

2022

**SULLIVAN COUNTY RECORDER OF DEEDS  
REGISTER OF WILLS  
CLERK OF ORPHANS' COURT**

**KELLIE CARPENTER - RECORDER  
MAIN AND MUNCY STREETS  
LAPORTE, PA 18626**

**KAREN BAUMUNK - FIRST DEPUTY  
CECILY TUBACH - SECOND DEPUTY**



*Sullivan County Court House  
Built 1894*

**Instrument Number - 202200594**

**Recorded On 3/21/2022 At 1:48:54 PM**

**\* Total Pages - 17**

**\* Instrument Type - POOLING AND UNITIZATION AGREEMENT**

**Invoice Number - 87961**

**\* Grantor - KEETON GROUP LLC**

**\* Grantee - CHIEF EXPLORATION & DEVELOPMENT LLC**

**\* Customer - CHIEF OIL & GAS LLC**

**\* FEES**

|                       |          |
|-----------------------|----------|
| STATE WRIT TAX        | \$0.50   |
| JCS/ACCESS TO JUSTICE | \$40.25  |
| RECORDING FEES        | \$62.00  |
| COUNTY ARCHIVES FEE   | \$2.00   |
| ROD ARCHIVES FEE      | \$3.00   |
| TOTAL PAID            | \$107.75 |

**This is a certification page**

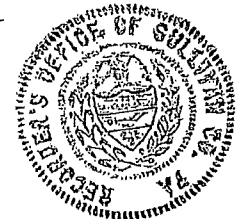
**DO NOT DETACH**

**This page is now part  
of this legal document.**

**I hereby CERTIFY that this document is  
recorded in the Recorder's Office of  
Sullivan County, Pennsylvania.**

*Kellie Carpenter*

**Recorder Of Deeds  
Register Of Wills  
Clerk Of Orphans Court**



**RETURN DOCUMENT TO:**

**REES-JONES HOLDINGS LLC  
8111 WESTCHESTER DR  
SUITE 900  
DALLAS, TX 75225  
ATTN: MARIE VEIT**

**\* - Information denoted by an asterisk may change during  
the verification process and may not be reflected on this page.**

00B49C



**DECLARATION OF POOLING AND UNITIZATION AGREEMENT**  
(Nelson East Unit)

RECEIVED  
03/21/2022 11:41:04 AM  
Kellie Carpenter  
REGISTER AND RECORDER  
SULLIVAN COUNTY  
Pennsylvania

COMMONWEALTH OF PENNSYLVANIA     §  
                                                           §  
COUNTY OF BRADFORD                     §  
COUNTY OF SULLIVAN                     §

That the undersigned, being owners in the oil and gas leases (the "Leases") listed on the schedule marked Exhibit "A" attached hereto and made a part hereof for all purposes, by virtue of the authority conferred by the terms of the Leases, as same may have been or may be modified and/or amended heretofore, do hereby POOL, CONSOLIDATE, COMBINE and UNITIZE the Leases, as to those lands described on Exhibit "A" (the "Unit Acreage"), as such lands are located within the heavy black lines (being Tracts 1 through 22) as depicted on Exhibit "B" attached hereto and made a part hereof, for all purposes, for the production of oil, gas and related hydrocarbons (the "Unitized Substances") as to all depths (the "Unitized Interval") beneath the Unit Acreage, and does POOL, CONSOLIDATE, COMBINE and UNITIZE the royalties, working interests, overriding royalties and other interests pertaining to the Leases and the Unit Acreage and the production therefrom so as to form a 576.7953 acre single operating production unit for the production of oil, gas and other related hydrocarbons from a well or wells in said unit.

The production of Unitized Substances from any part of the Unit Acreage, insofar as the Unit Acreage covers the Unitized Interval, shall constitute production of such Unitized Substances from all of the Leases contained in such unit. Drilling, completion or reworking/recompletion operations, production or other operations conducted on any lands or Lease within such unit for the production of Unitized Substances shall constitute operations for the production of Unitized Substances on the Leases and the Unit Acreage.

All Unitized Substances produced from any well on such unit shall be allocated proportionately among all of the tracts within said unit, in the proportion that the number of acres in each of such tracts that are included in the unit bears to the total number of acres in such unit, and all working interests, royalties, overriding royalties or other interests in the production from such unit shall be computed on the basis of the respective interests in the production allocated to the tract or tracts in which such interests are owned.

All parties owning any interest in the Unitized Substances in and under and that may be produced from the Unit Acreage who execute this agreement or a counterpart thereof, or who ratify the same, or who hereafter acquire an interest in and to the Unit Acreage subject to the terms and provisions hereof, hereby adopt and confirm the creation of such unit and agree to all of the terms and provisions hereof, and hereby agree that any lease(s) or assignment(s) or other instrument affecting their respective interests are amended to the extent necessary to authorize the formation of this pooled unit.

In the event the owner of the Leases, or its successors and assigns, owns any lease or leases or interest or interests in a lease or leases other than those listed on Exhibit "A" hereto covering lands within the Unit Acreage or on any unleased interest or interests in the Unit Acreage, then, in that event, it is agreed that this Declaration of Pooling and Unitization

NEACQ-1359  
379439307

Agreement shall be revised to include such lease or leases, or interest or interests, in the unit and said revised declaration of pooling and unitization agreement shall be filed for record in the County Recorder offices of Bradford and Sullivan Counties, Pennsylvania.

The unit hereby designated shall be effective as of November 1, 2021 ("Effective Date"), and shall remain in effect for a term of 180 days and for so long thereafter as Unitized Substances are produced from said unit or as long as drilling, completion or reworking/recompletion operations are conducted on any well now or hereafter located on the Unit Acreage, with no cessation of more than 180 consecutive days, and if any of such operations result in the production of Unitized Substances, for so long thereafter as same are produced, or drilling or reworking operations for the restoration of production are again commenced within 180 days from the cessation of production. It will be considered that Unitized Substances are being produced in paying quantities while a well is shut-in on said unit and lessee pays or tenders shut-in rentals or royalties in accordance with the terms or provisions of the Leases or otherwise perpetuates the Leases pursuant to each of their respective terms and provisions.

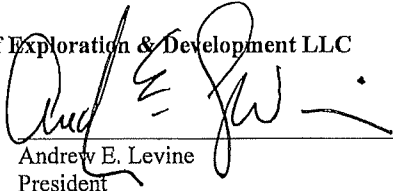
The undersigned reserve the continuing right to amend, correct or alter this instrument and the unit hereby created including, but not limited to, reforming, increasing, decreasing or changing the configuration of the Unit Acreage and relocating or changing the Unitized Interval at the election of the undersigned, at any time and/or from time to time after the original forming hereof. Any such amendment shall conform to the terms and conditions contained in the Leases committed hereto, and shall be in writing, signed by the undersigned, their successors and assigns, and filed for record in the County Recorder offices of Bradford and Sullivan Counties, Pennsylvania.

This Declaration of Pooling and Unitization Agreement has been prepared in multiple counterparts, each of which constitutes an original document and all of which, when taken together, shall constitute a single instrument and shall have the same force and effect as if all parties had executed a single counterpart. The counterpart execution and acknowledgment pages may be consolidated into one instrument for all purposes, including recordation of this instrument in the public records. Failure to execute this Declaration of Pooling and Unitization Agreement by any party for whom a signatory space is provided shall not render it ineffective.

IN WITNESS WHEREOF, this instrument is executed as to the date of the acknowledgments but effective as of the Effective Date.

Chief Exploration & Development LLC

By:

  
Andrew E. Levine  
President



**Radler 2000 Limited Partnership**  
By: Tug Hill, Inc., its general partner

By: \_\_\_\_\_  
David D. Kalish,  
Senior Vice President – Land

**Tug Hill Marcellus, LLC**  
By: Tug Hill, Inc., its Manager

By: \_\_\_\_\_  
David D. Kalish,  
Senior Vice President – Land

**Enerplus Resources (USA) Corporation**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**EQT AMD LLC**

By: \_\_\_\_\_  
Name: Corey C. Peck  
Title: Authorized Agent

**Equinor USA Onshore Properties Inc.**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**Mitsui E&P USA LLC**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**Chesapeake Appalachia, LLC**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**Radler 2000 Limited Partnership**  
By: Tug Hill, Inc., its general partner

By: \_\_\_\_\_  
David D. Kalish,  
Senior Vice President – Land

**Tug Hill Marcellus, LLC**  
By: Tug Hill, Inc., its Manager

By: \_\_\_\_\_  
David D. Kalish,  
Senior Vice President – Land

**Enerplus Resources (USA) Corporation**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**EQT AMD LLC**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

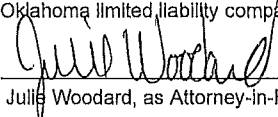
**Equinor USA Onshore Properties Inc.**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**Mitsui E&P USA LLC**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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

By:   
Julie Woodard, as Attorney-in-Fact  
Chesapeake Energy Corporation, Manager



**Radler 2000 Limited Partnership**  
By: Tug Hill, Inc., its general partner

By: \_\_\_\_\_  
David D. Kalish,  
Senior Vice President – Land

**Tug Hill Marcellus, LLC**  
By: Tug Hill, Inc., its Manager

By: \_\_\_\_\_  
David D. Kalish,  
Senior Vice President – Land

**Enerplus Resources (USA) Corporation**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**EQT AMD LLC**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**Equinor USA Onshore Properties Inc.**

By: \_\_\_\_\_  
Name: David Hartz  
Title: Land Manager

**Mitsui E&P USA LLC**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**Chesapeake Appalachia, LLC**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**Radler 2000 Limited Partnership**  
By: Tug Hill, Inc., its general partner

By: \_\_\_\_\_  
David D. Kalish,  
Senior Vice President – Land

**Tug Hill Marcellus, LLC**  
By: Tug Hill, Inc., its Manager

By: \_\_\_\_\_  
David D. Kalish,  
Senior Vice President – Land

**Enerplus Resources (USA) Corporation**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**EQT AMD LLC**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**Equinor USA Onshore Properties Inc.**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**Mitsui E&P USA LLC**

By: \_\_\_\_\_  
Name: Brooks Meadows  
Title: Land Manager

**Chesapeake Appalachia, LLC**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

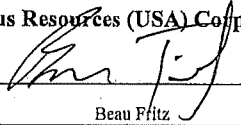
**Radler 2000 Limited Partnership**  
By: Tug Hill, Inc., its general partner

By: \_\_\_\_\_  
David D. Kalish,  
Senior Vice President – Land

**Tug Hill Marcellus, LLC**  
By: Tug Hill, Inc., its Manager

By: \_\_\_\_\_  
David D. Kalish,  
Senior Vice President – Land

**Enerplus Resources (USA) Corporation**

By:  \_\_\_\_\_ *enr*  
Name: Beau Fritz  
Title: Land Manager, US Operations

**EQT AMD LLC**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**Equinor USA Onshore Properties Inc.**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**Mitsui E&P USA LLC**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**Chesapeake Appalachia, LLC**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

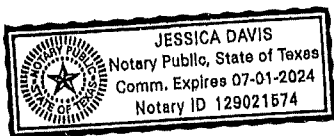


(Corporate Acknowledgments)

STATE OF TEXAS       §  
                                      §  
COUNTY OF DALLAS   §

On this, the 30<sup>th</sup> day of August, 2021, before me, Jessica Davis, a notary public in and for the State of Texas, the undersigned officer, personally appeared Andrew E. Levine, who acknowledged himself to be the President of **Chief Exploration & Development LLC**, a Texas limited liability company, and that he as such President, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the said limited liability company by himself as President. I certify that I am not an officer or director of Chief Exploration & Development LLC.

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



(SEAL)

Jessica Davis  
Notary Public  
Printed Name: Jessica Davis  
My Commission Expires: 7-1-2021

STATE OF TEXAS       §  
                                      §  
COUNTY OF \_\_\_\_\_ §

On this, the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, before me, \_\_\_\_\_, a notary public in and for the State of Texas, the undersigned officer, personally appeared David D. Kalish, who acknowledged himself to be the Senior Vice President of Land of Tug Hill, Inc., the Manager of **Tug Hill Marcellus, LLC**, a Texas limited liability company, and that he as such Senior Vice President of Land, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the said Manager of the limited liability company by himself as Senior Vice President of Land. I certify that I am not an officer or director of Tug Hill Marcellus, LLC.

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

(SEAL)

\_\_\_\_\_  
Notary Public  
Printed Name: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

Exhibit "A"

Attached to and made a part of that certain Declaration of Pooling and Unitization Agreement made effective November 1, 2021, covering the Nelson East Unit located in Bradford County & Sullivan County, Pennsylvania.

The following Oil and Gas Leases, as said leases may have been or may be modified and/or amended, located in Bradford County & Sullivan County, Pennsylvania, insofar as the Leases are limited to the Parcel reflected below and further limited by the percentage of Parcel acres included in the Unit Acreage (as such lands are located within the heavy black lines as shown on the Exhibit "B", attached hereto.

| Chesapeake Lease No. | Unit Tract No. | Lessee                                                                                       | Lease                                 | Parcel No.                              | Township         | Lease Date | Recording Information | Gross Acres in Parcel | Percentage of Parcel Acres in Unit | Parcel Acres in Unit |
|----------------------|----------------|----------------------------------------------------------------------------------------------|---------------------------------------|-----------------------------------------|------------------|------------|-----------------------|-----------------------|------------------------------------|----------------------|
|                      |                |                                                                                              |                                       | 01-100-0005                             |                  |            |                       |                       |                                    |                      |
| Chesapeake et al     | 1A             | Instinger, Robert G & Candy Woodruff                                                         | Chesapeake Appalachia, L.L.C.         | (Portion of Parcel FKA 01-100-0005-002) | Cherry           | 3/26/2006  | 201201074             | 117.5400              | 14.1298%                           | 16.6082              |
| 379439L-581          | 1B             | Bruce W. Instinger, a single man                                                             | Chesapeake Appalachia, L.L.C.         | 01-100-0005                             | Cherry           | 2/8/2008   | 201003318             | 117.5400              | 0.5883%                            | 1.1029               |
|                      |                |                                                                                              |                                       |                                         |                  |            | 201101989             |                       |                                    |                      |
| 379439L-528          | 2              | Kenneth J. Fluck and Dianne M. Fluck, husband and wife                                       | Chief Exploration & Development LLC   | 01-100-0001                             | Overton & Cherry | 2/20/2011  | 201201980             | 57.7550               | 41.4102%                           | 23.9165              |
|                      |                |                                                                                              |                                       |                                         |                  |            | 200801054             |                       |                                    |                      |
| 379439L-098          | 8              | Henry O. Beebe, a widower                                                                    | Chief Exploration & Development LLC   | 28-134-47                               | Overton          | 4/27/2008  | 200812283             | 70.0000               | 50.5716%                           | 35.4001              |
| 379439L-098          | 4              | Henry O. Beebe, a widower                                                                    | Chief Exploration & Development LLC   | 07-100-0026                             | Forks            | 4/27/2008  | 200812283             | 88.8700               | 67.9501%                           | 61.0757              |
| 379439L-092          | 5              | Arvid B. Nelson, single                                                                      | The Keeton Group, LLC                 | 01-100-0006                             | Cherry           | 10/10/2005 | 200800445             | 108.7200              | 98.8953%                           | 105.5411             |
| 379219L-009          | 6              | James Todd Fry, Tammy Ann Tubach, Teresa Ann Hubler, Thomas James Fry, Christopher James Fry | Chief Exploration & Development LLC   | 01-099-0018                             | Cherry           | 2/25/2008  | 200800484             | 45.2340               | 4.0227%                            | 1.8196               |
| 379439L-1596         | 7              | David A. Berger and Julie E. Turner, husband and wife                                        | Chief Exploration and Development LLC | 01-100-0002                             | Cherry           | 6/29/2010  | 202001724             | 53.3130               | 100.0000%                          | 53.3130              |
|                      | 8              | Chief Exploration & Development LLC                                                          | Chief Exploration & Development LLC   | 01-099-0018-001                         | Cherry           |            |                       | 10.0160               | 100.0000%                          | 10.0160              |
| Chesapeake et al     | 9              | Mason Roger                                                                                  | Chesapeake Appalachia, L.L.C.         | 28-134-40                               | Overton          | 11/12/2009 | 201005423             | 37.2400               | 88.4648%                           | 32.9443              |
| Chesapeake et al     | 10             | Mountain Maple LP                                                                            | Chesapeake Appalachia, L.L.C.         | 28-134-39                               | Overton          | 8/7/2009   | 200920392             | 61.0600               | 14.5016%                           | 8.8547               |
| 379439L-1998         | 11             | Master Mineral Holdings I, LP                                                                | Chief Exploration and Development LLC | 01-100-0006-001                         | Cherry           | 1/18/2021  | 202100440             | 37.9780               | 96.3020%                           | 36.5687              |
| Chesapeake et al     | 12             | Hembury, William J & Christine M                                                             | Chesapeake Appalachia, L.L.C.         | 01-099-0019                             | Cherry           | 6/6/2006   | 201201619             | 79.4600               | 2.9800%                            | 2.3679               |
| Chesapeake et al     | 13             | Ely, Stacie Lynn                                                                             | Chesapeake Appalachia, L.L.C.         | 01-100-0003                             | Cherry           | 5/23/2008  | 201002474             | 45.2210               | 83.0776%                           | 37.5459              |
| Chesapeake et al     | 14             | Buckley, Steven J & Darlene                                                                  | Chesapeake Appalachia, L.L.C.         | 01-100-0006-01A                         | Cherry           | 8/12/2009  | 201002029             | 12.0170               | 46.9801%                           | 5.6509               |
| Chesapeake et al     | 15             | Gelman, Dennis & Sharon F                                                                    | Chesapeake Appalachia, L.L.C.         | 01-085-0003                             | Cherry           | 5/14/2008  | 201003312             | 64.7000               | 40.1801%                           | 25.9565              |
| Chesapeake et al     | 16             | Camp Wilby LLC                                                                               | Chesapeake Appalachia, L.L.C.         | 01-099-0032                             | Cherry           | 9/7/2011   | 201106321             | 2.5300                | 51.3439%                           | 1.2990               |
| Chesapeake et al     | 17             | Instinger, Robert G & Candy Woodruff                                                         | Chesapeake Appalachia, L.L.C.         | 01-099-0016                             | Cherry           | 3/26/2006  | 201201074             | 4.0000                | 1.2025%                            | 0.0481               |
| Chesapeake et al     | 18             | Instinger, Robert G & Candy Woodruff                                                         | Chesapeake Appalachia, L.L.C.         | 01-100-0004                             | Cherry           | 3/26/2006  | 201201074             | 98.9300               | 75.5043%                           | 74.6564              |
| Chesapeake et al     | 19             | Benner, Edward L & Margaret R                                                                | Chesapeake Appalachia, L.L.C.         | 07-100-0025                             | Cherry           | 2/16/2008  | 201003321             | 55.4400               | 22.9901%                           | 12.7457              |
| Chesapeake et al     | 20             | Kramer, George F & Sandra M                                                                  | Chesapeake Appalachia, L.L.C.         | 01-086-0006                             | Cherry           | 7/24/2006  | 201201103             | 101.4900              | 19.6911%                           | 19.8958              |
| Chesapeake et al     | 21             | Hembury, William J & Christine M                                                             | Chesapeake Appalachia, L.L.C.         | 01-099-0018                             | Cherry           | 6/8/2006   | 201201619             | 88.9600               | 14.2100%                           | 12.6441              |
| Chesapeake et al     | 22             | Kramer, George F & Sandra M                                                                  | Chesapeake Appalachia, L.L.C.         | 01-085-0001                             | Cherry           | 7/24/2006  | 201201103             | 64.0400               | 4.2892%                            | 2.7468               |

# Exhibit "B"

Attached to and made a part of that certain Declaration of Pooling and Unitization Agreement made effective November 1, 2021, covering the Nelson East Unit located in Bradford County & Sullivan County, Pennsylvania.

