

DECLARATION OF POOLING AND UNITIZATION

Baird SE Unit

This Declaration of Pooling and Unitization is effective as of **January 18th 2016** by R.E. Gas Development, LLC, a Delaware limited liability company, whose address is 366 Walker Drive, State College, Pennsylvania 16801 (hereinafter collectively referred to as "Rex"),

Rex, who are the owners of an interest in 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 made a part hereof (the "Leases"), 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 and as depicted on Exhibit B, attached hereto and made a part hereof, for the production of oil, gas and related hydrocarbons INsofar AND ONLY INsofar as said leases cover, affect, and pertain to those formations above the base of the Tully Limestone formation or the stratigraphic equivalent thereof, the base of which is represented on the Induction Electrolog of the Clarence Creel Well, API No. 3701921305 located in Butler County, Pennsylvania at 5,186' MD, to 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 to form a single operating production unit for the production of oil, gas and other related hydrocarbons from a well or wells in said unit.

RETURN TO:
R E GAS DEVELOPMENT LLC
366 WALKER DRIVE
STATE COLLEGE, PA 16801

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 or 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 Rex to efficiently and effectively develop the oil and gas rights within such unit; and

WHEREAS, Rex are the interest owners of the gas well(s) in the pooled unit and execute 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 of the creation of the hereinafter described pool or unit, the undersigned hereby declares as follows:

1. 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 tract included within the unit bears to the total number of surface acres in the unit as described in Exhibit A.
2. The pooled unit created hereby shall be known as the Baird SE Unit (the "Unit").
3. The Unit shall consist of **648.84160** 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 depicted on Exhibit B which is attached hereto and incorporated herein by reference for all purposes. This Declaration of Pooling and Unitization covers all production from the lands described on Exhibits A and 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. The effect of this Declaration of Pooling and Unitization 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 Lease in the Unit.
5. The undersigned hereby expressly reserves the right, from time to time, to amend this Declaration of Pooling and Unitization, 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 said oil and gas production attributable to the various lands, leases and owners thereof to conform with (i), (ii) and (iii) above.
6. The Unit formed hereby may be dissolved by R.E. Gas Development, LLC, acting as the Operator of the Unit, at any time by filing an appropriate instrument of record in Butler County, Pennsylvania, after any failure to establish unit production or after cessation of operations upon the Unit.
7. This instrument shall bind, inure to the benefit of, and be exercised by heirs, assigns and successors in interest of all parties.
8. The 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.

This Declaration of Pooling and Unitization may be executed in counterparts, each of which shall be deemed to be an original, but all of which, taken together, shall constitute one and the same agreement.

EXECUTED by the undersigned to be effective as of the date first above written.

R.E. GAS DEVELOPMENT, L.L.C.

By _____

Mary Ann Fox
Vice-President, Land

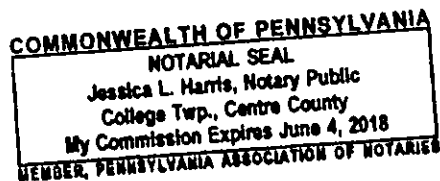
COMMONWEALTH OF PENNSYLVANIA

§
§
§

COUNTY OF CENTRE

On this, the 29th day of Jan, 2016 before me, Jessica L. Harris, the undersigned officer, personally appeared Mary Ann Fox, who acknowledged herself to be the Vice President, Land of R.E. Gas Development, L.L.C., a Delaware limited liability company, and that she, as such Vice-President, Land, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by herself as Vice-President, Land.

In witness whereof, I hereunder set my hand and official seal.



Jessica L. Harris
Print Name: Jessica L. Harris
In and for Centre County, Commonwealth of
Pennsylvania, Acting in Centre County, Commonwealth
Of Pennsylvania



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

Michele M. Mustello
Michele M. Mustello - Recorder of Deeds

Exhibit A
To that certain Declaration of Pooling and Unitization
Baird SE

Tract	Lease Code	Lessor	Lessee	Tax Parcel No.	Township	Lease Date	Recording	Acres in Unit
1	PABUT10207	DONNA K YOUNG	SWEPI LP	110-2F26-12A	CONCORD	12/19/2011	201201060000597	0.01448
2	PABUT9157A	RONALD L CAHALL	SWEPI LP	110-2F26-7	CONCORD	12/8/2011	201201040000266	1.37780
2	PABUT9157B	GEORGETTE ROSE CAHALL	SWEPI LP	110-2F26-7	CONCORD	12/8/2011	201201040000267	Part of 1.3778 AC.
3	PABUT9261	DAVID C ELLIS & JANET L ELLIS	SWEPI LP	110-2F28-A16A	CONCORD	4/12/2012	201205040012558	4.03928
4	PABUT5885	MICHAEL J. SCHELLER & JANET A. SCHELLER	R.E. GAS DEVELOPMENT, LLC	110-2F26-7B	CONCORD	2/23/2014	2014040400007128	0.35413
5	PABUT9323	RICHARD L ROSS JR & MICHELE Y ROSS	SWEPI LP	110-2F28-A18J	CONCORD	11/17/2012	201212140035992	0.32522
6	PABUT6860	MARK T STEWART & JUDITH C STEWART	R.E. GAS DEVELOPMENT, LLC	110-2F26-9AA	CONCORD	5/3/2014	201408220019807	0.27001
7	PABUT7210	KENNARD P KRAMER & DONNA R KRAMER	R.E. GAS DEVELOPMENT, LLC	110-2F26-13FA	CONCORD	3/13/2014	201407250017312	0.42262
8	PABUT11688	ASPENWALDHUHN, INC	EM ENERGY PENNSYLVANIA LLC	110-2F26-9B	CONCORD	6/5/2014	201406270014598	0.30349
9	PABUT9153A	DENISE G. YOUNG AKA DENISE Y SALOPEK	SWEPI LP	110-2F26-12	CONCORD	12/19/2011	2012010600000592	0.48416
9	PABUT9153B	DONNA K YOUNG	SWEPI LP	110-2F26-12	CONCORD	12/19/2011	2012010600000593	Part of 0.48416 AC.
10	PABUT6992	RICK A MILLER & LAURA A UHLMAN	R.E. GAS DEVELOPMENT, LLC	110-2F26-9A	CONCORD	2/13/2014	201406270014457	0.94145
11	PABUT5978	DONALD C THOMAS & VALERIE L THOMAS	R.E. GAS DEVELOPMENT, LLC	110-2F26-13FAA	CONCORD	1/31/2014	201404250008862	0.87312
12	PABUT6164	GERALD E CAMPBELL & JANET E CAMPBELL	R.E. GAS DEVELOPMENT, LLC	110-2F26-13F	CONCORD	1/28/2014	201405230011278	0.85977
13	PABUT9179	GREGORY R YOUNG & DOREEN J YOUNG	SWEPI LP	110-2F26-13DA	CONCORD	12/20/2011	2012010600000590	1.43000
14	PABUT9726	ZENO C SMITH AKA ZENO SMITH	SWEPI LP	110-2F26-16B	CONCORD	8/4/2011	201108180019734	2.10888
15	PABUT11657	DUWAYNE LOUIS BAIRD JR. AND RICHARD A. BAIRD & DIANE BAIRD AND DEBORAH JEAN BAIRD AND DENNIS J BAIRD	EM ENERGY PENNSYLVANIA LLC	110-2F28-A15	CONCORD	10/10/2013	201402180003506	1.93591
16	PABUT9845	TIMOTHY J MCCLOSKEY & MELISSA S MCCLOSKEY	SWEPI LP	110-2F28-A18LA	CONCORD	9/12/2011	201109190022422	2.30000
17	PABUT7111	BETTY J CAMPBELL	R.E. GAS DEVELOPMENT, LLC	110-2F26-13FC	CONCORD	3/14/2014	201407140016071	2.62000
18	PABUT9252	GEORGE C PRY & MARIA L PRY AKA MARIA PRY	SWEPI LP	110-2F28-A18F	CONCORD	3/31/2012	201204170010372	3.32502
19	PABUT11699	BARBARA J KESTER & DENNIS J KESTER	EM ENERGY PENNSYLVANIA LLC	110-2F26-6	CONCORD	5/30/2014	201406270014597	3.00000
20	PABUT11603	MARSHALL W ASHBY & JOAN M ASHBY	EM ENERGY PENNSYLVANIA LLC	110-2F26-4	CONCORD	9/25/2013	201401270001896	3.00741
21	PABUT7380	DAVID R. & LINDA J. PRATTI	R.E. GAS DEVELOPMENT, LLC	110-2F28-A17A	CONCORD	6/13/2014	201408140018985	2.95140
22	PABUT9158	RONALD L CAHALL	SWEPI LP	110-2F26-7CAA	CONCORD	12/8/2011	201201040000252	1.15717
23	PABUT6169	M. ALLAN PETROSKY	R.E. GAS DEVELOPMENT, LLC	110-2F26-7C	CONCORD	2/23/2014	201405230011282	2.22633
24	PABUT9252	GEORGE C PRY & MARIA L PRY AKA MARIA PRY	SWEPI LP	110-2F28-A18G	CONCORD	3/31/2012	201204170010372	4.08596
25	PABUT10575	MICHAEL P KELLY & AMY S KELLY AKA AMY SOMERFIELD KELLY	SWEPI LP	110-2F26-5CA	CONCORD	3/15/2012	201203280008528	3.54700
26	PABUT11551	THOMAS J SCHNELL & JUDITH L SCHNELL	EDGEMARC ENERGY HOLDINGS, LLC	110-2F28-A18A	CONCORD	8/15/2012	201301300003245	4.64000
27	PABUT9276	CHARLES S BECK	SWEPI LP	110-2F38-A18	CONCORD	4/14/2012	201205040012527	4.91886
28	PABUT8190	CLARENCE E HAZLET AND WILLIAM D. HAZLET, III & WENDY J. HAZLET	R.E. GAS DEVELOPMENT, LLC	110-2F28-A17B	CONCORD	9/14/2014	201411070026890	4.28624
29	PABUT11688	ASPENWALDHUHN, INC	EM ENERGY PENNSYLVANIA LLC	110-2F26-6A	CONCORD	6/5/2014	201406270014598	4.25000
30	PABUT11702	FRDERICK A BARTH JR. & THERESA R BARTH	EM ENERGY PENNSYLVANIA LLC	110-2F26-5AB	CONCORD	11/14/2013	201406270014611	5.00000
31	PABUT9292	ALBERT R MILLER & KARLA J MILLER	SWEPI LP	110-2F26-13H	CONCORD	5/18/2012	201206060016203	5.00000
32	PABUT11689A	LINDA S GODFREY	EM ENERGY PENNSYLVANIA LLC	110-2F26-6DA	CONCORD	6/10/2014	201406270014592	5.00000

Exhibit A
To that certain Declaration of Pooling and Unitization
Baird SE

Tract	Lease Code	Lessor	Lessee	Tax Parcel No.	Township	Lease Date	Recording	Acres in Unit
32	PABUT116898	MARTHA E. WALTON	EM ENERGY PENNSYLVANIA LLC	110-2F26-6DA	CONCORD	6/10/2014	201406270014591	Part of 5.00000 AC.
33	PABUT10250	DAVID B JONES & KAREN L JONES	SWEPI LP	110-2F26-5AA	CONCORD	12/2/2011	201112130031021	5.85471
34	PABUT11420	GEORGE A & PATRICIA HAZLETT	WILLIAM MCINTIRE COAL, OIL & GAS	110-2F28-A17C	CONCORD	7/6/2006	200610060025821	5.83195
35	PABUT11727	KIMBERLY G DINGFELDER & PAUL J DINGFELDER	EM ENERGY PENNSYLVANIA LLC	110-2F26-6C	CONCORD	8/18/2014	201412170029927	6.94000
36	PABUT9179	GREGORY R YOUNG & DOREEN J YOUNG	SWEPI LP	110-2F26-13D	CONCORD	12/20/2011	201201060000590	5.99375
37	PABUT10598	KEVIN T ISOVITSCH & SARAH A. ISOVITSCH	SWEPI LP	110-2F26-5D	CONCORD	3/5/2012	201203230008018	6.30346
38	PABUT6191	GREGORY E HUGHES & DIANE M HUGHES	R.E. GAS DEVELOPMENT, LLC	110-2F26-5B	CONCORD	1/29/2014	201405230011315	6.93000
39	PABUT11420	GEORGE A & PATRICIA HAZLETT	WILLIAM MCINTIRE COAL, OIL & GAS	110-2F26-2	CONCORD	7/6/2006	200610060025821	9.60812
40	PABUT6724	JASON E SUMMERVILLE	R.E. GAS DEVELOPMENT, LLC	110-2F26-8C	CONCORD	4/22/2014	201407140016002	7.42000
41	PABUT6028	TROY E HULL & KAREN S HULL	R.E. GAS DEVELOPMENT, LLC	110-2F26-13FE	CONCORD	1/30/2014	201404250008957	8.10000
42	PABUT9741	WILLIAM D HAZLETT III & WENDY J HAZLETT	SWEPI LP	110-2F28-A17D	CONCORD	7/18/2011	201107260017612	10.09000
43	PABUT9834	WILLIAM D HAZLETT III & WENDY J HAZLETT	SWEPI LP	110-2F28-A17J	CONCORD	9/1/2011	201109090021564	10.01000
44	PABUT9710	CLARENCE E HAZLETT & LYNN A HAZLETT	SWEPI LP	110-2F28-A17E	CONCORD	7/18/2011	201107260017610	10.07000
45	PABUT9710	CLARENCE E HAZLETT & LYNN A HAZLETT	SWEPI LP	110-2F28-A17	CONCORD	7/18/2011	201107260017610	11.21725
46	PABUT9301	DALE C OWENS & MELANIE P RIEGER	SWEPI LP	110-2F26-8	CONCORD	11/10/2011	201111290029415	12.73139
47	PABUT9710	CLARENCE E HAZLETT & LYNN A HAZLETT	SWEPI LP	110-2F28-A17F	CONCORD	7/18/2011	201107260017610	10.17000
48	PABUT9726	ZENO C SMITH AKA ZENO SMITH	SWEPI LP	110-2F26-16	CONCORD	8/4/2011	201108180019734	9.25292
49	PABUT9741	WILLIAM D HAZLETT III & WENDY J HAZLETT	SWEPI LP	110-2F28-A17H	CONCORD	7/18/2011	201107260017612	11.80000
50	PABUT8508	LESLEY J ZANG & BOBBIE JO ZANG	R.E. GAS DEVELOPMENT, LLC	110-2F28-A18K	CONCORD	10/24/2014	201501260001658	12.47727
51	PABUT9741	WILLIAM D HAZLETT III & WENDY J HAZLETT	SWEPI LP	110-2F28-A17G	CONCORD	7/18/2011	201107260017612	13.02000
52	PABUT11699	BARBARA J KESTER & DENNIS J KESTER	EM ENERGY PENNSYLVANIA LLC	110-2F26-6DB	CONCORD	5/30/2014	201406270014597	20.43000
53	PABUT11701	GREGORY L GOLD	EM ENERGY PENNSYLVANIA LLC	110-2F26-27	CONCORD	11/13/2013	201406270014609	18.18276
54	PABUT10250	DAVID B JONES & KAREN L JONES	SWEPI LP	110-2F26-5A	CONCORD	12/2/2011	201112130031021	19.36900
55	PABUT11700	KATHY J GLENN	EM ENERGY PENNSYLVANIA LLC	110-2F26-15	CONCORD	11/13/2013	201406270014610	18.79619
56	PABUT11698	VIRGINIA T BARKLEY NOW KNOWN AS VIRGINIA L FRY	EM ENERGY PENNSYLVANIA LLC	110-2F26-6D	CONCORD	6/2/2014	201406270014596	18.29000
57	PABUT9292	ALBERT R MILLER & KARLA J MILLER	SWEPI LP	110-2F26-13	CONCORD	5/18/2012	201206060016203	54.28000
58	PABUT11688	ASPENWALDHUHN, INC	EM ENERGY PENNSYLVANIA LLC	110-2F26-14	CONCORD	6/5/2014	201406270014598	55.97565
59	PABUT11688	ASPENWALDHUHN, INC	EM ENERGY PENNSYLVANIA LLC	110-2F26-15A	CONCORD	6/5/2014	201406270014598	62.48947
60	PABUT9941	JAMES G ROXBERRY & JUDITH E ROXBERRY	SWEPI LP	110-2F28-A18L	CONCORD	9/10/2011	201109190022418	61.48000
61	PABUT10576	DONALD E SOMERFIELD & PAULA JONES SOMERFIELD	SWEPI LP	110-2F26-5C	CONCORD	3/14/2012	201203280008527	66.59200
62	PABUT11793	CONCORD PRESBYTERIAN CHURCH	R.E. GAS DEVELOPMENT, LLC	110-2F26-13FB	CONCORD	12/14/2015	201601110000653	2.08000

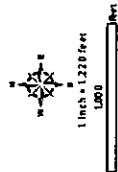
Acres in Unit 648.84160

Exhibit "B"
To Declaration of Pooling
and Unitization for the
Baird SE Unit

Total Acres: 648.8416

Baird SE Unit
Concord Township
Butler County, PA

Unit



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

NAD, 1983 StatePlane, Pennsylvania, South
Projection: Lambert Conformal Conic
Unit: U.S. Feet
Datum: D. North America, 1983

Ref: E:\Butler County\Units\Baird SE\Baird SE.mxd

