

DESIGNATION OF UNIT
CYPHER A UNIT

Instr: 201309240027895 09/24/2013
Pages: 9 F: \$119.50 3:56PM
Michele Mustello T20130023736
Butler County Recorder MLXTO ENER

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, and Chevron Appalachia, LLC (f/k/a Atlas America, LLC) a Pennsylvania limited liability company, and Reliance Marcellus, LLC, a Texas limited liability 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.** 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.

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 16th day of August, 2013.

OWNER:

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

Edwin S. Ryan, Jr.

**BY: Edwin S. Ryan, Jr.
Senior Vice President – Land Administration**

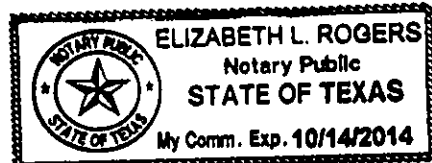
PA

BE

STATE OF TEXAS §
 §
COUNTY OF TARRANT §

On this 16th day of August, 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

OWNER:

CHEVRON APPALACHIA, LLC (f/k/a Atlas America, LLC)

BY: Marc Tate, Attorney in Fact

COMMONWEALTH OF PENNSYLVANIA §
 §
COUNTY OF ALLEGHENY §

On this _____ day of _____, 2013, before me, the undersigned authority, personally appeared Marc Tate, who acknowledged himself to be the Attorney in Fact of Chevron Appalachia, LLC (f/k/a Atlas America, LLC) a Pennsylvania limited liability company, and that as such Attorney in Fact, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the limited liability company as Attorney in Fact.

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

Notary Public

STATE OF TEXAS §
 §
COUNTY OF TARRANT §

On this ____ day of _____, 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.

Notary Public, State of Texas

OWNER:
CHEVRON APPALACHIA, LLC (f/k/a Atlas America, LLC)




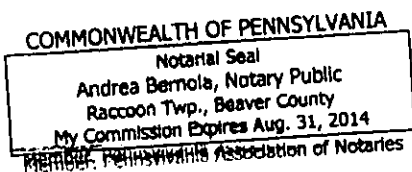
BY: Marc Tate, Attorney in Fact

COMMONWEALTH OF PENNSYLVANIA §
 §
COUNTY OF ALLEGHENY §

On this 21st day of August, 2013, before me, the undersigned authority, personally appeared Marc Tate, who acknowledged himself to be the Attorney in Fact of Chevron Appalachia, LLC (f/k/a Atlas America, LLC) a Pennsylvania limited liability company, and that as such Attorney in Fact, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the limited liability company as Attorney in Fact.

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


Notary Public



OWNER:

RELIANCE MARCELLUS, LLC, a Texas limited liability company

BY: [Signature]
Kelly Cope, Officer

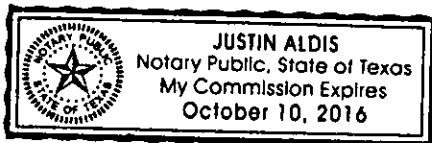
STATE OF TEXAS §
COUNTY OF HARRIS §

On this 11 day of September, 2013, before me, Justin Aldis
the undersigned authority, personally appeared Kelly Cope, who acknowledged
himself to be the Officer of Reliance Marcellus, LLC, a Texas limited
liability company, and that he as such officer, being authorized to do so,
executed the foregoing instrument for the purposes therein contained by signing the name of the
limited liability company by himself as officer.

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

My commission expires: 10/10/2016

[Signature]
Notary Public



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

[Signature]
Michele M. Mustello - Recorder of Deeds

EXHIBIT "A"
TO THAT CERTAIN
DESIGNATION OF UNIT
CYPHER A UNIT

Tract # Depicted on Exhibit B	Instrument #	Lessor	Lessee	County	Township	State	Tax Parcel #	Lease Acres in Unit
1	201303260008719	Ronald P. Cypher and Dorothy E. Cypher, his wife	Phillips Exploration, Inc.	Butler	Clearfield	PA	090-1F65-A2B	Insofar as said lease covers 57.71 acres out of 93.227 acres
2	201303260008719	Ronald P. Cypher and Dorothy E. Cypher, his wife	Phillips Exploration, Inc.	Butler	Clearfield	PA	090-1F65- A14E	Insofar as said lease covers 5.017 acres out of 93.227 acres
3	201303260008719	Ronald P. Cypher	Phillips Exploration, Inc.	Butler	Clearfield	PA	090-1F65-A2A	Insofar as said lease covers 57.71 acres out of 93.227 acres being
4	201203090006646	Bruce McGregor	Phillips Exploration, Inc.	Butler	Clearfield	PA	090-1F65- A2D	Insofar as said lease covers 1.53 acres
5	201203090006647	Timothy S. McGregor and Lou Ann McGregor, his wife	Phillips Exploration, Inc.	Butler	Clearfield	PA	090-1F65-A2	2.00 acres
6	201008040017315	Raymond W. Denny, Jr., and Erin F. Denny, husband and wife	Phillips Exploration, Inc.	Butler	Clearfield	PA	090-1F65- A4BB	Insofar as said lease covers 6.82 acres out of 17.14 acres
7	201008040017315	Raymond W. Denny, Jr., and Erin F. Denny, husband and wife	Phillips Exploration, Inc.	Butler	Clearfield	PA	090-1F65-A4B	Insofar as said lease covers 10.32 acres out of 17.14 acres
8	201008040017312	Evelyn M. Denny	Phillips Exploration, Inc.	Butler	Clearfield	PA	090-1F65- A4AB	8.23 acres
9	201010140023651	Loretta J. Karenbauer and Dennis J. Karenbauer, her husband	Phillips Exploration, Inc.	Butler	Clearfield	PA	090-1F65-A4A	2.00 acres
10	201010140023656	Stephen L. Blatt and Alice F. Blatt, his wife	Phillips Exploration, Inc.	Butler	Clearfield	PA	090-1F65- A4AC	Insofar as said lease covers 5.916 acres out of 8.646 acres
11	201010140023656	Stephen L. Blatt and Alice F. Blatt, his wife	Phillips Exploration, Inc.	Butler	Clearfield	PA	090-1F65- A4AA	Insofar as said lease covers 1.04 acres out of 8.646 acres
12	201010140023656	Stephen L. Blatt and Alice F. Blatt, his wife	Phillips Exploration, Inc.	Butler	Clearfield	PA	090-1F65- A4BA	Insofar as said lease covers 5.916 acres out of 8.646 acres

13	201008040017313	Evelyn M. Denny	Phillips Exploration, Inc.	Butler	Clearfield	PA	090-1F65-A4	21.08 acres
14	201009010019565	Judith R. McCrea, Trustee of the Judith R. McCrea Living Trust	Phillips Exploration, Inc.	Butler	Clearfield	PA	090-1F65-A5B	Insofar as said lease covers 0.22 acres out of 121.86 acres
15	201009010019565	Judith R. McCrea, Trustee of the Judith R. McCrea Living Trust	Phillips Exploration, Inc.	Butler	Clearfield	PA	090-1F65-A5	Insofar as said lease covers 118.49 acres out of 121.86 acres
16	201011150026985	Troy M. Somple, a single man	Phillips Exploration, Inc.	Butler	Clearfield	PA	090-1F65-A5C	21.08 acres
17	201010140013655	A. Wayne Presseau	Phillips Exploration, Inc.	Butler	Clearfield	PA	090-1F65-A5C	2.3 acres
18	201212310037567	Mary Ann O'Neil, a single woman Hugh D. O'Neil, a married man dealing with his sole and separate property	XTO Energy, Inc.	Butler	Clearfield	PA	090-1F65-A6	Insofar as said lease covers 84.67 acres out of 102.31 acres
19	201212310037554	Mary Ann O'Neil, a single woman	XTO Energy, Inc.	Butler	Clearfield	PA	090-1F65-A6A	3.79 acres
20	201110050024146	Larry A. Hilderbrand and Janice C. Hilderbrand, his wife	Phillips Exploration, Inc.	Butler	Clearfield	PA	090-1F65-A11A1	5.00 acres
21	201110050024144	Karen S Hilderbrand	Phillips Exploration, Inc.	Butler	Clearfield	PA	090-1F65-A11	Insofar as said lease covers 53.11 acres out of 74.64 acres
22	201203090006630	Daniel W. Raabe and Molly A. Rabbe, his wife	Phillips Exploration, Inc.	Butler	Clearfield	PA	090-1F65-A10L	2.61 acres
23	201203090006543	Tracie L. Heinack and Christopher S. Heinack, husband and wife	Phillips Exploration, Inc.	Butler	Clearfield	PA	090-1F65-A10	5.38 acres
24	200806120013182	Happy Hunter Sportmans Club	William McIntire Coal, Oil & Gas	Butler	Donegal	PA	140-1F65-13	Insofar as said lease covers 11.91 acres out of 103.00 acres

25	201203160007460	Marilyn A. McPherson, a widow	Phillips Exploration, Inc.	Butler	Clearfield	PA	090-1F65-A1A	Insofar as said lease covers 0.80 acre
26	201202030003242	Mitchell A. Olszak	Phillips Exploration, Inc.	Butler	Clearfield	PA	090-1F65-A10D	Insofar as said lease covers 1.4 acres out of 64.36 acres
27	201202030003242	Andrew P. Olszak and Margaret A. Olszak, his wife	Phillips Exploration, Inc.	Butler	Clearfield	PA	090-1F65-A10K	Insofar as said lease covers 13.57 acres out of 64.36 acres
28	201202030003242	Andrew P. Olszak and Margaret A. Olszak, his wife	Phillips Exploration, Inc.	Butler	Clearfield	PA	090-1F65-A10LA	Insofar as said lease covers 49.39 acres out of 64.36 acres
29	201202030003308	Larry J. Grabe	Phillips Exploration, Inc.	Butler	Clearfield	PA	090-1F17-14	37.37 acres
30	201205150013817	James H. McCrea and Velma M. McCrea, his wife	Phillips Exploration, Inc.	Butler	Clearfield	PA	090-1F65-A7	Insofar as said lease covers 61.58 acres out of 98.0 acres
31	200901070000262	James A. Fennell	Phillips Exploration, Inc.	Butler	Clearfield	PA	090-1F17-12G	Insofar as said lease covers 4.713 acres out of 22.293 acres
32	201303150007696	The Hermann Blackert Limited Partnership	XTO Energy, Inc.	Butler	Clearfield	PA	090-1F17-12GA	Insofar as said lease covers 3.572 acre
33	201304230011558	Jill Milligan	XTO Energy, Inc.	Butler	Clearfield	PA	090-1F17-12A	Insofar as said lease covers 0.694 acres
34	200901070000261	James A. Fennell and Janet K. Fennell	Phillips Exploration, Inc.	Butler	Clearfield	PA	090-1F17-12F	Insofar as said lease covers 4.942 acres out of 5.942 acres
35	200901070000261	James A. Fennell and Janet K. Fennell	Phillips Exploration, Inc.	Butler	Clearfield	PA	090-1F17-12H	Insofar as said lease covers 1.0 acres out of 5.942 acres

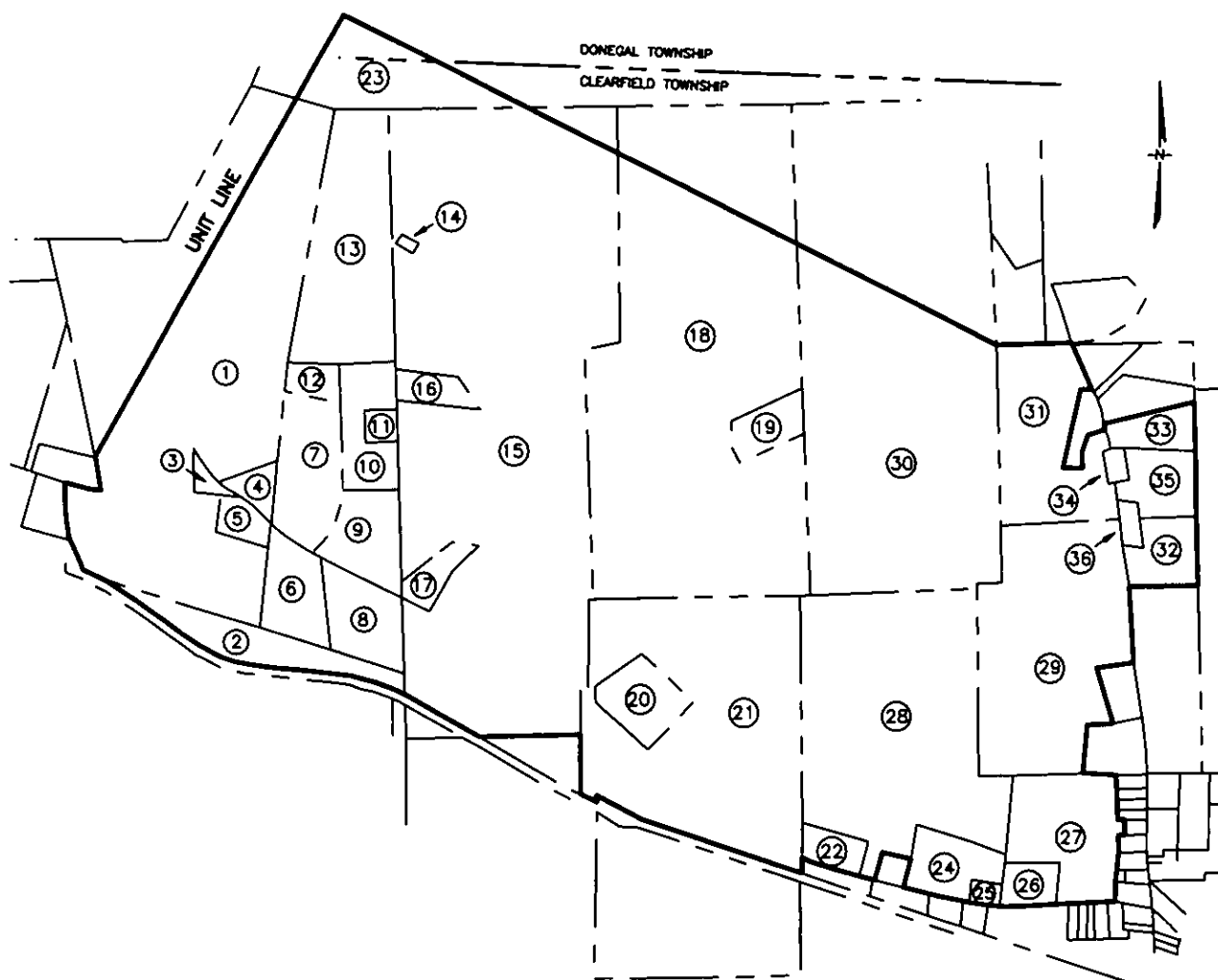
Together with all amendments, ratifications, corrections, and/or modifications of the Oil and Gas Leases described herein, and INSO FAR as said Oil and Gas Leases cover all depths.

End of Exhibit "A"

CYPHER A UNIT BOUNDARY

TRACT #	LESSOR	LEASED ACRES IN UNIT
1	RONALD P. CYPHER, et ux	55.710 out of 88.210
2	RONALD P. CYPHER, et ux	5.017
3	RONALD P. CYPHER, et ux	2.000
4	BRUCE MCGREGOR	1.530
5	TIMOTHY S. MCGREGOR, et ux	2.040
6	RAYMOND W. DENNY JR., et ux	6.820
7	RAYMOND W. DENNY JR., et ux	10.320
8	EVELYN M. DENNY	8.230
9	LORETTA J. KARENBAUER, et vir	5.867
10	STEPHEN L. BLATT, et ux	5.916
11	STEPHEN L. BLATT, et ux	1.040
12	STEPHEN L. BLATT, et ux	1.890
13	EVELYN M. DENNY	21.080
14	JUDITH R. McCREA LIVING TRUST	0.220
15	JUDITH R. McCREA LIVING TRUST	118.490 out of 121.640
16	TROY M. SOMPLE	2.370
17	A. WAYNE PRESSEAU	2.300
18	MARY ANN O'NEIL, et al	84.670 out of 102.310

TRACT #	LESSOR	LEASED ACRES IN UNIT
19	MARY ANN O'NEIL	3.790
20	LARRY A. HILDERBRAND, et ux	5.000
21	PEARL R. HILDERBRAND	53.110 out of 74.640
22	DANIEL W. RAABE, et ux	2.610
23	HAPPY HUNTER'S SPORTSMAN'S CLUB	11.910 out of 103.000
24	TRACIE L. HEINACK, et ux	5.380
25	MARILYN R. McPHERSON	0.800
26	ANDREW P. OLSZAK, et ux	1.400
27	ANDREW P. OLSZAK, et ux	13.570
28	ANDREW P. OLSZAK, et ux	49.390
29	LARRY J. GRABE	37.370
30	JAMES A. McCREA, et ux	61.580 out of 98.000
31	JAMES A. FENNELL	17.580
32	JAMES A. FENNELL	4.713
33	THE HERMANN BLACKERT L.P.	3.572
34	JILL MILLIGAN	0.694
35	JAMES A. FENNELL, et ux	4.9420
36	JAMES A. FENNELL, et ux	1.000
	TOTAL UNIT ACREAGE	613.721



NOTE: THIS MAP IS FOR UNIT DELINEATION PURPOSES ONLY
AND DOES NOT REPRESENT A COMPLETE BOUNDARY SURVEY.
OWNERS 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.

ALL ACREAGE SHOWN IS TAKEN FROM BUTLER COUNTY GIS
RECORDS UNLESS OTHERWISE NOTED.

J&T SURVEYING, INC.

724-354-2030

jtsurvey@windstream.net

UNIT BOUNDARY MAP - CYPHER A UNIT
CLEARFIELD TOWNSHIP
BUTLER COUNTY

DATE:

08/13/2013

SCALE:

1=1200 FT

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