

DECLARATION OF POOLED UNIT

STATE OF COLORADO

COUNTY OF ADAMS

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KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, **Southwestern Energy Production Company**, whose address is 2350 N. Sam Houston Parkway East, Suite 125, Houston, Texas, 77032, hereinafter sometimes being referred to as "Lessee", is the owner of leasehold interests in the Oil, Gas and Mineral Leases, as extended, amended or ratified (the "Leases"), described in Exhibit "A", which cover the lands described as follows ("Unit Lands"):

Section 26, Township 1 South, Range 58 West
Adams County, Colorado

WHEREAS, each of the said Leases provide that the Lessee shall have the right and power to pool or combine the acreage covered thereby, or portion thereof, with other lands, lease, or leases in the immediate vicinity thereof, in order to form a pooled unit or units of the size and type herein described or, in absence of such right to unitize or pool by the Lessee in a particular Lease, Lessee has secured the consent of Lessor to unitize or pool the Lease, and

WHEREAS, in the judgment of Lessee, it is necessary and desirable to pool and combine the Leases, insofar and only insofar as the Leases extend to and cover the Unit Lands, in order to develop and properly operate the Leases for the production of oil, gas and associated hydrocarbons and to promote conservation of same in, under, and that may be produced from said unitized premises.

NOW, THEREFORE, Lessee, acting under and by virtue of the power and authority granted by the terms and provisions of the Leases, as extended, amended or ratified, or, in the absence of such right to unitize or pool by the Lessee in a particular Lease, acting pursuant to the consent of Lessor, does hereby pool and combine the Leases described in Exhibit "A", insofar, and only insofar, as such Leases, rights and interests extend to and cover the Unit Lands, together with the mineral rights, royalty rights, overriding royalty rights and any production payment rights therein, as well as all other interests which may be covered by any agreement or amendment affecting said Leases and lands now held by Lessee, or which Lessee may hereafter acquire, pertaining to the Unit Lands, for the purpose of forming or creating a pooled unit for the drilling for, development, production, storage, processing, and marketing of oil, gas and associated hydrocarbons.

The entire acreage included in the Unit Lands shall be treated for all purposes, as if it were included in the same lease, and the owners of leasehold, mineral, royalty, overriding royalty, and production payment interests shall be entitled to receive on production from the Unit Lands only such portion of the royalty and other interests payable under the terms and provisions of said Leases as the amount of their acreage placed in the unit or their royalty or other interest therein bears to the total number of acres included in the Unit Lands.

It shall be considered that oil, gas and associated hydrocarbons are being produced in paying quantities while a well is shut-in on such pooled unit and Lessee may pay or tender shut-in royalties or rentals in accordance with the terms and provisions of the Leases which are pooled hereby.

Lessee reserves the continuing right to amend, correct or alter this pooling declaration and unit designation as deemed necessary at the discretion of Lessee, including, but not limited to, the right to amend this Unit Declaration or to correct the erroneous inclusion or omission of any leases or any part of the land covered by any leases herein or to include in this unit any unleased tract or interest which is located within the Unit Lands and not heretofore force pooled.

The terms of this instrument shall inure to the benefit of and be binding upon the respective parties hereto, the owners of royalty or other interests upon whose behalf they are acting, and their heirs, successors, legal representatives and assigns.

Executed on the dates reflected in the acknowledgements which follow but effective for all purposes as of February 1, 2012.

LESSEE:

Southwestern Energy Production Company

By: *Randy Ponder*
Randall D. Ponder
Vice President

ACKNOWLEDGMENTS

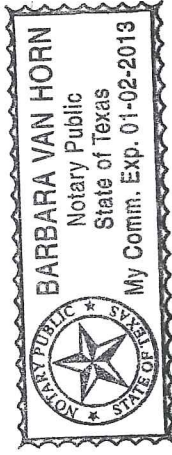
STATE OF TEXAS §

COUNTY OF HARRIS §

This instrument was acknowledged before me on the 2ND day of February, 2012 by Randall D. Ponder, Vice President for Southwestern Energy Production Company, an Arkansas corporation, on behalf of said corporation.

Given under my hand and seal of office the day and year last above written.

My Commission Expires: 01-02-2013



Barbara Van Horn
Notary Public in and for the State of Texas
Barbara Van Horn
Printed Name

EXHIBIT A

1. Oil and Gas Lease dated March 20, 2011 between Nicola Properties, A Colorado General Partnership, as Lessor, and Mason Dixon Energy, LLC., as Lessee, recorded on December 6, 2011 at Reception No. 2011000080151 in Adams County, Colorado.
2. Oil and Gas Lease dated June 28, 2011 between Maxine L. Edson, a single woman, as Lessor, and Mason Dixon Energy, LLC., as Lessee, recorded on December 7, 2011 at Reception No. 2011000080652 in Adams County, Colorado.
3. Memorandum of Oil and Gas Lease dated July 8, 2011 between Badger Oil Company, a Co-Partnership, as Lessor and Mason Dixon Energy, LLC., as Lessee, recorded on November 16, 2011 at Reception No. 2011000075451 in Adams County, Colorado.
4. Oil and Gas Lease dated July 18, 2011 between Judy L. Conklin, a widow, as Lessor, and Mason Dixon Energy, LLC., as Lessee, recorded on December 7, 2011 at Reception No. 2011000080747 in Adams County, Colorado.
5. Oil and Gas Lease dated July 21, 2011 between Dana M. Bentley, a married man dealing in his sole and separate property, as Lessor, and Mason Dixon Energy, LLC., as Lessee, recorded on December 7, 2011 at Reception No. 2011000080749 in Adams County, Colorado.
6. Oil and Gas Lease dated July 28, 2011 between Larry D. Bentley, a married man dealing in his sole and separate property, as Lessor, and Mason Dixon Energy, LLC., as Lessee, recorded on December 7, 2011 at Reception No. 2011000080689 in Adams County, Colorado.
7. Oil and Gas Lease dated August 4, 2011 between Susan M. Albee, a married woman dealing in her sole and separate property, as Lessor, and Mason Dixon Energy, LLC., as Lessee, recorded on December 7, 2011 at Reception No. 2011000080739 in Adams County, Colorado.
8. Oil and Gas Lease dated August 5, 2011 between James K. and Pamela K. Cramer, husband and wife, as Lessors, and Mason Dixon Energy, LLC., as Lessee, recorded on December 7, 2011 at Reception No. 2011000080696 in Adams County, Colorado.
9. Oil and Gas Lease dated August 31, 2011 between Ronald D. and Susan C. Armstrong, husband and wife, as Lessors, and Mason Dixon Energy, LLC., as Lessee, recorded on December 7, 2011 at Reception No. 2011000080558 in Adams County, Colorado.
10. Oil and Gas Lease dated August 1, 2011 between Betty L. and Dennis W. James, wife and husband, as Lessors, and Mason Dixon Energy, LLC., as Lessee, recorded on December 7, 2011 at Reception No. 2011000080797 in Adams County, Colorado.
11. Oil and Gas Lease dated August 3, 2011 between C. David and Susan D. Irey, husband and wife, as Lessors, and Mason Dixon Energy, LLC., as Lessee, recorded on December 7, 2011 at Reception No. 2011000080764 in Adams County, Colorado.
12. Oil and Gas Lease dated September 6, 2011 between Loretta F. Irey Ellis, a married woman dealing in her sole and separate property, as Lessor, and Mason Dixon Energy, LLC., as Lessee, recorded on December 7, 2011 at Reception No. 2011000080724 in Adams County, Colorado.
13. Oil and Gas Lease dated September 7, 2011 between Leslie and Stacey L. Armstrong, husband and wife, as Lessors, and Mason Dixon Energy, LLC., as Lessee, recorded on December 7, 2011 at Reception No. 2011000080725 in Adams County, Colorado.
14. Oil and Gas Lease dated December 8, 2011 between Robin L. Wright Irey, a single woman, as Lessor, and Mason Dixon Energy, LLC., as Lessee, recorded on January 23, 2012 at Reception No. 2012000004928 in Adams County, Colorado.
15. Oil and Gas Lease dated December 14, 2011 between Richard L. Irey, Jr., a single man, as Lessor, and Mason Dixon Energy, LLC., as Lessee, recorded on December 16, 2011 at Reception No. 2011000083107 in Adams County, Colorado.

16. Memorandum of Oil and Gas Lease dated December 9, 2011 between Ewertz Farms, LLC, a Colorado Limited Liability Company, as Lessor, and Mason Dixon Energy, LLC., as Lessee, recorded on January 6, 2012 at Reception No. 2012000001439 in Adams County, Colorado.
17. Memorandum of Oil and Gas Lease dated December 9, 2011 between Dorothy Smits Mintle Trust dated June 21, 2005, by Dorothy Smits Mintle, acting as Trustee, as Lessor, and Mason Dixon Energy, LLC., as Lessee, recorded on January 6, 2012 at Reception No. 2012000001440 in Adams County, Colorado.
18. Oil and Gas Lease dated November 17, 2011 between Tammy Irey Birch, a married woman dealing in her sole and separate property, as Lessor, and Mason Dixon Energy, LLC., as Lessee, recorded on December 19, 2011 at Reception No. 2011000083520 in Adams County, Colorado.
19. Oil and Gas Lease dated November 17, 2011 between Terri E. Irey Willis, a married woman dealing in her sole and separate property, as Lessor, and Mason Dixon Energy, LLC., as Lessee, recorded on December 19, 2011 at Reception No. 2011000083562 in Adams County, Colorado.
20. Oil and Gas Lease dated November 30, 2011 between Roger L. Irey, a married man dealing in his sole and separate property, as Lessor, and Mason Dixon Energy, LLC., as Lessee, recorded on December 19, 2011 at Reception No. 2011000083519 in Adams County, Colorado.