

SECOND AMENDED DECLARATION OF POOLING AND UNITIZATION

Stebbins Unit

This Second Amended Declaration of Pooling and Unitization is executed to be effective as of December 16, 2011 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, 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 above the Tully 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 Second Amended Declaration of Pooling and Unitization shall amend and replace that certain Amended Declaration of Pooling and Unitization ("Unit Agreement") dated November 19, 2012, effective November 1, 2012, recorded as Instrument Number 201211200033475 on November 20, 2012, and the original Declaration of Pooling and Unitization dated December 20, 2012, effective December 16, 2011, recorded as Instrument Number 201112270032231 on December 27, 2011 in the Recorder's Office of Butler County, Pennsylvania. Specifically, this Second Amended Declaration of Pooling and Unitization is intended to limit formations of the unit, amend acreage, 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 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

Return To:
REX Energy Corporate HQ
366 Walker Drive
State College PA 16801

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. 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 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 Stebbins Unit (the "Unit").
3. Description of Unit. The Unit shall consist of 472.383 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 Second Amended Declaration of Pooling and Unitization Agreement covers all production from the lands described on Exhibits A and B which is produced from any well drilled within the Unit from those formations from above the Tully Limestone. 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 Second Amended Declaration of Pooling and Unitization Agreement 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 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. 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 and effect 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 Agreement shall remain unchanged.

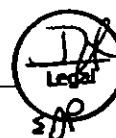
This Second Amended Declaration of Pooling and Unitization is adopted and ratified by the undersigned and shall remain in effect as long as any of the pooled minerals are being produced from the Unit or for so long as shut-in royalties are being tendered, all in accordance with the terms and conditions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

EXECUTED by the undersigned 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

Mary Ann Fox
Vice President, Land



COMMONWEALTH OF PENNSYLVANIA

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COUNTY OF CENTRE

On this, the 29 day of October, 20 13, before me, Raymond Gully, 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 Mary Ann Fox, Vice President, Land.

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



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

Print Name: Raymond Gully
In and for Centre County, Commonwealth of
Pennsylvania, Acting in Centre County, Commonwealth
Of Pennsylvania

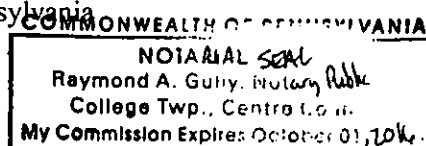


EXHIBIT "A" TO THE SECOND AMENDED DECLARATION OF POOLING AND UNITIZATION, EFFECTIVE DECEMBER 16, 2011

STEBBINS UNIT

| LEASE CODE | TRACT | LESSOR | TAX PARCEL | TOWNSHIP | LEASE DATE | RECORDING | ACRES IN UNIT |
|-------------------|--------------|--|-------------------|-----------------|-------------------|------------------|----------------------|
| PABUT2686 | 1 | Theresa M. Helfer | 270-3F51-2JB | Penn | 1/13/2011 | 201105260012815 | 0.1363 |
| PABUT2437 | 2 | Richard B. and Linda S. Lansberry | 270-3F51-3 | Penn | 1/4/2011 | 201105110011320 | 0.5439 |
| PABUT2960 | 3 | Todd A. Schubert | 270-3F51-1D | Penn | 4/5/2011 | 201106290015464 | 1.0400 |
| PABUT1070 | 4 | Erich W. and Raylene H. Gumto | 270-3F51-1EA | Penn | 1/14/2010 | 201004200008137 | 0.7157 |
| PABUT2789 | 5 | Jeffrey R. and Mary M. Feldbauer | 270-3F51-18D | Penn | 2/24/2011 | 201105120011474 | 0.7500 |
| PABUT2710 | 6 | Renee L. Mock | 270-3F51-18D1 | Penn | 2/23/2011 | 201105180011972 | 0.8839 |
| PABUT2960 | 7 | Todd A. Schubert | 270-3F51-1B | Penn | 4/5/2011 | 201106290015464 | 1.0000 |
| PABUT3840 | 8 | Donald C. and Paula J. Grubbs | 270-3F51-18D2 | Penn | 2/16/2012 | 201205090013293 | 0.9900 |
| PABUT2712 | 9 | Neil A. and Jeanne A. Reighard | 270-3F51-18D2B | Penn | 2/22/2011 | 201105180011971 | 0.8600 |
| PABUT2057 | 10 | Lillian S. Rath | 270-S3-1AAB | Penn | 11/24/2010 | 201101130001397 | 1.2014 |
| PABUT1168 | 11 | Scott C. and Danielle A. Gumto | 270-3F49-33 | Penn | 1/14/2010 | 201005100009864 | 1.4377 |
| PABUT2678 | 12 | Art and Sandra Hughes Trust | 270-3F51-18D3 | Penn | 2/20/2011 | 201105180011986 | 1.7057 |
| PABUT2645 | 13 | Frank A. Jr. and Mary Ann Calderone | 270-3F51-3FB | Penn | 1/12/2011 | 201105260012812 | 2.7200 |
| PABUT2686 | 14 | Theresa M. Helfer | 270-3F51-2JA | Penn | 1/13/2011 | 201105260012815 | 2.1406 |
| PABUT3951 | 15 | Department of Conservation and Natural Resources | Tract #5 | Forward | 4/3/2013 | 201309050025777 | 2.3280 |
| PABUT2057 | 16 | Lillian S. Rath | 270-S3-1AA1 | Penn | 11/24/2010 | 201101130001397 | 3.1147 |
| PABUT2960 | 17 | Todd A. Schubert | 270-3F51-1F | Penn | 4/5/2011 | 201106290015464 | 2.8410 |
| PABUT1071 | 18 | Harvey E. and Carol P. Gumto | 160-3F51-A1A1 | Forward | 1/14/2010 | 201004200008136 | 4.0940 |
| PABUT3436 | 19 | Anthony J. and Diane M. Calderone | 270-3F51-3FA | Penn | 7/14/2011 | 201109270023228 | 3.8700 |
| PABUT2605 | 20 | Jeff and Carol Ann Hanson | 160-3F49-B12 | Forward | 2/1/2011 | 201105180011951 | 4.7136 |
| PABUT2057 | 21 | Lillian S. Rath | 270-S3-1 | Penn | 11/24/2010 | 201101130001397 | 9.2668 |
| PABUT2057 | 22 | Lillian S. Rath | 270-S3-1-1 | Penn | 11/24/2010 | 201101130001397 | 19.8164 |
| PABUT2057 | 23 | Lillian S. Rath | 270-3F51-18E | Penn | 11/24/2010 | 201101130001397 | 26.8983 |
| PABUT4258 | 24 | Lewis F. and Helen Lauschus | 270-3F51-2J | Penn | 2/18/2008 | 200804090007476 | 33.8367 |
| PABUT1071 | 25 | Harvey E. and Carol P. Gumto | 160-3F51-A1B | Forward | 1/14/2010 | 201004200008136 | 36.4623 |
| PABUT1070 | 26 | Erich W. and Raylene H. Gumto | 270-3F51-1EB | Penn | 1/14/2010 | 201004200008137 | 38.6307 |
| PABUT1333 | 27 | Girl Scouts Western Pennsylvania | 160-3F74-11 | Forward | 4/20/2010 | 201008160018146 | 44.9331 |

EXHIBIT "A" TO THE SECOND AMENDED DECLARATION OF POOLING AND UNITIZATION, EFFECTIVE DECEMBER 16, 2011

STEBBINS UNIT

| LEASE CODE | TRACT | LESSOR | TAX PARCEL | TOWNSHIP | LEASE DATE | RECORDING | ACRES IN UNIT |
|------------|-------|------------------------------------|--------------|----------|------------|-----------------|---------------|
| PABUT2065 | 28 | Spang & Company | 270-3F51-18G | Penn | 11/24/2010 | 201101130001398 | 46.1192 |
| PABUT1167 | 29 | Scott C. Gumto | 270-3F51-1E | Penn | 1/14/2010 | 201005100009865 | 59.7210 |
| PABUT0270 | 30 | John Simpson | 160-3F49-B7 | Forward | 1/23/2007 | 200710090026364 | 56.4000 |
| PABUT1272 | 31 | Richard O. and Frances H. Williams | 160-3F51-A2 | Forward | 2/23/2010 | 201006070012238 | 63.2120 |
| | | | | | | | 472.383 |

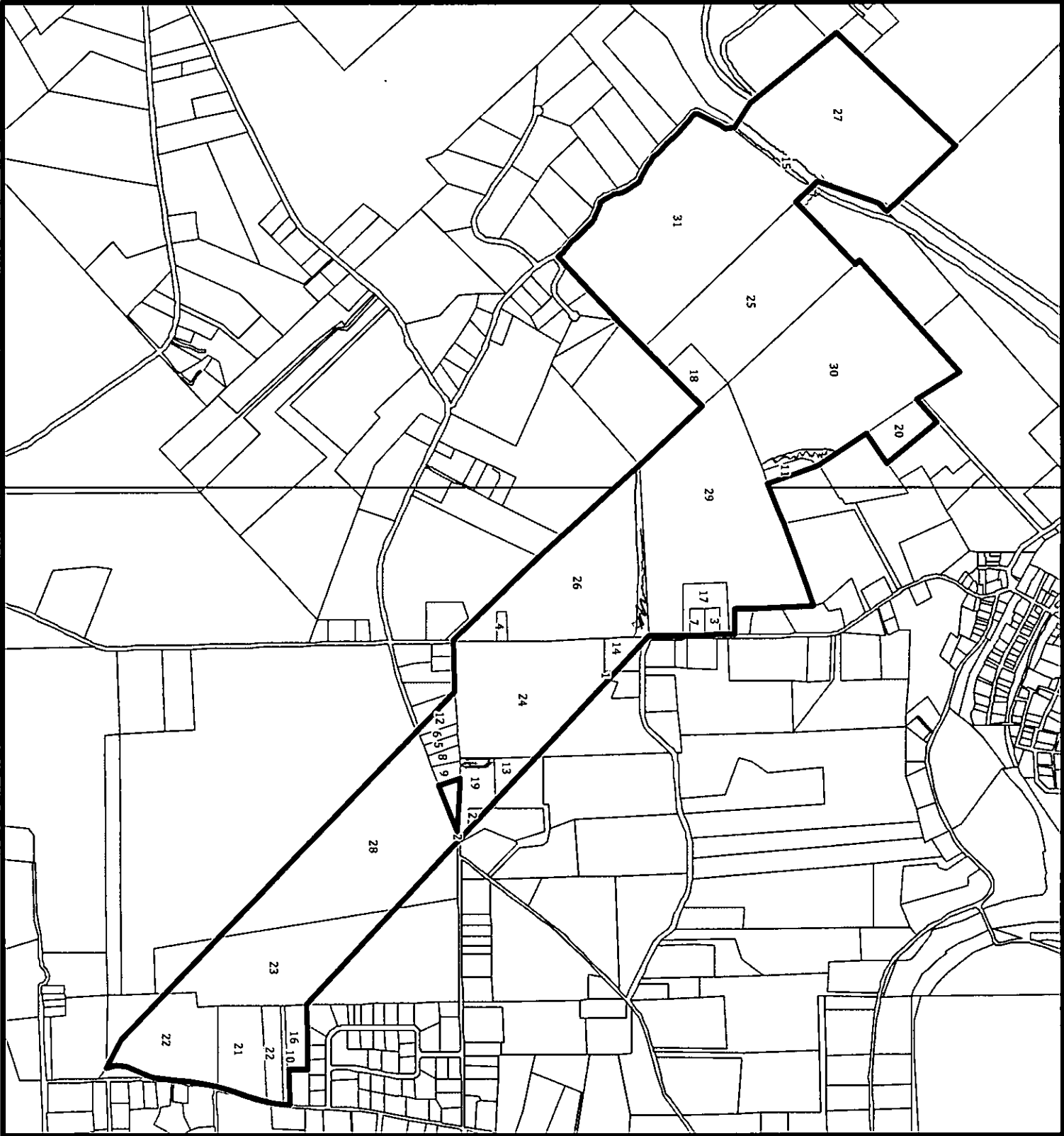


Exhibit "B"
To Amended Declaration
of Pooling and Unitization
Effective Dec. 16, 2011 for
the Stebbins Unit

Total Acres: 472.383

Penn Township
Butler County, PA



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State College, PA 16801
Phone: (814) 278-7287 Fax: (814) 278-7288
www.RexEnergy.com

NAD 1983, StatePlane, Pennsylvania, South
Projection: Lambert, Conforms to Code
Linear Unit: Feet
Datum: D:\North_America.n_1983
Def: Stebbins.mxd