

## DECLARATION OF POOLING AND UNITIZATION

Baird NW Unit

This Declaration of Pooling and Unitization is effective as of January 18<sup>th</sup> 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 NW Unit (the "Unit").
3. The Unit shall consist of **1,095.64776** 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 20<sup>th</sup> 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  
CENTRE, 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 - Recorder of Deeds

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

Tract	Lease Code	Lessor	Lessee	Tax Parcel No.	Township	Lease Date	Recording	Acres in Unit
1	PABUT10720	GARY M OROZ & LYNN F OROZ	SWEPI LP	110-2F57-A24B1	CONCORD	4/12/2012	20120540012614	0.06107
2	PABUT10493	DONALD E STEWART & CHRISTINE R STEWART	SWEPI LP	110-2F28-A14	CONCORD	2/25/2012	20120360006312	0.14167
3	PABUT9833	WASTE MANAGEMENT DISPOSAL SERVICES OF PENNSYLVANIA INC	SWEPI LP	80-2F55-32A	CHERRY	12/6/2011	201112130031044	0.22869
4	PABUT6618	WAYNE E DALLOS & JOANNE M DALLOS	R.E. GAS DEVELOPMENT, LLC	80-2F55-26B	CLAY	1/23/2014	201406200013864	0.30464
5	PABUT6618	WAYNE E DALLOS & JOANNE M DALLOS	R.E. GAS DEVELOPMENT, LLC	80-2F55-26A	CLAY	1/23/2014	201406100013864	0.66919
6	PABUT6834	EDMUND A KESSLER & ALTHEA M KESSLER	R.E. GAS DEVELOPMENT, LLC	80-2F55-10A	CLAY	4/11/2014	201407140016046	1.06490
7	PABUT7303	KEVIN L STINER & ROBIN S STINER	R.E. GAS DEVELOPMENT, LLC	80-2F55-3A	CLAY	7/11/2014	201409260023140	1.00000
8	PABUT11526	DAVID L TRAVAGLIO & ELIZABETH G TRAVAGLIO	EM ENERGY PENNSYLVANIA LLC	80-2F57-6B	CLAY	9/13/2012	2013028006094	1.09000
9	PABUT6967	JOHN S ROSENBERGER & ELIZABETH ROSENBERGER	R.E. GAS DEVELOPMENT, LLC	80-2F55-10C	CLAY	4/11/2014	201407210016687	1.18170
10	PABUT6834	EDMUND A KESSLER & ALTHEA M KESSLER	R.E. GAS DEVELOPMENT, LLC	80-2F55-10E	CLAY	4/11/2014	201407140016046	1.07240
11	PABUT6736	RONALD SANDERSON & MICK SANDERSON	R.E. GAS DEVELOPMENT, LLC	80-2F55-10B	CLAY	5/15/2014	201408220019801	1.23000
12	PABUT6657	JOSEPH F KESSLER & LORRAINE KESSLER	R.E. GAS DEVELOPMENT, LLC	80-2F55-10F	CLAY	4/16/2014	201407250017270	1.35000
13	PABUT6967	JOHN S ROSENBERGER & ELIZABETH ROSENBERGER	R.E. GAS DEVELOPMENT, LLC	80-2F55-10H	CLAY	4/11/2014	201407210016687	1.48240
14	PABUT6736	RONALD SANDERSON & MICKI SANDERSON	R.E. GAS DEVELOPMENT, LLC	80-2F55-10D	CLAY	5/15/2014	201408220019801	1.30000
15	PABUT6967	JOHN S ROSENBERGER & ELIZABETH ROSENBERGER	R.E. GAS DEVELOPMENT, LLC	80-2F55-10G	CLAY	4/11/2014	201407210016687	1.30000
16	PABUT11052	MONTEAU SCHOOL DISTRICT	SWEPI LP	80-2F57-6C	CLAY	5/29/2012	201206120017733	1.37700
17	PABUT10941	GEORGE R SNYDER & VANESSA SNYDER	SWEPI LP	70-2F33-A15B	CHERRY	4/14/2012	201205090013082	1.60904
18	PABUT11503	PATRICIA D RASP	EM ENERGY PENNSYLVANIA LLC	110-2F26-2B	CONCORD	1/22/2013	201401140001057	1.84500
19	PABUT11493	DOUGLAS PROTZMAN & WENDY S HAZLET AKA WENDY PROTZMAN	EM ENERGY PENNSYLVANIA LLC	110-2F26-2C	CONCORD	11/27/2012	201304200009344	1.71000
20	PABUT9833	WASTE MANAGEMENT DISPOSAL SERVICES OF PENNSYLVANIA INC	SWEPI LP	80-2F55-19	CHERRY	12/6/2011	201112130031044	1.73947
21	PABUT10800A	MATTHEW R SANTIAGO & HELEN S SANTIAGO	SWEPI LP	80-2F55-15	CLAY	4/12/2012	201205090013133	1.85103
22	PABUT11490	STEPHEN MARTON & MARY A MARTON	EM ENERGY PENNSYLVANIA LLC	80-2F57-5	CLAY	9/11/2012	201301090003246	2.55974
23	PABUT10414	WILLIAM E PORTER & BEVERLY PORTER	SWEPI LP	80-2F55-1A	CLAY	1/28/2012	201202240005238	2.08199
24	PABUT6834	EDMUND A KESSLER & ALTHEA M KESSLER	R.E. GAS DEVELOPMENT, LLC	80-2F55-10	CLAY	4/11/2014	201407140016046	2.96372
25	PABUT9833	WASTE MANAGEMENT DISPOSAL SERVICES OF PENNSYLVANIA INC	SWEPI LP	80-2F55-6	CHERRY	12/6/2011	201112130031044	2.58000
26	PABUT7546	WILLIAM G OUTLY	R.E. GAS DEVELOPMENT, LLC	80-2F55-2A	CLAY	7/11/2014	201410100022881	3.83934
27	PABUT6618	WAYNE E DALLOS & JOANNE M DALLOS	R.E. GAS DEVELOPMENT, LLC	80-2F55-26	CLAY	1/23/2014	201406100013864	4.45006
28	PABUT10237	RICHARD H GEYER & BEVERLY J GEYER	SWEPI LP	80-2F55-17	CLAY	1/26/2012	201202270005568	5.00000
29	PABUT9833	WASTE MANAGEMENT DISPOSAL SERVICES OF PENNSYLVANIA INC	SWEPI LP	80-2F55-7	CHERRY	12/6/2011	201112130031044	8.02000
30	PABUT10410A	WILLIAM E PORTER	SWEPI LP	80-2F112-8	CLAY	1/28/2012	201202240005259	7.02151
31	PABUT10410B	GARY L KOHLMAYER & ELIZABETH G TRAVAGLIO	SWEPI LP	80-2F57-5E	CLAY	9/13/2012	2013028006094	9.51310

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

Tract	Lease Code	Lessor	Lessee	Tax Parcel No.	Township	Lease Date	Recording	Acres in Unit
32	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	201207300018770	8.17779
33	PABUT10744	JAMES A TAYLOR & ALICE J TAYLOR	SWEPI LP	80-2F55-37A	OAKLAND	5/4/2012	201205180914295	8.48949
34	PABUT9833	WASTE MANAGEMENT DISPOSAL SERVICES OF PENNSYLVANIA INC	SWEPI LP	80-2F55-9B	CHERRY	12/6/2011	201112130031044	10.01000
35	PABUT9833	WASTE MANAGEMENT DISPOSAL SERVICES OF PENNSYLVANIA INC	SWEPI LP	80-2F55-2	CHERRY	12/6/2011	201112130031044	10.10000
36	PABUT9833	WASTE MANAGEMENT DISPOSAL SERVICES OF PENNSYLVANIA INC	SWEPI LP	80-2F55-9A	CHERRY	12/6/2011	201112130031044	8.85000
37	PABUT9833	WASTE MANAGEMENT DISPOSAL SERVICES OF PENNSYLVANIA INC	SWEPI LP	80-2F55-9C	CHERRY	12/6/2011	201112130031044	10.00000
38	PABUT9833	WASTE MANAGEMENT DISPOSAL SERVICES OF PENNSYLVANIA INC	SWEPI LP	80-2F55-9G	CHERRY	12/6/2011	201112130031044	10.05000
39	PABUT6803	WILLIAM H ROSE	R.E. GAS DEVELOPMENT, LLC	80-2F55-9E	CLAY	5/2/2014	201408120619846	10.01000
40	PABUT9833	WASTE MANAGEMENT DISPOSAL SERVICES OF PENNSYLVANIA INC	SWEPI LP	80-2F55-9D	CHERRY	12/6/2011	201112130031044	10.00000
41	PABUT7982	RADE T MILICH AND JANET L GORDON	R.E. GAS DEVELOPMENT, LLC	80-2F55-16B	CLAY	8/22/2014	201410140024716	13.10963
42	PABUT9833	WASTE MANAGEMENT DISPOSAL SERVICES OF PENNSYLVANIA INC	SWEPI LP	80-2F55-9H	CHERRY	12/6/2011	201112130031044	13.74000
43	PABUT10294	BRIAN R OPITZ	SWEPI LP	80-2F55-35	CLAY	11/15/2011	201203280608529	14.43000
44	PABUT9833	WASTE MANAGEMENT DISPOSAL SERVICES OF PENNSYLVANIA INC	SWEPI LP	80-2F55-4	CHERRY	12/6/2011	201112130031044	14.85361
45	PABUT9833	WASTE MANAGEMENT DISPOSAL SERVICES OF PENNSYLVANIA INC	SWEPI LP	80-2F55-5	CHERRY	12/6/2011	201112130031044	18.75000
46	PABUT9833	WASTE MANAGEMENT DISPOSAL SERVICES OF PENNSYLVANIA INC	SWEPI LP	80-2F55-3	CHERRY	12/6/2011	201112130031044	16.63576
47	PABUT8897A	HARRY KENNETH GIBSON AKA HARRY KENNEITH GIBSON JR & KATHLEEN I GIBSON	R.E. GAS DEVELOPMENT, LLC	110-2F28-A15C	CONCORD	12/6/2014	201504100007414	17.84823
47	PABUT8897B	JEAN ATKINSON HAMILTON	R.E. GAS DEVELOPMENT, LLC	110-2F28-A15C	CONCORD	2/24/2015	201504100007415	Part of 17.84823 Ac.
47	PABUT8897C	CAROL ALISON KIRKLAND & DONALD H. KIRKLAND	R.E. GAS DEVELOPMENT, LLC	110-2F28-A15C	CONCORD	3/20/2015	201505180010501	Part of 17.84823 Ac.
48	PABUT10217A	JENNIFER F GRIFFIS	SWEPI LP	80-2F57-7	CLAY	12/6/2011	20120100001760	18.82936
48	PABUT10217B	FRED M. SCHWARTZ III	SWEPI LP	80-2F57-7	CLAY	12/1/2011	20120100001759	Part of 18.82936 Ac.
48	PABUT10217C	PAUL C. SCHWARTZ	SWEPI LP	80-2F57-7	CLAY	12/1/2011	20120100001761	Part of 18.82936 Ac.
49	PABUT9833	WASTE MANAGEMENT DISPOSAL SERVICES OF PENNSYLVANIA INC	SWEPI LP	80-2F55-9J	CHERRY	12/6/2011	201112130031044	17.07000
50	PABUT11420	GEORGE A & PATRICIA HAZLET DAVID L TRAVAGLIO & ELIZABETH G TRAVAGLIO	WILLIAM MCINTIRE COAL OIL & GAS	110-2F26-2	CONCORD	7/6/2006	2005100160025821	22.55018
51	PABUT11526	CHARLES LOVE & KAREN LOVE	EM ENERGY PENNSYLVANIA LLC	80-2F57-6	CLAY	9/13/2012	201302280006094	24.44384
52	PABUT8422	CHARLES LOVE & KAREN LOVE	R.E. GAS DEVELOPMENT, LLC	80-2F55-13F	CLAY	2/10/2015	201412120029523	22.85893

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

Tract	Lease Code	Lessor	Lessee	Tax Parcel No.	Township	Lease Date	Recording	Acres in Unit
53	PABUT9277	THORNBURY FAMILY LIMITED PARTNERSHIP BY JOHN THORNBURY, GENERAL PARTNER AND DEBORAH L THORNBURY, GENERAL PARTNER	SWEPLP	80-2F55-11	CLAY	5/16/2012	201207030018770	25.00000
54	PABUT10744	JAMES A TAYLOR & ALICE J TAYLOR	SWEPLP	80-2F55-37	OAKLAND	5/4/2012	201205180014295	25.00000
55	PABUT9833	WASTE MANAGEMENT DISPOSAL SERVICES OF PENNSYLVANIA INC	SWEPLP	80-2F55-4A	CHERRY	12/6/2011	201112130031044	24.80000
56	PABUT9833	PENNSYLVANIA INC	SWEPLP	80-2F55-18	CHERRY	12/6/2011	201112130031044	30.50000
57	PABUT1052	MONTTEAU SCHOOL DISTRICT	SWEPLP	80-2F57-6A	CLAY	5/29/2012	201206220017733	30.00000
58	PABUT7975	BILLIE LOU GORDON	R.E. GAS DEVELOPMENT, LLC	80-2F55-16	CLAY	8/22/2014	201401040024714	46.65456
59	PABUT9833	WASTE MANAGEMENT DISPOSAL SERVICES OF PENNSYLVANIA INC	SWEPLP	80-2F55-33C	CHERRY	12/6/2011	201112130031044	51.81884
60	PABUT9833	PENNSYLVANIA INC	SWEPLP	80-2F55-19B	CHERRY	12/6/2011	201112130031044	68.06007
61	PABUT9833	PENNSYLVANIA INC	SWEPLP	70-2F53-415	CHERRY	12/6/2011	201112130031044	68.84910
62	PABUT10237	RICHARD H GEYER & BEVERLY J GEYER	SWEPLP	80-2F55-17A	CLAY	1/26/2012	201202070603568	73.91000
63	PABUT11526	DAVID L TRAVAGLIO & ELIZABETH G TRAVAGLIO	EM ENERGY PENNSYLVANIA LLC	80-2F55-38	CLAY	9/13/2012	201302280006094	88.33318
64	PABUT10744	JAMES A TAYLOR & ALICE J TAYLOR	SWEPLP	80-2F55-36	OAKLAND	5/4/2012	201205180014295	87.63830
65	PABUT11657	DWAYNE 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	102.55923

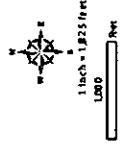
Acres In Unit

1095.64776

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

Total Acres: 1095.64776

Baird NW Unit  
Concord, Cherry  
& Clay Townships  
Butler County, PA



REX ENERGY

**368 Walter Drive**  
**State College, PA 16801**  
**Phone: (814) 278-7267 Fax: (814) 278-7285**  
[www.PewEnergyGroup.com](http://www.PewEnergyGroup.com)

NAD\_1983\_StatePlane\_Pennsylvania\_South  
Projection: Lambert\_Conformal\_Conic  
Units: Usr Feet  
Datum: D\_North\_American\_1983

