

## DECLARATION OF POOLING AND UNITIZATION

### Reno 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 476 Rolling Ridge Drive, Suite 300, 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, 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 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 Reno Unit (the "Unit").
3. The Unit shall consist of 622.88 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

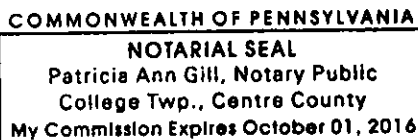
COMMONWEALTH OF PENNSYLVANIA

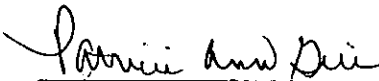
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COUNTY OF CENTRE

On this, the 30th day of May, 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.





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 - Recorder of Deed.

This Instrument Prepared By:  
Rex Energy  
366 Walker Drive  
State College, PA 16801

Exhibit "A"  
Declaration of Pooling and Unitization  
Reno Unit

Lease No.	Tract	Lessor	Tax Parcel No.	Township	Date of Lease	Recording	Acres in Unit
PABUT0509	1	Daniel O. and June A. Kerkan	230-2F75-11D	Middlesex	7/10/2008	200808150018855	19.35000
PABUT0544	2	Michael and Nancy Sippey	230-2F75-10A2	Middlesex	7/4/2008	200808150018859	10.00000
PABUT0550	3	Michael R. and Susan Neuman	230-2F75-10A6	Middlesex	6/30/2008	200808150018867	15.54700
PABUT0556	4	Steve L. and Sue Kozakovsky, et al.	230-2F75-17	Middlesex	7/24/2008	200809110020895	30.00000
PABUT0658	5	Thomas C. and Marjorie C. McClean	230-2F75-18A	Middlesex	9/10/2009	200912180029475	23.80000
PABUT0877	6	Francis J. and Laura L. Gizienksi	270-2F73-44G	Penn	12/2/2009	201003050004669	10.75000
PABUT0658	7	Thomas C. and Marjorie C. McClean	230-2F75-38	Middlesex	9/10/2009	200912180029475	1.00000
PABUT0996	8	Philip P. Luciano	230-2F75-11EA	Middlesex	12/17/2009	201003170005577	14.75000
PABUT1066	9	David William Sones	230-2F75-6	Middlesex	1/7/2010	2010042000008141	15.00000
PABUT1279	10	David M. and Caroline F. Hahn	230-2F75-7B	Middlesex	3/30/2010	201006090012575	5.50000
PABUT1279	11	David M. and Caroline F. Hahn	230-2F75-7C	Middlesex	3/30/2010	201006090012575	4.29000
PABUT1270	12	Laverne S. and Elizabeth A. Bartley	230-2F75-4A1	Middlesex	3/30/2010	201006070012239	18.49000
PABUT1289	13	Robert A. and Judith L. Ferree	230-2F75-10A9	Middlesex	4/12/2010	201009020019664	18.52000
PABUT3125	14	Jay H. and Nancy L. Reno	230-2F75-11	Middlesex	5/23/2011	201108080018644	54.86000
PABUT1327	15	Thomas D. Brucker	270-2F73-18	Penn	4/19/2010	201008020016926	1.50000
PABUT1799	16	Gregory and Ann Schneider	230-2F75-10A3A	Middlesex	9/21/2010	201011040026003	1.68000
PABUT1926	17	Clyde R. and Linda J. Miller	270-2F73-30AA	Penn	9/28/2010	201101100000703	2.13200
PABUT1926	18	Clyde R. and Linda J. Miller	270-2F73-30B	Penn	9/28/2010	201101100000703	1.96600
PABUT1926	19	Clyde R. and Linda J. Miller	270-2F73-30	Penn	9/28/2010	201101100000703	84.43400
PABUT1848	20	Daniel J. and Rebecca A. Rosswog	230-2F75-10A4	Middlesex	9/29/2010	201011090026465	4.09000
PABUT1841	21	Bruce E. and Arlene E. Goetz	230-2F75-10A3B	Middlesex	9/29/2010	201011090026472	2.51000
PABUT1849	22	Brendan E. Ryan	230-2F75-11E	Middlesex	9/29/2010	201011090026455	5.57600
PABUT1926	23	Clyde R. and Linda J. Miller	270-2F73-30A	Penn	9/28/2010	201101100000703	2.65200

PABUT2240	24	John A. and Pamela J. Romeo	230-2F75-10A5	Middlesex	11/2/2010	201103020005694	5.01000
PABUT2251	25	Michael J. and Marilyn S. Larocca	230-2F75-10A1A	Middlesex	12/7/2010	201103090006302	2.00000
PABUT2251	26	Michael J. and Marilyn S. Larocca	230-2F75-10A1B	Middlesex	12/7/2010	201103090006302	3.00000
PABUT2709	27	Jeffrey P. and Tamara A. Manjerovic	230-2F75-10A3	Middlesex	2/26/2011	201105180011973	5.81000
PABUT3178	28	Betty Jane Reno	230-2F75-10A7A	Middlesex	5/23/2011	201111010026734	15.70600
PABUT3496	29	Toni Miller	230-2F75-16A	Middlesex	6/10/2011	201111010026762	2.42000
PABUT3433	30	John H. II and Chris L. Reno	230-2F75-10A7	Middlesex	7/13/2011	201109190022553	8.08900
PABUT0544	31	Michael and Nancy Sippey	230-2F75-10A1	Middlesex	7/4/2008	200808150018859	5.00000
PABUT0550	32	Michael R. and Susan Neuman	230-2F75-16C	Middlesex	6/30/2008	200808150018867	9.88000
PABUT3878	33	Clark J. and Nancy F. Smith Rev Liv Trust	230-2F75-5	Middlesex	12/21/2011	20120110009750	5.42800
PABUT3877	34	Clarke J. and Nancy F. Smith	270-2F73-49	Penn	12/21/2011	201204110009749	2.50000
PABUT3878	35	Clark J. and Nancy F. Smith Rev Liv Trust	270-2F73-50	Penn	12/21/2011	201204110009750	4.19500
PABUT3877	36	Clarke J. and Nancy F. Smith	270-2F73-48A	Penn	12/21/2011	201204110009749	1.50000
PABUT3779	37	Kevin R. and Tracey L. Lark	270-2F73-50A	Penn	12/21/2011	201203260008249	5.47400
PABUT3779	38	Kevin R. and Tracey L. Lark	270-2F73-50B	Penn	12/21/2011	201203260008249	4.37900
PABUT3762	39	Connie J. Lamb	270-2F73-48B	Penn	12/27/2011	201204120010016	1.00000
PABUT3806	40	James C. and Mary C. Bowley	230-2F75-3DB	Middlesex	1/8/2012	201203290008655	2.29200
PABUT3760	41	Kenneth E. and Rebecca A. Kerkan	270-2F73-44J	Penn	1/9/2012	201204190010778	12.25000
PABUT4224	42	Ronald J. and June R. Arner	230-2F75-4	Middlesex	2/10/2012	201211140032929	55.00000
PABUT4018	43	Ronald J. and June R. Arner	230-2F75-7	Middlesex	2/10/2012	201211140032889	28.00000
PABUT4018	44	Ronald J. and June R. Arner	230-2F75-7A	Middlesex	2/10/2012	201211140032889	32.53000
PABUT4018	45	Ronald J. and June R. Arner	270-2F73-41	Penn	2/10/2012	201211140032889	2.00000
PABUT4224	46	Ronald J. and June R. Arner	270-2F73-43	Penn	2/10/2012	201211140032929	14.94000
PABUT3991	47	Ronald J. and June R. Arner	270-2F73-35	Penn	2/10/2012	201211140032883	44.00000
PABUT4018	48	Ronald J. and June R. Arner	270-2F73-43A	Penn	2/10/2012	201211140032889	2.00000
PABUT1926	49	Clyde R. and Linda J. Miller	270-2F73-30C	Penn	9/28/2010	2011011000000703	0.08000
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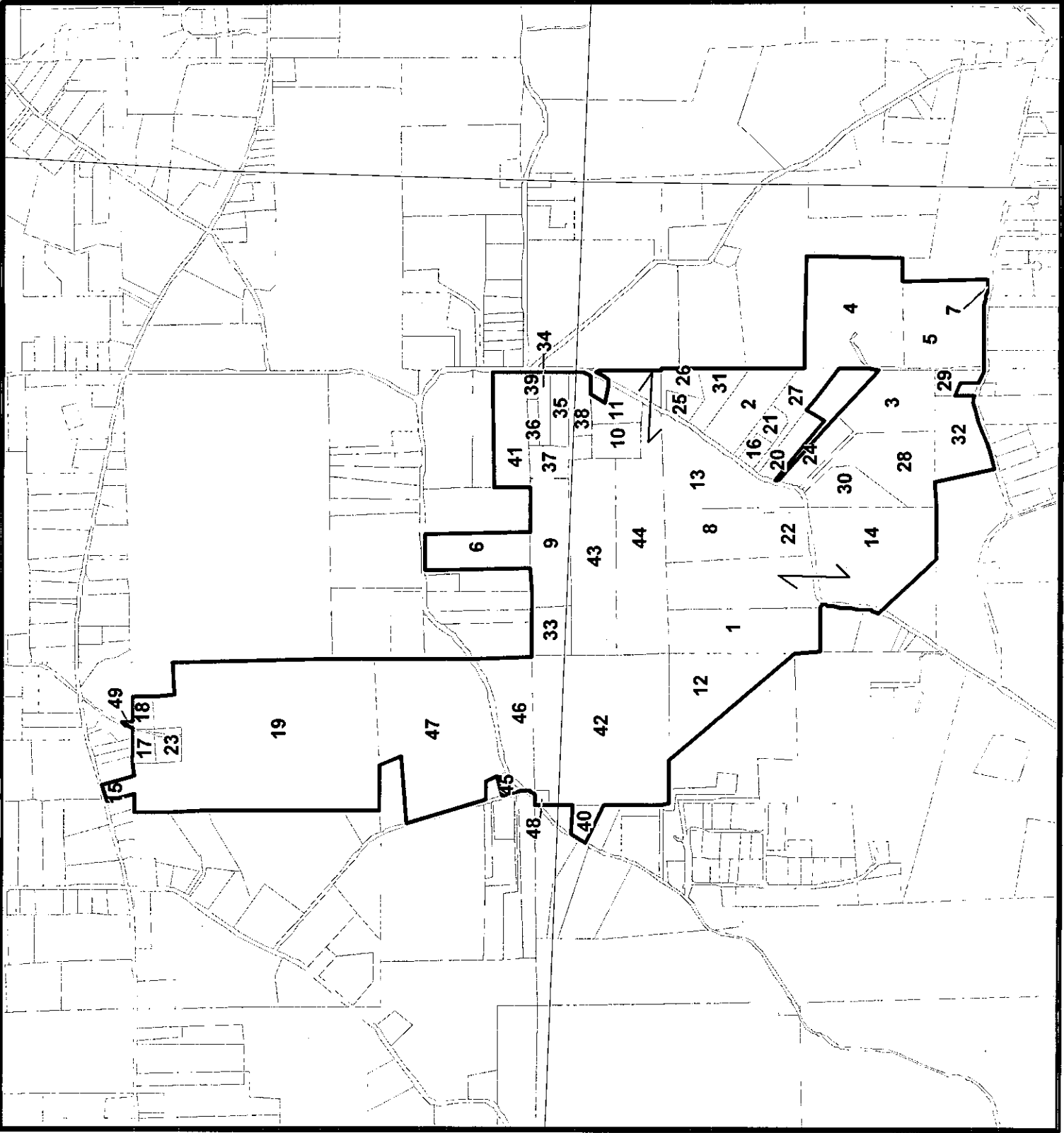
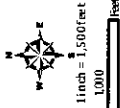


Exhibit "B"  
To Declaration of Pooling  
and Unitization dated  
4/1/13 for the  
Reno Unit

Total Acres: 622.88 Acres

Reno Unit  
Middlesex Township  
Butler County, PA

Unit



476 Rolling Ridge Drive, Suite 300  
State College, PA 16801  
Phone: (814) 278-7267 Fax: (814) 278-7266  
www.rexenergy.com

NAD 1983 StatePlane Pennsylvania South  
Projection: Lambert Conformal Conic  
Linear Unit: Feet  
Datum: D North American 1983  
Ref: Reno\_B\_Sc.1.mxd