

DECLARATION OF POOLING AND UNITIZATION

Ceaser Unit

This Declaration of Pooling and Unitization is executed to be effective as of April 1, 2013 by R.E. Gas Development, LLC, a Delaware limited liability company, whose address is 366 Walker Drive, State College, Pennsylvania 16801 (hereinafter referred to as "R.E. Gas"), the owner 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 for all purposes (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, does 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 all purposes, for the production of oil, gas and related hydrocarbons INsofar AND ONLY INsofar as said leases cover, affect, and pertain to those formations from the base of the Tully Limestone to the top of the Onondaga Limestone 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 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.

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 R.E. Gas to efficiently and effectively develop the oil and gas rights within such unit; and

WHEREAS, R.E. Gas 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 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 does 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

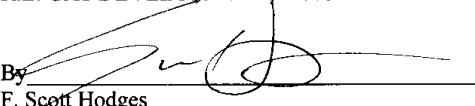
extent necessary to form and create a pooled unit as described below. Production from the unit shall be allocated among all of the Leases and tracts within the unit in the proportion that the number of surface acres of each tract included within the unit bears to the total number of surface acres in the unit as described in Exhibit A.

2. The pooled unit created hereby shall be known as the Ceaser Unit (the "Unit").
3. The Unit shall consist of 1,028.7159 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, 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.

EXECUTED by the undersigned on the date of acknowledgement hereof, to be effective for all purposes as of the date first above written.

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

By 
F. Scott Hodges
Sr. Vice-President, Land

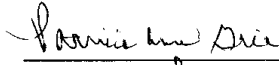
COMMONWEALTH OF PENNSYLVANIA
COUNTY OF CENTRE

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On this, the 22nd day of April, 2013, before me, Patricia Ann Gill, the undersigned officer, personally appeared F. Scott Hodges, who acknowledged himself to be the Sr. Vice President, Land of R.E. Gas Development, L.L.C., a Delaware limited liability company, and that he, as such Sr. 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 himself as Sr. Vice-President, Land.

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

COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL
Patricia Ann Gill, Notary Public
College Twp., Centre County
My Commission Expires October 01, 2016


Print Name: Patricia Ann Gill
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. Mustella - Recorder of Deeds

EXHIBIT "A"
DECLARATION OF POOLING AND UNITIZATION
CEASER UNIT

Lease No.	Tract	Lessor	Tax Parcel No.	Township	Date of Lease	Recording	Acres in Unit
PABUT0374	1	Keith G. Kotchey	200-4F96-18	Lancaster	5/5/2008	200805300012097	50.0000
PABUT0778	2	Erik M. Raithe	200-4F96-13E	Lancaster	11/4/2009	201002030002404	15.2900
PABUT1073	3	Kurt and Cynthia Ann Larson	200-4F96-13B	Lancaster	1/7/2010	201004210008264	5.0000
PABUT0952	4	Jerry R. and Mary Ann Stephenson	200-4F58-9	Lancaster	4/28/2008	200807110015696	10.4000
PABUT0947	5	John W. and Carol A. Reubi	200-4F58-9A	Lancaster	6/4/2008	200810270024152	62.3850
PABUT1271	6	John C. Mushinski	240-4F96-A14	Muddy Creek	2/18/2010	201006070012232	91.3530
PABUT1258	7	John C. Mushinski	240-4F58-B1A1	Muddy Creek	2/18/2010	201006090012599	11.3026
PABUT1047	8	Gregory and Victoria Fender	240-4F58-B1A2	Muddy Creek	2/18/2010	201005100009892	8.1200
PABUT1047	9	Gregory and Victoria Fender	240-4F58-B1A3	Muddy Creek	2/18/2010	201005100009892	0.6100
PABUT1425	10	Anthony Disalvo and Debra L. Scott	200-4F96-13D	Lancaster	3/22/2010	201008160018144	10.8500
PABUT1425	11	Anthony Disalvo and Debra L. Scott	200-4F96-13	Lancaster	3/22/2010	201008160018144	80.7000
PABUT1425	12	Anthony Disalvo and Debra L. Scott	200-4F96-13F	Lancaster	3/22/2010	201008160018144	1.3500
PABUT1740	13	Joseph G. and Corliss L. Julian	200-4F58-1	Lancaster	9/2/2010	201106030013434	54.7200
PABUT2264	14	Dale and Diane Hassinger	240-4F96-A14D	Muddy Creek	11/8/2010	201103090006311	14.2000
PABUT2185	15	Joe R. and Darla E. Moffett	240-4F96-A14B	Muddy Creek	10/21/2010	201103020005661	10.7000
PABUT2179	16	Amber R. Jamison	240-4F96-A15D	Muddy Creek	10/13/2010	201103020005680	9.6250
PABUT2179	17	Amber R. Jamison	240-4F96-A14C	Muddy Creek	10/13/2010	201103020005680	12.0000
PABUT2415	18	Michael J. and Amber R. Jamison	240-4F96-A15DA	Muddy Creek	10/13/2013	201107250017426	2.6000
PABUT2514	19	Erin Lynn Guidish	240-4F96-A17D	Muddy Creek	12/1/2010	201105180012030	23.3400
PABUT2552	20	John P. McCormick	240-4F96-A17E	Muddy Creek	12/8/2010	201105180012022	5.0400
PABUT2551	21	Crystal L. McCormick	240-4F96-A17F	Muddy Creek	12/8/2010	201105180012023	1.0500
PABUT2546	22	Debra J. Allen	240-4F96-A17B	Muddy Creek	12/8/2010	201105180012024	4.0000
PABUT2558	23	Andrew and Vicky L. Guidish	240-4F96-A17A	Muddy Creek	12/8/2010	201105180012017	2.0290
PABUT2948	24	Thomas A. and Leslie Kirby McConnell	200-4F96-14	Lancaster	3/31/2011	201106290015452	56.5643

PABUT2743	25	John P. and Paulette I. Depot	240-4F96-A16AE	Muddy Creek	1/25/2011	201105240012524	7.4900
PABUT2747	26	Frank J. and Joanne Porter	240-4F96-A16AD	Muddy Creek	1/25/2011	201105240012526	10.1900
PABUT2747	27	Frank J. and Joanne Porter	240-4F96-A16AH	Muddy Creek	1/25/2011	201105240012526	6.0650
PABUT2753	28	Charles T. and Shannon L. Brandon	240-4F96-A5	Muddy Creek	12/8/2010	201105240012531	6.2780
PABUT2703	29	Anthony M. and Mildred J. Leo	200-4F58-10	Lancaster	3/9/2011	201105260012853	50.0000
PABUT2513	30	Erin L. Guidish	240-4F96-A17	Muddy Creek	12/1/2010	201105250012681	1.5500
PABUT2744	31	Gordon T. and Carol M. Fletcher	240-4F96-A5D	Muddy Creek	1/25/2011	201105250012694	29.2020
PABUT3109	32	Steven R. and Martha L. Kristophel	240-4F96-A14A	Muddy Creek	4/5/2011	201107010015727	8.4400
PABUT3191	33	Anna Veres	240-4F96-A16AP	Muddy Creek	4/22/2011	201108150019305	3.4700
PABUT3312	34	John S. Veres, Jr.	240-4F96-A16AQ	Muddy Creek	4/22/2011	201108220019991	3.4300
PABUT3312	35	John S. Veres, Jr.	240-4F96-A16AR	Muddy Creek	4/22/2011	201108220019991	3.4900
PABUT2745	36	Kenneth T. and Patricia L. Hutalski	240-4F58-B1A10	Muddy Creek	1/20/2011	201109190022499	0.4400
PABUT3564	37	Barbara Ann Ceaser	200-4F58-5	Lancaster	9/19/2011	201201060000554	131.0000
PABUT3698	38	Gary Russell and Joyce Fay Watt	240-4F96-A16AF	Muddy Creek	12/19/2011	201203130006945	8.5910
PABUT3841	39	Howard E. Jr. and Marjorie S. Stanford	240-4F96-A13BB	Muddy Creek	11/22/2011	201204110009739	38.3170
PABUT3714	40	Marcia J. Sukits	240-4F96-A16AB	Muddy Creek	1/9/2012	201204190010774	13.0800
PABUT3715	41	Ronald M. and Patricia A. Moskun	240-4F96-A16AA	Muddy Creek	1/9/2012	201204190010775	4.9920
PABUT3715	42	Ronald M. and Patricia A. Moskun	240-4F96-A16AJ	Muddy Creek	1/9/2012	201204190010775	12.8190
PABUT3881	43	James E. Jr. and Deborah S. Muders	240-4F96-A16AC	Muddy Creek	2/20/2012	201205090013309	10.0260
PABUT3881	44	James E. Jr. and Deborah S. Muders	240-4F96-A16AK	Muddy Creek	2/20/2012	201205090013309	6.8890
PABUT3881	45	James E. Jr. and Deborah S. Muders	240-4F96-A16AL	Muddy Creek	2/20/2012	201205090013309	6.1600
PABUT3881	46	James E. Jr. and Deborah S. Muders	240-4F96-A16AN	Muddy Creek	2/20/2012	201205090013309	3.9900
PABUT3881	47	James E. Jr. and Deborah S. Muders	240-4F96-A16ALA	Muddy Creek	2/20/2012	201205090013309	6.1600
PABUT4086	48	Michael and Tracy Anderson	200-4F96-13C	Lancaster	6/27/2012	201209180026861	5.5200
PABUT3950	49	Laurie J. Kelly and Robert P. Guillard, Jr.	240-4F96-A15	Muddy Creek	3/21/2012	201209180026891	47.4500
PABUT3950	50	Laurie J. Kelly and Robert P. Guillard, Jr.	240-4F96-A15A	Muddy Creek	3/21/2012	201209180026891	4.0000
PABUT4290	51	Thomas R. and Linda J. Clay	240-4F96-A15B	Muddy Creek	9/21/2012	201301300003190	18.7810
PABUT4290	52	Thomas R. and Linda J. Clay	240-4F96-A15C	Muddy Creek	9/21/2012	201301300003190	12.2250
PABUT4290	53	Thomas R. and Linda J. Clay	240-4F96-A15BA	Muddy Creek	9/21/2012	201301300003190	5.0020
PABUT4254	54	George W. Jr. and Janet E. Tweed	200-4F96-12	Lancaster	8/13/2012	201301030000250	7.0600

PABUT4295	55	Daniel E. Gordon	200-4F96-20	Lancaster	10/30/2012	201301030000276	4.7000
PABUT4352A	56	Donald P. and Jane Hoffmann	200-4F96-11	Lancaster	11/5/2012	201303270008809	4.3400
PABUT4352B	56	Raymond R. Schieck Trust	200-4F96-11	Lancaster	11/5/2012	201303270008820	2.1700
PABUT4352C	56	Donna L. and Lawrence R. Roche	200-4F96-11	Lancaster	11/5/2012	201303270008821	2.1700
							1,028.71590

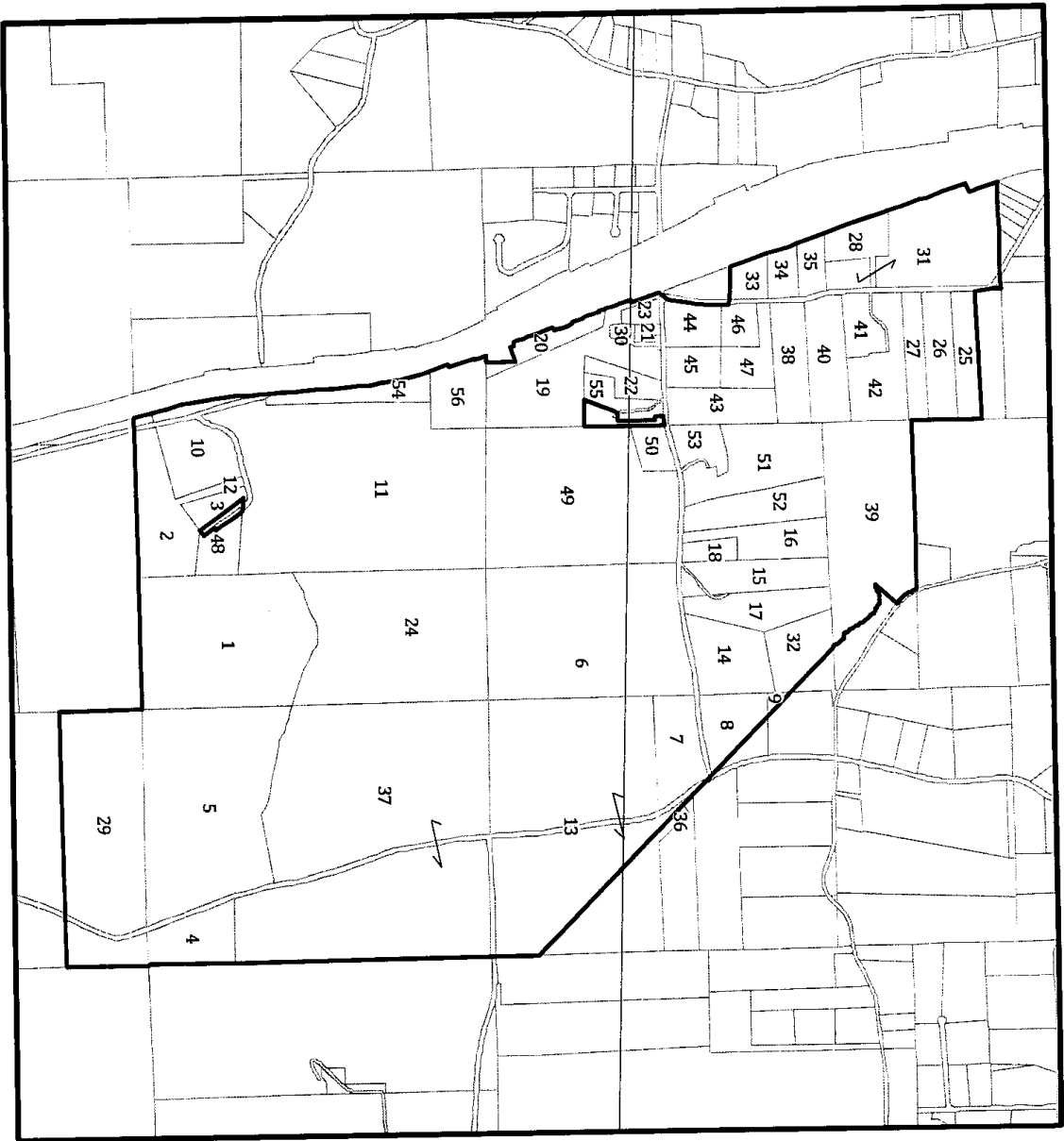
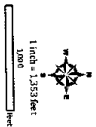


Exhibit "B"
To Declaration of Pooling
and Unitization dated
4/1/2013 for the
Ceaser Unit

Total Acres: 1028.7159

Ceaser Unit
Lancaster Township
Butler County, PA

☐ Unit



REX ENERGY
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Sewerside, PA 16001
Phone: (814) 278-7287 Fax: (814) 278-7288
www.rexenergy.com

NAD 1983, StatePlane, Pennsylvania South
Projection, Lambert Conformal Conic
Datum: North American 1983
NAD 2011, StatePlane, Pennsylvania South