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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-06/05/16-1641

ELECTIONS, UNIT: 825524

(hereinafter "Subject Drilling Unit")

TAX MAP IDENTIFICATION NUMBERS:

TAX MAP IDENTIFICATION NUMBERS FOR ALL PARCELS
AFFECTED BY THIS ORDER ARE SHOWN ON EXHIBITS (S) **B**
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 May 16, 2006 and recorded instrument # 060002236 in the Office of the Clerk of Circuit Court, Buchanan County, Virginia on July 6, 2006 (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 Chesapeake Appalachia LLC, (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 August 24, 2006, 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 May 3, 2007, 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, Wachovia Bank, N.A., VA7515, P.O. Box 14061, Roanoke, VA 24038, (888) 396-0853, Attn: Judy Barger, 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, Wachovia Bank, N.A., VA7515, P.O. Box 14061, Roanoke, VA 24038, (888) 396-0853, Attn: Judy Barger, 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 true and correct copy of this Order 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 14th day of May, 2009 by a majority of the Virginia Gas and Oil Board.

Bradley C. Lambert
Bradley Lambert, Chairman

DONE AND EXECUTED this 14th day of May, 2009 by a majority of the Virginia Gas and Oil Board.

David E. Asbury Jr.
David E. Asbury, Jr.
Principal Executive to the Staff
Virginia Gas and Oil Board

STATE OF VIRGINIA
COUNTY OF WASHINGTON

Acknowledged this 14th day of May, 2009, personally before me a notary public in and for the Commonwealth of Virginia, appeared Bradley Lambert, being duly sworn did depose and say that he is Chairman of the Virginia Gas and Oil Board and David E. Asbury, Jr., 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 same and were so authorized to do.

Diane J. Davis
Diane J. Davis, Notary, 174394

My Commission Expires September 30, 2009



VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

IN RE: Application of Chesapeake Appalachia LLC for Forced Pooling of Interests in Unit Number 825524, VGOB Docket No. VGOB-06/05/16-1641 in the Rocklick Magisterial District of Buchanan County, Virginia.

AFFIDAVIT OF WILHOIT & KAISER, Attorneys-at-Law, Agents for the Designated Operator REGARDING ELECTIONS, ESCROW ACCOUNTS AND SUPPLEMENTAL ORDER

James E. Kaiser (herein Affiant), being first duly sworn on oath, deposes and says:

1. That the Affiant is an attorney in the law firm of WILHOIT & KAISER, the Agent for the Designated Operator, with offices located at 220 Broad Street, Kingsport, Tennessee 37660, and is authorized to give this Affidavit in its behalf;
2. That the Order entered on May 16, 2006, by the Virginia Gas and Oil Board regarding the captioned conventional Unit required the Applicant to mail a true and correct copy of said Order to each person pooled by said Order;
3. That within seven (7) days of the receipt of an executed copy of the Order referred to at Paragraph 2. above, the Affiant was directed to cause a true and correct copy of said Order to be mailed via the United States Postal Service to each Respondent named in the captioned Application, whose address was known, and to all persons, if any, who are added as Respondents at the hearing held in the captioned matter;
4. That the Order of the Virginia Gas and Oil Board in the captioned matter required all persons pooled thereby to tender their written elections to the Unit Operator within thirty (30) days of the date said Order was recorded in the county above named; that said Order was recorded on July 6, 2006.
5. That the Designated Operator, by and through their agent, Wilhoit & Kaiser, Attorneys-at-Law, have established procedures to review all mail received and all written documents received by means other than by mail to ascertain whether parties whose interest have been pooled have made a written election, in a timely fashion, as required by the captioned Order; that said procedures were followed to identify the elections, if any, made with regard to Subject Unit; that the following persons delivered, by mail or otherwise, written elections to the Unit Operator, within the thirty day election periods:

NONE

6. That the interest and/or claims of the following persons (who made timely elections, or who are deemed under the terms of the Board's Order to have leased, or who, subsequent to the pooling hearing held in the captioned matter, have leased or otherwise entered into an agreement with the Designated Operator) are subject to escrow under the Board's Order pooling the captioned Unit, Board Regulations and the Code of Virginia as unknown/unlocatable.

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>NET REVENUE INTEREST</u>
4	Ruby Irene Taylor Address Unknown	Unleased	0.378866%
4	Edsil Taylor and spouse or heirs Address unknown	Unleased	0.378866%
4	Melvin Thompson Belcher and spouse or heirs address unknown	Unleased	0.189433%

7. That after the pooling hearing held in the captioned matter, the following persons have leased or entered into a voluntary agreement with the Designated Operator with regard to their interest and/or claims which are not subject to escrow:

<u>Tract</u>	<u>Lessor</u>
4	Billy Deel and Judy Deel 61 Leatherwood Lane Dana, KY 41615

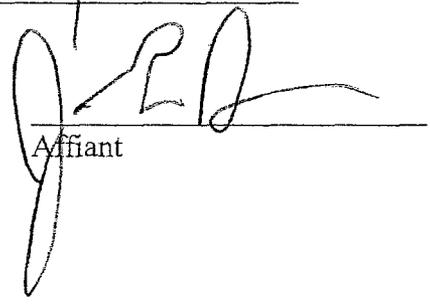
8. That the following persons have not made a timely election and have failed to enter into an agreement with the Designated Operator and their respective interests shall be deemed to have leased pursuant to and in accordance with paragraph 10 of the Order.

<u>Tract</u>	<u>Lessor</u>	<u>Cash Consideration</u>
3	Dorcy Gene Belcher and Celeste Belcher 4301 John Silver Drive Virginia Beach, VA 23455	6.886667 X \$5.00 = \$34.43
4	Dorcy Gene Belcher and Celeste Belcher 4301 John Silver Drive Virginia Beach, VA 23455	0.426944 X \$5.00 = \$2.14

<u>Tract</u>	<u>Lessor</u>	<u>Cash Consideration</u>
4	Kitty Nason 41 Private Drive 263 Township Road 1237 Proctorville, OH 45669	0.213472 X \$5.00 = \$1.07
4	Ruby Irene Taylor Unknown	0.426944 X \$5.00 = \$2.14
4	Carl Belcher 7935 Madison Drive Glen Saint Mary, FL 32040	0.213472 X \$5.00 = \$1.07
4	Edsil Taylor Unknown	0.426944 X \$5.00 = \$2.14
4	Barbara May 8450 Eckmanville Road Winchester, OH 45697	1.280833 X \$5.00 = \$6.40
4	Melvin Thompson Belcher Unknown	0.213472 X \$5.00 = \$1.07

That pursuant to the provision of 4VAC 25-160.70C annexed hereto and incorporated herein is a proposed supplemental order to be entered to complete the record regarding elections; that said annexed supplemental order sets forth that the services of the Escrow Agent are required in this matter pursuant to the terms of §§ 45.1-361.21.D.

Dated at Kingsport, Tennessee, this 3rd day of May 2007.



 Affiant

ll

Taken, subscribed and sworn to before me by James E. Kaiser, the Agent of Chesapeake Appalachia LLC, a corporation, on behalf of the corporation, this 3rd day of May, 2007.

My commission expires: 11-12-08

Susan Peterson
Notary

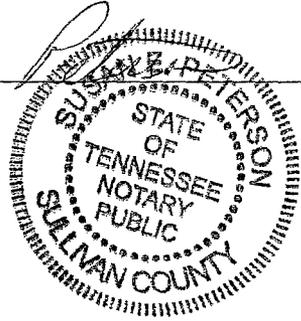


EXHIBIT B
Well No. 825524 (HY-108)

<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE WITHIN UNIT</u>
TRACTS 1 & 5 - 32.10 + 11.55 = 65.11 Acres in Unit			
Buchanan Gas Company, LLC c/o John Matney 2700 Lee Highway Bristol, VA 24202	Leased	57.777975%	65.110000
TRACT 2 - 11.55 Acre in Unit			
Timothy Whited and Maryland Whited, his wife 19680 Roberts Road Fredericktown, OH 43019	Leased	2.562339%	2.887500
Mildred Tackett, widow Rt. 1, Box 217 Grundy, VA 24614	Leased	2.562339%	2.887500
Kennith Whited, widower P.O. Box 477 Lenore, WV 25676	Leased	2.562339%	2.887500
Norma Whited, widow 12109 Graystone Avenue Norwalk, CA 90650	Leased	2.562339%	2.887500
TRACT 3 - 20.66 Acres in Unit			
Claude Albert Belcher and Yvette Haar Belcher, his wife 6445 Osler Street San Diego, CA 92111	Leased	6.111160%	6.886667
Geneva Hines, widow 3100 Shore Drive, Apt. 302 Virginia Beach, VA 23451	Leased	6.111160%	6.886667
Dorcy Gene Belcher, and Celeste Belcher, his wife 4301 John Silver Road Virginia Beach, VA 23455	Unleased	6.111160%	6.886667
TRACT 4 - 15.37 Acres in Unit			
Clayton Williams, widower Rt. 2 Box 164 Honaker, VA 24260	Leased	0.284150%	0.320208
Raymond Davis and Nell Davis, his wife Rt. 1 Box 290 Hurley, VA 24620	Leased	0.568299%	0.640417
Elbert Deel and Bernice Deel, his wife 19333 Summerlin Road, #111 Fort Myers, FL 33908	Leased	0.284150%	0.320208

Russell Deel and Betty Deel, his wife P.O. Box 928 Grundy, VA 24614	Leased	0.284150%	0.320208
Pauline Morell and Richard Morell, her husband 2508 Shipe Road Knoxville, TN 37924	Leased	0.568299%	0.640417
Billy Deel and Judy Deel, his wife 61 Leatherwood Lane Dana, KY 41615	Leased	0.284150%	0.320208
Ora Mae Belcher, widow P.O. Box 395 Grundy, VA 24614	Leased	1.136599%	1.280833
Douglas Belcher and Ruth Belcher, his wife 221 Rock Creek Drive Delaware, OH 43015	Leased	0.284150%	0.320208
Gene Paul Belcher, single Box 233 Grundy, VA 24614	Leased	0.284150%	0.320208
Mickie Brown and Emerson Brown, her husband 535 Painter Creek Road Bristol, TN 37620	Leased	0.378866%	0.426944
Danny Ray Hutchinson, single P.O. Box 267 Abingdon, VA 24212	Leased	0.189433%	0.213472
Donald Hutchinson and Gertrude Hutchinson, his wife 53 Ashcroft Drive Granville, OH 43023	Leased	0.189433%	0.213472
Mary Owens and Louit Owens, her husband P.O. Box 1232 Grundy, VA 24614	Leased	0.284150%	0.320208
Phyllis Stevens and Andrew Stevens, her husband 3140 Lilly Mar Court Dublin, OH 43017	Leased	0.284150%	0.320208
Ellsee Taylor and Jean Taylor, his wife 1104 Topaz Place Pueblo, CO 81004	Leased	0.378866%	0.426944
William Taylor and Wilma Taylor, his wife 2010 Lynwood Lane Pueblo, CO 81004	Leased	0.378866%	0.426944

Ruby Irene Taylor heirs unknown	Unleased	0.378866%	0.426944
Laurie Broxon, single 2494 South 475 East Hamilton, IN 46742	Leased	0.126289%	0.142315
Debrah Mason, single 220 Lane 240B, Big Otter Lake Freemont, IN 46737	Leased	0.126289%	0.142315
Larry Rogers, single 2840 S. Golden Lake Road Pleasant, IN 46779	Leased	0.126289%	0.142315
Joe Ward 3369 Cedar Road Harrison, MI 48625	Leased	0.162371%	0.182976
Warren G. Ward P.O. Box 802 Grundy, VA 24614	Leased	0.162371%	0.182976
Betty W. Augustin 4430 Capstan Drive Hoffman Estates, IL 60195	Leased	0.162371%	0.182976
Delma Kidd P.O. Box 965 Boaz, AL 35957	Leased	0.162371%	0.182976
Mildred Sims 602 Menominee Lake In the Hills, IL 60156	Leased	0.162371%	0.182976
Melva Jean Asbury and Edward Asbury, her husband 2064 Crittenson Ave. Ypsilanti, MI 48198	Leased	0.162371%	0.182976
Edna Sue Elswick 3591 Smith Ridge Rd. Jewell Ridge, VA 24622	Leased	0.162371%	0.182976
Claude Albert Belcher and Yvette Haar Belcher, his wife 6445 Osler Street San Diego, CA 92111	Leased	0.378866%	0.426944
Penny Bragg, single P.O. Box 554 Dayton, OH 45405	Leased	0.189433%	0.213472
Roy Belcher and Pamela Belcher, his wife 1708 Clarence Street Dayton, OH 45410	Leased	0.189433%	0.213472
Norma Whited, widow 12109 Graystone Avenue Norwalk, CA 90650	Leased	0.284150%	0.320208
Kennith Whited, widower P.O. Box 477 Lenore, WV 25676	Leased	0.284150%	0.320208

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Hazel Taylor Meadors, widow c/o Peter Ruf, Attorney-in-Fact 1006 Pin Oak Drive Dickson, TN 37055	Leased	0.378866%	0.426944
Edsil Taylor and spouse or heirs Address unknown	Unleased	0.378866%	0.426944
Mildred Tackett, Widow Rt 1 Box 217 Grundy, VA 24614	Leased	0.284150%	0.320208
Geneva Hines, Widow 3100 Shore Drive Apt 302 Virginia Beach, VA 23451 ✓	Leased	0.378866%	0.426944
Dorcy Gene Belcher and Celest Belcher, his wife 4301 John Silver Road Virginia Beach, VA 23455 ✓	Unleased	0.378866%	0.426944
Santana Belcher, single 118 Lightner Lane Union, OH 45322	Leased	0.189433%	0.213472
Melvin Thompson Belcher, and spouse or heirs address unknown ✓	Unleased	0.189433%	0.213472
Kitty Nason and spouse or heirs 41 Private Drive 263 Township Road 1237 Proctorville, OH 45669 ✓	Unleased	0.189433%	0.213472
Carl Belcher and spouse or heirs 7935 Madison Drive Glen Saint Mary, FL 32040 ✓	Unleased	0.189433%	0.213472
Barbara May, single 8450 Eckmanville Road Winchester, OH 45697 ✓	Unleased	1.136599%	1.280833
Timothy Whited and Marilyn Whited, his wife 19680 Roberts Road Frederickstown, OH 43019	Leased	0.284150%	0.320208
Roy Taylor and Geraldine Sue Taylor, his wife 1411 Tierra Berienda Pueblo, CO 81008	Leased	0.378866%	0.426944
TOTAL GAS ESTATE		100.000000%	112.690000
Total Percentage Leased		91.047342%	
Total Percentage Unleased		8.952658%	
Total Acreage Leased			102.601250
Total Acreage Unleased			10.088750

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INSTRUMENT #090001765
RECORDED IN THE CLERK'S OFFICE OF
BUCHANAN COUNTY ON
JUNE 11, 2009 AT 03:12PM
BEVERLY S. TILLER, CLERK
RECORDED BY: NKE