

DECLARATION OF POOLING AND UNITIZATION

Ferree West

This Declaration of Pooling and Unitization is executed to be effective as of December 19, 2013 by R.E. Gas Development, LLC, a Delaware limited liability company ("REX"), whose address is 366 Walker Drive, State College, Pennsylvania 16801, 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 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 the top of the Onondaga Limestone or the stratigraphic equivalent thereof, the top of which is represented on the Induction Electrolog of the Clarence Creel Well, API No. 3701921305 located in Butler County, Pennsylvania at 5,345' MD, formations 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.

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

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

WHEREAS, REX 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 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 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 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 Ferree West Unit (the "Unit").
3. Description of Unit. The Unit shall consist of **628.8546** 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 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 the base of the Tully Limestone** 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 the top of the Onondaga Limestone** or the stratigraphic equivalent thereof, the top of which is represented on the Induction Electrolog of the Clarence Creel Well, API No. 3701921305 located in Butler County, Pennsylvania at 5,345' MD. 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 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 the 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 REX, 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.

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: _____

Mary Ann Fox
Vice President, Land

COMMONWEALTH OF PENNSYLVANIA

§

§

COUNTY OF CENTRE

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On this, the 13 day of August, 2014, 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 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 herself as Mary Ann Fox, Vice President, Land.

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



Print Name: Raymond Gully

In and for Centre County, Commonwealth of
Pennsylvania, Acting in Centre County, Commonwealth
of Pennsylvania

COMMONWEALTH OF PENNSYLVANIA

NOTARIAL SEAL

Raymond A. Gully, Notary Public
College Twp., Centre County
My Commission Expires October 01, 2016



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"
DECLARATION OF POOLING AND UNITIZATION
FERREE WEST

Tract	Lease No.	Lessor	Lessee	Tax Parcel No.	Recorded	Township	Lease Date	Unit Acres
1	PABUT3098	WILLIAM E & LINDA K RODGERS	R.E. Gas Development, LLC	230-2F75-11CA	201107010015717	Middlesex	05/02/2011	0.4200
2	PABUT3298	GILBERT L & MARIANN R WATSON	R.E. Gas Development, LLC	230-2F75-11CB	201108150019311	Middlesex	06/10/2011	0.4900
3	PABUT3761	NANCY C KUHN	R.E. Gas Development, LLC	230-S6-13A6	201204190010779	Middlesex	01/11/2012	0.6300
4	PABUT3980	LAWRENCE A & MELANIE TAYLOR	R.E. Gas Development, LLC	230-S6-13A5	201205310015632	Middlesex	02/24/2012	0.6300
5	PABUT3735	ROBERT A & ELIZABETH SEMLER	R.E. Gas Development, LLC	230-S6-13A4	201203130006960	Middlesex	12/11/2011	0.6490
6	PABUT3720	RICHARD MARK CLOHERTY	R.E. Gas Development, LLC	230-S6-13A3	201203130006949	Middlesex	12/11/2011	0.6300
7	PABUT4514	RAYMOND J & PATRICIA J TUSZYNSKI	R.E. Gas Development, LLC	230-S6-13A18	201305200014496	Middlesex	03/22/2013	0.7000
8	PABUT1507	CHARLES O REVOIR	R.E. Gas Development, LLC	230-S4-4G1	201008020016944	Middlesex	5/29/2010	1.0000
9	PABUT1394	KENTON H ZELLARS	R.E. Gas Development, LLC	230-2F94-A7A	201008020016951	Middlesex	05/04/2010	0.7600
10	PABUT3703	JAMES L SCHRIEVER	R.E. Gas Development, LLC	230-S6-13A1	201202240005348	Middlesex	12/03/2011	0.8000
11	PABUT1572	DENNIS M & SUSAN B ACON	R.E. Gas Development, LLC	230-2F75-11C	201009070020045	Middlesex	06/26/2010	1.0000
12	PABUT3838	ROBERT J LAPP	R.E. Gas Development, LLC	230-S6-13A16	201203290008664	Middlesex	01/03/2012	0.9800
13	PABUT1384	ROBERT T & TRACY LYNN GALL	R.E. Gas Development, LLC	230-S4-4G3B	201007120015353	Middlesex	04/29/2010	1.0000
14	PABUT3731	MARK BARTLEY	R.E. Gas Development, LLC	230-S6-13A10	201203130006956	Middlesex	12/10/2011	1.0500
15	PABUT1469	EDWARD E & GAYLE M FERREE	R.E. Gas Development, LLC	230-2F75-12B	201009070020021	Middlesex	03/30/2010	1.0800
16	PABUT3728	JAMES V JR & DONNA L THUNELL	R.E. Gas Development, LLC	230-S6-13B5	201203130006954	Middlesex	12/07/2011	0.9300
17	PABUT3835	KEVIN P LEWIS	R.E. Gas Development, LLC	230-S6-13A9	201203290008662	Middlesex	12/14/2011	1.0600
18	PABUT3728	JAMES V JR & DONNA L THUNELL	R.E. Gas Development, LLC	230-S6-13B4	201203130006954	Middlesex	12/07/2011	0.9700
19	PABUT4213	RAYMOND S & CATHEEN M BURK	R.E. Gas Development, LLC	230-S6-13B3	201212070035045	Middlesex	01/08/2012	0.9800
20	PABUT1469	EDWARD E & GAYLE M FERREE	R.E. Gas Development, LLC	230-2F75-12A	201009070020021	Middlesex	03/30/2010	1.0000
21	PABUT3704	CHARLES E & DELORES SEELBAUGH	R.E. Gas Development, LLC	230-S6-13B7	201202240005349	Middlesex	12/05/2011	0.9800
22	PABUT3709	PETER D & CYNTHIA L KOHLER	R.E. Gas Development, LLC	230-S6-13D	201203130006948	Middlesex	12/06/2011	0.8700
23	PABUT3692	FRANK C & GEORGETTA M BURK	R.E. Gas Development, LLC	230-S6-13B6	201202240005343	Middlesex	11/23/2011	0.9600
24	PABUT1396	DAVID D BITTNER	R.E. Gas Development, LLC	230-2F94-A6B3	201008020016950	Middlesex	05/04/2010	1.1100
25	PABUT1607	DEBRA I GALL	R.E. Gas Development, LLC	230-2F94-A6B1	201009070020072	Middlesex	07/14/2010	1.1300
26	PABUT3800	RICHARD E & LAVERNE M EVANS	R.E. Gas Development, LLC	230-S6-13A17	201204190010787	Middlesex	01/04/2012	1.3000
27	PABUT1270	LAVERNE S & ELIZABETH A BARTLEY	R.E. Gas Development, LLC	230-2F75-3E	201006070012239	Middlesex	03/30/2010	1.4480
28	PABUT3726	BRYAN M & ALICIA M STRONG	R.E. Gas Development, LLC	230-S6-13A12	201202240005315	Middlesex	12/08/2011	1.5540
29	PABUT3725	STEPHEN RESTA	R.E. Gas Development, LLC	230-S6-13A14	201203130006953	Middlesex	12/10/2011	1.4490
30	PABUT3724	DONALD LYNCH	R.E. Gas Development, LLC	230-S6-13E	201204110009736	Middlesex	12/10/2011	1.4000
31	PABUT4213	RAYMOND S & CATHEEN M BURK	R.E. Gas Development, LLC	230-S6-13B1	201212070035045	Middlesex	01/08/2012	1.7100
32	PABUT3739	RONALD C & BONNIE J MCKELVEY	R.E. Gas Development, LLC	230-S6-13B	201203130006961	Middlesex	12/12/2011	2.3200
33	PABUT1387	NANCY L ROACH	R.E. Gas Development, LLC	230-2F94-A6B	201007120015354	Middlesex	04/29/2010	2.1170

Tract	Lease No.	Lessor	Lessee	Tax Parcel No.	Recorded	Township	Lease Date	Unit Acres
34	PABUT3709	PETER D & CYNTHIA L KOHLER SAMUEL LAVERNE & SUE ANN LISMAN	R.E. Gas Development, LLC	230-S6-13DB	201203130006948	Middlesex	12/06/2011	3.1700
35	PABUT3683	BARTLEY	R.E. Gas Development, LLC	230-2F75-4A1A	201202240005310	Middlesex	11/23/2011	2.5660
36	PABUT1469	EDWARD E & GAYLE M FERREE	R.E. Gas Development, LLC	230-2F75-11B	201009070020021	Middlesex	03/30/2010	4.0000
37	PABUT3723	CHRISTINA LEE LAMBERSON	R.E. Gas Development, LLC	230-S6-13A	201203130006952	Middlesex	12/11/2011	1.9007
38	PABUT2894	PAUL T & KATHLEEN M BARTLEY	R.E. Gas Development, LLC	230-2F75-4A	201106290015440	Middlesex	03/23/2011	7.1720
39	PABUT1292	JOSEPH & PAMULA A VIVIRITO	R.E. Gas Development, LLC	230-2F75-11A	201006090012585	Middlesex	03/30/2010	5.1900
40	PABUT3125	JAY H RENO ET UX	R.E. Gas Development, LLC	230-2F75-11	201108080018644	Middlesex	05/23/2011	5.7108
41	PABUT3741	CHARLES W & ERMA J SMITHCO	R.E. Gas Development, LLC	230-S6-13C	201203130006962	Middlesex	12/12/2011	6.9764
42	PABUT1469	EDWARD E & GAYLE M FERREE	R.E. Gas Development, LLC	230-2F75-26	201009070020021	Middlesex	03/30/2010	6.7544
43	PABUT1469	EDWARD E & GAYLE M FERREE	R.E. Gas Development, LLC	230-2F75-14B	201009070020021	Middlesex	03/30/2010	7.5364
44	PABUT3125	JAY H RENO ET UX	R.E. Gas Development, LLC	230-2F75-15	201108080018644	Middlesex	05/23/2011	9.1294
45	PABUT3722	DAVID R & CHRISTINE HOLDER	R.E. Gas Development, LLC	230-S6-13	201203130006951	Middlesex	12/11/2011	9.1500
46	PABUT3796	GEIGER FAMILY TRUST	R.E. Gas Development, LLC	230-2F75-2	201205310015634	Middlesex	12/29/2011	0.1130
47	PABUT5061	PENN-GLADE LIONS ASSOCIATION	R.E. Gas Development, LLC	270-2F94-33	201310110029668	Penn	06/27/2013	6.3405
48	PABUT1270	LAVERNE S & ELIZABETH A BARTLEY	R.E. Gas Development, LLC	230-2F75-4A1	201006070012239	Middlesex	03/30/2010	30.0260
49	PABUT1469	EDWARD E & GAYLE M FERREE	R.E. Gas Development, LLC	230-2F75-14	201009070020021	Middlesex	03/30/2010	48.2383
50	PABUT1214A	STARLIGHT PARTNERS LP	R.E. Gas Development, LLC	230-2F92-9	201009090020394	Middlesex	01/09/2010	14.7033
50	PABUT1214B	MARGER Y C. BISH	R.E. Gas Development, LLC	230-2F92-9	201009070020011	Middlesex	01/09/2010	34.7532
50	PABUT1214C	SUSAN ANN STARR ET AL	R.E. Gas Development, LLC	230-2F92-9	201009090020395	Middlesex	06/07/2010	14.7033
51	PABUT1469	EDWARD E & GAYLE M FERREE	R.E. Gas Development, LLC	230-2F75-12	201009070020021	Middlesex	03/30/2010	76.0500
52	PABUT1262	CROWN ATLANTIC CO LLC	R.E. Gas Development, LLC	230-2F94-A6	201006070012250	Middlesex	12/02/2009	99.8138
53	PABUT1046	ED J & JILL A CYPHERS	R.E. Gas Development, LLC	230-2F94-A7	201005100009898	Middlesex	01/26/2010	96.0164
54	PABUT0642	ELAINE SUE & DAN EDWARD CALLEN	R.E. Gas Development, LLC	230-2F75-1	200911240027534	Middlesex	08/20/2009	103.7338
								628.8546

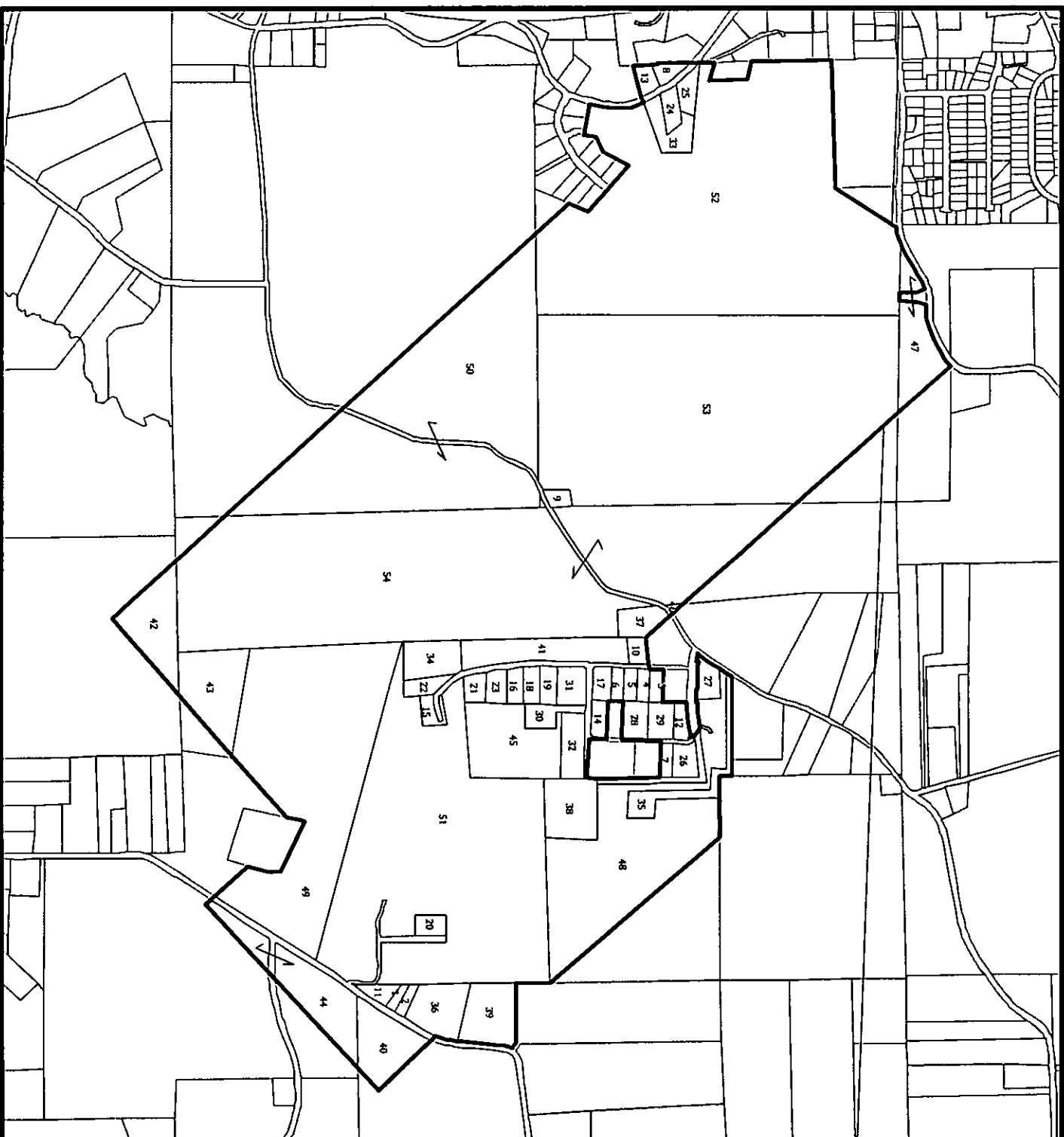


Exhibit "B"
To Declaration of Pooling
and Unitization dated for the
Ferree West Unit

Total Acres: 628.8546

Ferree West Unit
Middlesex Township
Butler County, PA

☐ Unit



366 Walker Drive
State College, PA 16801
Phone: (814) 278-7287 Fax: (814) 278-7285
www.RexEnergy.com

MAO, 1983, Southeastern Pennsylvania, South
Projection: Lambert, Conformal, Conic
Units: U.S. Feet
Datum: D. North American, 1983
Ref: R. Bedford, County MCD Unit Ferree West and