

REQUEST FOR CHANGE OF OWNER (Form 7)
OHIO DEPARTMENT OF NATURAL RESOURCES
 Division of Oil and Gas Resources Management, 2045 Morse Road, Bldg. H-3, Columbus, OH 43229-6693
 (614) 265-6633

A non-refundable fee of \$100.00 per well must accompany this form. Make checks payable to the Division of Oil and Gas Resources Management.

Number of wells to be transferred 1 Amount enclosed \$100 *11658*

1. Date of Application: 22-Nov-11

2. Check Type of Request:
 If Individual Transfer, indicate API number: 24-099-2-3157-00-00
 If Multiple Transfer, list all API numbers and complete date on back of form.

3. COUNTY: MAHONING

4. CIVIL TOWNSHIP: COITSVILLE

5. WELL: 3

6. LEASE NAME: NORTHSTAR KHALIL

7. SECTION: _____ 8. LOT: _____

9. FRACTION: _____ 10. QTR TWP: _____

12. Assignor Address and Telephone Number:
 D&L Energy Energy, Inc.
 2761 Salt Springs Rd.
 Youngstown, OH 44509 1.330.792.9524

13. Assignee/Transferee:
 Northstar #3, LLC

14. Owner Number: 8893

11. I, We (Assignor/Transferor)
D&L Energy, Inc
 Owner # 2651 hereby requests that records on file with the Division of Oil and Gas Resources Management, ODNR, State of Ohio, be amended to reflect the change of owner of the oil and/or gas well described in 3 through 10.
 IF WELL HAS NOT BEEN SPUDDED, IT CANNOT BE TRANSFERRED

15. Assignee Address & Telephone Number:
 c/o R. E. Gas Development, LLC
 476 Rolling Ridge Drive, Suite 300
 State College, PA 16801

16. Exempt Domestic Well (see criteria for domestic wells on attached information sheet)
 Yes (# acres _____) No

The spacing/acreage requirements in effect under Ohio law at the time the well(s) was drilled will remain in effect for as long the well(s) exists. A revised survey plat and appropriate fee must be submitted to the Division if any changes are made to the drilling unit on file at the Division.

ASSIGNOR/TRANSFEROR:
 I, the undersigned, hereby agree to furnish any and all records and reports required by the Division of Oil and Gas Resources Management for compliance with Chapter 1509., ORC, and all rules of that Division for the period ending on the date of assignment. Furthermore, I hereby depose and state that all holders of royalty interests that are affected by this assignment or transfer will be properly notified in conformance with Section 1509.31, ORC. It is understood that my liabilities for this well **WILL NOT BE TERMINATED UNTIL I COMPLY WITH THE ABOVE.**

Ben W. Lupo
 (Signature of Assignor/Transferor)

ASSIGNOR/TRANSFEROR: D&L Energy, Inc.
 (Printed or Typed)

STATE OF Ohio COUNTY OF Mahoning being first duly sworn by me, says that the information set forth herein is true and accurate. SWORN TO AND SUBSCRIBED BEFORE ME THIS 21 day of November, 2011

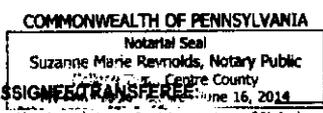


Kimberly A. Little
 (Notary Public) My Commission Expires 6/1/2014

NOTE FOR WELLS TRANSFERRED TO LANDOWNERS: The well you are purchasing for domestic use may require periodic servicing to maintain productivity. When the well becomes incapable of production, you are required to plug the well and restore the site in accordance with Division requirements. Any brine produced must be properly disposed in accordance with Chapter 1509., ORC. You should be aware after transfer, **ALL EXPENSES** incurred are the responsibility of the well owner.

ASSIGNEE/TRANSFEE:
 I, the undersigned, depose and state that I am the owner of aforementioned oil and/or gas well and that I have the right to appropriate the oil or gas that I produce therefrom either for myself or others. I further depose and state that I shall comply with the assignor/transferor's Restoration Plan and will comply with the requirements of Chapter 1509., ORC, and Chapter 1501., OAC, for the disposal of brine. Further, it is understood that upon proper completion of this form, I will become the "owner" as defined under Chapter 1509., ORC, and shall comply with all laws, rules and orders by the Chief of the Division of Oil and Gas Resources Management.

NOV 29 2011



Northstar #3, LLC
 (Signature of Assignee/Transferee)
Suzanne Marie Reynolds
 (Printed or Typed)

STATE OF PA COUNTY OF Centre being first duly sworn by me, says that the information set forth herein is true and accurate. SWORN TO AND SUBSCRIBED BEFORE ME THIS 22nd day of November, 2011

(SEAL) Suzanne Marie Reynolds
 (Notary Public) My Commission Expires 6/16/2014

DIVISION USE ONLY
 Certificate of Insurance
 Authority & Organization Form
 Transfer Fee _____ Check # 11 34 11 Date transferred 11/30/2011
 Initials AM

