

DESIGNATION OF UNIT
RUTLEDGE 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 (collectively referred to herein as the "Owner") 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 lands and depths described on Exhibit A. 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 11th day of September, 2013.

OWNER:

XTO ENERGY INC.

Edwin S. Ryan, Jr.

By: Edwin S. Ryan, Jr.

Senior Vice President – Land Administration

RMS BK

PHILLIPS EXPLORATION, INC.

Edwin S. Ryan, Jr.

By: Edwin S. Ryan, Jr.

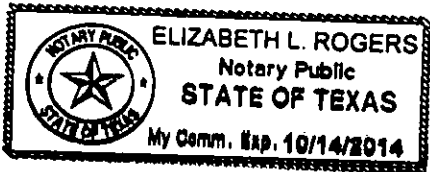
Vice President

RMS BK

STATE OF TEXAS §
 §
COUNTY OF TARRANT §

On this 11th day of September, 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 the Vice President of Phillips Exploration, Inc., a Pennsylvania corporation, and that he as such Senior Vice President – Land Administration of XTO Energy Inc. and Vice President of Phillips Exploration, Inc., 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

EXHIBIT “A”
TO THAT CERTAIN DESIGNATION OF UNIT
RUTLEDGE UNIT

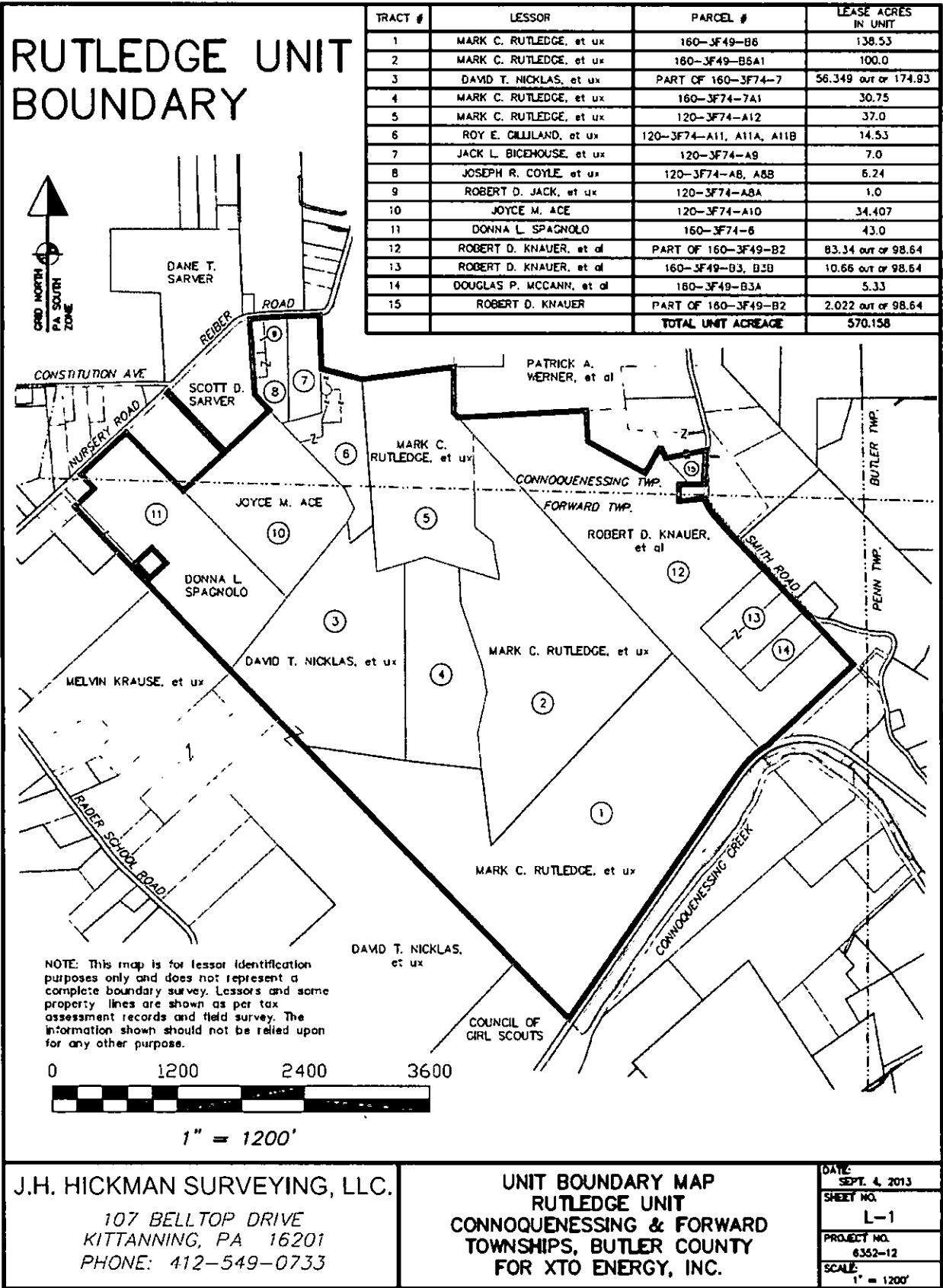
Tract No. Depicted on Exhibit B	Instrument No.	Lessor	Lessee	County	Township	State	Tax Parcel No.	Acres
1	200811070024883	Mark C. Rutledge and Pamela Jane Rutledge, husband and wife	Phillips Production Company	Butler	Forward	PA	160-3F49-B6	138.530
2	200811070024882	Mark C. Rutledge and Pamela Jane Rutledge, husband and wife	Phillips Production Company	Butler	Forward	PA	160-3F49-B6A1	100.000
3	201009130020704	David T. Nicklas and Patricia Nicklas (husband and wife)	Phillips Exploration, Inc.	Butler	Forward	PA	P/O 160-3F74-7	56.349 out of 174.930 acres
4	200811070024881	Mark C. Rutledge and Pamela Jane Rutledge, husband and wife	Phillips Production Company	Butler	Forward	PA	160-3F74-7A1	30.750
5	200811070024879	Mark C. Rutledge and Pamela Jane Rutledge, husband and wife	Phillips Production Company	Butler	Connoquenessing	PA	120-3F74-A12	37.000
6	201112210031662	Roy E. Gilliland and Gwendolyn Gilliland (husband and wife)	Phillips Exploration, Inc.	Butler	Connoquenessing	PA	120-3F74-A11A 120-3F74-A11B 120-3F74-A11	14.530
7	201206150016983	Jack L. Bicehouse and Doris Mae Lefever Bicehouse (husband and wife)	XTO Energy Inc.	Butler	Connoquenessing	PA	120-3F74-A9	7.000
8	201206150016987	Joseph R. Coyle and Mary Ann Coyle (husband and wife)	XTO Energy Inc.	Butler	Connoquenessing	PA	120-3F74-A8 120-3F74-A8B	6.240
9	201207230020867	Robert Dean Jack and Ave Jolene Jack (husband and wife)	XTO Energy Inc.	Butler	Connoquenessing	PA	120-3F74-A8A	1.000
10	200808150018864	Joyce M. Ace, a single person	Vista Resources, Inc.	Butler	Connoquenessing	PA	120-3F74-A10	34.407
11	201202030003259	Donna L. Spagnolo	Phillips Exploration, Inc.	Butler	Forward	PA	160-3F74-6	43.000
12	201004230008442	Robert D. Knauer	Phillips Exploration, Inc.	Butler	Forward	PA	P/O 160-3F49-B2	83.340 out of 98.640 acres
12	201210040028804	S & T Bank, Trustee for XTO Energy Inc., dated 7/27/12, F/B/O Gertrude M. Miller, Eleanor M. Graham and Clair L. Graham	XTO Energy Inc.	Butler	Connoquenessing/ Forward	PA	P/O 160-3F49-B2	83.340 out of 97.400 acres
13	201004230008442	Robert D. Knauer	Phillips Exploration, Inc.	Butler	Forward	PA	160-3F49-B3 160-3F49-B3B	10.660 out of 98.640 acres
14	201307100020080	Douglas P. McCann and Loral Kearns McCann, husband and wife	XTO Energy Inc.	Butler	Forward	PA	160-3F49-B3A	5.330
15	201004230008442	Robert D. Knauer	Phillips Exploration, Inc.	Butler	Forward	PA	P/O 160-3F49-B2	2.022 out of 98.640 acres

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

END OF EXHIBIT “A”

EXHIBIT "B"

TO THAT CERTAIN DESIGNATION OF UNIT
RUTLEDGE UNIT



Return to:
XTO Energy Inc.
810 Houston Street
Fort Worth, TX 76102-6298
ATTN: Land Department RS