entry: 5/22/2013	SEVEN (7) days but no more than FORTY-FIVE (45) days prior to 5/31/2013	
Delivery method pursuant to West Virginia Code § 22-6A-1	10a	
	HOD OF DELIVERY THAT REQUIRES A EIPT OR SIGNATURE CONFIRMATION	
on to the surface tract to conduct any plat surveys required purs but no more than forty-five days prior to such entry to: (1) The beneath such tract that has filed a declaration pursuant to sectio owner of minerals underlying such tract in the county tax recor- and Sediment Control Manual and the statutes and rules related	a permit application, the operator shall provide notice of planned entry suant to this article. Such notice shall be provided at least seven days a surface owner of such tract; (2) to any owner or lessee of coal seams on thirty-six, article six, chapter twenty-two of this code; and (3) any rds. The notice shall include a statement that copies of the state Erosion d to oil and gas exploration and production may be obtained from the including the address for a web page on the Secretary's web site, to	
SURFACE OWNER(s)	☐ COAL OWNER OR LESSEE	
Name: I.L.Morris	Name: NO DECLARATIONS ON RECORD WITH COUNTY	
Address: P.O. Box 397	Address:	
Glenville, WV 26351	rudi cos.	
Name: Bernard C. & Maureen F. Pennington		
Address: 1989 Webley Fork Road	■ MINERAL OWNER(s)	
New Milton, WV 26411	Name: PLEASE SEE ATTACHMENT	
Name:	Address:	
Address:		
	*please attach additional forms if necessary	
Notice is hereby given: Pursuant to West Virginia Code § 22-6A-10(a), notice is hereb a plat survey on the tract of land as follows: State: West Virginia County: Doddridge District: New Milton Quadrangle: New Milton 7.5'	Approx. Latitude & Longitude: Public Road Access: Watershed: Generally used farm name: Approx. Latitude & Longitude: 39.21043023, -80.73902137 CR 40 Toms Fork Morris, I.L. and Pennington, Bernard C. & Maureen F.	
may be obtained from the Secretary, at the WV Department of Charleston, WV 25304 (304-926-0450). Copies of such docu obtained from the Secretary by visiting www.dep.wv.gov/oil-a Notice is hereby given by: Well Operator: Antero Resources Corporation	the statutes and rules related to oil and gas exploration and production f Environmental Protection headquarters, located at 601 57 th Street, SE, uments or additional information related to horizontal drilling may be and-gas/pages/default.aspx. Address: 1625 17th Street	
Telephone: (303) 357-7310	Denver, CO 80202	
Email: amihalcin@anteroresources.com	Facsimile: 303-357-7315 Office of Oil & Gas	_

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 deprivacyofficer@wv.gov.

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

Mineral Owners:

/	Owner: Address:	Robert W. Robinson 3556 Stimson Rd. Norton, OH 44203	V	Owner: Address:	Marilyn Spicer 10116 Crescent Florence, KY 41042
	Owner: Address:	Paul R. Robinson 553 Park Overlook Dr. Worthington, WV 43085	√	Owner: Address:	Kendall B. Robinson PO Box 34 Booneville, KY 41314
/	Owner: Address:	Judith E. Robinson 50558 S.R. 145 Woodsfield, WV 43793	V	Owner: Address:	Janet M. Esposito c/o Mary Dennison Heirs Rt. 1 Box 111 Fairmont, WV 26554
	Owner: Address:	David Lee Robinson 101 Heiss Dr. Marietta, OH 45750	V	Owner: Address:	Marie Perine Price 100 Maureen St., Lordship Statford, CT 06497
√ /	Owner: Address:	Michael Allen Robinson 1639 Porto Rico Rd. New Milton, WV 26411	/	Owner: Address:	Voie Elizabeth Perine Box 34 Wolf Summit Wolf Summit, WV 26462
J	Owner: Address:	Gregory L. Robinson, heirs and assigns 1639 Porto Rico Rd. New Milton, WV 26411	/	Owner: Address:	Cecil Perine RR 6 Box 84 Clarksburg, WV 26301
	Owner: Address:	Jennifer A. Carmen 6414 Firestone Rd. Spencer, OH 44275	/	Owner: Address:	Leslie H. Allen 9261 Lillian Ln Denver, CO 80229
√	Owner: Address:	Jane M. Pepera 4651 Jaycox Rd. Avon, OH 44011	V	Owner: Address:	Ethel Clevenger 907 Beecli Ave. Pittsburgh, PA 15219
V	Owner: Address:	Jerrery W. Robinson 126 E. 4th ST. Williamstown, WV 26187	$\sqrt{}$	Owner: Address:	Marion W. Robinson, heirs and assigns 55 Ford St. Clarksburg, WV 26306
\	Owner: Address:	James Terrance Robinson 1117 E. Penn Ave. Pennsboro, WV 26415	/	Owner: Address:	Mirian Elizabeth Wickman 3901 Delmont apt 6 Chts Richmond, VA 23298
$\sqrt{}$	Owner: Address:	Julia Ann Robinson Rogers 399 McDougal Dr. Pennsboro, WV 26415		Owner: Address:	Patricia L. Campbell 118 Old Wright/Shop Rd. Madisoncheights/WA:34572
1	Owner: Address:	Kathryn E. Robinson 399 McDougal Dr. Pennsboro, WV 26415	$\sqrt{}$	Owner: Address:	Bertha Lee Duncan 531 W. Dakota Ave. 3 Denver, CO 80201

/ Owner:

Glenna May Wilson, heirs and assigns

Address:

531 W. Dakota Ave. Denver, CO 80201

1/ 0

Owner: Eleanor L. Ergenbright

Address:

2417 Barnside Ct. Ridgewood FMS

Salem, WV 26426

 $\sqrt{}$

Owner: Sarah L. Burch Address: 9619 Rainbrook Dr.

Richmond, VA 23238

Owner:
Address:

John Stephen Lawrence, Jr. 7505 Willowbrook Rd.

Fairfax, VA 22039

Owner:
Address:

Robert Russell Lawrence 19969 Interlachen Circle

Ashburn, VA 20147

Owner:

Kara Lynn Sibley Reinertsen

Address:

20222 Birdsnest Pl Ashburn, VA 20147

Owner:
Address:

Donna G. Buckner 1029 Indian Grave

Turtle Creek, WV 25203

Owner:
Address:

Dovetta J. Wallen 2070 Gaylann Dr.

Brunswick, OH 44212

Received Office of Oil & Gas

JUL 1 9 2013

WW-6A5 (1/12) 17-06313 Operator Well No. Proudfoot Unit 1H

STATE OF WEST VIRGINIA DEPARTMENT OF ENVIRONMENTAL PROTECTION, OFFICE OF OIL AND GAS $\underline{\text{NOTICE OF PLANNED OPERATION}}$

Jate of Notice	e: 07/15/2013	lication Filed: 07/15/2013	ipplication.
Delivery meth	nod pursuant to West Virginia Code § 22-	-6A-16(c)	
		IAND DELIVERY	
return receipt in the planned of required to be drilling of a halamages to the	Y. Va. Code § 22-6A-16(c), no later than the requested or hand delivery, give the surface peration. The notice required by this subsprovided by subsection (b), section ten of the orizontal well; and (3) A proposed surface e surface affected by oil and gas operations as required by this section shall be given to the surface of the control of the cont	e owner whose land will be used for section shall include: (1) A copy of his article to a surface owner whose the use and compensation agreement to the extent the damages are comp	the drilling of a horizontal well notice of of this code section; (2) The information a land will be used in conjunction with the containing an offer of compensation for pensable under article six-b of this chapter.
	by provided to the SURFACE OWNER(is listed in the records of the sheriff at the tin		a F. Pennington
Address: P.O.		Address: 1989 Webley Fork	
-	ille, WV 26351	New Milton, WV 26	
Pursuant to Woneration on	est Virginia Code § 22-6A-16(c), notice is the surface owner's land for the purpose of	drilling a horizontal well on the tra	ven operator has developed a planned
State: County:	West Virginia Doddridge New Milton	UTM NAD 83 Easting: Northing: Public Road Access:	522,534m 4,340,153m CR 40
State: County: District: Quadrangle:	West Virginia Doddridge New Milton New Milton 7.5'	UTM NAD 83 Easting: Northing:	522,534m 4,340,153m
State: County: District: Quadrangle: Watershed: This Notice S Pursuant to W to be provide horizontal we surface affect information r	West Virginia Doddridge New Milton New Milton 7.5' Toms Fork Shall Include: Vest Virginia Code § 22-6A-16(c), this noticed by W. Va. Code § 22-6A-10(b) to a substitution of the code of the cod	UTM NAD 83 Easting: Northing: Public Road Access: Generally used farm name: ce shall include: (1)A copy of this arface owner whose land will be appensation agreement containing arthe damages are compensable under the from the Secretary, at the WV	252,534m 4,340,153m CR 40 Morris, I.L. and Pennington, Bernard C. & Maureen F. code section; (2) The information required used in conjunction with the drilling of a confer of compensation for damages to the ler article six-b of this chapter. Additional Department of Environmental Protection
State: County: District: Quadrangle: Watershed: This Notice S Pursuant to W to be provide horizontal we surface affect information r headquarters, gas/pages/def	West Virginia Doddridge New Milton New Milton 7.5' Toms Fork Shall Include: Vest Virginia Code § 22-6A-16(c), this noticed by W. Va. Code § 22-6A-10(b) to a sufficient of the standard	UTM NAD 83 Easting: Northing: Public Road Access: Generally used farm name: ce shall include: (1)A copy of this arface owner whose land will be a pensation agreement containing arthe damages are compensable und ned from the Secretary, at the WV ston, WV 25304 (304-926-0450)	522,534m 4,340,153m CR 40 Morris, I.L. and Pennington, Bernard C. & Maureen F. code section; (2) The information required used in conjunction with the drilling of a noffer of compensation for damages to the ler article six-b of this chapter. Additional
State: County: District: Quadrangle: Watershed: This Notice S Pursuant to W to be provide horizontal we surface affect information r headquarters, gas/pages/def Well Operato	West Virginia Doddridge New Milton New Milton 7.5' Toms Fork Shall Include: Vest Virginia Code § 22-6A-16(c), this noticed by W. Va. Code § 22-6A-10(b) to a subset of the proposed surface use and contend by oil and gas operations to the extent elated to horizontal drilling may be obtain located at 601 57th Street, SE, Charles ault.aspx. T: Antero Resources Corporation	UTM NAD 83 Easting: Northing: Public Road Access: Generally used farm name: ce shall include: (1)A copy of this arface owner whose land will be a pensation agreement containing arthe damages are compensable under the damages are compensable u	252,534m 4,340,153m CR 40 Morris, I.L. and Pennington, Bernard C. & Maureen F. code section; (2) The information required used in conjunction with the drilling of a confer of compensation for damages to the ler article six-b of this chapter. Additional Department of Environmental Protection
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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 nermal course of business or as needed to comply with statutory or regulatory requirements, including Freedom of Information Acti 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.

JUL 1 9 2013



17-06313

WEST VIRGINIA DEPARTMENT OF TRANSPORTATION

Division of Highways

1900 Kanawha Boulevard East • Building Five • Room 110 Charleston, West Virginia 25305-0430 • (304) 558-3505

Paul A. Mattox, Jr., P. E. Secretary of Transportation/Commissioner of Highways

July 15, 2013

James A. Martin, Chief Office of Oil and Gas Department of Environmental Protection 601 57th Street, SE Charleston, WV 25304

Subject: DOH Permit for the Pennington North Pad, Doddridge County Proudfoot Unit 1H Well site

Dear Dr. Martin,

Earl Ray Tomblin

Governor

This well site will be accessed from a DOH permit #04-2012-1021 which has been issued to Antero Resources Corporation for access to the State Road for a well site located off of Doddridge County Route 40 SLS.

The operator has signed a STATEWIDE OIL AND GAS ROAD MAINTENANCE BONDING AGREEMENT and provided the required Bond. This operator is currently in compliance with the DOH OIL AND GAS POLICY dated January 3, 2012.

Very Truly Yours,

Gary K. Clayton, P.E.

Regional Maintenance Engineer Central Office O&G Coordinator

Cc: Ashlie Mihalcin

Antero Resources Corporation

CH, CHH, OM, D-4

File

Received

JUL 1 8 2013

Office of Oil and Gas
WV Dept. of Environmental Protection

E.E.O./AFFIRMATIVE ACTION EMPLOYER

CERTIFICATION OF AGREEMENT WITH WVDOH to fulfill WV Code 22, Article 6A, Section 20

OIL AND GAS ROAD STATEWIDE BONDING AGREEMENT

THIS AGREEMENT, executed in duplicate, made and entered into this 28 day of February, 2012, by and between the WEST VIRGINIA DEPARTMENT OF TRANSPORTATION, DIVISION OF HIGHWAYS, hereinafter called "DEPARTMENT," and Antero Resources Appalachian Corporation, of Delawage company, hereinafter called "COMPANY."

WITNESSETH:

WHEREAS, Company has horizontal gas well drilling operations in certain areas of West Virginia; and

WHEREAS, the Department believes that the frequent and repetitive use of certain sections of highways in the State by Company, its contractors, agents, independent contractors or suppliers of drilling materials or drilling equipment, and employees contributes to increased wear and tear to public roads in the state road system in the State, including local roads ("State Owned Roads"); and,

WHEREAS, the Department and Company have entered into this Agreement to satisfy the requirements of the Department's policy entitled "Oil & Gas Road Policy" dated January 3, 2012, as issued by Paul A. Mattox, Jr., Secretary of Transportation / Commissioner of Highways, and any subsequent related policies, hereinafter called "Policy", a copy of which is made a part of this Bonding Agreement and is identified as Attachment 1.

NOW, THEREFORE, for and in consideration of the mutual agreements hereinafter set forth, the parties agree as follows:

- I. For purposes of this Bonding Agreement, "Project Transportation Usage" of the Company shall be understood to mean use of one or more State Owned Roads for the delivery and removal of drilling materials and drilling equipment at the site or location of one or more of Company's horizontal gas well pad locations. To the extent reasonably practical, prior to commencing use of a State Owned Road for Project Transportation Usage after January 1, 2011, the Company shall submit to the Department a section or sections of current official WVDOH County Highway maps identifying the exact location of the proposed project and the State Owned Roads that the Company will utilize for the Project Transportation Usage.
- II. Company and Department shall within 14 days of the Company's submittal, agree to a list of these sections of State Owned Roads, hereinafter called "Project Roads List", to be utilized for each of Company's projects, identified by route number and milepost; at a time to be mutually agreed to by the parties prior to initial commencement of Project Transportation Usage of a particular State Owned Road on a Project Roads List, the Company and Department will jointly review the condition of the roads and bridges on the Project Roads List. The Department will document the road type and surface condition and general right-of-way width of each section of road on the Project Road List. Either party may supplement this documentation with photographs, video or other evidence of the present condition of the road surface, shoulders, ditches, culverts, bridges or other structures or appurtenances of roads on the Project Road List, as well as approaches to the roads, utility facilities located within or along the right-of-way, or any other condition, including third-party activities, that may affect the duties and responsibilities of the parties under this Agreement. A copy of any such documentation must be made and provided to the other party within ten business days after the joint review of the roads on the Project Roads List.
- III. Department shall issue a Project Agreement or Project Permit, as appropriate, to Company to use State Owned Roads and may include any minor or major improvements required of Company prior to, during or after Project with the assignment of responsibilities of

both parties prior to, during and after the operator has completed well fracturing...

- IV. In the Project Agreement/Project Permit, the Department shall not require the use of State Owned Roads other than the roads proposed by Company unless the Department has safety concerns as to the Company's proposed roads. A failure to agree on roads that may otherwise be lawfully used for a particular Project Transportation Usage shall result in the designation of the State Owned Roads proposed by Company, with milepost determinations as designated by Department. This Agreement shall only cover portions of State Owned Roads designated on the Project Roads List.
- V. For the duration of Company's Project Transportation Usage of the Stated Owned Roads on the Project Roads List, whether by the Company, its contractors (while working on behalf of Company), agents, independent contractors or suppliers of drilling materials or drilling equipment, or employees, the Company agrees to pay for all reasonable maintenance and repair costs incurred by the Department to repair areas of the State Owned Roads included in the Project Roads List that were directly damaged by Company's Project Transportation Usage, as determined to be reasonably necessary and appropriate by the Department. The Department shall keep a record of all labor performed by Department employees and contractors for such maintenance and repairs and shall send an invoice for the same to Company.
- VI. Company shall be responsible for the cost of all maintenance and repairs reasonably necessary to put the existing roadways, bridges and appurtenances on the Project Roads List utilized for the Project Transportation Usage in the condition that existed immediately prior to the Project Transportation Usage. Company shall not be required to pay for maintenance or repairs to put any areas of such roadways, bridges and appurtenances on the Project Roads List in a condition better than the condition that existed immediately prior to the Project Transportation Usage. Company shall also not be required to pay for maintenance or repairs to any areas of these roadways, bridges or appurtenances on the Project Roads List that are not actually utilized for the Project Transportation Usage or for damage not caused by Project Transportation Usage.
- VII. Company shall notify the Department in writing of Company's final completion of Project Transportation Usage for particular roadways, bridges and appurtenances on the Project Roads List. Within fourteen days after its receipt of written notification of the completion of the Project Transportation Usage for all roads on a Project Roads List, the Department will review the condition of the roadways, bridges and appurtenances on the Project Roads List actually utilized for the Project Transportation Usage and advise Company of any final repairs reasonably necessary to leave these roads, bridges and appurtenances in a condition reasonably deemed by Department to be equal to their condition prior to commencement of Project Transportation Usage; and, upon completion of all such final repairs by or on behalf of Company and acceptance by Department, the Company shall be released from all further liability for maintenance or repairs to roads, bridges, or appurtenances on said Project Roads List. Any maintenances on the Project Roads List may be performed by a contractor directly chosen by the Company as approved by the Department, the Department's workforce, or a private contractor hired by the Department through the public bid process in accordance with state law, all of which work shall be subject to the standards and specifications of the Department.
- VIII. In order to ensure performance of Company's performance and payment obligations under this Bonding Agreement, the Company shall post a corporate surety bond, hereinafter called "Master Bond", with the Department named as the beneficiary, which form of bond shall be subject to the consent of the Department, not to be unreasonably withheld. The amount and form of the bond shall be in accordance with the Policy as set forth above. However, the amount of the Master Bond does not limit the amount of claims that may be made by the Department against the Company under this Bonding Agreement. The Company shall provide the Master Bond to the Department within one (1) month after the execution of this Bonding Agreement. The Master Bond shall secure the good faith performance of all payment obligations of Company under the terms of this Bonding Agreement respecting the coads, bridges and appurtenances on the Project Roads List for each Project Transportation Usage undertaken by the Company, and shall remain in effect until termination of this Agreement. Company shall not be obligated to provide any other bonds, sureties, or other guarantees of performance to the Department for Company's use of State Owned Roads, except as required in this Agreement.

- IX. Company shall maintain Commercial General Liability Insurance in the amount of two million dollars, with a minimum coverage of one million dollars per occurrence, for personal injury or death to persons, or for property damage, resulting from Company's Project Transportation Usage and shall present evidence of such insurance to Department upon request.
- X. Company's usage of State Owned Roads under the Project Agreement/Project Permit shall comply with all applicable Federal, State and local laws and regulations including, but not limited to, to the extent applicable, the National Environmental Policy Act, Section 404 of the Clean Water Act, Section 106 of the National Historic Preservation Act, Rare, Threatened and Endangered Species Act, Section 401 Water Quality Certification, and hazardous waste requirements. Further, upon reasonable written request of Department, Company shall furnish Department with acceptable documentation of such compliance which is in the possession of the Company.
- XI. Company shall defend, indemnify and hold Department harmless from and against any and all losses, damage, and liability, and from all claims for damages on account of or by reason of bodily injury, including death, which may be sustained, or claimed to be sustained, by any person or persons, including employees of Department, and from and against any and all claims, losses or liabilities for damages to property, arising out of the negligent or willful acts or omissions of Company, its agents, independent contractors and suppliers of drilling materials or drilling equipment, employees and contractors, in the performance of all Project Transportation Usage activities undertaken pursuant to this Agreement (collectively, "claims"). The Company shall not be responsible to indemnify, defend or hold harmless Department for any claims caused by the negligent or willful acts or omissions of the Department or its agents, employees and contractors or third parties not performing work at the direction of Company or delivering drilling equipment or drilling materials, including water, for use by or for company.
- XII. If a provision of this Agreement is or becomes illegal, invalid or unenforceable in any jurisdiction, that shall not affect the validity or enforceability of any other provision of this Agreement; or the validity or enforceability in other jurisdictions of that or any other provision of this Agreement.
- XIII. Department shall give Company a minimum of thirty days written notice of default under the terms of this Bonding Agreement and the opportunity to cure this default during such thirty-day period. If a default is not cured to the satisfaction of Department, or provision acceptable to Department is not made for a cure, Department may then elect to terminate this Bonding Agreement in whole or in part, and may in addition exercise its rights under the Master Bond or seek any other lawful relief available. Company may terminate this Bonding Agreement upon thirty days written notice to Department for any reason. In the event Company terminates this Agreement for any reason, it shall be liable for the repair and maintenance costs set forth above for prior Project Transportation Usage.
- XIV. Nothing herein shall be construed to mean that Company shall have any jurisdiction or control over any public roads in the state road system.
- XV. Company, its contractors, agents, employees and suppliers shall at all times be subject to applicable provisions of state and federal law, including without limitation laws requiring operation of vehicles in accordance with legal size and weight restrictions and posted weight limits. Oversize/overweight permits for vehicle or loads not otherwise conforming with law must be obtained in accordance with law; Department agrees to work in good faith with Company to review and grant (where authorized by law) such permits in accordance upon request by Company.

 Office of Oil & Gas
- XVI. This Bonding Agreement shall be construed and enforced in accordance with the laws of the State of West Virginia, as they may be amended.
- XVII. This Bonding Agreement shall be binding upon the successors and assigns of each party hereto.

IN WITNESS WHEREOF, the parties hereto have caused this Bonding Agreement to be executed by their duly authorized officers effective as of the date first above written.

WEST VIRGINIA DEPARTMENT OF TRANSPORTATION, DIVISION OF HIGHWAYS

(To be executed in duplicate)

APPROVED AS TO FORM THIS

BY DAY OF Man. 20/2

MEY LEGAL DIVISION VIRGINIA DEPARTMENT OF HIGHWAYS

Curve skilling grave

1.9 2013

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

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11. LD-9

Polyether Polyol – Drilling Fluid Defoamer

12. Mil Mica

Hydro-Biotite Mica – LCM

Jul 1 9 2013

13. Escaid 110

Drilling Fluild Solvent - Aliphatic Hydrocarbon

14. Ligco

Highly Oxidized Leonardite - Filteration 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

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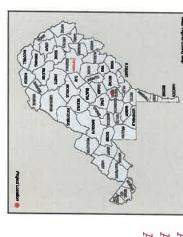
JUL | 9 2013

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-nitrilopropionamide	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
Sillica, 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

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API#1706321 API#1706320 API#1706322

PENNINGTON NORTH PAD AND ASSOCIATED PIT

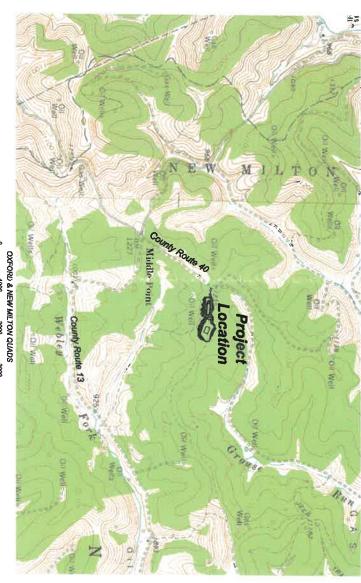
EROSION & SEDIMENT CONTROL PLANS SITE DESIGN, CONSTRUCTION PLAN, & ANTERO RESOURCES CORPORATION

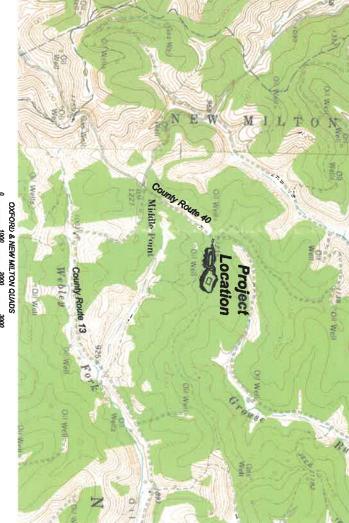
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Virighia Stete Plane Coordinale System I Zone, NADB3 Itone Based on NAVDB8 Itlished By Survey Grade GPS & OPUS Post-Processing

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Ter Informed 1994







hn Kawcak, Engineer 7-368-1553

Wagoner, Environmental Engineer -622-3842, ext 311 Off. 304-476-9770 Cell

e Ash - Survey Coordinator -380-6181 Cell n Wince - Construction Meneger -869-3405 Off. 304-483-0833 Cell

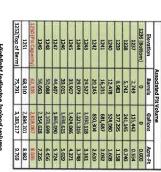
er Duniap - Survey Coordinator -651-5588

ject Contacts

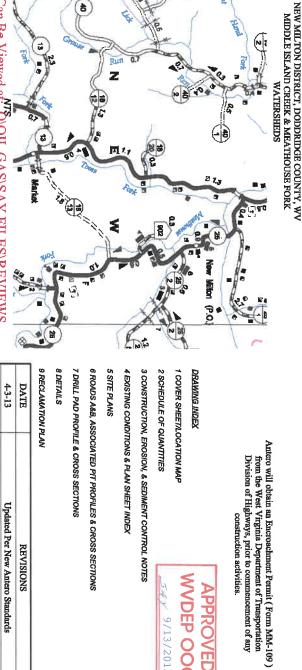
Ped (0714 Melona) N=4340181.11 m Red (0714 Melona) N=4340178.85 m Red PE (0714 Melona) N=4340162.38 m

Design Certification rans attached hereto here been prepared in transe with the West Virginia Code of State Rules, an of Environmental Protection, Office of Oil and CSR 35-8. The information reflects an associated fracture ege volume is pumped, pond is lined.

Highlight Indicates Incised volume



HERE ARE NO STREAM OR WETLAND
ACTS ASSOCIATED WITH THIS PROJECT



business days before you dig in the state of West Virginia. IT'S THE LAW!!

Know what's Delow

Electronic Version of Plans Can Be Viewed at. OIL GAS\SAY FILES\REVIEWS

6-17-13 6-25-13

Revised Per Navitus Review Comments

Updated Per New Antero Standards New Well Layout Configuration

REVISIONS

Scale: N/A

Antero 217-12

10/2/12

Gall before you dig.

FIRM MAP NUMBER(S) FOR SITE:

540017C0230 C

A/N N/A ğ ğ

Projec

FLOODPLAIN SHOWN ON DRAWINGS:

IBC-RAS STUDY COMPLETED:

OO SITE CONSTRUCTION ACTIVITIES TAKE PLACE IN FLOODPLAIN: PERMIT NEEDED FROM COUNTY FLOODPLAIN COORDINATOR:

Thm Ferguson - Wettend Specialist 304-342-1400

Kirk Wilson, PE - L&W Enterprises, Inc 304-257-4818 Off. 304-668-0365 Cell

1000' of a surface or ground water Intake to a public water supply.

Yetzer, PS, EI, - Allegheny Surveys Inc. -848-5035 Off. 304-619-4937 Cell

ste Environmental Consultenta

thony Smith, Fleki Engineer 1-869-3405 Off. 304-673-6196 Cell

on Kunzler, Construction Superviso. -227-8344

All Pad and Associated Pit con-

Well Location Restrictions:

* 250' from an existing well or developed spring used for human or domestic animals

625' from occupied dwelling or barn greater than 2500 SF used for pouttry or delay measured from the center of the ped.

100' from edge of disturbance to wetlands, pond or reservoir.

streams, natural or artificial lake,

ACREAGES OF CONSTRUCTION IN FLOODPLAIN:

MISS Utility of West Virginia

1-800-245-4848

West Virginia State Law (Section XIV: Chapter 24-C) Requires that you call two

APPROVED



COVER SHEET/LOCATION MAP PENNINGTON NORTH PAD AND ASSOCIATED PIT





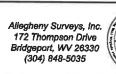




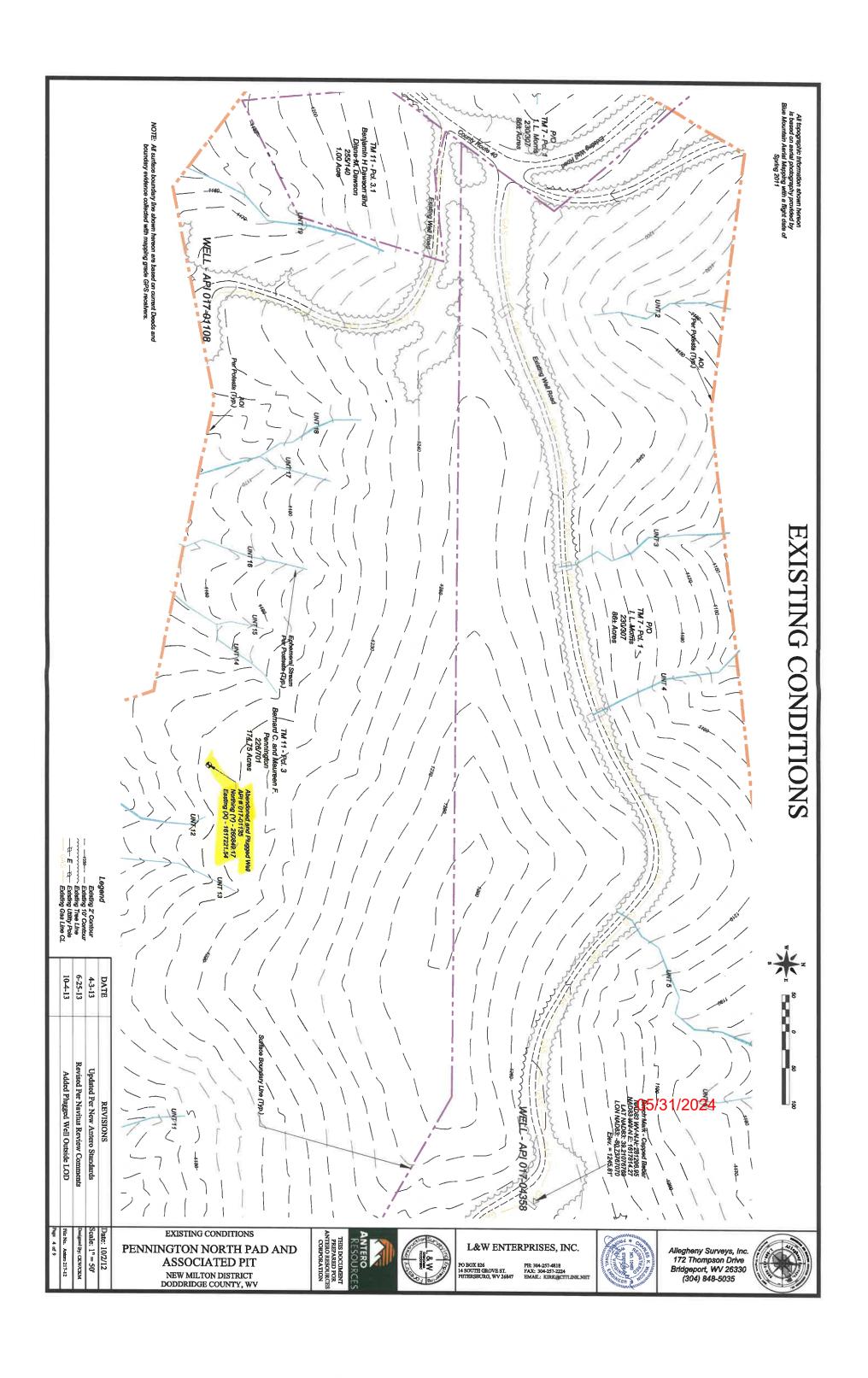


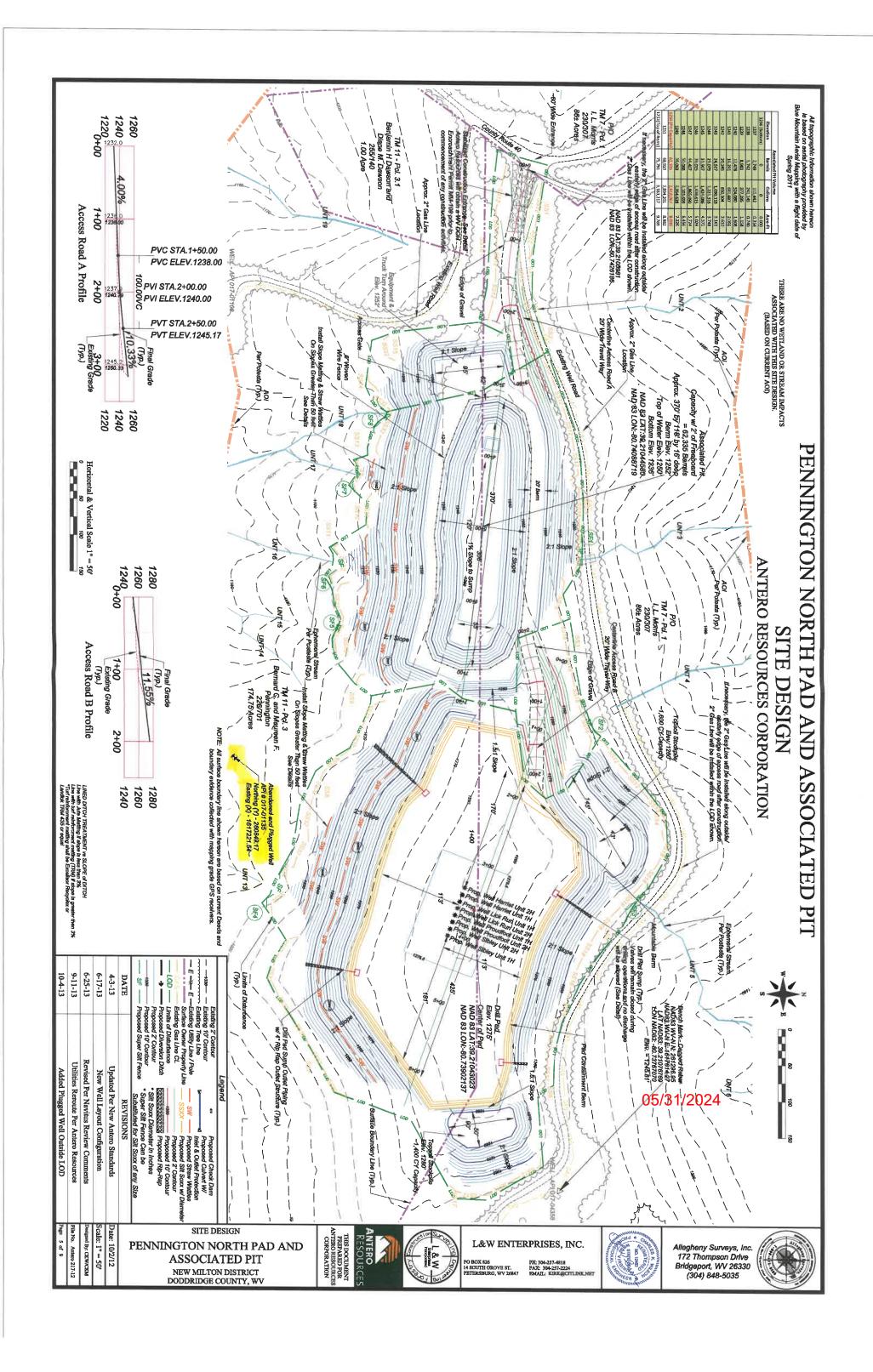


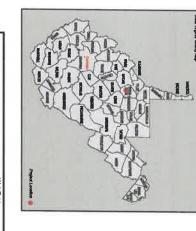
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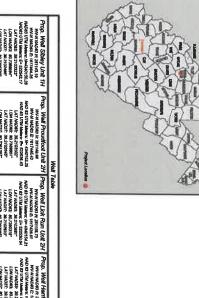


NEW MILTON DISTRICT DODDRIDGE COUNTY, WV









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itero Resources

fike Ash - Survey Coordinator 04-380-6181 Cell om Wince - Construction Manager 04-869-3405 Off. 304-483-0933 Cell

ger Dunlap - Survey Coordinator 4-851-5588

Wagoner, Environmental Engineer 4-622-3842, ext 311 Off. 304-476-9770 Cell

nn Kawcak, Engineer 17-368-1553

Inthony Smith, Field Engineer 104-869-3405 Off. 304-673-8196 Cell

All Pad and Associated Pit construction complies with the follow

250' from an existing well or developed spring used for human or domestic animals

Well Location Restrictions:

l Yetzer, PS, EI, - Allegheny Surveys Inc. 4-848-5035 Off. 304-619-4937 Cell

Tim Ferguson - Welland Specialist 304-342-1400

business days before you dig in the state of West Virginia. IT'S THE LAW!!

Know what's DelOW.

Call before you dig.

(Section XIV: Chapter 24-C)

West Virginia State Law

Requires that you call two

ACREAGES OF CONSTRUCTION IN FLOODPLAIN:

MISS Utility of West Virginia

1-800-245-4848

IRM MAP NUMBER(S) FOR SITE: FLOODPLAIN SHOWN ON DRAWINGS: PERMIT NEEDED FROM COUNTY FLOODPLAIN COORDINATOR:

OO SITE CONSTRUCTION ACTIVITIES TAKE PLACE IN FLOODPLAIN:

FLOODPLAIN CONDITIONS

HEC-RAS STUDY COMPLETED:

N/A NO NO (irk Wilson, PE - L&W Enterprises, Inc 104-257-4818 Off. 304-668-0365 Cell

1000' of a surface or ground water intake to a public water supply. 300' from edge of disturbance to a naturally reproducing trout stream.

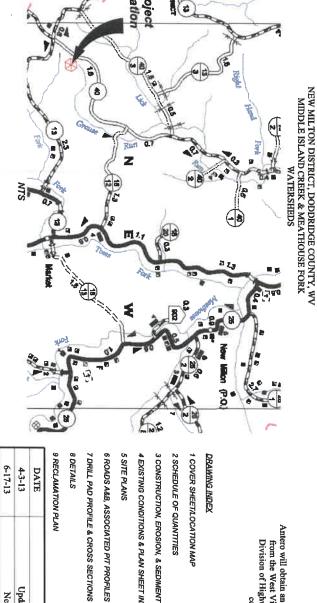


HOW HOS

Design Certification

The drawings, construction notes, and reference diagrams attached hereto have been prepared in elagrams attached hereto have been prepared in excoordance with the West Virginia Code of State Rules, Division of Environmental Protection, Office of Oil and Gas § CSR 35-8. The information reflects an associated

THERE ARE NO STREAM OR WETLAND IMPACTS ASSOCIATED WITH THIS PROJECT Highlight Indicates Incised volume



PIT PROFILES & CROSS SECTIONS

Revised Per Navitus Review Comment

Updated Per New Antero Standards New Well Layout Configuration

REVISIONS

Scale: N/A
Dosigned By: CKW/CKM ile No. Antero 217-12

10/2/12

& SEDIMENT CONTROL NOTES

COVER SHEET/LOCATION MAP

ASSOCIATED PIT NEW MILTON DISTRICT DODDRIDGE COUNTY, WV

AN SHEET INDEX

Antero will obtain an Encroachment Permit (Form MM-109) from the West Virginia Department of Transportation Division of Highways, prior to commencement of any construction activities.

PENNINGTON NORTH PAD AND

THIS DOCUMENT
PREPARED FOR
NTERO RESOURCES
CORPORATION



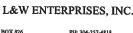














LOD Area (ac)
Road A (300 ft)
ccess Road B (204 ft)
Associated Pit
Drill Pad

Allegheny Surveys, Inc. 172 Thompson Drive Bridgeport, WV 26330 (304) 848-5035

| Owner Information | An | Owner Information | Owner Inf

Nest Viginia State Plane Coordinate System
North Zone, NAD83
Elevations Based on NAVD88
Established By Survey Grade GPS & OPUS Post-Processing



PENNINGTON NORTH PAD AND ASSOCIATED PIT

EROSION & SEDIMENT CONTROL PLANS SITE DESIGN, CONSTRUCTION PLAN, &

ANTERO RESOURCES CORPORATION