

INSTRUMENT PREPARED BY
VIRGINIA GAS AND OIL BOARD

ORDER RECORDED UNDER CODE
OF VIRGINIA SECTION 45.1-361.26

VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

SUPPLEMENTAL ORDER REGARDING: DOCKET NO. VGOB 05/08/16-1492-02

ELECTIONS, UNIT: V-502028

(hereinafter "Subject Drilling Unit")

TAX MAP IDENTIFICATION NUMBERS:

TAX MAP IDENTIFICATION NUMBERS FOR ALL PARCELS
AFFECTED BY THIS ORDER ARE SHOWN ON EXHIBIT (S) B, B-3 & E
WHICH IS/ARE ATTACHED TO AND A PART
OF THIS ORDER.

REPORT OF BOARD

FINDINGS AND ORDER

1. This Supplemental Order is entered by the Board sua sponte in the form authorized by the Board at its hearing held at 9:00 a.m. on October 20, 1992, Board of Supervisors Room, Courthouse, Grundy, Virginia, and pursuant to authority granted to the Board's Chairman at the hearing of the Virginia Gas and Oil Board on June 16, 1992, at 9:00 a.m. at the Rhododendron Restaurant at the Breaks Interstate Park, Breaks, Virginia; and this Supplemental Order is being recorded for the purpose of (1) complying with the requirement of the Virginia Gas and Oil Board Regulations, 4 VAC 25-160.70C by supplementing the Order previously issued by the Board for subject Docket on November 24, 2009, and recorded in Book 472, Page 754 at the Office of the Clerk of Circuit Court, Dickenson County, Virginia on December 2, 2009, (herein "Board Order") to complete the record regarding elections. The Board Order pooled all interest in Subject Drilling Unit including those of the Respondents more particularly set forth and identified by the Designated Operator in the affidavits attached hereto and made a part hereof. The Board finds it has jurisdiction over the subject matter pursuant to the provisions of the Virginia Gas and Oil Act, § 45.1-361.1 et seq., Virginia Code, 1950 as amended.
2. Findings: The Board finds that:
 - (a) The Board Order directed EQT Production Company, (herein the Designated Operator"), to mail copies of the Board Order to all respondents whose interest, if any, were pooled by said Board Order;
 - (b) The designated operator filed its affidavit of mailing dated January 18, 2010, disclosing that it had mailed a correct copy of the Board's Order to all Respondents whose interest, if any, were pooled by said Board Order;

- (c) The Board Order required each Respondent whose interest, if any, were pooled by the terms of said Board Order to make his or her election within thirty (30) days after the date of mailing or recording, as applicable, of said Order; the Designated Operator has filed its affidavit dated March 8, 2011, in accordance with § 7.C of the Virginia Gas and Oil Board Regulations and 4 VAC 25-160.70C (herein "Affidavit of Election"), wherein it has, for each Respondent whose interest, if any, were pooled by said Board Order, stated: (i) whether each Respondent has made or failed to make a timely election; (ii) the nature of the election made, if any; (iii) whether, by reason of a failure to elect or to timely elect one or more Respondents are deemed, under the terms of the Board's Order, to have leased all their rights, title, interest, estates and claims in Subject Drilling Unit to the Designated Operator;
 - (d) The Board Order further required the Designated Operator, after expiration of the election period, to file with the Board a statement of the interests subject to escrow under the terms and provisions of the Board Order, in light of the elections made or deemed to have been made (herein "Statement of Interests"); that the Designated Operator furnished said Statement of Interests as part of its Affidavit of Election. A copy of which is attached hereto as Exhibit B;
 - (e) Current Board standards requiring the escrow of funds and the Board's agreement with its Escrow Agent, First Bank & Trust Company, P.O. Box 3860, Kingsport, TN, 37660 (423) 245-6971, Attn: Debbie Davis, or any successor named by the Board, require the entry of a Supplemental Order establishing of record the elections made or deemed to have been made and specifying the sums or percentage thereof subject to escrow. Current Board escrow standards were made applicable to Subject Drilling Unit by a Board Order dated December 23, 1992.
3. Order: By this Order, the Board orders the Designated Operator to tender, consistent with and in accordance with the findings set forth at paragraph 2 above and the annexed Affidavits, any funds subject to escrow and instructs the Escrow Agent, First Bank & Trust Company, P.O. Box 3860, Kingsport, TN, 37660 (423) 245-6971, Attn: Debbie Davis, or any successor named by the Board to establish interest-bearing escrow account(s), IRS Tax Identification Number 54-1629506, in accordance with the information set forth in said affidavits to receive such funds and account to the Board therefore.
 4. Mailing of Order and Filing of Affidavit: The Designated Operator under the captioned Order or its Attorney shall file an affidavit with the Secretary of the Board within ten (10) days after the date of receipt of this Order stating that a true and correct copy of this Order was mailed to each person whose interest or claim is subject to escrow and whose address is known.
 5. Conclusion: Therefore, the findings and all terms and provisions set forth above be and hereby are granted and IT IS SO ORDERED.
 6. Effective Date: This Order shall be effective on the date of its execution.

DONE AND EXECUTED this 26 day of Sept, 2012, by a majority of the Virginia Gas and Oil Board.

Bradley C. Lambert
Chairman, Bradley C. Lambert

DONE AND PERFORMED this 26th day of September, 2012, by Order of the Board.

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

STATE OF VIRGINIA
COUNTY OF RUSSELL

Acknowledged on this 26th day of September, 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 Chairman of the Virginia Gas and Oil Board, and appeared Rick Cooper, being duly sworn did depose and say that he is Principal Executive to the Staff of the Virginia Gas and Oil Board that they executed the same and were authorized to do so.

Diane Davis
Diane Davis, Notary Public
174394

My commission expires: September 30, 2013



EXHIBIT "B"
V-502028
 Revised 04/13/09

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>	<u>NET REVENUE INTEREST</u>
<u>Gas Estate Only</u>					
<u>1</u>	Range Resources-Pine Mountain, Inc Attn: Jerry Grantham P. O. Box 2136 Abingdon, VA 24212	Leased-EPC 906889 #5589	23.80000000%	26.8200	0.02975000
	EQT Production Company				0.20825000
<u>Tract 1 Totals</u>			23.80000000%	26.8200	0.23800000
<u>2</u>	Brown Family Trust C/O: Fred Brown 6625 N. 270 East Howe, IN 46746	Leased-EPC 241561/Tract-1 #564, 12463, and 12462	0.02000000%	0.0200	0.00002500
	EQT Production Company				0.00017500
<u>Tract 2 Totals</u>			0.02000000%	0.0200	0.00020000
<u>3</u>	Range Resources-Pine Mountain, Inc Attn: Jerry Grantham P.O. Box 2136, Abingdon, VA 24212	Leased-EPC 241490 / T-665 #20198	1.45000000%	1.6300	0.00181250
	EQT Production Company				0.01268750
<u>Tract 3 Totals</u>			1.45000000%	1.6300	0.01450000
<u>4</u>	Range Resources-Pine Mountain, Inc Attn: Jerry Grantham P.O. Box 2136, Abingdon, VA 24212 or Unknown Heirs of W.B. Powers	Leased-EPC 241490 / T-689 #5589 Unleased #13653	1.72000000%	1.9400	0.00215000
	EQT Production Company				0.01505000
<u>Tract 4 Totals</u>			1.72000000%	1.9400	0.01720000
<u>5</u>	Unknown Heirs of W. B. Powers	Unleased #13653	47.48000000%	53.5100	0.05935000
	EQT Production Company				0.41545000
<u>Tract 5 Totals</u>			47.48000000%	53.5100	0.47480000
<u>6</u>	Brenda Richard, single Route 1 Box 324A Clintwood, VA 24228	Leased 905993.01 #6119	0.57500000%	0.6500	0.00071875
	Kenneth Byron Cissne 14025 Moorepark Street Apt. #4 Sherman Oaks, CA 91423	Leased 905993.02 #6119	0.57500000%	0.6500	0.00071875
	EQT Production Company				0.01006250
<u>Tract 6 Totals</u>			1.15000000%	1.3000	0.01150000
<u>7</u>	Carl P. Mullins & Phylliss M. Mullins h/w Route 1 Box 300 Clintwood, VA 24228	Leased 905948 #4834	0.51000000%	0.5700	0.00063750
	EQT Production Company				0.00446250
<u>Tract 7 Totals</u>			0.51000000%	0.5700	0.00510000

<u>8</u>	George F. Lothery & Rebecca D. Lothery h/w Route 1 Box 299 Clintwood, VA 24228	Leased 906086 #4705	0.14000000%	0.1600	0.00017500
	EQT Production Company				0.00122500
Tract 8 Totals			<u>0.14000000%</u>	<u>0.1600</u>	<u>0.00140000</u>
<u>9</u>	Palmer Theo Yates & Mildred Yates h/w Route 1 Box 305A Clintwood, VA 24228	Leased 905941 #4203	1.20000000%	1.3500	0.00150000
	EQT Production Company				0.01050000
Tract 9 Totals			<u>1.20000000%</u>	<u>1.3500</u>	<u>0.01200000</u>
<u>10</u>	Gregory B. Salyer, single Route 1 Box 304 Clintwood, VA 24228	Leased 906001 #5895	4.63000000%	5.2200	0.00578750
	EQT Production Company				0.04051250
Tract 10 Totals			<u>4.63000000%</u>	<u>5.2200</u>	<u>0.04630000</u>
<u>11</u>	Gregory B. Salyer, single Route 1 Box 304 Clintwood, VA 24228	Leased 906093 #5910 #5897 #21554	4.60000000%	5.1800	0.00575000
	EQT Production Company				0.04025000
Tract 11 Totals			<u>4.60000000%</u>	<u>5.1800</u>	<u>0.04600000</u>
<u>12</u>	Agnes Evelyn Salyer, Widow Route 1 Box 304 Clintwood, VA 24228	Leased 906004 #5896	0.80000000%	0.9000	0.00100000
	EQT Production Company				0.00700000
Tract 12 Totals			<u>0.80000000%</u>	<u>0.9000</u>	<u>0.00800000</u>
<u>13</u>	Donna Bise Baker & Rex Baker w/h PO Box 714 Clintwood, VA 24428	Leased 906110 #19838 #4213	1.20000000%	1.3500	0.00150000
	EQT Production Company				0.01050000
Tract 13 Totals			<u>1.20000000%</u>	<u>1.3500</u>	<u>0.01200000</u>
<u>14</u>	Harry Eugene Bise & Vivian Bise h/w Route 1 Box 305 Clintwood, VA 24228	Unleased #13654	0.96000000%	1.0800	0.00120000
	EQT Production Company				0.00840000
Tract 14 Totals			<u>0.96000000%</u>	<u>1.0800</u>	<u>0.00960000</u>
<u>15</u>	Palmer Theo Yates & Mildred Yates h/w Route 1 Box 305A Clintwood, VA 24228	Leased 905951 #20842 #6407	5.12000000%	5.7800	0.00640000
	EQT Production Company				0.04480000
Tract 15 Totals			<u>5.12000000%</u>	<u>5.7800</u>	<u>0.05120000</u>
<u>16</u>	Agnes R. Bise 3443 DC Caney Ridge Road Clintwood, VA 24228	Leased Life Estate	1.91000000%	2.1500	0.00238750
	Mary Alice Bise & M.A. Bise w/h 26623 Watuaga Road Abingdon, VA 24211	Leased Remainderman #4217			
	EQT Production Company				0.01671250
Tract 16 Totals			<u>1.91000000%</u>	<u>2.1500</u>	<u>0.01910000</u>

<u>17</u>	Ida M. Mitchell, widow Route 1 Box 307 Clintwood, VA 24228	Unleased #5739	3.31000000%	3.7300	0.00413750
	EQT Production Company				0.02896250
Tract 17 Totals			3.31000000%	3.7300	0.03310000
	Total Gas Estate		100.00000000%	112.6900	1.00000000
	Percentage of Unit Leased		48.25000000%		
	Percentage of Unit Unleased		51.75000000%		
	Acreage in Unit Leased			54.3700	
	Acreage in Unit Unleased			58.3200	
	OR				
	Percentage of Unit Leased		46.53000000%		
	Percentage of Unit Unleased		53.47000000%		
	Acreage in Unit Leased			52.4300	
	Acreage in Unit Unleased			60.2600	

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EXHIBIT "B-3"

V-502028

Revised 04/13/09

<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>				
5	Unknown Heirs of W. B. Powers	Unleased #13653	47.48000000%	53.5100
14	Harry Eugene Bise & Vivian Bise h/w Route 1 Box 305 Clintwood, VA 24228	Unleased #13654	0.96000000%	1.0800
17	Ida M. Mitchell, widow Route 1 Box 307 Clintwood, VA 24228	Unleased #5739	3.31000000%	3.7300
Total Gas Estate			51.75000000%	58.3200
OR				
4	Unknown Heirs of W.B. Powers	Unleased #13653	1.72000000%	1.9400
5	Unknown Heirs of W. B. Powers	Unleased #13653	47.48000000%	53.5100
14	Harry Eugene Bise & Vivian Bise h/w Route 1 Box 305 Clintwood, VA 24228	Unleased #13654	0.96000000%	1.0800
17	Ida M. Mitchell, widow Route 1 Box 307 Clintwood, VA 24228	Unleased #5739	3.31000000%	3.7300
Total Gas Estate			53.47000000%	60.2600

EXHIBIT "E"
V-502028
 Revised 04/13/09

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
<u>4</u>	Range Resources-Pine Mountain, Inc Attn: Jerry Grantham P.O. Box 2136, Abingdon, VA 24212	Leased-EPC 906889 / T-689 #5589	1.72000000%	1.9400
	<u>or</u>			
	Unknown Heirs of W.B. Powers	Unleased #13653		
<u>5</u>	Unknown Heirs of W. B. Powers	Unleased #13653	47.48000000%	53.5100
	Total Gas Estate		50.09000000%	55.4500