ANTERO RESOURCES CORP
Form 424B3
April 30, 2012

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PROSPECTUS

Offer to Exchange Up To $400,000,000 of 7.25% Senior Notes due 2019 That Have Not Been Registered Under The Securities Act of 1933 For Up To $400,000,000 of 7.25% Senior Notes due 2019 That Have Been Registered Under The Securities Act of 1933

Terms of the New 7.25% Senior Notes due 2019 Offered in the Exchange Offer:

The terms of the new notes are identical to the terms of the old notes that were issued on August 1, 2011, except that the new notes will be registered under the Securities Act of 1933 and will not contain restrictions on transfer, registration rights or provisions for additional interest.

Terms of the Exchange Offer:

We are offering to exchange up to $400,000,000 of our old notes for new notes with materially identical terms that have been registered under the Securities Act of 1933 and are freely tradable.

We will exchange all old notes that you validly tender and do not validly withdraw before the exchange offer expires for an equal principal amount of new notes.

The exchange offer expires at 5:00 p.m., New York City time, on May 29, 2012, unless extended.

Tenders of old notes may be withdrawn at any time prior to the expiration of the exchange offer.

The exchange of new notes for old notes will not be a taxable event for U.S. federal income tax purposes.

Broker-dealers who receive new notes pursuant to the exchange offer acknowledge that they will deliver a prospectus in connection with any resale of such new notes.

Broker-dealers who acquired the old notes as a result of market-making or other trading activities may use the prospectus for the exchange offer, as supplemented or amended, in connection with resales of the new notes.

You should carefully consider the risk factors beginning on page 9 of this prospectus before participating in the exchange offer.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is April 30, 2012

This prospectus is part of a registration statement we filed with the Securities and Exchange Commission. In making your investment decision, you should rely only on the information contained in this prospectus and in the accompanying letter of transmittal. We have not authorized anyone to provide you with any other information. We are not making an offer to sell these securities or soliciting an offer to buy these securities in any jurisdiction where an offer or solicitation is not authorized or in which the person making that offer or solicitation is not qualified to do so or to anyone whom it is unlawful to make an offer or solicitation. You should not assume that the information contained in this prospectus is accurate as of any date other than its date.

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In this prospectus we refer to the notes to be issued in the exchange offer as the "new notes" or "new Notes," and we refer to the $400 million principal amount of our 7.25% senior notes due 2019 issued on August 1, 2011 as the "old notes" or "old Notes." We refer to the new notes and the old notes collectively as the "notes." In this prospectus, references to the "issuer" refer to Antero Resources Finance Corporation, a Delaware corporation and an indirect wholly owned subsidiary of Antero Resources LLC, a Delaware limited liability company. Antero Resources Finance Corporation was formed to be the issuer of the notes. References to "Antero" or "Antero Resources" refer to Antero Resources LLC unless otherwise indicated or the context otherwise requires. References to "operating subsidiaries" refer to Antero's principal operating subsidiaries, Antero Resources Corporation, Antero Resources Bluestone LLC, Antero Resources Piceance Corporation, Antero Resources Pipeline Corporation and Antero Resources Appalachian Corporation, each of which is a Delaware corporation or limited liability company, as applicable. References to "we," "us" or "our" refer to Antero and its subsidiaries, unless otherwise indicated or the context otherwise requires. References to "guarantors" refer to Antero and each of its subsidiaries that guarantee amounts outstanding on the notes on a joint and several basis.

This prospectus incorporates important business and financial information about us that is not included or delivered with this prospectus. Such information is available without charge to holders of old notes upon written or oral request made to Antero Resources Finance Corporation, 1625 17th Street, Denver, Colorado, 80202, Attention: Chief Financial Officer (Telephone (303) 357-7310). To obtain timely delivery of any requested information, holders of old notes must make any request no later than five business days prior to the expiration of the exchange offer.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

The information in this prospectus includes "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act") and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). All statements, other than statements of historical fact included in this prospectus, regarding our strategy, future operations, financial position, estimated revenues and losses, projected costs, prospects, plans and objectives of management are forward-looking statements. When used in this prospectus, the words "could," "believe," "anticipate," "intend," "estimate," "expect," "project" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain such identifying words. These forward-looking statements are based on our current expectations and assumptions about future events and are based on currently available information as to the outcome and timing of future events. When considering forward-looking statements, you should keep in mind the risk factors and other cautionary statements described under the heading "Risk Factors" included in this prospectus. These forward-looking statements are based on management's current belief, based on currently available information, as to the outcome and timing of future events.

Forward-looking statements may include statements about our:

- business strategy;
- reserves;
- financial strategy, liquidity and capital required for our development program;
- realized natural gas, natural gas liquids and oil prices;
- timing and amount of future production of natural gas, natural gas liquids and oil;
- hedging strategy and results;
- future drilling plans;
- competition and government regulations;
- pending legal or environmental matters;
- marketing of natural gas, natural gas liquids and oil;
- leasehold or business acquisitions;
- costs of developing our properties and conducting our gathering and other midstream operations;
- general economic conditions;

- credit markets;

- uncertainty regarding our future operating results; and

- plans, objectives, expectations and intentions contained in this prospectus that are not historical.

We caution you that these forward-looking statements are subject to all of the risks and uncertainties, most of which are difficult to predict and many of which are beyond our control, incident to the exploration for and development, production, gathering and sale of natural gas, natural gas liquids and oil. These risks include, but are not limited to, commodity price volatility, inflation, lack of availability of drilling and production equipment and services, environmental risks, drilling and other operating risks, regulatory changes, the uncertainty inherent in estimating natural gas, natural gas liquids and oil reserves and in projecting future rates of production, cash flow and access to capital, the

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timing of development expenditures, and the other risks described under "Risk Factors" in this prospectus.

Reserve engineering is a process of estimating underground accumulations of natural gas and oil that cannot be measured in an exact way. The accuracy of any reserve estimate depends on the quality of available data, the interpretation of such data and price and cost assumptions made by reservoir engineers. In addition, the results of drilling, testing and production activities may justify revisions of estimates that were made previously. If significant, such revisions would change the schedule of any further production and development drilling. Accordingly, reserve estimates may differ significantly from the quantities of natural gas and oil that are ultimately recovered.

Should one or more of the risks or uncertainties described in this prospectus occur, or should underlying assumptions prove incorrect, our actual results and plans could differ materially from those expressed in any forward- looking statements.

All forward-looking statements, expressed or implied, included in this prospectus are expressly qualified in their entirety by this cautionary statement. This cautionary statement should also be considered in connection with any subsequent written or oral forward-looking statements that we or persons acting on our behalf may issue.

Except as otherwise required by applicable law, we disclaim any duty to update any forward-looking statements, all of which are expressly qualified by the statements in this section, to reflect events or circumstances after the date of this prospectus.

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PROSPECTUS SUMMARY

This summary highlights some of the information contained in this prospectus and does not contain all of the information that may be important to you. You should read this entire prospectus and the documents to which we refer you before making an investment decision. You should carefully consider the information set forth under "Risk Factors" beginning on page 9 of this prospectus and the other cautionary statements described in this prospectus. In addition, certain statements include forward looking information that involves risks and uncertainties. See "Cautionary Statement Regarding Forward-Looking Statements." The information in this prospectus with respect to our estimated proved reserves as of December 31, 2011 has been prepared by our internal reserve engineers and audited by our independent reserve engineering firms. Certain operational terms used in this prospectus are defined in "Annex B: Glossary of Natural Gas and Oil Terms."

Our Company

Antero Resources is an independent oil and natural gas company engaged in the exploration, development and production of natural gas, NGL, and oil properties located onshore in the United States. We focus on unconventional reservoirs, which can generally be characterized as fractured shales and tight sand formations. Our properties are primarily located in the Appalachian Basin in West Virginia and Pennsylvania, the Arkoma Basin in Oklahoma and the Piceance Basin in Colorado. Our corporate headquarters are in Denver, Colorado.

Our management team has worked together for many years and has a successful track record of reserve and production growth as well as significant expertise in unconventional resource plays. Our strategy is to leverage our team's experience delineating and developing natural gas resource plays to profitably grow our reserves and production, primarily through internally generated projects on our acquired acreage. As of December 31, 2011, our estimated proved reserves were approximately 5.0 Tcfe, consisting of 3.9 Tcf of natural gas, 164 MMBbl of NGLs, and 17 MMBbl of oil. As of December 31, 2011, 78% of our proved reserves were natural gas, 17% were proved developed and 93% were operated by us. From December 31, 2007 through December 31, 2011, we grew our estimated proved reserves from 235 Bcfe to 5.0 Tcfe. In addition, we grew our average daily production from 31 MMMBtu/d for the year ended December 31, 2007 to 244 MMcfe/d for the year ended December 31, 2011. For the year ended December 31, 2011, we generated cash flow from operations of $266 million, net income of $393 million and EBITDAX of $341 million. Net income in 2011 includes $560 million of unrealized commodity hedge gains and $230 million of deferred income tax expense that largely resulted from these unrealized hedge gains. See "Selected Financial Data Non-GAAP Financial Measure" for a definition of EBITDAX (a non-GAAP measure) and a reconciliation of EBITDAX to net income (loss).

We have assembled a diversified portfolio of long-lived properties that are characterized by what we believe to be low geologic risk, and repeatable drilling opportunities. Our drilling opportunities are focused in the Marcellus and Upper Devonian Shales of the Appalachian Basin; the Mesaverde tight sands, the Mancos and Niobrara Shales of the Piceance Basin; and the Woodford and Fayetteville Shales of the Arkoma Basin. From inception, we have drilled and operated 483 wells through December 31, 2011 with a success rate of approximately 98%. Our drilling inventory consists of approximately 8,500 potential well locations, all of which are unconventional resource opportunities. For information on the possible limitations on our ability to drill our potential locations, see "Risk Factors."

As of December 31, 2011, we had entered into hedging contracts covering a total of approximately 610 Bcfe of our projected natural gas, NGL, and oil production from January 1, 2012 through December 31, 2016 at a weighted average index price of $5.56 per MMBtu. For the year ending December 31, 2012, we have hedged approximately 103 Bcfe of our projected natural gas and oil

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production at a weighted average index price of $5.74 per MMBtu. We believe this hedge position provides significant protection to future operations and capital spending plans from currently low gas prices, which have fallen to approximately $2.50 per Mcf in February 2012.

On October 26, 2011, we entered into a third amendment to our senior secured revolving bank credit facility (the "Credit Facility"). The amendment provided for the increase of the borrowing base under the Credit Facility from $800 million to $1.2 billion and increased the lender commitments under the Credit Facility from $750 million to $850 million. The borrowing base under the Credit Facility is redetermined semiannually and is based on the amount of our proved oil and gas reserves and the estimated cash flows from these reserves and our hedge positions. The next redetermination is scheduled to occur in May 2012. The Credit Facility provides for a maximum availability of $1.5 billion. At December 31, 2011, we had $386 million of borrowings and letters of credit outstanding under the Credit Facility and $464 million of available borrowing capacity based on $850 million of lender commitments at that date. The Credit Facility matures in May 2016.

For the year ended December 31, 2011, our capital expenditures were approximately $930 million for drilling, leasehold, and gathering. This included the acquisition in September 2011 of a 7% overriding royalty interest related to 115,000 net acres operated by us in the core of our West Virginia and Pennsylvania Marcellus acreage position for $193 million. Our capital expenditure budget for 2012, as approved by our Board of Directors, is $861 million, which includes $711 million for drilling and completion, $100 million for leasehold acquisitions, and $50 million for construction of gathering pipelines and facilities. Approximately 79% of the budget is allocated to the Marcellus Shale, 15% is allocated to the Piceance Basin, and 6% is allocated to the Woodford Shale and Fayetteville Shale. Consistent with our historical practice, we periodically review our capital expenditures and adjust our budget and its allocation based on liquidity, commodity prices and drilling results.

We believe we have secured sufficient long-term firm takeaway capacity on major pipelines that are in existence or currently under construction in each of our core operating areas to accommodate our existing production. We own gathering lines and compression in the Appalachian Basin and gathering lines in the Piceance Basin.

Corporate Sponsorship and Structure

We began operations in 2004, and have funded our development and operating activities primarily through equity capital raised from private equity sponsors and institutional investors, through the issuance of debt securities, through borrowings under our bank credit facilities, and through operating cash flows. Our primary private equity sponsors are affiliates of Warburg Pincus, Yorktown Energy Partners and Trilantic Capital Partners.

Antero Resources Finance Corporation was formed in October 2009 as an indirect wholly-owned subsidiary of Antero for the purpose of arranging financing for Antero and the operating subsidiaries, including the 9.375% senior notes due 2017 and the 7.25% senior notes due 2019. The indentures governing the notes limit Antero Finance's activities to those of a finance subsidiary. The issuer does not own any significant assets other than intercompany obligations.

Corporate Headquarters

Our corporate headquarters are located at 1625 17th Street, Denver, Colorado 80202, and our telephone number at that address is (303) 357-7310.

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The Exchange Offer

On August 1, 2011, we completed a private offering of $400 million principal amount of the old notes. We entered into a registration rights agreement with the initial purchasers in connection with the offering in which we agreed to deliver to you this prospectus and to use commercially reasonable efforts to complete the exchange offer within 400 days after the date of the issuance of the old notes (August 1, 2011).

Exchange Offer	We are offering to exchange new notes for old notes.
Expiration Date	The exchange offer will expire at 5:00 p.m., New York City time, on May 29, 2012, unless we decide to extend it.
Condition to the Exchange Offer	The registration rights agreement does not require us to accept old notes for exchange if the exchange offer, or the making of any exchange by a holder of the old notes, would violate any applicable law or interpretation of the staff of the Securities and Exchange Commission. The exchange offer is not conditioned on a minimum aggregate principal amount of old notes being tendered.
Procedures for Tendering Old Notes	To participate in the exchange offer, you must follow the procedures established by The Depository Trust Company, which we call "DTC," for tendering notes held in book-entry form. These procedures, which we call "ATOP," require that (i) the exchange agent receive, prior to the expiration date of the exchange offer, a computer generated message known as an "agent's message" that is transmitted through DTC's automated tender offer program, and (ii) DTC confirms that:
	DTC has received your instructions to exchange your notes, and
	you agree to be bound by the terms of the letter of transmittal.
	For more information on tendering your old notes, please refer to the section in this prospectus entitled "Exchange Offer Terms of the Exchange Offer," " Procedures for Tendering," and "Description of Notes Book Entry; Delivery and Form."
Guaranteed Delivery Procedures	None.
Withdrawal of Tenders	You may withdraw your tender of old notes at any time prior to the expiration date. To withdraw, you must submit a notice of withdrawal to the exchange agent using ATOP procedures before 5:00 p.m., New York City time, on the expiration date of the exchange offer. Please refer to the section in this prospectus entitled "Exchange Offer Withdrawal of Tenders."

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Acceptance of Old Notes and Delivery of New Notes	If you fulfill all conditions required for proper acceptance of old notes, we will accept any and all old notes that you properly tender in the exchange offer before 5:00 p.m. New York City time on the expiration date. We will return any old note that we do not accept for exchange to you without expense promptly after the expiration date and acceptance of the old notes for exchange. Please refer to the section in this prospectus entitled "Exchange Offer Terms of the Exchange Offer."
Fees and Expenses	We will bear expenses related to the exchange offer. Please refer to the section in this prospectus entitled "Exchange Offer Fees and Expenses."
Use of Proceeds	The issuance of the new notes will not provide us with any new proceeds. We are making this exchange offer solely to satisfy our obligations under our registration rights agreement.
Consequences of Failure to Exchange Old Notes	If you do not exchange your old notes in this exchange offer, you will no longer be able to require us to register the old notes under the Securities Act except in limited circumstances provided under the registration rights agreement. In addition, you will not be able to resell, offer to resell or otherwise transfer the old notes unless we have registered the old notes under the Securities Act, or unless you resell, offer to resell or otherwise transfer them under an exemption from the registration requirements of, or in a transaction not subject to, the Securities Act.
U.S. Federal Income Tax Consequences	The exchange of new notes for old notes in the exchange offer will not be a taxable event for U.S. federal income tax purposes. Please read "Material United States Federal Income Tax Consequences."
Exchange Agent	We have appointed Wells Fargo Bank, N.A. as exchange agent for the exchange offer. You should direct questions and requests for assistance, requests for additional copies of this prospectus or the letter of transmittal to the exchange agent as follows: *By Registered & Certified Mail:* Wells Fargo Bank, N.A. Corporate Trust Operations MAC N9303-121 PO Box 1517 Minneapolis, Minnesota 55480

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By regular mail or overnight courier:
Wells Fargo Bank, N.A.
Corporate Trust Operations
MAC N9303-121
Sixth & Marquette Avenue
Minneapolis, Minnesota 55479.
In person by hand only:
Wells Fargo Bank, N.A.
12th Floor Northstar East Building
Corporate Trust Operations
608 Second Avenue South
Minneapolis, Minnesota 55402
Eligible institutions may make requests by facsimile at (612) 667-6282 and may confirm facsimile delivery by calling (800) 344-5128.

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Terms of the New Notes

The new notes will be identical to the old notes except that the new notes are registered under the Securities Act and will not have restrictions on transfer, registration rights or provisions for additional interest. The new notes will evidence the same debt as the old notes, and the same indenture will govern the new notes and the old notes.

The following summary contains basic information about the new notes and is not intended to be complete. It does not contain all information that may be important to you. For a more complete understanding of the new notes, please refer to the section entitled "Description of Notes" in this prospectus.

Issuer	Antero Resources Finance Corporation
Securities Offered	$400 million aggregate principal amount of 7.25% senior notes due 2019.
Maturity	August 1, 2019
Interest Payment Dates	Interest on the notes will be paid semi-annually in arrears on February 1 and August 1 of each year. Interest on each new note will accrue from the last interest payment date on which interest was paid on the old note tendered in exchange thereof, or, if no interest has been paid on the old note, from the date of the original issue of the old note.
Guarantees	The payment of the principal, premium and interest on the notes will be fully and unconditionally guaranteed on a senior unsecured basis by Antero, all of its wholly owned subsidiaries (other than the issuer) and certain of its future restricted subsidiaries. The guarantees will be unsecured senior indebtedness of the guarantors and will have the same ranking with respect to the guarantors' indebtedness as the notes will have with respect to the issuer's indebtedness. See "Description of Notes Guarantees."
Ranking	The new notes will be the issuer's general senior unsecured obligations. The new notes will: rank equally in right of payment with all of the issuer's other senior indebtedness (including the issuer's guarantee under our senior secured revolving credit facility and our $525 million aggregate principal amount of 9.375% senior notes due 2017); and rank senior in right of payment to any of the issuer's future subordinated indebtedness. The guarantees will be the guarantors' general senior unsecured obligations and will rank equally in right of payment with all of the other senior indebtedness of the guarantors (including the guarantors' borrowings under our senior secured revolving credit facility).

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	The notes and guarantees will effectively rank junior in right of payment to all of the issuer's and the guarantors' existing and future secured indebtedness, including indebtedness under our senior secured revolving credit facility, to the extent of the value of the collateral securing such indebtedness.
Optional Redemption	The issuer will have the option to redeem the new notes, in whole or in part, at any time on or after August 1, 2014, in each case at the redemption prices described in this prospectus under the heading "Description of Notes Optional Redemption," together with any accrued and unpaid interest to, but excluding, the date of such redemption. At any time prior to August 1, 2014, the issuer may redeem the new notes, in whole or in part, at a "make-whole" redemption price described under "Description of Notes Optional Redemption," together with any accrued and unpaid interest to, but excluding, the date of such redemption. In addition, on or prior to August 1, 2014, the issuer may, at any time or from time to time, redeem up to 35% of the aggregate principal amount of the notes with the net proceeds of certain equity offerings at a redemption price equal to 107.25% of the principal amount of the notes, plus any accrued and unpaid interest to, but excluding, the date of such redemption. If certain transactions that would constitute a change of control occur prior to January 1, 2013, we may redeem all, but not less than all, of the notes at a redemption price equal to 110% of the principal amount of the notes redeemed plus any accrued and unpaid interest to, but excluding, the date of such redemption.
Mandatory Offers to Purchase	Upon the occurrence of a change of control, unless the issuer has exercised its optional redemption right in respect of the notes, holders of the new notes will have the right to require the issuer to purchase all or a portion of the new notes at a price equal to 101% of the aggregate principal amount of the notes, together with any accrued and unpaid interest to the date of purchase. In connection with certain asset dispositions, the issuer will be required to use the net cash proceeds of the asset dispositions to make an offer to purchase the new notes at 100% of the principal amount, together with any accrued and unpaid interest to, but excluding, the date of purchase.
Certain Covenants	The issuer will issue the new notes under an indenture, dated as of August 1, 2011, with Wells Fargo Bank, National Association, as trustee. The indenture, among other things, limits the ability of Antero and its restricted subsidiaries to: incur, assume or guarantee additional indebtedness or issue preferred stock;

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- pay dividends on equity securities, repurchase equity securities or redeem subordinated indebtedness;
- issue certain preferred stock or similar equity securities;
- make investments or other restricted payments;
- create liens to secure indebtedness;
- restrict dividends, loans or other asset transfers from our restricted subsidiaries;
- sell or otherwise dispose of assets, including capital stock of subsidiaries;
- enter into transactions with affiliates; and
- consolidate with or merge with or into, or sell substantially all of our properties to, another person.

However, many of these covenants will terminate if:

- both Standard & Poor's Ratings Services and Moody's Investors Service, Inc. assign the notes an investment grade rating; and
- no default under the indenture has occurred and is continuing.

These covenants are subject to important exceptions and qualifications, which are described under "Description of Notes Certain Covenants."

Absence of a Public Market for the New Notes	The new notes generally will be freely transferable, but will also be new securities for which there will not initially be a market. There can be no assurance as to the development or liquidity of any market for the new notes. We do not intend to apply for a listing of the new notes on any securities exchange or any automated dealer quotation system.
Risk Factors	Investing in the new notes involves risks. See "Risk Factors" beginning on page 9 for a discussion of certain factors you should consider in evaluating whether or not to tender your old notes.

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RISK FACTORS

Investing in the notes involves risks. You should carefully consider the information in this prospectus, including the matters addressed under "Cautionary Statement Regarding Forward-Looking Statements," and the following risks before participating in the exchange offer.

We are subject to certain risks and hazards due to the nature of the business activities we conduct. The risks mentioned in the preceding paragraph, any of which could materially and adversely affect our business, financial condition, cash flows, and results of operations, are not the only risks we face. We may experience additional risks and uncertainties not currently known to us; or, as a result of developments occurring in the future, conditions that we currently deem to be immaterial may also materially and adversely affect our business, financial condition, cash flows, and results of operations.

Risks Relating to the Notes

If you do not properly tender your old notes, you will continue to hold unregistered old notes and your ability to transfer old notes will remain restricted and may be adversely affected.

The issuer will only issue new notes in exchange for old notes that you timely and properly tender. Therefore, you should allow sufficient time to ensure timely delivery of the old notes and you should carefully follow the instructions on how to tender your old notes. Neither we nor the exchange agent is required to tell you of any defects or irregularities with respect to your tender of old notes.

If you do not exchange your old notes for new notes pursuant to the exchange offer, the old notes you hold will continue to be subject to the existing transfer restrictions. In general, you may not offer or sell the old notes except under an exemption from, or in a transaction not subject to, the Securities Act and applicable state securities laws. We do not plan to register old notes under the Securities Act unless our registration rights agreement with the initial purchasers of the old notes require us to do so. Further, if you continue to hold any old notes after the exchange offer is consummated, you may have trouble selling them because there will be fewer of the old notes outstanding.

We may not be able to generate sufficient cash to service all of our indebtedness, including the notes, and may be forced to take other actions to satisfy our obligations under our indebtedness, which may not be successful.

Our ability to make scheduled payments on or to refinance our indebtedness obligations, including the notes, depends on our financial condition and operating performance, which is subject to prevailing economic and competitive conditions and certain financial, business and other factors beyond our control. We may not be able to maintain a level of cash flows from operating activities sufficient to permit us to pay the principal, premium, if any, and interest on our indebtedness, including the notes.

If our cash flows and capital resources are insufficient to fund our debt service obligations, we may be forced to reduce or delay investments and capital expenditures, or to sell assets, seek additional capital or restructure or refinance our indebtedness, including the notes. Our ability to restructure or refinance our indebtedness will depend on the condition of the capital markets and our financial condition at such time. Any refinancing of our indebtedness could be at higher interest rates and may require us to comply with more onerous covenants, which could further restrict our business operations. The terms of existing or future debt instruments, including the indenture governing the notes, may restrict us from adopting some of these alternatives. In addition, any failure to make payments of interest and principal on our outstanding indebtedness on a timely basis would likely result in a reduction of our credit rating, which could harm our ability to incur additional indebtedness. In the absence of sufficient cash flows and capital resources, we could face substantial liquidity problems and might be required to dispose of material assets or operations to meet our debt service and other obligations. Our senior secured revolving credit facility and the indentures governing our senior notes due 2017 and the notes currently restrict our ability to dispose of assets and use the proceeds from such disposition. We may not be able to consummate those dispositions, and the proceeds of any such disposition may not be adequate to meet any debt service obligations then due. These alternative measures may not be successful and may not permit us to meet our scheduled debt service obligations.

On October 26, 2011, the borrowing base under our senior secured revolving credit facility was set at $1.2 billion and lender commitments increased to $850 million. Our next scheduled borrowing base redetermination is expected to occur in May 2012. In the future, we may not be able to access adequate funding under our senior secured revolving credit facility as a result of a decrease in our borrowing base due to the issuance of new indebtedness that may result in a decrease in our borrowing base, the outcome of a subsequent semi-annual borrowing base redetermination or an unwillingness or inability on the part of our lending counterparties to meet their funding obligations and the inability of other lenders to provide additional funding to cover the defaulting lender's portion. In addition, to the extent that the borrowing base under our senior secured revolving credit facility exceeds the total lender commitments, our borrowing availability will be limited to the aggregate lender commitments. Declines in commodity prices could result in a determination to lower the borrowing base in the future and, in such a case, we could be required to repay any indebtedness in excess of the redetermined borrowing base. As a result, we may be unable to implement our drilling and development plan, make acquisitions or otherwise carry out our business plan, which would have a material adverse effect on our financial condition and results of operations and impair our ability to service the notes.

If we are unable to comply with the restrictions and covenants in the agreements governing our notes and other indebtedness, there could be a default under the terms of these agreements, which could result in an acceleration of payment of funds that we have borrowed and would impact our ability to make principal and interest payments on the notes.

If we are unable to comply with the restrictions and covenants in the indentures governing the notes or our senior notes due 2017 or in our senior secured revolving credit facility, or in any future debt financing agreements, there could be a default under the terms of these agreements. Our ability to comply with these restrictions and covenants, including meeting financial ratios and tests, may be affected by events beyond our control. As a result, we cannot assure you that we will be able to comply with these restrictions and covenants or meet these tests. Any default under the agreements governing our indebtedness, including a default under our senior secured revolving credit facility or the indenture governing our senior notes due 2017, that is not waived by the requisite number of lenders, and the remedies sought by the holders of such indebtedness, could prevent us from paying principal, premium, if any, and interest on the notes and substantially decrease the market value of the notes. If we are unable to generate sufficient cash flow and are otherwise unable to obtain funds necessary to meet required payments of principal, premium, if any, and interest on our indebtedness, or if we otherwise fail to comply with the various covenants, including financial and operating covenants in the instruments governing our indebtedness (including covenants in our senior secured revolving credit facility and in the indenture governing our senior notes due 2017), we could be in default under the terms of these agreements. In the event of such default:

- the holders of such indebtedness could elect to declare all the funds borrowed thereunder to be immediately due and payable, together with any accrued and unpaid interest;

- the lenders under our senior secured revolving credit facility could elect to terminate their commitments thereunder, cease making further loans to us and institute foreclosure proceedings against our assets; and

- we could be forced into bankruptcy or liquidation.

If our operating performance declines, in the future we may need to obtain waivers from the requisite number of lenders under our senior secured revolving credit facility to avoid being in default. If we breach our covenants under our senior secured revolving credit facility and seek a waiver, we may not be able to obtain a waiver from the required lenders on terms that are acceptable to us, if at all. If this occurs, we would be in default under our senior secured revolving credit facility, the lenders could exercise their rights, as described above, and we could be forced into bankruptcy or liquidation. See " Restrictions in our existing and future debt agreements could limit our growth and our ability to engage in certain activities."

The notes and the guarantees are unsecured and effectively subordinated to the rights of our secured indebtedness.

The notes and the guarantees are general unsecured senior obligations ranking effectively junior to all of our existing and future secured indebtedness, including our obligations under our senior secured revolving credit facility, to the extent of the value of the collateral securing the indebtedness.

If we were unable to repay such indebtedness under our senior secured revolving credit facility, the lenders under this facility could foreclose on the pledged assets to the exclusion of holders of the notes, even if an event of default exists under the indenture governing the notes at such time. Furthermore, if the lenders foreclose and sell the pledged equity interests in any guarantor in a transaction permitted under the terms of the indenture governing the notes, then such guarantor will be released from its guarantee of the notes automatically and immediately upon such sale. In any such event, because the notes are not secured by any of such assets or by the equity interests in any such guarantor, it is possible that there would be no assets from which your claims could be satisfied or, if any assets existed, they might be insufficient to satisfy your claims in full.

If the issuer or any guarantor is declared bankrupt, becomes insolvent or is liquidated or reorganized, any of its secured indebtedness will be entitled to be paid in full from its assets or the assets of any guarantor securing that indebtedness before any payment may be made with respect to the notes or the affected guarantees. Holders of the notes will participate ratably in our remaining assets with all holders of any unsecured indebtedness that does not rank junior to the notes, based upon the respective amounts owed to each holder or creditor. In any of the foregoing events, there may not be sufficient assets to pay amounts due on the notes or the guarantees. As a result, holders of the notes would likely receive less, ratably, than holders of secured indebtedness.

We may incur substantially more indebtedness, including indebtedness ranking equal to the notes and the guarantees. This could increase the risks associated with the notes.

Subject to the restrictions in the indenture governing the notes and in other instruments governing our other outstanding indebtedness (including our senior secured revolving credit facility and the indenture governing our senior notes due 2017), we may incur substantial additional indebtedness (including secured indebtedness) in the future. Although the indenture governing the notes, the instruments governing our senior secured revolving credit facility and the indenture governing our senior notes due 2017 each contain restrictions on the incurrence of additional indebtedness, these restrictions are subject to waiver and a number of significant qualifications and exceptions, and indebtedness incurred in compliance with these restrictions could be substantial. These restrictions also will not prevent us from incurring obligations that do not constitute indebtedness.

If the issuer or any guarantor incurs any additional indebtedness that ranks equally with the notes (or with the guarantee thereof), including trade payables, the holders of that indebtedness will be entitled to share ratably with noteholders in any proceeds distributed in connection with any insolvency, liquidation, reorganization, dissolution or other winding-up of the issuer or such guarantor. This may have the effect of reducing the amount of proceeds paid to noteholders in connection with such a distribution. As of December 31, 2011, we had total long-term indebtedness of approximately $1.3 billion.

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Any increase in our level of indebtedness will have several important effects on our future operations, including, without limitation:

- we will have additional cash requirements in order to support the payment of interest on our outstanding indebtedness;
- increases in our outstanding indebtedness and leverage will increase our vulnerability to adverse changes in general economic and industry conditions, as well as to competitive pressure;
- depending on the levels of our outstanding indebtedness, our ability to obtain additional financing for working capital, capital expenditures, general corporate and other purposes may be limited; and
- our level of indebtedness may prevent us from engaging in certain transactions that might otherwise be beneficial to us by.

Any of these factors could result in a material adverse effect on our business, financial condition, results of operations, business prospects and ability to satisfy our obligations under the notes.

The notes will be structurally subordinated to all obligations of our future subsidiaries that do not become guarantors of the notes.

The notes are guaranteed by all of Antero's existing subsidiaries (except the issuer), and by (a) any wholly-owned domestic subsidiary of Antero formed after the issue date and (b) any domestic subsidiary of Antero that guarantees any indebtedness of the issuer, Antero or any other subsidiary guarantor (in each case, other than an immaterial subsidiary). Our subsidiaries that do not guarantee the notes have no obligation, contingent or otherwise, to pay amounts due under the notes or to make any funds available to pay those amounts, whether by dividend, distribution, loan or other payment. The notes will be structurally subordinated to all indebtedness and other obligations of any non-guarantor subsidiary such that in the event of insolvency, liquidation, reorganization, dissolution or other winding up of any subsidiary that is not a guarantor, all of that subsidiary's creditors (including trade creditors) would be entitled to payment in full out of that subsidiary's assets before we would be entitled to any payment.

In addition, the indenture governing the notes do, subject to some limitations, permit these subsidiaries to incur additional indebtedness and do not contain any limitation on the amount of other liabilities, such as trade payables, that may be incurred by these subsidiaries.

Further, our subsidiaries that provided, or will provide, guarantees of the notes will be automatically released from those guarantees upon the occurrence of certain events, including the following:

- the designation of that subsidiary guarantor as an unrestricted subsidiary;
- the release or discharge of any guarantee or indebtedness that resulted in the creation of the guarantee of the notes by such subsidiary guarantor; or
- the sale or other disposition, including the sale of substantially all the assets, of that subsidiary guarantor.

If any subsidiary guarantee is released, no holder of the notes will have a claim as a creditor against that subsidiary, and the indebtedness and other liabilities, including trade payables and preferred stock, if any, whether secured or unsecured, of that subsidiary will be effectively senior to the claim of any holders of the notes. See "Description of notes Guarantees."

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Restrictions in our existing and future debt agreements could limit our growth and our ability to engage in certain activities.

Our senior secured revolving credit facility contains a number of significant covenants (in addition to covenants restricting the incurrence of additional indebtedness). Our senior secured revolving credit facility contains restrictive covenants that may limit our ability to, among other things:

- sell assets;
- make loans to others;
- make investments;
- enter into mergers;
- make certain payments;
- incur liens; and
- engage in certain other transactions without the prior consent of the lenders.

The indenture governing the notes and the indenture governing our senior notes due 2017 contain similar restrictive covenants. In addition, our senior secured revolving credit facility requires us to maintain certain financial ratios or to reduce our indebtedness if we are unable to comply with such ratios. These restrictions, together with those in the indentures governing our existing senior notes due 2017 and the notes, may also limit our ability to obtain future financings to withstand a future downturn in our business or the economy in general, or to otherwise conduct necessary corporate activities. We may also be prevented from taking advantage of business opportunities that arise because of the limitations that the restrictive covenants under the indenture governing the notes, the indenture governing our senior notes due 2017 and our senior secured revolving credit facility impose on us.

Our senior secured revolving credit facility limits the amounts we can borrow up to the lesser of (a) the total commitments or (b) a borrowing base amount, which the lenders, in their sole discretion, determine on a semi-annual basis based upon projected revenues from the natural gas properties securing our loan. The lenders can unilaterally adjust the borrowing base and the borrowings permitted to be outstanding under our senior secured revolving credit facility. Any increase in the borrowing base requires the consent of the lenders holding 100% of the commitments. If the requisite number of lenders do not agree to an increase, then the borrowing base will be the lowest borrowing base acceptable to such lenders. Increases in total lender commitments require the approval of the individual lenders who wish to increase their commitment. Outstanding borrowings in excess of the borrowing base must be repaid, or we must pledge other natural gas properties as additional collateral. We do not currently have any substantial unpledged properties, and we may not have the financial resources in the future to make mandatory principal prepayments required under our senior secured revolving credit facility. On October 26, 2011, the borrowing base under our senior secured revolving credit facility was set at $1.2 billion and lender commitments increased to $850 million. Our next scheduled borrowing base redetermination is expected to occur in May 2012.

A breach of any covenant in our senior secured revolving credit facility would result in a default under that agreement after any applicable grace periods. A default, if not waived, could result in acceleration of the indebtedness outstanding under the facility and in a default with respect to, and an acceleration of, the indebtedness outstanding under other debt agreements. The accelerated indebtedness would become immediately due and payable. In addition, an event of default under our senior secured revolving credit facility would permit the lenders under our senior secured revolving credit facility to terminate all commitments to extend further credit under that facility. Furthermore, if we were unable to repay the amounts due and payable under our senior secured revolving credit facility, those lenders could proceed against the collateral granted to them to secure that indebtedness.

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If that occurs, we may not be able to make all of the required payments or borrow sufficient funds to refinance such indebtedness. Even if new financing were available at that time, it may not be on terms that are acceptable to us. See "Management's Discussion and Analysis of Financial Condition and Results of Operations Capital Resources and Liquidity Cash Flow Provided by Financing Activities Senior Secured Revolving Credit Facility" and "Description of Notes Events of Default."

Our ability to repay our indebtedness, including the notes, is dependent on the cash flow generated by our operating subsidiaries.

The operating subsidiaries own substantially all of our assets and conduct all of our operations. Accordingly, repayment of our indebtedness, including the notes, will be dependent on the generation of cash flow by the operating subsidiaries and their ability to make such cash available to the issuer, directly or indirectly, by dividend, debt repayment or otherwise. All of the operating subsidiaries guarantee the issuer's obligations under the notes. Unless they guarantee the notes, our future subsidiaries will not have any obligation to pay amounts due on the notes or to make funds available for that purpose. The operating subsidiaries may not be able to or may not be permitted to make distributions to enable the issuer to make payments in respect of its indebtedness, including the notes. Each operating subsidiary is a distinct legal entity and, under certain circumstances, legal and contractual restrictions may limit the issuer's ability to obtain cash from the operating subsidiaries. While the indenture governing the notes, the indenture governing the senior notes due 2017 and our senior secured revolving credit facility limits the ability of the operating subsidiaries to incur consensual encumbrances or restrictions on their ability to pay dividends or make other intercompany payments to Antero, those limitations are subject to waiver and certain qualifications and exceptions. In the event that we do not receive distributions from our subsidiaries, we may be unable to make required principal and interest payments on our indebtedness, including the notes.

Your ability to transfer the notes may be limited by the absence of an active trading market, and an active trading market may not develop for the notes.

The old notes have not been registered under the Securities Act, and may not be resold by holders thereof unless the old notes are subsequently registered or an exemption from the registration requirements of the Securities Act is available. However, we cannot assure you that, even following registration or exchange of the old notes for new notes, an active trading market for the old notes or the new notes will exist, and we will have no obligation to create such a market. At the time of the private placements of the old notes, the initial purchasers advised us that they intended to make a market in the old notes and, if issued, the new notes. The initial purchasers are not obligated, however, to make a market in the old notes or the new notes and any market making may be discontinued at any time at their sole discretion. No assurance can be given as to the liquidity of or trading market for the old notes or the new notes.

Therefore, an active market for the notes may not develop or be maintained, which would adversely affect the market price and liquidity of the notes. In that case, the holders of the notes may not be able to sell their notes at a particular time or at a favorable price. If a trading market does develop, future trading prices of the notes may be volatile and depend on many factors, including:

- the number of holders of notes;
- prevailing interest rates;
- our operating performance and financial condition;
- the interest of securities dealers in making a market for them; and
- the market for similar securities.

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Even if an active trading market for the notes does develop, there is no guarantee that it will continue. Historically, the market for non-investment grade debt has been subject to severe disruptions that have caused substantial volatility in the prices of securities similar to the notes. The market, if any, for the notes may experience similar disruptions, and any such disruptions may adversely affect the liquidity in that market or the prices at which you may sell your notes.

The issuer may not be able to repurchase the notes in certain circumstances.

Under the terms of the indenture governing the notes and the indenture governing our senior notes due 2017, holders may require us to repurchase all or a portion of their notes if we sell certain assets or in the event of a change of control. We may not have enough funds to pay the repurchase price on a purchase date (in which case, we could be required to issue equity securities to pay the repurchase price). Additionally, under the senior secured revolving credit facility, a change of control (as defined therein) constitutes an event of default that permits the lenders to accelerate the maturity of borrowings under the credit agreement and terminate their commitments to lend. The source of funds for any purchase of the notes or the existing senior notes and repayment of borrowings under our senior secured revolving credit facility would be our available cash or cash generated from our subsidiaries' operations or other sources, including borrowings, sales of assets or sales of equity. We may not be able to repurchase the notes upon a change of control because we may not have sufficient financial resources to purchase all of the debt securities that are tendered upon a change of control and repay our other indebtedness that will become due. We may require additional financing from third parties to fund any such purchases, and we may be unable to obtain financing on satisfactory terms or at all. Further, our ability to repurchase the notes may be limited by law. In order to avoid the obligations to repurchase the notes and events of default and potential breaches of the credit agreement governing our senior secured revolving credit facility, we may have to avoid certain change of control transactions that would otherwise be beneficial to us.

In addition, some important corporate events, such as leveraged recapitalizations, may not, under the indenture governing the notes, constitute a "change of control" that would require us to repurchase the notes, even though those corporate events could increase the level of our indebtedness or otherwise adversely affect our capital structure, credit ratings or the value of the notes. See "Description of Notes Change of control."

One of the circumstances under which a change of control may occur is upon the sale or disposition of all or substantially all of our consolidated assets. However, the phrase "all or substantially all" will likely be interpreted under applicable state law and will be dependent upon particular facts and circumstances. As a result, there may be a degree of uncertainty in ascertaining whether a sale or disposition of "all or substantially all" of our consolidated assets has occurred, in which case, the ability of a holder of the notes to obtain the benefit of an offer to repurchase all or a portion of the notes held by such holder may be impaired.

The exercise by the holders of notes of their right to require us to repurchase the notes pursuant to a change of control offer could cause a default under the agreements governing our other indebtedness, including future agreements, even if the change of control itself does not, due to the financial effect of such repurchases on us. In the event a change of control offer is required to be made at a time when we are prohibited from purchasing notes, we could attempt to refinance the borrowings that contain such prohibitions. If we do not obtain a consent or repay those borrowings, we will remain prohibited from purchasing notes. In that case, our failure to purchase tendered notes would constitute an event of default under the indenture which could, in turn, constitute a default under our other indebtedness.

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Any guarantees of the notes by Antero or the operating subsidiaries could be deemed fraudulent conveyances under certain circumstances, and a court may subordinate or void the guarantees.

Antero and the operating subsidiaries are the initial guarantors of the notes. In certain circumstances, any of Antero's future subsidiaries may be required to guarantee the notes. A court could subordinate or void the guarantees under various fraudulent conveyance or fraudulent transfer laws. Generally, to the extent that a U.S. court were to find that at the time the guarantee was entered into:

- the guarantee was incurred with the intent to hinder, delay, or defraud any present or future creditor, or contemplated insolvency with a design to favor one or more creditors to the exclusion of others; or
- the guarantor did not receive fair consideration or reasonably equivalent value for issuing the guarantee and, at the time the guarantor issued the guarantee, it:
  - was insolvent or became insolvent as a result of issuing the guarantee,
  - was engaged or about to engage in a business or transaction for which its remaining assets constituted unreasonably small capital, or
  - intended to incur, or believed that it would incur, debts beyond its ability to pay those debts as they matured;

then the court would void or subordinate the guarantees in favor of the guarantor's other obligations.

As a general matter, value is given for a transfer or an obligation if, in exchange for the transfer or obligation, property is transferred or a valid antecedent debt is secured or satisfied. A court would likely find that a subsidiary guarantor did not receive reasonably equivalent value or fair consideration for its guarantee to the extent the guarantor did not obtain a reasonably equivalent benefit directly or indirectly from the issuance of the notes.

We cannot be certain as to the standards a court would use to determine whether or not we or the guarantors were insolvent at the relevant time or, regardless of the standard that a court uses, whether the notes or the guarantees would be subordinated to our or any of our guarantors' other debt. In general, however, a court would deem an entity insolvent if:

- the sum of its debts, including contingent liabilities, was greater than the fair saleable value of all its assets;
- the present fair saleable value of its assets was less than the amount that would be required to pay its probable liability on its existing debts, including contingent liabilities, as they became absolute and mature; or
- it could not pay its debts as they became due.

If a court were to find that the issuance of the notes or the incurrence of a guarantee was a fraudulent transfer or conveyance, the court could void the payment obligations under the notes or that guarantee, could subordinate the notes or that guarantee to presently existing and future indebtedness of ours or of the related guarantor or could require the holders of the notes to repay any amounts received with respect to that guarantee. In the event that a finding that a fraudulent transfer or conveyance occurred, you may not receive any repayment on the notes. Further, the avoidance of the notes could result in an event of default with respect to our and our subsidiaries' other debt that could result in acceleration of that debt.

Finally, as a court of equity, the bankruptcy court may subordinate the claims in respect of the notes to other claims against us under the principle of equitable subordination if the court determines that (1) the holder of notes engaged in some type of inequitable conduct, (2) the inequitable conduct

resulted in injury to our other creditors or conferred an unfair advantage upon the holders of notes and (3) equitable subordination is not inconsistent with the provisions of the bankruptcy code.

Each guarantee contains a provision intended to limit the guarantor's liability to the maximum amount that it could incur without causing the incurrence of obligations under its guarantee to be a fraudulent conveyance or fraudulent transfer. This provision may not be effective to protect the guarantees from being voided under applicable law.

A lowering or withdrawal of the ratings assigned to our debt securities by rating agencies may increase our future borrowing costs and reduce our access to capital.

Our debt currently has a non-investment grade rating, and any rating assigned to the notes could be lowered or withdrawn entirely by a rating agency if, in that rating agency's judgment, future circumstances relating to the basis of the rating, such as adverse changes, so warrant. Consequently, real or anticipated changes in our credit ratings will generally affect the market value of the notes. Credit ratings are not recommendations to purchase, hold or sell the notes. Additionally, credit ratings may not reflect the potential effect of risks relating to the structure or marketing of the notes.

Any future lowering of our ratings likely would make it more difficult or more expensive for us to obtain additional debt financing. If any credit rating initially assigned to the notes is subsequently lowered or withdrawn for any reason, you may not be able to resell your notes without a substantial discount.

Many of the covenants contained in the indenture governing the notes will terminate if the notes are rated investment grade by both Standard & Poor's Ratings Services and Moody's Investors Service, Inc.

Many of the covenants in the indenture governing the notes will terminate if the notes are rated investment grade by both Standard & Poor's Ratings Services and Moody's Investors Service, Inc., provided at such time no default under the indenture governing the notes has occurred and is continuing. These covenants will restrict, among other things, our ability to pay dividends, to incur indebtedness and to enter into certain other transactions. There can be no assurance that the notes will ever be rated investment grade, or that if they are rated investment grade, that the notes will maintain such ratings. However, termination of these covenants would allow us to engage in certain transactions that would not be permitted while these covenants were in force. See "Description of Notes Covenant Termination."

Risks Relating to Our Business

Our business involves a high degree of risk. If any of the following risks, or any risk described elsewhere in this prospectus, actually occur, our business, financial condition or results of operations could suffer. Additional risks not presently known to us or which we currently consider immaterial also may adversely affect our company.

Natural gas prices are volatile. A substantial or extended decline in natural gas prices may adversely affect our business, financial condition or results of operations and our ability to meet our capital expenditure obligations and financial commitments.

The prices we receive for our natural gas production heavily influence our revenue, profitability, access to capital and future rate of growth. Natural gas is a commodity and, therefore, its prices are subject to wide fluctuations in response to relatively minor changes in supply and demand. Historically, the market for natural gas has been volatile. This market will likely continue to be volatile in the

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future. The prices we receive for our production, and the levels of our production, depend on numerous factors beyond our control. These factors include the following:

- worldwide and regional economic conditions impacting the global supply and demand for natural gas;
- the price and quantity of imports of foreign natural gas, including liquefied natural gas;
- political conditions in or affecting other natural gas-producing countries, including conflicts in the Middle East, Africa, South America, and Russia;
- the level of global natural gas exploration and production;
- the level of global natural gas inventories;
- prevailing prices on local natural gas price indexes in the areas in which we operate;
- localized and global supply and demand fundamentals and transportation availability;
- weather conditions;
- technological advances affecting energy consumption;
- the price and availability of alternative fuels; and
- domestic, local and foreign governmental regulation and taxes.

Furthermore, the recent worldwide financial and credit crisis reduced the availability of liquidity and credit to fund the continuation and expansion of industrial business operations worldwide. The shortage of liquidity and credit combined with recent substantial losses in worldwide equity markets has lead to a worldwide economic recession. The slowdown in economic activity caused by such recession has reduced worldwide demand for energy and resulted in lower natural gas prices. Natural gas spot prices have been particularly volatile and declined from record high levels in early July 2008 of over $13.00 per Mcf to approximately $2.50 per Mcf in February 2012.

Lower natural gas prices will reduce our cash flows and borrowing ability. We may be unable to obtain needed capital or financing on satisfactory terms, which could lead to a decline in our natural gas reserves as existing reserves are depleted. Lower natural gas prices may also reduce the amount of natural gas that we can produce economically.

If natural gas prices remain at their current levels for a significant period of time, a significant portion of our exploration, development and exploration projects could become uneconomic. This may result in our having to make significant downward adjustments to our estimated proved reserves. As a result, a substantial or extended decline in natural gas prices may materially and adversely affect our future business, financial condition, results of operations, liquidity or ability to finance planned capital expenditures.

Our exploration, development and exploitation projects require substantial capital expenditures. We may be unable to obtain required capital or financing on satisfactory terms, which could lead to a decline in our natural gas reserves.

The natural gas industry is capital intensive. We make and expect to continue to make substantial capital expenditures for the development, exploitation, production and acquisition of natural gas reserves. Our cash flow used in investing activities related to capital and exploration expenditures was approximately $903 million in 2011. Our board of directors has approved a capital expenditure budget of up to $861 million for 2012 which includes $711 million for drilling and completion, $100 million for leasehold acquisitions, and $50 million for construction of gathering pipelines and facilities. We expect to fund these capital expenditures with cash generated by operations, through borrowings under our

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Credit Facility, and through sales of non-core assets. The actual amount and timing of our future capital expenditures may differ materially from our estimates as a result of, among other things, commodity prices, actual drilling results, the availability of drilling rigs and other services and equipment, and regulatory, technological and competitive developments. A reduction in commodity prices from current levels may result in a decrease in our actual capital expenditures. Conversely, a significant improvement in product prices could result in an increase in our capital expenditures. We intend to finance our future capital expenditures primarily through cash flow from operations and through borrowings under our Credit Facility; however, our financing needs may require us to alter or increase our capitalization substantially through the issuance of debt or equity securities or the sale of assets. The issuance of additional indebtedness may require that a portion of our cash flow from operations be used for the payment of interest and principal on our indebtedness, thereby reducing our ability to use cash flow from operations to fund working capital, capital expenditures and acquisitions.

Our cash flow from operations and access to capital are subject to a number of variables, including:

- our proved reserves;
- the level of natural gas we are able to produce from existing wells;
- the prices at which our natural gas is sold;
- our ability to acquire, locate and produce new reserves; and
- the ability of our banks to lend.

If our revenues or the borrowing base under our Credit Facility decrease as a result of lower natural gas prices, operating difficulties, declines in reserves or for any other reason, we may have limited ability to obtain the capital necessary to sustain our operations at current levels. If additional capital is needed, we may not be able to obtain debt or equity financing on terms acceptable to us, if at all. If cash flow generated by our operations or available borrowings under our Credit Facility are not sufficient to meet our capital requirements, the failure to obtain additional financing could result in a curtailment of our operations relating to development of our properties, which in turn could lead to a decline in our reserves, and could adversely affect our business, financial condition and results of operations.

Drilling for and producing natural gas are high risk activities with many uncertainties that could adversely affect our business, financial condition or results of operations.

Our future financial condition and results of operations will depend on the success of our exploitation, exploration, development and production activities. Our natural gas exploration, exploitation, development and production activities are subject to numerous risks beyond our control, including the risk that drilling will not result in commercially viable natural gas production. Our decisions to purchase, explore, develop or otherwise exploit prospects or properties will depend in part on the evaluation of data obtained through geophysical and geological analyses, production data and engineering studies, the results of which are often inconclusive or subject to varying interpretations. For a discussion of the uncertainty involved in these processes, see " Reserve estimates depend on many assumptions that may turn out to be inaccurate. Any material inaccuracies in our reserve estimates or underlying assumptions will materially affect the quantities and present value of our reserves." In addition, our cost of drilling, completing and operating wells is often uncertain before drilling commences.

Further, many factors may curtail, delay or cancel our scheduled drilling projects, including the following:

- delays imposed by or resulting from compliance with regulatory requirements;

- pressure or irregularities in geological formations;
- shortages of or delays in obtaining equipment and qualified personnel;
- equipment failures or accidents;
- adverse weather conditions, such as blizzards, tornados, hurricanes, and ice storms;
- issues related to compliance with environmental regulations;
- declines in natural gas prices;
- limited availability of financing at acceptable rates;
- title problems; and
- limitations in the market for natural gas.

We may not be able to generate sufficient cash to service all of our indebtedness and may be forced to take other actions to satisfy our obligations under our indebtedness, which may not be successful.

Our ability to make scheduled payments on or to refinance our indebtedness obligations, including our Credit Facility, our 9.375% senior notes due 2017 and our 7.25% senior notes due 2019, depends on our financial condition and operating performance, which is subject to prevailing economic and competitive conditions and certain financial, business and other factors beyond our control. We may not be able to maintain a level of cash flows from operating activities sufficient to permit us to pay the principal, premium, if any, and interest on our indebtedness, including the senior notes.

If our cash flows and capital resources are insufficient to fund our debt service obligations, we may be forced to reduce or delay investments and capital expenditures, or to sell assets, seek additional capital or restructure or refinance our indebtedness, including the senior notes. Our ability to restructure or refinance our indebtedness will depend on the condition of the capital markets and our financial condition at such time. Any refinancing of our indebtedness could be at higher interest rates and may require us to comply with more onerous covenants, which could further restrict our business operations. The terms of existing or future debt instruments, including the indentures governing our series of senior notes, may restrict us from adopting some of these alternatives. In addition, any failure to make payments of interest and principal on our outstanding indebtedness on a timely basis would likely result in a reduction of our credit rating, which could harm our ability to incur additional indebtedness. In the absence of sufficient cash flows and capital resources, we could face substantial liquidity problems and might be required to dispose of material assets or operations to meet our debt service and other obligations. Our Credit Facility and the indentures governing our series of senior notes currently restrict our ability to dispose of assets and use the proceeds from such disposition. We may not be able to consummate those dispositions, and the proceeds of any such disposition may not be adequate to meet any debt service obligations then due. These alternative measures may not be successful and may not permit us to meet our scheduled debt service obligations.

The borrowing base under our Credit Facility is currently $1.2 billion, and lender commitments under the Credit Facility are $850 million. Our next scheduled borrowing base redetermination is expected to occur in May 2012. In the future, we may not be able to access adequate funding under our Credit Facility as a result of a decrease in our borrowing base due to the issuance of new indebtedness, the outcome of a subsequent semi-annual borrowing base redetermination or an unwillingness or inability on the part of our lending counterparties to meet their funding obligations and the inability of other lenders to provide additional funding to cover the defaulting lender's portion. Declines in commodity prices could result in a determination to lower the borrowing base in the future and, in such a case, we could be required to repay any indebtedness in excess of the redetermined borrowing base. As a result, we may be unable to implement our drilling and development plan, make

acquisitions or otherwise carry out our business plan, which would have a material adverse effect on our financial condition and results of operations and impair our ability to service our indebtedness.

Restrictions in our existing and future debt agreements could limit our growth and our ability to engage in certain activities.

Our Credit Facility contains a number of significant covenants (in addition to covenants restricting the incurrence of additional indebtedness). Our Credit Facility contains restrictive covenants that may limit our ability to, among other things:

- sell assets;
- make loans to others;
- make investments;
- enter into mergers;
- make certain payments;
- incur liens; and
- engage in certain other transactions without the prior consent of the lenders.

The indentures governing our series of senior notes contain similar restrictive covenants. In addition, our Credit Facility requires us to maintain certain financial ratios or to reduce our indebtedness if we are unable to comply with such ratios. These restrictions, together with those in the indentures governing our series of senior notes, may also limit our ability to obtain future financings to withstand a future downturn in our business or the economy in general, or to otherwise conduct necessary corporate activities. We may also be prevented from taking advantage of business opportunities that arise because of the limitations that the restrictive covenants under the indentures governing our series of senior notes and our Credit Facility impose on us.

Our Credit Facility limits the amounts we can borrow up to a borrowing base amount, which the lenders, in their sole discretion, determine on a semi-annual basis based upon projected revenues from the natural gas properties securing our loan. The lenders can unilaterally adjust the borrowing base and the borrowings permitted to be outstanding under our Credit Facility. Any increase in the borrowing base requires the consent of the lenders holding 100% of the commitments. If the requisite number of lenders do not agree to an increase, then the borrowing base will be the lowest borrowing base acceptable to such lenders. Outstanding borrowings in excess of the borrowing base must be repaid, or we must pledge other natural gas properties as additional collateral. We do not currently have any substantial unpledged properties, and we may not have the financial resources in the future to make mandatory principal prepayments required under our Credit Facility. The borrowing base under our Credit Facility is currently $1.2 billion and lender commitments are $850 million. Our next scheduled borrowing base redetermination is expected to occur in May 2012.

A breach of any covenant in our Credit Facility would result in a default under that agreement after any applicable grace periods. A default, if not waived, could result in acceleration of the indebtedness outstanding under the facility and in a default with respect to, and an acceleration of, the indebtedness outstanding under other debt agreements. The accelerated indebtedness would become immediately due and payable. If that occurs, we may not be able to make all of the required payments or borrow sufficient funds to refinance such indebtedness. Even if new financing were available at that time, it may not be on terms that are acceptable to us. See "Management's Discussion and Analysis of Financial Condition and Results of Operations Capital Resources and Liquidity Cash Flow Provided by Financing Activities Senior Secured Revolving Credit Facility" and "Management's Discussion and Analysis of Financial Condition and Results of Operations Capital Resources and Liquidity Cash Flow Provided by Financing Activities Senior Notes."

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Currently, we receive significant incremental cash flows as a result of our hedging activity. To the extent we are unable to obtain future hedges at effective prices consistent with those we have received to date and natural gas prices do not improve, our cash flows may be adversely impacted.

To achieve more predictable cash flows and reduce our exposure to downward price fluctuations, we have entered into a number of hedge contracts for approximately 684 Bcf of our natural gas production from April 1, 2012 through December 2016. We are currently realizing a significant benefit from these hedge positions. For example, for the years ended December 31, 2010 and 2011, we received approximately $74 million and $117 million, respectively, in cash flows pursuant to our hedges. If future natural gas prices remain comparable to current prices, we expect that this benefit will decline materially over the life of the hedges, which cover decreasing volumes at declining prices through December 2016. If we are unable to enter into new hedge contracts in the future at favorable pricing and for a sufficient amount of our production, our financial condition and results of operations could be materially adversely affected. For additional information regarding our hedging activities, please see "Quantitative and Qualitative Disclosures about Market Risk."

Reserve estimates depend on many assumptions that may turn out to be inaccurate. Any material inaccuracies in our reserve estimates or underlying assumptions will materially affect the quantities and present value of our reserves.

The process of estimating natural gas and oil reserves is complex. It requires interpretations of available technical data and many assumptions, including assumptions relating to current and future economic conditions and commodity prices. Any significant inaccuracies in these interpretations or assumptions could materially affect our estimated quantities and present value of our reserves.

In order to prepare our estimates, we must project production rates and timing of development expenditures. We must also analyze available geological, geophysical, production and engineering data. The extent, quality and reliability of this data can vary.

The process also requires economic assumptions about matters such as natural gas prices, drilling and operating expenses, capital expenditures, taxes and availability of funds.

Actual future production, natural gas prices, revenues, taxes, development expenditures, operating expenses and quantities of recoverable natural gas reserves will vary from our estimates. Any significant variance could materially affect the estimated quantities and present value of our reserves. In addition, we may adjust estimates of proved reserves to reflect production history, results of exploration and development, prevailing commodity prices and other factors, many of which are beyond our control.

You should not assume that the present value of future net revenues from our proved reserves is the current market value of our estimated natural gas reserves. We generally base the estimated discounted future net cash flows from our proved reserves on prices and costs on the date of the estimate. Actual future prices and costs may differ materially from those used in the present value estimate.

Our identified potential well locations are scheduled out over many years, making them susceptible to uncertainties that could materially alter the occurrence or timing of their drilling. In addition, we may not be able to raise the substantial amount of capital that would be necessary to drill a substantial portion of our potential well locations.

Our management team has specifically identified and scheduled certain well locations as an estimation of our future multi-year drilling activities on our existing acreage. These well locations represent a significant part of our growth strategy. Our ability to drill and develop these locations depends on a number of uncertainties, including natural gas and oil prices, the availability and cost of capital, drilling and production costs, availability of drilling services and equipment, drilling results, lease expirations, gathering system and pipeline transportation constraints, regulatory approvals and other factors. Because of these uncertain factors, we do not know if the numerous potential well locations we have identified will ever be drilled or if we will be able to produce natural gas or oil from these or any other potential well locations. In addition, unless production is established within the spacing units covering the undeveloped acres on which some of the potential locations are obtained, the leases for such acreage will expire. As such, our actual drilling activities may materially differ from those presently identified.

We have approximately 8,500 potential well locations. As a result of the limitations described above, we may be unable to drill many of our potential well locations. In addition, we will require significant additional capital over a prolonged period in order to pursue the development of these locations, and we may not be able to raise or generate the capital required to do so. Any drilling activities we are able to conduct on these potential locations may not be successful or result in our ability to add additional proved reserves to our overall proved reserves or may result in a downward revision of our estimated proved reserves, which could have a material adverse effect on our future business and results of operations.

The development of our estimated proved undeveloped reserves may take longer and may require higher levels of capital expenditures than we currently anticipate. Therefore, our estimated proved undeveloped reserves may not be ultimately developed or produced.

Approximately 83% of our total estimated proved reserves were classified as proved undeveloped as of December 31, 2011. Our approximately 5.0 Tcfe of estimated proved undeveloped reserves will require an estimated $5 billion of development capital over the next five years. Development of these proved undeveloped reserves may take longer and require higher levels of capital expenditures than we currently anticipate. Delays in the development of our reserves, increases in costs to drill and develop such reserves, or decreases in commodity prices will reduce the PV-10 value of our estimated proved undeveloped reserves and future net revenues estimated for such reserves and may result in some projects becoming uneconomic. In addition, delays in the development of reserves could cause us to have to reclassify our proved undeveloped reserves as unproved reserves.

If commodity prices decrease or remain at current levels for a significant period of time, we may be required to take write-downs of the carrying values of our properties.

Accounting rules require that we periodically review the carrying value of our properties for possible impairment. Based on specific market factors and circumstances at the time of prospective impairment reviews, and the continuing evaluation of development plans, production data, economics and other factors, we may be required to write down the carrying value of our properties. A write-down constitutes a non-cash charge to earnings. We may incur impairment charges in the future, which could have a material adverse effect on our results of operations for the periods in which such charges are taken.

Unless we replace our reserves with new reserves and develop those reserves, our reserves and production will decline, which would adversely affect our future cash flows and results of operations.

Producing natural gas reservoirs generally are characterized by declining production rates that vary depending upon reservoir characteristics and other factors. Unless we conduct successful ongoing exploration, development and exploitation activities or continually acquire properties containing proved reserves, our proved reserves will decline as those reserves are produced. Our future natural gas reserves and production, and therefore our future cash flow and results of operations, are highly dependent on our success in efficiently developing and exploiting our current reserves and economically finding or acquiring additional recoverable reserves. We may not be able to develop, exploit, find or acquire sufficient additional reserves to replace our current and future production. If we are unable to

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replace our current and future production, the value of our reserves will decrease, and our business, financial condition and results of operations would be adversely affected.

Our derivative activities could result in financial losses or could reduce our earnings.

To achieve more predictable cash flows and reduce our exposure to adverse fluctuations in the prices of natural gas, we enter into derivative instrument contracts for a significant portion of our natural gas production, including collars and price-fix swaps. Accordingly, our earnings may fluctuate significantly as a result of changes in fair value of our derivative instruments.

Derivative instruments also expose us to the risk of financial loss in some circumstances, including when:

- production is less than the volume covered by the derivative instruments;
- the counter-party to the derivative instrument defaults on its contractual obligations;
- there is an increase in the differential between the underlying price in the derivative instrument and actual prices received; or
- there are issues with regard to legal enforceability of such instruments.

The use of derivatives may, in some cases, require the posting of cash collateral with counterparties. If we enter into derivative instruments that require cash collateral and commodity prices or interest rates change in a manner adverse to us, our cash otherwise available for use in our operations would be reduced which could limit our ability to make future capital expenditures and make payments on our indebtedness, including the notes, and which could also limit the size of our borrowing base. Future collateral requirements will depend on arrangements with our counterparties, highly volatile oil and natural gas prices and interest rates.

As of December 31, 2011, the estimated fair value of our commodity derivative contracts was approximately $790 million. Any default by the counterparties to these derivative contracts when they become due would have a material adverse effect on our financial condition and results of operations. The fair value of our commodity derivative contracts of approximately $790 million at December 31, 2011 includes the following values by bank counterparty: JP Morgan $194 million; BNP Paribas $172 million; Credit Suisse $170 million; Wells Fargo $111 million; Barclays $78 million; Credit Agricole $35 million; KeyBank $7 million; Deutsche Bank $4 million; and Union Bank $2 million. Additionally, contracts with Dominion Field Services account for $17 million of the fair value. The credit ratings of certain of these banks have been downgraded in 2011 because of the sovereign debt crisis in Europe.

In addition, derivative arrangements could limit the benefit we would receive from increases in the prices for natural gas, which could also have an adverse effect on our financial condition.

The inability of our significant customers to meet their obligations to us may adversely affect our financial results.

In addition to credit risk related to receivables from commodity derivative contracts, our principal exposures to credit risk are through joint interest receivables ($25 million at December 31, 2011) and the sale of our natural gas production ($36 million in receivables at December 31, 2011), which we market to energy marketing companies, refineries and affiliates. Joint interest receivables arise from billing entities who own partial interest in the wells we operate. These entities participate in our wells primarily based on their ownership in leases on which we wish to drill. We can do very little to choose who participates in our wells. We are also subject to credit risk due to concentration of our natural gas receivables with several significant customers. The largest purchaser of our natural gas during the twelve months ended December 31, 2011 purchased approximately 28% of our operated production.

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We do not require our customers to post collateral. The inability or failure of our significant customers to meet their obligations to us or their insolvency or liquidation may adversely affect our financial results.

Our operations may be exposed to significant delays, costs and liabilities as a result of environmental, health and safety requirements applicable to our business activities.

We may incur significant delays, costs and liabilities as a result of environmental, health and safety requirements applicable to our exploration, development and production activities. These delays, costs and liabilities could arise under a wide range of federal, state and local laws and regulations relating to protection of the environment, health and safety, including regulations and enforcement policies that have tended to become increasingly strict over time resulting in longer waiting periods to receive permits and other regulatory approvals. Failure to comply with these laws and regulations may result in the assessment of administrative, civil and criminal penalties, imposition of cleanup and site restoration costs and liens, and, in some instances, issuance of orders or injunctions limiting or requiring discontinuation of certain operations.

For example, in March 2011, we received orders for compliance from federal regulatory agencies, including the U. S. Environmental Protection Agency (the "EPA"), relating to certain of our activities in West Virginia. The orders allege that certain of our operations at several well sites are in non-compliance with certain environmental regulations, such as unpermitted discharges of fill material into wetlands or waters of the United States that are potentially in violation of the Clean Water Act. We have responded to all pending orders and are actively cooperating with the relevant agencies. No fine or penalty relating to these matters has been proposed at this time, but we believe that these actions will result in monetary sanctions exceeding $100,000. In addition, we expect to incur additional costs to remediate these well locations in order to bring them into compliance with applicable environmental laws and regulations. We have not, however, been required to suspend our operations at these locations to date and our management team does not expect these matters to have a material adverse effect on our financial statements.

Strict, joint and several liabilities may be imposed under certain environmental laws, which could cause us to become liable for the conduct of others or for consequences of our own actions that were in compliance with all applicable laws at the time those actions were taken. In addition, claims for damages to persons or property, including natural resources, may result from the environmental, health and safety impacts of our operations. We have been named from time to time as a defendant in litigation related to such matters. For example, we have been recently named as the defendant in separate lawsuits in Colorado and Pennsylvania in which the plaintiffs have alleged that our oil and natural gas activities exposed them to hazardous substances and damaged their properties. The plaintiffs have requested unspecified damages and other injunctive or equitable relief. We are not yet able to estimate what our aggregate exposure for monetary or other damages resulting from these or other similar claims might be. New laws, regulations or enforcement policies could be more stringent and impose unforeseen liabilities or significantly increase compliance costs. If we were not able to recover the resulting costs through insurance or increased revenues, our business, financial condition or results of operations could be adversely affected.

We may incur substantial losses and be subject to substantial liability claims as a result of our operations. Additionally we may not be insured for, or our insurance may be inadequate to protect us against, these risks.

We are not insured against all risks. Losses and liabilities arising from uninsured and underinsured events could materially and adversely affect our business, financial condition or results of operations.

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Our natural gas exploration and production activities are subject to all of the operating risks associated with drilling for and producing natural gas, including the possibility of:

- environmental hazards, such as uncontrollable releases of oil, natural gas, brine, well fluids, toxic gas or other pollution into the environment, including groundwater, air and shoreline contamination;
- abnormally pressured formations;
- mechanical difficulties, such as stuck oilfield drilling and service tools and casing collapse;
- fires, explosions and ruptures of pipelines;
- personal injuries and death;
- natural disasters; and
- terrorist attacks targeting natural gas and oil related facilities and infrastructure.

Any of these risks could adversely affect our ability to conduct operations or result in substantial loss to us as a result of claims for:

- injury or loss of life;
- damage to and destruction of property, natural resources and equipment;
- pollution and other environmental damage;
- regulatory investigations and penalties;
- suspension of our operations; and
- repair and remediation costs.

We may elect not to obtain insurance if we believe that the cost of available insurance is excessive relative to the risks presented. In addition, pollution and environmental risks generally are not fully insurable. The occurrence of an event that is not fully covered by insurance could have a material adverse effect on our business, financial condition and results of operations.

Prospects that we decide to drill may not yield natural gas or oil in commercially viable quantities.

Prospects that we decide to drill that do not yield natural gas or oil in commercially viable quantities will adversely affect our results of operations and financial condition. In this prospectus, we describe some of our current prospects and our plans to explore those prospects. Our prospects are in various stages of evaluation, ranging from a prospect which is ready to drill to a prospect that will require substantial additional seismic data processing and interpretation. There is no way to predict in advance of drilling and testing whether any particular prospect will yield natural gas or oil in sufficient quantities to recover drilling or completion costs or to be economically viable. The use of seismic data and other technologies and the study of producing fields in the same area will not enable us to know conclusively prior to drilling whether natural gas or oil will be present or, if present, whether natural gas or oil will be present in commercial quantities. We cannot assure you that the analogies we draw from available data from other wells, more fully explored prospects or producing fields will be applicable to our drilling prospects. Further, our drilling operations may be curtailed, delayed or cancelled as a result of numerous factors, including:

- unexpected drilling conditions;
- title problems;
- pressure or lost circulation in formations;

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- equipment failure or accidents;
- adverse weather conditions;
- compliance with environmental and other governmental or contractual requirements; and
- increase in the cost of, shortages or delays in the availability of, electricity, supplies, materials, drilling or workover rigs, equipment and services.

Our use of 2-D and 3-D seismic data is subject to interpretation and may not accurately identify the presence of natural gas, which could adversely affect the results of our drilling operations.

Even when properly used and interpreted, 2-D and 3-D seismic data and visualization techniques are only tools used to assist geoscientists in identifying subsurface structures and hydrocarbon indicators and do not enable geoscientists to know whether hydrocarbons are, in fact, present in those structures and the amount of hydrocarbons. We are employing 3-D seismic technology with respect to certain of our projects. The implementation and practical use of 3-D seismic technology is relatively new, unproven and unconventional, which can lessen its effectiveness, at least in the near term, and increase our costs. In addition, the use of 3-D seismic and other advanced technologies requires greater pre-drilling expenditures than traditional drilling strategies, and we could incur greater drilling and exploration expenses as a result of such expenditures, which may result in a reduction in our returns or losses. As a result, our drilling activities may not be successful or economical, and our overall drilling success rate or our drilling success rate for activities in a particular area could decline.

We often gather 3-D seismic data over large areas. Our interpretation of seismic data delineates those portions of an area that we believe are desirable for drilling. Therefore, we may choose not to acquire option or lease rights prior to acquiring seismic data, and, in many cases, we may identify hydrocarbon indicators before seeking option or lease rights in the location. If we are not able to lease those locations on acceptable terms, we will have made substantial expenditures to acquire and analyze 3-D data without having an opportunity to attempt to benefit from those expenditures.

Market conditions or operational impediments may hinder our access to natural gas and oil markets or delay our production.

Market conditions or the unavailability of satisfactory natural gas and oil transportation arrangements may hinder our access to natural gas and oil markets or delay our production. The availability of a ready market for our natural gas and oil production depends on a number of factors, including the demand for and supply of natural gas and oil and the proximity of reserves to pipelines and terminal facilities. Our ability to market our production depends in substantial part on the availability and capacity of gathering systems, pipelines and processing facilities owned and operated by third parties. Our failure to obtain such services on acceptable terms could materially harm our business. We may be required to shut in wells due to lack of a market or inadequacy or unavailability of natural gas and oil pipeline or gathering system capacity. In addition, if natural gas or oil quality specifications for the third party natural gas or oil pipelines with which we connect change so as to restrict our ability to transport natural gas or oil, our access to natural gas and oil markets could be impeded. If our production becomes shut in for any of these or other reasons, we would be unable to realize revenue from those wells until other arrangements were made to deliver the products to market.

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We are subject to complex federal, state, local and other laws and regulations that could adversely affect the cost, manner or feasibility of conducting our operations or expose us to significant liabilities.

Our natural gas exploration, production and transportation operations are subject to complex and stringent laws and regulations. In order to conduct our operations in compliance with these laws and regulations, we must obtain and maintain numerous permits, approvals and certificates from various federal, state and local governmental authorities. We may incur substantial costs in order to maintain compliance with these existing laws and regulations. In addition, our costs of compliance may increase if existing laws and regulations are revised or reinterpreted, or if new laws and regulations become applicable to our operations. Such costs could have a material adverse effect on our business, financial condition and results of operations.

Our business is subject to federal, state and local laws and regulations as interpreted and enforced by governmental authorities possessing jurisdiction over various aspects of the exploration for, and the production and transportation of, natural gas. Failure to comply with such laws and regulations, including any evolving interpretation and enforcement by governmental authorities, could have a material adverse effect on our business, financial condition and results of operations.

Changes to existing or new regulations may unfavorably impact us, could result in increased operating costs and have a material adverse effect on our financial condition and results of operations. Such potential regulations could increase our operating costs, reduce our liquidity, delay or halt our operations or otherwise alter the way we conduct our business, which could in turn have a material adverse effect on our financial condition, results of operations and cash flows.

The unavailability or high cost of additional drilling rigs, equipment, supplies, personnel and oilfield services could adversely affect our ability to execute our exploration and development plans within our budget and on a timely basis.

The demand for qualified and experienced field personnel to drill wells and conduct field operations, geologists, geophysicists, engineers and other professionals in the natural gas and oil industry can fluctuate significantly, often in correlation with natural gas and oil prices, causing periodic shortages. Historically, there have been shortages of drilling and workover rigs, pipe and other equipment as demand for rigs and equipment has increased along with the number of wells being drilled. We cannot predict whether these conditions will exist in the future and, if so, what their timing and duration will be. Such shortages could delay or cause us to incur significant expenditures that are not provided for in our capital budget, which could have a material adverse effect on our business, financial condition or results of operations.

A change in the jurisdictional characterization of some of our assets by federal, state or local regulatory agencies or a change in policy by those agencies may result in increased regulation of our assets, which may cause our revenues to decline and operating expenses to increase.

Section 1(b) of the Natural Gas Act of 1938, or NGA, exempts natural gas gathering facilities from regulation by the Federal Energy Regulatory Commission, or FERC, as a natural gas company under the NGA. We believe that the natural gas pipelines in our gathering systems meet the traditional tests FERC has used to establish a pipeline's status as a gatherer not subject to regulation as a natural gas company. However, the distinction between FERC-regulated transmission services and federally unregulated gathering services is the subject of on-going litigation, so the classification and regulation of our gathering facilities are subject to change based on future determinations by FERC, the courts or Congress.

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Should we fail to comply with all applicable FERC administered statutes, rules, regulations and orders, we could be subject to substantial penalties and fines.

Under the Domenici-Barton Energy Policy Act of 2005, FERC has civil penalty authority under the NGA to impose penalties for current violations of up to $1 million per day for each violation and disgorgement of profits associated with any violation. While our systems have not been regulated by FERC as a natural gas company under the NGA, FERC has adopted regulations that may subject certain of our otherwise non-FERC jurisdictional facilities to FERC annual reporting and daily scheduled flow and capacity posting requirements. Additional rules and legislation pertaining to those and other matters may be considered or adopted by FERC from time to time. Failure to comply with those regulations in the future could subject us to civil penalty liability.

Climate change laws and regulations restricting emissions of "greenhouse gases" could result in increased operating costs and reduced demand for the oil and natural gas that we produce while potential physical effects of climate change could disrupt our production and cause us to incur significant costs in preparing for or responding to those effects.

In response to findings that emissions of carbon dioxide, methane and other GHGs present an endangerment to public health and the environment, the EPA has adopted regulations under existing provisions of the federal Clean Air Act that require a reduction in emissions of GHGs from motor vehicles and thereby triggered permit review for GHG emssions from certain stationary sources. The EPA has adopted rules to address the permitting of GHG emissions from stationary sources under the Prevention of Significant Deterioration, or "PSD," and Title V permitting programs in a multi-step process, with the largest sources first subject to permitting. Facilities required to obtain PSD permits for their GHG emissions also will be required to meet "best available control technology" standards, which will be established by the states or, in some instances, by the EPA on a case-by-case basis. The EPA's rules relating to emissions of GHGs from large stationary sources of emissions are currently subject to a number of legal challenges but the federal courts have thus far declined to issue any injunctions to prevent EPA from implementing or requiring state environmental agencies to implement the rules. These EPA rulemakings could adversely affect our operations and restrict or delay our ability to obtain air permits for new or modified facilities. The EPA has also adopted rules requiring the monitoring and reporting of GHG emissions from certain onshore oil and natural gas production activities, which includes certain of our operations. In addition, Congress has from time to time considered legislation to reduce emissions of GHGs, and almost one-half of the states have already taken legal measures to reduce emissions of GHGs, primarily through the planned development of GHG emission inventories and/or regional GHG cap and trade programs. The adoption and implementation of any legislation or regulations imposing reporting obligations on, or limiting emissions of GHGs from, our equipment and operations could require us to incur costs to reduce emissions of GHGs associated with our operations. Substantial limitations on GHG emissions could adversely affect demand for the oil and natural gas we produce. Finally, it should be noted that some scientists have concluded that increasing concentrations of GHGs in the Earth's atmosphere may produce climate changes that have significant physical effects, such as increased frequency and severity of storms, floods and other climatic event; if any such effects were to occur, they could have an adverse effect on our exploration and production operations.

Federal and state legislative and regulatory initiatives relating to hydraulic fracturing could result in increased costs and additional operating restrictions or delays.

Hydraulic fracturing is an important and common practice that is used to stimulate production of natural gas and/or oil from dense subsurface rock formations. The hydraulic fracturing process involves the injection of water, sand, and chemicals under pressure into the formation to fracture the surrounding rock and stimulate production. We commonly use hydraulic fracturing as part of our operations. Hydraulic fracturing typically is regulated by state oil and natural gas commissions, but the EPA has asserted federal regulatory authority pursuant to the Safe Drinking Water Act over certain hydraulic fracturing activities involving the use of diesel. In addition, legislation has been introduced before Congress to provide for federal regulation of hydraulic fracturing under the Safe Drinking Water Act and to require disclosure of the chemicals used in the hydraulic fracturing process. At the state level, several states have adopted or are considering legal requirements that could impose more stringent permitting, disclosure, and well construction requirements on hydraulic fracturing activities. We believe that we follow applicable standard industry practices and legal requirements for groundwater protection in our hydraulic fracturing activities. Nonetheless, if new or more stringent federal, state, or local legal restrictions relating to the hydraulic fracturing process are adopted in areas where we operate, we could incur potentially significant added costs to comply with such requirements, experience delays or curtailment in the pursuit of exploration, development, or production activities, and perhaps even be precluded from drilling wells.

In addition, certain governmental reviews are either underway or being proposed that focus on environmental aspects of hydraulic fracturing practices. The White House Council on Environmental Quality is coordinating an administration-wide review of hydraulic fracturing practices, and a committee of the United States House of Representatives has conducted an investigation of hydraulic fracturing practices. The EPA has commenced a study of the potential environmental effects of hydraulic fracturing on drinking water and groundwater, with initial results expected to be available by late 2012 and final results by 2014. Moreover, the EPA is developing effluent limitations for the treatment and discharge of wastewater resulting from hydraulic fracturing activities and plans to propose these standards by 2014. Other governmental agencies, including the U.S. Department of Energy and the U.S. Department of the Interior, are evaluating various other aspects of hydraulic fracturing. These ongoing or proposed studies could spur initiatives to further regulate hydraulic fracturing under the federal Safe Drinking Water Act or other regulatory mechanisms, and could ultimately make it more difficult or costly for us to perform fracturing and increase our costs of compliance and doing business.

Recently proposed rules regulating air emissions from oil and gas operations could cause us to incur increased capital expenditures and operating costs.

On July 28, 2011, the EPA issued proposed rules that would subject all oil and gas operations (production, processing, transmission, storage and distribution) to regulation under the New Source Performance Standards ("NSPS") and National Emission Standards for Hazardous Air Pollutants ("NESHAPS") programs. The EPA proposed rules also include NSPS standards for completions of hydraulically fractured gas wells. These standards include the reduced emission completion ("REC") techniques developed in EPA's Natural Gas STAR program along with pit flaring of gas not sent to the gathering line. The standards would be applicable to newly drilled and fractured wells as well as existing wells that are refractured. Further, the proposed regulations under NESHAPS include maximum achievable control technology ("MACT") standards for those glycol dehydrators and storage vessels at major sources of hazardous air pollutants not currently subject to MACT standards. The EPA is currently considering public comment submitted on the proposed rules and has indicated that it expects to take final action on the proposed rules by April 3, 2012. If finalized, these rules could require a number of modifications to our operations including the installation of new equipment. Compliance with such rules could result in significant costs, including increased capital expenditures and operating costs, and could adversely impact our business.

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The recent adoption of derivatives legislation by the United States Congress could have an adverse effect on our ability to use derivative instruments to reduce the effect of commodity price, interest rate and other risks associated with our business.

The United States Congress recently adopted comprehensive financial reform legislation that establishes federal oversight and regulation of the over-the-counter derivatives market and entities, such as us, that participate in that market. The legislation was signed into law by the President on July 21, 2010 and requires the Commodity Futures Trading Commission (the "CFTC"), the Securities and Exchange Commission (the "SEC") and other regulators to promulgate rules and regulations implementing the new legislation. In December 2011, the CFTC extended temporary exemptive relief from certain regulations applicable to swaps until no later than July 16, 2012. The CFTC also has issued final regulations to set position limits for certain futures and option contracts in the major energy markets and for swaps that are their economic equivalents. Certain bona fide hedging transactions would be exempt from these position limits, It is not possible at this time to predict when the CFTC will make these regulations effective. The financial reform legislation may also require us to comply with margin requirements and with certain clearing and trade-execution requirements in connection with our derivatives activities, although the application of those provisions to us is uncertain at this time. The financial reform legislation may also require the counterparties to our derivative instruments to spin off some of their derivatives activities to a separate entity, which may not be as creditworthy as the current counterparty. The legislation and any new regulations could significantly increase the cost of derivative contracts (including through requirements to post collateral which could adversely affect our available liquidity), materially alter the terms of derivative contracts, reduce the availability of derivatives to protect against risks we encounter, reduce our ability to monetize or restructure existing derivative contracts, and increase our exposure to less creditworthy counterparties. If we reduce our use of derivatives as a result of the legislation and regulations, our results of operations may become more volatile and our cash flows may be less predictable, which could adversely affect our ability to plan for and fund capital expenditures. Finally, the legislation was intended, in part, to reduce the volatility of oil and natural gas prices, which some legislators attributed to speculative trading in derivatives and commodity instruments related to oil and natural gas. Our revenues could therefore be adversely affected if commodity prices decline as a consequence of the legislation and regulations. Any of these consequences could have a material adverse effect on us, our financial condition, and our results of operations.

Competition in the natural gas industry is intense, making it more difficult for us to acquire properties, market natural gas and secure trained personnel.

Our ability to acquire additional prospects and to find and develop reserves in the future will depend on our ability to evaluate and select suitable properties and to consummate transactions in a highly competitive environment for acquiring properties, marketing natural gas and securing trained personnel. Also, there is substantial competition for capital available for investment in the oil and natural gas industry. Many of our competitors possess and employ financial, technical and personnel resources substantially greater than ours. Those companies may be able to pay more for productive natural gas properties and exploratory prospects and to evaluate, bid for and purchase a greater number of properties and prospects than our financial or personnel resources permit. In addition, other companies may be able to offer better compensation packages to attract and retain qualified personnel than we are able to offer. The cost to attract and retain qualified personnel has increased over the past three years due to competition and may increase substantially in the future. We may not be able to compete successfully in the future in acquiring prospective reserves, developing reserves, marketing hydrocarbons, attracting and retaining quality personnel and raising additional capital, which could have a material adverse effect on our business.

The loss of senior management or technical personnel could adversely affect operations.

We depend on the services of our senior management and technical personnel. The loss of the services of our senior management or technical personnel, including Paul M. Rady, our Chairman and Chief Executive Officer, and Glen C. Warren, Jr., our President and Chief Financial Officer, could have a material adverse effect on our operations. We do not maintain, nor do we plan to obtain, any insurance against the loss of any of these individuals.

We have limited control over activities on properties we do not operate, which could reduce our production and revenues.

A significant portion of our business activities is conducted through joint operating agreements under which we own partial interests in natural gas properties. If we do not operate the properties in which we own an interest, we do not have control over normal operating procedures, expenditures or future development of the underlying properties. The failure of an operator of our wells to adequately perform operations or an operator's breach of the applicable agreements could reduce our production and revenues. The success and timing of our drilling and development activities on properties operated by others, therefore, depends upon a number of factors outside of our control, including the operator's timing and amount of capital expenditures, expertise and financial resources, inclusion of other participants in drilling wells and use of technology. Because we do not have a majority interest in most wells that we do not operate, we may not be in a position to remove the operator in the event of poor performance.

Seasonal weather conditions and lease stipulations adversely affect our ability to conduct drilling activities in some of the areas where we operate.

Natural gas operations in our operating areas can be adversely affected by seasonal weather conditions and lease stipulations designed to protect various wildlife. In certain areas of Colorado, for example, drilling and other natural gas activities can only be conducted during the spring and summer months. This limits our ability to operate in those areas and can intensify competition during those months for drilling rigs, oilfield equipment, services, supplies and qualified personnel, which may lead to periodic shortages. These constraints and the resulting shortages or high costs could delay our operations and materially increase our operating and capital costs.

We have been an early entrant into new or emerging plays. As a result, our drilling results in these areas are uncertain, and the value of our undeveloped acreage will decline if drilling results are unsuccessful.

While our costs to acquire undeveloped acreage in new or emerging plays have generally been less than those of later entrants into a developing play, our drilling results in these areas are more uncertain than drilling results in areas that are developed and producing. Since new or emerging plays have limited or no production history, we are unable to use past drilling results in those areas to help predict our future drilling results. As a result, our cost of drilling, completing and operating wells in these areas may be higher than initially expected, and the value of our undeveloped acreage will decline if drilling results are unsuccessful.

Increases in interest rates could adversely affect our business.

Our business and operating results can be harmed by factors such as the availability, terms of and cost of capital, increases in interest rates or a reduction in credit rating. These changes could cause our cost of doing business to increase, limit our ability to pursue acquisition opportunities, reduce cash flow used for drilling and place us at a competitive disadvantage. For example, as of December 31, 2011, outstanding borrowings under our Credit Facility were approximately $365 million, and the impact of a 1.0% increase in interest rates on this amount of indebtedness would result in increased annual interest

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expense of approximately $2 million and a corresponding decrease in our net income before the effects of increased interest rates on the value of our interest rate swap contracts. Recent and continuing disruptions and volatility in the global financial markets may lead to a contraction in credit availability impacting our ability to finance our operations. We require continued access to capital. A significant reduction in cash flows from operations or the availability of credit could materially and adversely affect our ability to achieve our planned growth and operating results.

We may be subject to risks in connection with acquisitions of properties.

The successful acquisition of producing properties requires an assessment of several factors, including:

- recoverable reserves;
- future natural gas prices and their applicable differentials;
- operating costs; and
- potential environmental and other liabilities.

The accuracy of these assessments is inherently uncertain. In connection with these assessments, we perform a review of the subject properties that we believe to be generally consistent with industry practices. Our review will not reveal all existing or potential problems nor will it permit us to become sufficiently familiar with the properties to fully assess their deficiencies and capabilities. Inspections may not always be performed on every well, and environmental problems are not necessarily observable even when an inspection is undertaken. Even when problems are identified, the seller may be unwilling or unable to provide effective contractual protection against all or part of the problems. We often are not entitled to contractual indemnification for environmental liabilities and acquire properties on an "as is" basis.

We may be unable to make attractive acquisitions or successfully integrate acquired businesses, and any inability to do so may disrupt our business and hinder our ability to grow.

In the future we may make acquisitions of businesses that complement or expand our current business. We may not be able to identify attractive acquisition opportunities. Even if we do identify attractive acquisition opportunities, we may not be able to complete the acquisition or do so on commercially acceptable terms.

The success of any completed acquisition will depend on our ability to integrate effectively the acquired business into our existing operations. The process of integrating acquired businesses may involve unforeseen difficulties and may require a disproportionate amount of our managerial and financial resources. In addition, possible future acquisitions may be larger and for purchase prices significantly higher than those paid for earlier acquisitions. No assurance can be given that we will be able to identify additional suitable acquisition opportunities, negotiate acceptable terms, obtain financing for acquisitions on acceptable terms or successfully acquire identified targets. Our failure to achieve consolidation savings, to incorporate the acquired businesses and assets into our existing operations successfully or to minimize any unforeseen operational difficulties could have a material adverse effect on our financial condition and results of operations.

In addition, our Credit Facility imposes and the indentures governing our series of senior notes impose certain limitations on our ability to enter into mergers or combination transactions. Our Credit Facility and the indentures governing our series of senior notes also limit our ability to incur certain indebtedness, which could indirectly limit our ability to engage in acquisitions of businesses.

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Certain federal income tax deductions currently available with respect to natural gas and oil exploration and development may be eliminated, and additional state taxes on natural gas extraction may be imposed, as a result of future legislation.

The Fiscal Year 2013 Budget proposed by the President recommends the elimination of certain key U.S. federal income tax incentives currently available to oil and gas exploration and production companies, and legislation has been introduced in Congress that would implement many of these proposals. Such changes include, but are not limited to, (i) the repeal of the percentage depletion allowance for oil and gas properties; (ii) the elimination of current deductions for intangible drilling and development costs; (iii) the elimination of the deduction for certain U.S. production activities; and (iv) an extension of the amortization period for certain geological and geophysical expenditures. It is unclear, however, whether any such changes will be enacted or how soon such changes could be effective.

The passage of this legislation or any other similar change in U.S. federal income tax law could eliminate or postpone certain tax deductions that are currently available with respect to natural gas and oil exploration and development, and any such change could negatively affect our financial condition and results of operations.

Pennsylvania recently enacted legislation that imposes an annual impact fee on every producing gas well in the Marcellus Shale formation. For 2012, the fee is $50,000 per well, except for smaller vertical wells that will pay $10,000 per well. The fee will be adjusted annually based on changes in natural gas prices and the Consumer Price Index. The passage of this legislation will increase the tax burden on our operations in the Appalachian Basin.

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EXCHANGE OFFER

Purpose and Effect of the Exchange Offer

At the closing of the offering of the old notes, we entered into a registration rights agreement with the initial purchasers pursuant to which we agreed, for the benefit of the holders of the old notes, at our cost, to do the following:

- file an exchange offer registration statement with the SEC with respect to the exchange offer for the new notes, and
- use commercially reasonable efforts to have the exchange offer completed by the 400th day following the date of the initial issuance of the notes (September 4, 2012).

Upon the SEC's declaring the exchange offer registration statement effective, we agreed to offer the new notes in exchange for surrender of the old notes. We agreed to use commercially reasonable efforts to cause the exchange offer registration statement to be effective continuously, and to keep the exchange offer open for a period of not less than 20 business days.

For each old note surrendered to us pursuant to the exchange offer, the holder of such old note will receive a new note having a principal amount equal to that of the surrendered old note. Interest on each new note will accrue from the last interest payment date on which interest was paid on the surrendered old note or, if no interest has been paid on such old note, from August 1, 2011. The registration rights agreement also contains agreements to include in the prospectus for the exchange offer certain information necessary to allow a broker-dealer who holds old notes that were acquired for its own account as a result of market-making activities or other ordinary course trading activities (other than old notes acquired directly from us or one of our affiliates) to exchange such old notes pursuant to the exchange offer and to satisfy the prospectus delivery requirements in connection with resales of new notes received by such broker-dealer in the exchange offer. We agreed to use commercially reasonable efforts to maintain the effectiveness of the exchange offer registration statement for these purposes for a period of 180 days after the completion of the exchange offer, which period may be extended under certain circumstances.

The preceding agreement is needed because any broker-dealer who acquires old notes for its own account as a result of market-making activities or other trading activities is required to deliver a prospectus meeting the requirements of the Securities Act. This prospectus covers the offer and sale of the new notes pursuant to the exchange offer and the resale of new notes received in the exchange offer by any broker-dealer who held old notes acquired for its own account as a result of market-making activities or other trading activities other than old notes acquired directly from us or one of our affiliates.

Based on interpretations by the staff of the SEC set forth in no-action letters issued to third parties, we believe that the new notes issued pursuant to the exchange offer would in general be freely tradable after the exchange offer without further registration under the Securities Act. However, any purchaser of old notes who is an "affiliate" of ours or who intends to participate in the exchange offer for the purpose of distributing the related new notes:

- will not be able to rely on the interpretation of the staff of the SEC,
- will not be able to tender its new notes in the exchange offer, and
- must comply with the registration and prospectus delivery requirements of the Securities Act in connection with any sale or transfer of the old notes unless such sale or transfer is made pursuant to an exemption from such requirements.

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Each holder of the old notes (other than certain specified holders) who desires to exchange old notes for the new notes in the exchange offer will be required to make the representations described below under " Procedures for Tendering Your Representations to Us."

We further agreed to file with the SEC a shelf registration statement to register for public resale of old notes held by any holder who provides us with certain information for inclusion in the shelf registration statement if:

- the exchange offer is not permitted by applicable law or SEC policy, or
- the exchange offer is not for any reason completed by the 400^{th} day following the date of the initial issuance of the notes (September 4, 2012), or
- upon completion of the exchange offer, any initial purchaser shall so request in connection with any offering or sale of notes.

We have agreed to use commercially reasonable efforts to keep the shelf registration statement continuously effective until the earlier of one year following its effective date and such time as all notes covered by the shelf registration statement have been sold. We refer to this period as the "shelf effectiveness period."

The registration rights agreement provides that, in the event that either the exchange offer is not completed or the shelf registration statement, if required, is not declared effective (or does not automatically become effective) on or prior to the 400^{th} calendar day following the date of the initial issuance of the notes (September 4, 2012), the interest rate on the old notes will be increased by 1.00% per annum until the exchange offer is completed or the shelf registration statement is declared effective (or automatically becomes effective) under the Securities Act, at which time the increased interest shall cease to accrue.

If the shelf registration statement has been declared effective (or automatically becomes effective) and thereafter either ceases to be effective or the prospectus contained therein ceases to be usable for resales of the notes at any time during the shelf effectiveness period, and such failure to remain effective or usable for resales of the notes exists for more than 30 calendar days (whether or not consecutive) in any 12-month period, then the interest rate on the old notes will be increased by 1.00% per annum commencing on the 31st day in such 12-month period and ending on such date that the shelf registration statement has again been declared (or automatically becomes) effective or the prospectus again becomes usable, at which time the increased interest shall cease to accrue.

Holders of the old notes will be required to make certain representations to us (as described in the registration rights agreement) in order to participate in the exchange offer and will be required to deliver information to be used in connection with the shelf registration statement and to provide comments on the shelf registration statement within the time periods set forth in the registration rights agreement in order to have their old notes included in the shelf registration statement.

If we effect the registered exchange offer, we will be entitled to close the registered exchange offer 20 business days after its commencement as long as we have accepted all old notes validly rendered in accordance with the terms of the exchange offer and no brokers or dealers continue to hold any old notes.

This summary of the material provisions of the registration rights agreement does not purport to be complete and is subject to, and is qualified in its entirety by reference to, all the provisions of the registration rights agreement, a copy of which is filed as an exhibit to the registration statement which includes this prospectus.

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Except as set forth above, after consummation of the exchange offer, holders of old notes which are the subject of the exchange offer have no registration or exchange rights under the registration rights agreement. See " Consequences of Failure to Exchange."

Terms of the Exchange Offer

Subject to the terms and conditions described in this prospectus and in the letter of transmittal, we will accept for exchange any old notes properly tendered and not withdrawn prior to 5:00 p.m. New York City time on the expiration date. We will issue new notes in principal amount equal to the principal amount of old notes surrendered in the exchange offer. Old notes may be tendered only for new notes and only in minimum denominations of $2,000 and integral multiples of $1,000 in excess thereof.

The exchange offer is not conditioned upon any minimum aggregate principal amount of old notes being tendered for exchange.

As of the date of this prospectus, $400,000,000 in aggregate principal amount of the old notes is outstanding. This prospectus and the letter of transmittal are being sent to all registered holders of old notes. There will be no fixed record date for determining registered holders of old notes entitled to participate in the exchange offer.

We intend to conduct the exchange offer in accordance with the provisions of the registration rights agreement, the applicable requirements of the Securities Act and the Exchange Act and the rules and regulations of the SEC. Old notes that the holders thereof do not tender for exchange in the exchange offer will remain outstanding and continue to accrue interest. These old notes will continue to be entitled to the rights and benefits such holders have under the indenture relating to the notes.

We will be deemed to have accepted for exchange properly tendered old notes when we have given oral or written notice of the acceptance to the exchange agent and complied with the applicable provisions of the registration rights agreement. The exchange agent will act as agent for the tendering holders for the purposes of receiving the new notes from us.

If you tender old notes in the exchange offer, you will not be required to pay brokerage commissions or fees or, subject to the letter of transmittal, transfer taxes with respect to the exchange of old notes. We will pay all charges and expenses, other than certain applicable taxes described below, in connection with the exchange offer. It is important that you read the section labeled " Fees and Expenses" for more details regarding fees and expenses incurred in the exchange offer.

We will return any old notes that we do not accept for exchange for any reason without expense to their tendering holder promptly after the expiration or termination of the exchange offer.

Expiration Date

The exchange offer will expire at 5:00 p.m., New York City time, on May 29, 2012, unless, in our sole discretion, we extend it.

Extensions, Delays in Acceptance, Termination or Amendment

We expressly reserve the right, at any time or various times, to extend the period of time during which the exchange offer is open. We may delay acceptance of any old notes by giving oral or written notice of such extension to their holders. During any such extensions, all old notes previously tendered will remain subject to the exchange offer, and we may accept them for exchange.

In order to extend the exchange offer, we will notify the exchange agent orally or in writing of any extension. We will notify the registered holders of old notes of the extension no later than 9:00 a.m., New York City time, on the first business day following the previously scheduled expiration date.

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If any of the conditions described below under " Conditions to the Exchange Offer" have not been satisfied, we reserve the right, in our sole discretion:

- to delay accepting for exchange any old notes,
- to extend the exchange offer, or
- to terminate the exchange offer,

by giving oral or written notice of such delay, extension or termination to the exchange agent. Subject to the terms of the registration rights agreement, we also reserve the right to amend the terms of the exchange offer in any manner.

Any extension, termination or amendment will be followed promptly by oral or written notice thereof to the registered holders of old notes. If we amend the exchange offer in a manner that we determine to constitute a material change, we will promptly disclose such amendment by means of a prospectus supplement. The supplement will be distributed to the registered holders of the old notes. Depending upon the significance of the amendment and the manner of disclosure to the registered holders, we may extend the exchange offer. In the event of a material change in the exchange offer, including the waiver by us of a material condition, we will extend the exchange offer period if necessary so that at least five business days remain in the exchange offer following notice of the material change.

Conditions to the Exchange Offer

We will not be required to accept for exchange, or exchange any new notes for, any old notes if the exchange offer, or the making of any exchange by a holder of old notes, would violate applicable law or any applicable interpretation of the staff of the SEC. Similarly, we may terminate the exchange offer as provided in this prospectus before accepting old notes for exchange in the event of such a potential violation.

In addition, we will not be obligated to accept for exchange the old notes of any holder that has not made to us the representations described under " Purpose and Effect of the Exchange Offer," " Procedures for Tendering" and "Plan of Distribution" and such other representations as may be reasonably necessary under applicable SEC rules, regulations or interpretations to allow us to use an appropriate form to register the new notes under the Securities Act.

We expressly reserve the right to amend or terminate the exchange offer, and to reject for exchange any old notes not previously accepted for exchange, upon the occurrence of any of the conditions to the exchange offer specified above. We will give prompt oral or written notice of any extension, amendment, non-acceptance or termination to the holders of the old notes as promptly as practicable.

These conditions are for our sole benefit, and we may assert them or waive them in whole or in part at any time or at various times in our sole discretion. If we fail at any time to exercise any of these rights, this failure will not mean that we have waived our rights. Each such right will be deemed an ongoing right that we may assert at any time or at various times.

In addition, we will not accept for exchange any old notes tendered, and will not issue new notes in exchange for any such old notes, if at such time any stop order has been threatened or is in effect with respect to the registration statement of which this prospectus constitutes a part or the qualification of the indenture relating to the notes under the Trust Indenture Act of 1939.

Procedures for Tendering

In order to participate in the exchange offer, you must properly tender your old notes to the exchange agent as described below. It is your responsibility to properly tender your notes. We have the right to waive any defects. However, we are not required to waive defects and are not required to notify you of defects in your tender.

If you have any questions or need help in exchanging your notes, please call the exchange agent, whose contact information is set forth in "Prospectus Summary The Exchange Offer Exchange Agent."

All of the old notes were issued in book-entry form, and all of the old notes are currently represented by global certificates held for the account of DTC. We have confirmed with DTC that the old notes may be tendered using the Automated Tender Offer Program ("ATOP") instituted by DTC. The exchange agent will establish an account with DTC for purposes of the exchange offer promptly after the commencement of the exchange offer and DTC participants may electronically transmit their acceptance of the exchange offer by causing DTC to transfer their old notes to the exchange agent using the ATOP procedures. In connection with the transfer, DTC will send an "agent's message" to the exchange agent. The agent's message will state that DTC has received instructions from the participant to tender old notes and that the participant agrees to be bound by the terms of the letter of transmittal.

By using the ATOP procedures to exchange old notes, you will not be required to deliver a letter of transmittal to the exchange agent. However, you will be bound by its terms just as if you had signed it.

There is no procedure for guaranteed late delivery of the notes.

Determinations Under the Exchange Offer

We will determine in our sole discretion all questions as to the validity, form, eligibility, time of receipt, acceptance of tendered old notes and withdrawal of tendered old notes. Our determination will be final and binding. We reserve the absolute right to reject any old notes not properly tendered or any old notes our acceptance of which would, in the opinion of our counsel, be unlawful. We also reserve the right to waive any defect, irregularities or conditions of tender as to particular old notes. Our interpretation of the terms and conditions of the exchange offer, including the instructions in the letter of transmittal, will be final and binding on all parties. Unless waived, all defects or irregularities in connection with tenders of old notes must be cured within such time as we shall determine. Although we intend to notify holders of defects or irregularities with respect to tenders of old notes, neither we, the exchange agent nor any other person will incur any liability for failure to give such notification. Tenders of old notes will not be deemed made until such defects or irregularities have been cured or waived. Any old notes received by the exchange agent that are not properly tendered and as to which the defects or irregularities have not been cured or waived will be returned to the tendering holder, unless otherwise provided in the letter of transmittal, promptly following the expiration date.

When We Will Issue New Notes

In all cases, we will issue new notes for old notes that we have accepted for exchange under the exchange offer only after the exchange agent timely receives:

- a book-entry confirmation of such old notes into the exchange agent's account at DTC; and
- a properly transmitted agent's message.

Return of Old Notes Not Accepted or Exchanged

If we do not accept any tendered old notes for exchange or if old notes are submitted for a greater principal amount than the holder desires to exchange, the unaccepted or non-exchanged old notes will be returned without expense to their tendering holder. Such non-exchanged old notes will be credited

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to an account maintained with DTC. These actions will occur promptly after the expiration or termination of the exchange offer.

Your Representations to Us

By agreeing to be bound by the letter of transmittal, you will represent to us that, among other things:

- any new notes that you receive will be acquired in the ordinary course of your business;
- you have no arrangement or understanding with any person or entity to participate in the distribution of the new notes;
- you are not our "affiliate," as defined in Rule 405 of the Securities Act; and
- if you are a broker-dealer that will receive new notes for your own account in exchange for old notes, you acquired those notes as a result of market-making activities or other trading activities and you will deliver a prospectus (or to the extent permitted by law, make available a prospectus) in connection with any resale of such new notes.

Withdrawal of Tenders

Except as otherwise provided in this prospectus, you may withdraw your tender at any time prior to 5:00 p.m. New York City time on the expiration date. For a withdrawal to be effective you must comply with the appropriate procedures of DTC's ATOP system. Any notice of withdrawal must specify the name and number of the account at DTC to be credited with withdrawn old notes and otherwise comply with the procedures of DTC.

We will determine all questions as to the validity, form, eligibility and time of receipt of notice of withdrawal. Our determination shall be final and binding on all parties. We will deem any old notes so withdrawn not to have been validly tendered for exchange for purposes of the exchange offer.

Any old notes that have been tendered for exchange but are not exchanged for any reason will be credited to an account maintained with DTC for the old notes. This crediting will take place as soon as practicable after withdrawal, rejection of tender or termination of the exchange offer. You may retender properly withdrawn old notes by following the procedures described under " Procedures for Tendering" above at any time prior to 5:00 p.m., New York City time, on the expiration date.

Fees and Expenses

We will bear the expenses of soliciting tenders. The principal solicitation is being made by mail; however, we may make additional solicitation by facsimile, telephone, electronic mail or in person by our officers and regular employees and those of our affiliates.

We have not retained any dealer-manager in connection with the exchange offer and will not make any payments to broker-dealers or others soliciting acceptances of the exchange offer. We will, however, pay the exchange agent reasonable and customary fees for its services and reimburse it for its related reasonable out-of-pocket expenses.

We will pay the cash expenses to be incurred in connection with the exchange offer. They include:

- all registration and filing fees and expenses;
- all fees and expenses of compliance with federal securities and state "blue sky" or securities laws;
- accounting fees, legal fees incurred by us, disbursements and printing, messenger and delivery services, and telephone costs; and

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related fees and expenses.

Transfer Taxes

We will pay all transfer taxes, if any, applicable to the exchange of old notes under the exchange offer. The tendering holder, however, will be required to pay any transfer taxes, whether imposed on the registered holder or any other person, if a transfer tax is imposed for any reason other than the exchange of old notes under the exchange offer.

Consequences of Failure to Exchange

If you do not exchange new notes for your old notes under the exchange offer, you will remain subject to the existing restrictions on transfer of the old notes. In general, you may not offer or sell the old notes unless the offer or sale is either registered under the Securities Act or exempt from the registration under the Securities Act and applicable state securities laws. Except as required by the registration rights agreement, we do not intend to register resales of the old notes under the Securities Act.

Accounting Treatment

We will record the new notes in our accounting records at the same carrying value as the old notes. This carrying value is the aggregate principal amount of the old notes adjusted for any bond discount or premium, as reflected in our accounting records on the date of exchange. Accordingly, we will not recognize any gain or loss for accounting purposes in connection with the exchange offer.

Other

Participation in the exchange offer is voluntary, and you should carefully consider whether to accept. You are urged to consult your financial and tax advisors in making your own decision on what action to take.

We may in the future seek to acquire untendered old notes in open market or privately negotiated transactions, through subsequent exchange offers or otherwise. We have no present plans to acquire any old notes that are not tendered in the exchange offer or to file a registration statement to permit resales of any untendered old notes.

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USE OF PROCEEDS

The exchange offer is intended to satisfy our obligations under the registration rights agreement. We will not receive any proceeds from the issuance of the new notes in the exchange offer. In consideration for issuing the new notes as contemplated by this prospectus, we will receive old notes in a like principal amount. The form and terms of the new notes are identical in all respects to the form and terms of the old notes, except the new notes will be registered under the Securities Act and will not contain restrictions on transfer, registration rights or provisions for additional interest. Old notes surrendered in exchange for the new notes will be retired and cancelled and will not be reissued. Accordingly, the issuance of the new notes will not result in any change in our outstanding indebtedness.

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SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA

The following table shows our selected historical consolidated financial data, for the periods and as of the dates indicated, for Antero Resources LLC and its subsidiaries. As of December 31, 2011, the subsidiaries of Antero Resources LLC include Antero Resources Corporation, Antero Resources Piceance Corporation, Antero Resources Pipeline Corporation, Antero Resources Appalachian Corporation, Antero Resources Bluestone LLC (collectively referred to as the "Antero Entities" or the "operating entities"), and Antero Resources Finance Corporation. Our statement of operations data includes the operations of Antero Midstream Corporation through November 5, 2010 when this subsidiary was sold. Prior to the formation of Antero Resources LLC in 2009, the Antero Entities were under common control, as the ownership interests in each entity were previously held by the same individual stockholders in the same percentages. In 2009, the ownership interests in each of the Antero Entities were contributed to a newly formed limited liability company, Antero Resources LLC, resulting in each entity being a wholly owned subsidiary of Antero Resources LLC. The assets and liabilities of the Antero Entities were carried forward at their historical basis. The selected statement of operations data for the years ended December 31, 2009, 2010 and 2011 and the balance sheet data as of December 31, 2010 and 2011 are derived from our audited consolidated financial statements included elsewhere in this prospectus. The selected statement of operations data for the years ended December 31, 2007 and 2008 and the balance sheet data as of December 31, 2007, 2008, and 2009 are derived from our audited consolidated financial statements not included in this prospectus. The selected financial data presented below are qualified in their entirety by reference to, and should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our consolidated financial statements and related notes included elsewhere in this prospectus.

	Year Ended December 31,				
	2007	2008	2009	2010	2011
	(in thousands, except ratios)				
Statement of operations data:					
Operating revenues:					
Natural gas sales	$ 57,990	$ 205,306	$ 116,329	$ 189,713	$ 341,834
NGL sales	5,985	14,913	7,586	8,278	34,718
Oil sales	3,749	9,496	5,706	8,471	15,442
Realized gains on commodity derivative instruments	14,373	26,053	116,550	73,713	116,598
Unrealized gains (losses) on commodity derivative instruments	4,619	90,301	(61,186)	170,571	559,596
Gathering and processing revenue	4,778	20,421	23,005	20,554	
Gain on sale of Oklahoma midstream assets				147,559	
Total revenues	91,494	366,490	207,990	618,859	1,068,188
Operating expenses:					
Lease operating expenses	4,435	13,350	17,606	25,511	30,645
Gathering, compression and transportation	10,016	29,033	28,190	45,809	87,768
Production taxes	2,233	10,281	4,940	8,777	18,222
Exploration expenses	17,970	22,998	10,228	24,794	9,876
Impairment of unproved properties	4,995	10,112	54,204	35,859	11,051
Depletion, depreciation and amortization	50,091	124,821	139,813	133,955	170,521
Accretion of asset retirement obligations	68	176	265	317	435
Expenses related to acquisition of business				2,544	
General and administrative	11,682	16,171	20,843	21,952	33,342
Loss on sale of compression station					8,700
Total operating expenses	101,490	226,942	276,089	299,518	370,560
Operating income (loss)	(9,996)	139,548	(68,099)	319,341	697,628

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	Year Ended December 31,				
	2007	2008	2009	2010	2011
	(in thousands, except ratios)				
Other expense:					
Interest expense	$ (25,124)	$ (37,594)	(36,053)	$ (56,463)	(74,404)
Realized and unrealized losses on interest derivative instruments, net	(3,033)	(15,245)	(4,985)	(2,677)	(94)
Total other expense	(28,157)	(52,839)	(41,038)	(59,140)	(74,498)
Income (loss) before income taxes	(38,153)	86,709	(109,137)	260,201	623,130
Income tax (expense) benefit	400	(3,029)	2,605	(30,009)	(230,452)
Net income (loss)	(37,753)	83,680	(106,532)	230,192	392,678
Noncontrolling interest in net loss (income) of consolidated subsidiary		276	363	(1,564)	
Net income (loss) attributable to Antero equity owners	$ (37,753)	$ 83,956	$ (106,169)	$ 228,628	$ 392,678
Balance sheet data (at period end):					
Cash and cash equivalents	$ 11,114	$ 38,969	$ 10,669	$ 8,988	3,343
Other current assets	64,145	165,199	84,175	147,917	330,299
Total current assets	75,259	204,168	94,844	156,905	333,642
Natural gas properties, at cost (successful efforts method):					
Unproved properties	201,210	649,605	596,694	737,358	834,255
Producing properties	617,697	1,148,306	1,340,827	1,762,206	2,497,306
Gathering systems and facilities	133,917	179,836	185,688	85,404	142,241
Other property and equipment	1,440	3,113	3,302	5,975	8,314
	954,264	1,980,860	2,126,511	2,590,943	3,482,116
Less accumulated depletion, depreciation, and amortization	(58,299)	(183,145)	(322,992)	(431,181)	(601,702)
Property and equipment, net	895,965	1,797,715	1,803,519	2,159,762	2,880,414
Other assets	8,058	27,084	38,203	169,620	574,744
Total assets	$ 979,282	2,028,967	$ 1,936,566	$ 2,486,287	$ 3,788,800
Current liabilities	$ 165,091	$ 208,209	$ 112,493	$ 152,483	255,058
Long-term indebtedness	415,659	622,734	515,499	652,632	1,317,330
Other long-term liabilities	4,230	20,469	9,467	86,185	257,606
Total equity	394,302	1,177,555	1,299,107	1,594,987	1,958,806
Total liabilities and equity	$ 979,282	$ 2,028,967	$ 1,936,566	$ 2,486,287	$ 3,788,800
Other financial data:					
EBITDAX(1)	$ 59,980	$ 208,513	$ 201,270	$ 197,678	$ 340,821
Net cash provided by operating activities	24,745	157,515	149,307	$ 127,791	266,307
Net cash used in investing activities	(600,902)	(1,004,010)	(281,899)	(230,672)	(901,249)
Net cash provided by financing activities	585,326	874,350	104,292	101,200	629,297
Capital expenditures(2)	646,469	1,041,748	203,454	423,002	929,887

(1)

"EBITDAX" is a non-GAAP financial measure that we define as net income (loss) before interest expense, realized and unrealized gains or losses on interest rate derivative instruments, taxes, impairments, depletion, depreciation, amortization, exploration expense, unrealized commodity hedge gains or losses, franchise taxes, stock compensation, expenses related to business acquisition, gain on sale of midstream assets, and interest income. "EBITDAX," as used and defined by us, may not be comparable to similarly titled measures employed by other companies and is not a measure of performance calculated in accordance with GAAP. EBITDAX should not be considered in isolation or as a substitute for operating income, net income or loss, cash flows provided by operating, investing and financing activities, or other income or cash flow statement data prepared in accordance with GAAP. EBITDAX provides no information regarding a company's capital structure, borrowings, interest costs, capital expenditures, and working capital movement or tax position. EBITDAX does not represent funds available for discretionary use because those funds are required for debt service, capital expenditures, working capital, income taxes, franchise taxes, exploration

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expenses, and other commitments and obligations. However, our management team believes EBITDAX is useful to an investor in evaluating our operating performance because this measure:

is widely used by investors in the natural gas and oil industry to measure a company's operating performance without regard to items excluded from the calculation of such term, which can vary substantially from company to company depending upon accounting methods and book value of assets, capital structure and the method by which assets were acquired, among other factors;

helps investors to more meaningfully evaluate and compare the results of our operations from period to period by removing the effect of our capital structure from our operating structure; and

is used by our management team for various purposes, including as a measure of operating performance, in presentations to our board of directors, as a basis for strategic planning and forecasting and by our lenders pursuant to a covenant under our Credit Facility. EBITDAX is also used as a measure of our operating performance pursuant to a covenant under the indentures governing our series of senior notes.

There are significant limitations to using EBITDAX as a measure of performance, including the inability to analyze the effect of certain recurring and non-recurring items that materially affect our net income or loss, the lack of comparability of results of operations of different companies and the different methods of calculating EBITDAX reported by different companies. The following table represents a reconciliation of our net income to EBITDAX for the periods presented:

	Year Ended December 31,				
	2007	2008	2009	2010	2011
	(in thousands)				
Net income (loss)	$ (37,753)	$ 83,956	$ (106,169)	$ 228,628	$ 392,678
Unrealized (gains) losses on commodity derivative contracts	(4,619)	(90,301)	61,186	(170,571)	(559,596)
Gain (loss) on sale of assets				(147,559)	8,700
Interest expense and other	28,157	52,839	41,038	59,140	74,498
Provision (benefit) for income taxes	(400)	3,029	(2,605)	30,009	230,452
Depreciation, depletion, amortization and accretion	50,159	124,997	140,078	134,272	170,956
Impairment of unproved properties	4,995	10,112	54,204	35,859	11,051
Exploration expense	17,970	22,998	10,228	24,794	9,876
Other	1,471	883	3,310	3,106	2,206
EBITDAX	$ 59,980	$ 208,513	$ 201,270	$ 197,678	$ 340,821

(2) Capital expenditures as shown in this table differ from the amounts shown in the statement of cash flows in the consolidated financial statements because amounts in this table include changes in accounts payable for capital expenditures from the previous reporting period while the amounts in the statement of cash flows in the financial statements are presented on a cash basis.

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RATIOS OF EARNINGS TO FIXED CHARGES

The following table sets forth our ratios of earnings to fixed charges for the periods presented:

	Year Ended December 31,				
	2007	**2008**	**2009**	**2010**	**2011**
Ratio of earnings to fixed charges(1)	(2)	3.30x	(2)	5.56x	9.34x

(1) For purposes of computing the ratio of earnings to fixed charges, "earnings" consists of pretax income (loss) plus fixed charges. "Fixed charges" represents interest incurred, amortization of deferred debt offering costs and that portion of rental expense on operating leases deemed to be the equivalent of interest.

(2) We generated operating losses for each of the years ended December 31, 2007 and 2009. Accordingly, our earnings were inadequate to cover total fixed charges during such periods by approximately $38.2 million and $106.2 million, respectively.

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MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and related notes included elsewhere in this prospectus. In addition, such analysis should be read in conjunction with the historical audited financial statements and the related notes included elsewhere in this prospectus. The following discussion contains "forward-looking statements" that reflect our future plans, estimates, beliefs and expected performance. We caution that assumptions, expectations, projections, intentions, or beliefs about future events may, and often do, vary from actual results and the differences can be material. Some of the key factors which could cause actual results to vary from our expectations include changes in natural gas, NGL, and oil prices, the timing of planned capital expenditures, availability of acquisitions, uncertainties in estimating proved reserves and forecasting production results, operational factors affecting the commencement or maintenance of producing wells, the condition of the capital markets generally, as well as our ability to access them, and uncertainties regarding environmental regulations or litigation and other legal or regulatory developments affecting our business, as well as those factors discussed below, all of which are difficult to predict. In light of these risks, uncertainties and assumptions, the forward-looking events discussed may not occur. See "Cautionary Statement Regarding Forward-looking Statements." Also, see the risk factors and other cautionary statements described under the heading "Risk Factors" included elsewhere in this prospectus. We do not undertake any obligation to publicly update any forward-looking statements.

In this section, references to "Antero," "we," "us," "our" and "operating entities" refer to the corporations that conduct Antero Resources LLC's operations (Antero Resources Corporation, Antero Resources Midstream Corporation (through November 5, 2010), Antero Resources Piceance Corporation, Antero Resources Pipeline Corporation, Antero Resources Appalachian Corporation, beginning December 1, 2010, Antero Resources Bluestone LLC), and Antero Resources Finance Corporation unless otherwise indicated or the context otherwise requires. For more information on our organizational structure, see "Business Corporate Sponsorship and Structure" or note 1 to the consolidated financial statements included elsewhere in this prospectus.

Our Company

Antero Resources is an independent oil and natural gas company engaged in the exploration, development and production of natural gas, NGL, and oil properties located onshore in the United States. We focus on unconventional reservoirs, which can generally be characterized as fractured shales and tight sand formations. Our properties are primarily located in the Appalachian Basin in West Virginia and Pennsylvania, the Arkoma Basin in Oklahoma and the Piceance Basin in Colorado. Our corporate headquarters are in Denver, Colorado.

Our management team has worked together for many years and has a successful track record of reserve and production growth as well as significant expertise in unconventional resource plays. Our strategy is to leverage our team's experience delineating and developing natural gas resource plays to profitably grow our reserves and production, primarily through internally generated projects on our acquired acreage. As of December 31, 2011, our estimated proved reserves were approximately 5.0 Tcfe, consisting of 3.9 Tcf of natural gas, 164 MMBbl of NGLs, and 17 MMBbl of oil. As of December 31, 2011, 78% of our proved reserves were natural gas, 17% were proved developed and 93% were operated by us. From December 31, 2007 through December 31, 2011, we grew our estimated proved reserves from 235 Bcfe to 5.0 Tcfe. In addition, we grew our average daily production from 31 MMMBtu/d for the year ended December 31, 2007 to 244 MMcfe/d for the year ended December 31, 2011. For the year ended December 31, 2011, we generated cash flow from operations of $266 million, net income of $393 million and EBITDAX of $341 million. Net income in 2011 includes $560 million of unrealized commodity hedge gains and $230 million of deferred income tax expense that largely resulted from these unrealized hedge gains. See "Selected Financial Data Non-GAAP

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Financial Measure" for a definition of EBITDAX (a non-GAAP measure) and a reconciliation of EBITDAX to net income (loss).

We have assembled a diversified portfolio of long-lived properties that are characterized by what we believe to be low geologic risk, and repeatable drilling opportunities. Our drilling opportunities are focused in the Marcellus and Upper Devonian Shales of the Appalachian Basin; the Mesaverde tight sands, the Mancos and Niobrara Shales of the Piceance Basin; and the Woodford and Fayetteville Shales of the Arkoma Basin. From inception, we have drilled and operated 483 wells through December 31, 2011 with a success rate of approximately 98%. Our drilling inventory consists of approximately 8,500 potential well locations, all of which are unconventional resource opportunities. For information on the possible limitations on our ability to drill our potential locations, see "*Risk Factors*."

As of December 31, 2011, we had entered into hedging contracts covering a total of approximately 610 Bcfe of our projected natural gas, NGL, and oil production from January 1, 2012 through December 31, 2016 at a weighted average index price of $5.56 per MMBtu. For the year ending December 31, 2012, we have hedged approximately 103 Bcfe of our projected natural gas and oil production at a weighted average index price of $5.74 per MMBtu. We believe this hedge position provides significant protection to future operations and capital spending plans from currently low gas prices, which have fallen to approximately $2.50 per Mcf in February 2012.

On October 26, 2011, we entered into a third amendment to our senior secured revolving bank credit facility (the "Credit Facility"). The amendment provided for the increase of the borrowing base under the Credit Facility from $800 million to $1.2 billion and increased the lender commitments under the Credit Facility from $750 million to $850 million. The borrowing base under the Credit Facility is redetermined semiannually and is based on the amount of our proved oil and gas reserves and the estimated cash flows from these reserves and our hedge positions. The next redetermination is scheduled to occur in May 2012. The Credit Facility provides for a maximum availability of $1.5 billion. At December 31, 2011, we had $386 million of borrowings and letters of credit outstanding under the Credit Facility and $464 million of available borrowing capacity based on $850 million of lender commitments at that date. The Credit Facility matures in May 2016.

For the year ended December 31, 2011, our capital expenditures were approximately $930 million for drilling, leasehold, and gathering. This included the acquisition in September 2011 of a 7% overriding royalty interest related to 115,000 net acres operated by us in the core of our West Virginia and Pennsylvania Marcellus acreage position for $193 million. Our capital expenditure budget for 2012, as approved by our Board of Directors, is $861 million, which includes $711 million for drilling and completion, $100 million for leasehold acquisitions, and $50 million for construction of gathering pipelines and facilities. Approximately 79% of the budget is allocated to the Marcellus Shale, 15% is allocated to the Piceance Basin, and 6% is allocated to the Woodford Shale and Fayetteville Shale. Consistent with our historical practice, we periodically review our capital expenditures and adjust our budget and its allocation based on liquidity, commodity prices and drilling results.

We believe we have secured sufficient long-term firm takeaway capacity on major pipelines that are in existence or currently under construction in each of our core operating areas to accommodate our existing production. We own gathering lines and compression in the Appalachian Basin and gathering lines in the Piceance Basin.

We operate in one industry segment, which is the exploration, development and production of natural gas, NGLs, and oil, and all of our operations are conducted in the United States. Our gathering assets are primarily dedicated to supporting the natural gas volumes we produce.

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Source of Our Revenues

Our production revenues are entirely from the continental United States and currently are comprised of approximately 87% natural gas and 13% NGLs and oil. Natural gas, NGL, and oil prices are inherently volatile and are influenced by many factors outside of our control. Our revenues are derived from the sale of natural gas and oil production, as well as the sale of natural gas liquids that are extracted from our natural gas during processing. Substantially all of our production is derived from natural gas wells which also produce natural gas liquids and limited quantities of oil. To achieve more predictable cash flows and to reduce our exposure to downward price fluctuations, we use derivative instruments to hedge future sales prices on a significant portion of our natural gas production. We currently use fixed price natural gas swaps in which we receive a fixed price for future production in exchange for a payment of the variable market price received at the time future production is sold. At each period end we estimate the fair value of these swaps and recognize an unrealized gain or loss. We have not elected hedge accounting and, accordingly, the unrealized gains and losses on open positions are reflected currently in earnings. During the years ended December 31, 2009, 2010 and 2011, we recognized significant unrealized commodity gains or losses on these swaps. We expect continued volatility in the fair value of these swaps.

Principal Components of Our Cost Structure

Lease operating and gathering, compression and transportation expenses. These are daily costs incurred to bring natural gas, NGLs, and oil out of the ground and to the market, together with the daily costs incurred to maintain our producing properties. Such costs also include maintenance, repairs and workover expenses related to our natural gas, NGL, and oil properties. Cost levels for these expenses can vary based on industry drilling and production activity levels and the resulting demand fluctuations for oilfield services.

Production taxes. Production taxes consist of severance and ad valorem taxes and are paid on produced natural gas, NGLs, and oil based on a percentage of market prices (not hedged prices) or at fixed rates established by federal, state or local taxing authorities.

Exploration expense. These are geological and geophysical costs, including payroll and benefits for the geological and geophysical staff, seismic costs, delay rentals and the costs of unsuccessful exploratory dry holes and unsuccessful leasing efforts.

Impairment of unproved and proved properties. These costs include unproved property impairment and costs associated with lease expirations. We could also record impairment charges for proved properties if the carrying value were to exceed estimated future cash flows. Through December 31, 2011, it has not been necessary to record any impairment for proved properties.

Depreciation, depletion and amortization. This includes the systematic expensing of the capitalized costs incurred to acquire, explore and develop natural gas, NGLs, and oil. As a successful efforts company, we capitalize all costs associated with our acquisition and development efforts and all successful exploration efforts, and allocate these costs to each unit of production using the units of production method.

General and administrative expense. These costs include overhead, including payroll and benefits for our corporate staff, costs of maintaining our headquarters, costs of managing our production and development operations, franchise taxes, audit and other professional fees and legal compliance are included in general and administrative expenses.

Interest expense. We finance a portion of our working capital requirements and acquisitions with borrowings under our Credit Facility. As a result, we incur substantial interest expense that is affected by both fluctuations in interest rates and our financing decisions. We also have a fixed interest rate of 9.375% on senior notes having a principal balance of $525 million and a fixed

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interest rate of 7.25% on senior notes having a principal balance of $400 million. We will likely continue to incur significant interest expense as we continue to grow.

Income tax expense. Each of the operating entities files separate federal and state income tax returns; therefore, our provision for income taxes consists of the sum of our income tax provisions for each of the operating entities. We are subject to state and federal income taxes but are currently not in a tax paying position for regular federal income taxes, primarily due to the current deductibility of intangible drilling costs ("IDC"). We do pay some state income or franchise taxes where our IDC deductions do not exceed our taxable income or where state income or franchise taxes are determined on another basis. Collectively, the operating entities have generated net operating loss carryforwards which expire at various dates from 2024 through 2031. We have recognized the value of these net operating losses to the extent of our deferred tax liabilities; however, we have not recognized the full value of these net operating losses on our balance sheets because our management team believes it is more likely than not that we will not realize a future benefit equal to the full amount of the loss carryforward over time. The amount of deferred tax assets considered realizable, however, could change in the near term as we generate taxable income or estimates of future taxable income are reduced.

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Results of Operations

Year Ended December 31, 2010 Compared to Year Ended December 31, 2011

The following table sets forth selected operating data for the year ended December 31, 2010 compared to the year ended December 31, 2011:

	Year Ended December 31, 2010	Year Ended December 31, 2011	Amount of Increase (Decrease)	Percent Change
	(in thousands, except per unit data)			
Operating revenues:				
Natural gas sales	$ 189,713	$ 341,834	$ 152,121	80%
NGL sales	8,278	34,718	26,440	319%
Oil sales	8,471	15,442	6,971	82%
Realized commodity derivative gains	73,713	116,598	42,885	58%
Unrealized commodity derivative gains (losses)	170,571	559,596	389,025	228%
Gathering and processing revenue	20,554		(20,554)	(100)%
Gain on sale of Oklahoma midstream assets	147,559		(147,559)	(100)%
Total operating revenues	618,859	1,068,188	449,329	73%
Operating expenses:				
Lease operating expenses	25,511	30,645	5,134	20%
Gathering compression and transportation	45,809	87,768	41,959	92%
Production taxes	8,777	18,222	9,445	108%
Exploration	24,794	9,876	(14,918)	(60)%
Impairment of unproved properties expense	35,859	11,051	(24,808)	(69)%
Depletion, depreciation and amortization	133,955	170,521	36,566	27%
Accretion of asset retirement obligations	317	435	118	37%
Expenses related to acquisition of business	2,544		(2,544)	(100)%
General and administrative expense	21,952	33,342	11,390	52%
Loss on sale of compressor station		8,700	8,700	100%
Total operating expenses	299,518	370,560	71,042	24%
Operating income (loss)	319,341	697,628	378,287	118%
Other income expense:				
Interest expense	$ (56,463)	$ (74,404)	$ (17,941)	32%
Realized and unrealized interest rate derivative gains (losses)	(2,677)	(94)	2,583	(96)%
Total other expense	(59,140)	(74,498)	(15,358)	26%
Income (loss) before income taxes	260,201	623,130	362,929	139%
Income taxes (expense) benefit	(30,009)	(230,452)	200,443	668%
Net income (loss)	230,192	392,678	162,486	71%
Non-controlling interest in net loss of consolidated subsidiary	(1,564)		1,564	100%
Net income (loss) attributable to Antero equity owners	$ 228,628	$ 392,678	$ 164,050	72%
EBITDAX(2)	$ 197,678	$ 340,821	$ 143,143	72%
Production data:				
Natural gas (Bcf)	44.8	83.8	39.0	87%
Oil (MBbl)	127.5	190.7	63.2	49%
NGLs (MBbl)(1)	509.0	708.1	199.1	39%
Combined (Bcfe)	48.6	89.1	40.5	83%
Daily combined production (MMcfe/d)	133.1	244.1	111.0	83%

Average prices before effects of hedges(3):					
Natural gas (per Mcf)	$	4.24	4.08	(0.16)	(4)%
NGLs (per Bbl)	$	47.33	49.03	1.70	(4)%
Oil (per Bbl)	$	66.44	80.98	14.54	22%
Combined (per Mcfe)	$	4.43	4.40	(0.03)	(1)%
Average realized prices after-effects of hedges(3):					
Natural gas (per Mcf)	$	5.89	5.48	(0.41)	(7)%
NGLs (per Bbl)	$	47.33	49.03	1.70	(4)%
Oil (per Bbl)	$	66.44	77.30	10.86	16%
Combined (per Mcfe)	$	6.02	5.71	(0.31)	(5)%
Average Costs (per Mcfe):					
Lease operating costs	$	0.55	0.34	(0.21)	(38)%
Gathering compression and transportation	$	0.98	0.98		%
Production taxes	$	0.19	0.20	0.01	5%
Depletion depreciation amortization and accretion	$	2.88	1.91	(0.97)	(34)%
General and administrative	$	0.47	0.37	(0.10)	(21)%

(1) Includes 333 MBbl of NGLs in 2010 retained by our midstream business as compensation for processing third-party gas under long term contracts. These amounts are not reflected in the per Mcfe data in this table.

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(2)

See "Selected Financial Data Non-GAAP Financial Measure" included elsewhere in this Form 10-K for a definition of EBITDAX (a non-GAAP measure) and a reconciliation of EBITDAX to net income (loss).

(3)

Average prices shown in the table reflect both of the before-and-after-effects of our realized commodity hedging transactions. Our calculation of such after-effects includes realized gains or losses on cash settlements for commodity derivatives, which do not qualify for hedge accounting because we do not designate or document them as hedges for accounting purposes. Oil and NGL production was converted at 6 Mcf per Bbl to calculate total Bcfe production and per Mcfe amounts. This ratio is an estimate of the equivalent energy content of the products and does not necessarily reflect their relative economic value.

*

Not meaningful or applicable

Natural gas, NGLs, and oil sales. Combined revenues from production of natural gas, NGLs, and oil increased from $206.5 million for the year ended December 31, 2010 to $392.0 million for the year ended December 31, 2011, an increase of $185.5 million, or 90%. Our production increased by 91% from 46.6 Bcfe in 2010 to 89.1 Bcfe in 2011. Increased production volumes increased revenues by $188.6 million (calculated as the increase in year-to-year volumes times the prior year average price), and combined commodity price decreases accounted for $3.1 million of decrease in revenues (calculated as the decrease in year-to-year average combined price times current year production volumes). The following table sets forth additional information concerning our production volumes (excluding third party processing fee volume from midstream in 2010) for the years ended December 31, 2010 and 2011:

	Year Ended December 31,		
	2010	**2011**	**Percent Change**
		(Bcfe)	
Appalachia	10.8	45.1	318%
Arkoma Woodford	23.9	27.4	15%
Piceance Basin	11.9	16.6	39%
Total	46.6	89.1	91%

Commodity hedging activities. To achieve more predictable cash flows and to reduce our exposure to downward price fluctuations, we enter into derivative contracts using fixed for variable swap contracts when management believes that favorable future sales prices for our natural gas production can be secured. Because we do not designate these derivatives as accounting hedges, they do not receive accounting hedge treatment, and all mark-to-market gains or losses, as well as realized gains or losses on the derivative instruments, are recognized in our results of operations. The unrealized gains and losses represent the changes in the fair value of these swap agreements as the future strip prices fluctuate from the fixed price we will receive on future production. For the years ended December 31, 2010 and 2011, our hedges resulted in realized gains of $73.7 million and $116.6 million, respectively. For the years ended December 31, 2010 and 2011, our hedges resulted in unrealized gains of $170.6 million and $559.6 million, respectively. Unrealized gains in 2011 resulted from, (i) lower commodity prices at December 31, 2011 compared to December 31, 2010 for contracts outstanding at the end of both years and, (ii) from commodity prices at December 31, 2011 being lower than commodity swap prices for new contracts in 2011.

Gathering and processing revenues. Gathering and processing revenues decreased from $20.6 million for the year ended December 31, 2010 to no revenues in 2011 as a result of the sale of our Oklahoma midstream assets in 2010.

Gain on sale of Oklahoma midstream assets and loss on sale of compressor station. On April 29, 2011, the Company sold a compressor station that it had constructed in West Virginia to a third-party provider of field compression services for $7.3 million. An $8.7 million loss was recognized on the sale. On the same date, the Company amended an existing service agreement with this third-party to provide compression services at this location for a term of 84 months.

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On November 5, 2010, we completed the sale of our Oklahoma midstream assets for strategic reasons. We received net cash proceeds from the sale of approximately $258.9 million and recognized a gain on the sale of approximately $147.6 million. The terms of our limited liability company agreement require us to make distributions sufficient to cover our members' tax liabilities for taxable transactions that are allocated to the members. As a result of the gain on the sale of the midstream assets, we distributed $28.9 million to the Members in 2011. We entered into a contract with the purchaser of the assets to continue to gather, treat, and process our Oklahoma gas production.

Lease operating expenses. Lease operating expenses increased from $25.5 million for the year ended December 31, 2010 to $30.6 million in 2011, an increase of 20%, primarily as a result of increased production in Appalachia. On a per-Mcfe basis, lease operating expenses decreased by 38%, from $0.55 per Mcfe in 2010 to $0.34 per Mcfe in 2011, because of the increase in Appalachia production, which has significantly lower per-unit operating expenses than our other producing basins, particularly in the early stages of production. Arkoma Woodford lease operating expenses decreased from $9.7 million in 2010 to $7.1 million in 2011 (and from $0.41per Mcfe to $0.26 per Mcfe) as a result of decreased workover expenses. Piceance Basin lease operating expenses increased from $14.7 million in 2010 to $18.9 million in 2011, primarily as a result of increased production and increased workover expenses, primarily for tubing replacement. Piceance per unit lease operating expenses decreased from $1.23 per Mcfe in 2010 to $1.14 per Mcfe as a result of increased production which offset the absolute increase in expenses. The following table displays the lease operating expense per Mcfe by basin for the years ended December 31, 2010 and 2011:

	Year Ended December 31,			
	2010		2011	
	Amount	Per Mcfe	Amount	Per Mcfe
	(in thousands, except per Mcfe data)			
Appalachia Basin	$ 1,157	$ 0.11	$ 4,607	$ 0.10
Arkoma Basin	9,664	0.41	7,089	0.26
Piceance Basin	14,690	1.23	18,949	1.14
Total lease operating expense	$ 25,511	$ 0.55	$ 30,645	$ 0.34

Gathering, compression and transportation expense. Gathering, compression and transportation expense increased from $45.8 million for the year ended December 31, 2010 to $87.8 million in 2011. The increase in these expenses resulted from the increase in production, increased firm transportation commitments, and increases in third-party compression expenses as we move to outsource this function. In August 2011 we began incurring expenses of approximately $0.8 million per month for commitments on the Ruby Pipeline from the Piceance Basin to the West Coast in advance of utilizing this transportation capacity. We are currently not using this capacity because more favorable pricing is available in other markets. On a per-Mcfe basis, total gathering, compression, and transportation expenses remained constant at $0.98 per Mcfe for 2010 and 2011.

Production tax expense. Total production taxes increased from $8.8 million for the year ended December 31, 2010 to $18.2 million for the year ended December 31, 2011, primarily as a result of increased production. Production taxes as a percentage of natural gas, NGLs, and oil revenues before the effects of hedging were 4.3% for the year ended December 31, 2010 compared to 4.6% for the year ended December 31, 2011. Production taxes are primarily based on the wellhead values of production, and the applicable rates vary across the areas in which we operate. As the proportion of our production changes from area to area, our production tax rate will vary depending on the quantities produced from each area and the applicable production tax rates then in effect. As Appalachian production increases relative to other areas, production taxes will trend higher because West Virginia production taxes are approximately 6% of revenues, which is a higher rate than in our other producing basins.

Exploration expense. Exploration expense decreased from $24.8 million for the year ended December 31, 2010 to $9.9 million for the year ended December 31, 2011 primarily because of a decrease in dry hole costs.

Impairment of unproved properties. Impairment of unproved properties was approximately $35.9 million for the year ended December 31, 2010 compared to $11.1 million for the year ended December 31, 2011. The decrease in impairment charges is due to the combined effect of (i) drilling activities in our Arkoma and Piceance projects, which have resulted in a greater portion of our acreage being held by production and (ii) impairment charges for non-productive expiring acreage in these project areas in prior periods resulting in fewer current expirations and less acreage to evaluate. We charge impairment expense for expired or soon to be expired leases when we determine they are impaired through lack of drilling activities or based on other factors, such as remaining lease terms, reservoir performance, commodity price outlooks or future plans to develop the acreage and recognize impairment costs accordingly.

Depletion, depreciation and amortization (DD&A). DD&A increased from $134.0 million for year ended December 31, 2010 to $170.5 million for the year ended December 31, 2011, an increase of $36.6 million as a result of increased production for 2011 compared to 2010. DD&A per Mcfe decreased 34%, from $2.88 per Mcfe during 2010 to $1.91 per Mcfe during 2011 as a result of the large increase in proved reserves in 2011.

We evaluate the impairment of our proved natural gas, NGLs, and oil properties on a field-by-field basis whenever events or changes in circumstances indicate that a property's carrying amount may not be recoverable. If the carrying amount exceeds the estimated undiscounted future cash flows, we reduce the carrying amount of the oil and gas properties to their estimated fair value. There were no impairment expenses recorded for the years ended December 31, 2010 or 2011 for proved properties. We had $17.8 million of exploratory well costs at December 31, 2011 included in natural gas, NGLs, and oil properties pending determination of whether proved reserves could be assigned to these well costs. These costs result primarily from development activity in the Marcellus Shale. We believe most of these well costs will result in the additions of proved reserves and will be capitalized. As of December 31, 2011, no significant well costs had been deferred for over one year pending proved reserves determination.

General and administrative expense. General and administrative expense increased from $22.0 million for the year ended December 31, 2010 to $33.3 million during 2011, an increase of $11.3 million. The increase is due to increased costs related to salaries, employee benefits, contract personnel and other general business expenses required to support the growth of our capital expenditure program and production levels. The number of our full-time employees grew from 77 at December 31, 2010 to 107 at December 31, 2011. On a per-Mcfe basis, general and administrative expense decreased by 21%, from $0.47 per Mcfe during the year ended December 31, 2010 to $0.37 per Mcfe during 2011 due to an 83% growth in production.

Interest expense and realized and unrealized gains and losses on interest rate derivatives. Interest expense increased from $56.4 million for the year ended December 31, 2010 to $74.4 million during 2011, an increase of $18.0 million as a result of the issuance of $400 million of 7.25% senior notes in August 2011 and increased borrowings under our Credit Facility. Realized and unrealized gains (losses) on interest rate derivatives resulted from interest rate swap agreements that hedged our exposure to interest rate variations on our Credit Facility and the previously outstanding second lien term loan facility. The last of these swaps expired on July 1, 2011.

Income tax expense. Income tax expense reflects the fact that each of the operating entities files separate federal and state income tax returns; therefore, our provision for income taxes consists of the sum of our income tax provisions for each of the operating entities. In general, none of the operating entities have generated current taxable income in either the current or prior years, which is primarily attributable to the differing book and tax treatment of unrealized derivative gains and intangible drilling costs. Accordingly, valuation allowances have generally been established against net operating loss (NOLs) carryforwards to the extent that such NOLs exceed net deferred tax liabilities. During the year ended December 31, 2011, the operating entities had significant income primarily related to unrealized derivative gains which are not taxable until realized. Net income tax expense in 2011 reflects the net deferred tax liabilities relating to these unrealized derivative gains which were partially offset by a decrease in the valuation allowance on deferred tax assets. At December 31, 2011, the operating entities had a combined total of approximately $937 million of NOLs, which expire starting in 2024 and through 2031. Proposed legislation in Congress would eliminate or limit future deductions for intangible drilling costs and could significantly affect our future taxable position. The impact of any change will be recorded in the period that legislation is enacted.

Year Ended December 31, 2009 Compared to Year Ended December 31, 2010

The following table sets forth selected operating data for the year ended December 31, 2009 compared to the year ended December 31, 2010:

	Year Ended December 31, 2009	Year Ended December 31, 2010	Amount of Increase (Decrease)	Percent Change
	(in thousands, except per unit data)			
Operating revenues:				
Natural gas sales	$ 116,329	$ 189,713	$ 73,384	63%
NGL sales	7,586	8,278	692	9%
Oil sales	5,706	8,471	2,765	48%
Realized commodity derivative gains	116,550	73,713	(42,837)	(37)%
Unrealized commodity derivative gains (losses)	(61,186)	170,571	231,757	*
Gathering and processing revenue	23,005	20,554	(2,451)	(11)%
Gain on sale of Oklahoma midstream assets		147,559	147,559	*
Total operating revenues	207,990	618,859	410,869	198%
Operating expenses:				
Lease operating expenses	17,606	25,511	7,905	45%
Gathering, compression and transportation	28,190	45,809	17,619	63%
Production taxes	4,940	8,777	3,837	78%
Exploration expenses	10,228	24,794	14,566	142%
Impairment of unproved properties	54,204	35,859	(18,345)	(34)%
Depletion, depreciation and amortization	139,813	133,955	(5,858)	(4)%
Accretion of asset retirement obligations	265	317	52	20%
Expenses related to acquisition of business		2,544	2,544	*
General and administrative	20,843	21,952	1,109	5%
Total operating expenses	276,089	299,518	23,429	8%
Operating income (loss)	(68,099)	319,341	387,440	*
Other income (expense):				
Interest expense	(36,053)	(56,463)	(20,410)	57%
Realized and unrealized interest rate derivative losses	(4,985)	(2,677)	2,308	(46)%
Total other expense	(41,038)	(59,140)	(18,102)	44%
Income (loss) before income taxes	(109,137)	260,201	369,338	*
Income tax (expense) benefit	2,605	(30,009)	(32,614)	*
Net income (loss)	(106,532)	230,192	336,724	*

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	Year Ended December 31, 2009	Year Ended December 31, 2010	Amount of Increase (Decrease)	Percent Change
	(in thousands, except per unit data)			
Non-controlling interest in net loss (income) of consolidated subsidiary	363	(1,564)	(1,927)	*
Net income (loss) attributable to Antero equity owners	$ (106,169)	$ 228,628	$ 334,797	*
EBITDAX(2)	$ 201,270	$ 197,678	$ (3,592)	(2)%
Production data:				
Natural gas (Bcf)	33.7	44.8	11.1	33%
Oil (MBbl)	114.0	127.5	13.5	12%
NGLs (MBbl)(1)	665.0	509.0	(156.0)	(23)%
Combined (Bcfe)	38.4	48.6	10.2	27%
Daily combined production (MMcfe/d)	105.2	133.1	27.9	27%
Average prices before effects of hedges(3):				
Natural gas (per Mcf)	$ 3.46	$ 4.24	$ 0.78	23%
NGLs (per Bbl)	$ 32.76	$ 47.33	$ 14.57	45%
Oil (per Bbl)	$ 50.05	$ 66.44	$ 16.39	33%
Combined (per Mcfe)	$ 3.62	$ 4.43	$ 0.81	22%
Average realized prices after-effects of hedges(3):				
Natural gas (per Mcf)	$ 6.92	$ 5.89	$ (1.03)	(15)%
NGLs (per Bbl)	$ 32.76	$ 47.33	$ 14.57	45%
Oil (per Bbl)	$ 50.05	$ 66.44	$ 16.39	33%
Combined (per Mcfe)	$ 6.88	$ 6.02	$ (0.86)	(13)%
Average costs (per Mcfe)(3):				
Lease operating costs	$ 0.49	$ 0.55	$ 0.06	12%
Gathering, compression and transportation	$ 0.79	$ 0.98	$ 0.19	24%
Production taxes	$ 0.14	$ 0.19	$ 0.05	36%
Depletion, depreciation, amortization	$ 3.91	$ 2.88	$ (1.03)	(26)%
General and administrative	$ 0.58	$ 0.47	$ (0.11)	(19)%

(1) Includes 433 and 333 MBbls of NGLs in 2009 and 2010, respectively, retained by our midstream business as compensation for processing third-party gas under long term contracts. These amounts are not reflected in the per Mcfe data in this table.

(2) See "Selected Financial Data Non-GAAP Financial Measure" included elsewhere in this Form 10-K for a definition of EBITDAX (a non-GAAP measure) and a reconciliation of EBITDAX to net income (loss).

(3) Average prices shown in the table reflect both of the before-and-after effects of our realized commodity hedging transactions. Our calculation of such after-effects includes realized gains or losses on cash settlements for commodity derivatives, which do not qualify for hedge accounting because we do not designate or document them as hedges. Oil and NGL production was converted at 6 Mcf per Bbl to calculate total Bcfe production and per Mcfe amounts. This ratio is an estimate of the equivalent energy content of the products and does not necessarily reflect their relative economic value.

* Not meaningful or applicable.

Natural gas, NGLs, and oil sales. Revenues from production of natural gas, NGLs, and oil increased from $129.6 million for the year ended December 31, 2009 to $206.5 million for the year

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ended December 31, 2010, an increase of $76.9 million or 59%. Our production increased by 30% from 35.8 Bcfe in 2009 to 46.6 Bcfe in 2010. The net increase in revenues resulted from both commodity price and production volume increases. Price increases accounted for a $37.8 million increase in revenues (calculated as the increase in year-to-year average price times current year production volumes). Increased production volumes increased revenues by $39.0 million (calculated as the increase in year-to-year volumes times the prior year average price). The following table sets forth additional information concerning our production volumes (excluding third party processing fee volume from midstream) for the years ended December 31, 2009 and 2010:

	Year Ended December 31,		
	2009	2010	Percent Change
	(Bcfe)		
Appalachia	0.5	10.8	2060%
Arkoma Woodford	23.6	23.9	1%
Piceance Basin	11.7	11.9	2%
Total	35.8	46.6	30%

Commodity hedging activities. To achieve more predictable cash flows and to reduce our exposure to downward price fluctuations, we enter into derivative contracts using fixed for variable swap contracts when management believes that favorable future sales prices for our natural gas production can be secured. Because we do not designate these derivatives as accounting hedges, they do not receive accounting hedge treatment and all mark-to-market gains or losses, as well as realized gains or losses on the derivative instruments, are recognized in our results of operations. The unrealized gains and losses represent the changes in the fair value of these swap agreements as the future strip prices fluctuate from the fixed price we will receive on future production. For the years ended December 31, 2009 and 2010, our hedges resulted in realized gains of $116.5 million and $73.7 million, respectively. For the years ended December 31, 2009 and 2010, our hedges resulted in unrealized losses of $(61.2) million and unrealized gains of $170.6 million, respectively. During 2009, we had realized gains as hedge contracts matured and prices began to recover, and unrealized losses as unrealized gains recorded in 2008 reversed. Unrealized gains in 2010 resulted from commodity prices at December 31, 2010 being below our open commodity swap prices, net of unrealized losses resulting from the reversal of unrealized gains recorded at the end of the previous year.

Gathering and processing revenues. Gathering and processing revenues decreased from $23.0 million for the year ended December 31, 2009 to $20.6 million for 2010 because of the sale of our Oklahoma midstream operations effective November 5, 2010. Gathering and processing revenues are expected to be minimal in the future because of the sale of the Oklahoma midstream operations.

Gain on sale of Oklahoma midstream assets. On November 5, 2010, we completed the sale of our Oklahoma midstream assets for strategic reasons. We received net cash proceeds from the sale of approximately $258.9 million and recognized a gain on the sale of approximately $147.6 million. The terms of our limited liability company agreement require us to make distributions sufficient to cover the members' tax liabilities for taxable transactions that are allocated to the members. As a result of the gain on the sale of the midstream assets, we distributed $28.9 million to the members subsequent to December 31, 2010. We entered into a contract with the purchaser of the assets to continue to gather and process our Oklahoma gas production.

Lease operating expenses. Lease operating expenses increased from $17.6 million for the year ended December 31, 2009 to $25.5 million in 2010, an increase of $7.9 million, or 45%. Lease operating expenses in the Arkoma and Piceance Basins increased primarily because of an increase in workover expenses of approximately $7.6 million and new wells brought online in 2010. Workover expenses increased due primarily to tubing replacement costs in the Piceance and mechanical issues

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with certain Arkoma wells. Lease operating expenses increased by $1.2 million in the Appalachian Basin as production increased in 2010 from minimal levels in 2009. The following table displays the lease operating expense per Mcfe by basin for the years ended December 31, 2009 and 2010:

	Year Ended December 31,			
	2009		2010	
	Amount	Per Mcfe	Amount	Per Mcfe
	(in thousands, except per Mcfe data)			
Appalachia Basin	$ 28	$ 0.06	$ 1,157	$ 0.11
Arkoma Basin	5,336	$ 0.23	9,664	$ 0.41
Piceance Basin	12,242	$ 1.04	14,690	$ 1.23
Total lease operating expense	$ 17,606	$ 0.49	$ 25,511	$ 0.55

Gathering, compression and transportation expense. Gathering, compression and transportation expense increased from $28.2 million for the year ended December 31, 2009 to $45.8 million in 2010. Gathering expenses increased by $7.9 million due to the commencement of significant production in the Appalachian Basin. The remainder of the increase is primarily due to increased firm commitments in the Arkoma and Piceance Basins. On a per-Mcfe basis, these expenses increased from $0.79 per Mcfe for 2009 to $0.98 per Mcfe for 2010.

Production tax expense. Total production taxes increased from $4.9 million for the year ended December 31, 2009 to $8.7 million for the year ended December 31, 2010, primarily as a result of increased production and increased natural gas, NGLs, and oil prices. Production taxes as a percentage of natural gas, NGLs, and oil revenues before the effects of hedging were 4.5% for the year ended December 31, 2009 compared to 4.2% for the year ended December 31, 2010. Production taxes are primarily based on the wellhead values of production, and the applicable rates vary across the areas in which we operate. As the proportion of our production changes from area to area, our production tax rate will vary depending on the quantities produced from each area and the applicable production tax rates then in effect.

Exploration expense. Exploration expense increased from $10.2 million for the year ended December 31, 2009 to $24.8 million for the year ended December 31, 2010, an increase of $14.6 million. The increase was due to an increase in dry hole expense of $17.8 million, partially offset by a decrease in standby rig costs of $5.0 million and other net increases of $1.8 million. The increase in dry hole costs in 2010 from 2009 resulted primarily from four exploratory wells drilled with non-commercial results in the Piceance Basin.

Impairment of unproved properties. We abandon expired or soon to be expired leases when we determine they are impaired through lack of drilling activities or based on other factors, such as short remaining lease terms, reservoir performance, commodity price outlooks or future plans to develop the acreage and recognize impairment costs accordingly. Our impairment of unproved property expense decreased from $54.2 million for the year ended December 31, 2009 to $35.9 million for the year ended December 31, 2010. In 2009, we impaired certain leaseholds within our Ardmore and Arkoma Basin acreage which expired at various dates through December 31, 2010 and which we did not intend to renew or drill. We continued to take charges for impairment of certain Arkoma and Piceance acreage in 2010. The amount of acreage to evaluate for impairment in the Arkoma Basin is decreasing because of the significant previous impairment charges taken.

Depletion, depreciation and amortization (DD&A). DD&A decreased from $139.8 million for the year ended December 31, 2009 to $134.0 million for the year ended December 31, 2010, a decrease of $5.8 million, primarily as a result of increased estimates of reserve volumes for 2010 compared to 2009. DD&A per Mcfe decreased from $3.91 per Mcfe for 2009 to $2.88 per Mcfe for 2010.

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As a successful efforts company, we evaluate the impairment of our proved natural gas, NGLs, and oil properties on a field-by-field basis whenever events or changes in circumstances indicate that a property's carrying amount may not be recoverable. If the carrying amount exceeds the estimated undiscounted future cash flows, we reduce the carrying amount of the oil and gas properties to their estimated fair value. There were no impairment expenses recorded for the years ended December 31, 2009 or 2010 for proved properties. We had $78.9 million of exploratory well costs at December 31, 2010 included in natural gas, NGLs, and oil properties pending determination of whether proved reserves could be assigned to these well costs. These costs relate to wells-in-progress which had not been completed as of December 31, 2010. As of December 31, 2010, no significant well costs had been deferred for over one year pending proved reserves determination.

General and administrative expense. General and administrative expense increased from $20.8 million for the year ended December 31, 2009 to $22.0 million for 2010, an increase of $1.2 million. The increase is primarily due to increased costs related to salaries, employee benefits, contract personnel and professional services expenses for additional personnel required for our capital expenditure program and production levels. On a per-Mcfe basis, general and administrative expense decreased from $0.58 per Mcfe for the year ended December 31, 2009 to $0.47 per Mcfe for 2010.

Interest expense and realized and unrealized gains and losses on interest rate derivatives. Interest expense increased from $36.1 million for the year ended December 31, 2009 to $56.5 million for 2010, an increase of $20.4 million, primarily as a result of the issuance of $525.0 million of 9.375% senior notes in November 2009 and January 2010. The fixed interest rate on these senior notes is significantly higher than the Libor-based floating rate we had been paying on our Credit Facility borrowings and on our second lien debt facility (which was repaid in full with the net proceeds of the November 2009 senior notes offering).

We had entered into variable-to-fixed interest rate swap agreements that hedged our exposure to interest rate variations on our Credit Facility and second lien term loan facility. At December 31, 2010, one of these swaps remained outstanding with a notional amount of $225.0 million and a fixed pay rate of 4.11%. This swap expired in July 2011. For the year ended December 31, 2010, we realized a loss on interest rate swap agreements of $9.6 million, whereas in 2009 we had a realized loss on interest rate swap agreements of $11.1 million. At December 31, 2010, the estimated fair value of the outstanding interest rate swap agreements was a liability of $4.2 million, which was included in current liabilities at that date.

Income tax expense. Income tax expense reflects the fact that each of the operating entities files separate federal and state income tax returns; therefore, our provision for income taxes consists of the sum of our income tax provisions for each of the operating entities. Antero Resources LLC is a partnership for income tax purposes and therefore is not subject to federal or state income taxes. The tax on the income of Antero Resources LLC is borne by the members of the LLC through the allocation of taxable income. Accordingly, no taxes were accrued on the gain of $147.6 million on the sale of the midstream operations in 2010. In general, none of the operating entities have generated current taxable income in either the current or prior years, which is primarily attributable to the differing book and tax treatment of unrealized derivative gains and intangible drilling costs. Accordingly, valuation allowances have generally been established against net operating loss carryforwards (NOLs) to the extent that such NOLs exceed net deferred tax liabilities. During the year ended December 31, 2010, we recognized a tax benefit to the extent of existing deferred tax liabilities. We have not recognized the full value of these net operating losses on our balance sheets because our management team believes it is more likely than not that we will not realize a future benefit for the full amount of the loss carryforwards over time. Net income tax expense in 2009 and 2010 reflects the net deferred tax liabilities related to unrealized derivative gains, which were partially offset by decreases in the valuation allowance. At December 31, 2010, the operating entities had a combined total of approximately $509 million of NOLs, which expire at various dates from 2024 through 2030. Congress

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recently proposed legislation that would eliminate or limit future deductions for intangible drilling costs and could significantly affect our future taxable position. The impact of any change will be recorded in the period that legislation is enacted.

Capital Resources and Liquidity

Our primary sources of liquidity have been through issuances of equity and debt securities, borrowings under bank credit facilities, asset sales, and net cash provided by operating activities. Our primary use of cash has been for the exploration, development and acquisition of natural gas, NGLs, and oil properties. As we pursue reserve and production growth, we continually monitor what capital resources, including equity and debt financings, are available to meet our future financial obligations, planned capital expenditure activities and liquidity requirements. Our future success in growing proved reserves and production will be highly dependent on the capital resources available to us. We have approximately 8,500 potential well locations which will take many years to develop. Additionally our proved undeveloped reserves will require an estimated $5.0 billion of development capital over the next five years. A portion of this capital requirement will be funded out of operating cash flows. However, we would be required to generate or raise significant capital to conduct drilling activities on these potential drilling locations and to finance the development of our proved undeveloped reserves.

During 2011, we raised capital through the issuance of $400 million of 7.25% senior notes due 2019. Additionally, we have increased the size of our bank Credit Facility to $1.5 billion at December 31, 2011 from $1 billion at the end of 2010. The borrowing base has been increased to $1.2 billion at December 31, 2011 compared to $550 million at the end of 2010. Current lender commitments total $850 million and can be increased to the full $1.2 billion borrowing base upon approval of the lending bank group. The borrowing base is determined every six months based on reserves, oil and gas commodity prices, and the value of our hedge portfolio. The next redetermination of the borrowing base is scheduled to occur in May 2012. At December 31, 2011, we had borrowing capacity of approximately $464 million under the Credit Facility. Our hedge position provides us with additional liquidity as it provides us with the relative certainty of receiving a significant portion of our future expected revenues from operations despite potential declines in the price of natural gas. Our ability to make significant additional acquisitions for cash would require us to obtain additional equity or debt financing, which we may not be able to obtain on terms acceptable to us, or at all. Our Credit Facility is funded by a syndicate of 14 banks. We believe that the participants in the syndicate have the capability to fund up to their current commitment. If one or more banks should not be able to do so, we may not have the full availability of our Credit Facility.

On February 27, 2012, we announced the execution of an agreement to sell our Marcellus Shale gathering system assets for $375 million to a joint venture owned by Crestwood Midstream Partners LP and Crestwood Holdings Partners LLC (together "Crestwood"). We also entered into a 20-year agreement whereby Crestwood will provide gas gathering and compression services to us within an area of 127,000 gross (104,000 net) acres dedicated to the agreement. The acreage is largely located within the southwestern core of the Marcellus Shale in Harrison and Doddridge Counties, West Virginia. We can earn additional purchase price payments of up to $40 million based upon average annual production levels achieved during 2012 and 2013. The transaction has a January 1, 2012 effective date and closed on March 26, 2012. We will use the proceeds from the sale for further development of our Appalachian drilling inventory as well as for future leasehold acquisitions.

We believe that funds from operating cash flows, sales of non-core assets, and available borrowings under our Credit Facility will be sufficient to meet our cash requirements, including normal operating needs, debt service obligations, capital expenditures, and commitments and contingencies for at least the next 12 months.

For more information on our outstanding indebtedness, see " Debt Agreements and Contractual Obligations."

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The following table summarizes our cash flows for the years ended December 31, 2009, 2010, and 2011:

	Year Ended December 31,		
	2009	2010	2011
	(in thousands)		
Net cash provided by operating activities	$ 149,307	$ 125,791	$ 266,307
Net cash used in investing activities	(281,899)	(228,672)	(901,249)
Net cash provided by financing activities	104,292	101,200	629,297
Net decrease in cash and cash equivalents	$ (28,300)	(1,681)	$ (5,645)

Cash Flow Provided by Operating Activities

Net cash provided by operating activities was $149.3 million, $125.8 million and $266.3 million for the years ended December 31, 2009, 2010 and 2011, respectively. The increase in cash flows from operations from 2010 to 2011 was primarily the result of increased oil and gas sales and realized gains from commodity hedges, net of increased operating expenses and interest expense and changes in working capital. The decrease in cash flow from operations for the year ended December 31, 2010 compared to 2009 was primarily the result of an increase in lease operating, gathering and processing, interest expense, and other expenses.

Our operating cash flow is sensitive to many variables, the most significant of which is the volatility of prices for natural gas, NGLs, and oil production. Prices for these commodities are determined primarily by prevailing market conditions. Factors including regional and worldwide economic activity, weather, infrastructure capacity to reach markets, and other variables influence market conditions for these products. These factors are beyond our control and are difficult to predict. For additional information on the impact of changing prices on our financial position, see "Quantitative and Qualitative Disclosure About Market Risk" included elsewhere in this prospectus.

Cash Flow Used in Investing Activities

During the years ended December 31, 2009, 2010 and 2011, we used cash flows in investing activities of $281.9 million, $228.7 million and $901.2 million, respectively, as a result of our capital expenditures for drilling, development and acquisitions. The increase in cash flows used in investing activities in 2011 from 2010 resulted primarily from increased drilling and acquisition activities in the Marcellus Shale. In September 2011, we also acquired a 7% overriding royalty interest related to 115,000 net acres operated by us in the core of our West Virginia and Pennsylvania Marcellus acreage position for $193 million. The decrease in cash flows used in investing activities during the year ended December 31, 2010 compared to 2009 was a result of the $258.9 million net cash proceeds from the sale of the midstream assets which reduced cash used in investing activities in 2010.

Our capital expenditures for drilling, development, leasehold acquisition by basin and gas gathering and other costs for the years ended December 31, 2009, 2010 and 2011 are summarized in the following table. Capital expenditures reflected in the table below differ from the amounts shown in the statements of cash flows in the financial statements because amounts reflected in the table include changes in accounts payable from the previous reporting period for capital expenditures, while the amounts in the statements of cash flows in the financial statements are presented on a cash basis. The table does not include $261 million of costs allocated to property and equipment as a result of the business acquisition completed on December 1, 2010.

	Year Ended December 31,		
	2009	2010	2011
	(in thousands)		
Capital Expenditures			
Appalachian Basin	$ 68,335	$ 182,020	$ 599,185
Arkoma Basin	77,841	116,787	118,493
Piceance Basin	51,250	74,424	128,333
Gas plant, gathering, pipeline, and other	6,008	49,771	83,876
Total capital expenditures	$ 203,434	$ 423,002	$ 929,887

Our board of directors has approved a capital budget of up to $861 million for 2012. Our capital budget may be adjusted as business conditions warrant. The amount, timing and allocation of capital expenditures is largely discretionary and within our control. If natural gas, NGLs, and oil prices decline to levels below our acceptable levels or costs increase to levels above our acceptable levels, we could choose to defer a significant portion of our budgeted capital expenditures until later periods to achieve the desired balance between sources and uses of liquidity and prioritize capital projects that we believe have the highest expected returns and potential to generate near-term cash flow. We routinely monitor and adjust our capital expenditures in response to changes in prices, availability of financing, drilling and acquisition costs, industry conditions, the timing of regulatory approvals, the availability of rigs, success or lack of success in drilling activities, contractual obligations, internally generated cash flow and other factors both within and outside our control.

Cash Flow Provided by Financing Activities

Net cash provided by financing activities in 2011 of $629.3 million was primarily the result of (i) $400.0 million of cash provided by the issuance of senior notes, (ii) net borrowings of $265 million on our Credit Facility, net of (iii) cash outflows for $6.7 million of deferred financing costs, a $28.9 million distribution to equity members for tax liabilities, and $0.1 million of other payments.

Net cash provided by financing activities in 2010 of $101.2 million was primarily a result of (i) $156.0 million of cash provided by the issuance of senior notes, (ii) net payments of $42.1 million on our Credit Facility, and (iii) $12.7 million of other payment items including deferred financing costs.

Cash provided by financing activities in 2009 of $104.3 million was primarily the result of cash provided by, (i) the issuance of the senior notes (net of discounts and issuance costs) of $361 million, (ii) the issuance of preferred stock of $105.0 million, and (iii) the issuance of member units in Antero Resources LLC for $123.6 million (net of $1.4 million of issuance costs); net of cash applied to (i) net repayments on the bank credit facility of $254.5 million and (ii) the repayment of the second lien term loan facility of $225.0 million.

Debt Agreements and Contractual Obligations

Senior Secured Revolving Credit Facility. Our Credit Facility provides for a maximum borrowing base of $1.5 billion. The borrowing base is redetermined semiannually and the borrowing base depends on the amount of our proved oil and gas reserves and estimated cash flows from these reserves and our hedge positions. The next redetermination is scheduled to occur in May 2012. As of December 31, 2011, we had a borrowing base of $1.2 billion and lender commitments of $850 million. Lender commitments can be increased to the full $1.2 billion upon approval of the lending group. At December 31, 2011, we had $365 million of borrowings and $21 million of letters of credit outstanding under the Credit Facility. The Credit Facility matures in May 2016.

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Principal amounts borrowed are payable on the maturity date with such borrowings bearing interest that is payable quarterly. We have a choice of borrowing in Eurodollars or at the base rate. Eurodollar loans bear interest at a rate per annum equal to the rate appearing on the Reuters BBA Libor Rates Page 3750 for one, two, three, six or twelve months plus an applicable margin ranging from 175 to 275 basis points, depending on the percentage of our borrowing base utilized. Base rate loans bear interest at a rate per annum equal to the greatest of (i) the agent bank's reference rate, (ii) the federal funds effective rate plus 50 basis points and (iii) the rate for one month Eurodollar loans, plus an applicable margin ranging from 75 to 175 basis points, depending on the percentage of our borrowing base utilized. The amounts outstanding under the facility are secured by a first priority lien on substantially all of our natural gas, NGLs, and oil properties and associated assets and are cross-guaranteed by each borrower entity along with each of their current and future wholly owned subsidiaries. For information concerning the effect of changes in interest rates on interest payments under this facility, see "Quantitative and Qualitative Disclosure About Market Risk." As of December 31, 2010 and 2011, borrowings and letters of credit outstanding under our senior secured revolving credit facility totaled $118 million and $386 million, respectively, and had a weighted average interest rate (excluding the impact of our interest rate swaps) of 2.56% and 2.12%, respectively. The facility contains restrictive covenants that may limit our ability to, among other things:

- incur additional indebtedness;
- sell assets;
- make loans to others;
- make investments;
- enter into mergers;
- make certain payments to Antero Resources LLC;
- incur liens; and
- engage in certain other transactions without the prior consent of the lenders.

The Credit Facility also requires us to maintain the following two financial ratios:

- a current ratio, which is the ratio of our consolidated current assets (as defined) to our consolidated current liabilities, of not less than 1.0 to 1.0 as of the end of each fiscal quarter; and
- a minimum interest coverage ratio, which is the ratio of consolidated EBITDAX to consolidated interest expense, of not less than 2.5 to 1.0.

We were in compliance with such covenants and ratios as of December 31, 2010 and 2011.

Senior Notes. We have $525 million of 9.375% senior notes outstanding which are due December 1, 2017. The notes are unsecured and subordinate to the Credit Facility to the extent of the value of the collateral securing the Credit Facility. The notes are guaranteed on a senior unsecured basis by Antero Resources LLC, all of its wholly owned subsidiaries (other than Antero Finance), and certain of its future restricted subsidiaries. Interest on the notes is payable on June 1 and December 1 each year. Antero Finance may redeem all or part of the notes at any time on or after December 1, 2013 at redemption prices ranging from 104.688% on or after December 1, 2013 to 100.00% on or after December 1, 2015. In addition, on or before December 1, 2012, Antero Finance may redeem up to 35% of the aggregate principal amount of the notes with the net cash proceeds of certain equity offerings, if certain conditions are met, at a redemption price of 109.375%. At any time prior to December 1, 2013, Antero Finance may also redeem the notes, in whole or in part, at a price equal to 100% of the principal amount of the notes plus a "make-whole" premium. If Antero Resources LLC

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undergoes a change of control, Antero Finance may be required to offer to purchase notes from the holders.

We also have $400 million of 7.25% senior notes outstanding which are due August 1, 2019. The notes are unsecured and effectively subordinated to the Credit Facility to the extent of the value of the collateral securing the Credit Facility. The notes rank pari passu to the existing 9.375% senior notes. The notes are guaranteed on a senior unsecured basis by Antero Resources LLC, all of its wholly owned subsidiaries (other than Antero Finance), and certain of its future restricted subsidiaries. Interest on the notes is payable on August 1, and February 1 of each year, commencing on February 1, 2012. Antero Finance may redeem all or part of the notes at any time on or after August 1, 2014 at redemption prices ranging from 105.438% on or after August 1, 2014 to 100.00% on or after August 1, 2017. In addition, on or before August 1, 2014, Antero Finance may redeem up to 35% of the aggregate principal amount of the notes with the net cash proceeds of certain equity offerings, if certain conditions are met, at a redemption price of 107.25% of the principal amount of the notes, plus accrued interest. At any time prior to August 1, 2014, Antero Finance may redeem the notes, in whole or in part, at a price equal to 100% of the principal amount of the notes plus a "make-whole" premium and accrued interest. If a change of control (as defined in the bond indenture) occurs at any time prior to January 1, 2013, Antero Finance may, at its option, redeem all, but not less than all, of the notes at a redemption price equal to 110% of the principal amount of the notes, plus accrued interest. If Antero Finance has not exercised its optional redemption rights upon a change of control, the note holders will have the right to require Antero Finance to repurchase all or a portion of the notes at a price equal to 101% of the principal amount of the notes, plus accrued interest.

We used the proceeds from the issuances of the senior notes to repay borrowings outstanding under our Credit Facility, for development of our oil and natural gas properties and for general corporate purposes.

The senior notes indentures contain restrictive covenants and a minimum interest coverage ratio requirement of 2.25:1. We were in compliance with such covenants and the coverage ratio requirement as of December 31, 2010 and 2011.

Treasury Management Facility. We have a stand-alone revolving note with a lender under the Credit Facility which provides for up to $10.0 million of cash management obligations in order to facilitate our daily treasury management. Borrowings under the revolving note are secured by the collateral for the Credit Facility. Borrowings under the facility bear interest at the lender's prime rate plus 1.0%. The note matures on November 1, 2012. At December 31, 2011, there were no outstanding borrowings under this facility.

Note Payable. We assumed a $25 million unsecured note payable in the business acquisition consummated on December 1, 2010. The note bears interest at 9% and is due December 1, 2013.

Interest Rate Hedges. We currently have no outstanding interest rate swaps. From time to time in the past, we have entered into variable to fixed interest rate swap agreements which hedge our exposure to interest rate variations on our Credit Facility and previously outstanding second lien term loan facility. During the year ended December 31, 2011, we had one interest rate swap outstanding for a notional amount of $225 million with a fixed pay rate of 4.11%. The swap expired on July 1, 2011. During the years ended December 31, 2010 and 2011, we had realized losses on interest rate swap agreements of $9.5 million and $4.3 million, respectively, and unrealized gains of approximately $6.9 million and $4.2 million, respectively.

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Contractual Obligations. A summary of our contractual obligations as of December 31, 2011 is provided in the following table.

	As of December 31,						
	2012	2013	2014	2015	2016	Thereafter	Total
	(in millions)						
Credit Facility(1)	$	$	$	$	$ 365.0	$	$ 365.0
Senior notes principal(2)						925.0	925.0
Senior notes interest(2)	78.2	78.2	78.2	78.2	78.2	120.0	511.0
Note payable interest and principal(3)	2.2	27.1					29.3
Drilling rig and frac service commitments(4)	98.8	89.4	48.1	12.9			249.2
Firm transportation(5)	46.3	49.5	91.2	88.0	85.9	700.7	1,061.6
Gas processing, gathering, and compression service(6)	22.1	28.8	29.0	31.0	30.7	136.3	277.9
Office and equipment leases	1.1	0.9	0.8	0.8	0.4		4.0
Asset retirement obligations(7)						6.7	6.7
Total	$ 248.7	$ 273.9	$ 247.3	$ 210.9	$ 560.2	$ 1,888.7	$ 3,429.7

(1) Includes outstanding principal amount at December 31, 2011. This table does not include future commitment fees, interest expense or other fees on the Credit Facility because they are floating rate instruments and we cannot determine with accuracy the timing of future loan advances, repayments or future interest rates to be charged.

(2) Includes the 9.375% senior notes due 2017 and the 7.25% senior notes due 2019.

(3) Note payable assumed in business acquisition, due December 1, 2013, interest at 9%.

(4) At December 31, 2011, we had contracts for the services of 12 rigs which expire at various dates from January 2012 through July 2015. We also had two frac services contracts which expire in 2013 and 2014. The values in the table represent the gross amounts that we are committed to pay; however, we will record in our financial statements our proportionate share of costs based on our working interest.

(5) We have entered into firm transportation agreements with various pipelines in the Marcellus, Piceance, and Arkoma Basins in order to facilitate the delivery of production to market. These contracts commit us to transport minimum daily natural gas or NGL volumes at a negotiated rate, or pay for any deficiencies at a specified reservation fee rate. The amounts in this table represent our minimum daily volumes at the reservation fee rate. The values in the table represent the gross amounts that we are committed to pay; however, we will record in our financial statements our proportionate share of costs based on our working interest.

(6) Contractual commitments for gas processing, gathering and compression service agreements represent minimum commitments under long-term agreements for the Piceance Basin production and certain Appalachian Basin production as well as various gas compression agreements in both basins. The values in the table represent the gross amounts that we are committed to pay; however, we will record in our financial statements our proportionate share of costs based on our working interest.

In March 2011, we entered into a long-term gas processing agreement for certain of our Appalachian Basin production which will allow us to realize the value of our NGLs beginning approximately the third quarter of 2012 when the third-party gas processing plant is completed. The agreement is for a 15-year term beginning with the in-service date of the plant and provides

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for a commitment of 60 MMcfe/d for the first year, 90 MMcfe/d for the second year, and 120 MMcfe/d for the next 12 years.

The Piceance Basin gas processing agreement allowed us to realize the value of our NGLs effective January 1, 2011. The agreement provided for the processing of 60 MMcf/d through October 2011 and increases in steps to 120 MMcf/d in 2013. The agreement expires December 1, 2025. For processed gas, we realize the sales price of NGLs less gathering, processing, and other expenses.

(7) Neither the ultimate settlement amounts nor the timing of our asset retirement obligations can be precisely determined in advance; however, we believe it is likely that a very small amount of these obligations will be settled within the next five years.

Critical Accounting Policies and Estimates

The discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of our financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosure of contingent assets and liabilities. Certain accounting policies involve judgments and uncertainties to such an extent that there is reasonable likelihood that materially different amounts could have been reported under different conditions, or if different assumptions had been used. We evaluate our estimates and assumptions on a regular basis. We base our estimates on historical experience and various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates and assumptions used in preparation of our consolidated financial statements. We provide expanded discussion of our more significant accounting policies, estimates and judgments below. We believe these accounting policies reflect our more significant estimates and assumptions used in preparation of our consolidated financial statements. See Note 2 of the notes to the consolidated financial statements for a discussion of additional accounting policies and estimates made by management.

Natural Gas, NGL and Oil Properties

Successful Efforts Method

Our natural gas, NGL, and oil exploration and production activities are accounted for using the successful efforts method. Under this method, costs of drilling successful exploration wells and development costs are capitalized and amortized on a geological reservoir basis using the unit-of-production method as natural gas, NGL, and oil is produced. Geological and geophysical costs, delay rentals and costs to drill exploratory wells that do not discover proved reserves are expensed as exploration costs. The costs of development wells are capitalized whether productive or nonproductive. Natural gas, NGL, and oil lease acquisition costs are also capitalized. The sale of a partial interest in a proved property is accounted for as a cost recovery and no gain or loss is recognized as long as this treatment does not significantly affect the unit-of-production amortization rate. Maintenance and repairs are charged to expense, and renewals and betterments are capitalized to the appropriate property and equipment accounts.

Unproved property costs are costs related to unevaluated properties and are transferred to proved natural gas and oil properties if the properties are determined to be productive. Proceeds from sales of partial interests in unproved leases are accounted for as a recovery of cost without recognizing any gain until all costs are recovered. Unevaluated natural gas, NGL, and oil properties are assessed periodically for impairment on a property-by-property basis based on remaining lease terms, drilling results,

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reservoir performance, commodity price outlooks or future plans to develop acreage. If it is determined that it is probable that reserves will not be discovered, the cost of unproved leases is charged to impairment of unproved properties. During the years ended December 31, 2009, 2010, and 2011 we charged impairment expense for expired or expiring leases with a cost of $54.2 million, $35.9 million, and $11.1 million, respectively. The assessment of unevaluated natural gas, NGL, and oil properties to determine any possible impairment requires managerial judgment.

The successful efforts method of accounting can have a significant impact on the operational results reported when we are entering a new exploratory area in anticipation of finding a gas and oil field that will be the focus of future development drilling activity. The initial exploratory wells may be unsuccessful and will be expensed. Seismic costs can be substantial, which will result in additional exploration expenses when incurred. Additionally, the application of the successful efforts method of accounting requires managerial judgment to determine the proper classification of wells designated as developmental or exploratory, which will ultimately determine the proper accounting treatment of the costs incurred.

Natural Gas, NGL and Oil Reserve Quantities and Standardized Measure of Future Cash Flows

Our independent engineers and internal technical staff prepare the estimates of natural gas, NGL, and oil reserves and associated future net cash flows. Current accounting guidance allows only proved natural gas, NGL, and oil reserves to be included in our financial statement disclosures. The SEC has defined proved reserves as the estimated quantities of natural gas, NGL, and oil which geological and engineering data demonstrate with reasonable certainty to be recoverable in future years from known reservoirs under existing economic and operating conditions. Our independent engineers and internal technical staff must make a number of subjective assumptions based on their professional judgment in developing reserve estimates. Reserve estimates are updated annually and consider recent production levels and other technical information about each field. Natural gas, NGL, and oil reserve engineering is a subjective process of estimating underground accumulations of natural gas, NGL, and oil that cannot be precisely measured. The accuracy of any reserve estimate is a function of the quality of available data and of engineering and geological interpretation and judgment. Periodic revisions to the estimated reserves and future cash flows may be necessary as a result of a number of factors, including reservoir performance, new drilling, natural gas, NGL, and oil prices, cost changes, technological advances, new geological or geophysical data, or other economic factors. Accordingly, reserve estimates are generally different from the quantities of natural gas, NGL, and oil that are ultimately recovered. We cannot predict the amounts or timing of future reserve revisions. If such revisions are significant, they could significantly affect future amortization of capitalized costs and result in impairment of assets that may be material.

Impairment of Proved Properties

We review our proved natural gas, NGL, and oil properties for impairment on a geological reservoir basis whenever events and circumstances indicate that a decline in the recoverability of their carrying value may have occurred. We estimate the expected future cash flows of our gas and oil properties and compare these future cash flows to the carrying amount of the gas and oil properties to determine if the carrying amount is recoverable. If the carrying amount exceeds the estimated undiscounted future cash flows, we will adjust the carrying amount of the natural gas, NGL, and oil properties to fair value. The factors used to determine fair value are subject to our judgment and expertise and include, but are not limited to, recent sales prices of comparable properties, the present value of future cash flows, net of estimated operating and development costs using estimates of proved reserves, future commodity pricing, future production estimates, anticipated capital expenditures, and various discount rates commensurate with the risk associated with realizing the expected cash flows projected. Because of the uncertainty inherent in these factors, we cannot predict when or if future impairment charges for proved properties will be recorded. We did not record any impairment charges for proved properties in 2009, 2010 or 2011.

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Off-Balance Sheet Arrangements

Currently, we do not have any off-balance sheet arrangements other than operating leases. See "Contractual Obligations" included elsewhere in this prospectus for commitments under operating leases, drilling rig service agreements, firm transportation, and gas processing and compression service agreements.

Quantitative and Qualitative Disclosures about Market Risk

The primary objective of the following information is to provide forward-looking quantitative and qualitative information about our potential exposure to market risk. The term "market risk" refers to the risk of loss arising from adverse changes in natural gas, NGL, and oil prices and interest rates. The disclosures are not meant to be precise indicators of expected future losses, but rather indicators of reasonably possible losses. This forward-looking information provides indicators of how we view and manage our ongoing market risk exposures. All of our market risk sensitive instruments were entered into for hedging purposes, rather than for speculative trading.

Commodity Hedging Activities

Our primary market risk exposure is in the price we received for our natural gas, NGL, and oil production. Realized pricing is primarily driven by the prevailing worldwide price for crude oil and spot regional market prices applicable to our U.S. natural gas production. Pricing for natural gas, NGL, and oil production has been volatile and unpredictable for several years, and we expect this volatility to continue in the future. The prices we receive for production depend on many factors outside of our control, including volatility in the differences between product prices at sales points and the applicable index price.

To mitigate some of the potential negative impact on our cash flow caused by changes in natural gas prices, we have entered into financial commodity swap contracts to receive fixed prices for a portion of our natural gas, NGL, and oil production when management believes that favorable future prices can be secured. We typically hedge a fixed price for natural gas at our sales points (New York Mercantile Exchange ("NYMEX") less basis) to mitigate the risk of differentials to the Centerpoint East, CIG Hub, Transco Zone 4, Dominion South and Columbia Gas Transmission (CGTAP) Indexes.

Our financial hedging activities are intended to support natural gas, NGL, and oil prices at targeted levels and to manage our exposure to natural gas price fluctuations. The counterparty is required to make a payment to us for the difference between the fixed price and the settlement price if the settlement price is below the fixed price. We are required to make a payment to the counterparty for the difference between the fixed price and the settlement price if the fixed price is below the settlement price. At December 31, 2011, we had in place natural gas swaps covering portions of production from 2012 through 2016. Our Credit Facility allows us to hedge up to 85% of our estimated production from proved reserves for up to 12 months in the future, 80% for 13 to 24 months in the future, 75% for 25 to 36 months in the future, 70% for 37 to 48 months in the future and 65% for 49 to 60 months in the future. Based on our annual production and our fixed price swap contracts in place during 2011, our annual income before taxes for the year ended December 31, 2011 would have decreased by approximately $2.0 million for each $0.10 decrease per MMBtu in natural gas prices and approximately $0.8 million for each $1.00 per barrel decrease in crude oil prices.

All derivative instruments, other than those that meet the normal purchase and normal sales exception, are recorded at fair market value in accordance with US GAAP and are included in the consolidated balance sheets as assets or liabilities. Fair values are adjusted for non-performance risk. As required under US GAAP, all fair values are adjusted for non-performance risk. Because we do not designate these hedges as accounting hedges, we do not receive accounting hedge treatment and all mark-to-market gains or losses as well as realized gains or losses on the derivative instruments are

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recognized in our results of operations. We present realized and unrealized gains or losses on commodity derivatives in our operating revenues as "Realized and unrealized gains (losses) on commodity derivative instruments." In 2011, approximately 77% of our natural gas volumes were hedged which resulted in realized hedge gains of $116.6 million. In 2010, approximately 79% of our natural gas volumes were hedged, which resulted in realized gains on hedges of $73.7 million. In 2009, approximately 72% of our natural gas volumes were hedged, which resulted in realized gains on hedges of $116.5 million.

Mark-to-market adjustments of derivative instruments produce earnings volatility but have no cash flow impact relative to changes in market prices until the derivative contracts are settled. We expect continued volatility in the fair value of our derivative instruments. Our cash flow is only impacted when the underlying physical sales transaction takes place in the future and when the associated derivative instrument contract is settled by making or receiving a payment to or from the counterparty. At December 31, 2011, the estimated fair value of all of our commodity derivative instruments was a net asset of $790 million comprised of current and noncurrent assets.

The table below summarizes the realized and unrealized gains related to natural gas derivative instruments for years ended December 31, 2009, 2010 and 2011:

	2009	2010	2011
		(in thousands)	
Realized gains on commodity derivative contracts	$ 116,550	$ 73,713	$ 116,598
Unrealized gains (losses) on commodity derivative contracts	(61,186)	170,571	559,596
Total	$ 55,364	$ 244,284	$ 676,194

As of December 31, 2011, we have entered into fixed price natural gas and oil swaps in order to hedge a portion of our production from 2012 through 2016 as summarized in the following table. Hedge agreements referenced to the Centerpoint and Transco Zone 4 indices are for our production in the Arkoma Basin. Hedge agreements referenced to the CIG index are for our gas production in the Piceance Basin and hedge agreements referenced to the NYMEX-WTI index are for our oil production

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in the Piceance. Hedge agreements referenced to the CGTAP or Dominion South indices are for our production from the Appalachian Basin.

	Oil Bbls/day	Natural gas MMbtu/day	Weighted average index price
Year ending December 31, 2012:			
CIG		55,000	$ 5.51
Transco Zone 4		45,000	$ 6.60
CGTAP		125,556	$ 5.56
Dominion South		53,318	$ 5.34
NYMEX-WTI	300		$ 90.20
2012 Total	300	278,874	
Year ending December 31, 2013:			
CIG		60,000	$ 5.54
Transco Zone 4		40,000	$ 6.51
CGTAP		72,631	$ 5.94
Dominion South		181,702	$ 4.84
NYMEX-WTI	300		$ 90.30
2013 Total	300	354,333	
Year ending December 31, 2014:			
CIG		50,000	$ 5.84
Transco Zone 4		20,000	$ 6.51
Centerpoint		10,000	$ 6.20
CGTAP		120,000	$ 5.96
Dominion South			