

12 A's

AMENDED DECLARATION OF POOLING AND UNITIZATION
Plesniak West Unit

This Amended Declaration of Pooling and Unitization is executed to be effective as of November 1, 2011 by R.E. Gas Development, LLC, a Delaware limited liability company, whose address is 476 Rolling Ridge Drive, Suite 300, State College, PA 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 incorporated herein by reference 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. This Amended Declaration shall amend and replace that certain Amended Declaration of Pooling and Unitization ("Unit Agreement") dated November 21, 2011 effective November 1, 2011 and recorded as Instrument 201111220028955. Specifically, this Amended Declaration is intended to add additional tracts, and to substitute both exhibits thereto.

RECITALS:

WHEREAS, each of the Leases, as may be amended, authorizes the lessee thereunder to pool, unitize or combine all or a portion of the lands covered thereby with other lands and 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 the undersigned to efficiently and effectively develop the oil and gas rights within such unit;

NOW, THEREFORE, in order to establish and provide proper notice for the creation of the hereinafter described unit, the undersigned hereby declare as follows:

1. Declaration of Unit. 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 lease and tract included within the unit bears to the total number of surface acres in the unit, as described in Exhibit "A".
2. Unit Name. The pooled unit created hereby shall be known as the Plesniak West Unit (the "Unit").
3. Description of Unit. The Unit shall consist of 478.432 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 described and depicted on Exhibit "B" which is attached hereto and incorporated herein by reference for all purposes. This Amended Declaration of Pooled Unit covers all production from the lands described on Exhibit "A" and Exhibit "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. Effect of Pooled Unit. The effect of this Amended 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. Right to Amend. The undersigned hereby expressly reserves the right, from time to time, to amend the Declaration of Pooling and Unitization (Plesniak West Unit), 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. Dissolution of Unit. 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. Binding Upon Assigns and Successors. This instrument shall bind, inure to the benefit of, and be exercised by heirs, assigns and successors in interest of all parties.
8. Effective Date. 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.

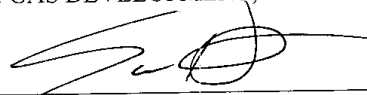
Except as noted herein, all other terms and provisions of the Declaration of Pooling and Unitization shall remain unchanged.

This Amended Declaration of Pooling and Unitization is adopted and ratified by the undersigned and shall remain in effect as long as any of the pooled minerals are being produced from the Unit or for so long as shut-in royalties are being tendered, all in accordance with the terms and conditions of the lands and leases which are pooled hereby.

EXECUTED by the undersigned parties on the respective dates of acknowledgment hereof, to be effective for all purposes as of the Effective Date.

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

By



F. Scott Hodges

Sr. Vice President, Land



COMMONWEALTH OF PENNSYLVANIA

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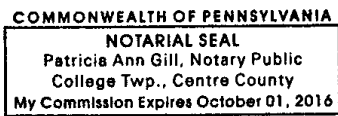
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COUNTY OF CENTRE

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On this, the 28th day of November, 2012, 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 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 F. Scott Hodges, Vice President, Land.

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



Patricia Ann Gill

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. Mustello
Michele M. Mustello - Recorder of Deeds

[illegible]

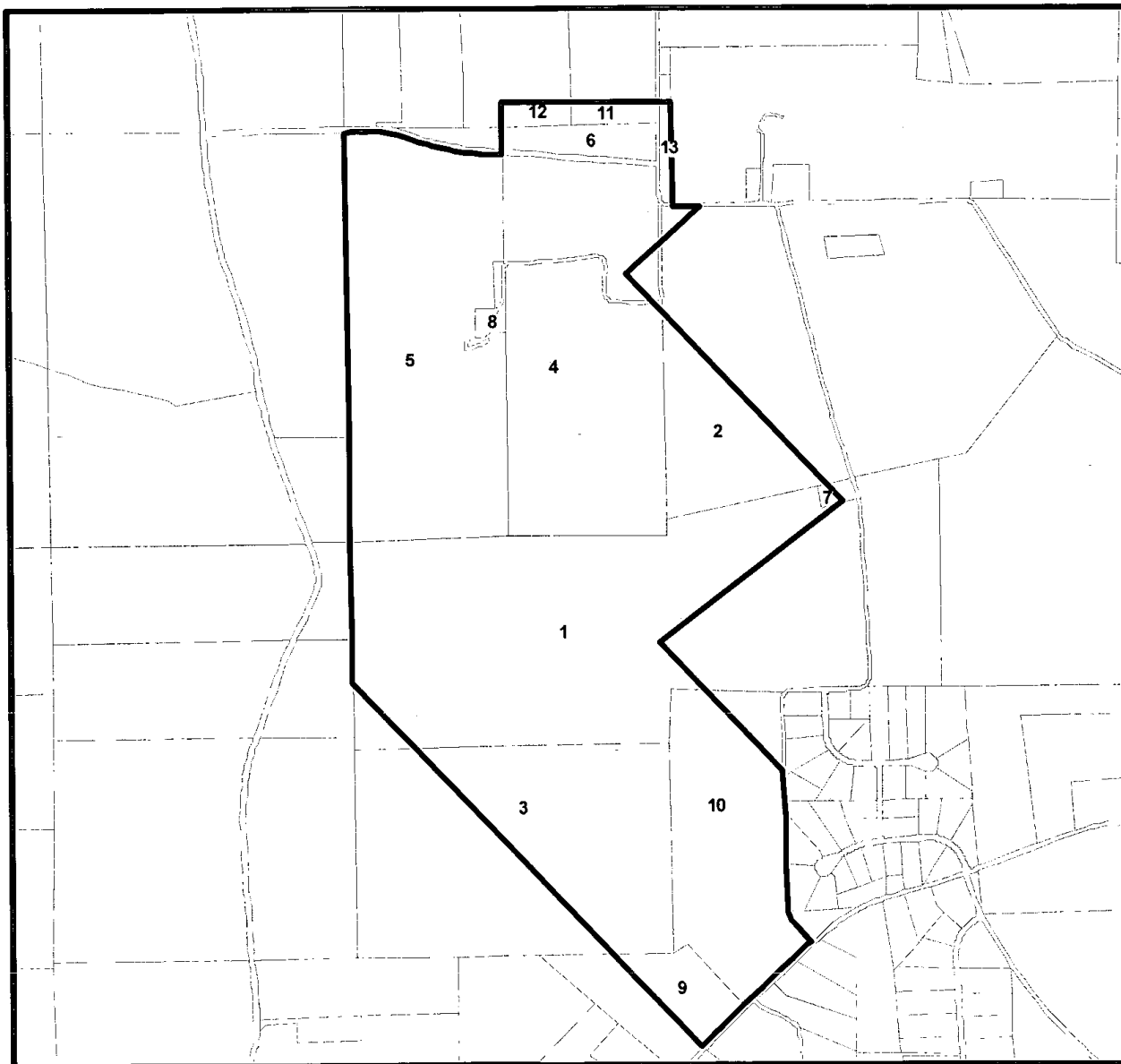
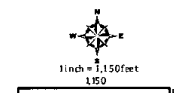


Exhibit "B"
To Declaration of Pooling
and Unitization dated
11 ,1, 2011 for the
Plesniak West Unit

Total Acres: 478.432 Acres

Plesniak West Unit
Lancaster Township
Butler County, PA

 **Unit**



476 Rolling Ridge Drive, Suite 300
State College, PA 16801
Phone: (814) 278-7287 Fax: (814) 278-7286
www.rex.energy.com

NAD_1983_StatePlane_Pennsylvania_South
 Projection: Lambert_Conformal_Conic
 Linear Unit: Feet
 Datum: D_North_American_1983

Ref: Plesniak_8.5x11.mxd