



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 9, 2014

ORDER NO. 2014-543

**TO: R.E. Gas Development, LLC
366 Walker Drive
State College, Pennsylvania 16801**

**RE: Application for Unitization
Goebeler Southeast Unit
Carroll 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:

BACKGROUND

- 1) On May 13, 2014, R.E. Gas Development, LLC (“Rex”) 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. The proposed “Unit Area” is 544 acres in Washington, Harrison, Brown, and Augusta Townships, Carroll County, Ohio. The proposed Unit Area is comprised of a total of eighty-seven (87) tracts, and known as the “Goebeler Southeast Unit.” The application included a Unit Plan, Unit Operating Agreement, and relevant exhibits. The application also included the pre-filed testimony of the following Rex employees: David Pratt, Geologist; Luis Rodriguez, Reservoir Engineer; and David Rogers, Landman.

- 2) Pursuant to R.C. 1509.28, the Division held a hearing on September 10, 2014, 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, Rex employees Pratt and Rogers confirmed their pre-filed testimony and answered questions posed by Division staff members. Rex employee Rodriguez was unavailable to testify at the hearing; in his place, Rex provided petroleum engineer Alex Azizi, who confirmed Mr. Rodriguez's pre-filed testimony, provided additional testimony based on his own evaluation of the application, and answered questions posted by Division staff members. Rex also called Matt Matheny, senior landman, as a witness during the hearing, who testified and answered questions posed by the Division.
- 3) Rex's application for unitization of the Goebeler Southeast Unit proposed to include three (3) unleased tracts owned by the following "unleased mineral owners": James and Tammy Hughes, 1.6871 acres (Tract 29); Robert Barnard and Sheila Adkins, 2.6476 acres (Tract 36); and Gary Lee and Patricia Hawthorne, 5.0500 acres (Tract 64). The Division provided notice of the September 10, 2014 hearing, return receipt requested, to all unleased mineral owners. Addresses and title work were provided by Rex. Although notified of the hearing, no unleased mineral owners or their representatives attended the hearing, and the Division did not receive any comments from these parties. At the hearing, Rex informed the Division that it had obtained a voluntary lease agreement with Robert Barnard and Sheila Adkins for the 2.6476 acres to be included in the Goebeler Southeast Unit. On October 10, 2014, Rex provided the Division with documentation confirming the voluntary lease agreement with Robert Barnard and Sheila Adkins; in light of this, Robert Barnard and Sheila Adkins are no longer considered "unleased mineral owners" for the purpose of this Order.

FINDINGS

- 4) Based on the application submitted by Rex, and subsequent testimony by its employees, the Chief finds that Rex has established that it is the "owner," as that term is defined in R.C. 1509.01(K), of at least ninety-eight percent (98%) of the land area overlying the pool in the Goebeler Southeast Unit, which is greater than the sixty-five percent (65%) as required by R.C. 1509.28(A).
- 5) Based on the application submitted by Rex, and subsequent testimony by its employees, the Chief finds that the operation of the Goebeler Southeast Unit is reasonably necessary to increase substantially the ultimate recovery of oil and gas ("oil" and "gas" are defined in R.C. 1509.01).
- 6) Based on the application submitted by Rex, and subsequent testimony by its employees, the Chief finds the value of the estimated additional recovery of oil and gas ("oil" and "gas" are defined in R.C. 1509.01) from the Goebeler Southeast Unit exceeds the estimated additional cost incident to conducting the operation of the Goebeler Southeast Unit.

ORDER

IT IS HEREBY ORDERED:

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

Plan for Unit Operations

- 1) The Unit Area is comprised of eighty-seven (87) tracts totaling 544 acres in Washington, Harrison, Brown, and Augusta Townships, Carroll County, Ohio, as shown in Exhibits A and B.
- 2) Rex proposes to drill up to two (2) wells from a single pad site in the Goebeler 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 (as those terms are defined in R.C. 1509.01) from the Utica/Point Pleasant Formations within the Unit Area, Rex shall drill, complete, and produce from the two (2) wells no later than three (3) years after the initial well is completed for production. If Rex 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 Rex at the Goebeler 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) 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. For purposes of this Order, any unleased mineral owner is not a working interest owner, and the proportionate share of the expenses allotted to the unleased mineral owners shall be allocated to the participating working interest owners.
- 5) All unit operation expenses shall be charged to, and paid by, the working interest owners of each tract in amounts based on the Unit Participation. All unit operation expenses concerning wells and operating equipment shall be just and reasonable.
- 6) If necessary, Rex and all other participating 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-participating working interest owner." Rex and all other participating working interest owners' reasonable interest charge for carrying or financing the non-participating working interest owner shall be determined by the terms of Rex's Unit Plan and Unit Operating Agreement for the Goebeler 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) Rex 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 Rex's Unit Plan and Unit Operating Agreement for the Goebeler Southeast.
- 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 Goebeler 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 Goebeler 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, Rex 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 Goebeler Southeast Unit, the Chief may issue an order reducing the Unit Area to the minimum amount of acreage necessary to support those wells that have been drilled and are producing.
- 9) The following additional provisions are found to be appropriate:
 - a) No activity associated with the drilling, completion, or operation of the Goebeler 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 Goebeler 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. Rex 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 Rex recovers a reasonable interest charge equal to 200% of the cost of drilling, testing, completing, and producing the initial well, Rex shall begin making such monthly payments for that well. For each additional well drilled in the Unit Area, Rex shall begin making monthly payments equal to seven-eighths (7/8) share of net proceeds from production to each unleased mineral owner once Rex has recovered a reasonable interest charge equal to 150% of the cost of drilling, testing, completing, and producing the well. 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 an unleased mineral owner from entering into a lease agreement with Rex pursuant to terms agreeable to both parties. An unleased mineral owner who enters into a lease with Rex after the issuance of this Chief's Order is no longer an unleased mineral owner under this Chief's Order as of the effective date of the lease. Rex shall notify the Division upon the execution of a lease agreement with any unleased mineral owner who is subject to this Chief's 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. 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-participating working interest owner, or in any manner by the Division, Rex 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 Rex; and
 - iii. A statement of all costs and expenses for purposes of Paragraphs 6 and 9(d) of this Order.
- h) Rex shall notify the Division of the assignment or transfer of any of its working interest in the Goebeler Southeast Unit. If Rex assigns or transfers any of its working interest, the assignee or transferee shall comply with this Order.

- i) Rex shall notify the Division if a tract that is leased by Rex, or any other working interest owner, for purposes of operating the Goebeler Southeast Unit becomes an unleased tract. If Rex or the working interest owner is unable to enter into lease agreement for the unleased tract, Rex 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 Rex provides the Chief with final written approval of the unit operations as prescribed in this Order from Rex, who is required to pay at least sixty-five percent (65%) of the costs of the unit operations, and from the royalty owners or unleased 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 Rex 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 Rex, to the unleased mineral owners, and to the non-participating working interest owners.
- 11) In the event that this Chief's Order is appealed, the time periods as specified in this Chief's Order are tolled pending final determination of the appeal.
- 12) Within twenty-one (21) days of this Order becoming effective, Rex shall file a copy of this Order within the Carroll County (Ohio) Recorder's Office, in the records of each of the eighty-seven (87) tracts that are subject to this Order and referenced in Exhibits A and B. Rex 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 Goebeler 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 waiver of any private right or cause of action that may be brought by or against any party to this Order.
- 15) In the event of a conflict between the Plan for Unit Operations contained in this Chief's Order, and Rex's Unit Plan and Unit Operating Agreement, this Chief's Order shall take precedence.

Dec. 9, 2014
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

CERTIFIED MAIL TO: 91 7199 9991 7034 1929 2584

Suzanne Reynolds
Manager, Permitting
R.E. Gas Development, LLC
366 Walker Drive
State College, PA 16801

91 7199 9991 7034 1929 2591

W. Jonathan Airey
Gregory D. Russell
J. Taylor Airey
James A. Carr II
Vorys, Sater, Seymour and Pease LLP
52 E. Gay Street
P.O. Box 1008
Columbus, OH 43216-1008

91 7199 9991 7034 1929 2607

R.E. Gas Development, LLC
Goebeler Southeast Unit Order
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Chief's Order No. 2014-543

James F. and Tammy S. Hughes
4171 Lunar Road
Carrollton, OH 44615

91 7199 9991 7034 1929 2614

Gary Lee and Patricia Hawthorne
211 Dane Avenue NE
Canton, OH 44704

91 7199 9991 7034 1929 2621

Chesapeake Exploration, LLC
Attn: Jeff Pinter
P.O. Box 18496
Oklahoma City, OK 73154-0496

91 7199 9991 7034 1929 2638

TOTAL E&P USA, Inc.
Attn: Fabien Colmet Daage
1201 Louisiana, Suite 1800
Houston, TX 77002

91 7199 9991 7034 1929 2645

Exhibit A
Chief's Order No. 2014-543
Goebeler Southeast Unit

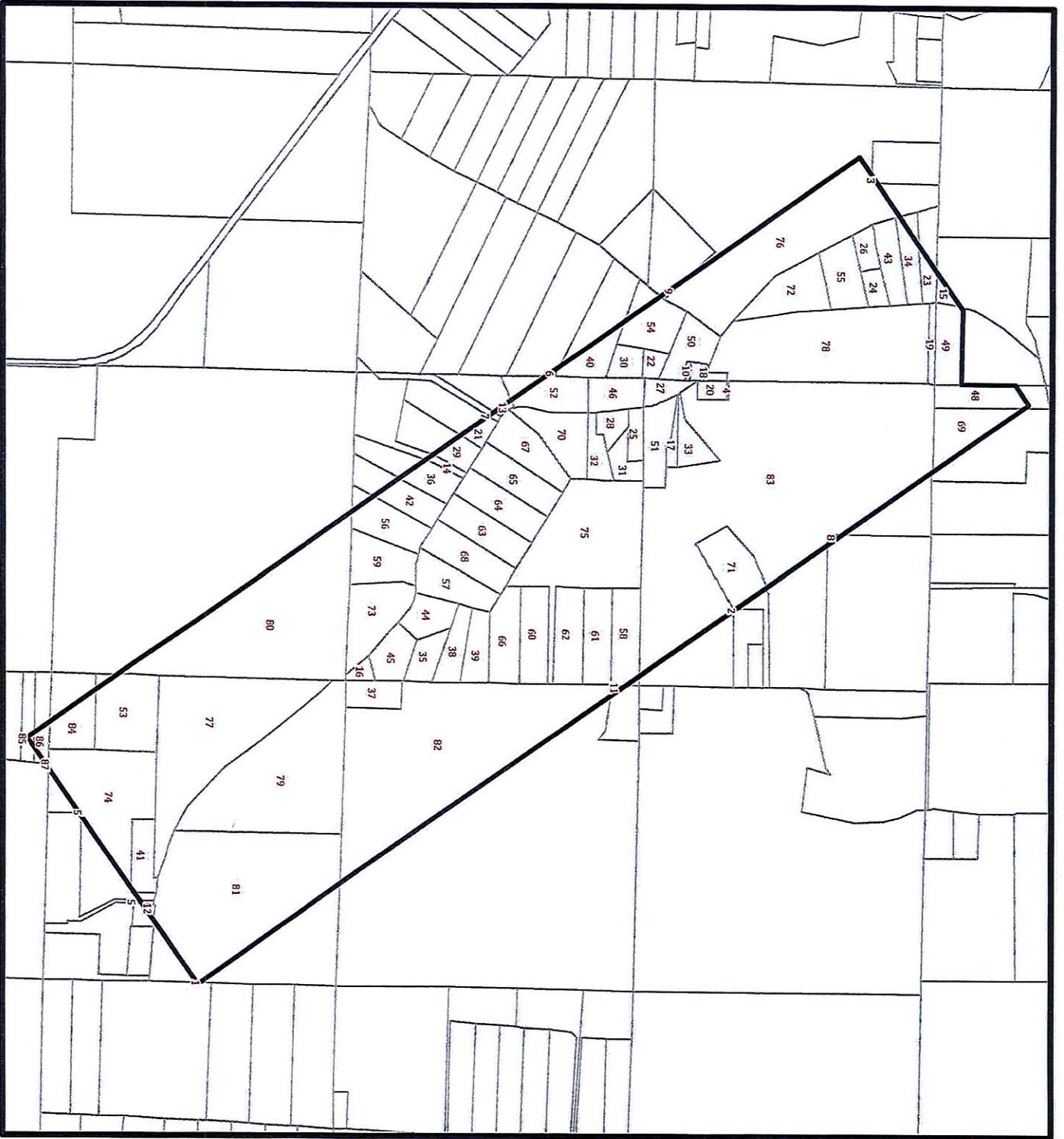


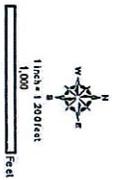
Exhibit "A-1"

Goebeler SE Unit

Unit Acres: 544.5415

Goebeler SE Unit
 Washington/Harrison Townships
 Carroll County, OH


 Unit



366 Walker Drive
 State College, PA 16801
 Phone: (814) 278-7267 Fax: (814) 278-7286
 www.RexEnergy.com

NAD_1983_StatePlane_Ohio_North_Feet
 Projection: Lambert_Conformal_Conic
 Datum: D_North_American_1983
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Exhibit B
Chief's Order No. 2014-543
Goebeler Southeast Unit

Tracts Within The Goebeler Southeast Unit Contract Area
 Exhibit "A-2"

Tract	Current Mineral Owner	Leased Yes/No	Surface Acres In Unit	Tract Participation ¹	Current Mineral Owner Working Interest	Current Mineral Owner Unit Participation	R.E. Gas Working Interest ²	R.E. Gas Unit Participation	Crsk. Working Interest ³	Crsk. Unit Participation	Total E&P Working Interest ⁴	Total E&P Unit Participation	Parcel ID	Township	Address
1	WILLIAM J III & FRANCES C KRILLS	Yes	0.0026	0.00000477	0.00000000	0.00000000	1.00000000	0.00000477	0.00000000	0.00000000	0.00000000	0.00000000	34-0000296.001	Washington	3189 KENSINGTON RD CARROLLTON, OH 44615
2	RUTHLENE & EUGENE H KINSEY	Yes	0.0039	0.00000716	0.00000000	0.00000000	1.00000000	0.00000716	0.00000000	0.00000000	0.00000000	0.00000000	34-0000587.002	Washington	4181 MACAW RD NE, CARROLLTON, OH 44615
3	WILLIAM R GOEBELER	Yes	0.0226	0.00004150	0.00000000	0.00000000	1.00000000	0.00004150	0.00000000	0.00000000	0.00000000	0.00000000	15-0000403.000	Harrison	90 SPRING RD NW, MINERVA, OH 44657
4	THE BOARD OF TRUSTEES OF WASHINGTON TOWNSHIP, CARROLL COUNTY, OHIO	Yes	0.0530	0.00009733	0.00000000	0.00000000	1.00000000	0.00009733	0.00000000	0.00000000	0.00000000	0.00000000	34-0000588.000	Washington	KEVIN L DAVIS, CHRISTOPHER KEYSER, DARRELL SHAFER, TRUSTEES, 2222 CHANNEL RD NE, CARROLLTON, OH 44615
5	DAVID R & MICHELLE L DAY	Yes	0.0664	0.00012194	0.00000000	0.00000000	1.00000000	0.00012194	0.00000000	0.00000000	0.00000000	0.00000000	34-0000470.004	Washington	3407 LUNAR RD, CARROLLTON, OH 44615
6	WILLIAM F & KATHLEEN C HURDLE	Yes	0.0778	0.00014287	0.00000000	0.00000000	0.50000000	0.00007144	0.00000000	0.00000000	0.00000000	0.00000000	15-0004571.009	Harrison	1616 LEXINGTON AVENUE, MANSFIELD, OH 44907
7	PATRICK J & PATRICIA S KNITTLE	Yes	0.0778	0.00014287	0.00000000	0.00000000	0.50000000	0.00007144	0.00000000	0.00000000	0.00000000	0.00000000	15-0004571.009	Harrison	4290 RUBY ROAD NW, CARROLLTON, OH 44615
8	DAVID A & HELEN WAY	Yes	0.1251	0.00022973	0.00000000	0.00000000	1.00000000	0.00022973	0.00000000	0.00000000	0.00000000	0.00000000	34-0000117.002	Washington	4179 LUNAR RD, CARROLLTON, OH 44615
9	JOHN C & JUDITH H CHILDERS	Yes	0.1373	0.00025214	0.00000000	0.00000000	1.00000000	0.00025214	0.00000000	0.00000000	0.00000000	0.00000000	34-0000587.003	Washington	PO BOX 252, CARROLLTON, OH 44615
10	RICHARD A & MARGA C STERBACH	Yes	0.1391	0.00025544	0.00000000	0.00000000	1.00000000	0.00025544	0.00000000	0.00000000	0.00000000	0.00000000	15-0004570.000	Harrison	4293 RUBY ROAD, CARROLLTON, OH 44615
11	HARSH BIBLE CHURCH	Yes	0.2320	0.00042605	0.00000000	0.00000000	1.00000000	0.00042605	0.00000000	0.00000000	0.00000000	0.00000000	15-0005098.000	Harrison	HENRY E FRASE, TRUSTEE, 4236 LUNAR RD, CARROLLTON, OH 44615
12	CHRISTOPHER J & MEGAN L KEYSER	Yes	0.1603	0.00029438	0.00000000	0.00000000	1.00000000	0.00029438	0.00000000	0.00000000	0.00000000	0.00000000	34-0000181.000	Washington	4126 MACAW RD NE, CARROLLTON, OH 44615
13	BRYAN JAY HELLMAN	Yes	0.1656	0.00030411	0.00000000	0.00000000	1.00000000	0.00030411	0.00000000	0.00000000	0.00000000	0.00000000	34-0000471.000	Washington	3399 LUNAR RD NE, CARROLLTON, OH 44615
14	GREGORY S & MARIE L KINKADE	Yes	0.2413	0.00044313	0.00000000	0.00000000	1.00000000	0.00044313	0.00000000	0.00000000	0.00000000	0.00000000	34-0000117.022	Washington	4181 LUNAR RD, CARROLLTON, OH 44615
15	EDWARD M & JOANNE M GROSSO	Yes	0.4938	0.00091049	0.00000000	0.00000000	1.00000000	0.00091049	0.00000000	0.00000000	0.00000000	0.00000000	34-0000117.004	Washington	5771 RED FOX CIRCLE, CLINTON, OH 44216
16	DAVID A & JODI A GASCON	Yes	0.6700	0.00123039	0.00000000	0.00000000	1.00000000	0.00123039	0.00000000	0.00000000	0.00000000	0.00000000	04-0000518.000	Center	5078 LYNN ROAD, MINERVA, OH 44657
17	REGINA STEFFLER	Yes	0.6600	0.00121203	0.00000000	0.00000000	1.00000000	0.00121203	0.00000000	0.00000000	0.00000000	0.00000000	34-0000378.000	Washington	4006 MACAW RD NE, CARROLLTON, OH 44615
18	EARL DAYTON WARNER ⁵	Yes	0.8310	0.00152605	0.00000000	0.00000000	1.00000000	0.00152605	0.00000000	0.00000000	0.00000000	0.00000000	34-0000494.001	Washington	4226 LUNAR ROAD NW, CARROLLTON, OH 44615
19	HARSH BIBLE CHURCH	Yes	0.7010	0.00128732	0.00000000	0.00000000	1.00000000	0.00128732	0.00000000	0.00000000	0.00000000	0.00000000	15-6001400.000	Harrison	HENRY E FRASE, TRUSTEE, 4236 LUNAR RD, CARROLLTON, OH 44615
20	EARL DAYTON WARNER ⁵	Yes	1.0090	0.00185293	0.00000000	0.00000000	1.00000000	0.00185293	0.00000000	0.00000000	0.00000000	0.00000000	15-0000781.001	Harrison	4226 LUNAR ROAD NW, CARROLLTON, OH 44615
21	THE BOARD OF TRUSTEES OF WASHINGTON TOWNSHIP, CARROLL COUNTY, OHIO	Yes	1.0000	0.00183641	0.00000000	0.00000000	1.00000000	0.00183641	0.00000000	0.00000000	0.00000000	0.00000000	34-0000004.000	Washington	KEVIN L DAVIS, CHRISTOPHER KEYSER, DARRELL SHAFER, TRUSTEES, 2222 CHANNEL RD NE, CARROLLTON, OH 44615
22	DEVIN C HERRINGTON & MELISSA M BARTHEL	Yes	1.0384	0.00190693	0.00000000	0.00000000	1.00000000	0.00190693	0.00000000	0.00000000	0.00000000	0.00000000	34-0000117.015	Washington	4177 LUNAR RD NW, CARROLLTON, OH 44615
23	WILLIAM F & KATHLEEN C HURDLE	Yes	1.0940	0.00200903	0.00000000	0.00000000	0.50000000	0.00100451	0.00000000	0.00000000	0.00000000	0.00000000	15-0005097.004	Harrison	1616 LEXINGTON AVENUE, MANSFIELD, OH 44907
24	JERRY L & JOYCE M TINLIN	Yes	1.0940	0.00200903	0.00000000	0.00000000	0.50000000	0.00100451	0.00000000	0.00000000	0.00000000	0.00000000	4221 LUNAR RD NW, CARROLLTON, OH 44615		
25	WILLIAM R GOEBELER	Yes	1.2131	0.00222775	0.00000000	0.00000000	1.00000000	0.00222775	0.00000000	0.00000000	0.00000000	0.00000000	15-0000340.002	Harrison	90 SPRING RD NW, MINERVA, OH 44657
26	JOSHUA M & AMBER CASPER	Yes	1.4500	0.00266279	0.00000000	0.00000000	1.00000000	0.00266279	0.00000000	0.00000000	0.00000000	0.00000000	15-0000340.004	Harrison	4331 RUBY ROAD NW, MINERVA, OH 44657
27	RONNIE L & PATRICIA A CLAPER	Yes	1.5010	0.00275645	0.00000000	0.00000000	1.00000000	0.00275645	0.00000000	0.00000000	0.00000000	0.00000000	34-0000291.002	Washington	4200 LUNAR RD NE, CARROLLTON, OH 44615
28	WAYNE A ROGERS	Yes	1.5020	0.00275828	0.00000000	0.00000000	1.00000000	0.00275828	0.00000000	0.00000000	0.00000000	0.00000000	15-0000340.001	Harrison	4330 LUNAR ROAD NW, MINERVA, OH 44657
29	JERRY L & JOYCE M TINLIN	Yes	1.6620	0.00305211	0.00000000	0.00000000	1.00000000	0.00305211	0.00000000	0.00000000	0.00000000	0.00000000	34-0000336.000	Washington	4221 LUNAR RD NW, CARROLLTON, OH 44615
30	JUDITH ANN ROACH	Yes	1.5910	0.00292172	0.00000000	0.00000000	1.00000000	0.00292172	0.00000000	0.00000000	0.00000000	0.00000000	34-0000291.000	Washington	4196 LUNAR RD NE, CARROLLTON, OH 44615
31	JAMES F & TAMMY S HUDGES	No	1.6821	0.00309820	0.00000000	0.00309820	0.00000000	0.00175010	0.00000000	0.00000000	0.00000000	0.00000000	34-0000117.028	Washington	4171 LUNAR RD NE, CARROLLTON, OH 44615
32	WILLIAM F & KATHLEEN C HURDLE	Yes	1.9060	0.00350019	0.00000000	0.00000000	0.50000000	0.00175010	0.00000000	0.00000000	0.00000000	0.00000000	15-0005097.003	Harrison	1616 LEXINGTON AVENUE, MANSFIELD, OH 44907
33	MARY J ROHR	Yes	1.9060	0.00350019	0.00000000	0.00000000	0.50000000	0.00175010	0.00000000	0.00000000	0.00000000	0.00000000	15-0005097.003	Harrison	4199 LUNAR ROAD, CARROLLTON, OH 44615
34	PHILLIP T & ERIN MARIE ROACH	Yes	1.8480	0.00339368	0.00000000	0.00000000	1.00000000	0.00339368	0.00000000	0.00000000	0.00000000	0.00000000	34-0000291.003	Washington	4198 LUNAR RD NE, CARROLLTON, OH 44615
35	PHILLIP T & ERIN MARIE ROACH	Yes	2.1070	0.00386931	0.00000000	0.00000000	1.00000000	0.00386931	0.00000000	0.00000000	0.00000000	0.00000000	34-0000291.001	Washington	4198 LUNAR RD NE, CARROLLTON, OH 44615
36	EARL DAYTON WARNER ⁵	Yes	2.9030	0.00533109	0.00000000	0.00000000	1.00000000	0.00533109	0.00000000	0.00000000	0.00000000	0.00000000	34-0000587.001	Washington	4226 LUNAR ROAD NW, CARROLLTON, OH 44615
37	WILLIAM R GOEBELER	Yes	2.5036	0.00459763	0.00000000	0.00000000	1.00000000	0.00459763	0.00000000	0.00000000	0.00000000	0.00000000	15-0000340.003	Harrison	90 SPRING RD NW, MINERVA, OH 44657
38	ROGER D & KELLEEN S ROUDEBUSI	Yes	2.6416	0.00451940	0.00000000	0.00000000	1.00000000	0.00451940	0.00000000	0.00000000	0.00000000	0.00000000	34-0000117.012	Washington	4051 MACAW RD NE, CARROLLTON, OH 44615
39	ROBERT C BERNARD & SHEILA C ADKINS	Yes	2.6416	0.00451940	0.00000000	0.00000000	1.00000000	0.00451940	0.00000000	0.00000000	0.00000000	0.00000000	34-0000117.023	Washington	4165 LUNAR RD, CARROLLTON, OH 44615
40	CHARLES E & JOANNE J KEYSER	Yes	2.8700	0.00527049	0.00000000	0.00000000	1.00000000	0.00527049	0.00000000	0.00000000	0.00000000	0.00000000	34-0000180.000	Washington	4014 MACAW RD NE, CARROLLTON, OH 44615
41	JOHN R & LYDIA M TRUSEL	Yes	3.0000	0.00550922	0.00000000	0.00000000	1.00000000	0.00550922	0.00000000	0.00000000	0.00000000	0.00000000	34-0000117.024	Washington	PO BOX 301, MARENGO, OH 43334
42	JOHN R & LYDIA M TRUSEL	Yes	3.0000	0.00550922	0.00000000	0.00000000	1.00000000	0.00550922	0.00000000	0.00000000	0.00000000	0.00000000	34-0000117.025	Washington	PO BOX 301, MARENGO, OH 43334
43	RICHARD L & SHERY L NEAL	Yes	3.0366	0.005509194	0.00000000	0.00000000	0.50000000	0.00279097	0.00000000	0.00000000	0.00000000	0.00000000	15-0000097.000	Harrison	4061 MACAW RD NE, CARROLLTON, OH 44615
44	JACK D & SUSANNE RUSSELL	Yes	3.0366	0.005509194	0.00000000	0.00000000	0.50000000	0.00279097	0.00000000	0.00000000	0.00000000	0.00000000	15-0000097.000	Harrison	1616 LEXINGTON AVENUE, MANSFIELD, OH 44907
45	KEITH E & JULIE M BROADWATER	Yes	3.0911	0.00567652	0.00000000	0.00000000	1.00000000	0.00567652	0.00000000	0.00000000	0.00000000	0.00000000	34-0000470.002	Washington	605 WOOD ST, MALVERN, OH 44644
46	KEITH E & JULIE M BROADWATER	Yes	3.0911	0.00567652	0.00000000	0.00000000	1.00000000	0.00567652	0.00000000	0.00000000	0.00000000	0.00000000	34-0000470.002	Washington	3419 LUNAR RD, CARROLLTON, OH 44615

Tracts Within The Goebeler Southeast Unit Contract Area

Exhibit "A-2"

Tract	Current Mineral Owner	Leased Yes/No	Surface Acres In Unit	Tract Participation ¹	Current Mineral Owner Working Interest	Current Mineral Owner Unit Participation	R.E. Gas Working Interest ²	R.E. Gas Unit Participation	Chspk. Working Interest ³	Chspk. Unit Participation	Total E&P Working Interest ⁴	Total E&P Unit Participation	Parcel ID	Township	Address
42	CLINTON B & TAMARA L LOWE	Yes	3.1268	0.00574208	0.00000000	0.00000000	0.00000000	0.00574208	0.00000000	0.00000000	0.00000000	0.00000000	34-0000117.016	Washington	4161 LUNAR RD NW, CARROLLTON, OH 44615
43	RONALD JR & CHERYL LUCAS	Yes	3.2180	0.00590856	0.00000000	0.00000000	0.00590856	0.00000000	0.00000000	0.00000000	0.00000000	0.00000000	15-0000340.000	Harrison	4334 LUNAR ROAD NW, MINERVA, OH 44657
44	STEPHEN P & KATHERINE V HIGGINS	Yes	3.2440	0.00595731	0.00000000	0.00000000	0.00595731	0.00000000	0.00000000	0.00000000	0.00000000	0.00000000	34-0000117.026	Washington	4150 LUNAR RD NW, CARROLLTON, OH 44615
45	ROGER D & KELLEEN S ROUNDEBUSH	Yes	3.3060	0.00607116	0.00000000	0.00000000	0.00607116	0.00000000	0.00000000	0.00000000	0.00000000	0.00000000	34-0000117.027	Washington	4051 MACAW RD NE, CARROLLTON, OH 44615
46	MARY J ROHR	Yes	3.1500	0.00578468	0.00000000	0.00000000	0.00578468	0.00000000	0.00000000	0.00000000	0.00000000	0.00000000	34-0000413.000	Washington	4199 LUNAR ROAD, CARROLLTON, OH 44615
48	BETTY A HUTCHISON	Yes	3.6951	0.00678571	0.00000000	0.00000000	0.00678571	0.00000000	0.00000000	0.00000000	0.00000000	0.00000000	01-0000308.000	Augusta	5128 LYNN RD NE, MINERVA, OH 44657
49	THREE LAND LLC	Yes	3.8986	0.00715942	0.00000000	0.00000000	0.00715942	0.00000000	0.00000000	0.00000000	0.00000000	0.00000000	04-0000517.001	Genesee	JOHN A CARTRELL MEMBER, PO BOX 31, NEW PHILADELPHIA, OH 44663
50	WILLIAM F & KATHLEEN CHURDLE	Yes	3.7528	0.00689167	0.00000000	0.00000000	0.00689167	0.00000000	0.00000000	0.00000000	0.00000000	0.00000000	15-0000509.001	Harrison	1616 LEXINGTON AVENUE, MAUSFIELD, OH 44907
50	DALE L & SONTAR MAPLE	Yes	3.7528	0.00689167	0.00000000	0.00000000	0.00689167	0.00000000	0.00000000	0.00000000	0.00000000	0.00000000	15-0000509.001	Harrison	4255 LUNAR RD NW, MINERVA, OH 44657
51	EARL DARTON WARNER ⁵	Yes	4.0000	0.00734563	0.00000000	0.00000000	0.00734563	0.00000000	0.00000000	0.00000000	0.00000000	0.00000000	34-0000494.000	Washington	4226 LUNAR ROAD NW, CARROLLTON, OH 44615
52	DOROTHY ARLENE DALLAS	Yes	4.0394	0.00741798	0.00000000	0.00000000	0.00741798	0.00000000	0.00000000	0.00000000	0.00000000	0.00000000	34-0000117.013	Washington	1247 WERTZ AVENUE SW, CANTON, OH 44710
53	SUSAN ELAINE FISCUS	Yes	8.4080	0.01544051	0.00000000	0.00000000	0.01544051	0.00000000	0.00000000	0.00000000	0.00000000	0.00000000	34-0000085.000	Washington	3174 MACAW ROAD NE, CARROLLTON, OH 44615
54	WILLIAM F & KATHLEEN CHURDLE	Yes	4.3660	0.00801775	0.00000000	0.00000000	0.00801775	0.00000000	0.00000000	0.00000000	0.00000000	0.00000000	15-0000509.002	Harrison	1616 LEXINGTON AVENUE, MAUSFIELD, OH 44907
54	EQUITY TRUST CO AND JUDITH B CLARK ⁶	Yes	4.3660	0.00801775	0.00000000	0.00000000	0.00801775	0.00000000	0.00000000	0.00000000	0.00000000	0.00000000	15-0000509.002	Harrison	CUSTOMER FBO ROBERT C. GOOD, JRA, BY JUDITH CLARK, 182 W MCHAWK DR MALVERN, OH 44644
															PO BOX 102, MECHANICSTOWN, OH 44651
55	RONALD P & ANGELA C MAURER	Yes	4.3800	0.00804346	0.00000000	0.00000000	0.00804346	0.00000000	0.00000000	0.00000000	0.00000000	0.00000000	15-0000689.000	Harrison	4322 LUNAR ROAD NW, MINERVA, OH 44657
56	RICHARD W & KATHY V BEAVERS	Yes	4.5728	0.00830570	0.00000000	0.00000000	0.00830570	0.00000000	0.00000000	0.00000000	0.00000000	0.00000000	34-0000117.001	Washington	4155 LUNAR ROAD, CARROLLTON, OH 44615
57	STEPHEN P & KATHERINE V HIGGINS	Yes	5.0520	0.00918755	0.00000000	0.00000000	0.00918755	0.00000000	0.00000000	0.00000000	0.00000000	0.00000000	34-0000117.001	Washington	4150 LUNAR RD NW, CARROLLTON, OH 44615
58	SCOTT L & VALERIE J COLE	Yes	4.9389	0.00906983	0.00000000	0.00000000	0.00906983	0.00000000	0.00000000	0.00000000	0.00000000	0.00000000	34-0000117.005	Washington	4121 MACAW RD NE, CARROLLTON, OH 44615
59	B & N HOLDINGS LLC AND JOHN & CAROLYN WINEMILLER ⁷	Yes	5.0100	0.00920040	0.00000000	0.00000000	0.00920040	0.00000000	0.00000000	0.00000000	0.00000000	0.00000000	34-0000117.014	Washington	JAMES W MILLER, PRESIDENT, 4276 ROSWELL RD SW, DELROY, OH 44620
60	HERBERT E WHITE	Yes	5.0500	0.00927386	0.00000000	0.00000000	0.00927386	0.00000000	0.00000000	0.00000000	0.00000000	0.00000000	34-0000117.008	Washington	4143 LUNAR ROAD, CARROLLTON, OH 44615
61	SCOTT L & VALERIE J COLE	Yes	5.0500	0.00927386	0.00000000	0.00000000	0.00927386	0.00000000	0.00000000	0.00000000	0.00000000	0.00000000	34-0000117.006	Washington	2401 SUCROSE DR, ARRON, OH 44312
62	SCOTT L & VALERIE J COLE	Yes	5.0500	0.00927386	0.00000000	0.00000000	0.00927386	0.00000000	0.00000000	0.00000000	0.00000000	0.00000000	34-0000117.007	Washington	4121 MACAW RD NE, CARROLLTON, OH 44615
63	TINA HAWTHORNE	Yes	5.0500	0.00927386	0.00000000	0.00000000	0.00927386	0.00000000	0.00000000	0.00000000	0.00000000	0.00000000	34-0000117.018	Washington	4164 LUNAR RD NW, CARROLLTON, OH 44615
64	GARY LEE & PATRICIA G HAWTHORNE	No	5.0500	0.00927386	0.00000000	0.00927386	0.00000000	0.00000000	0.00000000	0.00000000	0.00000000	0.00000000	34-0000117.010	Washington	211 DANIE AVE NE, CANTON, OH 44704
65	TODD M STEININGER ⁸	Yes	5.0500	0.00927386	0.00000000	0.00000000	0.00927386	0.00000000	0.00000000	0.00000000	0.00000000	0.00000000	34-0000117.020	Washington	4176 LUNAR RD NW, CARROLLTON, OH 44615
66	KENNETH C & KATHIE A HALTER	Yes	5.0500	0.00927386	0.00000000	0.00000000	0.00927386	0.00000000	0.00000000	0.00000000	0.00000000	0.00000000	34-0000117.009	Washington	6650 PORTAGE NW, NORTH CANTON, OH 44720
67	JOSEPH J & THERESA M HAYDEN	Yes	5.0500	0.00927386	0.00000000	0.00000000	0.00927386	0.00000000	0.00000000	0.00000000	0.00000000	0.00000000	34-0000117.017	Washington	4182 LUNAR RD NW, CARROLLTON, OH 44615
68	STEPHEN P & KATHERINE V HIGGINS	Yes	5.0500	0.00927386	0.00000000	0.00000000	0.00927386	0.00000000	0.00000000	0.00000000	0.00000000	0.00000000	34-0000117.021	Washington	4150 LUNAR RD NW, CARROLLTON, OH 44615
69	ARTHUR J & REBECCA L SHECK	Yes	5.3571	0.00983782	0.00000000	0.00000000	0.00983782	0.00000000	0.00000000	0.00000000	0.00000000	0.00000000	01-0000470.000	Augusta	5152 LYNN RD NW, MINERVA, OH 44657
70	MICHAEL A & LANI N LOWERY	Yes	5.3810	0.00988171	0.00000000	0.00000000	0.00988171	0.00000000	0.00000000	0.00000000	0.00000000	0.00000000	34-0000117.019	Washington	4188 LUNAR ROAD NE, CARROLLTON, OH 44615
71	CHAD M & MANDY L RAOCH	Yes	5.5377	0.01016947	0.00000000	0.00000000	0.01016947	0.00000000	0.00000000	0.00000000	0.00000000	0.00000000	34-0000587.000	Washington	4173 MACAW RD, CARROLLTON, OH 44615
72	ALBERT A JR & ELAINE M GRUNER	Yes	4.7000	0.00863111	0.00000000	0.00000000	0.00863111	0.00000000	0.00000000	0.00000000	0.00000000	0.00000000	15-0000341.000	Harrison	4300 LUNAR ROAD NW, MINERVA, OH 44657
73	JAMES H WOLBRINCK	Yes	7.0000	0.01285485	0.00000000	0.00000000	0.01285485	0.00000000	0.00000000	0.00000000	0.00000000	0.00000000	34-0000117.000	Washington	4051 LUNAR ROAD, CARROLLTON, OH 44615
74	DAVID R & MICHELL L DAY	Yes	15.0781	0.02768958	0.00000000	0.00000000	0.02768958	0.00000000	0.00000000	0.00000000	0.00000000	0.00000000	34-0000470.003	Washington	3407 LUNAR RD NE, CARROLLTON, OH 44615
74	WESLEY E & WYVIAN C DAY	Yes	15.0781	0.02768958	0.00000000	0.00000000	0.02768958	0.00000000	0.00000000	0.00000000	0.00000000	0.00000000	34-0000470.003	Washington	3369 LUNAR RD, CARROLLTON, OH 44615
74	CHERYL A & GEORGE R KEYSER	Yes	15.0781	0.02768958	0.00000000	0.00000000	0.02768958	0.00000000	0.00000000	0.00000000	0.00000000	0.00000000	34-0000470.003	Washington	147 AIRPORT RD NE, CARROLLTON, OH 44615
75	DAVID A & SHARON L LLOYD	Yes	21.1540	0.03884736	0.00000000	0.00000000	0.03884736	0.00000000	0.00000000	0.00000000	0.00000000	0.00000000	34-0000117.003	Washington	213 BURSHERE DR SW, NORTH CANTON, OH 44709
76	WILLIAM R GOEBELER	Yes	23.7769	0.04366407	0.00000000	0.00000000	0.04366407	0.00000000	0.00000000	0.00000000	0.00000000	0.00000000	15-0000403.001	Harrison	90 SPRING RD NW, MINERVA, OH 44657
77	VILLAGE OF CARROLLTON	Yes	26.0250	0.04779250	0.00000000	0.00000000	0.04779250	0.00000000	0.00000000	0.00000000	0.00000000	0.00000000	34-0000085.002	Washington	DENNIS ROUNDEBUSH, VILLAGE ADMIN, FRANCIS LEGHART MANOR, 80 SECOND STREET SW, CARROLLTON, OH 44615
78	MARK W & DEBRA J SPENCER	Yes	27.2100	0.04939686	0.00000000	0.00000000	0.04939686	0.00000000	0.00000000	0.00000000	0.00000000	0.00000000	15-0000781.000	Harrison	4254 LUNAR RD, MINERVA, OH 44657
79	HOLLIE J CARTER	Yes	26.4100	0.04849952	0.00000000	0.00000000	0.04849952	0.00000000	0.00000000	0.00000000	0.00000000	0.00000000	34-0000295.000	Washington	3448 LUNAR RD, CARROLLTON, OH 44615

Tracts Within The Goebeler Southeast Unit Contract Area
Exhibit "A-2"

Tract	Current Mineral Owner	Leased Yes/No	Surface Acres In Unit	Tract Participation ¹	Current Mineral Owner Working Interest	Current Mineral Owner Unit Participation	R.E. Gas Working Interest ²	R.E. Gas Unit Participation	Chspk. Working Interest ³	Chspk. Unit Participation	Total E&P Working Interest ⁴	Total E&P Unit Participation	Parcel ID	Township	Address
80	VILLAGE OF CARROLLTON	Yes	34.9439	0.06417123	0.000000000	0.000000000	1.000000000	0.06417123	0.000000000	0.000000000	0.000000000	0.000000000	34-0000371.000	Washington	DENNIS ROUDEBUSH, VILLAGE ADMIN, FRANCIS LEGHART, MAYOR, 80 SECOND STREET SW, CARROLLTON, OH 44615
81	SANDRA L PERDUE	Yes	34.8434	0.06398668	0.000000000	0.000000000	1.000000000	0.06398668	0.000000000	0.000000000	0.000000000	0.000000000	34-0000024.000	Washington	3398 LUNAR RD, CARROLLTON, OH 44615
82	GEORGE J & HALA SHEARER	Yes	49.1228	0.09020947	0.000000000	0.000000000	1.000000000	0.09020947	0.000000000	0.000000000	0.000000000	0.000000000	34-0000310.000	Washington	493 HILLCREST DRIVE NW, NEW PHILADELPHIA, OH 44663
83	EARL DAYTON WARNER ⁵	Yes	85.0616	0.15620775	0.000000000	0.000000000	1.000000000	0.15620775	0.000000000	0.000000000	0.000000000	0.000000000	34-0000587.004	Washington	4226 LUNAR ROAD NW, CARROLLTON, OH 44615
84	ROBERT L & MARGUERITE CARTER	Yes	3.5712	0.00655818	0.000000000	0.000000000	1.000000000	0.00655818	0.000000000	0.000000000	0.000000000	0.000000000	34-0000085.001	Washington	3162 MACAW RD NE, CARROLLTON, OH 44615
85	WILLIAM RAY & BETTY ANN JOHNSON	Yes	0.0991	0.00018199	0.000000000	0.000000000	1.000000000	0.00018199	0.000000000	0.000000000	0.000000000	0.000000000	34-0000172.000	Washington	3148 MACAW RD NE, CARROLLTON, OH 44615
86	RALPH L & BARBARA L STALEY	Yes	0.8386	0.00154001	0.000000000	0.000000000	1.000000000	0.00154001	0.000000000	0.000000000	0.000000000	0.000000000	34-0000344.000	Washington	3154 MACAW RD NE, CARROLLTON, OH 44615
87	J & K SPEEDY, LLC	Yes	0.0127	0.00002332	0.000000000	0.000000000	1.000000000	0.00002332	0.000000000	0.000000000	0.000000000	0.000000000	34-0000432.000	Washington	JACK E SPEEDY, 3100 MACAW RD NE, CARROLLTON, OH 44615

¹ "Tract Participation" was calculated by dividing "Surface Acres In Unit" by 544.5415 (unit acreage).

² "R.E. Gas" refers to R. E. Gas Development, LLC.

³ "Chspk." refers to Chesapeake Exploration, LLC.

⁴ "Total E&P" refers to Total E&P USA, Inc.

⁵ Earl Dayton Warner owns all of the minerals underlying Tract 17, Tract 19, Tract 33, Tract 51, and Tract 83. However, he will only receive 50% of the royalty associated with these tracts with the remainder going to Gateway Royalty LLC.

⁶ Tract 54 is subject to a land installment contract between Equity Trust Co., as vendor, and Judith B. Clark, as vendee. The oil and gas lease covering Tract 54 was executed by both Equity Trust Co. and Judith B. Clark.

⁷ Tract 59 is subject to a land installment contract between B & N Holdings LLC, as vendor, and John and Carolyn Winemiller, as vendee. Through the land installment contract, B & N Holdings, LLC agreed to convey the surface and one-half of the minerals underlying Tract 59. However, the contract specifically reserves one-half of the minerals to B & N Holdings, LLC. Both B & N Holdings LLC and John and Carolyn Winemiller have executed an oil and gas lease covering Tract 59.

⁸ Todd M. Steininger is the current mineral owner of Tract 65. However, Billy O. and Agnes E. McDonald are entitled to all of the royalties.