

# OGX Resources LLC

P.O. Box 2064 • Midland, TX 79702 • (432) 685-1287 Fax (432) 686-7109

May 4, 2011

CERTIFIED MAIL – RETURN RECEIPT REQUESTED  
#7010 1870 0000 8950 4288

Ms. Audrey R. Emmet  
1181 Knotty Oaks Dr.  
Woodway, TX 76712-2317

Re: Royalty Interest in Lots 1 and 2 and N/2 NW/4 of Section 32, T26S-R29E, Eddy County, New Mexico; and Ratification and Consent to Pooling and/or Unitization

Dear Ms. Emmet:

Our records show that you are the owner of a 1/64<sup>th</sup> of 8/8ths royalty interest in any oil and gas that may be produced from the above-referenced lands by virtue of a reservation contained in that certain Warranty Deed dated June 7, 1978, from you to H. L. Harrison. A copy of this instrument is attached.

OGX Resources LLC is preparing to drill our Sidewinder #1H well in Section 32 of T26S-R29E, Eddy County, New Mexico. This well will have a proration unit covering Lots 1, 2, 3, 4, and the South 34 acres of the N/2 N/2 of Section 32, containing 126.00 acres, more or less. Several of the oil and gas leases in this proration unit are subject to your royalty interest.

We prepared a Designation of Pooled Unit and Declaration of Pooling to be effective June 1, 2011, and it is currently being circulated for execution by Chesapeake Exploration, L.L.C. A copy of this instrument is enclosed also. Our title attorney has made a requirement that we get you to execute a Ratification and Consent to Pooling and/or Unitization by Royalty Interest Owners. Two copies of the Ratification are enclosed. Please execute one (1) copy, have your signature notarized, and return the instrument to our office at your earliest convenience. The duplicate copy is for your records. A self-addressed, stamped envelope is also enclosed.

If you have any questions, please feel free to call our office at 432-685-1287 or 432-684-5824. Thank you for your prompt attention to this matter.

Yours very truly,

OGX RESOURCES LLC



Garland H. Lang, III  
Land Manager

Oil Conservation Division  
Case No. \_\_\_\_\_  
Exhibit No. 3B

Enclosures

ks:\shared\ogx\design of pooled unit\sidewinder 1h\audrey emmet ltr 050411 ratif of pooled unit

WARRANTY DEED

AUDREY R. EMMET, a single woman, for a sufficient consideration in hand paid by H. L. HARRISON, the receipt and sufficiency of which is hereby acknowledged, does hereby grant, sell, assign and convey unto said H. L. HARRISON the following described land in Eddy County, New Mexico:

T-26-S R-29-E

Section 31: NE/4 NE/4,

Section 32: Lots 1 and 2, and  
N/2 NW/4,

containing 166.40 acres, more or less.

From the interest herein conveyed, however, there is excepted and reserved unto AUDREY R. EMMET, her heirs and assigns forever, as a free royalty interest 1/64 of 8/8 of all oil, gas and other minerals in, on and under said land. The interest herein reserved is a royalty interest only and carries with it no rights to execute oil, gas and mineral leases nor to receive any of the bonus consideration paid for any such leases nor to participate in any rentals paid under said leases, but is to participate in production of oil, gas or other minerals only if and when produced. Said interest shall bear all of its own taxes of any nature.

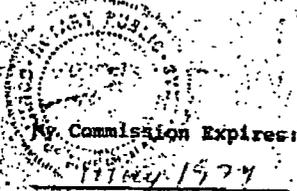
This grant is made with Warranty covenants.

IN WITNESS WHEREOF, this instrument is executed this 7<sup>th</sup> day of June, 1978.

*Audrey R. Emmet*  
Audrey R. Emmet

THE STATE OF TEXAS )  
COUNTY OF McKinnon )

The foregoing instrument was acknowledged before me this  
7<sup>th</sup> day of June, 1978, by AUDREY R. EKMET.



Linda Warrick  
Notary Public in and for  
McKinnon County, Texas  
LINDA WARRICK, Honey Buba  
My commission expires 11/14/79

STATE OF NEW MEXICO )  
County of Eddy )

FILED JUL 12 1978 FOR RECORD

at 11:30 AM on 7/12/78 and was duly  
recorded in Book 1133 of Records of  
McKinnon County, Texas, Page 222  
Clerk of Eddy County Clerk  
Charles F. Wright Deputy

DESIGNATION OF POOLED UNIT AND DECLARATION OF POOLING

OGX Resources LLC, as Operator, and Chesapeake Exploration L.L.C., et al, as Non-Operators, named below, by the terms of the Oil and Gas Leases (the "Leases") described in Exhibit "A" to this Designation, were granted the authority to pool and combine the Leases into a pooled unit as depicted on Exhibit "B" to this Designation (the "Unit") and designate the lands covered by and subject to the Leases to be included in a pooled unit for the purpose of drilling a well or wells and producing oil and/or gas.

By the authority granted in the Lease, and in accordance with the spacing rules promulgated by the Oil Conservation Commission of the State of New Mexico, the following lands are designated as the Unit:

Township 26 South, Range 29 East, N.M.P.M., Eddy County, New Mexico  
Section 32: Lots 1, 2, 3, 4, and the South 34 acres of the N/2 N/2,  
containing 126.00 acres, more or less

This Designation is executed by the Operator and Non-Operators and filed of record in the county where the Leases are located for the purpose of evidencing their election to exercise the pooling authority granted to the lessees in the Leases, to give notice of the Unit being established, and to identify and describe the lands included in the Unit.

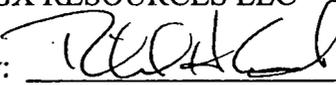
This Designation shall be, and the Unit is created, effective as of the Effective Date stated below. It shall be and remain in effect as long as oil and/or gas is produced from the lands within the Unit, actual drilling or reworking operations are being conducted on the lands within the Unit, delay rentals or shut-in royalties are being paid to maintain the Leases, or the provisions of the Leases are otherwise being complied with to maintain them in full force and effect.

This Designation is signed by Operator and each Non-Operator on the date opposite their signature, but shall be effective as of June 1, 2011. This Designation may be signed in multiple counterparts, all of which taken together shall be deemed one and the same Designation of Pooled Unit and Declaration of Pooling.

OPERATOR

OGX RESOURCES LLC

Date: 4/11/11

By:   
Richard H. Coats, Manager

**NON-OPERATORS**

CHESAPEAKE EXPLORATION, L.L.C.

Date: \_\_\_\_\_

By: \_\_\_\_\_

(Printed Name and Title)

OGX ACREAGE FUND, LP

By: OGX Resources LLC, its general partner

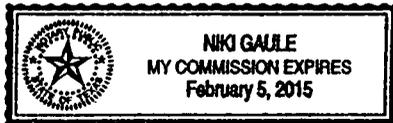
Date: 4/1/11

By: *[Signature]*  
Richard H. Coats, Manager

**ACKNOWLEDGEMENTS**

STATE OF TEXAS           §  
  §  
COUNTY OF MIDLAND   §

This instrument was acknowledged before me this 1<sup>st</sup> day of April, 2011, by Richard H. Coats, Manager of OGX Resources LLC, a Texas limited liability company, on behalf of said company.



*Niki Gaule*  
Notary Public in for State of Texas  
*Niki Gaule*  
Printed Name of Notary  
My Commission Expires: 2-5-2015



**EXHIBIT "A"**

Attached to and made a part of that certain Designation of Pooled Unit and Declaration of Pooling, dated effective June 1, 2011, by and between OGX Resources LLC, as Operator, and Chesapeake Exploration, L.L.C., et al., as Non-Operators.

Sidewinder Fee #1H  
T-26-S, R-29-E, N.M.P.M.,  
Eddy County, New Mexico  
Section 32: Lots 1, 2, 3, 4, and the South 34 acres of the N/2 N/2,  
containing 126.00 acres, more or less

**Tract No. 1**

**Lease No. 1:**

Lessor: The Allar Company  
Lessee: Veritas 321 Energy Partners, LP  
Date: June 20, 2008  
Recorded: Page 751, Page 289, Eddy County Records  
Acreage: Insofar and only insofar as said lease covers all of Lots 3 and 4, and the South 17 acres of the N/2 NE/4 of Section 32, T26S-R29E, Eddy County, New Mexico, containing 62.6 acres, more or less

**Tract No. 2**

**Lease No. 2:**

Lessor: Mary Lou Cassidy, dealing in her sole and separate property  
Lessee: Veritas 321 Energy Partners, LP  
Date: June 25, 2008  
Recorded: Book 751, Page 292, Eddy County Records  
Acreage: Insofar and only insofar as said lease covers all of Lots 1 and 2, and the South 17 acres of the N/2 NW/4 of Section 32, T26S-R29E, Eddy County, New Mexico, containing 63.4 acres, more or less

**Lease No. 3:**

Lessor: John E. Cassidy, dealing in his sole and separate property  
Lessee: Veritas 321 Energy Partners, LP  
Date: June 25, 2008  
Recorded: Book 751, Page 299, Eddy County Records  
Acreage: Insofar and only insofar as said lease covers all of Lots 1 and 2, and the South 17 acres of the N/2 NW/4 of Section 32, T26S-R29E, Eddy County, New Mexico, containing 63.4 acres, more or less

Lease No. 4:

Lessor: Jane Appling Sigler and husband, Jimmie B. Sigler  
 Lessee: Veritas 321 Energy Partners, LP  
 Date: June 27, 2008  
 Recorded: Book 751, Page 302, Eddy County Records  
 Acreage: Insofar and only insofar as said lease covers all of Lots 1 and 2, and the South 17 acres of the N/2 NW/4 of Section 32, T26S-R29E, Eddy County, New Mexico, containing 63.4 acres, more or less

Lease No. 5:

Lessor: Dorothy H. Martyn, dealing in her sole and separate property  
 Lessee: Veritas 321 Energy Partners, LP  
 Date: June 25, 2008  
 Recorded: Book 751, Page 305, Eddy County Records  
 Acreage: Insofar and only insofar as said lease covers all of Lots 1 and 2, and the South 17 acres of the N/2 NW/4 of Section 32, T26S-R29E, Eddy County, New Mexico, containing 63.4 acres, more or less

Lease No. 6:

Lessor: Shirley R. Ireland, dealing in her sole and separate property  
 Lessee: Veritas 321 Energy Partners, LP  
 Date: June 25, 2008  
 Recorded: Book 751, Page 308, Eddy County Records  
 Acreage: Insofar and only insofar as said lease covers all of Lots 1 and 2, and the South 17 acres of the N/2 NW/4 of Section 32, T26S-R29E, Eddy County, New Mexico, containing 63.4 acres, more or less

Lease No. 7:

Lessor: Harry Lee Harrison, Jr., dealing in his sole and separate property  
 Lessee: Veritas 321 Energy Partners, LP  
 Date: June 25, 2008  
 Recorded: Book 751, Page 311, Eddy County Records  
 Acreage: Insofar and only insofar as said lease covers all of Lots 1 and 2, and the South 17 acres of the N/2 NW/4 of Section 32, T26S-R29E, Eddy County, New Mexico, containing 63.4 acres, more or less

Lease No. 8:

Lessor: CBAT Corp., a Texas corporation  
 Lessee: Veritas 321 Energy Partners, LP  
 Date: June 27, 2008  
 Recorded: Book 755, Page 498, Eddy County Records  
 Acreage: Insofar and only insofar as said lease covers all of Lots 1 and 2, and the South 17 acres of the N/2 NW/4 of Section 32, T26S-R29E, Eddy County, New Mexico, containing 63.4 acres, more or less

Lease No. 9:

Lessor: Ray Properties  
 Lessee: Chesapeake Exploration, L.L.C.  
 Date: August 15, 2008  
 Recorded: Book 755, Page 285, Eddy County Records  
 Acreage: *Insofar and only insofar as said lease covers all of Lots 1 and 2, and the South 17 acres of the N/2 NW/4 of Section 32, T26S-R29E, Eddy County, New Mexico, containing 63.4 acres, more or less*

Lease No. 10:

Lessor: T. D. Rutland, dealing in his sole and separate property  
 Lessee: Chesapeake Exploration, L.L.C.  
 Date: August 15, 2008  
 Recorded: Book 755, Page 797, Eddy County Records  
 Acreage: *Insofar and only insofar as said lease covers all of Lots 1 and 2, and the South 17 acres of the N/2 NW/4 of Section 32, T26S-R29E, Eddy County, New Mexico, containing 63.4 acres, more or less*

Lease No. 11:

Lessor: MBJW Limited Partnership  
 Lessee: Chesapeake Exploration, L.L.C.  
 Date: August 15, 2008  
 Recorded: Book 757, Page 459, Eddy County Records  
 Acreage: *Insofar and only insofar as said lease covers all of Lots 1 and 2, and the South 17 acres of the N/2 NW/4 of Section 32, T26S-R29E, Eddy County, New Mexico, containing 63.4 acres, more or less*

Lease No. 12:

Lessor: Judkins T. Walton, dealing in his sole and separate property  
 Lessee: Chesapeake Exploration, L.L.C.  
 Date: August 15, 2008  
 Recorded: Book 757, Page 474, Eddy County Records  
 Acreage: *Insofar and only insofar as said lease covers all of Lots 1 and 2, and the South 17 acres of the N/2 NW/4 of Section 32, T26S-R29E, Eddy County, New Mexico, containing 63.4 acres, more or less*

Lease No. 13:

Lessor: James A. Walton Oil & Gas, L.P.  
 Lessee: Chesapeake Exploration, L.L.C.  
 Date: August 15, 2008  
 Recorded: Book 757, Page 480, Eddy County Records  
 Acreage: *Insofar and only insofar as said lease covers all of Lots 1 and 2, and the South 17 acres of the N/2 NW/4 of Section 32, T26S-R29E, Eddy County, New Mexico, containing 63.4 acres, more or less*

Lease No. 14:

Lessor: Clara Frances Walvoord Hudspeth, dealing in her sole and separate property  
Lessee: Chesapeake Exploration, L.L.C.  
Date: September 10, 2008  
Recorded: Book 757, Page 497, Eddy County Records  
Acreage: Insofar and only insofar as said lease covers all of Lots 1 and 2, and the South 17 acres of the N/2 NW/4 of Section 32, T26S-R29E, Eddy County, New Mexico, containing 63.4 acres, more or less

Lease No. 15:

Lessor: Alvin F. Walvoord, Jr., dealing in his sole and separate property  
Lessee: Chesapeake Exploration, L.L.C.  
Date: September 10, 2008  
Recorded: Book 760, Page 501, Eddy County Records  
Acreage: Insofar and only insofar as said lease covers all of Lots 1 and 2, and the South 17 acres of the N/2 NW/4 of Section 32, T26S-R29E, Eddy County, New Mexico, containing 63.4 acres, more or less

Lease No. 16:

Lessor: Gayle D. Fogelson, dealing in his sole and separate property  
Lessee: OGX Acreage Fund, LP  
Date: October 20, 2010  
Recorded: Page 832, Page 790, Eddy County Records  
Acreage: Insofar and only insofar as said lease covers all of Lots 1 and 2, and the South 17 acres of the N/2 NW/4 of Section 32, T26S-R29E, Eddy County, New Mexico, containing 63.4 acres, more or less

Lease No. 17:

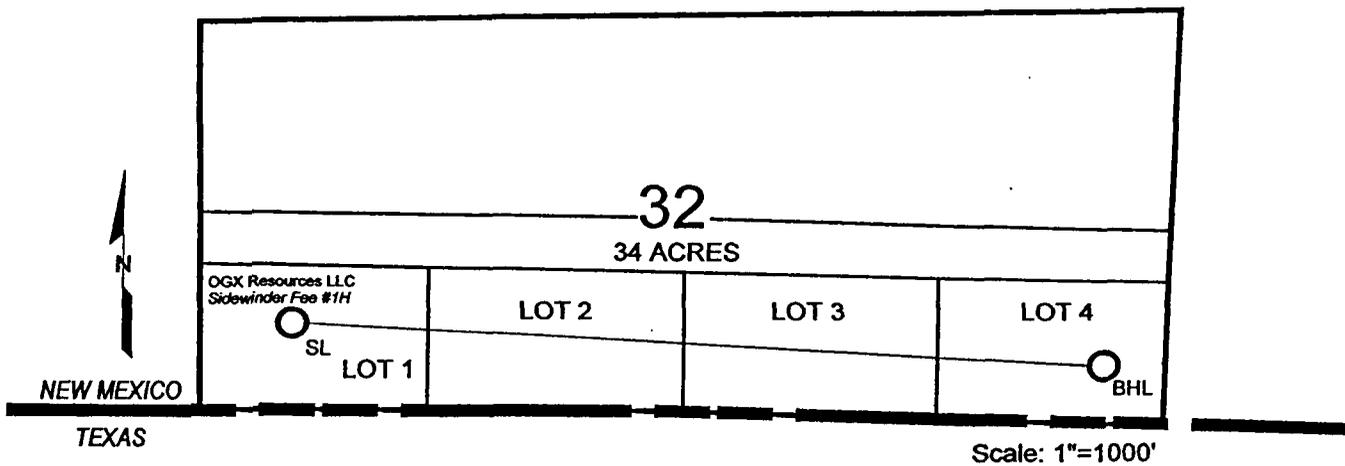
Lessor: HRH Properties, Ltd.  
Lessee: OGX Acreage Fund, LP  
Date: February 8, 2011  
Recorded: Book 845, Page 605, Eddy County Records  
Acreage: Insofar and only insofar as said lease covers all of Lots 1 and 2, and the South 17 acres of the N/2 NW/4 of Section 32, T26S-R29E, Eddy County, New Mexico, containing 63.4 acres, more or less

END OF EXHIBIT "A"

EXHIBIT "B"

Attached to and made a part of that certain Designation of Pooled Unit and Declaration of Pooling, dated effective June 1, 2011, by and between OGX Resources LLC, as Operator, and Chesapeake Exploration, L.L.C., et al., as Non-Operators

Sidewinder Fee #1H  
T-26-S, R-29-E, N.M.P.M.  
Eddy County, New Mexico  
Section 32: Lots 1, 2, 3, 4, and the South 34 acres of the N/2 N/2 containing 126.00 acres, more or less



ks:\s\design of pooled units\sidewinder fee 1h\Sidewinder Fee #1H - Design of Pooled Unit

**RATIFICATION AND CONSENT TO POOLING AND/OR UNITIZATION**  
(By Royalty Interest Owner)

**State:** New Mexico  
**County:** Eddy  
**Owner:** Audrey R. Emmet, a single woman, dealing in her sole and separate property  
**Effective Date:** June 1, 2011

Owner, named above, is the owner of a royalty interest (the "Interest") in the Oil, Gas, and Mineral Leases (the "Leases") on the lands that are subject to those Leases (the "Lands"). The Leases and Lands are described in Exhibit "A" to this Ratification and Consent (the "Ratification"). Owner reserved the Interest by Warranty Deed dated June 7, 1978, from Audrey R. Emmet, a single woman, as assignor, to H. L. Harris, as assignee, recorded in Volume 235, page 833, of the Deed Records of the county and state named above.

The present owner of the Leases desires to pool and/or unitize all or part of the Leases and Lands they cover, in which Owner owns the Interest, with other lands that are not subject to the Leases. As evidence of this, the owners of the Leases have executed and recorded a Designation of Pooled Unit in the county where the Leases are located, describing the lands and leases included in the Unit, created by that Designation. The Designation of Pooled Unit is dated effective as of June 1, 2011, and recorded in Volume \_\_\_\_\_, Page \_\_\_\_\_, of the Eddy County Records.

For adequate consideration, the receipt and sufficiency of which is acknowledged by Owner, Owner consents to, approves, and ratifies the pooling or unitization of Owner's Interest in the Leases and Lands, with other lands or leases, as if Owner was a party to the Designation of Pooled Unit. Owner's Interest in the proceeds of production of oil and/or gas produced from a pooled unit in which all or part of the Leases and Lands are included, is to be paid on the same basis and manner, as the royalty reserved in the Leases.

This Ratification shall apply to all of Owner's Interest which may be pooled or unitized from time to time, and shall remain in effect so long as the Leases are in force and effect.

For the consideration received, Owner agrees to execute any additional consents, ratifications, and writings which the lessee (present or future) of the Leases may request to give full effect to Owner's consent and ratification.

This Ratification is signed by Owner as of the date of acknowledgment of her signature below, but shall be effective as of the Effective Date stated above.

**Owner**

\_\_\_\_\_  
**Audrey R. Emmet, a single woman, dealing in  
her sole and separate property**



**EXHIBIT "A"**  
**Attached to and made a part of that certain**  
**Ratification and Consent to Pooling or Unitization**  
**dated effective June 1, 2011, by**  
**Audrey R. Emmet**

**Description of Oil and Gas Leases**

**Lease No. 1:**

**Lessor:** Mary Lou Cassidy, dealing in her sole and separate property  
**Lessee:** Veritas 321 Energy Partners, LP  
**Date:** June 25, 2008  
**Recorded:** Book 751, Page 292, Eddy County Records  
**Acreage:** Insofar and only insofar as said lease covers all of Lots 1 and 2, and the South 17 acres of the N/2 NW/4 of Section 32, T26S-R29E, Eddy County, New Mexico, containing 63.4 acres, more or less

**Lease No. 2:**

**Lessor:** John E. Cassidy, dealing in his sole and separate property  
**Lessee:** Veritas 321 Energy Partners, LP  
**Date:** June 25, 2008  
**Recorded:** Book 751, Page 299, Eddy County Records  
**Acreage:** Insofar and only insofar as said lease covers all of Lots 1 and 2, and the South 17 acres of the N/2 NW/4 of Section 32, T26S-R29E, Eddy County, New Mexico, containing 63.4 acres, more or less

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**Lessor:** Jane Appling Sigler and husband, Jimmie B. Sigler  
**Lessee:** Veritas 321 Energy Partners, LP  
**Date:** June 27, 2008  
**Recorded:** Book 751, Page 302, Eddy County Records  
**Acreage:** Insofar and only insofar as said lease covers all of Lots 1 and 2, and the South 17 acres of the N/2 NW/4 of Section 32, T26S-R29E, Eddy County, New Mexico, containing 63.4 acres, more or less

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**Lessor:** Dorothy H. Martyn, dealing in her sole and separate property  
**Lessee:** Veritas 321 Energy Partners, LP  
**Date:** June 25, 2008  
**Recorded:** Book 751, Page 305, Eddy County Records  
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Lease No. 5:

Lessor: Shirley R. Ireland, dealing in her sole and separate property  
 Lessee: Veritas 321 Energy Partners, LP  
 Date: June 25, 2008  
 Recorded: Book 751, Page 308, Eddy County Records  
 Acreage: Insofar and only insofar as said lease covers all of Lots 1 and 2, and the South 17 acres of the N/2 NW/4 of Section 32, T26S-R29E, Eddy County, New Mexico, containing 63.4 acres, more or less

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Lease No. 14:

Lessor: Alvin F. Walvoord, Jr., dealing in his sole and separate property  
 Lessee: Chesapeake Exploration, L.L.C.  
 Date: September 10, 2008  
 Recorded: Book 760, Page 501, Eddy County Records  
 Acreage: Insofar and only insofar as said lease covers all of Lots 1 and 2, and the South 17 acres of the N/2 NW/4 of Section 32, T26S-R29E, Eddy County, New Mexico, containing 63.4 acres, more or less

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Lessor: Gayle D. Fogelson, dealing in his sole and separate property  
Lessee: OGX Acreage Fund, LP  
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Lessor: HRH Properties, Ltd.  
Lessee: OGX Acreage Fund, LP  
Date: February 8, 2011  
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END OF EXHIBIT "A"