



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, 2015

ANTERO RESOURCES CORPORATION
1615 WYNKOOP STREET
DENVER, CO 80202

Re: Permit Modification Approval for API Number 8510162, Well #: DUCHENE UNIT 3H

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,

A handwritten signature in blue ink that reads "Gene Smith".

Gene Smith
Assistant Chief of Permitting
Office of Oil and Gas

Promoting a healthy environment.

06/19/2015



June 8, 2015

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. Melanie Hankins
601 57th Street
Charleston, WV 25304

Ms. Hankins:

Antero Resources Corporation (Antero) would like to submit the following permit modifications for two approved wells on the Kelly Pad. We are requesting to extend the horizontal lateral lengths which will change the bottom hole locations of the **Duchene Unit 3H (API# 47-085-10162)** and Duchene Unit 4H (API# 47-085-10168).

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 new leases we will be drilling into
- 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,

A handwritten signature in blue ink that reads "Ashlie Steele".

Ashlie Steele
Permitting Supervisor
Antero Resources Corporation

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Enclosures

06/19/2015

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

1) Well Operator: Antero Resources Corporation 494488557 085 -Ritchie Clay Pennsboro 7.5'
Operator ID County District Quadrangle

2) Operator's Well Number: Duchene Unit 3H Well Pad Name: Kelly Pad

3) Farm Name/Surface Owner: Eddy D. Waggoner, et al Public Road Access: CR 74

4) Elevation, current ground: ~1145' Elevation, proposed post-construction: 1,127'

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

(b) If Gas Shallow Deep
Horizontal

6) Existing Pad: Yes or No No

7) Proposed Target Formation(s), Depth(s), Anticipated Thickness and Expected Pressure(s):
Marcellus Shale: 6,600' TVD, Anticipated Thickness- 75 feet, Associated Pressure- 2800#

8) Proposed Total Vertical Depth: 6600' TVD

9) Formation at Total Vertical Depth: Marcellus Shale

10) Proposed Total Measured Depth: 16400' MD

11) Proposed Horizontal Leg Length: 8859'

12) Approximate Fresh Water Strata Depths: 303', 380'

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

14) Approximate Saltwater Depths: 533', 1567', 1802'

15) Approximate Coal Seam Depths: None Available

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

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

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

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18)

CASING AND TUBING PROGRAM

TYPE	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#	430'	430'	CTS, 597 Cu. Ft
Coal	9-5/8"	New	J-55	36#	2475'	2475'	CTS, 1008 Cu. Ft.
Intermediate							
Production	5-1/2"	New	P-110	20#	16400'	16400'	4110 Cu. Ft.
Tubing	2-3/8"	New	N-80	4.7#		7100'	
Liners							

MSW

TYPE	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

Kind:	N/A			Received Office of Oil & Gas JUN 09 2015
Sizes:	N/A			
Depths Set:	N/A			

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 air drills the fresh water string which makes it difficult to determine when freshwater is encountered, therefore we have built in a buffer for the casing setting depth which helps to ensure that all fresh water zones are covered.

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): 20.20 acres

22) Area to be disturbed for well pad only, less access road (acres): 5.57 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

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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.

*Note: Attach additional sheets as needed.

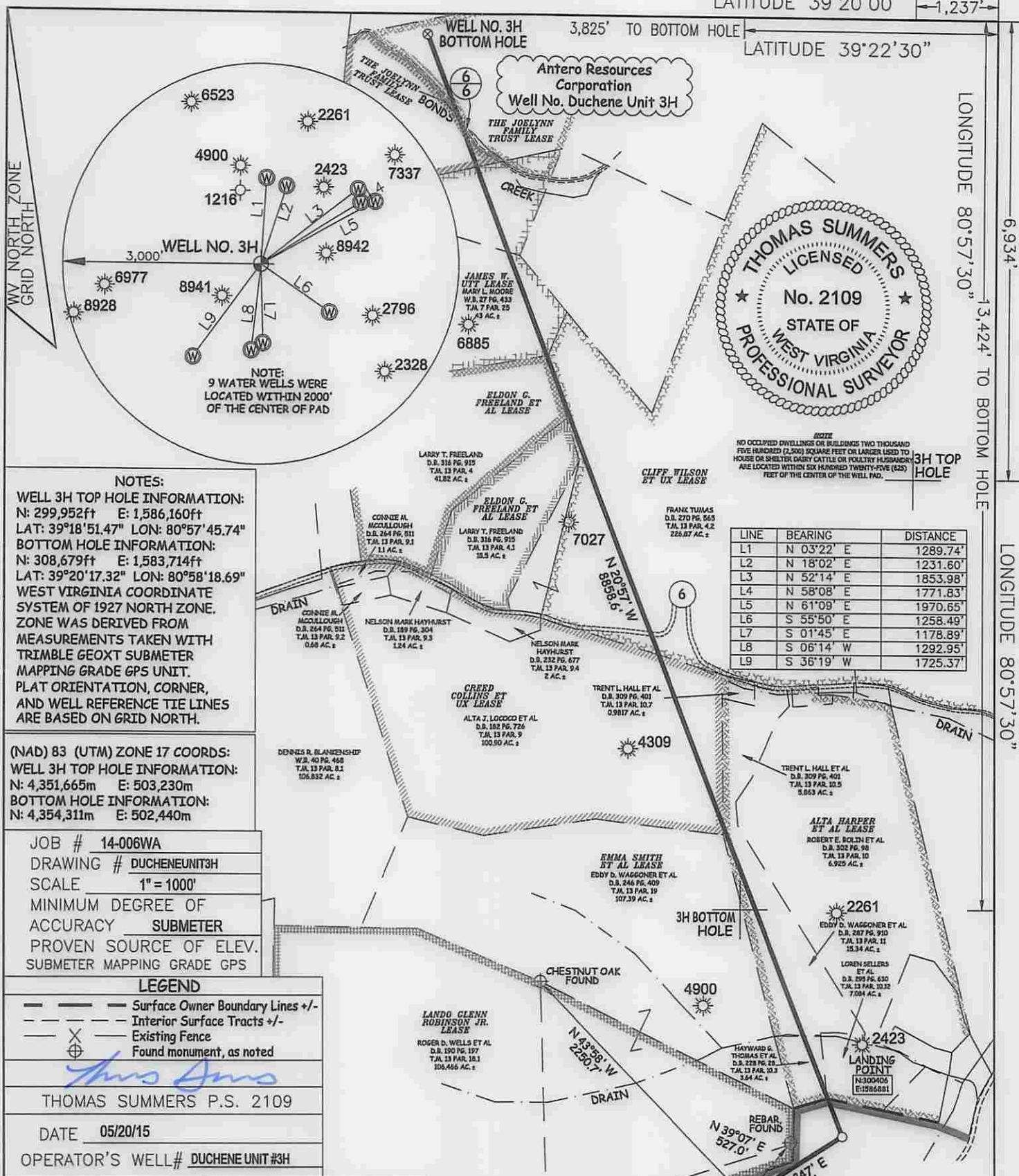
LATITUDE 39°20'00" | -1,237'

LATITUDE 39°22'30"

LONGITUDE 80°57'30" | 3,424' TO BOTTOM HOLE

6,934'

LONGITUDE 80°57'30"



NOTE: NO OCCUPIED DWELLINGS OR BUILDINGS TWO THOUSAND FIVE HUNDRED (2,500) SQUARE FEET OR LARGER USED TO HOUSE OR SHELTER DAIRY CATTLE OR POULTRY HUSBANDRY ARE LOCATED WITHIN SIX HUNDRED TWENTY-FIVE (625) FEET OF THE CENTER OF THE WELL PAD.

NOTES:
 WELL 3H TOP HOLE INFORMATION:
 N: 299,952ft E: 1,586,160ft
 LAT: 39°18'51.47" LON: 80°57'45.74"
 BOTTOM HOLE INFORMATION:
 N: 308,679ft E: 1,583,714ft
 LAT: 39°20'17.32" LON: 80°58'18.69"
 WEST VIRGINIA COORDINATE SYSTEM OF 1927 NORTH ZONE. ZONE WAS DERIVED FROM MEASUREMENTS TAKEN WITH TRIMBLE GEOXT SUBMETER MAPPING GRADE GPS UNIT. PLAT ORIENTATION, CORNER, AND WELL REFERENCE TIE LINES ARE BASED ON GRID NORTH.

(NAD) 83 (UTM) ZONE 17 COORDS:
 WELL 3H TOP HOLE INFORMATION:
 N: 4,351,665m E: 503,230m
 BOTTOM HOLE INFORMATION:
 N: 4,354,311m E: 502,440m

JOB # 14-006WA
 DRAWING # DUCHENEUNIT3H
 SCALE 1" = 1000'
 MINIMUM DEGREE OF ACCURACY SUBMETER
 PROVEN SOURCE OF ELEV. SUBMETER MAPPING GRADE GPS

LEGEND
 - - - Surface Owner Boundary Lines +/-
 - - - Interior Surface Tracts +/-
 X Existing Fence
 ⊕ Found monument, as noted

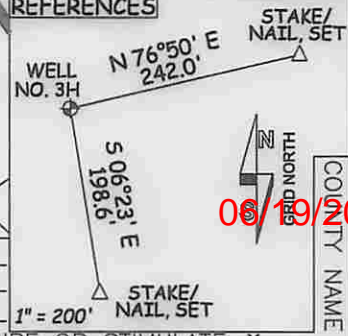
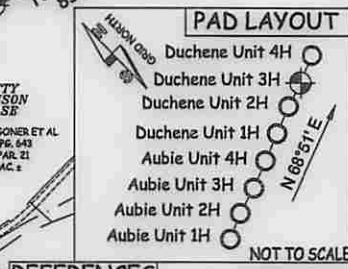
THOMAS SUMMERS P.S. 2109
 DATE 05/20/15
 OPERATOR'S WELL# DUCHENE UNIT #3H

I THE UNDERSIGNED, HEREBY CERTIFY THAT THIS PLAT IS CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF AND SHOWS ALL THE INFORMATION REQUIRED BY LAW AND THE RULES ISSUED AND PERSCRIBED BY THE DEPARTMENT OF ENVIRONMENTAL PROTECTION.



STATE OF WEST VIRGINIA, DIVISION OF ENVIRONMENTAL PROTECTION, OFFICE OF OIL AND GAS
 WILLOW LAND SURVEYING PLLC
 220 MASONIC AVE. PENNSBORO WEST VIRGINIA 26415

STATE OF WEST VIRGINIA DEPARTMENT OF ENERGY DIVISION OF OIL AND GAS
 API WELL # 47 - 085 - 10162MDD
 WELL TYPE: OIL GAS X LIQUID INJECTION WASTE DISPOSAL
 (IF "GAS") PRODUCTION X STORAGE DEEP SHALLOW X
 LOCATION: ELEVATION 1,145' ORIGINAL - 1,127' PROPOSED WATERSHED NORTH FORK HUGHES RIVER
 QUADRANGLE PENNSBORO 7.5' DISTRICT CLAY COUNTY RITCHIE
 SURFACE OWNER EDDY D. WAGGONER ET AL ACREAGE 59.93 ACRES +/-
 OIL & GAS ROYALTY OWNER BETTY JOHNSON; ALTA HARPER ET AL; CREED COLLINS ET UX; CLIFF WILSON ET UX; ELDON G. FREELAND ET AL; JAMES W. UTT; THE JOELYNN FAMILY TRUST; THE JOELYNN FAMILY TRUST



LEASE ACREAGE 130 AC±; 112 AC±; 104 AC±; 413 AC±; 38 AC±; 56.5 AC±; 16 AC±; 22 AC±
 PROPOSED WORK: DRILL ___ CONVERT ___ DRILL DEEPER X REDRILL ___ FRACTURE OR STIMULATE X
 PLUG OFF OLD FORMATION ___ PERFORATE NEW FORMATION X OTHER PHYSICAL CHANGE IN WELL (SPECIFY) MOD-BHL PLUG & ABANDON ___ CLEAN OUT & REPLUG ___
 TARGET FORMATION MARCELLUS ESTIMATED DEPTH 6,600' TVD 16,400' MD
 WELL OPERATOR ANTERO RESOURCES CORP. DESIGNATED AGENT CT CORPORATION SYSTEM-DIANNA STAMPER
 ADDRESS 1615 WYNKOOP STREET ADDRESS 5400 D BIG TYLER ROAD
 FORM WW-6 DENVER, CO 80202 CHARLESTON, WV 25313

06/19/2015

COUNTY NAME PERMIT

WW-6A1

Operator's Well Number Duchene Unit 3H

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

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

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

Grantor, lessor, etc.	Grantee, lessee, etc.	Royalty	Book/Page
<u>Betty Johnson Lease</u>			
Betty Johnson	Key Oil Company	1/8	0233/0947
Key Oil Company	Antero Resources Appalachian Corporation	Assignment	0253/0758
Antero Resources Appalachian Corporation	Antero Resources Corporation	Name Change	Exhibit 1
<u>Lando Glenn Robinson Jr. Lease</u>			
Lando Glenn Robinson, Jr.	Antero Resources Appalachian Corporation	1/8+	0263/0351
Antero Resources Appalachian Corporation	Antero Resources Corporation	Name Change	Exhibit 1
<u>Alta Harper et al Lease</u>			
Alta Harper, et al	J.A.R.C.O., Inc.	1/8	0211/0727
J.A.R.C.O., Inc.	Perkins Oil & Gas	Assignment	0212/0050
Perkins Oil & Gas	Clay M. Perkins	Assignment	0232/0115
Clay M. Perkins and Daryl L. Perkins	Perkins Production Company, LLC.	Assignment	0232/0213
Perkins Production Company LLC	Antero Resources Corporation	Assignment	0264/1045
<u>Emma Smith et al Lease</u>			
Emma Smith et al	Palmer Hill	1/8	0129/0747
Palmer Hill	Clyde Kelly	Assignment	0131/0225
Clyde Helly	Ira M. Jones and Clyde Kelly	Assignment	0132/0311
Ira M. Jones, et al	Big A Oil Company	Assignment	0132/0492
Big A Oil Company	Lamar Oil & Gas Company	Assignment	0196/0320
Lamar Oil & Gas Company	Perkins Production Company LLC	Assignment	0233/0618
Perkins Production Company LLC	Antero Resources Corporation	Assignment	0264/1045
<u>Creed Collins, et ux Lease</u>			
Creed Collins, et ux	J.F. Donaldson	1/8	0024/0313
J.F. Donaldson	The Philadelphia Company of west Virginia	Assignment	0026/0342
The Philadelphia Company of West Virginia	Pittsburgh & West Virginia Gas Company	Assignment	0058/0359
Pittsburgh & West Virginia Gas company	Equitable Gas Company	Assignment	0126/0515
Equitable Gas company & Philadelphia Oil Company	Carl D. Perkins, et ux	Assignment	0222/0433
Carl D. Perkins, et ux	Perkins Oil & Gas Inc	Assignment	0222/0438
Perkins Oil & Gas Inc.	Perkins Production Company LLC	Assignment	0241/0319
Perkins Production Company LLC	Antero Resources Corporation	Assignment	0264/1045
<u>Cliff Wilson, et ux Lease</u>			
Cliff Wilson, et ux	Carl D. Perkins, et ux	1/8	0114/0272
Carl D. Perkins, et ux	Perkins Oil & Gas Inc.	Assignment	0131/0680
Perkins Oil & Gas Inc.	Antero Resources Corporation	Assignment	0264/1045

Received
Office of Oil & Gas

JUN 09 2015 0114/0272

*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.

06/19/2015

CONTINUED ON NEXT PAGE

WW-6A1

Operator's Well Number Duchene Unit 3H

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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Grantor, lessor, etc.	Grantee, lessee, etc.	Royalty	Book/Page
<u>Eldon G. Freeland, et al Lease</u>			
Eldon G. Freeland, et al	J&J Enterprises, Inc.	1/8	0168/0687
J&J Enterprises, Inc.	Equitable Resources, Eastern Pennsylvania, New Jersey Natural	Stipulation of Interest and Assignment	0208/0132
Equitable Resources, Eastern Pennsylvania, New Jersey Natural	Everest East Limited Partnership	Assignment	0222/0273
Everest East Limited Partnership	The Houston Exploration Company	Assignment	0234/0890
The Houston Exploration Company	Seneca-Upshur Petroleum, Inc.	Assignment and Assumption Agreement	0236/0650
Seneca-Upshur Petroleum, Inc.	Seneca-Upshur Petroleum, LLC	Assignment	0311/0863
Seneca-Upshur petroleum, LLC et al	Antero Resources Appalachian Corporation	Memorandum of Joint Use Agreement	0258/0932
Antero Resources Appalachian Corporation	Antero Resources Corporation	Name Change	Exhibit 1
<u>Eldon G. Freeland, Et Al Lease</u>			
Eldon G. Freeland et al	J&J Enterprises, Inc.	1/8	0168/0683
J&J Enterprises, Inc.	Eastern American Energy Corporation	Assignment	0231/0732
Eastern American Energy Corporation	Energy Corporation of America	Assignment	0250/0393
Energy Corporation of America	Antero Resources Appalachian Corporation	Assignment	0257/0377
Antero Resources Appalachian Corporation	Antero Resources Corporation	Name Change	Exhibit 1
<u>James W. Utt Lease</u>			
James W. Utt	J&J Enterprises, Inc.	1/8	0165/0539
J & J Enterprises, Inc.	Eastern American Energy Corporation	Assignment	0231/0732
Eastern American Energy Corporation	Energy Corporation of America	Assignment	0250/0393
Energy Corporation of America	Antero Resources Appalachian Corporation	Assignment	0257/0377
Antero Resources Appalachian Corporation	Antero Resources Corporation	Name Change	Exhibit 1

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Office of Oil & Gas
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*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.

WW-6A1
(5/13)

Operator's Well No. Duchene Unit 3H

**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
<u>The Joelynn Family Trust Lease</u>	The Joelynn Family Preservation Trust, Robert P. Jackson, Trustee	Antero Resources Corporation	1/8+	0283/0145

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

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

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

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

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JUN 09 2015

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
Its: VP of Production

FORM WW-6A1
EXHIBIT 1

FILED

JUN 10 2013

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



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

APPLICATION FOR
AMENDED CERTIFICATE
OF AUTHORITY

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

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

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

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

Important Legal Notice Regarding Signature Per West Virginia Code §311-1-129, Penalty for signing false document. Any person who signs a document he or she knows is false in any material respect and knows that the document is to be delivered to the secretary of state for filing is guilty of a misdemeanor and, upon conviction thereof, shall be fined not more than one thousand dollars or confined in the county or regional jail not more than one year, or both.

Form CF-4

Issued by the Office of the Secretary of State

Received
Office of Oil & Gas
Revised 4/13

JUN 09 2015