

DECLARATION OF POOLING AND UNITIZATION

Baird NE Unit

This Declaration of Pooling and Unitization is effective as of **January 18th 2016** by R.E. Gas Development, LLC, a Delaware limited liability company, whose address is 366 Walker Drive, State College, Pennsylvania 16801 (hereinafter collectively referred to as "Rex"),

Rex, who are the owners 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 (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 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, 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 a 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 a 5,345' MD, to 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:
R E GAS DEVELOPMENT LLC
366 WALKER DRIVE
STATE COLLEGE, PA 16801

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

WHEREAS, Rex are the interest owners of the gas well(s) in the pooled unit and execute 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 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 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 Baird NE Unit (the "Unit").
3. The Unit shall consist of **918.30127** 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 Development, LLC, 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.

This Declaration of Pooling and Unitization may be executed in counterparts, each of which shall be deemed to be an original, but all of which, taken together, shall constitute one and the same agreement.

EXECUTED by the undersigned to be effective as of the date first above written.

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

By

Mary Ann Fox
Vice-President, Land

COMMONWEALTH OF PENNSYLVANIA

COUNTY OF CENTRE

§
§
§

On this, the 29th day of Jan, 2016, before me, Jessica L Harris 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 Vice-President, Land.

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

COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL
Jessica L. Harris, Notary Public
College Twp., Centre County
My Commission Expires June 4, 2018
MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

Print Name: Jessica L Harris
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

Exhibit A
To that certain Declaration of Pooling and Unitization
Baird NE

Tract	Lease Code	Lessor	Lessee	Tax Parcel No.	Township	Lease Date	Recording	Acres in Unit
1	PABUT6834	EDMUND A KESSLER & ALTHEA M KESSLER	R.E. GAS DEVELOPMENT, LLC	80-2F55-10	CLAY	4/11/2014	201407140016046	0.42228
2	PABUT7495	RICHARD S BEST & LYNNE BEST	R.E. GAS DEVELOPMENT, LLC	80-52-C4	CLAY	6/26/2014	201409260023156	1.00000
3	PABUT6931	ALBERT A HORTERT AKA ALBERT A HORTERT JR & WENDY HORTERT AKA WENDY JO HORTERT	R.E. GAS DEVELOPMENT, LLC	80-52-C11	CLAY	6/4/2014	201408290020495	1.00000
4	PABUT6931	ALBERT A HORTERT AKA ALBERT A HORTERT JR & WENDY HORTERT AKA WENDY JO HORTERT	R.E. GAS DEVELOPMENT, LLC	80-52-C9	CLAY	6/4/2014	201408290020495	1.00000
5	PABUT6369	DONALD L STEWART & TAMMY L STEWART	R.E. GAS DEVELOPMENT, LLC	80-52-C6	CLAY	4/10/2014	201407140016008	1.01000
6	PABUT6726	CYNTHIA A SMITH AND RHIANNON W. CONDON	R.E. GAS DEVELOPMENT, LLC	80-52-C1	CLAY	5/9/2014	201407250017279	1.00000
7	PABUT6931	ALBERT A HORTERT AKA ALBERT A HORTERT JR & WENDY HORTERT AKA WENDY JO HORTERT	R.E. GAS DEVELOPMENT, LLC	80-52-C10	CLAY	6/4/2014	201408290020495	1.01000
8	PABUT6525	THOMAS J MALARKEY & LESLEY E MALARKEY	R.E. GAS DEVELOPMENT, LLC	80-52-C7	CLAY	3/26/2014	201407070015288	1.01000
9	PABUT6469	KIM J OLAR & BONNIE D OLAR	R.E. GAS DEVELOPMENT, LLC	80-52-C8	CLAY	3/26/2014	201406200013825	1.01000
10	PABUT6632	C DALLAS SARVER JR & MARY J SARVER	R.E. GAS DEVELOPMENT, LLC	80-52-C5	CLAY	5/16/2014	201408220019830	1.01000
11	PABUT8175	STEPHEN B TENNEY & BARBARA A TENNEY	R.E. GAS DEVELOPMENT, LLC	80-2F55-13C	CLAY	10/14/2014	201411070026883	1.00000
12	PABUT10908	RONALD CLINT HARTLE & ERIN LEE HARTLE	SWEPI LP	110-2F28-A1A	CONCORD	5/14/2012	201206060016289	1.47400
13	PABUT11420	GEORGE A & PATRICIA HAZLET	WILLIAM MCINTIRE COAL OIL & GAS	110-2F28-A17C	CONCORD	7/6/2006	200610060025821	1.52805
14	PABUT10744	JAMES A TAYLOR & ALICE J TAYLOR	SWEPI LP	80-2F55-36	CLAY	5/4/2012	201205180014295	10.24170
15	PABUT10516	ROBERT E BROWN	SWEPI LP	110-2F28-A2C	CONCORD	2/25/2012	201203060006338	2.01000
16	PABUT9276	CHARLES S BECK	SWEPI LP	110-2F38-A18	CONCORD	4/14/2012	201205040012527	1.79252
17	PABUT6145	DONALD F CAMPBELL & BARBARA J CAMPBELL	R.E. GAS DEVELOPMENT, LLC	110-2F28-A2B	CONCORD	1/30/2014	201405060009865	2.78000
18	PABUT10201	CHAD A GEIBEL & REBECCA A GEIBEL	SWEPI LP	80-52-C14	CLAY	11/15/2011	201112060030163	2.60000
19	PABUT10516	ROBERT E BROWN	SWEPI LP	110-2F28-A14A	CONCORD	2/25/2012	201203060006338	2.38000
20	PABUT11420	GEORGE A & PATRICIA HAZLET	WILLIAM MCINTIRE COAL OIL & GAS	110-2F26-2	CONCORD	7/6/2006	200610060025821	3.13385
21	PABUT7741	THOMAS N METZ SR	R.E. GAS DEVELOPMENT, LLC	110-2F28-A11A	CONCORD	7/31/2014	201409190022527	3.10291
22	PABUT7555	BARBARA A ROCK AKA BARBARA ANN ROCK	R.E. GAS DEVELOPMENT, LLC	80-2F55-13A	CLAY	8/13/2014	201410060023883	3.68000
23	PABUT7555	BARBARA A ROCK AKA BARBARA ANN ROCK	R.E. GAS DEVELOPMENT, LLC	80-2F55-13	CLAY	8/13/2014	201410060023883	8.00000
24	PABUT6312	CHRISTOPHER J. NOVAK & JUDITH E. NOVAK	R.E. GAS DEVELOPMENT, LLC	110-2F28-A11	CONCORD	2/20/2014	201406200013846	6.18863
25	PABUT10516	ROBERT E BROWN	SWEPI LP	110-2F28-A14AA	CONCORD	2/25/2012	201203060006338	5.06000
26	PABUT9746	NANCY JANE RENICK	SWEPI LP	80-2F55-14A	CLAY	10/6/2011	201108090018812	4.00000
27	PABUT8190	CLARENCE E HAZLET & WILLIAM D. HAZLET, III & WENDY J. HAZLET	R.E. GAS DEVELOPMENT, LLC	110-2F28-A17B	CONCORD	9/14/2014	201411070026890	5.83076
28	PABUT9277	THORNBURY FAMILY LIMITED PARTNERSHIP BY JOHN THORNBURY, GENERAL PARTNER AND DEBORAH L THORNBURY, GENERAL PARTNER	SWEPI LP	110-2F28-A1	CLAY	5/16/2012	201207030018770	4.50000
29	PABUT7975	BILLIE LOU GORDON	R.E. GAS DEVELOPMENT, LLC	80-2F55-16A	CLAY	8/22/2014	201410140024714	5.07000
30	PABUT7380	DAVID R. & LINDA J. PRATTI	R.E. GAS DEVELOPMENT, LLC	110-2F28-A17A	CONCORD	6/13/2014	201408140018985	7.11560

Exhibit A
To that certain Declaration of Pooling and Unitization
Baird NE

Tract	Lease Code	Lessor	Lessee	Tax Parcel No.	Township	Lease Date	Recording	Acres in Unit
31	PABUT10201	CHAD A GEIBEL & REBECCA A GEIBEL	SWEPI LP	80-52-C16	CLAY	11/15/2011	201112060030163	7.94000
32	PABUT7975	BILLIE LOU GORDON	R.E. GAS DEVELOPMENT, LLC	80-2F55-16	CLAY	8/22/2014	201410140024714	9.16544
33	PABUT9947	KENNETH W BORING & SHERI L BORING	SWEPI LP	80-52-C	CLAY	9/30/2011	201110180025328	7.94000
34	PABUT9710	CLARENCE E HAZLET & LYNN A HAZLET	SWEPI LP	110-2F28-A17	CONCORD	7/18/2011	201107260017610	12.26275
35	PABUT10591	WILLIAM J SANDERSON & CHRISTINE A SANDERSON	SWEPI LP	110-2F28-A11E	CONCORD	3/10/2012	201203230008050	12.97000
36	PABUT8439	ANTHONY DIRUCCI & LORAIN DIBUCCI	R.E. GAS DEVELOPMENT, LLC	80-2F55-13D	CLAY	10/2/2014	201501260001646	12.30000
37	PABUT9261	DAVID C ELLIS & JANET L ELLIS	SWEPI LP	110-2F28-A16A	CONCORD	4/12/2012	201205040012558	15.40648
38	PABUT10655	NEIL T SAHENE & DEBORAH L SAHENE	SWEPI LP	110-2F28-A11F	CONCORD	4/12/2012	201205090011314	17.34000
39	PABUT9197	WILLIAM L MCCARRIER & IRENE M MCCARRIER	SWEPI LP	110-2F28-A12	CONCORD	1/23/2012	201202240005246	25.39406
40	PABUT7982	RADE T MILCH AND JANET L GORDON	R.E. GAS DEVELOPMENT, LLC	80-2F55-16B	CLAY	8/22/2014	201410140024716	22.64037
41	PABUT8422	CHARLES LOVE & KAREN LOVE	R.E. GAS DEVELOPMENT, LLC	80-2F55-13F	CLAY	2/10/2015	201412120029523	27.10107
42	PABUT9123	ROBERT EDWARD THOMPSON & FLORENCE IOLA THOMPSON	SWEPI LP	310-2F55-81	WASHINGTON	1/17/2012	201109280023431	32.35015
43	PABUT9277	THORNBURY FAMILY LIMITED PARTNERSHIP BY JOHN THORNBURY, GENERAL PARTNER AND DEBORAH L THORNBURY, GENERAL PARTNER	SWEPI LP	80-2F55-12	CLAY	5/16/2012	201207030018770	38.53221
44	PABUT9842	NANCY JANE RENICK	SWEPI LP	80-2F55-14	CLAY	10/6/2011	201108090018811	36.62872
45	PABUT6145	DONALD E CAMPBELL & BARBARA J CAMPBELL	R.E. GAS DEVELOPMENT, LLC	110-2F28-A2	CONCORD	1/30/2014	201405060009865	36.04025
46	PABUT10209	HOWARD STOECKEL	SWEPI LP	110-2F28-A16	CONCORD	12/20/2011	201201200001757	54.40000
47	PABUT9197	WILLIAM L MCCARRIER & IRENE M MCCARRIER	SWEPI LP	110-2F28-A13	CONCORD	1/23/2012	201202240005246	50.18000
48	PABUT10800A	MATTHEW R SANTIAGO & HELEN S SANTIAGO	SWEPI LP	80-2F55-15	CLAY	4/23/2012	2012050900013133	57.86897
48	PABUT10800B	JOHN SNELL & MICHELE SNELL	SWEPI LP	80-2F55-15	CLAY	4/23/2012	2012050900013123	Part of 57.86897 AC.
49	PABUT9277	THORNBURY FAMILY LIMITED PARTNERSHIP BY JOHN THORNBURY, GENERAL PARTNER AND DEBORAH L THORNBURY, GENERAL PARTNER	SWEPI LP	110-2F28-A23	CLAY	5/16/2012	201207030018770	55.78032
50	PABUT10493	DONALD E STEWART & CHRISTINE R STEWART	SWEPI LP	110-2F28-A14	CONCORD	2/25/2012	201203060006312	53.80633
51	PABUT9833	WASTE MANAGEMENT DISPOSAL SERVICES OF PENNSYLVANIA INC	SWEPI LP	70-2F53-A15	CHERRY	12/6/2011	201112130031044	96.90045
52	PABUT11657	DUWAYNE LOUIS BAIRD JR. AND RICHARD A. BAIRD & DIANE BAIRD AND DEBORAH JEAN BAIRD AND DENNIS J BAIRD	EM ENERGY PENNSYLVANIA LLC	110-2F28-A15	CONCORD	10/10/2013	201402180003506	144.39340
52	PABUT11657	DUWAYNE LOUIS BAIRD JR. AND RICHARD A. BAIRD & DIANE BAIRD AND DEBORAH JEAN BAIRD AND DENNIS J BAIRD	EM ENERGY PENNSYLVANIA LLC	110-2F28-A15	CONCORD	10/10/2013	201402180003506	Part of 144.3934 AC.

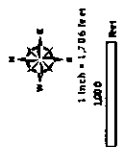
Acres in Unit 918.30127

Exhibit "B"
To Declaration of Pooling
and Unitization for the
Baird NE Unit

Total Acres: 918.30127

Baird NE Unit
Concord, Cherry,
Washington & Clay
Townships
Butler County, PA

Unit



368 Walker Drive
State College, PA 16801
Phone: (814) 278-7267 Fax: (814) 278-7288
www.RexEnergy.com

MAD, 1983, State Plane, Pennsylvania, 2 with
Projection: Lambert Conformal Conic
Units: UTM Feet
Datum: NAD 83, North America, 1983

Red: REX Energy Unit (Baird NE) Baird NE Unit

