

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 06/06/20-1664-01

ELECTIONS, UNIT: AE-164 & AE-165 (H-34)

(hereinafter "Subject Drilling Unit")

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 October 19, 2009, and recorded with Instrument # 090003505 at the Office of the Clerk of Circuit Court, Buchanan County, Virginia on November 13, 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 Appalachian Energy Inc., (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 December 28, 2009, 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 October 19, 2010, 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 8 day of Sept, 2011, by a majority of the Virginia Gas and Oil Board.

Bradley C. Lambert
Chairman, Bradley C. Lambert

DONE AND PERFORMED this 8th day of September, 2011, by Order of the Board.

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

STATE OF VIRGINIA
COUNTY OF RUSSELL

Acknowledged on this 8th day of September, 2011, 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 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 Davis
Diane Davis, Notary Public
174394

My commission expires: September 30, 2013



VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

IN RE: Application of Appalachian Energy, Inc., for Forced Pooling of Interests in Unit Number AE-164 & AE-165 (H-34) VGOB Docket No. VGOB-06/06/20-1664-01 in the Garden 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 October 19, 2009, 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 November 13, 2009.
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 as either unknown claimants or conflicting claimants under the Board's Order pooling the captioned Unit, Board Regulations and the Code of Virginia; that opposite the name of each person named as a Respondent listed below is set forth:

NONE

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.

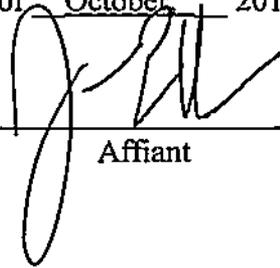
NONE

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.

See Exhibit B-3

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 not required in this matter pursuant to the terms of §§ 45.1-361.21.D.

Dated at Kingsport, Tennessee, this 19th day of October, 2010.

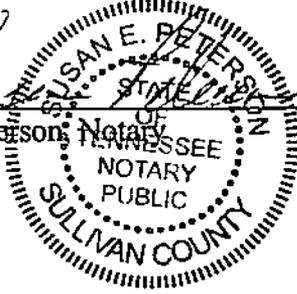


Affiant

State of Tennessee)
County of Sullivan)

Taken, subscribed and sworn to before me by James E. Kaiser, the Agent of Appalachian Energy Inc., a corporation, on behalf of the corporation, this 19th day of October, 2010.



Susan Peterson, Notary


My commission expires: October 24, 2012 .



EXHIBIT "B"
Unit H-34
AE-164 / AE-165

<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	Scott Cole PO Box 148 Tazewell, VA 24651	Leased	33.83%	27.12
2	Yukon Pocahontas Coal Company, LLC Attn: Charles Hart 312 West Main Street Tazewell, VA 24651	*Leased	10.21%	8.19
	Buchanan Coal Company, LLP Attn: Charles Hart 312 West Main Street Tazewell, VA 24651	*Leased	2.27%	1.82
	Sayers-Pocahontas Coal Company, LLP Attn: Charles Hart 312 West Main Street Tazewell, VA 24651	*Leased	1.13%	0.91
	Plum Creek Timberlands, L.P. Minerals Department One Concourse Parkway, Suite 755 Atlanta, GA 30328	*Leased	6.81%	5.46
	CNX Gas Company LLC P.O. Box 947 Bluefield, VA 24605 *(Oil & Gas Lessee)			
3	Agnes Hicks 5710 States Street Albany, OH 45710	Leased	6.75%	5.41
4	William O. Rife 2372 State Rt. 681 North Albany, OH 45710	Leased	5.18%	4.15
5	Ivory Miller 6612 Timberland Drive Sandston, VA 23150	Leased	5.30%	4.26
6	Leonard C. Fayard P.O. Box 104 Ocean Springs, MS 39566	Leased	2.64%	2.11
	Lajuan Fayard Fellin 2462 Greenspring Drive Jacksonville, FL 32246	Leased	2.64%	2.11
7	Esther McClain 5237 West Clinton Street Albany, OH 45710	Leased	4.35%	3.49
8	Herman J. Matney Rt. 2, Box 86 Whitewood, VA 24657	Leased	3.65%	2.93

9	Hallie C. Ratliff 4000 Sheringham Rd. Richmond, VA 23236	Leased	3.72%	2.99
10	Edith Ratliff 304 West Mill Street McArthur, OH 45651	Leased	2.89%	2.32
	Bruce Ratliff 304 West Mill Street McArthur, OH 45651	Leased	1/3 Remainder	
	Wayne Ratliff 304 West Mill Street McArthur, OH 45651	Leased	1/3 Remainder	
	Scott Ratliff 304 West Mill Street McArthur, OH 45651	Leased	1/3 Remainder	
11	Esther McClain 5237 West Clinton Street Albany, OH 45710	Leased	0.17%	0.14
	William O. Rife 2372 State Rt. 681 North Albany, OH 45710	Leased	0.09%	0.07
	Agnes Hicks 5710 States Street Albany, OH 45710	Leased	0.09%	0.07
	Hallie C. Ratliff 4000 Sheringham Rd. Richmond, VA 23236	Leased	0.09%	0.07
	Lajuan Fayard Fellin 2462 Greenspring Drive Jacksonville, FL 32246	Leased	0.04%	0.04
	Leonard C. Fayard P.O. Box 104 Ocean Springs, MS 39566	Leased	0.04%	0.04
	Ivory Miller 6612 Timberland Drive Sandston, VA 23150	Leased	0.09%	0.07
	Herman J. Matney Rt. 2, Box 88 Whitewood, VA 24657	Leased	0.09%	0.07
	JoAnn Whitt P.O. Box 6 Pilgrims Knob, Va 24634	Leased	0.03%	0.02
	Billie Jean Clifton 5845 Sawmill Road Albany, OH 45710	Leased	0.03%	0.02
	Phyllis Fields 5110 Fisher Road Athens, OH 45701	Unleased	0.03%	0.02
	Edith Ratliff 304 West Mill Street McArthur, OH 45651	Leased	0.10%	0.08

	Bruce Ratliff 304 West Mill Street McArthur, OH 45651	1/3 Remainder		
	Wayne Ratliff 304 West Mill Street McArthur, OH 45651	1/3 Remainder		
	Scott Ratliff 304 West Mill Street McArthur, OH 45651	1/3 Remainder		
12	JoAnn Whitt P.O. Box 6 Pilgrims Knob, Va 24634	Leased	0.02%	0.014
	Billie Jean Clifton 5845 Sawmill Road Albany, OH 45710	Leased	0.02%	0.013
	Phyllis Fields 5110 Fisher Road Athens, OH 45701	Unleased	0.02%	0.013
13	Flora Ratliff Route 1, Box 549 Tazewell, VA 24651	Leased	0.96%	0.77
	Earl C. Dellinger P.O. Box 1054 Grundy, VA 24614	Leased	0.96%	0.77
	Jimmy D. Ratliff Route 1, Box 253 Moneta, VA 24121	Leased	0.96%	0.77
	F.D. Robertson P.O. Drawer 1560 Grundy, VA 24614	Leased	0.96%	0.77
	OGJ Properties I, LLC 4910 Whitby Mews Williamsburg, VA 23188	Leased	1.93%	1.55
	Polly Ann Mallory General Delivery Doran, VA 24612	Leased	1.93%	1.55
Totals			100.00%	80.19
Total Percentage Leased			99.95%	
Total Percentage Unleased			0.05%	
Total Acreage Leased				80.16
Total Acreage Unleased				0.033

EXHIBIT "B"
Unit H-34
AE-164 / AE-165

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
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	Buchanan Coal Company, LLP Attn: Charles Hart 312 West Main Street Tazewell, VA 24651	*Leased	2.27%	1.82
	Sayers-Pocahontas Coal Company, LLP Attn: Charles Hart 312 West Main Street Tazewell, VA 24651	*Leased	1.13%	0.91
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	CNX Gas Company LLC P.O. Box 947 Bluefield, VA 24605 (Oil & Gas Lessee)			
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4	William O. Rife 2372 State Rt. 681 North Albany, OH 45710	Leased	5.18%	4.15
5	Ivory Miller 6612 Timberland Drive Sandston, VA 23150	Leased	5.31%	4.26
6	Leonard C. Fayard P.O. Box 104 Ocean Springs, MS 39566	Leased	2.64%	2.11
	Lajuan Fayard Fellin 2462 Greenspring Drive Jacksonville, FL 32246	Leased	2.64%	2.11
7	Esther McClain 5237 West Clinton Street Albany, OH 45710	Leased	4.35%	3.49
8	Herman J. Matney Rt. 2, Box 86 Whitewood, VA 24657	Leased	3.65%	2.93
9	Hallie C. Ratliff 4000 Sheringham Rd. Richmond, VA 23236	Leased	3.72%	2.99

10	Edith Ratliff 304 West Mill Street McArthur, OH 45651	Leased	2.89%	2.32
	Bruce Ratliff 304 West Mill Street McArthur, OH 45651	Leased	1/3 Remainder	
	Wayne Ratliff 304 West Mill Street McArthur, OH 45651	Leased	1/3 Remainder	
	Scott Ratliff 304 West Mill Street McArthur, OH 45651	Leased	1/3 Remainder	
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	William O. Rife 2372 State Rt. 681 North Albany, OH 45710	Leased	0.09%	0.07
	Agnes Hicks 5710 States Street Albany, OH 45710	Leased	0.09%	0.07
	Hallie C. Ratliff 4000 Sheringham Rd. Richmond, VA 23236	Leased	0.09%	0.07
	Lajuan Fayard Fellin 2462 Greenspring Drive Jacksonville, FL 32246	Leased	0.04%	0.04
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	Herman J. Matney Rt. 2, Box 86 Whitewood, VA 24657	Leased	0.09%	0.07
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	Phyllis Fields 5110 Fisher Road Athens, OH 45701	Unleased	0.03%	0.02
	Edith Ratliff 304 West Mill Street McArthur, OH 45651	Leased	0.10%	0.08
	Bruce Ratliff 304 West Mill Street McArthur, OH 45651	1/3 Remainder		
	Wayne Ratliff 304 West Mill Street McArthur, OH 45651	1/3 Remainder		

	Scott Ratliff 304 West Mill Street McArthur, OH 45651	1/3 Remainder		
12	JoAnn Whitt P.O. Box 6 Pilgrims Knob, Va 24634	Leased	0.02%	0.014
	Billie Jean Clifton 5845 Sawmill Road Albany, OH 45710	Leased	0.02%	0.013
	Phyllis Fields 5110 Fisher Road Athens, OH 45701	Unleased	0.02%	0.013
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	Earl C. Dellinger P.O. Box 1054 Grundy, VA 24614	Unleased	0.96%	0.77
	Jimmy D. Ratliff Route 1, Box 253 Moneta, VA 24121	Unleased	0.96%	0.77
	F.D. Robertson P.O. Drawer 1560 Grundy, VA 24614	Unleased	0.96%	0.77
	OGJ Properties I, LLC 4910 Whitby Mews Williamsburg, VA 23188	Unleased	1.93%	1.55
	Polly Ann Mailory General Delivery Doran, VA 24612	Unleased	1.93%	1.55
Totals			100.00%	80.19
Total Percentage Leased			92.25%	
Total Percentage Unleased			7.75%	
Total Acreage Leased				73.98
Total Acreage Unleased				6.213

**Exhibit B-3
Unit H-34
(AE-164 & AE-165)**

<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>				
11	Phyllis Fields 5110 Fisher Road Athens, OH 45701	Unleased	0.03%	0.02
12	Phyllis Fields 5110 Fisher Road Athens, OH 45701	Unleased	0.02%	0.013
Total Percentage Unleased			0.05%	
Total Acreage Unleased				0.033
<u>Coal Estate Only</u>				
11	Phyllis Fields 5110 Fisher Road Athens, OH 45701	Unleased	0.03%	0.02
12	Phyllis Fields 5110 Fisher Road Athens, OH 45701	Unleased	0.02%	0.013
13	Flora Ratliff Route 1, Box 549 Tazewell, VA 24651	Unleased	0.96%	0.77
	Earl C. Dellinger P.O. Box 1054 Grundy, VA 24614	Unleased	0.96%	0.77
	Jimmy D. Ratliff Route 1, Box 253 Moneta, VA 24121	Unleased	0.96%	0.77
	F.D. Robertson P.O. Drawer 1560 Grundy, VA 24614	Unleased	0.96%	0.77

**Exhibit B-3
Unit H-34
(AE-164 & AE-165)**

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
<u>Coal Estate Only</u>				
13	OGJ Properties I, LLC 4910 Whitby Mews Williamsburg, VA 23188	Unleased	1.93%	1.55
	Polly Ann Mallory General Delivery Doran, VA 24612	Unleased	1.93%	1.55
Total Percentage Unleased			7.75%	
Total Acreage Unleased				6.213

INSTRUMENT #110002355
RECORDED IN THE CLERK'S OFFICE OF
BUCHANAN COUNTY ON
SEPTEMBER 27, 2011 AT 03:13PM

BEVERLY S. TILLER, CLERK
RECORDED BY: SLB