



Ohio Department of Natural Resources

JOHN R. KASICH, GOVERNOR

JAMES ZEHRINGER, DIRECTOR

Richard J. Simmers, Chief

Division of Oil and Gas Resources Management
2045 Morse Road – Bldg. F-2
Columbus, OH 43229-6693
Phone: (614) 265-6922 Fax: (614) 265-6910

ORDER BY THE CHIEF

December 16, 2015

ORDER NO. 2015-580

**TO: Gulfport Energy Corporation
14313 North May Avenue, Suite 100
Oklahoma City, OK 73134**

**RE: Application for Unitization
George Southeast Unit
Belmont County, Ohio**

SUBJECT: Order for Unit Operations of the Utica/Point Pleasant Formations

Pursuant to Ohio Revised Code Section 1509.28, the Chief of the Division of Oil and Gas Resources Management (“Chief” or “Division”) makes the following Findings and issues the following Order:

DEFINITIONS:

As used in this order:

- 1) “Unleased mineral owner” means an individual and/or the estate of an individual that is listed in Exhibit C of this Order and includes the heirs, successors, and assigns of the individual and/or estate of the individual. An “unleased mineral owner” is not a working interest owner.
- 2) “Consenting working interest owner” means a working interest owner that has entered into an agreement with Gulfport for the formation of the George Southeast Unit.
- 3) “Non-consenting working interest owner” means a working interest owner that has not entered into an agreement with Gulfport for the formation of George Southeast Unit, which are listed in Exhibit D.
- 4) “Gas” has the same meaning as in section 1509.01 of the Revised Code.

2045 Morse Rd • Columbus, OH 43229-6693 • ohiodnr.com

- 5) "Oil" has the same meaning as in section 1509.01 of the Revised Code.
- 6) "Unit participation" means the ratio of the surface acreage of a specific tract in the unit area to the total surface acreage of the unit area as that total surface acreage is specified in paragraph one of the Plan for Unit Operations of this Order.

BACKGROUND:

- 1) On May 19, 2015, Gulfport Energy Corporation ("Gulfport") filed an application pursuant to Revised Code 1509.28 to operate as a unit the Utica/Point Pleasant Formations at an approximate true vertical depth located from fifty (50) feet above the top of the Utica Shale to fifty (50) feet below the base of the Point Pleasant Formation. An update to the application was filed on September 2, 2015. The proposed "Unit Area" is 486.075 acres in Washington Township, Belmont County, Ohio. The proposed Unit Area is comprised of a total of fifty (50) tracts, and is known as the "George Southeast Unit." The application included a Unit Agreement, Unit Operating Agreement, and relevant exhibits. The application also included the pre-filed testimony of the following Gulfport employees: Michael Buckner, Geologist; Steve Baldwin, Reservoir Engineer; and David Ferguson, Landman.
- 2) Pursuant to R.C. 1509.28, the Division held a hearing on September 17, 2015, in Columbus, Ohio at the Ohio Department of Natural Resources ("ODNR"), to consider the need for the operation as a unit of an entire pool or part thereof. At the hearing, Gulfport employees Buckner, Baldwin, and Ferguson confirmed their pre-filed testimony and answered questions posed by Division staff members.
- 3) Gulfport's application for unitization of the George Southeast Unit, as updated on September 2, 2015, proposes to include four (4) tracts owned by "unleased mineral owners" as specified in Exhibit C of this Order.
- 4) Gulfport's application for unitization of the George Southeast Unit, as updated on September 2, 2015, also proposes to include two (2) tracts owned by "non-consenting working interest owners" as specified in Exhibit D of this Order.
- 5) The Division provided notice of the September 17, 2015 hearing, return receipt requested, to all unleased mineral owners. Addresses and title work were provided by Gulfport. None of the unleased mineral owners appeared at the hearing nor did they submit any written comments regarding the unitization application.

FINDINGS:

- 1) Based on the application submitted by Gulfport and subsequent testimony by its employees, the Chief finds that Gulfport has established that they are the "owner," as that term is defined in R.C. 1509.01(K), of greater than sixty-five percent

(65%) of the land area overlying the pool in the George Southeast Unit as required by R.C. 1509.28(A).

- 2) Based on the application submitted by Gulfport, and subsequent testimony by its employees, the Chief finds that the operation of the George Southeast Unit is reasonably necessary to increase substantially the ultimate recovery of oil and gas.
- 3) Based on the application submitted by Gulfport, and subsequent testimony by its employees, the Chief finds the value of the estimated additional recovery of oil or gas from the George Southeast Unit exceeds the estimated additional cost incident to conducting the operation of the George Southeast Unit.

ORDER:

IT IS HEREBY ORDERED:

Pursuant to R.C. 1509.28, Gulfport is authorized to conduct operations within the George Southeast Unit in accordance with all of the following:

Plan for Unit Operations

- 1) The Unit Area is comprised of fifty (50) tracts totaling 486.075 acres in Washington Township, Belmont County, Ohio, as shown on Exhibit A.
- 2) Gulfport proposes to drill two (2) wells from a single pad site in the George Southeast Unit for the purpose of recovering oil and gas. Drilling operations shall commence in the Unit Area within twelve (12) months from the date of approval of this Order. In order to achieve the stated goal of substantially increasing the ultimate recovery of oil and gas from the Utica/Point Pleasant Formations within the Unit Area, Gulfport shall produce from two (2) wells no later than three (3) years after the first well is completed. If Gulfport fails to drill, complete, and produce at least two (2) wells in the Unit Area, the Chief may amend or terminate this Order. Any additional wells permitted by the Chief for the Utica/Point Pleasant Formations in the Unit Area are subject to this Order.
- 3) Evidence introduced by Gulfport at the George Southeast Unit hearing established that the Utica/Point Pleasant Formation uniformly underlies the Unit Area. Therefore, the value of each separately owned tract in the Unit Area shall be determined by calculating the ratio of the surface acreage of a specific tract to the total surface acreage of the Unit Area. This ratio shall be known as the "Unit Participation." The allocated share of production to each tract shall be equal to that tract's Unit Participation.
- 4) Except as provided in Paragraph 9(d) of this Order, all charges and credits made for investments in wells, tanks, pumps, machinery, materials, and equipment shall

be allocated among the working interest owners of each tract based on the Unit Participation. The proportionate share of the expenses attributable to tracts of the unleased mineral owners shall be allocated to the working interest owners.

- 5) All unit operation expenses shall be charged to, and paid by, Gulfport and consenting working interest owners in amounts based on the Unit Participation plus their proportionate share of the expenses attributable to the tracts of unleased mineral owners. All unit operation expenses concerning wells and operating equipment shall be just and reasonable.
- 6) If necessary, Gulfport and all other consenting working interest owners shall carry, or otherwise finance, any person who is unable to meet that person's financial obligations in connection with the unit operations. For purposes of this Paragraph, "person" shall mean "non-consenting working interest owner." Gulfport and all other consenting working interest owners' reasonable interest charge for carrying or financing the non-consenting working interest owner shall be determined by the terms of Gulfport's Unit Agreement and Unit Operating Agreement for the George Southeast Unit. Once a specific cost is charged to the initial well, that same cost cannot be charged to subsequent wells in the Unit Area.
- 7) Gulfport shall supervise and conduct all unit operations. Each working interest owner shall have a voting interest equal to its Unit Participation. Approval of unit operations shall be subject to the terms of Gulfport's Unit Agreement and Unit Operating Agreement for the George Southeast Unit.
- 8) Unit operations may commence as of 7:00 a.m. on the day following the effective date of this Order. Once the initial well is placed into production, operations within the George Southeast Unit may continue as long as hydrocarbons are produced from any well in the Unit Area without a cessation of more than ninety (90) days, unless otherwise approved by the Chief in writing. The George Southeast Unit may be terminated if working interest owners owning at least fifty-one percent (51%) of the working interest in the Unit Area determine that the unit operations are no longer warranted. If the unit operations are so terminated, Gulfport shall provide written notice of the termination to the Division and to all unleased mineral owners. In the event that termination of unit operation occurs prior to drilling and completing for production two (2) wells in the George Southeast Unit, the Chief may amend this Order.
- 9) The following additional provisions are found to be appropriate:
 - a) No activity associated with the drilling, completion, or operation of the George Southeast Unit shall be conducted on the surface of any unleased property without the prior written consent of the owner of the surface rights of the unleased property.

- b) Unleased mineral owners shall not incur liability for any personal or property damage associated with any drilling, testing, completing, producing, operating, or plugging activities within the George Southeast Unit.
- c) Each unleased mineral owner shall receive a monthly cash payment equal to a one-eighth (1/8) landowner royalty interest calculated on gross proceeds. Allocation of the one-eighth (1/8) landowner royalty shall be based on the Unit Participation of each unleased mineral owner's tract. Gulfport shall make landowner royalty payments to leased and unleased mineral owners at the same time.
- d) In addition to the royalty payment, each unleased mineral owner shall receive a monthly cash payment equal to a seven-eighths (7/8) share of the net proceeds from production. Allocation of the seven-eighths (7/8) share shall be based on the Unit Participation of each unleased mineral owner's tract. After Gulfport recovers a reasonable interest charge equal to 200% of the cost of drilling, testing, completing, and producing the initial well, Gulfport shall begin making such monthly payments for that well. For each additional well drilled in the Unit Area, Gulfport shall begin making monthly payments equal to seven-eighths (7/8) share of net proceeds from production to each unleased mineral owner once Gulfport has recovered a reasonable interest charge equal to 150% of the cost of drilling, testing, completing, and producing. Once a specific cost is charged to the initial well, that same cost cannot be charged to subsequent wells in the Unit Area.
- e) Nothing in this Order prohibits the unleased mineral owner from entering into a lease agreement with Gulfport pursuant to terms agreeable to both parties. An unleased mineral owner who enters into a lease with Gulfport after the issuance of this Order is no longer an unleased mineral owner under this Order as of the effective date of the lease. Gulfport shall notify the Division upon the execution of a lease agreement with any unleased mineral owner who is subject to this Order.
- f) Except as provided in Paragraph 9(d) of this Order, no expenses shall be paid by an unleased mineral owner for drilling, testing, completing, producing, or operating any well in the Unit Area. However, the unleased mineral owner is not responsible for any costs related to plugging any well in the Unit Area.
- g) If requested in writing by any unleased mineral owner or by any non-consenting working interest owner, or in any manner by the Division, Gulfport shall provide, not later than thirty (30) days after the request, any of the following:

- i. A monthly statement of all costs incurred, together with the quantity of oil and gas produced, and the amount of proceeds realized from the sale of production during the preceding month; and
 - ii. Any authorization for expenditure (AFE) prepared by Gulfport; and
 - iii. A statement of all costs and expenses for purposes of Paragraphs 6 and 9(d) of this Order.
 - h) Gulfport shall notify the Division of the assignment or transfer of any of its working interest in the George Southeast Unit. If Gulfport assigns or transfers any of its working interest, the assignee or transferee shall comply with this Order.
 - i) Gulfport shall notify the Division if a tract that is leased by Gulfport, or any other working interest owner, for purposes of operating the George Southeast Unit becomes an unleased tract. If Gulfport or the working interest owner is unable to enter into lease agreement for the unleased tract, Gulfport must submit a request to the Division for an amendment of this Order, which will include a new hearing before the Chief.
- 10) This Order is not effective unless and until Gulfport provides the Chief with final written approval of the unit operations as prescribed in this Order by Gulfport and consenting working interest owners, and also by the royalty or, with respect to unleased acreage, fee owners of sixty-five percent (65%) of the acreage to be included in the unit. Upon receipt of this approval, this Order shall become effective, and unit operations may commence as set forth above. In the event that Gulfport fails to provide all required approvals within six (6) months after the issuance date of this Order, the Order will be deemed revoked, and the Chief shall provide notice of the revocation to Gulfport, to the unleased mineral owners, and to the non-consenting working interest owners.
 - 11) In the event that this Chief's Order is appealed, the time periods as specified in this Order are tolled pending final determination of the appeal.
 - 12) Within twenty-one (21) days of this Order becoming effective, Gulfport shall file a copy of this Order within the Belmont County (Ohio) Recorder's Office, in the records of each of tracts that are subject to this Order and referenced in Exhibits A, B, C, and D of this Order. Gulfport shall submit a certification of the filing to the Division within fourteen (14) days of filing. The certification shall include a reference to the volume and page number corresponding to each record where the Chief's Order is recorded.
 - 13) The Chief of the Division retains continuing jurisdiction over the George Southeast Unit as is consistent with the Chief's powers and duties as established by R.C. Chapter 1509 and Ohio Adm.Code 1501:9. The Chief reserves the right

to amend this Order subsequent to the commencement of unit operations within the Unit Area.

- 14) Except as specifically set forth in the terms of this Order, nothing herein shall be construed as a release or waiver of any private right, obligation, duty, claim or cause of action.
- 15) In the event of a conflict between the Plan for Unit Operations contained in this Order, and Gulfport's Unit Agreement and Unit Operating Agreement, this Chief's Order shall take precedence.

Dec 16, 2015
Date

Richard J. Simmers
Richard J. Simmers, Chief
Division of Oil and Gas Resources Management

Addressee is hereby notified that this action is final and effective and may be appealed pursuant to Section 1509.36 of the Ohio Revised Code. If the Order is appealed to the Ohio Oil and Gas Commission, the appeal must be in writing and must set forth the Orders complained of and the grounds upon which the appeal is based. Such appeal must be filed with the Oil and Gas Commission, 2045 Morse Road, Building H-3, Columbus, Ohio 43229-6693, within thirty (30) days after receipt of this Order.

In addition, within three (3) days after the appeal is filed with the Oil and Gas Commission, notice of the filing must be submitted to Richard J. Simmers, Chief, Division of Oil and Gas Resources Management, Ohio Department of Natural Resources, 2045 Morse Road, Building F-2, Columbus, Ohio 43229-6693.

Enclosures: Exhibit A
Exhibit B
Exhibit C
Exhibit D

CERTIFIED MAIL TO: 91 7199 9991 7036 3998 3521

Michael G. Carle
1600 Sedgefield Drive
Murrells Inlet, SC 29576

91 7199 9991 7036 3998 3538

Anna Carle
1600 Sedgfield Drive
Murrells Inlet, SC 29576

91 7199 9991 7036 3998 3545

William E. Carle
1600 Terrace Way
Walnut Creek, CA 94596

91 7199 9991 7036 3998 3552

Thomas W. Carle
P.O. Box 506
Odessa, DE 19730

91 7199 9991 7036 3998 3569

Susan L. Carle
1087 Wynwood Avenue
Abington, PA 19012

91 7199 9991 7036 3998 3576

Ruth Mulford,
POA for Randy Reed
5617 Countrie Glen Drive
Galloway, OH 43119

91 7199 9991 7036 3998 3583

Varro Energy, LLC
1600 East 19th Street, Suite 404
Edmond, OK 73013

91 7199 9991 7036 3998 3590

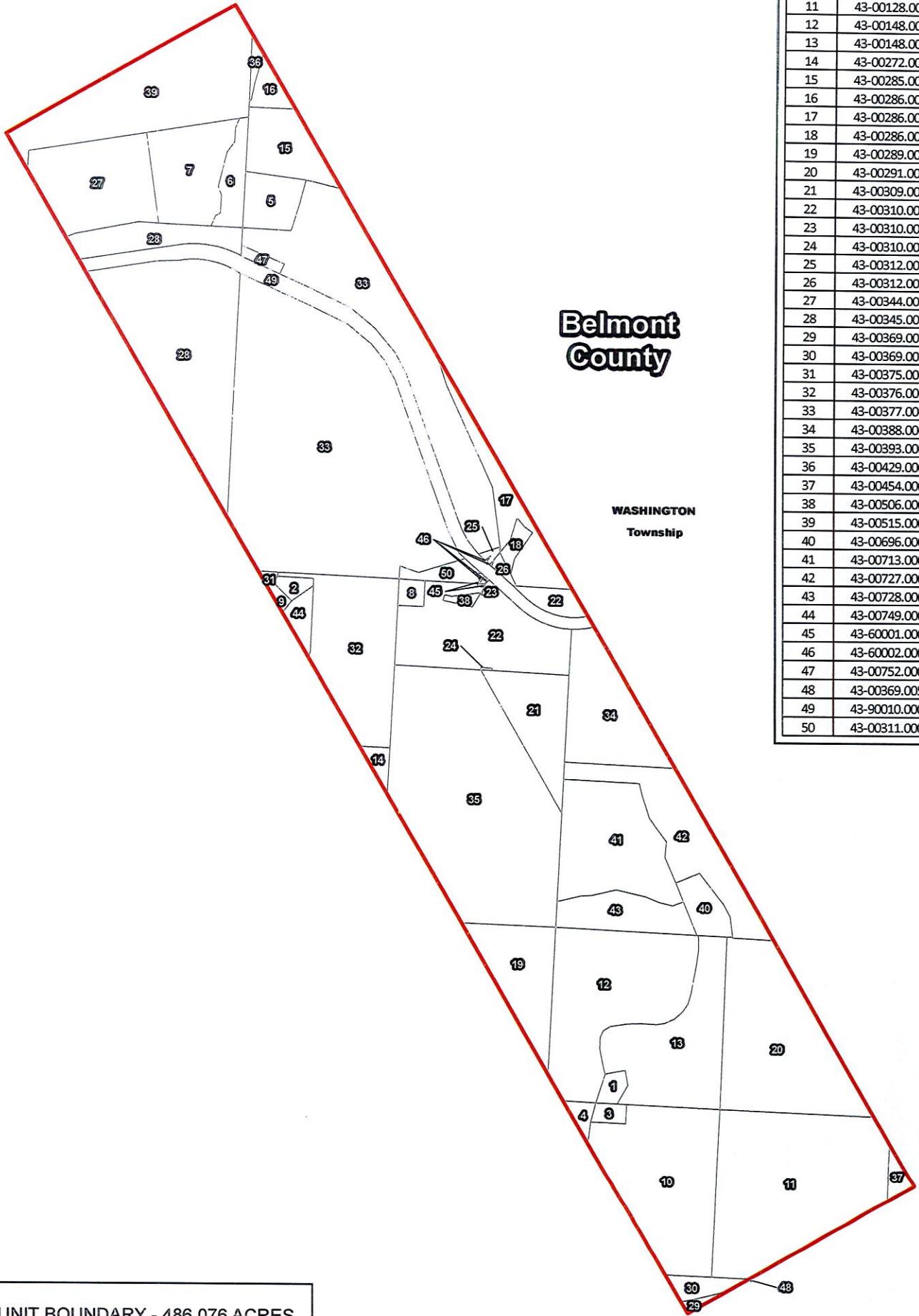
Zachary M. Simpson-Corporate Counsel
Gulfport Energy Corporation
14313 North May, Suite 100
Oklahoma City, OK 73134

91 7199 9991 7036 3998 3606

Exhibit A

GULFPORT ENERGY CORPORATION
 GEORGE SOUTHEAST UNIT
 BELMONT COUNTY, OHIO
 486.075 ACRES

MAP ID	PARCEL NUMBER
1	43-00003.000
2	43-00012.000
3	43-00013.000
4	43-00047.000
5	43-00072.000
6	43-00073.000
7	43-00074.000
8	43-00089.000
9	43-00117.000
10	43-00128.000
11	43-00128.001
12	43-00148.000
13	43-00148.001
14	43-00272.000
15	43-00285.000
16	43-00286.000
17	43-00286.000
18	43-00286.001
19	43-00289.000
20	43-00291.000
21	43-00309.000
22	43-00310.000
23	43-00310.001
24	43-00310.002
25	43-00312.000
26	43-00312.001
27	43-00344.000
28	43-00345.000
29	43-00369.006
30	43-00369.007
31	43-00375.000
32	43-00376.000
33	43-00377.000
34	43-00388.000
35	43-00393.000
36	43-00429.000
37	43-00454.000
38	43-00506.000
39	43-00515.000
40	43-00696.000
41	43-00713.000
42	43-00727.000
43	43-00728.000
44	43-00749.000
45	43-60001.000
46	43-60002.000
47	43-00752.000
48	43-00369.005
49	43-90010.000
50	43-00311.000



 UNIT BOUNDARY - 486.076 ACRES

GEORGE SOUTHEAST
 WASHINGTON TOWNSHIP BELMONT COUNTY, OHIO

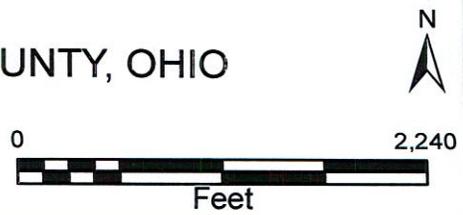


Exhibit B

Leases Within the Contract Area

Attached to and made a part of that certain Unit Operating Agreement dated May 1, 2015 as approved by the Ohio Department of Natural Resources for the George Southeast Unit

TRACT NUMBER	GULFPORT LEASE ID NUMBER	LESSOR/OWNER	LEASED? Y/N	SURFACE ACRES IN UNIT	TRACT PARTICIPATION	TAX MAP PARCEL ID NUMBERS	TOWNSHIP	COUNTY	STATE	COMMITTED WORKING INTEREST (NET ACRES)	GULFPORT WORKING INTEREST	RICE WORKING INTEREST	MURRAY WORKING INTEREST	UNIT PARTICIPATION	ADDRESS	CITY	STATE	ZIP CODE
1	4604	Carol Ann Baker	Yes	0.892	0.2041%	43-00003.000	Washington	Belmont	OH	0.9920	0.5143	0.4777		0.0020	55341 Pugh Ridge Rd.	Alletonia	OH	43902
2	6299	Judy Saifell	Yes	0.821	0.1689%	43-00012.000	Washington	Belmont	OH	0.8210	0.4256	0.3954		0.0017	56000 Crabapple Rd.	Alletonia	OH	43902
3	3349	American Energy Corporation	Yes	0.869	0.1788%	43-00013.000	Washington	Belmont	OH	0.8690	0.6952		0.1738	0.0018	46226 National Rd.	St. Clairsville	OH	43950
4	3336	Mark A. Lucas and Delores K. Lucas	Yes	1.010	0.2078%	43-00047.000	Washington	Belmont	OH	1.0100	0.5236	0.4864		0.0021	55181 Pugh Ridge Rd.	Alletonia	OH	43902
5	3369	Joey L. Saifell and Tomasina Saifell	Yes	4.003	0.8235%	43-00072.000	Washington	Belmont	OH	4.0030	2.0752	1.9278		0.0082	52312 TH 2188	Powhatan Point	OH	43942
6	3369	Joey L. Saifell and Tomasina Saifell	Yes	2.922	0.6011%	43-00073.000	Washington	Belmont	OH	2.9220	1.5148	1.4072		0.0080	52312 TH 2188	Powhatan Point	OH	43942
7	3369	Joey L. Saifell and Tomasina Saifell	Yes	9.559	1.9665%	43-00074.000	Washington	Belmont	OH	9.5590	4.9554	4.6036		0.0187	52312 TH 2188	Powhatan Point	OH	43942
8	N/A	Thomas C. Stubbs and Miriam E. Stubbs	Yes	0.918	0.1869%	43-00089.000	Washington	Belmont	OH	0.9180	0.4759	0.4421		0.0019	56014 Brands Run Drive	Alletonia	OH	43902
9	9928	Robert E. Hutchison	Yes	0.415	0.0854%	43-00117.000	Washington	Belmont	OH	0.4150	0.2151	0.1999		0.0009	249 Highlands Ave.	Athens	OH	45701
10	2091	Trevor H. Moore and Dawnell L. Moore	Yes	21.792	4.4833%	43-00128.000	Washington	Belmont	OH	21.7920	11.2970	10.4950		0.0448	55261 Pugh Ridge Rd.	Alletonia	OH	43902
11	N/A	VEM Appalachian Minerals LLC	Yes	31.922	6.5673%	43-00128.001	Washington	Belmont	OH	31.9220	16.5484	15.3736		0.0657	5333 Meadow Lane Court	Elyria	OH	44035
12	3349	Eric R. Butterfield and Jessica N. Butterfield	Yes	22.817	4.6941%	43-00148.000	Washington	Belmont	OH	22.8170	11.8283	10.9887		0.0489	54 Pontius St. NW	Mogadore	OH	44280
13	3349	American Energy Corporation	Yes	16.345	3.3626%	43-00148.001	Washington	Belmont	OH	16.3450	13.0760		3.2690	0.0336	46226 National Rd.	St. Clairsville	OH	43950
14	1061	Nelson G. Lindsey	Yes	0.987	0.2031%	43-00272.000	Washington	Belmont	OH	0.9870	0.5117	0.4753		0.0020	3908 Jupiter Lane	New Port Richey	FL	34652
15	3335	Leroy Lucas and Nina Lee Lucas	Yes	6.459	1.3288%	43-00285.000	Washington	Belmont	OH	6.4590	3.3483	3.1107		0.0133	46519 East Caplina Highway Rd.	Alletonia	OH	43902
16	3335	Leroy Lucas and Nina Lee Lucas	Yes	1.766	0.3633%	43-00286.000	Washington	Belmont	OH	1.7660	0.9155	0.8505		0.0036	46519 East Caplina Highway Rd.	Alletonia	OH	43902
17	3335	Leroy Lucas and Nina Lee Lucas	Yes	7.141	1.4691%	43-00286.000	Washington	Belmont	OH	7.1410	3.7019	3.4391		0.0147	46519 East Caplina Highway Rd.	Alletonia	OH	43902
18	N/A	The County of Belmont, Ohio by and through the Belmont County Board of Commissioners	Yes	0.891	0.1833%	43-00286.001	Washington	Belmont	OH	0.8910	0.4619	0.4291		0.0018	Main Street	St. Clairsville	OH	43950
19	3336	Mark A. Lucas and Delores K. Lucas	Yes	9.306	1.9145%	43-00289.000	Washington	Belmont	OH	9.3060	4.8242	4.4818		0.0191	55181 Pugh Ridge Rd.	Alletonia	OH	43902
20	9923	Brian D. Ballentine	Yes	23.297	4.7929%	43-00291.000	Washington	Belmont	OH	23.2970	12.0772	11.2198		0.0479	55481 - 55483 Pugh Ridge Rd.	Alletonia	OH	3902
21	N/A	Thomas C. Stubbs and Miriam E. Stubbs	Yes	8.270	1.7014%	43-00309.000	Washington	Belmont	OH	8.2700	4.2872	3.9828		0.0170	56014 Brands Run Drive	Alletonia	OH	43902
22	N/A	Thomas C. Stubbs and Miriam E. Stubbs	Yes	18.170	3.7381%	43-00310.000	Washington	Belmont	OH	18.1700	9.4193	8.7507		0.0374	56014 Brands Run Drive	Alletonia	OH	43902
23	N/A	The County of Belmont, Ohio by and through the Belmont County Board of Commissioners	Yes	0.279	0.0574%	43-00310.001	Washington	Belmont	OH	0.2790	0.1446	0.1344		0.0006	Main Street	St. Clairsville	OH	43950
24	N/A	Martin H. Mitchell and Loretta J. Mitchell	Yes	0.023	0.0047%	43-00310.002	Washington	Belmont	OH	0.0230	0.0119	0.0111		0.0000	5023 Dalton	Cleveland	OH	44127
25	N/A	Thomas C. Stubbs and Miriam E. Stubbs	Yes	0.522	0.1074%	43-00312.000	Washington	Belmont	OH	0.5220	0.2705	0.2514		0.0011	56014 Brands Run Drive	Alletonia	OH	43902
26	N/A	The County of Belmont, Ohio by and through the Belmont County Board of Commissioners	Yes	0.321	0.0660%	43-00312.001	Washington	Belmont	OH	0.3210	0.1664	0.1546		0.0007	Main Street	St. Clairsville	OH	43950
27	7771	George J. Perkins aka George J. Perkins Jr. and Shirley L. Perkins	Yes	13.291	2.7344%	43-00344.000	Washington	Belmont	OH	13.2910	6.8901	6.4009		0.0273	45245 Perkins Rd.	Bealsville	OH	43716
28	7770	George J. Perkins aka George J. Perkins Jr. and Shirley L. Perkins	Yes	33.057	6.8008%	43-00345.000	Washington	Belmont	OH	33.0570	17.1367	15.9203		0.0680	45245 Perkins Rd.	Bealsville	OH	43716
29	10152	American Energy Corporation	Yes	0.430	0.0885%	43-00369.006	Washington	Belmont	OH	0.4300	0.3440		0.0860	0.0009	46226 National Rd.	St. Clairsville	OH	43950
29	8932	Robert Dale Burgess (3.13%)	Yes	DMA	DMA	43-00369.006	Washington	Belmont	OH	DMA	DMA			DMA	7199 Praylor Rd.	Trussville	AL	35173
29	8885	Doris L. White and James W. White (3.13%)	Yes	DMA	DMA	43-00369.006	Washington	Belmont	OH	DMA	DMA			DMA	2401 Western Ave.	Farmington	NM	87401
29	8918	Helen Kay Ray (3.13%)	Yes	DMA	DMA	43-00369.006	Washington	Belmont	OH	DMA	DMA			DMA	7199 Praylor Rd.	Trussville	AL	35173
29	8984	Carol E. McAllister (3.13%)	Yes	DMA	DMA	43-00369.006	Washington	Belmont	OH	DMA	DMA			DMA	438 Bradford Lane	Graysville	AL	35073
29	8883	Lois R. Kemp and Kenneth R. Kemp (12.50%)	Yes	DMA	DMA	43-00369.006	Washington	Belmont	OH	DMA	DMA			DMA	64291 N. 26 Rd.	Bethesda	OH	43719
29	8880	Naomi J. Poulson Marmie (12.50%)	Yes	DMA	DMA	43-00369.006	Washington	Belmont	OH	DMA	DMA			DMA	50318 State Route 26	Bealsville	OH	43716
29	9174	Paul D. Poulson and John F. Poulson, Co-Trustees of the Poulson Family Irrevocable Trust U/A dated September 22, 2014 (12.50%)	Yes	DMA	DMA	43-00369.006	Washington	Belmont	OH	DMA	DMA			DMA	N4031 Bass Lake Rd.	Iron Mountain	MI	49801
30	10152	American Energy Corporation	Yes	1.810	0.3724%	43-00369.007	Washington	Belmont	OH	1.8100	1.4480		0.3620	0.0037	46226 National Rd.	St. Clairsville	OH	43950
30	8932	Robert Dale Burgess (3.13%)	Yes	DMA	DMA	43-00369.007	Washington	Belmont	OH	DMA	DMA			DMA	7199 Praylor Rd.	Trussville	AL	35173
30	8885	Doris L. White and James W. White (3.13%)	Yes	DMA	DMA	43-00369.007	Washington	Belmont	OH	DMA	DMA			DMA	2401 Western Ave.	Farmington	NM	87401
30	8918	Helen Kay Ray (3.13%)	Yes	DMA	DMA	43-00369.007	Washington	Belmont	OH	DMA	DMA			DMA	7199 Praylor Rd.	Trussville	AL	35173
30	8884	Carol E. McAllister (3.13%)	Yes	DMA	DMA	43-00369.007	Washington	Belmont	OH	DMA	DMA			DMA	438 Bradford Lane	Graysville	AL	35073
30	8883	Lois R. Kemp and Kenneth R. Kemp (12.50%)	Yes	DMA	DMA	43-00369.007	Washington	Belmont	OH	DMA	DMA			DMA	64291 N. 26 Rd.	Bethesda	OH	43719
30	8880	Naomi J. Poulson Marmie (12.50%)	Yes	DMA	DMA	43-00369.007	Washington	Belmont	OH	DMA	DMA			DMA	50318 State Route 26	Bealsville	OH	43716

TRACT NUMBER	GULFPORT LEASE ID NUMBER	LESSOR/OWNER	LEASED? Y/N	SURFACE ACRES IN UNIT	TRACT PARTICIPATION	TAX MAP PARCEL ID NUMBERS	TOWNSHIP	COUNTY	STATE	COMMITTED WORKING INTEREST (NET ACRES)	GULFPORT WORKING INTEREST	RICE WORKING INTEREST	MURRAY WORKING INTEREST	UNIT PARTICIPATION	ADDRESS	CITY	STATE	ZIP CODE
30	9174	Paul D. Poulson and John F. Poulson, Co-Trustees of the Poulson Family Irrevocable Trust U/A dated September 22, 2014 (12.50%)	Yes	DMA	DMA	43-00369.007	Washington	Belmont	OH	DMA	DMA	DMA	DMA	DMA	N4031 Bass Lake Rd	Iron Mountain	MI	49801
31	N/A	Debbie Jarman and Jim Jarman (4.17%)	Yes	0.010	0.0021%	43-00375.000	Washington	Belmont	OH	0.0103	0.0053	0.0050	0.0000	0.0000	7834 N. Walnut St. ext SE	Gradenthalten	OH	44629
31	3343	Gary Reed and Carolyn S. Reed (25%)	Yes	0.062	0.0127%	43-00375.000	Washington	Belmont	OH	0.0618	0.0320	0.0297	0.0001	0.0001	28816 Washington School Rd.	Excelsior Springs	MO	64024
31	N/A	Maxine Reed Truxx (25%)	Yes	0.062	0.0127%	43-00375.000	Washington	Belmont	OH	0.0618	0.0320	0.0297	0.0001	0.0001	1280 Goose Run Rd.	Marietta	OH	45750
31	N/A	Rick Reed (4.17%)	Yes	0.010	0.0021%	43-00375.000	Washington	Belmont	OH	0.0103	0.0053	0.0050	0.0000	0.0000	314 N. Algonquin Ave.	Columbus	OH	43204
31	N/A	Rodney Reed (4.17%)	Yes	0.010	0.0021%	43-00375.000	Washington	Belmont	OH	0.0103	0.0053	0.0050	0.0000	0.0000	1488 King Ave Apt. B	Columbus	OH	43002
31	N/A	Ruth Hogdon and Elliot B. Hogdon (25%)	Yes	0.062	0.0127%	43-00375.000	Washington	Belmont	OH	0.0618	0.0320	0.0297	0.0001	0.0001	109 S. Knox St.	Westerville	OH	43081
31	N/A	Shane Bradley Reed and Sherry Reed (4.17%)	Yes	0.010	0.0021%	43-00375.000	Washington	Belmont	OH	0.0103	0.0053	0.0050	0.0000	0.0000	4729 Deephollow	Columbus	OH	43228
31	N/A	Terry Reed and Betty Darline Reed (4.17%)	Yes	0.010	0.0021%	43-00375.000	Washington	Belmont	OH	0.0103	0.0053	0.0050	0.0000	0.0000	5617 Countrie Glen Drive	Galloway	OH	34119
32	N/A	Marcia Jo Wells and Steven J. Wells (50%)	Yes	8.304	1.7084%	43-00376.000	Washington	Belmont	OH	8.3040	4.3048	3.9992	0.0171	0.0171	56014 Brands Run St.	Alletonia	OH	43902
32	N/A	Greg M. Stubbs & Debra L. Stubbs (50%)	Yes	8.304	1.7084%	43-00376.000	Washington	Belmont	OH	8.3040	4.3048	3.9992	0.0171	0.0171	845 Catalpa Place	Marysville	OH	43040
33	N/A	Marcia Jo Wells and Steven J. Wells	Yes	46.655	9.5982%	43-00377.000	Washington	Belmont	OH	46.6545	24.1857	22.4688	0.0860	0.0860	56014 Brands Run St.	Marysville	OH	43902
33	N/A	Greg M. Stubbs & Debra L. Stubbs	Yes	46.655	9.5982%	43-00377.000	Washington	Belmont	OH	46.6545	24.1857	22.4688	0.0860	0.0860	845 Catalpa Place	Marysville	OH	43040
34	N/A	Elaine R. Saffell	Yes	12.237	2.5175%	43-00388.000	Washington	Belmont	OH	12.2370	6.3437	5.8933	0.0252	0.0252	7599 Marywood	Newburgh	IN	47630
35	N/A	Martin H. Mitchell and Loretta J. Mitchell	Yes	44.895	9.2362%	43-00393.000	Washington	Belmont	OH	44.8950	23.2736	21.6214	0.0924	0.0924	5023 Dalton	Cleveland	OH	44127
36	9031	The Ohio Valley Coal Company	Yes	0.565	0.1162%	43-00429.000	Washington	Belmont	OH	0.5650	0.4520	0.4520	0.1130	0.1130	46226 National Rd.	St. Clairsville	OH	43950
36	5071	Howard E. Perkins (33.33%)	Yes	DMA	DMA	43-00429.000	Washington	Belmont	OH	DMA	DMA	DMA	DMA	DMA	55490 Belmont Ridge Rd.	Bealsville	OH	43716
36	5071	Reuben Perkins (33.33%)	Yes	DMA	DMA	43-00429.000	Washington	Belmont	OH	DMA	DMA	DMA	DMA	DMA	70207 Crescent Rd.	St. Clairsville	OH	43950
37	N/A	VEM Appalachian Minerals LLC	Yes	1.064	0.2189%	43-00454.000	Washington	Belmont	OH	1.0640	0.5516	0.5124	0.0022	0.0022	5333 Meadow Lane Court	Elyria	OH	44035
38	N/A	Thomas C. Stubbs and Miriam E. Stubbs	Yes	0.394	0.0811%	43-00506.000	Washington	Belmont	OH	0.3940	0.2042	0.1898	0.0006	0.0006	56014 Brands Run Drive	Alletonia	OH	43902
39	9031	The Ohio Valley Coal Company	Yes	22.942	4.7198%	43-00515.000	Washington	Belmont	OH	22.9420	18.3536	18.3536	4.5884	4.5884	46226 National Rd.	St. Clairsville	OH	43950
39	5071	Howard E. Perkins (33.33%)	Yes	DMA	DMA	43-00515.000	Washington	Belmont	OH	DMA	DMA	DMA	DMA	DMA	55490 Belmont Ridge Rd.	Bealsville	OH	43716
39	5071	Reuben Perkins (33.33%)	Yes	DMA	DMA	43-00515.000	Washington	Belmont	OH	DMA	DMA	DMA	DMA	DMA	70207 Crescent Rd.	St. Clairsville	OH	43950
40	3363	Gene Deaton and Carolyn Deaton	Yes	3.108	0.6394%	43-00696.000	Washington	Belmont	OH	3.1080	1.6112	1.4968	0.0064	0.0064	55560 Saffell Rd.	Alletonia	OH	43902
41	3363	Gene Deaton and Carolyn Deaton	Yes	15.460	3.1806%	43-00713.000	Washington	Belmont	OH	15.4600	8.0145	7.4455	0.0318	0.0318	55560 Saffell Rd.	Alletonia	OH	43902
42	2071	Dale A. Jonard	Yes	12.182	2.5062%	43-00727.000	Washington	Belmont	OH	12.1820	6.3151	5.8669	0.0251	0.0251	55625 Saffell Church Rd.	Alletonia	OH	43902
43	3363	Gene Deaton and Carolyn Deaton	Yes	6.153	1.2659%	43-00728.000	Washington	Belmont	OH	6.1530	3.1897	2.9533	0.0127	0.0127	55560 Saffell Rd.	Alletonia	OH	43902
44	2077	David A. Morris and Nancy K. Morris	Yes	1.603	0.3298%	43-00749.000	Washington	Belmont	OH	1.6030	0.8310	0.7720	0.0033	0.0033	55930 Crabapple Rd.	Alletonia	OH	43902
45	N/A	The County of Belmont, Ohio by and through the Belmont County Board of Commissioners	Yes	0.020	0.0041%	43-60001.000	Washington	Belmont	OH	0.0200	0.0104	0.0096	0.0000	0.0000	Main Street	St. Clairsville	OH	43950
46	N/A	The County of Belmont, Ohio by and through the Belmont County Board of Commissioners	Yes	0.101	0.0208%	43-60002.000	Washington	Belmont	OH	0.1010	0.0524	0.0486	0.0002	0.0002	Main Street	St. Clairsville	OH	43950
47	9729	Consolidated Land Company	Yes	1.162	0.2381%	43-00752.000	Washington	Belmont	OH	1.1620	0.9296	0.8624	0.2324	0.2324	46226 National Rd.	St. Clairsville	OH	43950
48	10152	American Energy Corporation	Yes	0.002	0.0004%	43-00369.005	Washington	Belmont	OH	0.0020	0.0016	0.0016	0.0004	0.0004	46226 National Rd.	St. Clairsville	OH	43950
48	8932	Robert Dale Burgess (3.13%)	Yes	DMA	DMA	43-00369.005	Washington	Belmont	OH	DMA	DMA	DMA	DMA	DMA	7199 Praylor Rd.	Trussville	AL	35173
48	8885	Doris L. White and James W. White (3.13%)	Yes	DMA	DMA	43-00369.005	Washington	Belmont	OH	DMA	DMA	DMA	DMA	DMA	2401 Western Ave.	Farrington	NM	87401
48	8918	Helen Kay Ray (3.13%)	Yes	DMA	DMA	43-00369.005	Washington	Belmont	OH	DMA	DMA	DMA	DMA	DMA	7199 Praylor Rd.	Trussville	AL	35173
48	8884	Carol E. McAllister (3.13%)	Yes	DMA	DMA	43-00369.005	Washington	Belmont	OH	DMA	DMA	DMA	DMA	DMA	438 Bradford Lane	Graysville	AL	35073
48	8863	Lois R. Kemp and Kenneth R. Kemp (12.50%)	Yes	DMA	DMA	43-00369.005	Washington	Belmont	OH	DMA	DMA	DMA	DMA	DMA	64291 N. 26 Rd.	Bethesda	OH	43719
48	8880	Naomi J. Poulson Marmie (12.50%)	Yes	DMA	DMA	43-00369.005	Washington	Belmont	OH	DMA	DMA	DMA	DMA	DMA	50318 State Route 26	Bealsville	OH	43716
48	9174	Paul D. Poulson and John F. Poulson, Co-Trustees of the Poulson Family Irrevocable Trust U/A dated September 22, 2014 (12.50%)	Yes	DMA	DMA	43-00369.005	Washington	Belmont	OH	DMA	DMA	DMA	DMA	DMA	N4031 Bass Lake Rd.	Iron Mountain	MI	49801
49	N/A	Norfolk Southern Railway Corporation	Yes	12.788	2.6309%	43-90010.000	Washington	Belmont	OH	12.7880	6.6293	6.1587	0.0263	0.0263	P.O. Box 1517	Bluefield	WV	24701
50	N/A	Thomas C. Stubbs and Miriam E. Stubbs	Yes	0.830	0.1708%	43-00311.000	Washington	Belmont	OH	0.8300	0.4303	0.3997	0.0017	0.0017	56014 Brands Run Drive	Alletonia	OH	43902
TOTAL NET LEASED ACRES: 486.055														8.8250				
TOTAL UNIT ACRES: 486.075														212.8382				
TOTAL NET LEASED ACRES: 486.0647														264.4015				
TOTAL UNIT ACRES: 486.075														1.0000				

Exhibit C

Unitized Parties

Attached to and made a part of that certain Unit Operating Agreement dated May 1, 2015 as approved by the Ohio Department of Natural Resources for the George Southeast Unit

TRACT NUMBER	LESSOR/OWNER	ADDRESS	LEASED YES/NO	NET ACRES IN UNIT	TRACT PARTICIPATION	TAX MAP PARCEL ID NUMBERS	PROPERTY TOWNSHIP	PROPERTY COUNTY	STATE	OWNER CITY	OWNER STATE	OWNER ZIP CODE	UNIT PARTICIPATION
29	Anna Carle (16.67% DMA Interest)	1600 Sedgefield Dr.	No	DMA	DMA	43-00369.006	Washington	Belmont	OH	Murrells Inlet	SC	29576	DMA
29	William E. Carle (8.33% DMA Interest)	1600 Terrace Way	No	DMA	DMA	43-00369.006	Washington	Belmont	OH	Walnut Creek	CA	94596	DMA
29	Thomas W. Carle (8.33% DMA Interest)	P.O. Box 506	No	DMA	DMA	43-00369.006	Washington	Belmont	OH	Odessa	DE	19730	DMA
29	Michael G. Carle (8.33% DMA Interest)	1600 Sedgefield Dr.	No	DMA	DMA	43-00369.006	Washington	Belmont	OH	Murrells Inlet	SC	29576	DMA
29	Susan L. Carle (8.33% DMA Interest)	1087 Wynwood Avenue	No	DMA	DMA	43-00369.006	Washington	Belmont	OH	Abington	PA	19012	DMA
30	Anna Carle (16.67% DMA Interest)	1600 Sedgefield Dr.	No	DMA	DMA	43-00369.007	Washington	Belmont	OH	Murrells Inlet	SC	29576	DMA
30	William E. Carle (8.33% DMA Interest)	1600 Terrace Way	No	DMA	DMA	43-00369.007	Washington	Belmont	OH	Walnut Creek	CA	94596	DMA
30	Thomas W. Carle (8.33% DMA Interest)	P.O. Box 506	No	DMA	DMA	43-00369.007	Washington	Belmont	OH	Odessa	DE	19730	DMA
30	Michael G. Carle (8.33% DMA Interest)	1600 Sedgefield Dr.	No	DMA	DMA	43-00369.007	Washington	Belmont	OH	Murrells Inlet	SC	29576	DMA
30	Susan L. Carle (8.33% DMA Interest)	1087 Wynwood Avenue	No	DMA	DMA	43-00369.007	Washington	Belmont	OH	Abington	PA	19012	DMA
31	Randy Reed	5617 Countrie Glen Drive	No	0.010	0.000021	43-00375.000	Washington	Belmont	OH	Galloway	OH	43119	0.002117%
48	Anna Carle (16.67% DMA Interest)	1600 Sedgefield Dr.	No	DMA	DMA	43-00369.005	Washington	Belmont	OH	Murrells Inlet	SC	29576	DMA
48	William E. Carle (8.33% DMA Interest)	1600 Terrace Way	No	DMA	DMA	43-00369.005	Washington	Belmont	OH	Walnut Creek	CA	94596	DMA
48	Thomas W. Carle (8.33% DMA Interest)	P.O. Box 506	No	DMA	DMA	43-00369.005	Washington	Belmont	OH	Odessa	DE	19730	DMA
48	Michael G. Carle (8.33% DMA Interest)	1600 Sedgefield Dr.	No	DMA	DMA	43-00369.005	Washington	Belmont	OH	Murrells Inlet	SC	29576	DMA
48	Susan L. Carle (8.33% DMA Interest)	1087 Wynwood Avenue	No	DMA	DMA	43-00369.005	Washington	Belmont	OH	Abington	PA	19012	DMA
TOTAL UNITIZED ACRES:												0.010	
TOTAL UNIT ACRES:												486.075	
TOTAL UNIT PARTICIPATION:												0.002117%	

