

29★'s

Instr: 201306260018681 06/26/2013
Pages: 7 F: \$137.50 2:11PM
Michele Mustello T20130015869
Butler County Recorder MLF0LSE LA

**DESIGNATION OF UNIT
GILL SOUTH UNIT**

**COMMONWEALTH OF PENNSYLVANIA §§
COUNTY OF BUTLER §§**

KNOW ALL MEN BY THESE PRESENTS:

1. Designation of Unit. XTO Energy Inc., Phillips Exploration, Inc., a wholly owned subsidiary of XTO Energy Inc., and successor by merger to Phillips Production Company, and PC EXPLORATION LIMITED PARTNERSHIP-2007 are the owners of the valid and subsisting oil, gas and mineral leases as described on Exhibit A attached hereto and made a part thereof (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 21st day of June, 2013.

OWNERS:

XTO ENERGY INC., individually, and as agent for and on behalf of its wholly owned subsidiary Phillips Exploration, Inc., successor by merger to Phillips Production Company, and PC EXPLORATION LIMITED PARTNERSHIP-2007

Edwin S. Ryan, Jr.

BY: Edwin S. Ryan, Jr.

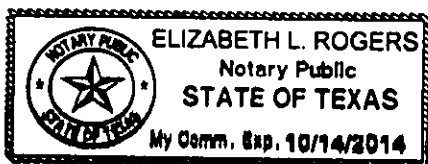
Senior Vice President – Land Administration

(Signature)
BA

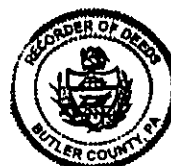
STATE OF TEXAS §
 §
COUNTY OF TARRANT §

On this 21st day of June, 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.



Elizabeth L. Rogers
Notary Public, State of Texas



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

Attn: Shawn Snyder
False Land Services, LLC
6777 Camp Bowie Blvd. Ste 125
Fort Worth, Tx. 76116

EXHIBIT "A"
TO THAT CERTAIN DESIGNATION OF UNIT
GILL SOUTH UNIT

1. Oil and Gas Lease dated October 27, 2010, between Thomas C. Lollo and Pamela S. Lollo, as Lessor, and Phillips Exploration, Inc., a Pennsylvania corporation, as Lessee, which is recorded at Instrument Number 201012200030126, in the Office of the Recorder of Deeds of Butler County, Pennsylvania. (Tract # 1)
2. Oil and Gas Lease dated December 8, 2009, between Daniel M. Hixon and Rebecca L. Hixon, husband and wife, as Lessor, and Phillips Exploration, Inc., a Pennsylvania corporation, as Lessee, which is recorded at Instrument Number 201002080002703, in the Office of the Recorder of Deeds of Butler County, Pennsylvania. (Tract # 2)
3. Oil and Gas Lease dated December 1, 2009, between Leroy R. James and Pamela L. James, his wife, as Lessor, and Phillips Exploration, Inc., a Pennsylvania corporation, as Lessee, which is recorded at Instrument Number 201001140000945, in the Office of the Recorder of Deeds of Butler County, Pennsylvania. (Tract # 3)
4. Oil and Gas Lease dated March 29, 2012, between Castlemakers, LLC, a Pennsylvania Limited Liability Company, as Lessor, and XTO Energy Inc., as Lessee, which is recorded at Instrument Number 201208300024861, in the Office of the Recorder of Deeds of Butler County, Pennsylvania. (Tract # 4)
5. Oil and Gas Lease dated November 16, 2010 between Philip J. Hixon and Cheyrill Lynn Hixon, husband and wife, as Lessor, and Phillips Exploration, Inc., a Pennsylvania corporation, as Lessee, which is recorded at Instrument Number 201103040005823, in the Office of the Recorder of Deeds of Butler County, Pennsylvania. (Tract # 5)
6. Oil and Gas Lease dated December 8, 2009, between G. Beauford Hixon and G. Kathleen Hixon, as Lessor, and Phillips Exploration, Inc., a Pennsylvania corporation, as Lessee, which is recorded at Instrument Number 201002190003565, in the Office of the Recorder of Deeds of Butler County, Pennsylvania. (Tract #6)
7. Oil and Gas Lease dated October 29, 2008, between Agnes C. Udit, a widow and Henry R. Scheibel and Esther M. Scheibel, husband and wife, as Lessor, and PC Exploration, Inc., a Pennsylvania corporation, as Lessee, which is recorded at Instrument Number 200812080026805, in the Office of the Recorder of Deeds of Butler County, Pennsylvania. (Tract # 8)
8. Oil and Gas Lease dated February 3, 2010, between Dennis L. Zeitler and Jennifer J. Zeitler, husband and wife, as Lessor, and Phillips Exploration, Inc., a Pennsylvania corporation, as Lessee, which is recorded at Instrument Number 201004060007014, in the Office of the Recorder of Deeds of Butler County, Pennsylvania. (Tract # 9)
9. Oil and Gas Lease dated February 3, 2010, between John R. Cuzzo and Linda R. Cuzzo, husband and wife, as Lessor, and Phillips Exploration, Inc., a Pennsylvania Corporation, as Lessee, which is recorded at Instrument Number 201004060007015, in the Office of the Recorder of Deeds of Butler County, Pennsylvania. (Tract # 10)
10. Oil and Gas Lease dated December 15, 2009, between Paul Shuttleworth and Nancy Shuttleworth, husband and wife, as Lessor, and Phillips Exploration, Inc., a Pennsylvania corporation, as Lessee, which is recorded at Instrument Number 201002190003561, in the Office of the Recorder of Deeds of Butler County, Pennsylvania. (Tract # 11)
11. Oil and Gas Lease dated December 8, 2009, between Christopher J. Armstrong and Lynn A. Armstrong, husband and wife, as Lessor, and Phillips Exploration, Inc., a Pennsylvania corporation, as Lessee, which is recorded at Instrument Number 201001290002084, in the Office of the Recorder of Deeds of Butler County, Pennsylvania. (Tract # 12)

12. Oil and Gas Lease dated December 15, 2009, between David E. McBrien and Christine A. McBrien, husband and wife, as Lessor, and Phillips Exploration, Inc., a Pennsylvania corporation, as Lessee, which is recorded at Instrument Number 201002190003562, in the Office of the Recorder of Deeds of Butler County, Pennsylvania. (Tract # 13)
13. Oil and Gas Lease dated December 15, 2009, between Charles L. Hines and Cheryl A. Hines, his wife, as Lessor, and Phillips Exploration, Inc., a Pennsylvania corporation, as Lessee, which is recorded at Instrument Number 21002190003556, in the Office of the Recorder of Deeds of Butler County, Pennsylvania. (Tract # 15)
14. Oil and Gas Lease dated December 8, 2009, between Daniel M. Hixon and Rebecca L. Hixon, husband and wife, as Lessor, and Phillips Exploration, Inc., a Pennsylvania corporation, as Lessee, which is recorded at Instrument Number 201002080002703, in the Office of the Recorder of Deeds of Butler County, Pennsylvania. (Tract # 16)
15. Oil and Gas Lease dated December 8, 2009, between Charles E. Wood and Gwendolyn T. Wood, Trustees of the Charles E. & Gwendolyn T. Wood Revocable Living Trust, as Lessor, and Phillips Exploration, Inc., a Pennsylvania corporation, as Lessee, which is recorded at Instrument Number 201002080002705, in the Office of the Recorder of Deeds of Butler County, Pennsylvania. (Tract # 17)
16. Oil and Gas Lease dated July 4, 2012, between Hugh M. Trautmann, as Lessor, and XTO Energy, Inc., a Delaware corporation, as Lessee, which is recorded at Instrument Number 201304010009023, in the Office of the Recorder of Deeds of Butler County, Pennsylvania. (Tract # 24)
17. Oil and Gas Lease dated January 14, 2010, between Lori J. Schlifer, F.K.A. Lori J. Ehrhart, a married woman, as Lessor, and Phillips Exploration, Inc., a Pennsylvania corporation, as Lessee, which is recorded at Instrument Number 201002190003559, in the Office of the Recorder of Deeds of Butler County, Pennsylvania. (Tract # 26)
18. Oil and Gas Lease dated October 29, 2008, between Gary M. Gill and Brooke A. Gill, husband and wife, as Lessor, and PC Exploration, Inc., a Pennsylvania corporation, as Lessee, which is recorded at Instrument Number 200812080026807, in the Office of the Recorder of Deeds of Butler County, Pennsylvania. (Tract # 27)
19. Oil and Gas Lease dated August 22, 2011, between Kevin Popa and Janet Popa, as Lessor, and Phillips Exploration, Inc., a Pennsylvania corporation, as Lessee, which is recorded at Instrument Number 201111070027497, in the Office of the Recorder of Deeds of Butler County, Pennsylvania. (Tract # 28)
20. Oil and Gas Lease dated July 4, 2012, between Justin Skarbek and Nicole McCandless as Lessor, and XTO Energy Inc., a Delaware corporation, as Lessee, which is recorded at Instrument Number 201304110010353, in the Office of the Recorder of Deeds of Butler County, Pennsylvania. (Tract # 29)
21. Oil and Gas Lease dated April 8, 2008, between James L. Critchlow and Sandra L. Critchlow, husband and wife, as Lessor, and Phillips Production Company, as Lessee, which is recorded at Instrument Number 200807290017156, in the Office of the Recorder of Deeds of Butler County, Pennsylvania. (Tract # 30)
22. Oil and Gas Lease dated December 15, 2009, between Adam L. Critchlow and Michelle B. Critchlow, his wife, as Lessor, and Phillips Exploration, Inc., a Pennsylvania corporation, as Lessee, which is recorded at Instrument Number 201002190003552, in the Office of the Recorder of Deeds of Butler County, Pennsylvania. (Tract # 31)
23. Oil and Gas Lease dated June 23, 2009, between Geraldine R. Oxley, a widow, as Lessor, and PC Exploration, Inc., a Pennsylvania corporation, as Lessee, which is recorded at Instrument Number 200908120019128, in the Office of the Recorder of Deeds of Butler County, Pennsylvania. (Tract # 32)

24. Oil and Gas Lease dated June 25, 2009, between Phillip Kriley and Robin Kriley, husband and wife, as Lessor, and PC Exploration, Inc., a Pennsylvania corporation, as Lessee, which is recorded at Instrument Number 200908260020132, in the Office of the Recorder of Deeds of Butler County, Pennsylvania. (Tract # 33)
25. Oil and Gas Lease dated October 29, 2008, between Gary Gill and Nancy Gill as Lessor, and PC Exploration, Inc., a Pennsylvania corporation, as Lessee, which is recorded at Instrument Number 200812080026806, in the Office of the Recorder of Deeds of Butler County, Pennsylvania. (Tract # 34)
26. Oil and Gas Lease dated October 29, 2008, between Gary M. Gill and Brooke A. Gill, husband and wife, as Lessor, and PC Exploration, Inc., a Pennsylvania corporation, as Lessee, which is recorded at Instrument Number 200812080026807, in the Office of the Recorder of Deeds of Butler County, Pennsylvania. (Tract # 35)
27. Oil and Gas Lease dated October 11, 2012, between John R. Roney, a single man as Lessor, and XTO Energy, Inc., a Delaware Corporation, as Lessee which is unrecorded (Tract #42)
28. Oil and Gas Lease dated October 14, 2009, between John D. Yousko and Julia Ann Yousko, husband and wife, as Lessor, and R.E. Gas Development LLC, a Delaware limited liability company, as Lessee, which is recorded at Instrument Number 201004070007143, in the Office of the Recorder of Deeds of Butler County, Pennsylvania. (Tract # 43)
29. Oil and Gas Lease dated September 23, 2009, between John D. Yousko and Julia Ann Yousko, husband and wife, as Lessor, and R.E. Gas Development LLC, a Delaware limited liability company, as Lessee, which is recorded at Instrument Number 200912240029914, in the Office of the Recorder of Deeds of Butler County, Pennsylvania. (Tract # 44)

Together with all amendments, ratifications, corrections, and/or modifications of the Oil and Gas Leases described herein, and INSO FAR as the depths and formations covered by the Leases which are now owned or hereafter owned by XTO Energy Inc.

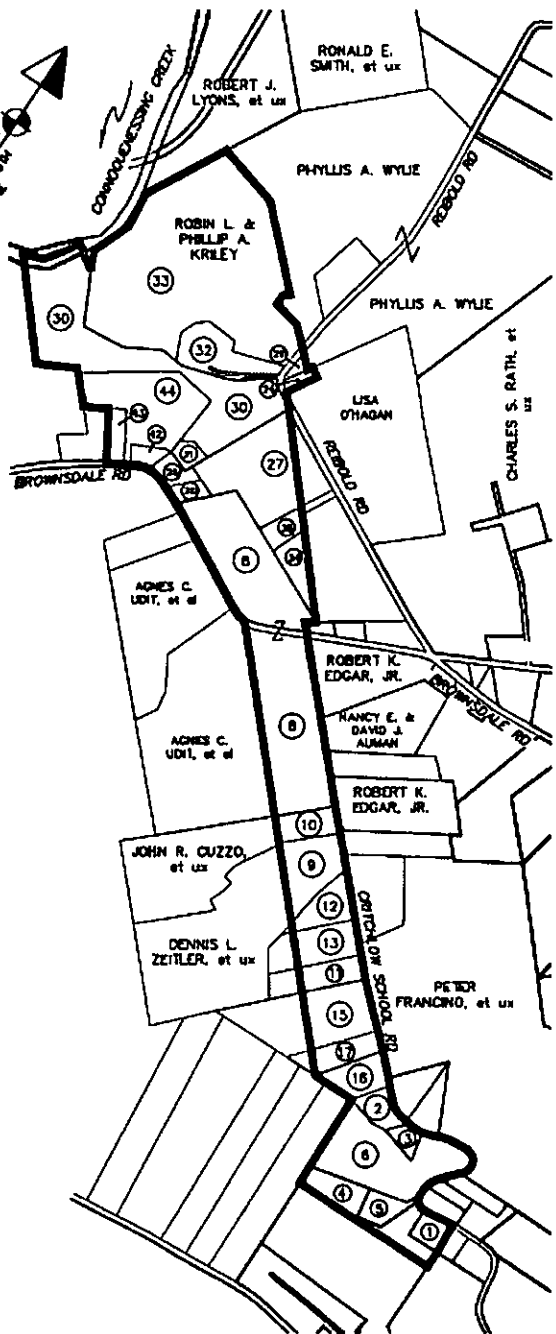
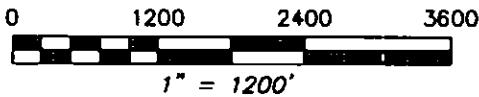
END OF EXHIBIT "A"

EXHIBIT "B"

GILL
SOUTH UNIT
BOUNDARY

TR #	OWNER	PARCEL #	ACREAGE
1	THOMAS C. LOULO, et ux	180-3F53-A1CA	1.54
2	DANIEL M. HIXON, et ux	180-3F53-A1CC	1.80
3	LEROY JAMES, et ux	180-3F53-A1CD	1.84
4	CASLEMAKERS, LLC	180-3F53-A1CE	5.298
5	PHILIP J. HIXON, et ux	180-3F53-A1DEC	1.70
6	C. BEAUFORD HIXON, et ux	180-3F53-A1CF	19.87
8	AGNES C. UDIT, et al	180-3F72-10A	31.887
9	DENNIS L. ZEITLER, et ux	180-3F72-11A	5.522
10	JOHN R. CUZZO, et ux	180-3F72-11A1	2.628
11	PAUL SHUTTLEWORTH, et ux	180-3F72-11A2	2.448
12	CHRISTOPHER J. ARMSTRONG, et ux	180-3F72-11A2A	3.107
13	DAVID E. MCBRIDE, et ux	180-3F72-11A2B	3.548
15	CHARLES L. HINES, et ux	180-3F72-12	5.728
16	DANIEL M. HIXON, et ux	180-3F72-12A	2.82
17	CHARLES E. WOOD TRUST, et al	180-3F72-12B	2.488
24	HUGH M. BRAUTMANN, et ux	180-3F72-8A1	0.50
26	LOUI J. SCHUPP	180-3F72-8A1	1.0
27	GARY M. GILL, et ux	180-3F72-8A1A	10.788
28	KEVIN L. POPA, et ux	180-3F72-8A1B	1.363
29	AUSTIN SHAMBER & NICOLE MCCANDLESS	180-3F72-8A2A	0.51
30	JAMES L. CRITCHLOW, et ux	180-3F72-8A2B	22.22
31	ADAM L. CRITCHLOW, et ux	180-3F72-8A2BA	1.0
32	GERALDINE R. OULEY	180-3F72-8A3	5.25
33	PHILIP KIRLEY, et ux	180-3F72-8A3A	54.5
34	GARY E. GILL, et ux	180-3F72-9C	2.442
35	GARY M. GILL, et ux	180-3F72-9CA	1.558
42	JOHN R. RONEY	180-3F72-8A2	1.03
43	JOHN D. YOUSKO, et ux	180-3F72-8A2E	1.54
44	JOHN D. YOUSKO, et ux	180-3F72-8A2F	10.84
TOTAL UNIT ACREAGE			201.843

NOTE: This map is for lessor identification purposes only and does not represent a complete boundary survey. Lessors and some property lines are shown as per tax assessment records and field survey. The information shown should not be relied upon for any other purpose.



J.H. HICKMAN SURVEYING, LLC.
107 BELLTOP DRIVE
KITANNING, PA 16201
PHONE: 412-549-0733

UNIT BOUNDARY MAP
GILL SOUTH UNIT
FORWARD TOWNSHIP, BUTLER COUNTY
FOR
XTO ENERGY, INC.

DATE: OCTOBER 11, 2012
SHEET NO. L-1
PROJECT NO. 6348-17
SCALE: 1" = 1200'