

Instrument prepared by:

VIRGINIA GAS AND OIL BOARD

Order recorded under:

**CODE OF VIRGINIA
§ 45.1-361.26**

BEFORE THE VIRGINIA GAS AND OIL BOARD

RELIEF SOUGHT: An Order for Disbursement of Escrowed Funds
(and Authorization for Direct Payment of Royalties)

JURISDICTION: *Code of Virginia* § 45.1-351. (et seq) AND § 45.1-361.22 (et seq)

UNIT/WELL NAME: 703594
TRACT(S): Tract 6
LOCATION: Dickenson County, Virginia

TAX ID NUMBER: Located on Exhibit EE

DOCKET NUMBER: VGOB-96-0820-0552-03

APPLICANTS: EQT Production Company on behalf of Randall and Virginia Vandergriff and Range Resources-Pine Mountain.

HEARING DATE AND LOCATION: Russell County Government Center, Lebanon, Virginia
November 15, 2011

APPEARANCES: James Kaiser on behalf of EQT Production Company

PRIOR PROCEEDINGS:

1. Original Pooling Order Executed 09/05/1996, Recorded 09/17/1996, Deed Book 320
2. Re-pooling Order Executed 01/17/1997, Recorded 01/31/1997, Deed Book 323
3. Supplemental Order Executed 05/08/1997, Recorded 05/21/1997, Deed Book 326
4. Disbursement Order -01 Executed 02/02/06, Recorded 02/07/06, Deed Book 422

NOTICE:

The Unit Operator gave notice to the Applicants that the Board would consider its disbursement petition at the November 15, 2011 hearing and consider whether to:

- (1) Amend the Pooling Order to provide for the disbursement of funds on deposit in the Escrow Account attributable to a portion of Tract 6 identified in the attached miscellaneous petition.
- (2) Delete the requirement that the Unit Operator place future royalties attributable to a portion of Tract 6 relative to the interests of the Applicants identified in the attached miscellaneous petition.
- (3) Continue the escrow account under this docket number.

FINDINGS: *Code of Virginia* § 45.1-361.22

Applicant has certified and represented to the Board that:

1. The owner of the coal estate for Tract 6 is Range Resources-Pine Mountain Inc. for the subject drilling unit.

2. The owner of a portion of the gas estate for Tract 6 is Randall and Virginia Vandergriff for the subject drilling unit.
3. Range Resources, by letter dated July 15, 2011 waved any claims to past or to future royalties attributable to the interests of Randall & Virginia Vandergriff for Tract 6 as shown in Table 1.

RELIEF GRANTED:

Table 1

VGOB Approved Disbursement
 VGOB-96-0820-0552-03
 703594

Fractional Ownership in Tract	Net Acreage Ownership in Tract	Royalty Split Agreement	Escrowed Acres Disbursed	Percent of Escrowed Funds Disbursed
-------------------------------	--------------------------------	-------------------------	--------------------------	-------------------------------------

Table 1
 Tract 6

Item	Tract	Disbursement Table	Fractional Ownership in Tract	Net Acreage Ownership in Tract	Royalty Split Agreement	Escrowed Acres Disbursed	Percent of Escrowed Funds Disbursed
		Total acreage in escrow before disbursement				22.2800	
	6	Tract 6	12.00				
1	6	Randall & Virginia Vandergriff 1906 Old Mill Drive, Salem, VA 24153		6.0000	100.0%	6.0000	26.9300%

1. The Escrow Agent is ordered, to within ten (10) days of receipt of this executed order, disburse funds for the unit and applicants detailed in Table 1.
2. The Escrow Agent is ordered to continue the Escrow Account for the Subject Drilling unit based on the attached Revised Exhibit E which replaces all prior Exhibit E's recorded for the Subject Drilling Unit.

CONCLUSION:

Therefore, the requested relief and all terms and provisions set forth above be and hereby are granted and **IT IS SO ORDERED.**

APPEALS:

Appeals of this Order are governed by the provisions of the *Code of Virginia* § 45.1-361.9 which provides that any order or decision of the Board may be appealed to the appropriate circuit court and that whenever a coal owner, coal operator, gas owner, gas operator, or operator of a gas storage field certificated by the State Corporation Commission is a party in such action, the court shall hear such appeal de novo.

Effective Date:

This Order shall be effective on the date of its execution.

DONE AND EXECUTED this 16 day of Feb, 2012, by a majority of the Virginia Gas and Oil Board.

Bradley C. Lambert
Bradley C. Lambert, Chairman
Virginia Gas and Oil Board

DONE AND PERFORMED this 16th day of Feb, 2012 by order of the Virginia Gas and Oil Board.

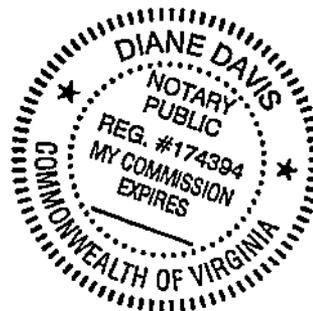
Rick Cooper
Rick Cooper, Principal Executive to the Staff
Virginia Gas and Oil Board

COMMONWEALTH OF VIRGINIA
COUNTY OF RUSSELL)

Acknowledged on this 16th day of Feb, 2012, personally before me a notary public in and for the Commonwealth of Virginia, appeared Bradley C. Lambert, being duly sworn did depose and say that he is the Chairman of the Virginia Gas and Oil Board and Rick Cooper, being duly sworn did depose and say that he is Acting Principal Executive to the Staff of the Virginia Gas and Oil Board, that they executed the same and were authorized to do so.

Diane J. Davis
Diane J. Davis, Notary Public #174394

My commission expire: 09/30/2013



3

VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

APPLICANT: EQT Production Company on behalf of Randall & Virginia Vandergriff and Range Resources-Pine Mountain Inc.

DOCKET NUMBER: VGOB 96/08/20-0552-03

RELIEF SOUGHT: Supplemental Order for Disbursement of Escrowed Funds on behalf of Randall & Virginia Vandergriff and Range Resources-Pine Mountain Inc.

LEGAL DESCRIPTIONS: Drilling Unit Number 703594 created by Board Order Dated January 17, 1997, VGOB 96/08/20-0552-01 in Dickenson County, Virginia.

HEARING DATE: November 15, 2011

MISCELLANEOUS PETITION

1. Party: Applicant herein is, Randall & Virginia Vandergriff. (hereinafter "Plaintiff"), whose address 1906 Old Mill Drive, Salem, VA 24153, and Range Resources-Pine Mountain Inc. , (hereinafter "Plaintiffs), whose address is P.O. Box 2136, Abingdon, VA 24212.
2. Facts:
 - a. Equitable was designated as the Operator and Applicants interests were Pooled in the 703594 Unit by Order of the Virginia Gas and Oil Board (hereinafter "Board") executed on January 17, 1997, pursuant to Docket No. VGOB 96/08/20-0552-01 and recorded in the Circuit Court Clerk's Office Dickenson County, Virginia on January 31, 1997, Book 323 Page 611 (hereinafter "Order").
 - b. The Order and Supplemental Order required the Escrow Agent named and appointed therein to establish an interest-bearing escrow account for funds pertaining to the above-referenced Unit and subject to escrow pursuant to the terms of the Order.
 - c. The Order and Supplemental Order further required the Operator to deposit bonus and royalty payments with the Escrow agent which could not be made because the person(s) entitled hereto could not be made certain due to conflicting claims of ownership.
 - d. Range Resources-Pine Mountain, Inc. was a conflicting claimant with the above-listed Plaintiff with regard to Tract 6 as created by Board Order as VGOB 96/08/20-0552-01 is the applicable Tract.

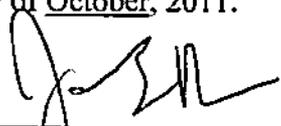
✓

- e. To resolve this conflict, a Letter dated July 15, 2011, signed Jerry Grantham, Vice President of Range Resources-Pine Mountain, Inc. is attached hereto and incorporated herein as Exhibit "A".
- f. The amounts deposited with the Escrow Agent regarding the Unit need to be determined and distributed accordingly.
- g. Any escrow amount, not yet deposited into the escrow account, held by Operator should also be determined, and distributed to Applicant/Plaintiff herein, accordingly.
- h. Applicant/Plaintiff herein does hereby request that the Board enter amended supplemental order for the Unit directing the Escrow Agent and the Operator to disburse to the aforesaid Plaintiff the funds attributable to the previous conflicting claim with Pine Mountain, held in escrow for the VGOB number as listed above.
 1. The Applicant certifies that the matters set forth in the application, to the best of her knowledge, information, and belief, are true and correct and that the form and content of the Application and conform to the requirements of relevant Board regulations and orders.
 2. Legal Authority: Va Code Ann. §45.1-361.1 et seq., 4 VAC 25-160, and such other regulations and Board orders promulgated pursuant to law.
 3. Relief Sought: Applicant requests that the Board issue amended supplement order amending all prior orders affecting the Unit which amended supplement order will provide as follows:
 - a. Determining the amount of funds attributable to the Applicants/Plaintiffs herein.
 - b. Directing the Escrow Agent to determine the amount of funds attributable to Applicant/Plaintiff herein, provide an accounting hereof, and disburse the funds on deposit with the Escrow Agent, including any applicable interest, pertaining to the interest in the Unit shown above for distribution.
 - c. Directing the Operator to determine the amount of funds attributable to the Applicant/Plaintiff herein, provide an accounting thereof, and disburse the units in its hands, if any, subject to escrow but not then on deposit with the Escrow Agent, including any applicable interest, at the time of the Supplemental Order requested therein is executed, attributable to the Applicant/Plaintiff herein for distribution.
 - d. Directing the Operator to disburse the funds, including any applicable interest, and provide an accounting thereof, which it may receive after the date of the execution of the amended supplemental order requested in the Application, if any,

attributable to the Applicant/Plaintiff herein, and to discontinue the payment of such funds into Escrow.

- e. Granting such other relief as is merited by the evidence and is just and equitable whether or not such relief has been specifically requested herein.

Dated this 14th day of October, 2011.

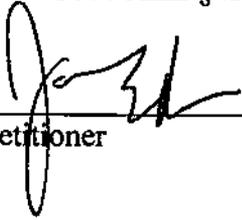
By: 

Petitioner

Address: Wilhoit & Kaiser
220 Broad St, Ste. 301
Kingsport, TN 37660

CERTIFICATE

The foregoing application to the best of my knowledge, information and belief is true and correct. Notice was given pursuant to Va. Code Ann. §45.1-361.19.



Petitioner

BK 495PG 170

July 15, 2011



RANGE RESOURCES

Mr. Randall Vandergriff
Mrs. Virginia R. Vandergriff
1906 Old Mill Drive
Salem, VA 24153

**Re: Permanent Release of CBM Royalty
Well VC-3594 and VC-5243
Dickenson County, Virginia**

Dear Mr. and Mrs. Vandergriff:

As you are aware, EQT Production Company ("EQT") has drilled the above-referenced coalbed methane gas well on a 15 acre tract ("Subject Tract") under a pooling order from the Virginia Gas and Oil Board ("Board"). In the pooling order, we are listed as having conflicting claims. Range Resources - Pine Mountain, Inc. ("RRPM") is listed as claiming under a coal title, and you are listed as claiming under a gas title. The plat indicating the location of the well within the operating unit is enclosed for your reference.

EQT, as operator of the unit, has placed or will place all royalty proceeds attributable to conflicting claims into an escrow account. In order to allow release of the royalty proceeds, RRPM hereby waives any claims to past or to future royalties attributable to your interest in this well.

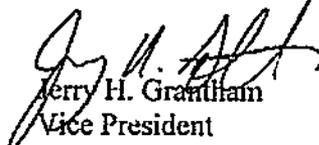
By copy of this letter, RRPM is requesting EQT to initiate distribution directly to you of all current royalties, as well as all future royalties, attributable to your interests in this well.

Please be advised that EQT may require that you demonstrate that you are the current owner of the gas estate subject to the pooling order. You should work directly with EQT on that issue.

If you have any questions, please do not hesitate to call me at 276-619-2584

Sincerely,

RANGE RESOURCES-PINE MOUNTAIN, INC.


Jerry H. Grantham
Vice President

Enclosure

cc: Kristie Shannon, EQT
Alma Tolman, EQT
Debbie Louthian, RRPM

4

275'

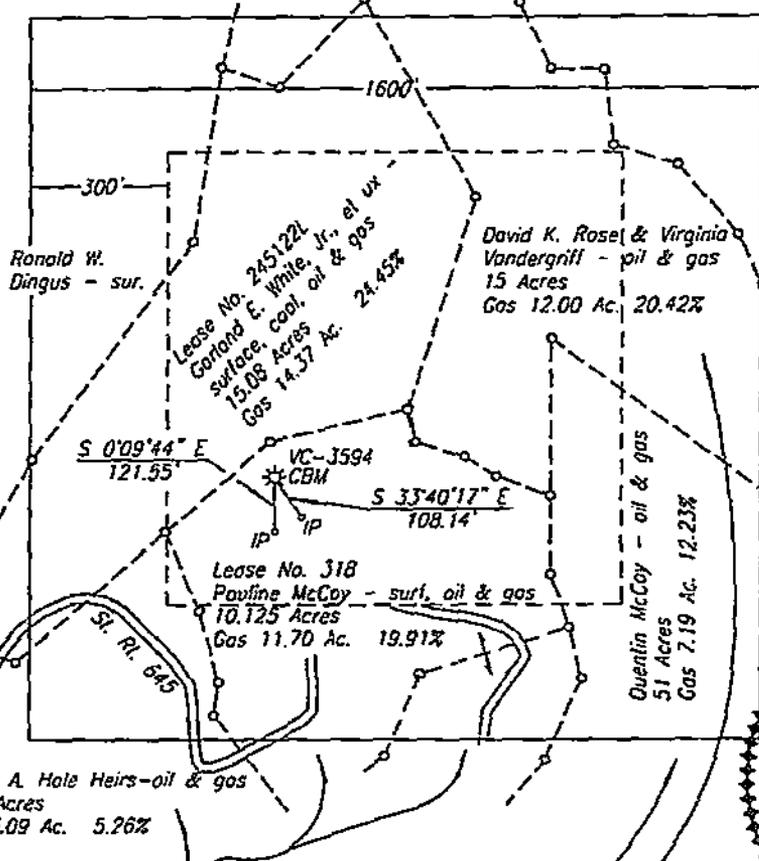
900'

Latitude 37° 02' 30"

Longitude 82° 25' 00"

Lease No. PO-148 / T-123
S. G. Rase
70.89 Acres
Clinchfield Coal Company /
Pyxis Resources Company - coal
Pine Mountain Oil & Gas, Inc. - oil & gas
Gas 6.51 Ac. 11.08%

Lease No. PO-148 / T-28
Nellie G. Corico
97.41 Acres
Clinchfield Coal Company /
Pyxis Resources Company - coal
Pine Mountain Oil & Gas, Inc. - oil & gas
Gas 3.91 Ac. 6.65%



Ronald W. Dingus - sur.

Lease No. 245122L
Carland E. White, Jr., et ux
surface, coal, oil & gas
15.08 Acres
Gas 14.37 Ac. 24.45%

David K. Rose & Virginia Vandergriff - oil & gas
15 Acres
Gas 12.00 Ac. 20.42%

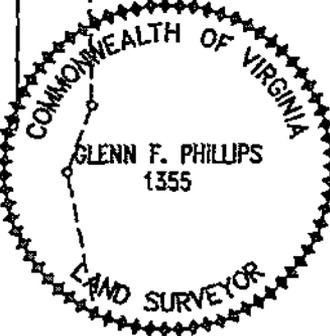
VC-3594
*CBM
IP IP

Lease No. 318
Pauline McCoy - surf, oil & gas
10.125 Acres
Gas 11.70 Ac. 19.91%

Quentin McCoy - oil & gas
51 Acres
Gas 7.19 Ac. 12.23%

Nancy A. Hale Heirs - oil & gas
43.5 Acres
Gas 3.09 Ac. 5.26%

Lease No. 244792L / TC-158
A.W. Hale
54.84 Acres
Clinchfield Coal Company /
Pyxis Resources Company - coal



FINAL PLAT

Well Coordinates: (VA St. Plane S. Zone,
Calculated from CCC coordinates)
N 280,716 E 856,861

Well Coordinates: (Clinchfield Coal Co.)
S 22,116.31 W 9,967.01

Well elevation determined by trigonometric leveling from BM MLB 1575

Area of Unit = 58.77 Ac.

WELL LOCATION PLAT

COMPANY Equitable Resources Energy Company WELL NAME AND NUMBER VC-3594
TRACT NO. TC-158 ELEVATION 2257.56 QUADRANGLE Coney Ridge
COUNTY Dickenson DISTRICT Kenady SCALE 1" = 400' DATE 6-02-1997

This Plat is a new plat ; an updated plat ; or a final location plat

+ Denotes the location of a well on United States topographic Maps, scale 1 to 24,000, latitude and longitude lines being represented by border lines as shown.

~~Licensed Professional Engineer or Licensed Land Surveyor~~

9

SUPPLEMENT "B"
 VC-3594
 VGOB 96/08/20-0552

TRACT	LESSOR	LEASE STATUS	INTEREST WITHIN UNIT	GROSS ACREAGE IN UNIT	NET REVENUE INTEREST	DO NOT DELETE THESE COLUMNS		
						Mineral Interest	Drig Unit Tr. Factor	Acreege in Unit
<u>Gas Estate Only</u>								
1	Pauline R McCoy HC05 Box 424 Coeburn, VA 24230	Leased-EPC 241581	19.910000%	11.7000	0.02488750 RI			
EQT Production Company					0.17421250			
Tract 1 Totals			19.910000%	11.7000	0.19910000			
2	Nancy A Hale Heirs Unknown	Unleased	5.260000%	3.0900	0.00657500			
EQT Production Company					0.04602500			
Tract 1 Totals			5.260000%	3.0900	0.05260000			
3	Garland E White, Jr and Rida Mae White, HW Route 1, Box 208 McClure, VA 24269	Leased-EREC 245122.01	24.450000%	14.3700	0.03056250 RI	0.2500000	0.0985000	5.79
EQT Production Company					0.21393750			
Tract 1 Totals			24.450000%	14.3700	0.24450000			
4	Pine Mountain Oil & Gas, Inc Attn: Richard Brithart PO Box 5100 Lebanon, VA 24226	Leased-EREC 241490 Tract T-123	11.080000%	6.5100	0.01385000			
EQT Production Company					0.09695000			
Tract 1 Totals			11.080000%	6.5100	0.11080000			
5	Pine Mountain Oil & Gas, Inc Attn: Richard Brithart P O Box 2136 Abingdon, VA 24212	Leased-EPC 241490 Tract T-28	6.650000%	3.9100	0.00831250	1.0000000	0.3417000	20.08
EQT Production Company					0.05818750			
Tract 1 Totals			6.650000%	3.9100	0.06850000			
6	David K Rose, single 3408 Belair Road Baltimore, MD 21213	Leased -EREC 245198.01	10.210000%	6.0000	0.01276250			
Virginia Vandergriff and Randal Vandergriff, W/H 120 Ranch Lake Blvd Scott Depot, WV 25560					0.01276250			
Tract 1 Totals			20.420000%	12.0000	0.20420000			
7	Quentin M McCoy, single Rt. 1 Box 299 St. Paul, VA 24282	Unleased	12.230000%	7.1900	0.01528750	1.0000000	0.1394000	8.19
EQT Production Company					0.10701250			
Tract 1 Totals			12.230000%	7.1900	0.12230000			
TOTAL GAS ESTATE			100.000000%	68.7700	1.00000000			
Percentage of Unit Leased			91.300000%					
Percentage of Unit Unleased			8.710000%					
Acreege in Unit Leased				53.8500				
Acreege in Unit Unleased				5.1200				

10

Coal Estate Only

1	Cinchfield Coal Company Attn: Steve Smith PO Box 5100 Lebanon, VA 24226	Leased-EPC 244792 Tract TC-158	19.910000%	11.7000	0.02488750 RI
	EQT Production Company				0.17421250
Tract 1 Totals			19.910000%	11.7000	0.19910000
2	Cinchfield Coal Company Attn: Steve Smith PO Box 5100 Lebanon, VA 24226	Leased-EPC 241640 Tract TC-158	5.260000%	3.0900	0.00857500
	EQT Production Company				0.04602500
Tract 2 Totals			5.260000%	3.0900	0.05260000
3	Garland E White, Jr and Rada Mae White, H/W Route 1, Box 206 McClure, VA 24269	Leased-EPC 245122.01	24.450000%	14.3700	0.03058250
	EQT Production Company				0.21393750
Tract 3 Totals			24.450000%	14.3700	0.24450000
4	Cinchfield Coal Company Attn: Steve Smith PO Box 5100 Lebanon, VA 24226	Leased-EPC 241490 Tract T-123	11.080000%	6.5100	0.01385000
	EQT Production Company				0.09695000
Tract 4 Totals			11.080000%	6.5100	0.11080000
5	Cinchfield Coal Company Attn: Steve Smith PO Box 5100 Lebanon, VA 24226	Leased-EPC 241490 Tract T-28	6.650000%	3.9100	0.00831250
	EQT Production Company				0.05818750
Tract 5 Totals			6.650000%	3.9100	0.06650000
6	Cinchfield Coal Company Attn: Steve Smith PO Box 5100 Lebanon, VA 24226	Leased-EPC 244792 Tract TC-158	20.420000%	12.0000	0.02652500
	EQT Production Company				0.17867500
Tract 6 Totals			20.420000%	12.0000	0.20420000
7	Cinchfield Coal Company Attn: Steve Smith PO Box 5100 Lebanon, VA 24226	Leased-EPC 244792 Tract TC-158	12.230000%	7.1900	0.01528750
	EQT Production Company				0.10701250
Tract 7 Totals			12.230000%	7.1900	0.12230000
TOTAL COAL ESTATE			100.000000%	58.7700	1.00000000
Percentage of Unit Leased			100.000000%		
Percentage of Unit Unleased			0.000000%		
Acreage in Unit Leased				58.7700	
Acreage in Unit Unleased				0.0000	

11

EXHIBIT "E"
703594
VGOB-96-0820-0552
Unleased Owners/Claimants Requiring Escrow

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
<u>Gas Estate Only</u>				
2	Nancy A. Hale Heirs Unknown	Unleased	5.260000%	3.0900
6	David K. Rose, single 3408 Belair Road Ballimore, MD 21213	Leased-EPC 245198	10.210000%	6.0000
7	Quentin M. McCoy, Single Route 1, Box 299 St. Paul, VA 24282	Unleased	12.230000%	7.1900
Total			27.700000%	16.2800
<u>Coal Estate Only</u>				
2	Range Resources-Pine Mountair Attn: Jerry H Grantham PO Box 2136 Abingdon, VA 24212	Leased-EPC 241490 Tract T-78 & T-79	5.260000%	3.0900
6	Range Resources-Pine Mountair Attn: Jerry H Grantham PO Box 2136 Abingdon, VA 24212	Leased-EPC 244792 Tract TC-158	10.210000%	6.0000
7	Range Resources-Pine Mountair Attn: Jerry H Grantham PO Box 2136 Abingdon, VA 24212	Leased-EPC 244792 Tract TC-158	12.230000%	7.1900
Total			27.700000%	16.2800

*Formerly Clinchfield Coal Company
 Attn: Steve Smith
 PO Box 5100
 Lebanon, VA 24226

12

EXHIBIT "EE"
703594
VGOB-96-0820-0552

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>	
<u>Gas Estate Only</u>					
1	Pauline R McCoy HC05 Box 424 Coeburn, VA 24230	Leased-EPC 241581	19.910000%	11.7000	100.00%
Total after RR-PM Waiver			19.910000%	11.7000	
6	Virginia Vandergriff and Randal Vandergriff, W/H 120 Ranch Lake Blvd. Scott Depot, WV 25580	Leased-EPC 245198.02	10.210000%	6.0000	100.00%
Total after RR-PM Waiver			10.210000%	6.0000	
<u>Coal Estate Only</u>					
1	Range Resources-Pine Mt Attn: Jerry H Grantham PO Box 2138 Abingdon, VA 24212	Leased-EPC 244792 Tract TC-158	0.000000%	0.0000	
6	Range Resources-Pine Mt Attn: Jerry H Grantham PO Box 2136 Abingdon, VA 24212	Leased-EPC 244792 Tract TC-158	10.210000%	6.0000	
Total after RR-PM Waiver			10.210000%	6.0000	
*Formerly	Clinchfield Coal Company Attn: Steve Smith PO Box 5100 Lebanon, VA 24226				

13

