

GASTAR EXPLORATION LTD  
Form 10-K/A  
October 24, 2013

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 10-K/A  
(Amendment No. 2

T ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended December 31, 2012

or

TRANSITION REPORT PURSUANT TO SECTION 13 or 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission file number: 001-32714

Commission file number: 001-35211

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GASTAR EXPLORATION LTD.  
GASTAR EXPLORATION USA, INC.  
(Exact name of registrant as specified in its charter)

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|   |   |
|---|---|
| Alberta, Canada   | 98-0570897                              |
| Delaware  | 38-3531640                              |
| (State or other jurisdiction of<br>incorporation or organization) | (I.R.S. Employer<br>Identification No.) |

|  |            |
|--|------------|
| 1331 Lamar Street, Suite 650                         |            |
| Houston, Texas                                       | 77010      |
| (Address of principal executive offices)             | (Zip Code) |
| (713) 739-1800                                       |            |
| (Registrant's telephone number, including area code) |            |

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Securities registered pursuant to Section 12(b) of the Act:

|   |   |
|---|---|
| Gastar Exploration Ltd. Common Stock, No Par Value                      | NYSE MKT LLC                              |
| Gastar Exploration USA, Inc. 8.625% Series A Cumulative Preferred Stock | NYSE MKT LLC                              |
| (Title of each class)   | (Name of Exchange on which<br>registered) |

Securities registered pursuant to Section 12(g) of the Act:

None

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined by Rule 405 of the Securities Act.

|                              |     |    |    |   |
|------------------------------|-----|----|----|---|
| Gastar Exploration Ltd.      | Yes | .. | No | x |
| Gastar Exploration USA, Inc. | Yes | .. | No | x |

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Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

|                              |     |    |    |   |
|------------------------------|-----|----|----|---|
| Gastar Exploration Ltd.      | Yes | .. | No | x |
| Gastar Exploration USA, Inc. | Yes | .. | No | x |

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

|                              |     |   |    |    |
|------------------------------|-----|---|----|----|
| Gastar Exploration Ltd.      | Yes | x | No | .. |
| Gastar Exploration USA, Inc. | Yes | x | No | .. |

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

|                              |     |   |    |    |
|------------------------------|-----|---|----|----|
| Gastar Exploration Ltd.      | Yes | x | No | .. |
| Gastar Exploration USA, Inc. | Yes | x | No | .. |

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter)

is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

|                              |    |
|------------------------------|----|
| Gastar Exploration Ltd.      | .. |
| Gastar Exploration USA, Inc. | x  |

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

|                              |                         |    |                           |    |
|------------------------------|-------------------------|----|---------------------------|----|
| Gastar Exploration Ltd.      | Large accelerated filer | .. | Accelerated filer         | x  |
|                              | Non-accelerated filer   | .. | Smaller reporting company | .. |
| Gastar Exploration USA, Inc. | Large accelerated filer | .. | Accelerated filer         | .. |
|                              | Non-accelerated filer   | x  | Smaller reporting company | .. |

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Securities Exchange Act of 1934).

|                              |     |    |    |   |
|------------------------------|-----|----|----|---|
| Gastar Exploration Ltd.      | Yes | .. | No | x |
| Gastar Exploration USA, Inc. | Yes | .. | No | x |

The aggregate market value of the voting and non-voting common equity of Gastar Exploration Ltd. held by non-affiliates of Gastar Exploration Ltd. as of June 29, 2012 (the last business day of Gastar Exploration Ltd.'s most recently completed second fiscal quarter) was approximately \$110.0 million based on the closing price of \$1.93 per share on the NYSE MKT LLC.

All common equity in Gastar Exploration USA, Inc. is held by Gastar Exploration Ltd., an affiliate of Gastar Exploration USA, Inc. Gastar Exploration USA, Inc. meets the conditions set forth in General Instruction (I)(1)(a) and (b) and is filing this Form with the reduced disclosure format.

The total number of outstanding common shares, no par value per share, as of March 7, 2013 was:

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|                              |            |                        |
|------------------------------|------------|------------------------|
| Gastar Exploration Ltd.      | 68,450,241 | shares of common stock |
| Gastar Exploration USA, Inc. | 750        | shares of common stock |

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DOCUMENTS INCORPORATED BY REFERENCE:

None.

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**EXPLANATORY NOTE**

This Amendment No. 2 on Form 10-K/A (“Amendment No. 2”) to Gastar Exploration Ltd.’s (“Gastar”) and Gastar Exploration USA, Inc.’s (“Gastar USA,” and together with Gastar, the “Company”) Annual Report on Form 10-K for the fiscal year ended December 31, 2012 (the “Original Filing”), originally filed with the Securities and Exchange Commission (the “Commission”) on March 11, 2013 (Commission File Nos. 001-32714 and 001-35211), as amended by Amendment No. 1 to the Original Filing (“Amendment No. 1”), filed with the Commission on April 29, 2013 (Commission File Nos. 001-32714 and 001-35211), is an exhibit-only filing to re-file Exhibits 31.3, 31.4, 32.3, 32.4 and 99.1 previously filed with the Original Filing and to amend Item 15 of Part IV to reflect the filing of these exhibits.

This Amendment does not update any other disclosure to reflect events occurring after the filing of the Original Filing, as amended by Amendment No. 1. Except as described above, no other changes have been made to the Original Filing. The Original Filing, as amended by Amendment No. 1, continues to speak as of the date of the Original Filing, and the Company has not updated the disclosures contained therein to reflect any events that occurred at a date subsequent to the filing of the Original Filing. Pursuant to Rule 12b-15 under the Exchange Act, we have restated in its entirety each item of the Original Filing affected by this Amendment.

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GASTAR EXPLORATION LTD. AND SUBSIDIARIES  
ANNUAL REPORT ON FORM 10-K/A FOR THE YEAR ENDED  
DECEMBER 31, 2012

(Amendment No. 2

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PART IV

Item 15. Exhibits, Financial Statements and Schedules

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PART IV

Item 15. Exhibits, Financial Statements and Schedules

(a) Financial Statements and Schedules:

No financial statements or schedules are filed with this Annual Report on Form 10-K/A.

(b) Exhibits:

The exhibits to this Annual Report on Form 10-K/A required to be filed pursuant to Item 15(b) are set forth in the Exhibit Index accompanying this Annual Report on Form 10-K/A and are incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

GASTAR EXPLORATION LTD.

/s/ J. RUSSELL PORTER

J. Russell Porter, President and Chief  
Executive Officer

(Duly authorized officer and principal  
executive officer)

October 24, 2013

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

| Name   | Title  | Date             |
|--|--|------------------|
| /s/ J. RUSSELL PORTER<br>J. Russell Porter   | President, Chief Executive Officer, Chief Operating Officer (principal executive officer) and Director | October 24, 2013 |
| /s/ MICHAEL A. GERLICH<br>Michael A. Gerlich | Vice President and Chief Financial Officer (principal financial and accounting officer)                | October 24, 2013 |
| /s/ JOHN M. SELSER SR.<br>John M. Selser Sr. | Chairman of the Board  | October 24, 2013 |
| /s/ JOHN H. CASSELS<br>John H. Cassels       | Director   | October 24, 2013 |
| /s/ RANDOLPH C. COLEY<br>Randolph C. Coley   | Director   | October 24, 2013 |
| /s/ ROBERT D. PENNER<br>Robert D. Penner     | Director   | October 24, 2013 |

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

GASTAR EXPLORATION USA, INC.

/s/ J. RUSSELL PORTER  
J. Russell Porter, President

(Duly authorized officer and principal  
executive officer)

October 24, 2013

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

| Name   | Title   | Date             |
|--|---|------------------|
| /s/ J. RUSSELL PORTER<br>J. Russell Porter   | President and Sole Director   | October 24, 2013 |
| /s/ MICHAEL A. GERLICH<br>Michael A. Gerlich | Secretary and Treasurer (principal financial and<br>accounting officer) | October 24, 2013 |

EXHIBIT INDEX

| Exhibit Number | Description   |
|----------------|---|
| 3.1            | Amended and Restated Articles of Incorporation of Gastar Exploration Ltd. (incorporated herein by reference to Exhibit 3.1 to the Company's Amendment No. 1 to Registration Statement on Form S-1/A filed October 13, 2005, Registration No. 333-127498).   |
| 3.2            | Amended Bylaws of Gastar Exploration Ltd. dated as of June 3, 2010 (incorporated herein by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K dated June 4, 2010. File No. 001-32714).  |
| 3.3            | Articles of Amendment and Share Structure attached to and forming part of the Amended and Restated Articles of Incorporation of Gastar Exploration Ltd., dated as of June 30, 2009 (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K dated July 1, 2009. File No. 001-32714).   |
| 3.4            | Articles of Amendment attached to and forming part of the Amended and Restated Articles of Incorporation of Gastar Exploration Ltd, dated as of July 23, 2009 (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K dated July 24, 2009. File No. 001-32714).   |
| 3.5            | Certificate of Incorporation of Gastar Exploration USA, Inc. (incorporated by reference to Exhibit 3.3 to Gastar Exploration USA, Inc.'s Registration Statement on Form S-3, dated May 27, 2011. Registration No. 333-174552).  |
| 3.6            | Amended and Restated Bylaws of Gastar Exploration USA, Inc. (incorporated by reference to Exhibit 3.3 to Gastar Exploration USA, Inc.'s Registration Statement on Form S-3, dated May 27, 2011. Registration No. 333-174552).   |
| 3.7            | Certificate of Designation of Rights and Preferences of 8.625% Series A Cumulative Preferred Stock (incorporated by reference to Exhibit 3.3 of Gastar Exploration USA, Inc.'s Form 8A filed on June 20, 2011. File No. 001-35211).   |
| 4.1            | Facsimile of common share certificate of Gastar Exploration Ltd. (incorporated by reference to Exhibit 4.21 of the Company's Amendment No. 3 to Registration Statement on Form S-1/A, dated December 15, 2005. Registration No. 333-127498).  |
| 10.1           | Amended and Restated Credit Amendment dated October 28, 2009 to Credit Agreement dated November 29, 2007 among Gastar Exploration USA, Inc., the Guarantors party thereto and Amegy Bank National Association as Administrative Agent and Letter of Credit Issuer (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K dated November 3, 2009. File No. 001-32714). |
| 10.2           | Consent and First Amendment to Amended and Restated Credit Agreement dated November 20, 2009, by and among Gastar Exploration USA, Inc., the Guarantors party thereto, the Lenders party thereto, and Amegy Bank National Association, as Administrative Agent, (incorporated by reference to Exhibit 10.3 of the Company's Current Report on Form 8-K dated November 25, 2009. File No. 001-32714).  |
| 10.3           | Second Amendment to Amended and Restated Credit Agreement dated June 24, 2010, by and among Gastar Exploration USA, Inc., the Guarantors party thereto, the Lenders party thereto and Amegy Bank National Association, as Administrative Agent (incorporated herein by reference to Exhibit 10.3 of the Company's Current Report on Form 8-K dated June 28, 2010. File No. 001-32714).                |
| 10.4           | Third Amendment to Amended and Restated Credit Agreement, dated June 14, 2011, by and among Gastar Exploration USA, Inc., the Guarantors party thereto, the Lenders party thereto and Amegy Bank National Association, as Administrative Agent (incorporated by reference to Exhibit 10.4 of the Company's Current Report on Form 8-K dated June 15, 2011. File No. 001-32714).                       |



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| Exhibit Number | Description   |
|----------------|---|
| 10.5           | Fourth Amendment to Amended and Restated Credit Agreement, effective November 10, 2011, by and among Gastar Exploration USA, Inc., the Guarantors party thereto, the Lenders party thereto and Amegy Bank National Association, as Administrative Agent (incorporated by reference to Exhibit 10.5 of the Company's Current Report on Form 8-K dated December 2, 2011. File No. 001-32714).   |
| 10.6           | Waiver and Fifth Amendment to Amended and Restated Credit Agreement, effective March 6, 2013, by and among Gastar Exploration USA, Inc., the Guarantors party thereto, the Lenders party thereto and Amegy Bank National Association, as Administrative Agent (incorporated by reference to Exhibit 10.6 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2012 filed on March 11, 2013. File No. 001-32714).                                      |
| 10.7           | Amended and Restated Intercreditor Agreement dated February 16, 2009, among Gastar Exploration USA, Inc., Gastar Exploration Ltd., each of the Guarantors party thereto, Amegy Bank National Association, as First Priority Agent, and Wells Fargo National Association, as Second Priority Agent (incorporated by reference to Exhibit 4.3 of the Company's Current Report on Form 8-K dated February 20, 2009. File No. 001-32714).   |
| 10.8           | Amended and Restated Collateral Agency and Intercreditor Agreement dated August 27, 2012, by and among BP Energy Company, Shell Energy North America (US), L.P., Gastar Exploration USA, Inc., Gastar Exploration Ltd., each of the Guarantors party thereto and Amegy Bank National Association (incorporated by reference to Exhibit 10.1 of the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2012 filed on November 7, 2012. File No. 001-32714). |
| 10.9           | Common Share Purchase Agreement between Gastar Exploration Ltd. and Chesapeake Energy Corporation dated November 4, 2005 (incorporated by reference to Exhibit 4.19 of the Company's Amendment No. 2 to Registration Statement on Form S-1/A, filed on November 22, 2005. Registration No. 333-127498).   |
| 10.10          | Sale Agreement dated July 2, 2009, by and among Gastar Exploration USA, Inc., Gastar Exploration New South Wales, Inc., Santos QNT Pty Ltd. and Santos International Holdings Pty Ltd. (incorporated herein by reference to Exhibit 10.1 to Gastar Exploration Ltd.'s Current Report on Form 8-K filed on August 6, 2009. File No. 001-32714).  |
| 10.11          | Agency Agreement between and among ETC Texas Pipeline, Ltd., ETC Katy Pipeline, Ltd. Oasis Pipeline, L.P. and Gastar Exploration Texas, L.P. effective September 1, 2007 (incorporated herein by reference to Exhibit 10.1 of the Amendment No. 1 to the Company's Annual Report on Form 10-K/A for the fiscal year ended December 31, 2008 filed on October 20, 2009. File No. 001-32714).   |
| 10.12          | Gas Gathering Agreement between Gastar Exploration Texas, LP, as Seller, and Hilltop Resort GS, LLC, as Buyer, dated November 16, 2009 and effective as of November 1, 2009 (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K dated November 20, 2009. File No. 001-32714).  |
| 10.13          | Purchase and Sale Agreement between Gastar Exploration Texas, LP, as Seller, and Hilltop Resort GS, LLC, as Buyer, dated November 16, 2009 (incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K dated November 20, 2009. File No. 001-32714).   |
| 10.14          | Purchase and Sale Agreement between Gastar Exploration Texas, LP, as Seller, and Navasota Resources LTD., LLP, as Buyer, dated November 16, 2009 (incorporated by reference to Exhibit 10.3 of the Company's Current Report on Form 8-K dated November 20, 2009. File No. 001-32714).   |
| 10.15          | Purchase and Sale Agreement between Gastar Exploration Texas, LP, as Seller, and Presco, Inc., as Buyer, dated November 16, 2009 (incorporated by reference to Exhibit 10.4 of the  |

10.16 Company's Current Report on Form 8-K dated November 20, 2009. File No. 001-32714).  
Purchase and Sale Agreement, dated September 21, 2010, by and between Gastar Exploration  
USA, Inc. and Atinum Marcellus I LLC (incorporated herein by reference to Exhibit 2.1 of the  
Company's Current Report on Form 8-K dated September 24, 2010. File No. 001-32714).

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| Exhibit Number | Description  |
|----------------|--|
| 10.17          | Form of Participation Agreement (incorporated herein by reference to Exhibit 2.2 of the Company's Current Report on Form 8-K dated September 24, 2010. File No. 001-32714).  |
| 10.18          | Form of the Final Settlement Agreement and Comprehensive General Release between and among James D. Lyon, Chapter 7 Trustee of ClassicStar LLC, Gastar Exploration Ltd., and other Individuals and Entities Set Forth Herein Effective November 1, 2010 (incorporated herein by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K dated November 2, 2010. File No. 001-32714). |
| 10.19          | Purchase and Sale Agreement, dated November 5, 2010, by and among MegaEnergy, Inc. and Saga Petroleum Corp. and Gastar Exploration USA, Inc. (incorporated herein by reference to Exhibit 10.1 on the Company's Current Report on Form 8-K dated December 20, 2010. File No. 001-32714).   |
| 10.20          | Guarantee Agreement, dated June 23, 2011, by and between Gastar Exploration Ltd. and Gastar Exploration USA, Inc. (incorporated by reference to Exhibit 10.1 of Gastar Exploration Ltd.'s Current Report on Form 8-K dated June 23, 2011. File No. 001-32714).   |
| 10.21*         | Employment Agreement dated March 23, 2005 by and among First Sourcenergy Wyoming and Montana, Inc., Gastar Exploration Ltd. and J. Russell Porter (incorporated by reference to Exhibit 10.2 of the Company's Registration Statement on Form S-1, filed on August 12, 2005. Registration No. 333-127498).  |
| 10.22*         | First Amendment to Employment Agreement entered into by and between Gastar Exploration, Ltd, Gastar Exploration USA, Inc., f/k/a First Sourcenergy Wyoming and Montana, Inc., and J. Russell Porter as of July 25, 2008 (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K dated July 28, 2008. File No. 001-32714).   |
| 10.23*         | Second Amendment to Employment Agreement entered into by and between Gastar Exploration Ltd., Gastar Exploration USA, Inc. and J. Russell Porter as of February 3, 2011 (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K dated February 7, 2011. File No. 001-32714).  |
| 10.24*         | Employment Agreement dated April 26, 2005 by and among First Sourcenergy Wyoming and Montana, Inc., Gastar Exploration Ltd. and Michael A Gerlich (incorporated by reference to Exhibit 10.3 of the Company's Registration Statement on Form S-1, filed on August 12, 2005. Registration No. 333-127498).  |
| 10.25*         | First Amendment to Employment Agreement entered into by and between Gastar Exploration, Ltd, Gastar Exploration USA, Inc., f/k/a First Sourcenergy Wyoming and Montana, Inc., and Michael A. Gerlich as of July 25, 2008 (incorporated by reference to Exhibit 10.2 of the Company's Current Report of Form 8-K dated July 28, 2008. File No. 001-32714).  |
| 10.26*         | Second Amendment to Employment Agreement entered into by and between Gastar Exploration Ltd., Gastar Exploration USA, Inc. and Michael A. Gerlich as of April 10, 2012 (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K dated April 12, 2012. File No. 001-32714).   |
| 10.27*         | Form of Gastar officer stock option grant (incorporated herein by reference to Exhibit 10.10 of the Company's annual Report on form 10-K for the fiscal year ended December 31, 2005. File No. 001-32714).   |
| 10.28*         | Gastar Exploration Ltd. 2006 Long-Term Stock Incentive Plan approved June 1, 2006 (incorporated herein by reference to Exhibit 10.3 of the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2006. File No. 001-32714).   |
| 10.29*         | First Amendment to Gastar Exploration Ltd. 2006 Long-Term Stock Incentive Plan, effective as of April 1, 2009, approved June 4, 2009 (incorporated by reference to Exhibit 10.2 of the Company's Current Report of Form 8-K dated June 10, 2009. File No. 001-32714).  |
| 10.30*         |  |

Second Amendment to Gastar Exploration Ltd. 2006 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.0 of the Company's Current Report on Form 8-K dated June 7, 2012. File No. 001-32714).

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| Exhibit Number | Description   |
|----------------|---|
| 10.31*         | Form of Indemnity Agreement for Directors and Certain Executive Officers (incorporated herein by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K dated December 19, 2006. File No. 001-32714).  |
| 10.32*         | Form of Gastar Exploration Ltd. Employee Change of Control Severance Plan effective as of March 23, 2007 and as amended and restated effective February 15, 2008 (incorporated herein by reference to Exhibit 10.18 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2007. File No. 001-32714). |
| 10.33*         | First Amendment to Gastar Exploration Ltd. Employee Change of Control Severance Plan, dated April 11, 2012 (incorporated by reference to the Company's Current Report on Form 8-K dated April 12, 2012. File No. 001-32714)..   |
| 10.34*         | Gastar Exploration Ltd. Annual Bonus Plan (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K dated August 8, 2011. File No. 001-32714).   |
| 10.35*         | Form of Restricted Stock Agreement (incorporated by reference to Exhibit 10.3 of the Company's Registration Statement on Form S-8 dated December 4, 2006. File No. 333-139112).   |
| 12.1           | Computation of Ratios of Earnings to Fixed Charges (incorporated by reference to Exhibit 12.1 of the Company's Annual Report on Form 10-K/A for the fiscal year ended December 31, 2012 filed on April 29, 2013. File No. 001-32714).   |
| 14.1           | Gastar Exploration Ltd. Amended and Restated Code of Ethics (incorporated herein by reference to Exhibit 14.1 of the Company's Form 8-K dated March 22, 2011, File No. 001-32714).  |
| 21.1           | Subsidiaries of Gastar Exploration Ltd. (incorporated by reference to Exhibit 21.1 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2012 filed on March 11, 2013. File No. 001-32714).  |
| 23.1           | Consent of BDO USA, LLP (incorporated by reference to Exhibit 23.1 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2012 filed on March 11, 2013. File No. 001-32714).  |
| 23.2           | Consent of BDO USA, LLP (incorporated by reference to Exhibit 23.2 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2012 filed on March 11, 2013. File No. 001-32714).  |
| 23.3           | Consent of Wright & Company, Inc. (incorporated by reference to Exhibit 23.3 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2012 filed on March 11, 2013. File No. 001-32714).  |
| 23.4†          | Consent of Netherland, Sewell & Associates, Inc.  |
| 31.1†          | Certification of Principal Executive Officer of Gastar Exploration Ltd. pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.  |
| 31.2†          | Certification of Principal Financial Officer of Gastar Exploration Ltd. pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.  |
| 31.3†          | Certification of Principal Executive Officer of Gastar Exploration USA, Inc. pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.   |
| 31.4†          | Certification of Principal Financial Officer of Gastar Exploration USA, Inc. pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.   |
| 32.1           | Certification of Principal Executive Officer of Gastar Exploration Ltd. pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (incorporated by reference to Exhibit 32.1 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2012 filed on March 11, 2013. File No. 001-32714).                |



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| Exhibit Number | Description  |
|----------------|--|
| 32.2           | Certification of Principal Financial Officer of Gastar Exploration Ltd. pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (incorporated by reference to Exhibit 32.2 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2012 filed on March 11, 2013. File No. 001-32714). |
| 32.3†          | Certification of Principal Executive Officer of Gastar Exploration USA, Inc. pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.  |
| 32.4†          | Certification of Principal Financial Officer of Gastar Exploration USA, Inc. pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.  |
| 99.1†          | Report of Netherland, Sewell & Associates, Inc. dated September 17, 2013.  |
| 99.2           | Report of Wright & Company, Inc. dated January 15, 2013 (incorporated by reference to Exhibit 99.2 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2012 filed on March 11, 2013. File No. 001-32714).   |
| 101.INS        | XBRL Instance Document (incorporated by reference to Exhibit 101.INS of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2012 filed on March 11, 2013. File No. 001-32714).   |
| 101.SCH        | XBRL Taxonomy Extension Schema Document (incorporated by reference to Exhibit 101.SCH of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2012 filed on March 11, 2013. File No. 001-32714).  |
| 101.CAL        | XBRL Taxonomy Extension Calculation Linkbase Document (incorporated by reference to Exhibit 101.CAL of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2012 filed on March 11, 2013. File No. 001-32714).  |
| 101.DEF        | XBRL Taxonomy Extension Definition Linkbase Document (incorporated by reference to Exhibit 101.DEF of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2012 filed on March 11, 2013. File No. 001-32714).   |
| 101.LAB        | XBRL Taxonomy Extension Label Linkbase Document (incorporated by reference to Exhibit 101.LAB of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2012 filed on March 11, 2013. File No. 001-32714).  |
| 101.PRE        | XBRL Taxonomy Extension Presentation Linkbase Document (incorporated by reference to Exhibit 101.PRE of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2012 filed on March 11, 2013. File No. 001-32714).   |

\* Management contract or compensatory plan or arrangement.

† Filed herewith.