

TIMMY MINCH NORTHWEST UNIT

This Declaration and Notice of Pooled Unit prepared December 12, 2011, is executed to be effective as of December 12, 2011, by the undersigned parties, who collectively own the leasehold estates created under those certain oil and gas leases and any renewals, extensions, ratifications and amendments thereof which are more particularly described on Exhibit "A" attached hereto and incorporated herein by reference for all purposes (the "Leases"), or who collectively own an interest in the oil and gas estate in the lands described in the Leases, and who join in the execution hereof to evidence their consent to the pooling, unitization and combination of the Leases and oil and gas estates herein described.

RECITALS

WHEREAS, each of the Leases authorizes the lessee thereunder to pool, unitize or combine all or a portion of the lands covered thereby with other land and leases, to form a pooled unit for the exploration, development and production of oil, gas and associated and constituent hydrocarbons from the lands covered by the Leases; and

WHEREAS, the pooling, unitization and combination of the Leases and oil and gas estates to the extent necessary to form the hereinafter described pooled unit are necessary and advisable in the judgment of the undersigned to efficiently and effectively develop the oil and gas rights within such unit.

WHEREAS, Chesapeake Appalachia, L.L.C. is the Operator of the gas well(s) in the pooled unit and executes this document on behalf of itself and as agent for all interest owners in the leases to the extent that they do not separately join in the execution hereof.

NOW, THEREFORE, in order to establish and provide proper notice for the creation of the hereinafter described unit, the undersigned hereby declare as follows:

1. **Declaration of Unit:** In accordance with the provisions of the Leases, the undersigned do hereby declare, pool, unitize and combine the Leases, including all renewals, extensions, ratifications and amendments thereof, and the lands covered thereby and the oil and gas estates therein, to the extent necessary to form and create a pooled unit as described below. Production from the unit shall be allocated among all of the Leases and tracts within the unit in the proportion that the number of surface acres of each lease and tract included within the unit bears to the total number of surface acres in the unit, as described in Exhibit "A".
2. **Unit Name.** The pooled unit created hereby shall be known as the "**Timmy Minch Northwest Unit**" ("the Unit").

3. Description of Unit: The Unit shall consist of 543.424476 acres, more or less, being all or a portion of the Leases listed on Exhibit "A" INSOFAR AND ONLY INSOFAR as the Leases fall within the boundary more particularly described and depicted on Exhibit "B", which is attached hereto and incorporated herein by reference for all purposes. This Declaration and Notice of Pooled Unit covers all production from the lands described on Exhibit "A" and Exhibit "B" which is produced from any well drilled within the Unit. To the extent of any inconsistency between the information contained on Exhibit "A" and that depicted on Exhibit "B", Exhibit "A" shall supersede and control.

4. Effect of Pooled Unit: The effect of this Declaration and Notice of Pooled Unit shall be that operations and/or production (or the equivalent as in the case of shut-in payments) anywhere within the Unit shall be deemed to be operations and/or production on each separate tract sufficient to extend and maintain each included lease in the Unit.

5. Right to Amend: The undersigned hereby expressly reserve the right, from time to time, to amend this Declaration and Notice of Pooled Unit, and the respective terms and provisions hereof, and to change the size and area of, and interests covered by the Unit, including without limitation, the power (i) to change, reduce, enlarge or extend the size or configuration of the Unit; (ii) to include in the Unit additional lands and oil and gas leases, or interests in the lands described therein, covering interests in the Unit, which are secured or obtained subsequent to the date hereof, or prior to the date hereof and not included and described herein; (iii) to include in the Unit full or undivided interests in the Unit which are not otherwise included herein by the respective owner of such full or undivided interests; and (iv) to change the allocation of oil and gas production attributable to the various lands, leases and owners thereof to conform with (i) – (iii) above.

6. Dissolution of Unit: The Unit formed hereby may be dissolved by Chesapeake Appalachia, L.L.C., acting as the Operator of the Unit, with the consent of the undersigned, at any time by filing an appropriate instrument of record in Ohio County, West Virginia, after any failure to establish unit production or after cessation of operations upon the Unit.

7. Binding upon Assigns and Successors: This instrument shall bind, inure to the benefit of, and be exercised by heirs, assigns, and successors in interest of all parties.

8. Counterparts: This document may be executed in one or more counterparts, each of which will be deemed to be an original for all purposes and all of which, when taken together, will be deemed to constitute one and the same document as if all signatures were included therein. The failure of one or more of the signatory parties listed below to execute this instrument or a counterpart thereof shall not in any manner affect the validity of same as to the parties who do execute this instrument.

9. Effective Date: This Unit shall remain in force from the effective date listed hereinabove and for as long as oil and gas are being produced from the Unit, or so long as the Leases are maintained in force

and effect by payment or tender of shut-in royalties, or by other means, in accordance with the terms and provisions of the Leases.

EXECUTED by the undersigned parties on the respective dates of acknowledgment hereof, to be effective for all purposes from the effective date listed hereinabove.

Chesapeake Appalachia, L.L.C.
an Oklahoma limited liability company

By: [Signature]
Henry J. Hood, Senior Vice President –
Land and Legal & General Counsel *AGW*

CORPORATE ACKNOWLEDGMENT

STATE OF Oklahoma)
COUNTY OF Oklahoma) SS:

On this, the 15th day of December, 2011, before me Sally Glenn, the undersigned officer, personally appeared Henry J. Hood, who acknowledged himself to be the Senior Vice President – Land and Legal & General Counsel of Chesapeake Appalachia, L.L.C., an Oklahoma limited liability company, and that he as such Senior Vice President – Land and Legal & General Counsel, being authorized to do so, executed the foregoing instrument for the purpose therein contained by signing the name of the limited liability company by himself as Senior Vice President – Land and Legal & General Counsel.

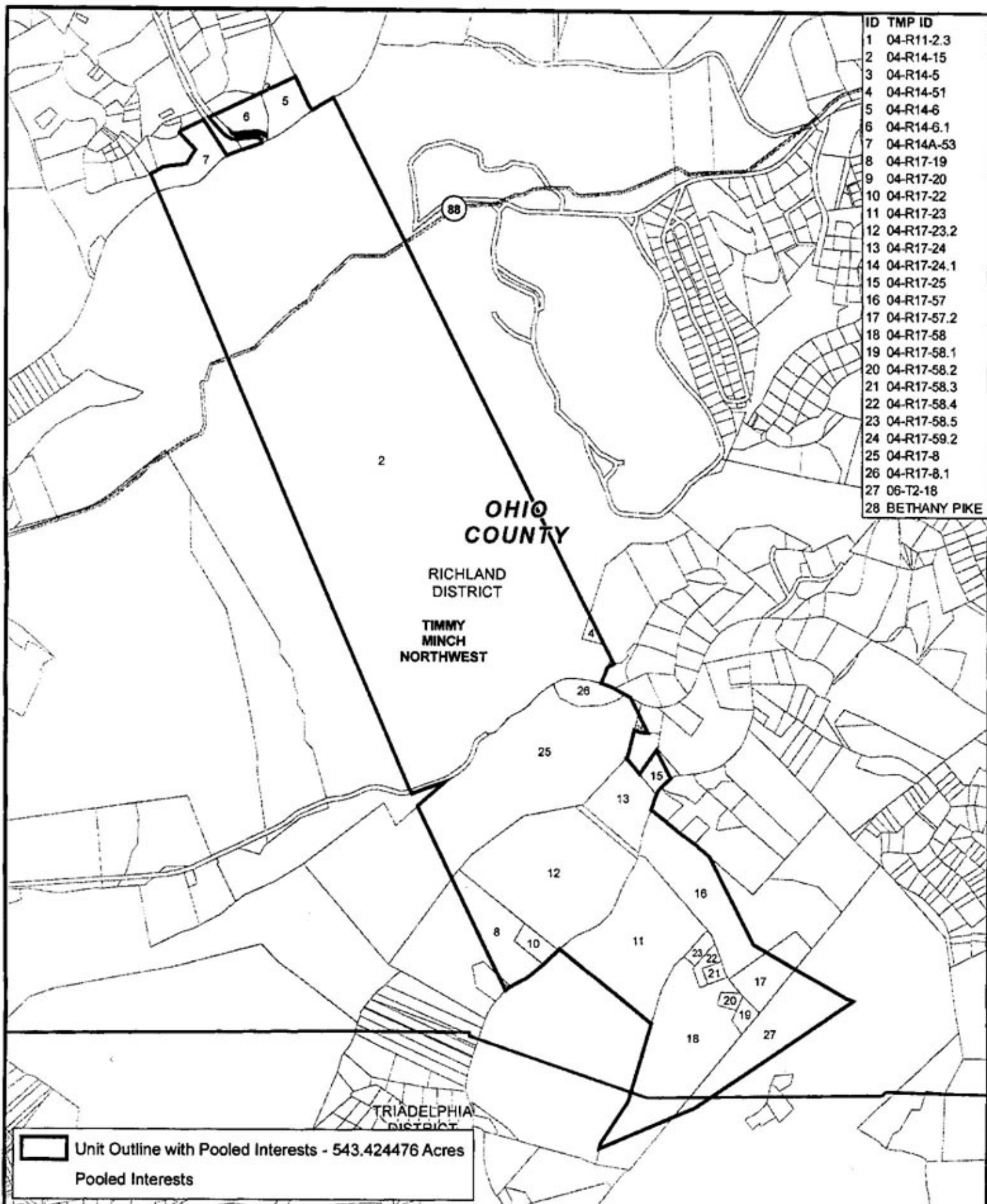
IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My Commission Expires: _____
Signature/Notary Public: Sally Glenn
Name/Notary Public (print): _____



EXHIBIT "B"

Attached to and made a part of that Declaration and Notice of Pooled Unit prepared and effective December 12, 2011, by and between Chesapeake Appalachia, L.L.C. and Statoil USA Onshore Properties Inc.



Unit Plat

Timmy Minch Northwest Common Pad
Ohio Co., WV

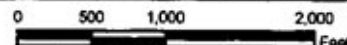


EXHIBIT "A"

Attached to and made a part of that Declaration and Notice of Pooled Unit prepared and effective December 12, 2011, by and between
Chesapeake Appalachia, L.L.C. and Statoil USA Onshore Properties Inc.

TIMMY MINCH NORTHWEST UNIT
Ohio County, West Virginia

CHESAPEAKE LEASE ID	LESSOR	LEASE DATE	RECORDING INFORMATION	District	TAX MAP PARCEL ID NUMBERS	TITLE ACRES	NET ACRES IN UNIT
1-309718-000	WHITMAR HILLS II HOMEOWNERS ASSOCIATION INC	5/26/2010	807/654	Richland	04-R11-2.3	2.330000	0.662017
1-290454-000	WHEELING PARKS COMMISSION A PUBLIC CORPORATION AND GOVERNMENTAL SUBDIVISION OF THE CITY OF WHEELING AND THE CITY OF WHEELING A MUNICIPAL CORPORATION	10/20/2009	798/734	Richland	04-R14-15	737.910000	322.503381
1-325719-004	BRUCE A KAYUHA & AMANDA KAYUHA	10/29/2010	Pending	Richland	04-R14-5	1.202000	0.001979
1-325719-003	DAVID A KAYUHA & BRIDGET OREILLY	10/30/2010	Pending	Richland	04-R14-5	1.202000	0.001979
1-325719-001	MARY FRANCES DWINNELL & WILLIAM B DWINNELL	10/31/2010	Pending	Richland	04-R14-5	1.202000	0.001979
1-325719-002	ROBERT J KAYUHA & LANA J KAYUHA	11/1/2010	Pending	Richland	04-R14-5	1.202000	0.001979
1-325719-005	ROSS KAYUHA & ELSA E KAYUHA	11/2/2010	Pending	Richland	04-R14-5	1.202000	0.001979
1-325700-000	HARRIETTE S FRIEND AND L EDWARD FRIEND II	10/22/2010	815/135	Richland	04-R14-51	11.310000	0.747653
1-304410-000	PAMELA SUE HARROLD	3/1/2010	804/759	Richland	04-R14-6	8.930000	5.900713
1-301788-000	JOSEPH M MELIA AND JANICE M MELIA	3/2/2010	802/729	Richland	04-R14-6.1	4.680000	3.264160
1-325609-000	ELIAS E JOSEPH AND ELIZABETH A JOSEPH	10/19/2010	816/109	Richland	04-R14A-53	26.920000	3.308264
1-321844-001	LISA BENEKE BURRIS	6/23/2010	811/501	Richland	04-R17-19	8.043333	2.933531
1-321844-002	NADA E BENEKE	6/22/2010	811/496	Richland	04-R17-19	8.043333	2.933531
1-321844-003	GEORGE ROBERT BENEKE	6/23/2010	811/407	Richland	04-R17-19	8.043333	2.933531
1-304773-000	JOHN C WHARRY & VIRGINIA M WHARRY AKA VIRGINIA W WHARRY	3/26/2010	804/139	Richland	04-R17-20	1.900000	0.133654
1-313022-000	NADA E BENEKE	6/22/2010	809/512	Richland	04-R17-22	2.830000	2.830000

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Ohio County, West Virginia

CHESAPEAKE LEASE ID	LESSOR	LEASE DATE	RECORDING INFORMATION	District	TAX MAP PARCEL ID NUMBERS	TITLE ACRES	NET ACRES IN UNIT
1-301615-000	RUTH C LEWIS TRUST AGREEMENT RUTH C LEWIS TRUSTEE	1/28/2010	802/724	Richland	04-R17-23	25.160000	25.160000
1-301599-000	MARY CARTER TOPP	1/28/2010	805/270	Richland	04-R17-23.2	35.070000	35.070000
1-308091-000	JAMES R MULL AND MARILYN C MULL	5/11/2010	805/665	Richland	04-R17-24	8.790000	8.790000
47-000790-000	EARL P HUFFNER	7/27/2011	827/112	Richland	04-R17-24.1	1.000000	1.000000
47-000452-000	ELIZABETH KRAFTICIAN	3/15/2011	821/791	Richland	04-R17-25	2.000000	1.580210
1-324069-001	HERBERT P MINCH AND CAROL A MINCH	3/1/2007	777/585	Richland	04-R17-57	15.665000	8.690938
1-324069-002	ROBERT W MINCH JR	3/24/2007	779/133	Richland	04-R17-57	15.665000	8.690938
1-324729-000	ROBERT W MINCH JR	3/24/2007	778/536	Richland	04-R17-57.2	6.290000	4.424383
1-329233-000	CHARLES MONFRADI AND DOLORES MONFRADI	12/2/2010	813/584	Richland	04-R17-58	30.840000	27.163349
1-329211-000	TIMMY B MINCH & AMY L MINCH	12/2/2010	813/590	Richland	04-R17-58.1	1.000000	1.000000
47-000381-000	JAMES HOHMAN & MARLENE HOHMAN	4/19/2011	821/701	Richland	04-R17-58.2	0.750000	0.750000
Pending	REX D LASURE AND NANCY A ENDRIZZI	10/18/2011	Pending	Richland	04-R17-58.3	0.750000	0.750000
Pending	REX D LASURE AND NANCY A ENDRIZZI	10/18/2011	Pending	Richland	04-R17-58.4	1.000000	1.000000
Pending	JOAN L SCHENERLEIN	8/23/2011	Pending	Richland	04-R17-58.5	1.000000	1.000000
1-295562-000	DONALD R EDDY AND MARTHA M EDDY	10/28/2009	800/766	Richland	04-R17-59.2	2.300000	0.438168
1-313833-000	CORNERSTONE FAMILY SERVICES OF WEST VIRGINIA LLC	6/8/2010	814/586	Richland	04-R17-8	76.978000	46.521459
47-000559-000	ERIN L THALMAN	4/26/2011	823/67	Richland	04-R17-8.1	3.237000	3.237000
1-324173-000	HOWARD L MINCH AND BEVERLY G MINCH	12/30/2006	776/13	Triadelphia	06-T2-18	254.380000	17.127318
1-310605-000	WEST VIRGINIA DEPARTMENT OF TRANSPORTATION, DIVISION OF HIGHWAYS	9/29/2011	18/723	Richland	BETHANY PIKE	2.870383	2.870383

BOOK 001 PAGE 000

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TIMMY MINCH NORTHWEST UNIT
Ohio County, West Virginia

CHESAPEAKE LEASE ID	LESSOR	LEASE DATE	RECORDING INFORMATION	District	TAX MAP PARCEL ID NUMBERS	TITLE ACRES	NET ACRES IN UNIT
						TOTAL UNIT ACRES:	543.424476

Patricia A Fahney
 OHIO County 01:39:48 PM
 Instrument No 19424586
 Date Recorded 12/21/2011
 Document Type DEED
 Pages Recorded 8
 Book-Page 831-392
 Recording Fee \$8.00
 Additional \$6.00