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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 07/11/13-2079

ELECTIONS, UNIT: VH-536928

(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 3 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 July 15, 2008, and recorded Instrument #200803168 at the Office of the Clerk of Circuit Court, Wise County, Virginia on August 11, 2008, (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 September 23, 2008, 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 July 30, 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 14 day of July, 2011, by a majority of the Virginia Gas and Oil Board.

Bradley C. Lambert  
Chairman, Bradley C. Lambert

DONE AND PERFORMED this 14<sup>th</sup> day of July, 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 14<sup>th</sup> day of July, 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 EQT Production Company, for Forced Pooling of Interests in Unit Number VH-536928 VGOB Docket No. VGOB-08/11/13-2079 in the Gladeville Magisterial District of Wise 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 July 15, 2008, 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 August 11, 2008.
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

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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, as unknown or/unlocatable.

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.

See Exhibit B-2

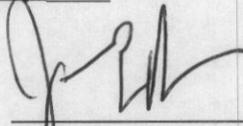
8. That the following persons have not made a timely election and have failed to enter into an agreement with the Designated Operator and their respective interests shall be deemed to have leased pursuant to and in accordance with paragraph 10 of the Order.

See Exhibit B-3

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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.

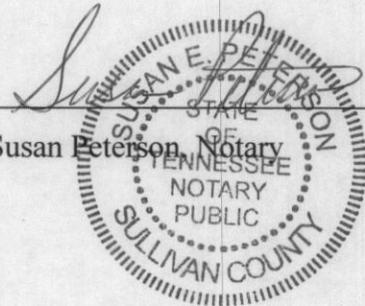
Dated at Kingsport, Tennessee, this 30th day of July, 2010.



Affiant

State of Tennessee     )  
County of Sullivan     )

Taken, subscribed and sworn to before me by James E. Kaiser, the Agent of EQT Production Company, a corporation, on behalf of the corporation, this 30th day of July, 2010.

  
Susan Peterson, Notary

My commission expires: October 24, 2012.

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**EXHIBIT "B-2"**  
**VH-536928**

Revised 7/29/2010

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
4	Robert L.. Hodges, Jr & Tibbie Hodges. h/w 1405 Ridgecrest Road Johnson City, TN 37601-7729 MINERALS ONLY	Leased 243793.01	0.101250%	0.3238
	Jack D. Hodges 205 West Walnut Street Johnson City, TN 37601-6851	Leased 243793.01	0.101250%	0.3238
	<b>Total</b>		0.202500%	0.6475

**EXHIBIT "B-3"**  
**VH-536928**

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
4	Joe Lay & Gayle T. Lay, h/w 10400 Hamlin Drive Chester, VA 23831-1156 MINERALS ONLY	Unleased	0.040500%	0.1295
	Kimberly Diane Carnahan & Keith Carnahan, w/h 109 Summit Street Brevard, NC 28712-3127	Unleased	0.030375%	0.0971
	Stephen Jeffry Davis, single 7807 Fields Ertel Cincinnati, OH 24549-8216	Unleased	0.030375%	0.0971
	Kathryn Lynn Davis, single 5700 Winton Road, Apt. # 305 Cincinnati, OH 45232	Unleased	0.030375%	0.0971
	Kelly Elizabeth Davis, single 3660 Lynn Ridge Drive, Apt. # 26 Raleigh, NC 27613	Unleased	0.030375%	0.0971
	Eugene E. Lay, Jr., single RR 1 Box 151 H7 Hanover Acre Apts. Burgettstown, PA 15021-9801	Unleased	0.121500%	0.3885
	Wood N. Lay & Janice Lay, h/w 1435 Thornwood Drive Spartanburg, SC 29302-3346	Unleased	0.121500%	0.3885
	Lyla Gay Kline & Laverne A. Kline, w/h 1177 Nelson Road Volant, PA 16156-9208	Unleased	0.081000%	0.2590
	James P. Lay, III & Darlene Lay, h/w 558 W 6th Street Erie, PA 16507	Unleased	0.081000%	0.2590
<b>TOTAL</b>			<b>0.567000%</b>	<b>1.8130</b>

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INSTRUMENT #201102173  
RECORDED IN THE CLERK'S OFFICE OF  
0.2590 WISE COUNTY ON  
AUGUST 18, 2011 AT 02:37PM

J. JACK KENNEDY, JR., CLERK  
RECORDED BY: ADH

Instrument Control Number

[Empty box for Instrument Control Number]

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Commonwealth of Virginia  
Land Record Instruments  
Cover Sheet - Form A

INSTRUMENT #201102173  
RECORDED IN THE CLERK'S OFFICE OF  
WISE COUNTY ON  
AUGUST 18, 2011 AT 02:37PM

[ILS VLR Cover Sheet Agent 1.0.93]

J. JACK KENNEDY, JR., CLERK  
RECORDED BY: ADH

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Date of Instrument: [7/18/2011 ]

Instrument Type: [OTHER ]

Number of Parcels [ 1 ]

Number of Pages [ 8 ]

City  County  [Wise County ]

(Box for Deed Stamp Only)

First and Second Grantors

Last Name	First Name	Middle Name or Initial	Suffix
[Virginia Gas and Oil Bo ]	[ ]	[ ]	[ ]
[ ]	[ ]	[ ]	[ ]

First and Second Grantees

Last Name	First Name	Middle Name or Initial	Suffix
[Hodges ]	[Robert.]	[L ]	[Jr ]
[Hodge ]	[Tibbie ]	[ ]	[ ]

Grantee Address (Name) [EQT Production Company ]  
 (Address 1) [Post Office Box 23536 ]  
 (Address 2) [ ]  
 (City, State, Zip) [Pittsburgh ] [PA ] [15222 ]  
 Consideration [0.00 ] Existing Debt [0.00 ] Assumption Balance [0.00 ]

Prior Instr. Recorded at: City  County  [Wise County ] Percent. in this Juris. [ 100 ]  
 Book [ ] Page [ ] Instr. No [ ]  
 Parcel Identification No (PIN) [ ]  
 Tax Map Num. (if different than PIN) [Minerals Only ]  
 Short Property Description [ ]  
 Current Property Address (Address 1) [ ]  
 (Address 2) [ ]  
 (City, State, Zip) [ ] [ ] [ ]

Instrument Prepared By [Virginia Gas and Oil Board ]  
 Recording Paid for By [DMME ]  
 Return Recording To (Name) [Sharon Hagy ]  
 (Address 1) [DMME - Division of Gas and Oil ]  
 (Address 2) [P.O. Box 159 ]  
 (City, State, Zip) [Lebanon ] [VA ] [24266 ]  
 Customer Case ID [0711132079 ] [ ] [ ]



Instrument Control Number

[Empty box for Instrument Control Number]

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Commonwealth of Virginia  
Land Record Instruments  
Continuation Cover Sheet  
Form B

[ILS VLR Cover Sheet Agent 1.0.93]

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Date of Instrument: [7/18/2011 ]

Instrument Type: [OTHER ]

Number of Parcels [ 1 ]

Number of Pages [ 8 ]

City  County  [Wise County ] (Box for Deed Stamp Only)

Grantors/Grantees/Parcel Continuation Form B

Last Name	First Name	Middle Name or Initial	Suffix
<input type="checkbox"/>	[Hodges ]	[Jack ]	[D ]
<input type="checkbox"/>	[Lay ]	[Joe ]	[ ]
<input type="checkbox"/>	[Lay ]	[Gayle ]	[T ]
<input type="checkbox"/>	[Carnahan ]	[Kimberly ]	[Diane ]
<input type="checkbox"/>	[Carnahan ]	[Keith ]	[ ]
<input type="checkbox"/>	[Davis ]	[Stephen ]	[Jeffry ]
<input type="checkbox"/>	[Davis ]	[Kathryn ]	[Lynn ]
<input type="checkbox"/>	[Davis ]	[Kelly ]	[Elizabeth ]
<input type="checkbox"/>	[Lay ]	[Eugene ]	[E ] [Jr ]
<input type="checkbox"/>	[Lay ]	[Wood ]	[N ]
<input type="checkbox"/>	[Lay ]	[Janice ]	[ ]
<input type="checkbox"/>	[Kline ]	[Lyla ]	[Gay ]
<input type="checkbox"/>	[Kline ]	[Laverne ]	[A ]
<input type="checkbox"/>	[Lay ]	[James ]	[P ] [III ]
<input type="checkbox"/>	[Lay ]	[Darlene ]	[ ]
<input type="checkbox"/>	[ ]	[ ]	[ ]

Prior Instr. Recorded at: City  County  [ ] Percent. in this Juris. [ ]  
 Book [ ] Page [ ] Instr. No [ ]  
 Parcel Identification No (PIN) [ ]  
 Tax Map Num. (if different than PIN) [ ]  
 Short Property Description [ ]  
 Current Property Address (Address 1) [ ]  
 (Address 2) [ ]  
 (City, State, Zip) [ ] [ ] [ ]

