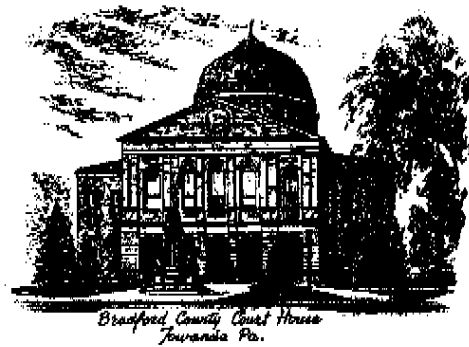


**BRADFORD COUNTY RECORDER OF DEEDS
REGISTER OF WILLS
CLERK OF ORPHANS' COURT**

**SHIRLEY ROCKEFELLER - RECORDER
301 MAIN STREET
TOWANDA, PA 18848**

CINDY BLOKZYL - CHIEF DEPUTY



Instrument Number - 201118629

Recorded On 7/21/2011 At 11:13:46 AM

*** Total Pages - 22**

*** Instrument Type - MISCELLANEOUS**

Invoice Number - 331542

*** Grantor - CHESAPEAKE APPALACHIA**

*** Grantee - SGL 289B UNIT**

*** Customer - TAMMY CHESAPEAKE OPERATING TOWANDA OFFICE**

*** FEES**

STATE WRIT TAX	\$0.50
PIN CERTIFICATIONS	\$5.00
RECORDING FEES -	\$71.00
RECORDER OF DEEDS	
COUNTY ARCHIVES FEE	\$2.00
ROD ARCHIVES FEE	\$3.00
TOTAL PAID	\$81.50

This is a certification page

DO NOT DETACH

**This page is now part
of this legal document.**

RETURN DOCUMENT TO:

**TAMMY CHESAPEAKE OPERATING TOWANDA
OFFICE
TOWANDA, PA 18848**

**I hereby CERTIFY that this document is
recorded in the Recorder's Office of
Bradford County, Pennsylvania.**



Shirley Rockefeller

**RECORDER OF DEEDS
Register of Wills
Clerk of Orphans Court**

*** - Information denoted by an asterisk may change during
the verification process and may not be reflected on this page.**

01FDC9



DECLARATION AND NOTICE OF POOLED UNIT

SGL 289B UNIT

This Declaration and Notice of Pooled Unit is executed to be effective as of January 23, 2011, by the undersigned parties, who collectively own the leasehold estates created under those certain oil and gas leases and any renewals, extensions, ratifications and amendments thereof which are more particularly described on Exhibit "A" attached hereto and incorporated herein by reference for all purposes (the "Leases"), or who collectively own an interest in the oil and gas estate in the lands described in the Leases, and who join in the execution hereof to evidence their consent to the pooling, unitization and combination of the leases and oil and gas estates herein described.

RECITALS

WHEREAS, each of the Leases authorizes the lessee thereunder to pool, unitize or combine all or a portion of the lands covered thereby with other land and leases, to form a pooled unit for the exploration, development and production of oil, gas and associated and constituent hydrocarbons from the lands covered by the Leases; and

WHEREAS, the pooling, unitization and combination of the Leases and oil and gas estates to the extent necessary to form the hereinafter described pooled unit are necessary and advisable in the judgment of the undersigned to efficiently and effectively develop the oil and gas rights within such unit.

WHEREAS, Chesapeake Appalachia, L.L.C. is the Operator of the gas well(s) in the pooled unit and executes this document on behalf of itself and as agent for all interest owners in the leases to the extent that they do not separately join in the execution hereof.

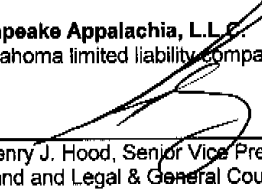
NOW, THEREFORE, in order to establish and provide proper notice of the creation of the hereinafter described pool or unit, the undersigned hereby declare as follows:

1. Declaration of Unit: In accordance with the provisions of the Leases, the undersigned do hereby declare, pool, unitize and combine the Leases, including all renewals, extensions, ratifications and amendments thereof, and the lands covered thereby and the oil and gas estates therein, to the extent necessary to form and create a pooled unit as described below. Production from the unit shall be allocated among all of the Leases and tracts within the unit in the proportion that the number of surface acres of each lease and tract included within the unit bears to the total number of surface acres in the unit, as described in Exhibit "A".
2. Unit Name: The pooled unit created hereby shall be known as the "**SGL 289B Unit**" ("the Unit").
3. Description of Unit: The Unit shall consist of **582.690477 acres**, more or less, being all or a portion of the Leases listed on Exhibit "A" INsofar AND ONLY INsofar as the Leases fall within the boundary more particularly described and depicted on Exhibit "B", which is attached hereto and incorporated herein by reference for all purposes. This Declaration and Notice of Pooled Unit covers all production from the lands described on Exhibit "A" and Exhibit "B" which is produced from any well drilled within the Unit. To the extent of any inconsistency between the information contained on Exhibit "A" and that depicted on Exhibit "B", Exhibit "A" shall supersede and control.

4. Effect of Pooled Unit. The effect of this Declaration and Notice of Pooled Unit shall be that operations and/or production (or the equivalent as in the case of shut-in payments) anywhere within the Unit shall be deemed to be operations and/or production on each separate tract sufficient to extend and maintain each included lease in the Unit.
5. Right to Amend. The undersigned hereby expressly reserve the right, from time to time, to amend this Declaration and Notice of Pooled Unit, and the respective terms and provisions hereof, and to change the size and area of, and interests covered by the Unit, including without limitation, the power (i) to change, reduce, enlarge or extend the size or configuration of the Unit; (ii) to include in the Unit additional lands and oil and gas leases, or interests in the lands described therein, covering interests in the Unit, which are secured or obtained subsequent to the date hereof, or prior to the date hereof and not included and described herein; (iii) to include in the Unit full or undivided interests in the Unit which are not otherwise included herein by the respective owner of such full or undivided interests; and (iv) to change the allocation of oil and gas production attributable to the various lands, leases and owners thereof to conform with (i) – (iii) above.
6. Dissolution of Unit: The Unit formed hereby may be dissolved by Chesapeake Appalachia, L.L.C., acting as the Operator of the Unit, with the consent of the undersigned, at any time by filing an appropriate instrument of record in Bradford County, Pennsylvania, after any failure to establish unit production or after cessation of operations upon the Unit.
7. Binding upon Assigns and Successors: This instrument shall bind, inure to the benefit of, and be exercised by heirs, assigns, and successors in interest of all parties.
8. Counterparts. This document may be executed in one or more counterparts, each of which will be deemed to be an original for all purposes and all of which, when taken together, will be deemed to constitute one and the same document as if all signatures were included therein. The failure of one or more of the signatory parties listed below to execute this instrument or a counterpart thereof shall not in any manner affect the validity of same as to the parties who do execute this instrument.
9. Effective Date: This Unit shall remain in force from the effective date listed hereinabove and for as long as oil and gas are being produced from the Unit, or so long as the Leases are maintained in force and effect by payment or tender of shut-in royalties, or by other means, in accordance with the terms and provisions of the Leases.

EXECUTED by the undersigned parties on the respective dates of acknowledgment hereof, to be effective for all purposes as of the date first above written.

Chesapeake Appalachia, L.L.C.
an Oklahoma limited liability company

By: 
Henry J. Hood, Senior Vice President –
Land and Legal & General Counsel *J-HB*

Anadarko E&P Company LP

By: _____
Michael A. Barron –
Agent and Attorney in Fact

Mitsui E & P USA LLC

By: _____
Randall D. Jones, CPL, Land Manager

Statoil USA Onshore Properties Inc.

By: _____
M.K. Williams, Land Manager – Onshore Gas

Chief Exploration & Development LLC

By: _____
Glynne Mildren, Sr. Vice President - Land

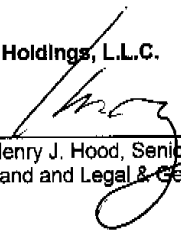
Enerplus Resources (USA) Corporation

By: _____
Roxanne Forst, Manger of Lands USA

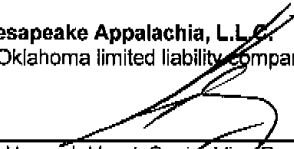
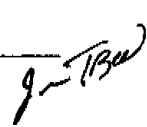
Radler 2000 Limited Partnership

By: _____
Michael G. Radler- President of Tug Hill, Inc.,
the general partner of Radler 2000 Limited
Partnership

MKR Holdings, L.L.C.

By: 
Henry J. Hood, Senior Vice President –
Land and Legal & General Counsel *J-HB*

Chesapeake Appalachia, L.L.C.
an Oklahoma limited liability company

By: 
Henry J. Hood, Senior Vice President –
Land and Legal & General Counsel 

Anadarko E&P Company LP

By: _____
Michael A. Barron –
Agent and Attorney in Fact

Mitsui E & P USA LLC

By: 
Randall D. Jones, CPL, Land Manager

Statoil USA Onshore Properties Inc.

By: _____
M.K. Williams, Land Manager – Onshore Gas

Chief Exploration & Development LLC

By: _____
Glynne Mildren, Sr. Vice President - Land

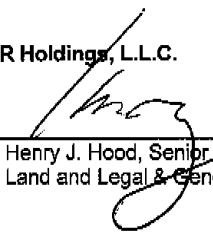
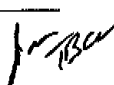
Enerplus Resources (USA) Corporation

By: _____
Roxanne Forst, Manger of Lands USA

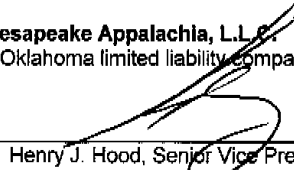
Radler 2000 Limited Partnership

By: _____
Michael G. Radler- President of Tug Hill, Inc.,
the general partner of Radler 2000 Limited
Partnership

MKR Holdings, L.L.C.

By: 
Henry J. Hood, Senior Vice President –
Land and Legal & General Counsel 

Chesapeake Appalachia, L.L.C.
an Oklahoma limited liability company

By: 
Henry J. Hood, Senior Vice President –
Land and Legal & General Counsel *J-Hood*

Anadarko E&P Company LP

By: _____
Michael A. Barron –
Agent and Attorney in Fact

Mitsui E & P USA LLC

By: _____
Randall D. Jones, CPL, Land Manager

Statoil USA Onshore Properties Inc.

By: 
M.K. Williams, Land Manager – Onshore Gas *ALB*

Chief Exploration & Development LLC

By: _____
Glynne Mildren, Sr. Vice President - Land

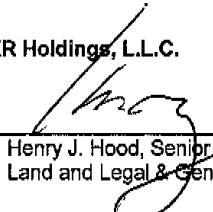
Enerplus Resources (USA) Corporation

By: _____
Roxanne Forst, Manager of Lands USA

Radler 2000 Limited Partnership

By: _____
Michael G. Radler- President of Tug Hill, Inc.,
the general partner of Radler 2000 Limited
Partnership

MKR Holdings, L.L.C.

By: 
Henry J. Hood, Senior Vice President –
Land and Legal & General Counsel *J-Hood*

Signature Pages to that certain Declaration and Notice of Pooled Unit made effective January 23, 2011, between Chesapeake Appalachia, L.L.C., Anadarko E&P Company LP and Statoil USA Onshore Properties Inc., et al., covering the SGL 289B Unit.

Chesapeake Appalachia, L.L.C.
an Oklahoma limited liability company

By: 
Henry J. Hood, Senior Vice President --
Land and Legal & General Counsel *J. Hood*

Anadarko E&P Company LP

By: _____
Michael A. Barron --
Agent and Attorney in Fact

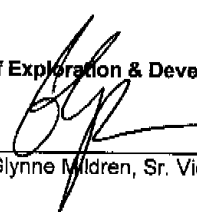
Mitsui E & P USA LLC

By: _____
Randall D. Jones, CPL, Land Manager

Statoil USA Onshore Properties Inc.

By: _____
M.K. Williams, Land Manager – Onshore Gas

Chief Exploration & Development LLC

By: 
Glynne Mildren, Sr. Vice President - Land

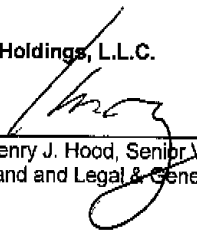
Enerplus Resources (USA) Corporation

By: _____
Roxanne Forst, Manager of Lands USA

Radler 2000 Limited Partnership

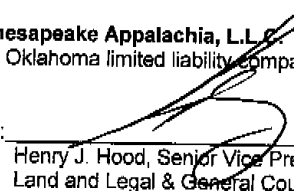
By: _____
Michael G. Radler- President of Tug Hill, Inc.,
the general partner of Radler 2000 Limited
Partnership

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By: 
Henry J. Hood, Senior Vice President --
Land and Legal & General Counsel *J. Hood*

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an Oklahoma limited liability company

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Henry J. Hood, Senior Vice President –
Land and Legal & General Counsel *J. Hood*

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By: _____
Michael A. Barron –
Agent and Attorney in Fact

Mitsui E & P USA LLC

By: _____
Randall D. Jones, CPL, Land Manager

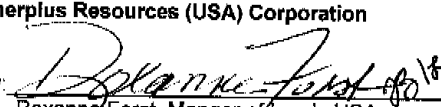
Statoil USA Onshore Properties Inc.

By: _____
M.K. Williams, Land Manager – Onshore Gas

Chief Exploration & Development LLC

By: _____
Glynne Mildren, Sr. Vice President - Land

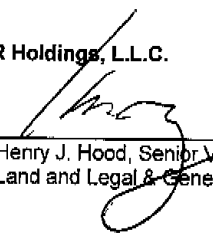
Enerplus Resources (USA) Corporation

By: 
Roxanna Forst, Manager of Lands USA *1/18/11*

Radler 2000 Limited Partnership

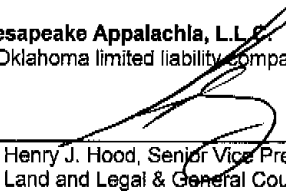
By: _____
Michael G. Radler- President of Tug Hill, Inc.,
the general partner of Radler 2000 Limited
Partnership

MKR Holdings, L.L.C.

By: 
Henry J. Hood, Senior Vice President –
Land and Legal & General Counsel *J. Hood*

Signature Pages to that certain Declaration and Notice of Pooled Unit made effective January 23, 2011, between Chesapeake Appalachia, L.L.C., Anadarko E&P Company LP and Statoil USA Onshore Properties Inc., et al., covering the SGL 289B Unit.

Chesapeake Appalachia, L.L.C.
an Oklahoma limited liability company

By: 
Henry J. Hood, Senior Vice President –
Land and Legal & General Counsel *J-Hood*

Anadarko E&P Company LP

By: _____
Michael A. Barron –
Agent and Attorney in Fact

Mitsui E & P USA LLC

By: _____
Randall D. Jones, CPL, Land Manager

Statoil USA Onshore Properties Inc.

By: _____
M.K. Williams, Land Manager – Onshore Gas


Chief Exploration & Development LLC

By: _____
Glynne Mildren, Sr. Vice President - Land

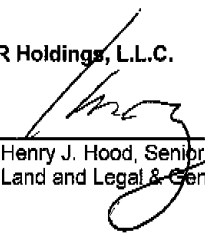
Enerplus Resources (USA) Corporation

By: _____
Roxanne Forst, Manager of Lands USA

Radler 2000 Limited Partnership

By: 
Michael G. Radler- President of Tug Hill, Inc.,
the general partner of Radler 2000 Limited
Partnership

MKR Holdings, L.L.C.

By: 
Henry J. Hood, Senior Vice President –
Land and Legal & General Counsel *J-Hood*

Signature Pages to that certain Declaration and Notice of Pooled Unit made effective January 23, 2011, between Chesapeake Appalachia, L.L.C., Anadarko E&P Company LP and Statoil USA Onshore Properties Inc., et al., covering the SGL 289B Unit.

Unconventional Natural Gas, LLC

By: 

Name: George C. Schmale

Title: Man Member UNG LLC

EOG Resources, Inc.

By: _____

Name: _____

Title: _____

Unconventionals Natural Gas, LLC

By: _____

Name: _____

Title: _____

EOG Resources, Inc.

By:  _____

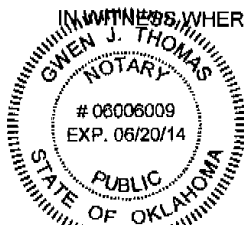
Name: Gary L. Smith

Title: Vice President & General Manager

CORPORATE ACKNOWLEDGMENT

STATE OF OKLAHOMA)
) SS:
COUNTY OF OKLAHOMA)

On this, the 11th day of March, 2011, before me Gwen J. Thomas, the undersigned officer, personally appeared Henry J. Hood, who acknowledged himself to be the Senior Vice President – Land and Legal & General Counsel of Chesapeake Appalachia, L.L.C., an Oklahoma limited liability company, and that he as such Senior Vice President – Land and Legal & General Counsel, being authorized to do so, executed foregoing instrument for the purpose therein contained by signing the name of the limited liability company by himself as Senior Vice President – Land and Legal & General Counsel.



IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My Commission Expires: 6-20-14
Signature/Notary Public: Gwen J. Thomas
Name/Notary Public (print): Gwen J. Thomas

CORPORATE ACKNOWLEDGMENT

STATE OF _____)
) SS:
COUNTY OF _____)

On this, the ____ day of _____, 2011, before me _____, the undersigned officer, personally appeared Michael A. Barron, who acknowledged himself to be the Agent and Attorney-in-Fact of Anadarko E&P Company LP, a limited partnership, and that he as such Agent and Attorney-in-Fact, being authorized to do so, executed foregoing instrument for the purpose therein contained by signing the name of the limited partnership by himself as Agent and Attorney-in-Fact.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My Commission Expires: _____
Signature/Notary Public: _____
Name/Notary Public (print): _____

CORPORATE ACKNOWLEDGMENT

STATE OF _____)
) SS:
COUNTY OF _____)

On this, the ____ day of _____, 2011, before me _____, the undersigned officer, personally appeared Randall D. Jones, CPL, who acknowledged himself to be the Land Manager of Mitsui E & P USA LLC, a limited liability company, and that he as such Land Manager, being authorized to do so, executed foregoing instrument for the purpose therein contained by signing the name of the limited liability company by himself as Land Manager.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My Commission Expires: _____
Signature/Notary Public: _____
Name/Notary Public (print): _____

CORPORATE ACKNOWLEDGMENT

STATE OF TEXAS)
) SS:
COUNTY OF HARRIS)

On this, the ____ day of _____, 2011, before me _____, the undersigned officer, personally appeared M.K. Williams, who acknowledged himself to be the Land Manager – Onshore Gas of Statoil USA Onshore Properties Inc., a corporation, and that he as such Land Manager – Onshore Gas, being authorized to do so, executed foregoing instrument for the purpose therein contained by signing the name of the corporation by himself as Land Manager – Onshore Gas.

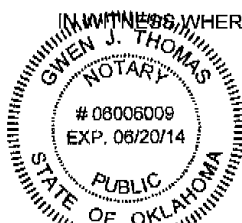
IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My Commission Expires: _____
Signature/Notary Public: _____
Name/Notary Public (print): _____

CORPORATE ACKNOWLEDGMENT

STATE OF OKLAHOMA)
) SS:
COUNTY OF OKLAHOMA)

On this, the 11th day of March, 2011, before me Gwen J. Thomas, the undersigned officer, personally appeared Henry J. Hood, who acknowledged himself to be the Senior Vice President – Land and Legal & General Counsel of Chesapeake Appalachia, L.L.C., an Oklahoma limited liability company, and that he as such Senior Vice President – Land and Legal & General Counsel, being authorized to do so, executed foregoing instrument for the purpose therein contained by signing the name of the limited liability company by himself as Senior Vice President – Land and Legal & General Counsel.



IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My Commission Expires: 6-20-14
Signature/Notary Public: Gwen J. Thomas
Name/Notary Public (print): Gwen J. Thomas

CORPORATE ACKNOWLEDGMENT

STATE OF _____)
) SS:
COUNTY OF _____)

On this, the ____ day of _____, 2011, before me _____, the undersigned officer, personally appeared Michael A. Barron, who acknowledged himself to be the Agent and Attorney-in-Fact of Anadarko E&P Company LP, a limited partnership, and that he as such Agent and Attorney-in-Fact, being authorized to do so, executed foregoing instrument for the purpose therein contained by signing the name of the limited partnership by himself as Agent and Attorney-in-Fact.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My Commission Expires: _____
Signature/Notary Public: _____
Name/Notary Public (print): _____

CORPORATE ACKNOWLEDGMENT

STATE OF Texas)
) SS:
COUNTY OF Harris)

On this, the 19th day of April, 2011, before me Makiko Gomez, the undersigned officer, personally appeared Randall D. Jones, CPL, who acknowledged himself to be the Land Manager of Mitsui E & P USA LLC, a limited liability company, and that he as such Land Manager, being authorized to do so, executed foregoing instrument for the purpose therein contained by signing the name of the limited liability company by himself as Land Manager.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



My Commission Expires: 12-04-2014
Signature/Notary Public: Makiko Gomez
Name/Notary Public (print): Makiko Gomez

CORPORATE ACKNOWLEDGMENT

STATE OF TEXAS)
) SS:
COUNTY OF HARRIS)

On this, the ____ day of _____, 2011, before me _____, the undersigned officer, personally appeared M.K. Williams, who acknowledged himself to be the Land Manager – Onshore Gas of Statoli USA Onshore Properties Inc., a corporation, and that he as such Land Manager – Onshore Gas, being authorized to do so, executed foregoing instrument for the purpose therein contained by signing the name of the corporation by himself as Land Manager – Onshore Gas.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My Commission Expires: _____
Signature/Notary Public: _____
Name/Notary Public (print): _____

CORPORATE ACKNOWLEDGMENT

STATE OF OKLAHOMA)
) SS:
COUNTY OF OKLAHOMA)

On this, the 11th day of March, 2011, before me Gwen J. Thomas, the undersigned officer, personally appeared Henry J. Hood, who acknowledged himself to be the Senior Vice President – Land and Legal & General Counsel of Chesapeake Appalachia, L.L.C., an Oklahoma limited liability company, and that he as such Senior Vice President – Land and Legal & General Counsel, being authorized to do so, executed foregoing instrument for the purpose therein contained by signing the name of the limited liability company by himself as Senior Vice President – Land and Legal & General Counsel.



IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My Commission Expires: 6-20-14
Signature/Notary Public: Gwen J. Thomas
Name/Notary Public (print): Gwen J. Thomas

CORPORATE ACKNOWLEDGMENT

STATE OF _____)
) SS:
COUNTY OF _____)

On this, the _____ day of _____, 2011, before me _____, the undersigned officer, personally appeared Michael A. Barron, who acknowledged himself to be the Agent and Attorney-in-Fact of Anadarko E&P Company LP, a limited partnership, and that he as such Agent and Attorney-in-Fact, being authorized to do so, executed foregoing instrument for the purpose therein contained by signing the name of the limited partnership by himself as Agent and Attorney-in-Fact.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My Commission Expires: _____
Signature/Notary Public: _____
Name/Notary Public (print): _____

CORPORATE ACKNOWLEDGMENT

STATE OF _____)
) SS:
COUNTY OF _____)

On this, the _____ day of _____, 2011, before me _____, the undersigned officer, personally appeared Randall D. Jones, CPL, who acknowledged himself to be the Land Manager of Mitsui E & P USA LLC, a limited liability company, and that he as such Land Manager, being authorized to do so, executed foregoing instrument for the purpose therein contained by signing the name of the limited liability company by himself as Land Manager.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My Commission Expires: _____
Signature/Notary Public: _____
Name/Notary Public (print): _____

CORPORATE ACKNOWLEDGMENT

STATE OF TEXAS)
) SS:
COUNTY OF HARRIS)

On this, the 15TH day of MARCH, 2011, before me GERARD SANCHEZ, the undersigned officer, personally appeared M.K. Williams, who acknowledged himself to be the Land Manager – Onshore Gas of Statoil USA Onshore Properties Inc., a corporation, and that he as such Land Manager – Onshore Gas, being authorized to do so, executed foregoing instrument for the purpose therein contained by signing the name of the corporation by himself as Land Manager – Onshore Gas.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



My Commission Expires: 9-6-2014
Signature/Notary Public: Gerard Sanchez
Name/Notary Public (print): GERARD SANCHEZ

CORPORATE ACKNOWLEDGMENT

STATE OF _____)
) SS:
COUNTY OF _____)

On this, the _____ day of _____, 2011, before me _____, the undersigned officer, personally appeared Glynne Mildren, who acknowledged himself to be the Sr. Vice President - Land of Chief Exploration & Development LLC, a limited liability company, and that he as such Sr. Vice President - Land, being authorized to do so, executed foregoing instrument for the purpose therein contained by signing the name of the limited liability company by himself as Sr. Vice President - Land.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My Commission Expires: _____
Signature/Notary Public: _____
Name/Notary Public (print): _____

CORPORATE ACKNOWLEDGMENT

STATE OF _____)
) SS:
COUNTY OF _____)

On this, the _____ day of _____, 2011, before me _____, the undersigned officer, personally appeared Roxanne Forst, who acknowledged herself to be the Manager of Lands USA of Enerplus Resources (USA) Corporation, a corporation, and that he as such Manager of Lands USA, being authorized to do so, executed foregoing instrument for the purpose therein contained by signing the name of the corporation by herself as Manager of Lands USA.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My Commission Expires: _____
Signature/Notary Public: _____
Name/Notary Public (print): _____

CORPORATE ACKNOWLEDGMENT

STATE OF _____)
) SS:
COUNTY OF _____)

On this, the _____ day of _____, 2011, before me _____, the undersigned officer, personally appeared Michael G. Radler, who acknowledged himself to be the President of Tug Hill, Inc., the general partner of Radler 2000 Limited Partnership, and that he as such President of Tug Hill, Inc., the general partner of Radler 2000 Limited Partnership, being authorized to do so, executed foregoing instrument for the purpose therein contained by signing the name of the limited partnership by himself as President of Tug Hill, Inc., the general partner of Radler 2000 Limited Partnership.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

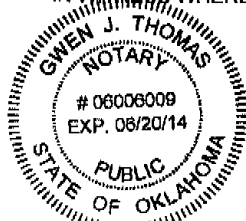
My Commission Expires: _____
Signature/Notary Public: _____
Name/Notary Public (print): _____

CORPORATE ACKNOWLEDGMENT

STATE OF OKLAHOMA)
) SS:
COUNTY OF OKLAHOMA)

On this, the 11th day of March, 2011, before me Gwen J. Thomas, the undersigned officer, personally appeared Henry J. Hood, who acknowledged himself to be the Senior Vice President - Land and Legal & General Counsel of MKR Holdings, L.L.C., and that he as such Senior Vice President - Land and Legal & General Counsel, being authorized to do so, executed foregoing instrument for the purpose therein contained by signing the name of the limited liability company by himself as Senior Vice President - Land and Legal & General Counsel.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



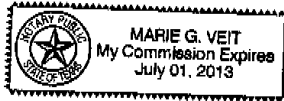
My Commission Expires: 06-20-14
Signature/Notary Public: Gwen J. Thomas
Name/Notary Public (print): Gwen J. Thomas

CORPORATE ACKNOWLEDGMENT

STATE OF Texas)
COUNTY OF Dallas) SS:

On this, the 4th day of April, 2011, before me Marie G. Veit, the undersigned officer, personally appeared Glynne Mildren, who acknowledged himself to be the Sr. Vice President - Land of Chief Exploration & Development LLC, a limited liability company, and that he as such Sr. Vice President - Land, being authorized to do so, executed foregoing instrument for the purpose therein contained by signing the name of the limited liability company by himself as Sr. Vice President - Land.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



My Commission Expires: _____
Signature/Notary Public: [Signature]
Name/Notary Public (print): _____

CORPORATE ACKNOWLEDGMENT

STATE OF _____)
COUNTY OF _____) SS:

On this, the _____ day of _____, 2011, before me _____, the undersigned officer, personally appeared Roxanne Forst, who acknowledged herself to be the Manager of Lands USA of Enerplus Resources (USA) Corporation, a corporation, and that he as such Manager of Lands USA, being authorized to do so, executed foregoing instrument for the purpose therein contained by signing the name of the corporation by herself as Manager of Lands USA.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My Commission Expires: _____
Signature/Notary Public: _____
Name/Notary Public (print): _____

CORPORATE ACKNOWLEDGMENT

STATE OF _____)
COUNTY OF _____) SS:

On this, the _____ day of _____, 2011, before me _____, the undersigned officer, personally appeared Michael G. Radler, who acknowledged himself to be the President of Tug Hill, Inc., the general partner of Radler 2000 Limited Partnership, and that he as such President of Tug Hill, Inc., the general partner of Radler 2000 Limited Partnership, being authorized to do so, executed foregoing instrument for the purpose therein contained by signing the name of the limited partnership by himself as President of Tug Hill, Inc., the general partner of Radler 2000 Limited Partnership.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

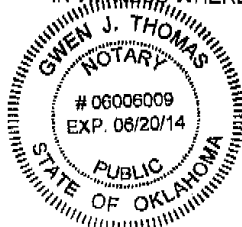
My Commission Expires: _____
Signature/Notary Public: _____
Name/Notary Public (print): _____

CORPORATE ACKNOWLEDGMENT

STATE OF OKLAHOMA)
COUNTY OF OKLAHOMA) SS:

On this, the 11th day of March, 2011, before me Gwen J. Thomas, the undersigned officer, personally appeared Henry J. Hood, who acknowledged himself to be the Senior Vice President - Land and Legal & General Counsel of MKR Holdings, L.L.C., and that he as such Senior Vice President - Land and Legal & General Counsel, being authorized to do so, executed foregoing instrument for the purpose therein contained by signing the name of the limited liability company by himself as Senior Vice President - Land and Legal & General Counsel.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



My Commission Expires: 6-20-14
Signature/Notary Public: [Signature]
Name/Notary Public (print): Gwen J. Thomas

CORPORATE ACKNOWLEDGMENT

STATE OF _____)
COUNTY OF _____) SS:

On this, the _____ day of _____, 2011, before me _____, the undersigned officer, personally appeared Glynne Mildren, who acknowledged himself to be the Sr. Vice President - Land of Chief Exploration & Development LLC, a limited liability company, and that he as such Sr. Vice President - Land, being authorized to do so, executed foregoing instrument for the purpose therein contained by signing the name of the limited liability company by himself as Sr. Vice President - Land.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

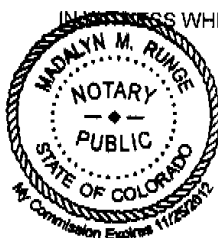
My Commission Expires: _____
Signature/Notary Public: _____
Name/Notary Public (print): _____

CORPORATE ACKNOWLEDGMENT

STATE OF Colorado)
COUNTY OF Denver) SS:

On this, the 13th day of May, 2011, before me _____, the undersigned officer, personally appeared Roxanne Forst, who acknowledged herself to be the Manager of Lands USA of Enerplus Resources (USA) Corporation, a corporation, and that he as such Manager of Lands USA, being authorized to do so, executed foregoing instrument for the purpose therein contained by signing the name of the corporation by herself as Manager of Lands USA.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



My Commission Expires: Nov 25, 2012
Signature/Notary Public: Madalyn M. Runge
Name/Notary Public (print): Madalyn M. Runge

CORPORATE ACKNOWLEDGMENT

STATE OF _____)
COUNTY OF _____) SS:

On this, the _____ day of _____, 2011, before me _____, the undersigned officer, personally appeared Michael G. Radler, who acknowledged himself to be the President of Tug Hill, Inc., the general partner of Radler 2000 Limited Partnership, and that he as such President of Tug Hill, Inc., the general partner of Radler 2000 Limited Partnership, being authorized to do so, executed foregoing instrument for the purpose therein contained by signing the name of the limited partnership by himself as President of Tug Hill, Inc., the general partner of Radler 2000 Limited Partnership.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

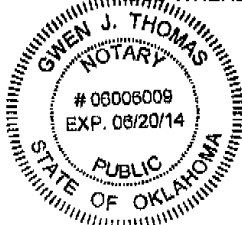
My Commission Expires: _____
Signature/Notary Public: _____
Name/Notary Public (print): _____

CORPORATE ACKNOWLEDGMENT

STATE OF OKLAHOMA)
COUNTY OF OKLAHOMA) SS:

On this, the 11th day of March, 2011, before me Gwen J. Thomas, the undersigned officer, personally appeared Henry J. Hood, who acknowledged himself to be the Senior Vice President - Land and Legal & General Counsel of MKR Holdings, L.L.C., and that he as such Senior Vice President - Land and Legal & General Counsel, being authorized to do so, executed foregoing instrument for the purpose therein contained by signing the name of the limited liability company by himself as Senior Vice President - Land and Legal & General Counsel.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



My Commission Expires: 03-20-14
Signature/Notary Public: Gwen J. Thomas
Name/Notary Public (print): Gwen J. Thomas

CORPORATE ACKNOWLEDGMENT

STATE OF _____)
) SS:
COUNTY OF _____)

On this, the _____ day of _____, 2011, before me _____, the undersigned officer, personally appeared Glynne Mildren, who acknowledged himself to be the Sr. Vice President - Land of Chief Exploration & Development LLC, a limited liability company, and that he as such Sr. Vice President - Land, being authorized to do so, executed foregoing instrument for the purpose therein contained by signing the name of the limited liability company by himself as Sr. Vice President - Land.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My Commission Expires: _____
Signature/Notary Public: _____
Name/Notary Public (print): _____

CORPORATE ACKNOWLEDGMENT

STATE OF _____)
) SS:
COUNTY OF _____)

On this, the _____ day of _____, 2011, before me _____, the undersigned officer, personally appeared Roxanne Forst, who acknowledged herself to be the Manager of Lands USA of Enerplus Resources (USA) Corporation, a corporation, and that he as such Manager of Lands USA, being authorized to do so, executed foregoing instrument for the purpose therein contained by signing the name of the corporation by herself as Manager of Lands USA.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

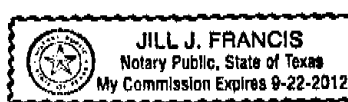
My Commission Expires: _____
Signature/Notary Public: _____
Name/Notary Public (print): _____

CORPORATE ACKNOWLEDGMENT

STATE OF TEXAS §
§
COUNTY OF TARRANT § ss:

On this 23 day of March, 2011, before me, Jill J. Francis, the undersigned officer, personally appeared Michael G. Radler, who acknowledged himself to be the President of Tug Hill, Inc., the general partner of Radler 2000 Limited Partnership, a corporation, and that he, as such President of Tug Hill, Inc., the general partner of Radler 2000 Limited Partnership, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as President of Tug Hill, Inc., the general partner of Radler 2000 Limited Partnership.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



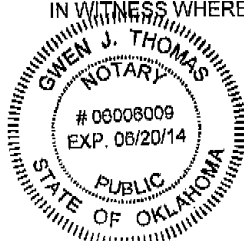
Signature/Notary Public: Jill J. Francis
Name/Notary Public (print): Jill J. Francis
My Commission Expires: September 22, 2012

CORPORATE ACKNOWLEDGMENT

STATE OF OKLAHOMA)
) SS:
COUNTY OF OKLAHOMA)

On this, the 11th day of March, 2011, before me Gwen J. Thomas, the undersigned officer, personally appeared Henry J. Hood, who acknowledged himself to be the Senior Vice President - Land and Legal & General Counsel of MKR Holdings, L.L.C., and that he as such Senior Vice President - Land and Legal & General Counsel, being authorized to do so, executed foregoing instrument for the purpose therein contained by signing the name of the limited liability company by himself as Senior Vice President - Land and Legal & General Counsel.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



My Commission Expires: 6-20-14
Signature/Notary Public: Gwen J. Thomas
Name/Notary Public (print): Gwen J. Thomas

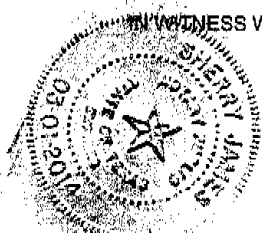
CORPORATE ACKNOWLEDGMENT



STATE OF Texas)
COUNTY OF Dallas) SS:

On this, the 21 day of March, 2011, before me Sherry James, the undersigned officer, personally appeared George Schnerky, who acknowledged himself to be the Managing Member of Unconventionals Natural Gas, LLC, and that he as such Managing Member being authorized to do so, executed foregoing instrument for the purpose therein contained by signing the name of the limited liability company by himself as Managing Member.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



My Commission Expires: 3/1/2014
Signature/Notary Public: Sherry James
Name/Notary Public (print): Sherry James

CORPORATE ACKNOWLEDGMENT

STATE OF _____)
COUNTY OF _____) SS:

On this, the _____ day of _____, 2011, before me _____, the undersigned officer, personally appeared _____, who acknowledged himself to be the _____ of EOG Resources, Inc., and that he as such _____, being authorized to do so, executed foregoing instrument for the purpose therein contained by signing the name of the corporation by himself as _____.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My Commission Expires: _____
Signature/Notary Public: _____
Name/Notary Public (print): _____

CORPORATE ACKNOWLEDGMENT

STATE OF _____)
) SS:
COUNTY OF _____)

On this, the _____ day of _____, 2011, before me _____, the undersigned officer, personally appeared _____, who acknowledged himself to be the _____ of Unconventionals Natural Gas, LLC, and that he as such _____ being authorized to do so, executed foregoing instrument for the purpose therein contained by signing the name of the limited liability company by himself as _____.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My Commission Expires: _____
Signature/Notary Public: _____
Name/Notary Public (print): _____

CORPORATE ACKNOWLEDGMENT

STATE OF Pennsylvania)
) SS:
COUNTY OF Washington)

On this, the 22nd day of March, 2011, before me Linda M. Romano, the undersigned officer, personally appeared Gary L. Smith, who acknowledged himself to be the Vice President and General Manager of EOG Resources, Inc., and that he as such Vice President and General Manager, being authorized to do so, executed foregoing instrument for the purpose therein contained by signing the name of the corporation by himself as Vice President and General Manager.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My Commission Expires: January 29, 2014
Signature/Notary Public: Linda M. Romano
Name/Notary Public (print): Linda M. Romano

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Linda M. Romano, Notary Public
Cecil Twp., Washington County
My Commission Expires Jan. 29, 2014
Member, Pennsylvania Association of Notaries

Exhibit "A"

Attached to and made a part of that Declaration and Notice of Pooled Unit made effective January 23, 2011, by and between
Chesapeake Appalachia, L.L.C., Anadarko E&P Company LP and Statoil USA Onshore Properties Inc., et al.

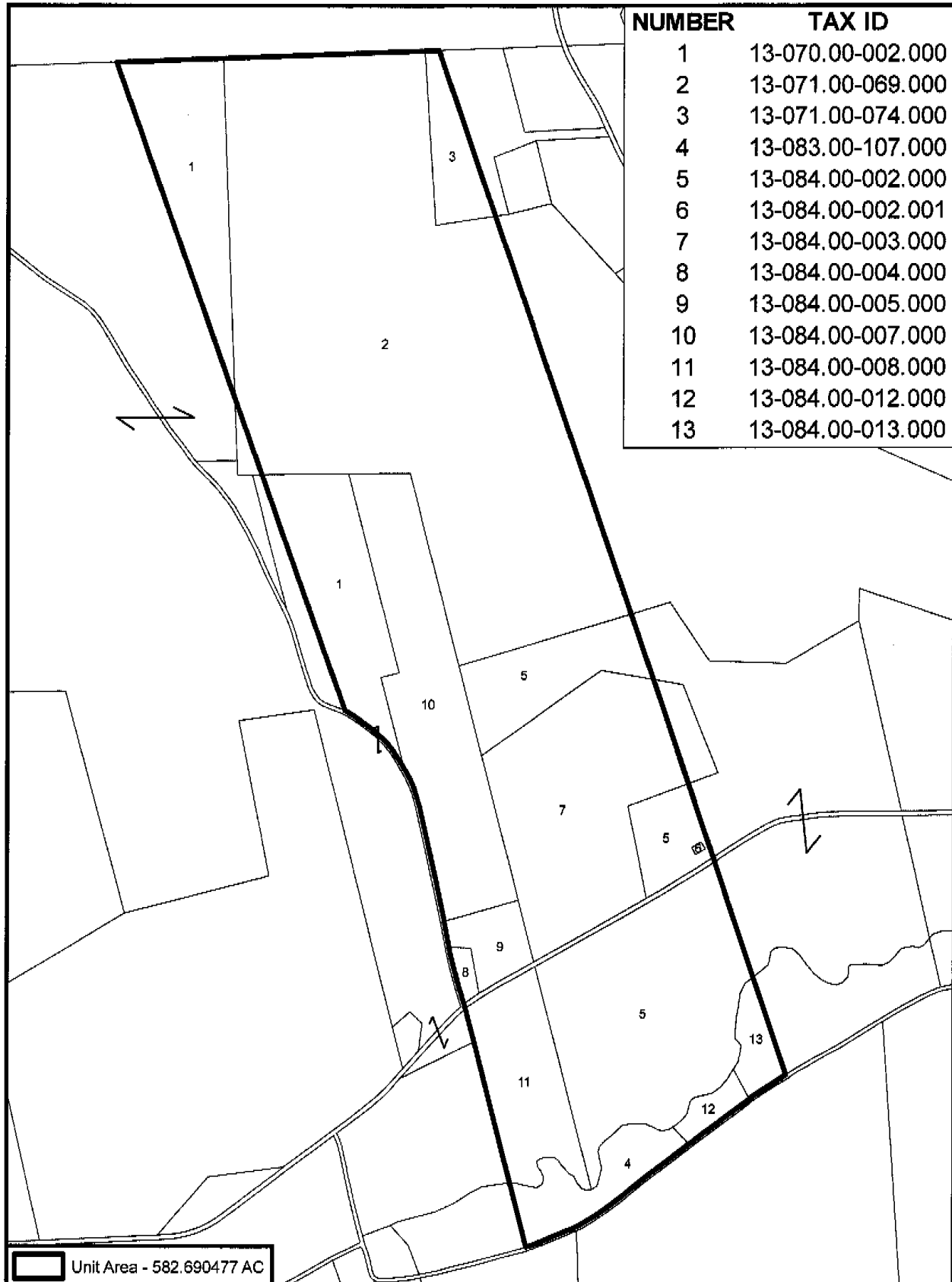
**SGL 289B Unit
West Burlington Township
Bradford County, Pennsylvania**

CHK LEASE ID	LESSOR	LESSEE	LEASE DATE	INSTRUMENT NUMBER	TAX ID NUMBER	TITLE ACRES	NET ACRES IN CONTRACT AREA
1-258541-000	Daniel G. Chorba, Jr. and Sharon L. Chorba, his wife	T.S. Calkins & Associates, Inc.	3/29/2006	200608752	13-084.00-013.000	200.0000	6.887749
1-265038-000	Larry C. Dombach and Marilyn S. Dombach, husband and wife	Chesapeake Appalachia, L.L.C.	7/18/2008	200814635	13-083.00-107.000	47.0000	12.082461
1-280164-000	Commonwealth of Pennsylvania, acting through the Pennsylvania Game Lessor (No. 289, Tract 289A-09)	Chesapeake Appalachia, L.L.C.	4/29/2009	201008096	13-070.00-002.000	765.7600	60.912099
1-280164-000	Commonwealth of Pennsylvania, acting through the Pennsylvania Game Lessor (No. 289, Tract 289A-09)	Chesapeake Appalachia, L.L.C.	4/29/2009	201008096	13-071.00-069.000	420.3900	239.310095
1-304482-000	James W. Herman	Chesapeake Appalachia, L.L.C.	3/19/2010	201019548	13-084.00-012.000	3.6100	3.610000
1-309205-000	Frank J. Munafo and Eliana M. Munafo, his wife	Chesapeake Appalachia, L.L.C.	5/24/2010	201018287	13-071.00-074.000	24.2500	10.881561
1-309208-000	The First Society of the Methodist-Episcopal Church of West Burlington, By Audrey Schanbacher, Treasurer	Chesapeake Appalachia, L.L.C.	5/7/2010	201022881	13-084.00-004.000	2.4000	1.770000
1-291087-000	Northern Tier Solid Waste Authority	Chesapeake Appalachia, L.L.C.	12/17/2009	201003020	13-084.00-003.000	66.6050	61.566909
1-291087-000	Northern Tier Solid Waste Authority	Chesapeake Appalachia, L.L.C.	12/17/2009	201003020	13-084.00-005.000	8.6200	8.620000
1-291087-000	Northern Tier Solid Waste Authority	Chesapeake Appalachia, L.L.C.	12/17/2009	201003020	13-084.00-007.000	53.2000	53.200000
1-282722-000	Alvin L. Lecrone and Anna C. Lecrone, husband and wife, AND Gerald L. Landis and Linda A. Landis, husband and wife, trading and doing business as Clear Spring Dairy, a co-partnership, both individually and as co-partners	The Keeton Group, LLC	2/24/2006	200608334	13-084.00-008.000	27.0000	27.000000
	County of Bradford	EOG Resources, Inc.	11/6/2008	200904820	13-084.00-002.000	200.6300	96.799603
	Bradford County Commissioners	EOG Resources, Inc.	11/6/2008	200904820	13-084.00-002.001	0.0500	0.050000
Total Acres in Unit:							582.690477

END OF EXHIBIT "A"

Exhibit "B"

Attached to and made a part of that Declaration and Notice of Pooled Unit
made effective January 23, 2011, by and between Chesapeake Appalachia, L.L.C.,
Anadarko E&P Company LP and Statoil USA Onshore Properties Inc., et al.



3/9/2011



EXHIBIT "B"

SGL 289B Unit
Bradford Co., PA
1 inch = 1,000 feet

Interior tracts highlighted in red hatch
are NOT part of the declared unit
and are excluded from the
calculation determining allocation
of production.