

DESIGNATION OF UNIT
WALTMAN B UNIT

COMMONWEALTH OF PENNSYLVANIA §§
COUNTY OF BUTLER §§

KNOW ALL MEN BY THESE PRESENTS:

1. **Designation of Unit.** XTO Energy Inc. and Phillips Exploration, Inc., a wholly owned subsidiary of XTO Energy Inc., and successor by merger to Phillips Production Company, are the owners of the valid and subsisting oil, gas and mineral leases as described on Exhibit A attached hereto and made a part hereof (together with all amendments and corrections thereto, the "Leases), insofar as the Leases cover and affect the land and depths described on Exhibit A. Pursuant to an unrecorded Agency Agreement dated June 2, 2011 between Phillips Exploration, Inc. and XTO Energy Inc., XTO Energy Inc. (referred to herein as the "Owner") has full authority to make and execute this Designation of Unit on behalf of Phillips Exploration, Inc. Pursuant to the provisions of the Leases and based upon the judgment of Owner that it is necessary and advisable to pool and combine the Leases and the lands and depths described on Exhibit A, and with the consent of the lessors of the Leases where required, the Owner hereby pools, consolidates, combines and unitizes the Leases and the lands and depths described on Exhibit A and all associated leasehold rights, overriding royalty, royalty interests and any other interest to the extent Owner has the authority to pool, for the purpose of drilling for, development, and production of gas and liquid hydrocarbons (including condensate, distillate and other liquids) from the Unit (as defined below). If at any time any tract of land or interest within the Unit is not properly pooled or unitized hereby or is not otherwise committed to the Unit, such fact shall not affect, terminate, impair or invalidate the Unit as to any interest properly pooled or unitized hereby or otherwise.
2. **Description of the Unit.** The unit ("Unit") includes the Leases, or portions thereof, and the interval(s), if any, as described on Exhibit A, and depicted on the plat attached hereto as Exhibit B. If no depth limitations are set forth in Exhibit A, the Unit shall cover all depths. The Owner intends to designate and pool all leases owned by Owner covering the lands depicted on Exhibit B regardless of whether the Leases are listed on Exhibit A or are improperly described on Exhibit A.
3. **Production from the Unit.** This Designation of Unit covers all operations and production from the land and depths described on the attached Exhibits A and B, which is produced from any well drilled to the unitized interval underlying the Unit area to the effect that operations on and production from any tract within the Unit shall be considered operations on and production from all tracts within the Unit. Production from the Unit shall be allocated proportionately among all of the tracts within the Unit in the proportion that the number of surface acres in each of such tracts bears to the total number of surface acres in the Unit.
4. **Amendment.** The Owner reserves the right to amend this Designation of Unit from time to time, and at any time, in order to correct any error herein or to include in

this Unit any newly acquired interests within the Unit boundaries or to enlarge or reduce the Unit area in accordance with the applicable rules and regulations of any governmental regulatory body or agency having jurisdiction insofar as such right is granted in the Leases, by appropriate amendments or instruments.

5. **Counterpart Signatures.** This instrument may be executed as one document signed by all parties, or parties named herein may join herein by execution of a counterpart or ratification, with the same effect as if all parties executed this instrument. Executed signature pages from different originals may be combined to form a single original instrument for recording purposes. The failure of any one or more persons owning an interest in the Unit to execute this instrument or a counterpart or ratification thereof shall not in any manner affect the validity of same as to the parties who do execute this instrument. The Unit may not be ratified or joined in by any party who is not named below without the consent of the parties hereto.
6. **Effective Date.** The Unit shall be effective as of the date it is filed for record in the official public records of the county and state aforesaid, and shall remain in force as long as the pooled minerals are being produced from the Unit, or so long as the Leases covering the Unit are maintained in force by payment or tender of shut-in royalties or by any other means, in accordance with the terms of the Leases.

This Designation of Unit shall be binding on the Owner and all other owners of the interests pooled hereby and their respective representatives, successors and assigns.

IN WITNESS WHEREOF, this Designation of Unit is executed on this 1ST day of MARCH, 2013.

OWNER:

XTO ENERGY INC., individually, and on behalf of its wholly owned subsidiary Phillips Exploration, Inc., successor by merger to Phillips Production Company



BY: Edwin S. Ryan, Jr.

Senior Vice President – Land Administration

TC 2 BK

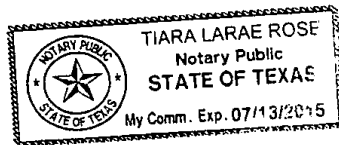
STATE OF TEXAS §
 §
COUNTY OF TARRANT §

On this 1st day of March, 2013, before me, a Notary Public, the undersigned officer, personally appeared Edwin S. Ryan, Jr., and acknowledged himself to be the Senior Vice President – Land Administration of XTO Energy Inc., a Delaware corporation, and that he as such Senior Vice President – Land Administration, being authorized to do so, executed the foregoing instrument for the purposes therein contained.

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

Tiara Larae Rose

Notary Public, State of Texas



Return to: XTO Energy, Inc.
ATTN: Robert Zimmerman
810 Houston Street
Fort Worth, TX 76102



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

Michele M. Mustello
Michele M. Mustello - Recorder of Deeds

EXHIBIT "A"
TO THAT CERTAIN
DESIGNATION OF UNIT
WALTMAN UNIT B

Tract # Depicted on Exhibit B	Instrument #	Lessor	Lessee	County	Township	State	Tax Parcel #	Lease Acres in Unit
1, 8, 9, 11, 12	201206270018080	Karen Waltman and the Estate of Vernon Waltman	XTO Energy, Inc.	Butler	Donegal	PA	140- 1F61-18 140- 1F63-7 140- 1F63-6 140- 1F61-21 & 21B 140- 1F61- 18H	Insofar as said lease covers 373.02 acres
2	200807290017152	Donald E. Knoll and Anna Maria Knoll, husband and wife	Phillips Production Company	Butler	Donegal	PA	140- 1F63-4	40.00 acres
3	200901070000258	John E. Rote, Jr., a widower	Phillips Production Company	Butler	Donegal	PA	140- 1F63-3	110.07 acres
4	201208230024037	Dennis J. Double; Thomas P. Double; and Jeffrey A. Double, as tenants in common	XTO Energy, Inc.	Butler	Donegal	PA	140- 1F63-10	Insofar as said lease covers 1.60 acres
5	201209170026679	Timothy L. Dunlap, married	XTO Energy, Inc.	Butler	Donegal	PA	140- 1F63-3A	1.69 acres
6	201209170026678	Donegal Township, a municipality	XTO Energy, Inc.	Butler	Donegal	PA	140- 1F63- 3AA	1.81 acres
7	201111070027446	Edward P. Mahony, son of Anna P. Mahony	XTO Energy, Inc.	Butler	Donegal	PA	140- 1F63-5	60.30 acres – Insofar and only insofar as lease premises cover depths below 1000' below the stratigraphic equivalent of the base of the Speechly Sandstone Formation, the base of the Speechly Sandstone Formation being defined at a depth of approximately 2,578' ...
8	201211070032019	Jerome C. Stiger; Robert J. Stiger; Margaret M. Claus; Patricia Kessler	XTO Energy, Inc.	Butler	Donegal	PA	140- 1F63-7	50.00 acres
10	201209170026660	Shawn T. Preston	XTO Energy, Inc.	Butler	Donegal	PA	140- 1F61- 21A	14.00 acres

12	201111280029258	Karen Waltman, widow	XTO Energy, Inc.	Butler	Donegal	PA	140-1F61-18HA	2.17 acres - Insofar and only insofar as lease premises cover depths 1000' below the stratigraphic equivalent of the base of the Speechly Sandstone Formation being defined at a depth of approximately 2,578'...
13	201209170026676	Christopher M. Hile and Terri L. Hile, husband and wife	XTO Energy, Inc.	Butler	Donegal	PA	140-1F61-18C	2.06 acres
14	201209170026665	Howard A. Heltman and Cynthia P. Heltman, husband and wife	XTO Energy, Inc.	Butler	Donegal	PA	140-1F61-18D	1.03 acres
15	201208230024039	Robert M. Bemben and Mary E. Bemben, husband and wife	XTO Energy, Inc.	Butler	Donegal	PA	140-1F61-18F	1.04 acres
16	201211070032018	Rosebud Mining Company	XTO Energy, Inc.	Butler	Donegal	PA	140-1F61-18G	1.25 acres
17	201111280029257	Thayle E. McGinnis, Jr. and Sharon S. McGinnis, his wife	XTO Energy, Inc.	Butler	Donegal	PA	140-1F61-20BA	1.60 acres - Insofar and only insofar as lease premises cover depths 1000' below the stratigraphic equivalent of the base of the Speechly Sandstone Formation being defined at a depth of approximately 2,578'...

Together with all amendments, ratifications, corrections, and/or modifications of the Oil and Gas Leases described herein, and INsofar as said Oil and Gas Leases cover all depths.

End of Exhibit "A"

EXHIBIT "B"
TO THAT CERTAIN
DESIGNATION OF UNIT
WALTMAN UNIT B

