

**STATE OF OHIO  
DEPARTMENT OF NATURAL RESOURCES  
DIVISION OF OIL AND GAS RESOURCES MANAGEMENT**

In re the Matter of the Application of  
Gulfport Energy Corporation, for  
Unit Operation

:  
:  
:  
:  
:

Application Date: April 25, 2014

Brown #9 Unit

**SUPPLEMENT TO APPLICATION**

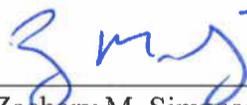
On March 28, 2014, Gulfport Energy Corporation (“Gulfport”) filed an application with the Ohio Department of Natural Resources Division of Oil and Gas Resources Management (the “Division”) for unit operation of the Brown #9 Unit located in Belmont and Noble Counties, Ohio (the “Unitization Application”). Gulfport files this Supplement to Application to reflect the following changes:

- Updated address for William Winland, which was previously sent to the Division by email.
- Gulfport obtained a new survey of the property, which altered the allocation of acreage between Tracts 2 and 3.

To reflect these changes, Gulfport has attached revised versions or new forms of the following exhibits to the Unitization Application:

- Revised Exhibits A, A-1, A-2, A-3 and A-4 to the Unit Operating Agreement.
- Revised Exhibits SA-2, SA-3 and SA-4 to Samuel D. Allen’s Prepared Testimony.
- Revised Exhibit 6.1 – GPOR’s Working Interest Owner Approval Form.

Respectfully submitted,



---

Zachary M. Simpson (0089862)  
GULFPORT ENERGY CORPORATION  
14313 North May Avenue, Suite 100  
Oklahoma City, Oklahoma 73134

Attorney for Applicant

**EXHIBIT "A"**

Attached to and made a part of that certain Unit Operating Agreement  
dated March 1, 2014, as approved by the  
Ohio Department of Natural Resources for the Brown #9 Unit

**1. Description of lands subject to this Agreement:**

The Contract Area is the Unit shown on Exhibit "A-1" attached hereto.

**2. Restrictions, if any, as to depths, formations or substances:**

This Agreement shall cover the Unit Area from fifty feet above the top of the Utica Shale formation to fifty feet below the base of the Point Pleasant (as more particularly defined in Article 1 of the Unit Agreement).

**3. Parties to agreement with addresses for notice purposes:**

Gulfport Energy Corporation  
14313 N. May Ave., Suite 100  
Oklahoma City, Oklahoma 73134  
Attention: Bill Eischeid, Land Manager

The names and addresses of the remaining parties set forth in Exhibit "A-3" attached hereto.

**4. Percentages or fractional interests of parties to this agreement:**

<b>OPERATOR</b>	<b><u>Working Interest</u></b>
Gulfport Energy Corporation	98.00001%*
<b>NON OPERATOR</b>	
Unitized Parties	1.99999%*
<b>TOTAL:</b>	<b>100.00000%</b>

**5. Oil and Gas Leases and/or Oil and Gas Interests subject to this agreement:**

See Exhibit "A-2"

\*It is understood by the Parties that the working interests listed above are estimates and are subject to change based upon the verification of title, additional leasehold acquired within the Contract Area, and/or the participation or non-participation of unleased mineral interests and/or third parties. The Parties' interests shall be adjusted to reflect the actual interest owned by the Parties in the Contract Area.

**End of Exhibit "A"**

# EXHIBIT "A-1"

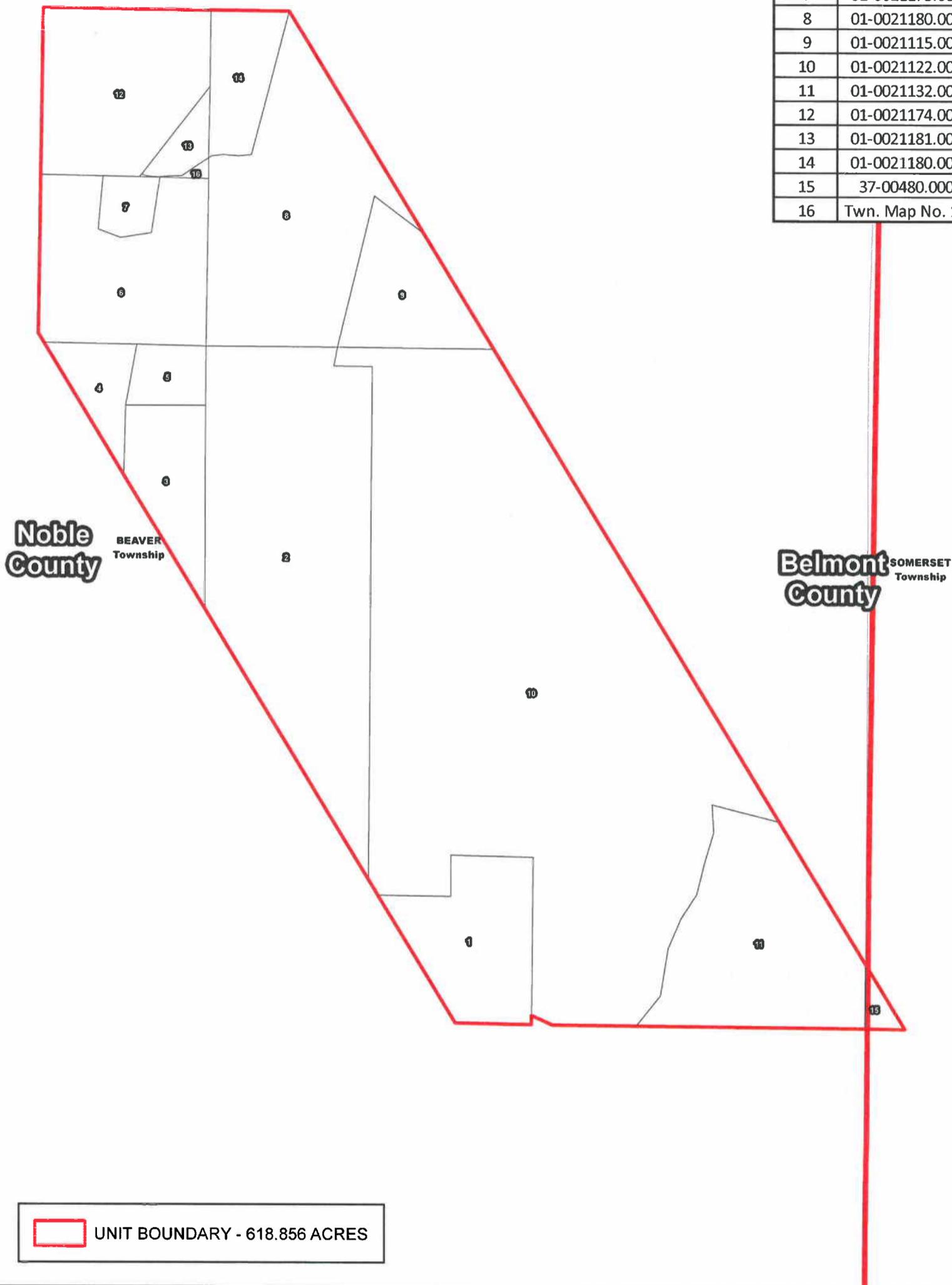
## GULFPORT ENERGY CORPORATION

### BROWN #9 UNIT

### NOBLE COUNTY, OHIO

### 618.856 ACRES

MAP ID	PARCEL NUMBER
1	01-0021148.000
2	01-0021162.000
3	01-0021161.000
4	01-0021178.000
5	01-0021176.000
6	01-0021175.000
7	01-0021175.001
8	01-0021180.000
9	01-0021115.000
10	01-0021122.000
11	01-0021132.000
12	01-0021174.000
13	01-0021181.000
14	01-0021180.001
15	37-00480.000
16	Twn. Map No. 12



BROWN #9  
 BEAVER TOWNSHIP NOBLE COUNTY, OHIO  
 SOMERSET TOWNSHIP BELMONT COUNTY, OHIO



**Exhibit "A-2"**

**Leases Within the Contract Area**

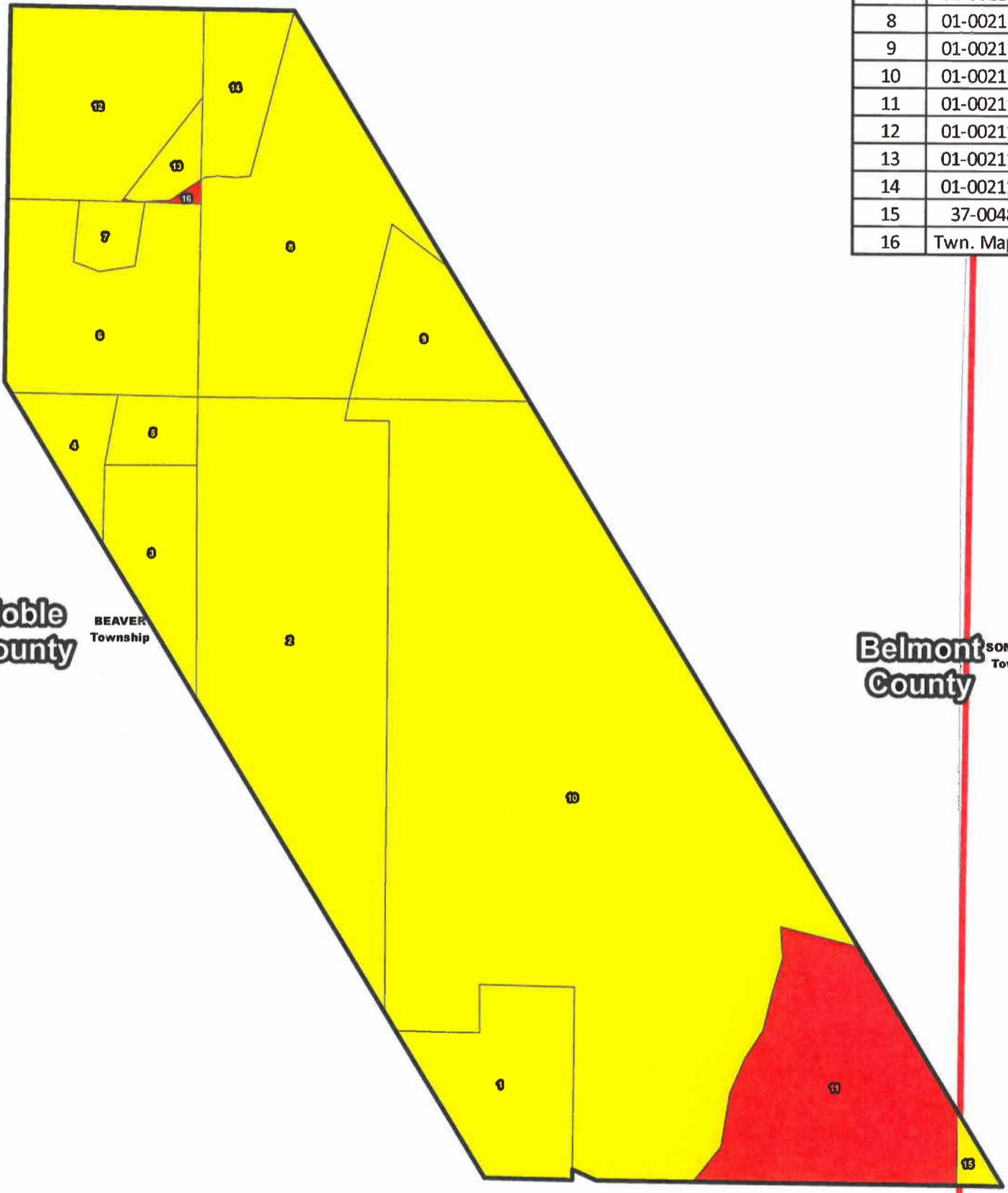
Attached to and made a part of that certain Unit Operating Agreement dated March 1, 2014 as approved by the Ohio Department of Natural Resources for the Brown #9 Unit

TRACT NUM BER	GULFPORT LEASE ID	LESSOR/OWNER	LEASED YES/NO	SURFACE ACRES IN UNIT	TRACT PARTICIPATION	TAX MAP PARCEL ID NUMBERS	TOWNSHIP	COUNTY	STATE	GULFPORT WORKING INTEREST (NET ACRES)	UNIT PARTICIPATION	ADDRESS	CITY	STATE	ZIP CODE	
1	5439	Meno A. & Marie A. Byler	Yes	26.455	0.04274823	01-0021148.000	Beaver	Noble	OH	26.455	4.275%	220 Byler Ln	Curwensville	PA	16833	
2	5760	Ralph W. Talmage, Trustee of the Ralph W. Talmage Trust dated January 24, 2003	Yes	95.871	0.15491649	01-0021162.000	Beaver	Noble	OH	71.903	11.619%	1291 Arlington Avenue	Columbus	OH	43212	
2	5760	David E. Haid, Trustees of the David E. Haid Trust dated December 19, 2011	Yes		0.00000000	01-0021162.000	Beaver	Noble	OH	23.968	3.873%	5200 Locust Hill Lane	Dublin	OH	43017	
3	5760a	Billy A. & Martha R. Miller	Yes	16.243	0.02624682	01-0021161.000	Beaver	Noble	OH	10.829	1.750%	54142 Calais Road	Quaker City	OH	43773	
3	5760a	LL&B Headwater II, LP	Yes		0.00000000	01-0021161.000	Beaver	Noble	OH	5.414	0.875%	510 Hearn Steet Bldg.	Austin	TX	78703	
4	5761	John P. & Arlene Wehr	Yes	8.389	0.01355566	01-0021178.000	Beaver	Noble	OH	8.389	1.356%	55341 Calais Rd.	Quaker City	OH	43773	
5	5761	John P. & Arlene Wehr	Yes	6.580	0.01063252	01-0021176.000	Beaver	Noble	OH	6.580	1.063%	55341 Calais Rd.	Quaker City	OH	43773	
6	5761	John P. & Arlene Wehr	Yes	36.587	0.05912038	01-0021175.000	Beaver	Noble	OH	36.587	5.912%	55341 Calais Rd.	Quaker City	OH	43773	
7	5761	Susan L. Miller	Yes	4.699	0.00759304	01-0021175.001	Beaver	Noble	OH	4.699	0.759%	308331 Melrose Road	Quaker City	OH	43773	
8	5740	LL&B Headwater II, LP	Yes	57.858	0.09349186	01-0021180.000	Beaver	Noble	OH	57.858	9.349%	510 Hearn Steet Bldg.	Austin	TX	78703	
9	5748	Donald Morris	Yes	19.728	0.03187818	01-0021115.000	Beaver	Noble	OH	19.728	3.188%	1708 Back Road	Macksburg	OH	45746	
10	5748	Donald Morris	Yes	242.625	0.39205405	01-0021122.000	Beaver	Noble	OH	242.625	39.205%	1708 Back Road	Macksburg	OH	45746	
11	5739	Gerald J. Tomechko & Denise M. Tomechko	Yes	47.624	0.07695490	01-0021132.000	Beaver	Noble	OH	26.789	4.329%	4340 Royal St. George Dr.	Avon	OH	44011	
11	7706	Dorothy Johnson	Yes		0.00000000	01-0021132.000	Beaver	Noble	OH	2.977	0.481%	1361 Rochester Ave.	Cambridge	OH	43725	
11	7716	Homer & Ruth Garrett	Yes		0.00000000	01-0021132.000	Beaver	Noble	OH	2.977	0.481%	2362 State Route 83	Millersburg	OH	44654	
11	p	Cindy & William Leininger	Yes		0.00000000	01-0021132.000	Beaver	Noble	OH	0.992	0.160%	1273 Ashland Road 1356	Ashland	OH	44805	
11	p	Susan & Lloyd Spotts	Yes		0.00000000	01-0021132.000	Beaver	Noble	OH	0.992	0.160%	725 Center Street, Apt. 313	Ashland	OH	44805	
11	7715	Patt L. Leasure	Yes		0.00000000	01-0021132.000	Beaver	Noble	OH	0.992	0.160%	115 Caldwell St.	Pleasant City	OH	43772	
12	3302	Noel M. & Evelen Brown	Yes	36.720	0.05933529	01-0021174.000	Beaver	Noble	OH	36.720	5.934%	30760 Melrose Road	Quaker City	OH	43773	
13	3302	Joseph M. Brown	Yes	4.215	0.00681095	01-0021181.000	Beaver	Noble	OH	4.215	0.681%	30820 Melrose Road	Quaker City	OH	43773	
14	3302	Joseph M. Brown	Yes	12.907	0.02085623	01-0021180.001	Beaver	Noble	OH	12.907	2.086%	30820 Melrose Road	Quaker City	OH	43773	
15	3302	Francis J. & Patrick McCort	Yes	1.883	0.00304271	37-00480.000	Somerset	Belmont	OH	1.883	0.304%	54295 Temperanceville Hwy.	Barnesville	OH	43713	
				<b>TOTAL LEASED ACRES:</b>	<b>618.384</b>	<b>0.999237302</b>						<b>98.00001%</b>				
				<b>TOTAL UNIT ACRES:</b>	<b>618.856</b>											



**EXHIBIT "SA-2"**  
**GULFPORT ENERGY CORPORATION**  
**BROWN #9 UNIT**  
**NOBLE COUNTY, OHIO**  
**618.856 ACRES**

MAP ID	PARCEL NUMBER
1	01-0021148.000
2	01-0021162.000
3	01-0021161.000
4	01-0021178.000
5	01-0021176.000
6	01-0021175.000
7	01-0021175.001
8	01-0021180.000
9	01-0021115.000
10	01-0021122.000
11	01-0021132.000
12	01-0021174.000
13	01-0021181.000
14	01-0021180.001
15	37-00480.000
16	Twn. Map No. 12



**Noble County**

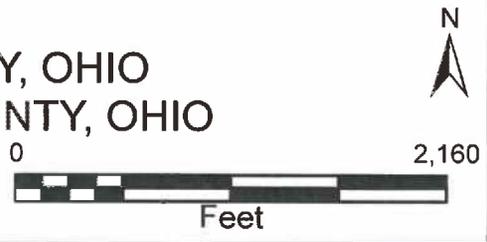
BEAVER Township

**Belmont County**

SOMERSET Township

	UNIT BOUNDARY - 618.856 ACRES
	LEASED
	UNLEASED

**BROWN #9**  
**BEAVER TOWNSHIP NOBLE COUNTY, OHIO**  
**SOMERSET TOWNSHIP BELMONT COUNTY, OHIO**



# EXHIBIT "SA-3"

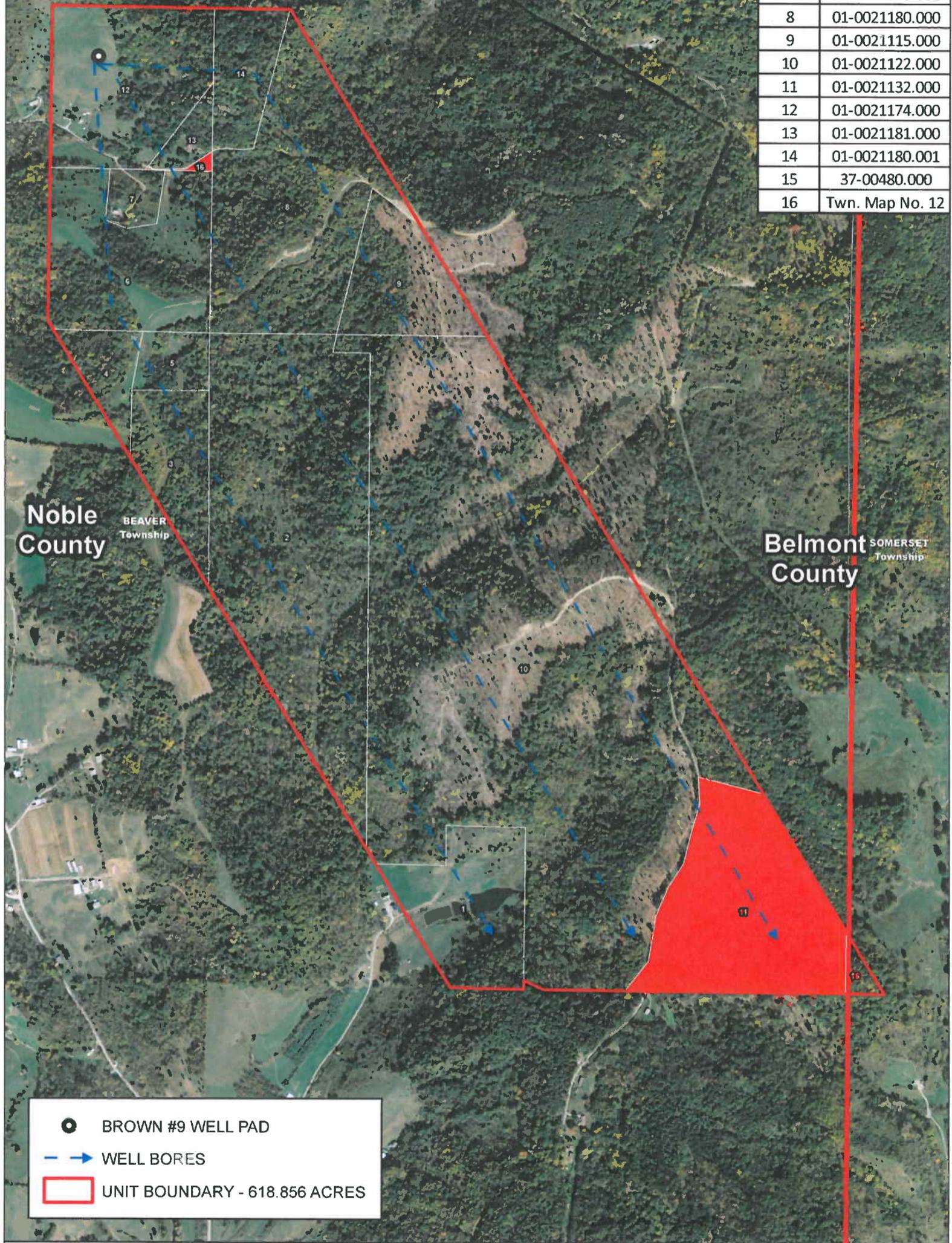
## GULFPORT ENERGY CORPORATION

### BROWN #9 UNIT

### NOBLE COUNTY, OHIO

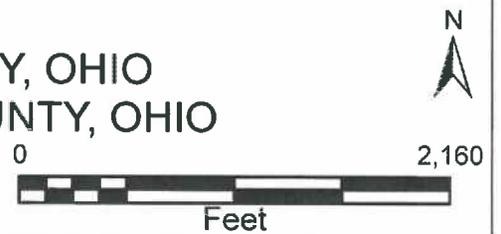
### 618.856 ACRES

MAP ID	PARCEL NUMBER
1	01-0021148.000
2	01-0021162.000
3	01-0021161.000
4	01-0021178.000
5	01-0021176.000
6	01-0021175.000
7	01-0021175.001
8	01-0021180.000
9	01-0021115.000
10	01-0021122.000
11	01-0021132.000
12	01-0021174.000
13	01-0021181.000
14	01-0021180.001
15	37-00480.000
16	Twn. Map No. 12



-  BROWN #9 WELL PAD
-  WELL BORES
-  UNIT BOUNDARY - 618.856 ACRES

**BROWN #9**  
**BEAVER TOWNSHIP NOBLE COUNTY, OHIO**  
**SOMERSET TOWNSHIP BELMONT COUNTY, OHIO**



# EXHIBIT "SA-4"

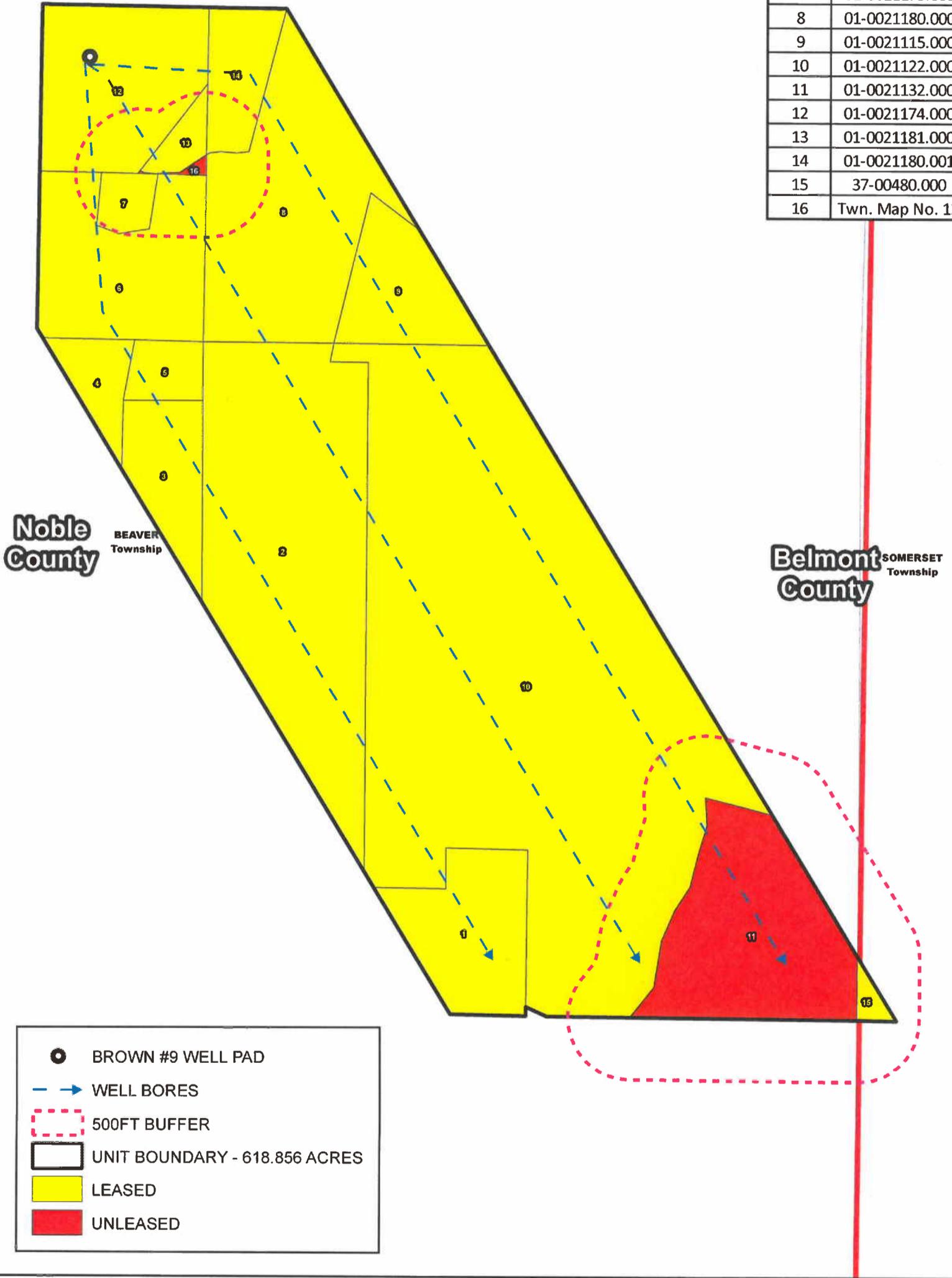
## GULFPORT ENERGY CORPORATION

### BROWN #9 UNIT

### NOBLE COUNTY, OHIO

### 618.856 ACRES

MAP ID	PARCEL NUMBER
1	01-0021148.000
2	01-0021162.000
3	01-0021161.000
4	01-0021178.000
5	01-0021176.000
6	01-0021175.000
7	01-0021175.001
8	01-0021180.000
9	01-0021115.000
10	01-0021122.000
11	01-0021132.000
12	01-0021174.000
13	01-0021181.000
14	01-0021180.001
15	37-00480.000
16	Twn. Map No. 12



**Noble County**

BEAVER Township

**Belmont County**

SOMERSET Township



BROWN #9  
BEAVER TOWNSHIP NOBLE COUNTY, OHIO  
SOMERSET TOWNSHIP BELMONT COUNTY, OHIO



## Exhibit 6.1

## Working Interest Owners

Attached to and made a part of that certain Unit Operating Agreement dated March 1, 2014 as approved by the Ohio Department of Natural Resources for the Brown #9 Unit

TRACT NUMBER	LESSOR	SURFACE ACRES IN UNIT	TAX MAP PARCEL ID NUMBERS
1	Meno A. & Marie A. Byler	26.455	01-0021148.000
2	Ralph W. Talmage, Trustee of the Ralph W. Talmage Trust dated January 24, 2003	71.903	01-0021162.000
	David E. Haid, Trustees of the David E. Haid Trust dated December 19, 2011	23.968	01-0021162.000
3	Billy A. & Martha R. Miller	10.829	01-0021161.000
	LL&B Headwater II, LP	5.414	01-0021161.000
4	John P. & Arlene Wehr	8.389	01-0021178.000
5	John P. & Arlene Wehr	6.580	01-0021176.000
6	John P. & Arlene Wehr	36.587	01-0021175.000
7	Susan L. Miller	4.699	01-0021175.001
8	LL&B Headwater II, LP	57.858	01-0021180.000
9	Donald Morris	19.728	01-0021115.000
10	Donald Morris	242.625	01-0021122.000
11	Gerald J. Tomechko & Denise M. Tomechko	26.789	01-0021132.000
11	Dorothy Johnson	2.977	01-0021132.000
11	Homer & Ruth Garrett	2.977	01-0021132.000
11	Cindy & William Leininger	0.992	01-0021132.000
11	Susan & Lloyd Spotts	0.992	01-0021132.000
11	Patt L. Leasure	0.992	01-0021132.000
12	Noel M. & Evelen Brown	36.720	01-0021174.000
13	Joseph M. Brown	4.215	01-0021181.000
14	Joseph M. Brown	12.907	01-0021180.001
15	Francis J. & Patrick McCort	1.883	37-00480.000
		<b>606.479</b>	

WORKING INTEREST OWNER  
APPROVAL OF  
UNIT PLAN FOR THE  
BROWN #9 UNIT  
BEAVER AND SOMERSET TOWNSHIPS  
BELMONT AND NOBLE COUNTIES, OHIO

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, a Unit Plan has been prepared for the testing, development, and operation of certain Tracts identified therein, which Plan consists of an agreement entitled, "Unit Agreement, The Brown #9 Unit, Beaver and Somerset Townships, Belmont and Noble Counties, Ohio" (the "Unit Agreement"); and an agreement entitled "A.A.P.L. Form 610-1982 Model Form Operating Agreement," also regarding the Brown #9 Unit (the "Unit Operating Agreement"); and,

WHEREAS, the undersigned is the owner of a Working Interest in and to one or more of the Tracts identified in said Unit Plan, namely, the Tracts identified below (hereinafter, the "Owner").

NOW, THEREFORE, the Owner hereby approves the Unit Plan and acknowledges receipt of full and true copies of both the Unit Agreement and Unit Operating Agreement.

IN WITNESS WHEREOF, the undersigned has executed this instrument on the date set forth opposite the signature of its representative.

WORKING INTEREST OWNER

TRACT NO. (see attached)

TRACT ACREAGE: 606.479

RELATED WORKING INTEREST PERCENTAGE 98.00001%

GULFPORT ENERGY CORPORATION

By: Samuel D. Allen  
Samuel D. Allen, CPL – Senior Landman

Date: 4/25/2014

# EXHIBIT "SB-3"

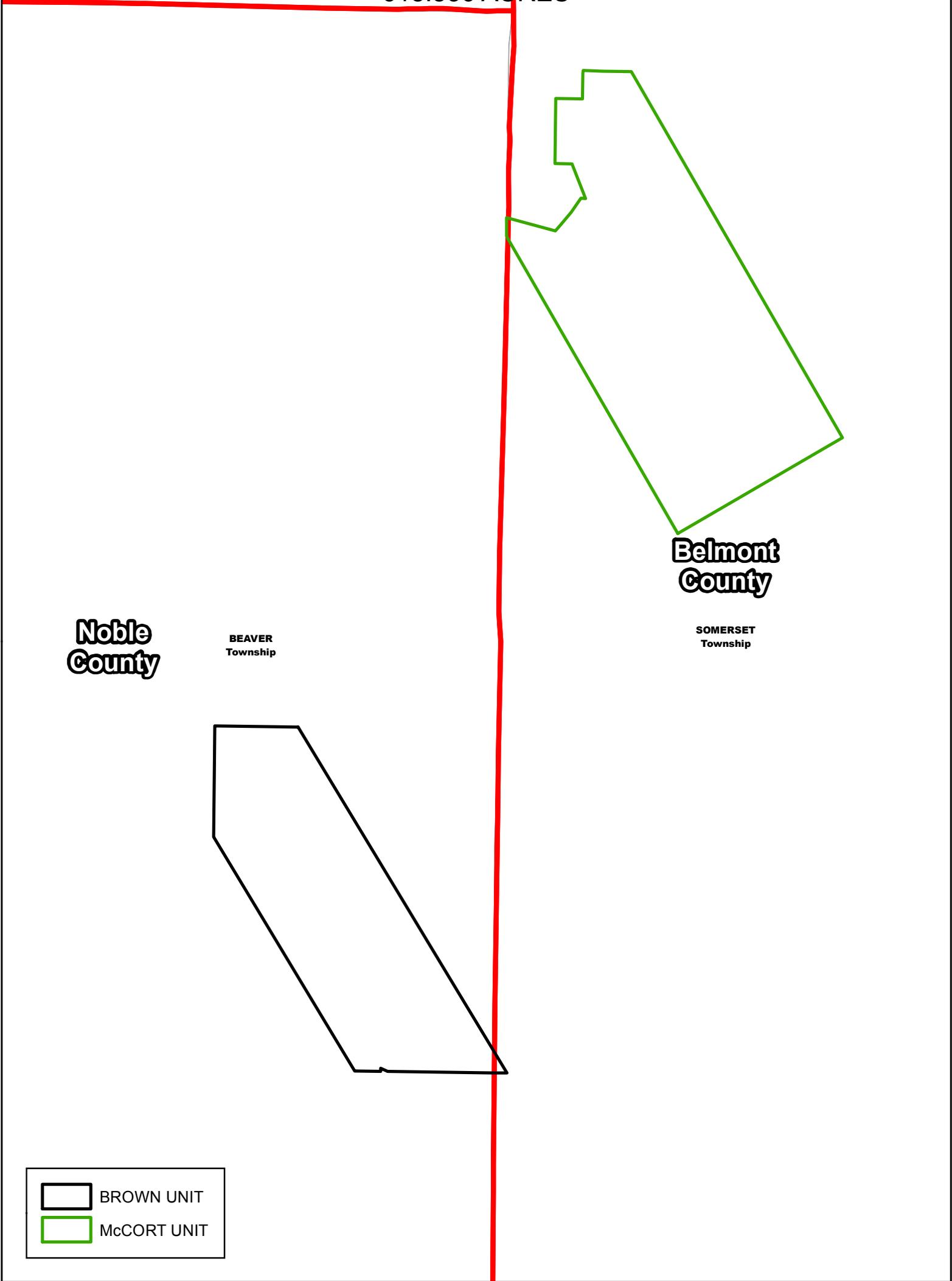
**Guernsey  
County**

MILLWOOD  
Township

GULFPORT ENERGY CORPORATION

WARREN  
Township

BROWN #9 UNIT  
NOBLE COUNTY, OHIO  
618.856 ACRES



	BROWN UNIT
	McCORT UNIT

BROWN #9

BEAVER TOWNSHIP NOBLE COUNTY, OHIO  
SOMERSET TOWNSHIP BELMONT COUNTY, OHIO

