

201300003570
Filed for Record in
CARROLL COUNTY, OHIO
PATRICIA J. OYER
05-09-2013 At 12:36 pm.
LEASE 236.00
OR BOOK 92 PAGE 1800 - 1808

201300003570
Electronic Filing
From: Chesapeake-Ohio
Thru: ERX

DECLARATION AND NOTICE OF POOLED UNIT

ANDERSON SOUTH UNIT

This Declaration and Notice of Pooled Unit prepared March 11, 2013, is executed to be effective as of March 11, 2013, 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 Exploration, 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 for the creation of the hereinafter described 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".

JE

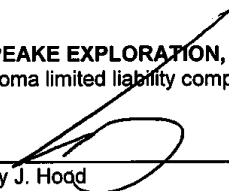
2. **Unit Name:** The pooled unit created hereby shall be known as the "**Anderson South Unit**" ("the Unit").
3. **Description of Unit:** The Unit shall consist of **543.366412** acres, more or less, being all or a portion of the Leases listed on Exhibit "A" INsofar AND ONLY INsofar as the Leases fall 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. **Unitized Formations:** It is the intent of this Declaration and Notice of Pooled Unit to unitize the Leases described in Exhibit "A" as to all zones and formations LESS AND EXCEPT any zones or formations that are producing and covered or extended by any pre-existing valid declarations of production unit(s) applicable to the same lands.
5. **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. Nothing contained in this Declaration shall be deemed an assignment or cross-assignment of interests covered hereby.
6. **Right to Amend:** The undersigned hereby expressly reserve the right, at any time, to amend this Declaration and Notice of Pooled Unit, including any amendments thereto, 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.
7. **Dissolution of Unit:** The Unit formed hereby may be dissolved by Chesapeake Exploration, 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 Carroll County, Ohio, after any failure to establish unit production or after cessation of operations upon the Unit.
8. **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.

9. **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.

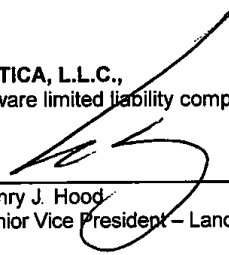
10. **Effective Date:** This Unit shall remain in force from the effective date listed hereinabove and for as long as oil and gas are being produced from the Unit, or so long as the Leases are maintained in force and effect by payment or tender of shut-in royalties, or by other means, in accordance with 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 from the effective date referenced above.

CHESAPEAKE EXPLORATION, L.L.C.,
an Oklahoma limited liability company

By: 
Henry J. Hood
Senior Vice President – Land M.R.
fjb

CHK UTICA, L.L.C.,
a Delaware limited liability company

By: 
Henry J. Hood
Senior Vice President – Land M.R.
fjb

TOTAL E&P USA, INC.,
a Delaware corporation

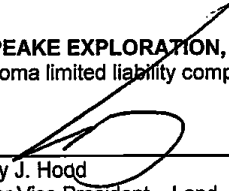
By: _____
Fabien Colmet Daage, Vice President
Business Development & Strategy

9. **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.

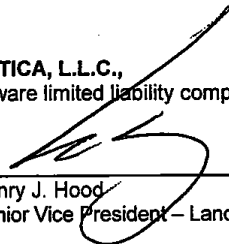
10. **Effective Date:** This Unit shall remain in force from the effective date listed hereinabove and for as long as oil and gas are being produced from the Unit, or so long as the Leases are maintained in force and effect by payment or tender of shut-in royalties, or by other means, in accordance with 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 from the effective date referenced above.

CHESAPEAKE EXPLORATION, L.L.C.,
an Oklahoma limited liability company

By: 
Henry J. Hood
Senior Vice President – Land M.R. chb

CHK UTICA, L.L.C.,
a Delaware limited liability company

By: 
Henry J. Hood
Senior Vice President – Land M.R. chb

TOTAL E&P USA, INC.,
a Delaware corporation

By: 
Fabien Colmet Daage, Vice President
Business Development & Strategy

CORPORATE ACKNOWLEDGMENT

STATE OF OKLAHOMA)
) SS:
COUNTY OF OKLAHOMA)

On this, the 11th day of March, 2013, before me Lauren Elliott, the undersigned officer, personally appeared Henry J. Hood, who acknowledged himself to be the Senior Vice President – Land of CHESAPEAKE EXPLORATION, L.L.C., an Oklahoma limited liability company, and that he as such Senior Vice President – Land, being authorized to do so, executed the foregoing instrument for the purpose therein contained by signing the name of the limited liability company by himself as Senior Vice President – Land.

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



My Commission Expires: May 15, 2015
Signature/Notary Public: Lauren Elliott
Name/Notary Public (print): Lauren Elliott

CORPORATE ACKNOWLEDGMENT

STATE OF OKLAHOMA)
) SS:
COUNTY OF OKLAHOMA)

On this, the 11th day of March, 2013, before me Lauren Elliott, the undersigned officer, personally appeared Henry J. Hood, who acknowledged himself to be the Senior Vice President – Land of CHK UTICA, L.L.C., a Delaware limited liability company, and that he as such Senior Vice President – Land, being authorized to do so, executed the foregoing instrument for the purpose therein contained by signing the name of the limited liability company by himself as Senior Vice President – Land.

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



My Commission Expires: May 15, 2015
Signature/Notary Public: Lauren Elliott
Name/Notary Public (print): Lauren Elliott

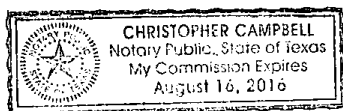
CORPORATE ACKNOWLEDGMENT

STATE OF TEXAS)
) §
COUNTY OF HARRIS)

The foregoing instrument was acknowledged before me this 27 day of March, 2013, by Fabien Colmet Daage, Vice President, Business Development & Strategy of TOTAL E&P USA, INC., a Delaware corporation, as the act and deed and on behalf of such corporation.

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

My Commission Expires: 8-16-2016
Signature/Notary Public: [Signature]
Name/Notary Public (print): Chris Campbell



Counterpart signature page to that certain Declaration and Notice of Pooled Unit prepared March 11, 2013, but made effective March 11, 2013, between Chesapeake Exploration, L.L.C., CHK Utica, L.L.C., and TOTAL E&P USA, INC., covering the Anderson South Unit.

This document prepared by:
Chesapeake Exploration, LLC
6100 N. Western Avenue
P.O. Box 18496
Oklahoma City, OK 73118

Exhibit "A"

Attached to and made a part of that Declaration and Notice of Pooled Unit prepared March 11, 2013, but made effective March 11, 2013, by and between Chesapeake Exploration, L.L.C., CHK Utica, L.L.C., and TOTAL E&P USA, INC.

**ANDERSON SOUTH UNIT
Loudon Township
Carroll County, Ohio**

CHESAPEAKE LEASE ID	LESSOR	LESSEE	LEASE DATE	RECORDING INFORMATION	TAX MAP PARCEL ID NUMBERS	TITLE ACRES	NET ACRES IN UNIT
1-329630-000	APRIL M. BORGE & AUTUMN E. DAY, CO-TRUSTEES OF THE MARY BLANCHE BRIGHT TRUST, DATED MAY 16, 1995	ERIC PETROLEUM CORPORATION	6/16/2009	200900003517	190000075000	105.630000	24.855392
1-326529-000	ROBERT L. BENNETT	ERIC PETROLEUM CORPORATION	11/6/2009	200900004589	190000103000	55.157000	1.272921
1-326534-000	ROBERT L. HOFF	ERIC PETROLEUM CORPORATION	11/3/2009	200900004590	190000103002	91.300000	62.735723
1-326433-001	JAMES E. EDGELL	ERIC PETROLEUM CORPORATION	7/28/2010	201000003381	190000103003	27.100000	11.881202
1-326446-001	MARY A. HARSH	ERIC PETROLEUM CORPORATION	11/10/2008	200800004638	190000269000	56.569000	11.960771
1-326446-001	MARY A. HARSH	ERIC PETROLEUM CORPORATION	11/10/2008	200800004638	190000270000	34.150000	30.756711
1-326446-001	MARY A. HARSH	ERIC PETROLEUM CORPORATION	11/10/2008	200800004638	190000271000	69.541000	60.820191
1-326446-001	MARY A. HARSH	ERIC PETROLEUM CORPORATION	11/10/2008	200800004638	190000272000	0.250000	0.250000
1-329633-000	DOUGLAS D. & SUSAN ANN SCHLABACH	ERIC PETROLEUM CORPORATION	5/11/2010	201000001717	210000057001	52.117000	0.479291
1-329616-000	JAMES E. MOORE & PAULA MOORE	MASON DIXON ENERGY, INC	5/11/2004	200400003799	190000360000	80.880000	0.451955
1-339214-000	WESLEY J. HERSHBERGER & BETTY A. HERSHBERGER & MARION A. MAST & MARY ELLEN MAST	ANSCHUTZ EXPLORATION CORPORATION	9/3/2008	200800004694	190000556000	149.696400	78.249777
34-011773-000	MICHAEL FRANCIS FOIT & MARY CATHERINE FOIT	CHESAPEAKE EXPLORATION LLC	3/21/2011	201100001499	190000086000	0.753000	0.753000
34-012127-000	KENNETH B. ANDERSON & EILEEN C. ANDERSON	CHESAPEAKE EXPLORATION LLC	4/18/2011	201100001905	190000091000	74.204000	43.880760
34-030667-000	BRAD HARSH & EMILY HARSH	CHESAPEAKE EXPLORATION LLC	11/30/2011	201200000425	190000269001	11.000000	8.344419
34-015065-000	NANCY S. CORDER; MARIANA A. PROFFITT; THERESA MULLINS; AMY E. ALLEN; DANIEL L. LASH; CLARK W. LASH	CHESAPEAKE EXPLORATION LLC	6/29/2011	201100007037	190000529000	5.950000	3.652099
34-015065-000	NANCY S. CORDER; MARIANA A. PROFFITT; THERESA MULLINS; AMY E. ALLEN; DANIEL L. LASH; CLARK W. LASH	CHESAPEAKE EXPLORATION LLC	6/29/2011	201100007037	190000543000	7.710000	5.465604
34-007882-000	ANDREW J. KOLBUS & LINDA S. KOLBUS AS TRUSTEES FOR THE ANDREW J. KOLBUS & LINDA S. KOLBUS TRUST DATED FEBRUARY 9, 2005	CHESAPEAKE EXPLORATION LLC	4/15/2011	201100006437	190000544000	4.940000	4.940000
34-021144-000	LOUIS E. GROOMS	CHESAPEAKE EXPLORATION LLC	9/15/2011	201100005502	190000551000	70.000000	63.819820
34-011773-000	MICHAEL FRANCIS FOIT & MARY CATHERINE FOIT	CHESAPEAKE EXPLORATION LLC	3/21/2011	201100001499	190000552000	11.182000	10.489605
34-011773-000	MICHAEL FRANCIS FOIT & MARY CATHERINE FOIT	CHESAPEAKE EXPLORATION LLC	3/21/2011	201100001499	190000552001	0.184000	0.184000
34-011773-000	MICHAEL FRANCIS FOIT & MARY CATHERINE FOIT	CHESAPEAKE EXPLORATION LLC	3/21/2011	201100001499	190000552002	0.664000	0.664000
34-021032-000	BEATRICE V. ALLENSWORTH	CHESAPEAKE EXPLORATION LLC	8/21/2011	201100005064	210000050000	21.100000	15.469299

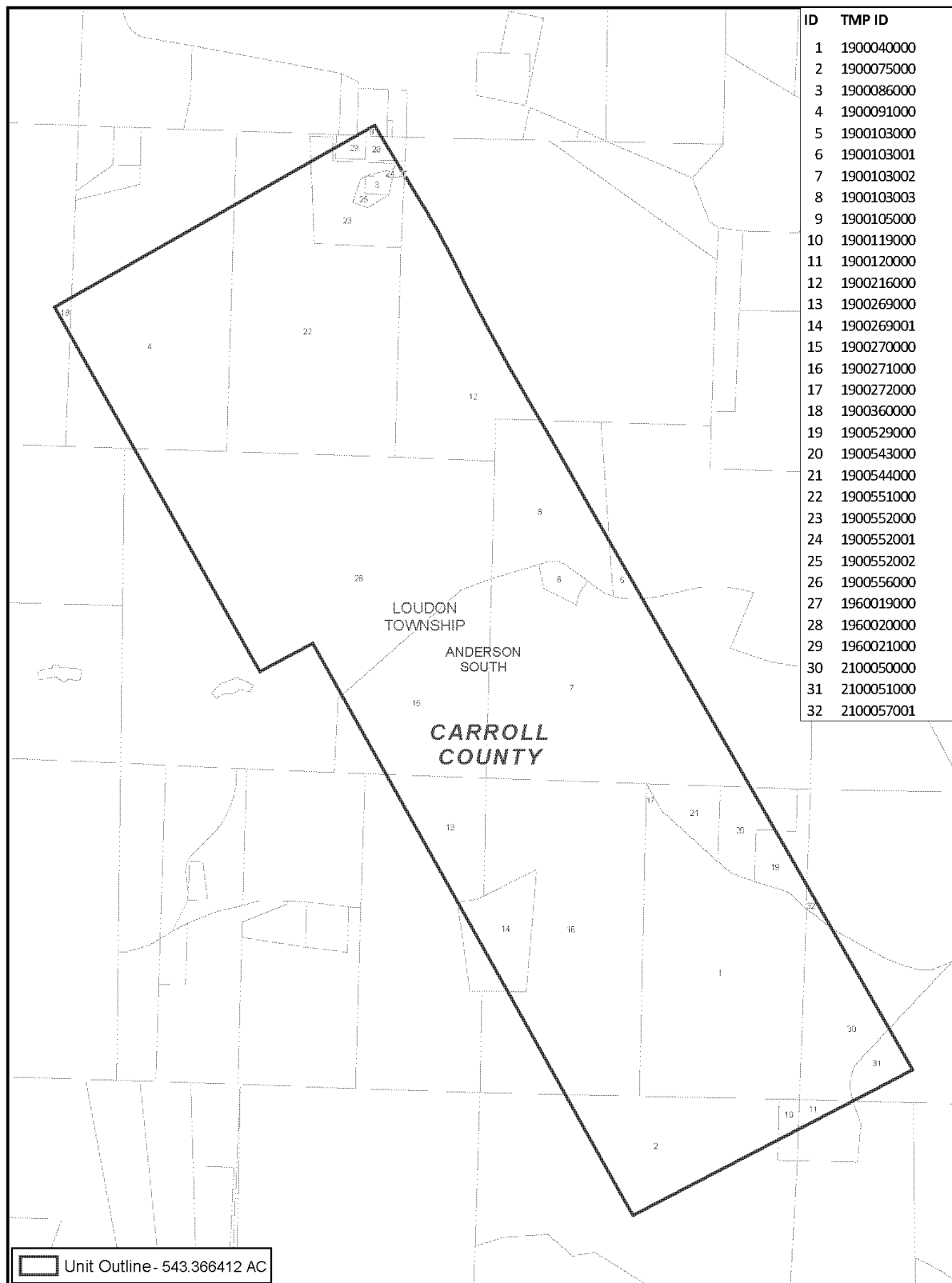
CHESAPEAKE LEASE ID	LESSOR	LESSEE	LEASE DATE	RECORDING INFORMATION	TAX MAP PARCEL ID NUMBERS	TITLE ACRES	NET ACRES IN UNIT
34-021032-000	BEATRICE V. ALLENSWORTH	CHESAPEAKE EXPLORATION LLC	8/21/2011	201100005064	210000051000	51.400000	3.598788
1-328186-000	ROBERT F. WINKLER & DELORES A. WINKLER	PATRIOT ENERGY PARTNERS LLC	9/2/2008	200800003590	190000040000	57.250000	57.250000
1-328139-000	CLIFFORD G. DORSEY & CYNTHIA L. DORSEY	PATRIOT ENERGY PARTNERS LLC	12/30/2008	200900000588	1900000216000	130.104000	34.202766
34-038731-000	LUCAS A. SCHOOLCRAFT	CHESAPEAKE EXPLORATION LLC	1/7/2013	201300000272	190000103001	2.000000	2.000000
34-037750-000	FRANK RAYMOND DYE & ADRIENNE N. DYE	CHESAPEAKE EXPLORATION LLC	6/28/2012	201200006562	190000119000	1.920000	1.110367
34-037750-000	FRANK RAYMOND DYE & ADRIENNE N. DYE	CHESAPEAKE EXPLORATION LLC	6/28/2012	201200006562	190000120000	5.960000	1.307332
34-037719-000	SIMMONS RIDGE BURIAL ESTATES	CHESAPEAKE EXPLORATION LLC	6/21/2012	201200006160	190060019000	0.900000	0.559343
34-037719-000	SIMMONS RIDGE BURIAL ESTATES	CHESAPEAKE EXPLORATION LLC	6/21/2012	201200006160	190060020000	1.500000	0.849492
34-037719-000	SIMMONS RIDGE BURIAL ESTATES	CHESAPEAKE EXPLORATION LLC	6/21/2012	201200006160	190060021000	1.110000	0.905605
34-037788-002	KEVIN CARIS A/K/A KEVIN R. CARIS & DELORES L. CARIS	CHESAPEAKE EXPLORATION LLC	9/13/2012	201200008143			
34-037788-001	KIM CARIS A/K/A KIM A. CARIS	CHESAPEAKE EXPLORATION LLC	9/11/2012	201200008008	190000105000	2.220000	0.206179

End of Exhibit "A"

Total Acres in Unit:	543.366412
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Exhibit "B"

Attached to and made a part of that Declaration and Notice of Pooled Unit prepared March 11, 2013,
but made effective March 11, 2013, by and between Chesapeake Exploration, L.L.C., CHK Utica, L.L.C.,
and TOTAL E&P USA, INC.



ID	TMP ID
1	1900040000
2	1900075000
3	1900086000
4	1900091000
5	1900103000
6	1900103001
7	1900103002
8	1900103003
9	1900105000
10	1900119000
11	1900120000
12	1900216000
13	1900269000
14	1900269001
15	1900270000
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17	1900272000
18	1900360000
19	1900529000
20	1900543000
21	1900544000
22	1900551000
23	1900552000
24	1900552001
25	1900552002
26	1900556000
27	1960019000
28	1960020000
29	1960021000
30	2100050000
31	2100051000
32	2100057001



UNIT PLAT
Anderson South Unit
Loudon Township
Carroll Co., OH

Date: 3/11/2013

Projection: NAD 1983 UTM Zone 17N