

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-07/08/21-1996

ELECTIONS, UNIT: 826381

(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 October 18, 2007 and recorded instrument # 070004045 in the Office of the Clerk of Circuit Court, Buchanan County, Virginia on October 29, 2007 (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 December 19, 2007, 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 September 4, 2008, 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, (540) 563-7764, 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, (540) 563-7764, 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 22 day of June, 2010 by a majority of the Virginia Gas and Oil Board.

Bradley C. Lambert
Chairman, Bradley C. Lambert

DONE AND PERFORMED THIS 22 day of June, 2010 by Order of this Board.

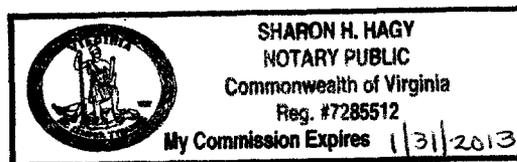
David E. Asbury Jr.
David Asbury Jr.
Principal Executive To The Staff
Virginia Gas and Oil Board

STATE OF VIRGINIA)
COUNTY OF RUSSELL)

Acknowledged on this 22 day of June, 2010, 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 David 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 the same and was authorized to do so.

Sharon H. Hagy
~~Diane Davis~~, Notary
~~174394~~
Sharon Hagy
7285512

My commission expires: ~~September 30, 2013.~~
January 31, 2013



VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

IN RE: Application of Chesapeake Appalachia LLC for Forced Pooling of Interests in Unit Number 826381, VGOB Docket No. VGOB-07/08/21-1996 in the Knox 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 18, 2007, 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 October 29, 2007.
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:

| <u>Tract</u> | <u>Lessor</u> | <u>Elected</u> |
|--------------|--|--------------------|
| 2 | Melissa Venable Poynter 3444 Rabbit's Foot Trail Lexington, KY 40503 | Cash Consideration |

| <u>Tract</u> | <u>Lessor</u> | <u>Elected</u> |
|--------------|--|--------------------|
| 7 | Christopher Donald Estep & Kelly Kristina Estep, his wife RR 1 Box 104 Hurley, VA 24620 | Cash Consideration |

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> |
|--------------|---|---------------------|-----------------------------|
| 5 | Carl Joseph Wolford And Spouse or heirs Address unknown - unlocatable | Unleased | 0.0195523% |

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> |
|--------------|--|
| 2 | Michael Dennis P.O. Box 1406 Richlands, VA 24641 |

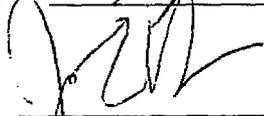
8. That the following persons have not made a timely election and have failed to enter into an agreement with the Designated Operator and their respective interests shall be deemed to have leased pursuant to and in accordance with paragraph 10 of the Order.

| <u>Tract</u> | <u>Lessor</u> | <u>Cash Consideration</u> |
|--------------|---|----------------------------|
| 2 | Jean Dennis P.O. Box 612 Grundy, VA 24614 | 1.423333 X \$5.00 = \$7.12 |

| <u>Tract</u> | <u>Lessor</u> | <u>Cash Consideration</u> |
|--------------|---|----------------------------|
| 3 | Heather L. Keene P.O. Box 915 Hurley, VA 24620 | 0.900000 X \$5.00 = \$4.50 |
| 4 | Mary Jean Meadows Justus Rt 1 Box 108 Hurley, VA 24620 | 0.330000 X \$5.00 = \$1.65 |
| 5 | Anita Adkins Rife P.O. Box 1410 Grundy, VA 24614 | 0.198000 X \$5.00 = \$0.99 |
| 8 | Jeffrey Allen Matney & Ira V. Matnery Rt 3, Box 499 Grundy, VA 24614 | 0.070000 X \$5.00 = \$0.35 |
| 9 | Beatrice Adkins P.O. Box 424 Pounding Mill, VA 24637 | 0.120000 X \$5.00 = \$0.60 |

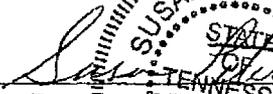
That pursuant to the provision of 4VAC 25-160.70C annexed hereto and incorporated herein is a proposed supplemental order to be entered to complete the record regarding elections; that said annexed supplemental order sets forth that the services of the Escrow Agent are required in this matter pursuant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

Dated at Kingsport, Tennessee, this 4th day of September 2008.



Affiant

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 4th day of September, 2008.



Susan Peterson, Notary Public


My commission expires: November 12, 2008

EXHIBIT B
Well No. 826381 (PP-111)
 Revised 8/13/07

| <u>LESSOR</u> | <u>LEASE STATUS</u> | <u>PERCENT INTEREST WITHIN UNIT</u> | <u>GROSS ACREAGE WITHIN UNIT</u> |
|--|--------------------------------|-------------------------------------|----------------------------------|
| TRACT 1 93.71 Acres in Unit | | | |
| Buchanan Energy Co., LLC Attn: Teresa Thompson, Land Agent Alpha Natural Resources, LLC P.O. Box 2345 Abingdon, VA 24212 | Leased | 83.157334% | 93.710000 |
| Buchanan Energy Co., LLC c/o Alpha Natural Resources, LLC Box 858 Vinton, VA 24179 | | | |
| Buchanan Energy Co., LLC c/o Mate Creek Engineering Office Attn: Frank Pinter P.O. Box 379 Red Jacket, WV 25692 | | | |
| TRACT 2 17.08 Acres in Unit | | | |
| W.L. Dennis heirs | | | |
| Michael Dennis and spouse or heirs P.O. Box 1406 Richlands, VA 24641 | Unleased Voluntarily Leased | 5.052208% | 5.693333 |
| William B. Dennis 1810 N.E. 41st. Street Oakland Park, FL 33308 | Leased | 1.263052% | 1.423333 |
| Robert J. Dennis and Kathern A. Dennis, his wife 23007 Kestrel Drive Bristol, VA 24202 | Leased | 1.263052% | 1.423333 |
| Lee Smith, Trustee Ernest L. Smith Estate 219 North Churton Street Hillsborough, NC 27278 | Leased | 1.263052% | 1.423333 |
| Doris D. Bruce and spouse or heirs 7339 Maple Court S.W. Roanoke, VA 24014-5571 | Unleased Voluntarily Leased | 1.263052% | 1.423333 |

| | | | |
|---|---------------------------------------|-----------|----------|
| Jean Dennis and spouse or heirs P.O. Box 612 Grundy, VA 24614 | Unleased Force Pool | 1.263052% | 1.423333 |
| Ann D. Ryan a/k/a Ann Ryan Logan 18655 West Bernardo Drive #653 San Diego, CA 92127 | Leased | 0.842035% | 0.948889 |
| Jean D. Bliss and spouse or heirs 1180 Kingston Drive Atlanta, GA 30342 | Leased | 0.842035% | 0.948889 |
| Randy Venable Sinisi 263 South Clermont Street Denver, CO 80246-1038 | Leased | 0.631526% | 0.711667 |
| Melissa Venable Poynter and spouse or heirs 3444 Rabbit's Foot Trail Lexington, KY 40503 | Unleased Cash Consideration | 0.631526% | 0.711667 |
| Marshall P. Fitzgerald 1612 Sterling Road Charlotte, NC 28209 | Leased | 0.280678% | 0.316296 |
| John Dennis McBryde 4351 Bell Road Montgomery, AL 36116 | Leased | 0.280678% | 0.316296 |
| Marion Robey 1424 Willow Oaks Trail Matthews, NC 28104 | Leased | 0.280678% | 0.316296 |
| TRACT 3 .90 of an Acre in Unit | | | |
| Heather L. Keen and spouse or heirs P.O. Box 915 Hurley, VA 24620 | Unleased Force Pool | 0.798651% | 0.900000 |
| TRACT 4 .33 of an Acre in Unit | | | |
| Mary Jean Meadows Justus and spouse or heirs Rt. 1, Box 108 Hurley, VA 24620 | Unleased Force Pool | 0.292839% | 0.330000 |
| TRACT 5 .22 of an Acre in Unit | | | |
| Anita Adkins Rife and spouse or heirs P.O. Box 1410 Grundy, VA 24614 | Unleased Force Pool | 0.175703% | 0.196000 |

| | | | |
|---|------------------------|-----------|----------|
| Carl Joseph Wolford and spouse or heirs address unknown unlocatable | Unleased Force Pool | 0.019523% | 0.022000 |
|---|------------------------|-----------|----------|

TRACT 6 .11 of an Acre in Unit

| | | | |
|---|------------------------|-----------|----------|
| Anita Adkins Rife and spouse or heirs P.O. Box 1410 Grundy, VA 24614 | Unleased Force Pool | 0.097613% | 0.110000 |
|---|------------------------|-----------|----------|

TRACT 7 .15 of an Acre in Unit

| | | | |
|---|--------------------------------|-----------|----------|
| Christopher Donald Estep and Kelly Kristina Estep, his wife RR1 Box 104 Hurley, VA 24620 | Unleased Cash Consideration | 0.133109% | 0.150000 |
|---|--------------------------------|-----------|----------|

TRACT 8 .07 of an Acre in Unit

| | | | |
|--|------------------------|-----------|----------|
| Jeffrey Allen Matney and Ira V. Matney and spouse or heirs Rt. 3, Box 499 Grundy, VA 24614 | Unleased Force Pool | 0.062117% | 0.070000 |
|--|------------------------|-----------|----------|

TRACT 9 .12 of an Acre in Unit

| | | | |
|---|------------------------|-----------|----------|
| Beatrice Adkins and spouse or heirs P.O. Box 424 Pounding Mill, VA 24637 | Unleased Force Pool | 0.106487% | 0.120000 |
|---|------------------------|-----------|----------|

| | | | |
|-------------------------|--|--------------------|-------------------|
| TOTAL GAS ESTATE | | 100.000000% | 112.690000 |
|-------------------------|--|--------------------|-------------------|

| | |
|---------------------------|------------|
| Total Percentage Leased | 90.104120% |
| Total Percentage Unleased | 9.895880% |

| | |
|------------------------|------------|
| Total Acreage Leased | 101.538333 |
| Total Acreage Unleased | 11.151667 |

INSTRUMENT #100001954
RECORDED IN THE CLERK'S OFFICE OF
BUCHANAN COUNTY ON
JULY 23, 2010 AT 09:58AM

BEVERLY S. TILLER, CLERK
RECORDED BY: GGB

10