

Instrument Control Number

[Empty box for Instrument Control Number]

000049 APR-3 2012

Commonwealth of Virginia
Land Record Instruments
Cover Sheet - Form A

INSTRUMENT #201200958
RECORDED IN THE CLERK'S OFFICE OF
WISE COUNTY ON
APRIL 3, 2012 AT 11:52AM

[ILS VLR Cover Sheet Agent 1.0.93]

J. JACK KENNEDY, JR., CLERK

RECORDED BY: ADH

[Handwritten Signature]

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Date of Instrument: [3/22/2012]

Instrument Type: [OTHER]

Number of Parcels [2]

Number of Pages [29]

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
<input checked="" type="checkbox"/> [Hill]	[Hubert]	[Don]	[]
<input checked="" type="checkbox"/> [Hill]	[Clela]	[Fay]	[]

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) [007027]

Tax Map Num. (if different than PIN) []

Short Property Description []

Current Property Address (Address 1) [10997 Pine Camp Road]

(Address 2) []

(City, State, Zip) [Coeburn] [VA] [24230]

Instrument Prepared By [Virginia Gas and Oil Board]

Recording Paid for By [DMME]

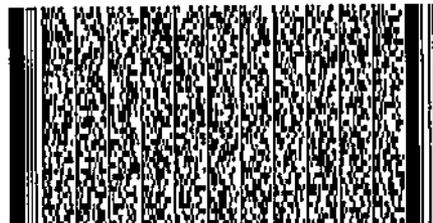
Return Recording To (Name) [Sharon Hagy]

(Address 1) [DMME- Division of Gas and Oil]

(Address 2) [P.O. Box 159]

(City, State, Zip) [Lebanon] [VA] [24266]

Customer Case ID [0806172253] [] []



Instrument Control Number

000050 APR-3 2012

Commonwealth of Virginia
Land Record Instruments
Continuation Cover Sheet
Form C

[LS VLR Cover Sheet Agent 1.0.93]

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Date of Instrument: [3/22/2012]

Instrument Type: [OTHER]

Number of Parcels [2]

Number of Pages [29]

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

Grantors/Grantees/Parcel Continuation Form C

Last Name	First Name	Middle Name or Initial	Suffix
<input checked="" type="checkbox"/>	[Powers]	[Buretta]	[Faye]
<input checked="" type="checkbox"/>	[Powers]	[Henderson]	[Ballard]
<input type="checkbox"/>	[]	[]	[]
<input type="checkbox"/>	[]	[]	[]
<input type="checkbox"/>	[]	[]	[]
<input type="checkbox"/>	[]	[]	[]
<input type="checkbox"/>	[]	[]	[]

Prior Instr. Recorded at: City County [Wise County] Percent. in this Juris. [100]
 Book [] Page [] Instr. No []
 Parcel Identification No (PIN) [038157]
 Tax Map Num. (if different than PIN) []
 Short Property Description []
 Current Property Address (Address 1) [10881 C Pine Camp Road]
 (Address 2) []
 (City, State, Zip) [Coeburn] [VA] [24230]

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) [] [] []



INSTRUMENT PREPARED BY
VIRGINIA GAS AND OIL BOARD

ORDER RECORDED UNDER CODE
OF VIRGINIA SECTION 45.1-361.26

V I R G I N I A:

BEFORE THE VIRGINIA GAS AND OIL BOARD

APPLICANT:	<u>Equitable Production Company</u>)	VIRGINIA GAS
)	AND OIL BOARD
RELIEF SOUGHT:	(1) ESTABLISHMENT OF THE PROVISIONAL)	DOCKET NO.
	HORIZONTAL DRILLING UNIT DEPICTED)	<u>08/06/17-2253</u>
	IN EXHIBIT A HERETO AND SERVED)	
	BY WELL NO. <u>VH-536926</u> herein "Subject)	
	Drilling Unit") PURSUANT TO VA. CODE)	
	§ 45.1-361.20; (2) POOLING OF)	
	INTERESTS IN SUBJECT DRILLING UNIT)	
	PURSUANT TO VA. CODE § 45.1-361.21,)	
	FOR THE PRODUCTION OF GAS OTHER THAN)	
	COALBED METHANE GAS FROM SUBJECT)	
	FORMATIONS (herein referred)	
	to as "Conventional Gas" or "Gas");)	
	and (3) DESIGNATE THE APPLICANT)	
	AS THE UNIT OPERATOR FOR THE)	
	SUBJECT PROVISIONAL HORIZONTAL)	
	DRILLING UNIT)	
)	
LEGAL DESCRIPTION:)	
)	
	DRILLING UNIT SERVED BY WELL NUMBERED)	
	<u>VH-536926</u> TO BE DRILLED IN THE LOCATION)	
	DEPICTED ON EXHIBIT A HERETO)	
	<u>Verna J. Peters Associates LLC</u>)	
	<u>156.12 Acre Tract</u>)	
	<u>Wise QUADRANGLE</u>)	
	<u>Lipps</u> MAGISTERIAL DISTRICT)	
	<u>WISE COUNTY, VIRGINIA</u>)	
	(the "Subject Lands" are more particularly)	
	described on Exhibit A attached hereto)	
	and made a part hereof))	
)	
TAX MAP IDENTIFICATION NUMBERS:)	
)	
	TAX MAP IDENTIFICATION NUMBERS FOR ALL PARCELS)	
	AFFECTED BY THIS ORDER ARE SHOWN ON EXHIBIT (S))	
	<u>B-3</u> WHICH IS/ARE ATTACHED TO AND A PART)	
	OF THIS ORDER.)	

REPORT OF THE BOARD

FINDINGS AND ORDER

1. Hearing Date and Place: This matter came on for hearing before the Virginia Gas and Oil Board (hereafter "Board") at 9:00 a.m. on June 17, 2008 Southwest Virginia Higher Education Center on the campus of Virginia Highlands Community College, Room 240, Abingdon, Virginia.

2. Appearances: James E. Kaiser of Wilhoit & Kaiser, appeared for the Applicant.

3. Jurisdiction and Notice: Pursuant to Va. Code § 45.1-361.1 et seq., the Board finds that it has jurisdiction over the subject matter. Based upon the evidence presented by Applicant, the Board also finds that the Applicant has (1) exercised due diligence in conducting a meaningful search of reasonably available sources to determine the identity and whereabouts of each gas and oil owner, coal owner, or mineral owner having an interest in Subject Drilling Unit underlying and comprised of Subject Lands; (2) has represented to the Board that it has given notice to those parties (hereafter sometimes "person(s)" whether referring to individuals, corporations, partnerships, associations, companies, businesses, trusts, joint ventures or other legal entities) entitled by Va. Code § 45.1-361.19 to notice of the Application filed herein; and (3) that the persons set forth in their Application and Notice of Hearing have been identified by Applicant through its due diligence as Owners or Claimants of Conventional Gas interests underlying Subject Drilling Unit, including those set out in Exhibit B-3 who have not heretofore leased, sold or voluntarily agreed with the Applicant to pool their Gas interests in Subject Drilling Unit. Conflicting Gas Owners/Claimants in Subject Drilling Unit are listed on Exhibit E. Further, the Board has caused notice of this hearing to be published as required by Va. Code § 45.1-361.19.B. Whereupon, the Board hereby finds that the notices given herein satisfy all statutory requirements, Board rule requirements and the minimum standards of due process.

4. Amendments: Revised Exhibits.

5. Dismissals: NONE.

6. Relief Requested: Applicant requests (1) that pursuant to Va. Code § 45.1-361.20, the Board establish Subject Provisional Horizontal Drilling Unit to be served by Well VH-536926; and (2) that pursuant to Va. Code § 45.1-361.21, the Board pool the rights, interests and estates in and to the Conventional Gas of the known and unknown persons listed in the attached Exhibit B-3, and that of their known and unknown heirs, executors, administrators, devisees, trustees, assigns and successors, both immediate and remote, for the drilling and operation, including production, of Conventional Gas from the Subject Provisional Horizontal Drilling Unit established for Subject Formations underlying and comprised of the Subject Lands, (hereafter sometimes collectively identified and referred to as "Well Development and/or Operation in the Subject Provisional Horizontal Drilling Unit"); and, (3) that the Board designate Equitable Production Company as Unit Operator.

7. Relief Granted: The requested relief in this cause shall be and hereby is granted.

7.1 The Board hereby: (1) establishes Subject Provisional Horizontal Drilling Unit pursuant to Va. Code § 45.1-361.20; (2) pursuant to Va. Code § 45.1-361.21.C.3, Equitable Production Company (hereafter "Unit Operator") is designated as the Operator authorized to drill and operate Well No. VH-536926 in the Subject Provisional Horizontal Drilling Unit at the location depicted on the plat attached hereto as Exhibit A to produce Conventional Gas from Subject Formations, subject to the permit provisions contained in § 45.1-361.27 et seq., Code of Virginia, 1950 as amended, to § 4 VAC 25-150 et seq., Gas and Oil Regulations and to § 4 VAC 25-160 et seq., Virginia Gas and Oil Board Regulations, all as amended from time to time; and (3) the rights,

interests and estates in and to the Conventional Gas in Subject Provisional Horizontal Drilling Unit including those of the known and unknown persons listed on Exhibit B-3, attached hereto and made a part hereof, and their known and unknown heirs, executors, administrators, devisees, trustees, assigns and successors, both immediate and remote, be and hereby are pooled in the Subject Formations in the Subject Drilling Unit underlying and comprised of the Subject Lands. There are no applicable field rules and the unit is subject to statewide spacing requirements of Va. Code § 45.1-361.17.

8. Election and Election Period: In the event any Gas owner named in the Application and Notice of Hearing has not heretofore reached a voluntary agreement to share in the operation of the well to be located in Subject Drilling Unit at a rate of payment mutually agreed to by said Gas owner and the Operator, then, such person may elect one of the options set forth in Paragraph 9 below and must give written notice of his election of the option selected under Paragraph 9 herein to the designated Unit Operator at the address shown below within thirty (30) days from the date of receipt of a copy of this Order. A timely election shall be deemed to have been made if, on or before the last day of said 30-day period, such electing person has delivered his written election to the designated Unit Operator at the address shown below or has duly postmarked and placed his written election in first class United States mail, postage prepaid, addressed to the Unit Operator at the address shown below.

9. Election Options:

9.1 Option 1 - To Participate In The Development and Operation of the Drilling Unit: Any Gas Owner or Claimant named in Exhibit B-3 who has not reached a voluntary agreement with the Operator may elect to participate in the Well Development and Operation on the Subject Drilling Unit (hereafter "Participating Operator") by agreeing to pay the estimate of such Participating Operator's proportionate part of the actual and reasonable costs, including a reasonable supervision fee, of the Well Development and Operation, as more particularly set forth in Virginia Gas and Oil Board Regulation 4 VAC 25-160-100 (herein "Completed for Production Costs"). Further, a Participating Operator agrees to pay the estimate of such Participating Operator's proportionate part of the Estimated, Completed-for-Production Costs as set forth below to the Unit Operator within forty-five (45) days from the later of the date of mailing or the date of recording of this Order. The estimated Completion-for-Production Costs for the Subject Provisional Horizontal Drilling Unit are as follows:

Estimated, Completed-for-Production Costs: \$1,674,854.00

Any gas owner and/or claimants named in Exhibit B-3, who elect this option (Option 1) understand and agree that their initial payment under this option is for their proportionate share of the Applicant's estimate of actual costs and expenses. It is also understood by all persons electing this option that they are agreeing to pay their proportionate share of the actual costs and expenses as determined by the operator named in this Board Order.

A Participating Operator's proportionate cost hereunder shall be the result obtained by multiplying the Participating Operators' "Percent of Unit" times the Completed-for-Production Cost set forth above.

Provided, however, that in the event a Participating Operator elects to participate and fails or refuses to pay the estimate of his proportionate part of the Completed-for-Production Cost as set forth above, all within the time set forth herein and in the manner prescribed in Paragraph 8 of this Order, then such Participating Operator shall be deemed to have elected not to participate and to have elected compensation in lieu of participation pursuant to Paragraph 9.2 herein.

- 9.2 Option 2 - To Receive A Cash Bonus Consideration: In lieu of participating in the Well Development and Operation of Subject Drilling Unit under Paragraph 9.1 above, any Gas Owner or Claimant named in Exhibit B-3 in the unit who has not reached a voluntary agreement with the Operator may elect to accept a cash bonus consideration of \$5.00 per net mineral acre owned by such person, commencing upon entry of this Order and continuing annually until commencement of production from Subject Drilling Unit, and thereafter a royalty of 1/8th of 8/8ths [twelve and one-half percent (12.5%)] of the net proceeds received by the Unit Operator for the sale of the Gas produced from any Well Development and Operation covered by this Order multiplied by the Gas owner's percentage interest within Unit as set forth in the Application and Notice of Hearing (for purposes of this Order, net proceeds shall be actual proceeds received less post-production costs incurred downstream of the wellhead, including, but not limited to, gathering, compression, treating, transportation and marketing costs, whether performed by Unit Operator or a third person) as fair, reasonable and equitable compensation to be paid to said Gas owner. The initial cash bonus shall become due and owing when so elected and shall be tendered, paid or escrowed within one hundred twenty (120) days of recording of this Order. Thereafter, annual cash bonuses, if any, shall become due and owing on each anniversary of the date of recording of this order in the event production from Subject Drilling Unit has not theretofore commenced, and once due, shall be tendered, paid or escrowed within sixty (60) days of said anniversary date. Once the initial cash bonus and the annual cash bonuses, if any, are so paid or escrowed, said payment(s) shall be satisfaction in full for the right, interests, and claims of such electing Gas owner in and to the Gas produced from Subject Formation in the Subject Lands, except, however, for the 1/8th royalties due hereunder.

Subject to a final legal determination of ownership, the election made under this Paragraph 9.2, when so made, shall be satisfaction in full for the right, interests, and claims of such electing person in any Well Development and Operation covered hereby and such electing person shall be deemed to and hereby does lease and assign its right, interests, and claims in and to the Gas produced from Subject Formation in the Subject Drilling Unit to the Applicant.

- 9.3. Option 3 - To Share In The Development And Operation As A Non-Participating Person On A Carried Basis And To Receive Consideration In Lieu Of Cash: In lieu of participating in the Well Development and Operation of Subject Drilling Unit under Paragraph 9.1 above and in lieu of receiving a cash bonus

consideration under Paragraph 9.2 above, any Gas Owner or Claimant named in Exhibit B-3 hereto who does not reach a voluntary agreement with the Operator may elect to share in the Well Development and Operation of Subject Drilling Unit on a carried basis (as a "Carried Well Operator") so that the proportionate part of the Completed-for-Production Costs hereby allocable to such Carried Well Operator's interest is charged against such Carried Well Operator's share of production from Subject Drilling Unit. Such Carried Well Operator's rights, interests, and claims in and to the Gas in Subject Drilling Unit shall be deemed and hereby are assigned to the Unit Operator until the proceeds from the sale of such Carried Well Operator's share of production from Subject Drilling Unit (exclusive of any royalty, excess or overriding royalty, or other non-operating or non cost-bearing burden reserved in any lease, assignment thereof or agreement relating thereto covering such interest) equals three hundred percent (300%) for a leased interest or two hundred percent (200%) for an unleased interest (whichever is applicable) of such Carried Well Operator's share of the Completed-for-Production Costs allocable to the interest of such Carried Well Operator. Any Gas Owner and/or Claimant named in Exhibit B-3 who elects this option (Option 3) understands and agrees that Completed-for-Production Costs are the Operator's actual costs for well development and operation. When the Unit Operator recoups and recovers from such Carried Well Operator's assigned interest the amounts provided for above, then, the assigned interest of such Carried Well Operator shall automatically revert back to such Carried Well Operator, and from and after such reversion, such Carried Well Operator shall be treated as if it had participated initially under Paragraph 9.1 above; and thereafter, such participating person shall be charged with and shall pay his proportionate part of all further costs of such well development.

Subject to a final legal determination of ownership, the election made under this Paragraph 9.3, when so made, shall be satisfaction in full for the right, interests, and claims of such electing person in any well development and operation covered hereby and such electing person shall be deemed to have and hereby does assign his right, interests, and claims in and to the Gas produced from Subject Formation in the Subject Drilling Unit to the Unit Operator for the period of time during which his interest is carried as above provided prior to its reversion back to such electing person.

10. Failure to Properly Elect: In the event a person named in Exhibit B-3 hereto does not reach a voluntary agreement with the Applicant and fails to do so within the time, in the manner, and in accordance with the terms of this Order one of the alternatives set forth in Paragraph 9 above for which his interest qualifies, then such person shall be deemed to have elected not to participate in the proposed Well Development and Operation in Subject Drilling Unit and shall be deemed, subject to any final legal determination of ownership, to have elected to accept as satisfaction in full for such person's right, interests, and claims in and to the Gas the consideration provided in Paragraph 9.2 above for which its interest qualifies and shall be deemed to have leased and/or assigned his right, interests, and claims in and to Gas in the Subject Drilling Unit to the Unit Operator. Persons who fail

to properly elect shall be deemed to have accepted the compensation and terms set forth herein at Paragraph 9.2 in satisfaction in full for the right, interests, and claims of such person in and to the Gas produced from Subject Formation underlying Subject Lands.

11. Default By Participating Person: In the event a person named in Exhibit B-3 elects to participate under Paragraph 9.1, but fails or refuses to pay, to secure the payment or to make an arrangement with the Unit Operator for the payment of such person's proportionate part of the Estimated Completed-for-Production costs as set forth herein, all within the time and in the manner as prescribed in this Order, then such person shall be deemed to have withdrawn his election to participate and shall be deemed to have elected to accept as satisfaction in full for such person's right, interests, and claims in and to the Gas the consideration provided in Paragraph 9.2 above for which his interest qualifies depending on the excess burdens attached to such interest. Whereupon, any cash bonus consideration due as a result of such deemed election shall be tendered, paid or escrowed by Unit Operator within one hundred twenty (120) days after the last day on which such defaulting person under this Order should have paid his proportionate part of such cost or should have made satisfactory arrangements for the payment thereof. When such cash bonus consideration is paid or escrowed, it shall be satisfaction in full for the right, interests, and claims of such person in and to the Gas underlying Subject Drilling Unit in the Subject Lands covered hereby, except, however, for any 1/8th royalties which would become due pursuant to Paragraph 9.2 hereof.

12. Assignment of Interest: In the event a person named in Exhibit B-3 is unable to reach a voluntary agreement to share in the Well Development and Operation contemplated by this Order at a rate of payment agreed to mutually by said Owner or Claimant and the Applicant, and said person elects or fails to elect to do other than participate under Paragraph 9.1 above in the Well Development and Operation in Subject Drilling Unit, then such person shall be deemed to have and shall have assigned unto Applicant such person's right, interests, and claims in and to said well, in Subject Formations in Subject Drilling Unit, and other share in and to Gas production to which such person may be entitled by reason of any election or deemed election hereunder in accordance with the provisions of this Order governing said elections.

13. Unit Operator (or Operator): Equitable Production Company shall be and hereby is designated as Unit Operator authorized to drill and operate Well No. VH-536926 in Subject Formations in Subject Drilling Unit, all subject to the permit provisions contained in Va. Code § 45.1-361.27 et seq., §§ 4 VAC 25-150 et seq., Gas and Oil Regulations and §§ 4 VAC 25-160 et seq., Virginia Gas and Oil Board Regulations, all as amended from time to time, and all elections required by this Order shall be communicated to Unit Operator in writing at the address shown below:

Equitable Production Company
Land Administration
P.O. Box 23536
Pittsburgh, PA 15222
Phone: (412) 395-2099
Fax: (412) 395-3666
Attn: Nikki Atkison

14. Commencement of Operations: Unit Operator shall commence or cause to commence operations for the drilling of the well covered hereby within seven hundred and thirty (730) days from the date of this Order and shall prosecute the same with due diligence. If Unit Operator shall not have so commenced and/or prosecuted, then this Order shall terminate, except for any cash sums becoming payable hereunder; otherwise, unless sooner terminated by Order of the Board, this Order shall expire at 12:00 P.M. on the date on which the well covered by this Order is permanently abandoned and plugged. However, in the event an appeal is taken from this Order, then the time between the filing of the Petition for Appeal and the final Order of the Circuit Court shall be excluded in calculating the two-year period referenced herein.

15. Operator's Lien: Unit Operator, in addition to the other rights afforded hereunder, shall have a lien and a right of set off on the Gas estates, rights, and interests owned by any person subject hereto who elects to participate under Paragraph 9.1 in the Subject Drilling Unit to the extent that costs incurred in the drilling or operation on the Subject Drilling Unit are a charge against such person's interest. Such liens and right of set off shall be separable as to each separate person and shall remain liens until the Unit Operator drilling or operating the well covered hereby has been paid the full amounts due under the terms of this Order.

16. Escrow Provisions:

Applicant has represented to the Board that there are unknown and/or unlocatable Gas owners in the Subject Drilling Unit whose interests are subject to the escrow requirements of Paragraph 16.1; and, the Applicant has represented to the Board that there are conflicting claimants in Subject Drilling Unit whose payments are subject to the provisions of Paragraph 16.2 hereof. Therefore, by the Order and unless and until otherwise ordered by the Board, the Escrow Agent is required to establish an interest-bearing escrow account for the Subject Drilling Unit.

Wachovia Bank, N.A.
VA7515
P.O. Box 14061
Roanoke, VA 24038
Attn: Judy Barger

16.1 Escrow Provisions for Unknown or Unlocatable Persons: If any payment of bonus, royalty payment or other payment due and owing cannot be made because the person entitled thereto cannot be located or is unknown, then such cash bonus, royalty payment or other payment shall not be commingled with any funds of the Unit Operator and shall, pursuant to Va. Code § 45.1-361.21.D, be deposited by the Operator into the Escrow Account, commencing within one hundred twenty (120) days of recording of this Order, and continuing thereafter on a monthly basis with each deposit to be made by a date which is no later than sixty (60) days after the last day of the month being reported and/or for which funds are subject to deposit. Such funds shall be held for the exclusive use of, and sole benefit of the person entitled thereto until such funds can be paid to such person(s) or until the Escrow Agent relinquishes such funds as required by law or pursuant to order of the Board in accordance with Va. Code § 45.1-361.21.D.

- 16.2 Escrow Provisions For Conflicting Claimants: If any payment of bonus, royalty payment, proceeds in excess of ongoing operational expenses, or other payment due and owing under this Order cannot be made because the person entitled thereto cannot be made certain due to conflicting claims of ownership and/or a defect or cloud on the title, then such cash bonus, royalty payment, proceeds in excess of ongoing operational expenses, or other payment, together with Participating Operator's Proportionate Costs paid to Unit Operator pursuant to Paragraph 9.1 hereof, if any, (1) shall not be commingled with any funds of the Unit Operator; and (2) shall, pursuant to Va. Code §§ 45.1-361.22.A.2, 45.1-361.22.A.3 and 45.1-361.22.A.4, be deposited by the Operator into the Escrow Account within one hundred twenty (120) days of recording of this Order, and continuing thereafter on a monthly basis with each deposit to be made by a date which is no later than sixty (60) days after the last day of the month being reported and/or for which funds are subject to deposit. Such funds shall be held for the exclusive use of, and sole benefit of, the person entitled thereto until such funds can be paid to such person(s) or until the Escrow Agent relinquishes such funds as required by law or pursuant to Order of the Board.
17. Special Findings: The Board specifically and specially finds:
- 17.1. Applicant is Equitable Production Company. Applicant is duly authorized and qualified to transact business in the Commonwealth of Virginia;
- 17.2. Applicant Equitable Production Company is an operator in the Commonwealth of Virginia, and has satisfied the Board's requirements for operations in Virginia;
- 17.3. Applicant Equitable Production Company claims ownership of Gas leases on 93.238666% or 93.310999% percent of Subject Drilling Unit and the right to explore for, develop and produce Gas from same;
- 17.4. Applicant has proposed the drilling of Well VH-536926 to a depth of 4700 feet with a 4640 feet lateral on the Subject Provisional Horizontal Drilling Unit at the location depicted in Exhibit A to develop the pool of Gas in Subject Formations, and to complete and operate Well VH-536926 for the purpose of producing Conventional Gas.
- 17.5. The estimated production of the life of the proposed Well VH-536926 is 980 MMCF.
- 17.6. With this Application, notice was provided to everyone claiming an ownership interest relative to the production of conventional gas in the Subject Drilling Unit. Set forth in Exhibit B-3, is the name and last known address of each Owner or Claimant identified by the Applicant as Gas owners in Subject Drilling Unit who has not, in writing, leased to the Applicant or the Unit Operator or agreed to voluntarily pool his interests in Subject Drilling Unit for its development. Gas interests unleased to the Operator and listed in Exhibit B-3 represent 6.761333% or 6.689000% percent of Subject Drilling Unit;

- 17.7 Applicant's evidence established that the fair, reasonable and equitable compensation to be paid to any person in lieu of the right to participate in the Wells are those options provided in Paragraph 9 above;
- 17.8 The Subject Drilling Unit does not constitute an unreasonable or arbitrary exercise of Applicant's right to explore for or produce Gas;
- 17.9 The relief requested and granted is just and reasonable, is supported by substantial evidence and will afford each person listed and named in Exhibit B-3 hereto the opportunity to recover or receive, without unnecessary expense, such person's just and fair share of the production from Subject Drilling Unit. The granting of the Application and relief requested therein will ensure to the extent possible the greatest ultimate recovery of Conventional Gas, prevent or assist in preventing the various types of waste prohibited by statute and protect or assist in protecting the correlative rights of all persons in the subject common sources of supply in the Subject Lands. Therefore, the Board is entering an Order granting the relief herein set forth.

18. Mailing Of Order And Filing Of Affidavit: Applicant or its Attorney shall file an affidavit with the Secretary of the Board within sixty (60) days after the date of recording of this Order stating that a true and correct copy of said Order was mailed within seven (7) days from the date of its receipt by the Unit Operator to each Respondent named in Exhibit B-3 pooled by this Order and whose address is known.

19. Availability of Unit Records: The Director shall provide all persons not subject to a lease with reasonable access to all records for Subject Drilling Unit which are submitted by the Unit Operator to said Director and/or his Inspector(s).

20. Conclusion: Therefore, the requested relief and all terms and provisions set forth above be and hereby are granted and IT IS SO ORDERED.

21. Appeals: Appeals of this Order are governed by the provisions of Va. Code Ann. § 45.1-361.9 which provides that any order or decision of the Board may be appealed to the appropriate circuit court.

22. Effective Date: This Order shall be effective as of the date of the Board's approval of this Application, which is set forth at Paragraph 1 above.

DONE AND EXECUTED this 16 day of Feb, 2012, by a majority of the Virginia Gas and Oil Board.

Bradley C. Lambert
Chairman, Bradley C. Lambert

DONE AND PERFORMED this 16th day of February, 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 16th day of February, 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

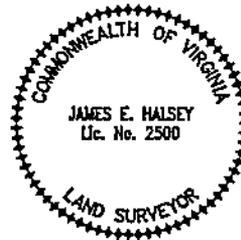
My commission expires: September 30, 2013



Well Coordinates: (Geographic N27)
36.918298° -82.510728°

Latitude 36° 57' 30"

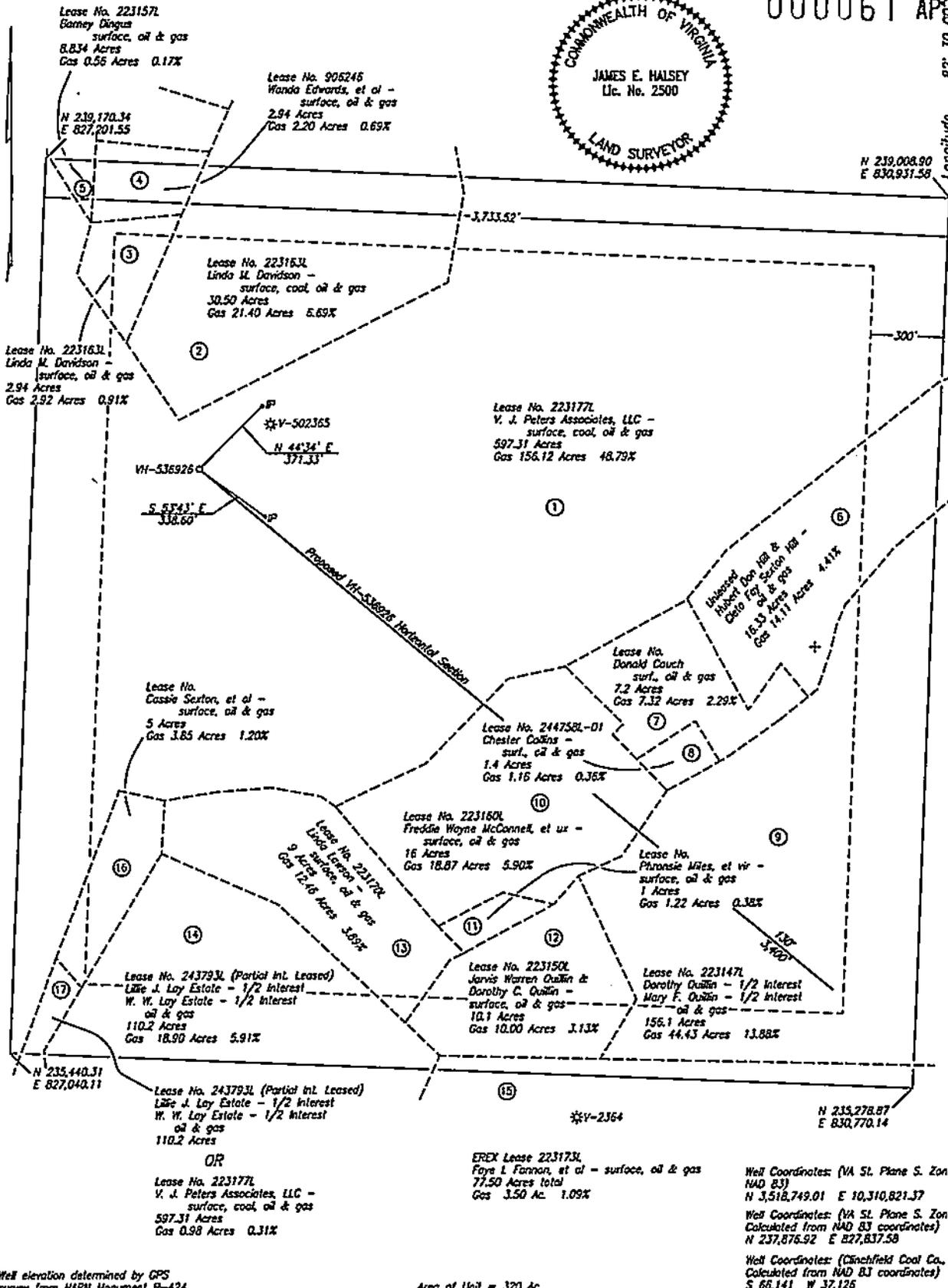
000061 AP0



N 239,008.90
E 830,931.58

Longitude 82° 30' 00"

14,585'



Well elevation determined by GPS survey from HARN Monument P-424

Area of Unit = 320 Ac.

Well Coordinates: (VA Sl. Plane S. Zone, NAD 83)
N 3,518,749.01 E 10,310,821.37
Well Coordinates: (VA Sl. Plane S. Zone, Calculated from NAD 83 coordinates)
N 237,676.92 E 827,837.58
Well Coordinates: (Cinchfield Coal Co., Calculated from NAD 83 coordinates)
S 66,141 W 37,126

WELL LOCATION PLAT

COMPANY Equitable Production Company WELL NAME AND NUMBER VH-536926
TRACT NO. Lease No. 223177L ELEVATION 2,586.74' QUADRANGLE Wise
COUNTY Wise DISTRICT Lapps SCALE 1" = 400' DATE 5-08-2008
This Plat is a new plat x; an updated plat ; or a final location plat
+ Denotes the location of a well on United States topographic Maps, scale 1 to 24,000, latitude and longitude lines being represented by border lines as shown.

James E. Halsey
Licensed Professional Engineer or Licensed Land Surveyor

EXHIBIT "B"
VH-536926

000062 APR -3rd

<u>TR</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	Verna J. Peters Associates, LLC PO Box 1359 Coeburn, VA 24230-1359 TAX ID 011408	Leased 223177	48.790000%	156.1200
2	Linda M. Davidson 10854 Montgomery Road Coeburn, VA 24230 TAX ID 010741 TAX ID 010117	Leased 223163	6.690000%	21.40000
3	Linda M. Davidson 10854 Montgomery Road Coeburn, VA 24230 TAX ID 010741 TAX ID 010117	Leased 223163	0.910000%	2.92000
4	Delmar L. Edwards & Patricia Edwards, h/w Rt. 2 Box 256 Gate City, VA 24251-9512 TAX ID 010203	Leased 906246	0.230000%	0.73333
	Wanda Edwards, single PO Box 1174 Coeburn, VA 24230	Leased 906246	0.230000%	0.73333
	Buford Edwards & Ellen Edwards, h/w 7013 Ellen Avenue Falls Church, VA 22042-1852	Leased 906246	0.230000%	0.73333
5	Barney Dingsus & Mary Dingsus, h/w 10874 Montgomery Road Coeburn, VA 24230-6101 TAX ID 011168	Leased 223157	0.170000%	0.56000
6	Hubert Don Hill & Cleta Fay Sexton Hill, h/w 10997 Pine Camp Road Coeburn VA 24230 TAX ID 007027	Unleased	4.410000%	14.11000
7	Donald E. Couch 11406 Frederick Road Coeburn, VA 24230 TAX ID 032678	Leased	2.290000%	7.32000
8	Chester Collins & Betty Collins, h/w RR1 Box 418 Coeburn, VA 24230-6141 TAX ID 006461	Leased 244758	0.360000%	1.16000

**EXHIBIT "B"
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<u>TR</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
9	Dorothy Quillen PO Box 163 Coeburn, VA 24230 TAX ID 020090	Leased 223147	6.940000%	22.21500
	Mary F. Quillen 1879 Parker Mill Road Lexington, KY 40504	Leased 223147	6.940000%	22.21500
10	Freddie Wayne McConnell & Rita A. McConnell, h/w 10933 Pine Camp Road Coeburn, VA 24230-6141 TAX ID 009561	Leased 223160	5.900000%	18.87000
11	Phronsie N. Miles & Everette Filmon Miles, w/h 512 Hamilton Street Coeburn, VA 24230-3128 TAX ID 008419	Leased	0.380000%	1.22000
12	Jarvis Warren Quillen & Dorothy C. Quillen, h/w PO Box 163 Coeburn, VA 24230-1023 TAX ID 008160	Leased 223150	3.130000%	10.00000
13	Linda Lawson PO Box 1023 Coeburn, VA 24230-1023 TAX ID 008422	Leased 223170	3.890000%	12.46000
14	<u>Pinkie Lay Hodges & Robert L. Hodges, Sr. (Deceased)</u>			
	Robert L. Hodges, Jr. & Elizabeth Ann Hodges, h/w 1405 Ridgecrest Road Johnson City, TN 37601 Minerals Only	Leased 243793	0.246250%	0.78750
	Jack D. Hodges, single 205 West Walnut Street Johnson City, TN 37601	Leased 243793	0.246250%	0.78750
	<u>Leda H. Lay Estate</u> Trinity United Methodist Church Attn: Jimmie Branon, Treasurer P.O. Box 857 Wise, VA 24293	Leased 243793	0.019700%	0.06300
	Robert L. Hodges, Jr. & Elizabeth Ann Hodges, h/w 1405 Ridgecrest Road Johnson City, TN 37601	Leased 243793	0.088650%	0.28350
	Jack D. Hodges, single 205 West Walnut Street Johnson City, TN 37601	Leased 243793	0.054175%	0.17325

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<u>TR</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
	Mary Ann Range 812 University Parkway Johnson City, TN 37601	Leased 243793	0.054175%	0.17325
	Robert Hodges, III 3413 Berkshire Circle Johnson City, TN 37605-8922	Leased 243793	0.029550%	0.09450
	Elizabeth Hodges Gordon 1300 Robin Hood Road High Point, NC 27262-7931	Leased 243793	0.029550%	0.09450
	Joesph Will Bond Hodges, single 707 Hillrise Blvd Johnson City, TN 37601	Leased 243793	0.083725%	0.26775
	Sarah Jane Lay PO Box 1715 Abingdon, VA 24210-1715	Leased 243793	0.014775%	0.04725
	David Lay PO Box 1715 Abingdon, VA 24210-1715	Leased 243793	0.004925%	0.01575
	Julia Anne Lay Masters & Russell M. Masters, Jr., w/h 17313 SE 81st Springside Terrace Lady Lake, FL 32162-5833	Leased 243793	0.034475%	0.11025
	Dr. Wood N. Lay & Janice Lay, h/w 1435 Thornwood Drive Spartanburg, SC 29302-3346	Leased 243793	0.029550%	0.09450
	Katherine Lay 550 Sunset Drive Spartanburg, SC 29302	Leased 243793	0.004925%	0.01575
	Mary Lou Bruce PO Box 14 Wise, VA 24293-0014	Leased 243793	0.004925%	0.01575
	Charles Ricky Bruce PO Box 1888 Wise, VA 24293-1888	Leased 243793	0.004925%	0.01575
	Wood Walter Lay 1435 Thornwood Drive Spartanburg, SC 29302-3346	Leased 243793	0.004925%	0.01575
	Donald E. Lay & Suzanne G. Lay, h/w P.O. Box 1715 Abingdon, VA 24210	Leased 243793	0.029550%	0.09450
	Julia Ann Lay Masters & Russell M. Masters, Jr., w/h 17313 SE 81st Springside Terrace Lady Lake, FL 32162-5833	Leased 243793	0.492500%	1.57500

**EXHIBIT "B"
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<u>TR</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
	Catharine H. Blakley & Robert H. Blakley, Jr., w/h 1113 Persimmon Ridge Road Apt. # 308 Jonesborough, TN 37659-5289	Leased 243793	0.246250%	0.78750
	Thomas Y. Hatcher & Carroll J. Hatcher, h/w PMB 363 3395 S Jones Blvd Las Vegas, NV 89146-6729	Leased 243793	0.246250%	0.78750
	Glenn L. Wynne Estate c/o: Juanita J. Wynne Belcher 2607 Shepherds Store Rd. Bedford, VA 24523-5516	Leased 243793	0.164167%	0.52500
	Charlie L. Wynne & Frances Wynne, w/h 23228 Sundance RD # 17 Bristol, VA 24202-1536	Leased 243793	0.164167%	0.52500
	Madge M. Wynne, widow 2424 Broadway Cattlettsburg, KY 41129	Leased 243793	0.164167%	0.52500
	Robert W. Frick, widower 600 W Huron Street Apt.# 423 Ann Arbor, MI 48103-4258	Leased 243793	0.098500%	0.31500
	Bill Lay & Rosemary Lay, h/w 3499 Bacon Drive Berkley, MI 48072	Leased 243793	0.098500%	0.31500
	Rose Ellen Lay Sexton & Roehm Carlton Sexton, w/h 2218 Central Park Ave. Campbell, CA 95008	Leased 243793	0.098500%	0.31500
	Jack S. Lay & Frances Lay, h/w P.O. Box 2040 Chester, VA 23831	Leased 243793	0.098500%	0.31500
	Joe Lay & Gayle T. Lay, h/w 10400 Hamlin Drive Chester, VA 23831-1156	Unleased	0.098500%	0.31500
	Agnes K. Lay, widow P.O. Box 280 Coeburn, VA 24230	Leased 243793	1.182000%	3.78000
	Kimberly Diane Camahan & Keith Camahan, w/h 109 Summit Street Brevard, NC 28712-3127	Unleased	0.073875%	0.23625

**EXHIBIT "B"
VH-536926**

000066 APR-3rd

<u>TR</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
	Stephen Jeffry Davis, single 7807 Fields Ertel Cincinnati, OH 24549-8216	Unleased	0.073875%	0.23625
	Kathryn Lynn Davis, single 5700 Winton Road, Apt. # 305 Cincinnati, OH 45232	Unleased	0.073875%	0.23625
	Kelly Elizabeth Davis, single 3660 Lynn Ridge Drive, Apt. # 26 Raleigh, NC 27613	Unleased	0.073875%	0.23625
	<u>Eugene E. Lay, Jr., Heirs</u> Eugene Lay, III & Joy Lay, h/w 880 Crestwood Drive NE Brookfield, OH 44403	Unleased	0.073875%	0.23625
	Maureen Platt & Terry Platt, w/h 12528 Nature View Circle Bradenton, FL 34212	Unleased	0.073875%	0.23625
	Lynn Lay, single 203 Chisleft Street, 1st Floor Pittsburgh, PA 15241	Unleased	0.073875%	0.23625
	Sherry McMahon, single 1724 Partridge Run Road Pittsburgh, PA 15241	Unleased	0.073875%	0.23625
	Donald E. Lay & Suzanne G. Lay, h/w P.O. Box 1715 Abingdon, VA 24210	Leased 243793	0.295500%	0.23625
	Wood N. Lay & Janice Lay, h/w 1435 Thornwood Drive Spartanburg, SC 29302-3346	Unleased	0.295500%	0.23625
	Victoria Ann Lay Desta & Frank T. Desta, w/h 12210 Greenleaf Drive Huntsville, AL 35803-2253	Leased 243793	0.197000%	0.63000
	Lyla Gay Kline & Laverne A. Kline, w/h 1177 Nelson Road Volant, PA 16156-9208	Unleased	0.197000%	0.63000
	James P. Lay, III & Darlene Lay, h/w 558 W 6th Street Erie, PA 16507	Unleased	0.197000%	0.63000

**EXHIBIT "B"
VH-536926**

000067 APR-3 20

<u>TR</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
15	Faye Imogene Fannon Route 1, Box 412 Coeburn, VA 24230 TAX ID 006712, 006711, & 006714	Leased 223173	1.090000%	3.50000
16	Burette Faye Sexton Powers & Henderson Ballard Powers, w/h 10881C Pine Camp Road Coeburn, VA 24230 TAX ID 038157	Unleased	0.300000%	0.96250
	Cassie Sexton, widow 5622 Mallock Drive Knoxville, TN 37921-5139	Leased	0.150000%	0.48125
	Joyce A. Sexton, widow 332 South Willard Street New Buffalo, MI 49117	Unleased	0.150000%	0.48125
	Milton N. Sexton & Judith K. Sexton, h/w 10881D Pine Camp Road Coeburn, VA 24230	Leased	0.150000%	0.48125
	Milford Gilmer Sexton Unknown	Unleased	0.150000%	0.48125
	Doris Yettaw Unknown	Unleased	0.050000%	0.16042
	Robin Fatter Unknown	Unleased	0.050000%	0.16042
	Rita Joanne White Unknown	Unleased	0.050000%	0.16042
	William Kenneth Sexton & Linda Sexton, h/w 326 South Willard Street New Buffalo, MI 49117	Unleased	0.075000%	0.24063
	Harold Sexton, single PO Box 8 New Buffalo, MI 49117	Unleased	0.075000%	0.24063
17	<u>Pinkie Lay Hodges & Robert L. Hodges, Sr. (Deceased)</u>			
	Robert L. Hodges, Jr. & Elizabeth Ann Hodges, h/w 1405 Ridgecrest Road Johnson City, TN 37601 Minerals Only	Leased 243793	0.012917%	0.04083
	Jack D. Hodges, single 205 West Walnut Street Johnson City, TN 37601	Leased 243793	0.012917%	0.04083

EXHIBIT "B"
VH-536926

000068 APR-3 20

<u>TR</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
	<u>Leda H. Lay Estate</u> Trinity United Methodist Church Attn: Jimmie Branon, Treasurer P.O. Box 857 Wise, VA 24293	Leased 243793	0.001033%	0.00327
	Robert L. Hodges, Jr. & Elizabeth Ann Hodges, h/w 1405 Ridgecrest Road Johnson City, TN 37601	Leased 243793	0.004650%	0.01470
	Jack D. Hodges, single 205 West Walnut Street Johnson City, TN 37601	Leased 243793	0.002842%	0.00898
	Mary Ann Range 812 University Parkway Johnson City, TN 37601	Leased 243793	0.002842%	0.00898
	Robert Hodges, III 3413 Berkshire Circle Johnson City, TN 37605-8922	Leased 243793	0.001550%	0.00490
	Elizabeth Hodges Gordon 1300 Robin Hood Road High Point, NC 27262-7931	Leased 243793	0.001550%	0.00490
	Joseph Will Bond Hodges, single 707 Hillrise Blvd Johnson City, TN 37601	Leased 243793	0.004392%	0.01388
	Sarah Jane Lay PO Box 1715 Abingdon, VA 24210-1715	Leased 243793	0.000775%	0.00245
	David Lay PO Box 1715 Abingdon, VA 24210-1715	Leased 243793	0.000258%	0.00082
	Julia Anne Lay Masters & Russell M. Masters, Jr., w/h 17313 SE 81st Springside Terrace Lady Lake, FL 32162-5833	Leased 243793	0.001808%	0.00572
	Dr. Wood N. Lay & Janice Lay, h/w 1435 Thornwood Drive Spartanburg, SC 29302-3346	Leased 243793	0.001550%	0.00490
	Katherine Lay 550 Sunset Drive Spartanburg, SC 29302	Leased 243793	0.000258%	0.00082
	Mary Lou Bruce PO Box 14 Wise, VA 24293-0014	Leased 243793	0.000258%	0.00082
	Charles Ricky Bruce PO Box 1888 Wise, VA 24293-1888	Leased 243793	0.000258%	0.00082

EXHIBIT "B"
VH-536926

000069 APR-3 20

<u>TR</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
	Wood Walter Lay 1435 Thomwood Drive Spartanburg, SC 29302-3346	Leased 243793	0.000258%	0.00082
	Donald E. Lay & Suzanne G. Lay, h/w P.O. Box 1715 Abingdon, VA 24210	Leased 243793	0.001550%	0.00490
	Julia Ann Lay Masters & Russell M. Masters, Jr., w/h 17313 SE 81st Springside Terrace Lady Lake, FL 32162-5833	Leased 243793	0.025833%	0.08167
	Catharine H. Blakley & Robert H. Blakley, Jr., w/h 1113 Persimmon Ridge Road Apt. # 308 Jonesborough, TN 37659-5289	Leased 243793	0.012917%	0.04083
	Thomas Y. Hatcher & Carroll J. Hatcher, h/w PMB 363 3395 S Jones Blvd Las Vegas, NV 89146-6729	Leased 243793	0.012917%	0.04083
	Glenn L. Wynne Estate c/o: Juanita J. Wynne Belcher 2607 Shepherds Store Rd. Bedford, VA 24523-5516	Leased 243793	0.008611%	0.02722
	Charlie L. Wynne & Frances Wynne, w/h 23228 Sundance RD # 17 Bristol, VA 24202-1536	Leased 243793	0.008611%	0.02722
	Madge M. Wynne, widow 2424 Broadway Catlettsburg, KY 41129	Leased 243793	0.008611%	0.02722
	Robert W. Frick, widower 600 W Huron Street Apt.# 423 Ann Arbor, MI 48103-4258	Leased 243793	0.005167%	0.01633
	Bill Lay & Rosemary Lay, h/w 3499 Bacon Drive Berkley, MI 48072	Leased 243793	0.005167%	0.01633
	Rose Ellen Lay Sexton & Roehm Carlton Sexton, w/h 2218 Central Park Ave. Campbell, CA 95008	Leased 243793	0.005167%	0.01633
	Jack S. Lay & Frances Lay, h/w P.O. Box 2040 Chester, VA 23831	Leased 243793	0.005167%	0.01633

EXHIBIT "B"
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000070 APR -3rd

<u>TR</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
	Joe Lay & Gayle T. Lay, h/w 10400 Hamlin Drive Chester, VA 23831-1156	Unleased	0.005167%	0.01633
	Agnes K. Lay, widow P.O. Box 280 Coeburn, VA 24230	Leased 243793	0.062000%	0.19600
	Kimberly Diane Carnahan & Keith Carnahan, w/h 109 Summit Street Brevard, NC 28712-3127	Unleased	0.003875%	0.01225
	Stephen Jeffrey Davis, single 7807 Fields Ertel Cincinnati, OH 24549-8216	Unleased	0.003875%	0.01225
	Kathryn Lynn Davis, single 5700 Winton Road, Apt. # 305 Cincinnati, OH 45232	Unleased	0.003875%	0.01225
	Kelly Elizabeth Davis, single 3660 Lynn Ridge Drive, Apt. # 26 Raleigh, NC 27613	Unleased	0.003875%	0.01225
	<u>Eugene E. Lay, Jr., Heirs</u> Eugene Lay, III & Joy Lay, h/w 880 Crestwood Drive NE Brookfield, OH 44403	Unleased	0.003875%	0.01225
	Maureen Platt & Terry Platt, w/h 12528 Nature View Circle Bradenton, FL 34212	Unleased	0.003875%	0.01225
	Lynn Lay, single 203 Chisleft Street, 1st Floor Pittsburgh, PA 15241	Unleased	0.003875%	0.01225
	Sherry McMahon, single 1724 Partridge Run Road Pittsburgh, PA 15241	Unleased	0.003875%	0.01225
	Donald E. Lay & Suzanne G. Lay, h/w P.O. Box 1715 Abingdon, VA 24210	Leased 243793	0.015500%	0.01225
	Wood N. Lay & Janice Lay, h/w 1435 Thornwood Drive Spartanburg, SC 29302-3346	Unleased	0.015500%	0.01225
	Victoria Ann Lay Desta & Frank T. Desta, w/h 12210 Greenleaf Drive Huntsville, AL 35803-2253	Leased 243793	0.010333%	0.03267

**EXHIBIT "B"
VH-536926**

000071 APR-3rd

<u>TR</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
	Lyla Gay Lay Kline & Laverne A. Kline, w/h 1177 Nelson Road Volant, PA 16156-9208	Unleased	0.010333%	0.03267
	James P. Lay, III & Darlene Lay, h/w 558 W 6th Street Erie, PA 16507	Unleased	0.010333%	0.03267
	OR			
	Verna J. Peters Associates, LLC PO Box 1359 Coeburn, VA 24230-1359 TAX ID 011408	Leased 223177	0.310000%	0.98000
	TOTAL GAS ESTATE		100.00000%	320.00
	Percentage of Unit Leased		93.238666%	
	Percentage of Unit Unleased		6.761333%	
	Acreage in Unit Leased			299.1093
	Acreage in Unit Unleased			20.8907
	OR			
	Percentage of Unit Leased		93.310999%	
	Percentage of Unit Unleased		6.689000%	
	Acreage in Unit Leased			299.3012
	Acreage in Unit Unleased			20.6988

EXHIBIT "B-3"
VH-536926

000072 APR-3RD

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
6	Hubert Don Hill & Cleta Fay Sexton Hill, h/w 10997 Pine Camp Road Coeburn VA 24230 TAX ID 007027	Unleased	4.410000%	14.11000
14	Joe Lay & Gayle T. Lay, h/w 10400 Hamlin Drive Chester, VA 23831-1156	Unleased	0.098500%	0.31500
	Kimberly Diane Carnahan & Keith Carnahan, w/h 109 Summit Street Brevard, NC 28712-3127	Unleased	0.073875%	0.23625
	Stephen Jeffry Davis, single 7807 Fields Ertel Cincinnati, OH 24549-8216	Unleased	0.073875%	0.23625
	Kathryn Lynn Davis, single 5700 Winton Road, Apt. # 305 Cincinnati, OH 45232	Unleased	0.073875%	0.23625
	Kelly Elizabeth Davis, single 3660 Lynn Ridge Drive, Apt. # 26 Raleigh, NC 27613	Unleased	0.073875%	0.23625
	<u>Eugene E. Lay, Jr., Heirs</u> Eugene Lay, III & Joy Lay, h/w 880 Crestwood Drive NE Brookfield, OH 44403	Unleased	0.073875%	0.23625
	Maureen Platt & Terry Platt, w/h 12528 Nature View Circle Bradenton, FL 34212	Unleased	0.073875%	0.23625
	Lynn Lay, single 203 Chisleft Street, 1st Floor Pittsburgh, PA 15241	Unleased	0.073875%	0.23625
	Sherry McMahon, single 1724 Partridge Run Road Pittsburgh, PA 15241	Unleased	0.073875%	0.23625

**EXHIBIT "B-3"
VH-536926**

000073 APR -3 20

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
	Wood N. Lay & Janice Lay, h/w 1435 Thornwood Drive Spartanburg, SC 29302-3346	Unleased	0.295500%	0.23625
	Lyla Gay Kline & Laveme A. Kline, w/h 1177 Nelson Road Volant, PA 16156-9208	Unleased	0.197000%	0.63000
	James P. Lay, III & Darlene Lay, h/w 558 W 6th Street Erie, PA 16507	Unleased	0.197000%	0.63000
16	Burette Faye Sexton Powers & Henderson Ballard Powers, w/h 10881C Pine Camp Road Coeburn, VA 24230 TAX ID 038157	Unleased	0.300000%	0.96250
	Joyce A. Sexton, widow 332 South Willard Street New Buffalo, MI 49117	Unleased	0.150000%	0.48125
	Milford Gilmer Sexton Unknown	Unleased	0.150000%	0.48125
	Doris Yettaw Unknown	Unleased	0.050000%	0.16042
	Robin Fatter Unknown	Unleased	0.050000%	0.16042
	Rita Joanne White Unknown	Unleased	0.050000%	0.16042
	William Kenneth Sexton & Linda Sexton, h/w 326 South Willard Street New Buffalo, MI 49117	Unleased	0.075000%	0.24063
	Harold Sexton, single PO Box 8 New Buffalo, MI 49117	Unleased	0.075000%	0.24063

EXHIBIT "B-3"
VH-536926

000074 APR -3 20

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
17	Joe Lay & Gayle T. Lay, h/w 10400 Hamlin Drive Chester, VA 23831-1156	Unleased	0.005167%	0.01633
	Kimberly Diane Carnahan & Keith Carnahan, w/h 109 Summit Street Brevard, NC 28712-3127	Unleased	0.003875%	0.01225
	Stephen Jeffry Davis, single 7807 Fields Ertel Cincinnati, OH 24549-8216	Unleased	0.003875%	0.01225
	Kathryn Lynn Davis, single 5700 Winton Road, Apt. # 305 Cincinnati, OH 45232	Unleased	0.003875%	0.01225
	Kelly Elizabeth Davis, single 3660 Lynn Ridge Drive, Apt. # 26 Raleigh, NC 27613	Unleased	0.003875%	0.01225
	<u>Eugene E. Lay, Jr., Heirs</u> Eugene Lay, III & Joy Lay, h/w 880 Crestwood Drive NE Brookfield, OH 44403	Unleased	0.003875%	0.01225
	Maureen Platt & Terry Platt, w/h 12528 Nature View Circle Bradenton, FL 34212	Unleased	0.003875%	0.01225
	Lynn Lay, single 203 Chisleft Street, 1st Floor Pittsburgh, PA 15241	Unleased	0.003875%	0.01225
	Sherry McMahon, single 1724 Partridge Run Road Pittsburgh, PA 15241	Unleased	0.003875%	0.01225
	Wood N. Lay & Janice Lay, h/w 1435 Thornwood Drive Spartanburg, SC 29302-3346	Unleased	0.015500%	0.01225

**EXHIBIT "B-3"
VH-536926**

000075 APR-3rd

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
	Lyla Gay Lay Kline & Laverne A. Kline, w/h 1177 Nelson Road Volant, PA 16156-9208	Unleased	0.0103333%	0.03267
	James P. Lay, III & Darlene Lay, h/w 558 W 6th Street Erie, PA 16507	Unleased	0.0103333%	0.03267
TOTAL			6.7613333%	20.8907
<u>OR</u>				
TOTAL			6.6890000%	20.6988

**EXHIBIT "E"
VH-536926**

000076 APR-3 2020

<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>		
16	Milford Gilmer Sexton Unknown	Unleased	0.150000%	0.48125
	Doris Yettaw Unknown	Unleased	0.050000%	0.16042
	Robin Fatter Unknown	Unleased	0.050000%	0.16042
	Rita Joanne White Unknown	Unleased	0.050000%	0.16042
17	<u>Pinkie Lay Hodges & Robert L. Hodges, Sr. (Deceased)</u>			
	Robert L. Hodges, Jr. & Elizabeth Ann Hodges, h/w 1405 Ridgecrest Road Johnson City, TN 37601 Minerals Only	Leased 243793	0.012917%	0.04083
	Jack D. Hodges, single 205 West Walnut Street Johnson City, TN 37601	Leased 243793	0.012917%	0.04083
	<u>Leda H. Lay Estate</u> Trinity United Methodist Church Attn: Jimmie Bronon, Treasurer P.O. Box 857 Wise, VA 24293	Leased 243793	0.001033%	0.00327
	Robert L. Hodges, Jr. & Elizabeth Ann Hodges, h/w 1405 Ridgecrest Road Johnson City, TN 37601	Leased 243793	0.004650%	0.01470
	Jack D. Hodges, single 205 West Walnut Street Johnson City, TN 37601	Leased 243793	0.002842%	0.00898
	Mary Ann Range 812 University Parkway Johnson City, TN 37601	Leased 243793	0.002842%	0.00898
	Robert Hodges, III 3413 Berkshire Circle Johnson City, TN 37605-8922	Leased 243793	0.001550%	0.00490
	Elizabeth Hodges Gordon 1300 Robln Hood Road High Point, NC 27262-7931	Leased 243793	0.001550%	0.00490

**EXHIBIT "E"
VH-536926**

000077 APR -3rd

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
	Joseph Will Bond Hodges, single 707 Hillrise Blvd Johnson City, TN 37601	Leased 243793	0.004392%	0.01388
	Sarah Jane Lay PO Box 1715 Abingdon, VA 24210-1715	Leased 243793	0.000775%	0.00245
	David Lay PO Box 1715 Abingdon, VA 24210-1715	Leased 243793	0.000258%	0.00082
	Julia Anne Lay Masters & Russell M. Masters, Jr., w/h 17313 SE 81st Springside Terrace Lady Lake, FL 32162-5833	Leased 243793	0.001808%	0.00572
	Dr. Wood N. Lay & Janice Lay, h/w 1435 Thornwood Drive Spartanburg, SC 29302-3346	Leased 243793	0.001550%	0.00490
	Katherine Lay 550 Sunset Drive Spartanburg, SC 29302	Leased 243793	0.000258%	0.00082
	Mary Lou Bruce PO Box 14 Wise, VA 24293-0014	Leased 243793	0.000258%	0.00082
	Charles Ricky Bruce PO Box 1888 Wise, VA 24293-1888	Leased 243793	0.000258%	0.00082
	Wood Walter Lay 1435 Thornwood Drive Spartanburg, SC 29302-3346	Leased 243793	0.000258%	0.00082
	Donald E. Lay & Suzanne G. Lay, h/w P.O. Box 1715 Abingdon, VA 24210	Leased 243793	0.001550%	0.00490
	Julia Ann Lay Masters & Russell M. Masters, Jr., w/h 17313 SE 81st Springside Terrace Lady Lake, FL 32162-5833	Leased 243793	0.025833%	0.08167
	Catharine H. Blakley & Robert H. Blakley, Jr., w/h 1113 Persimmon Ridge Road Apt. # 308 Jonesborough, TN 37659-5289	Leased 243793	0.012917%	0.04083
	Thomas Y. Hatcher & Carroll J. Hatcher, h/w PMB 363 3395 S Jones Blvd Las Vegas, NV 89146-6729	Leased 243793	0.012917%	0.04083

**EXHIBIT "E"
VH-536926**

000078 APR-3 2002
GROSS
ACREAGE
IN UNIT

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>ACREAGE IN UNIT</u>
	Glenn L. Wynne Estate c/o: Juanita J. Wynne Belcher 2607 Shepherds Store Rd. Bedford, VA 24523-5516	Leased 243793	0.008611%	0.02722
	Charlie L. Wynne & Frances Wynne, w/h 23228 Sundance RD # 17 Bristol, VA 24202-1536	Leased 243793	0.008611%	0.02722
	Madge M. Wynne, widow 2424 Broadway Catlettsburg, KY 41129	Leased 243793	0.008611%	0.02722
	Robert W. Frick, widower 600 W Huron Street Apt.# 423 Ann Arbor, MI 48103-4258	Leased 243793	0.005167%	0.01633
	Bill Lay & Rosemary Lay, h/w 3499 Bacon Drive Berkley, MI 48072	Leased 243793	0.005167%	0.01633
	Rose Ellen Lay Sexton & Roehm Carlton Sexton, w/h 2218 Central Park Ave. Campbell, CA 95008	Leased 243793	0.005167%	0.01633
	Jack S. Lay & Frances Lay, h/w P.O. Box 2040 Chester, VA 23831	Leased 243793	0.005167%	0.01633
	Joe Lay & Gayle T. Lay, h/w 10400 Hamlin Drive Chester, VA 23831-1156	Unleased	0.005167%	0.01633
	Agnes K. Lay, widow P.O. Box 280 Coeburn, VA 24230	Leased 243793	0.062000%	0.19600
	Kimberly Diane Carnahan & Keith Carnahan, w/h 109 Summit Street Brevard, NC 28712-3127	Unleased	0.003875%	0.01225
	Stephen Jeffry Davis, single 7807 Fields Ertel Cincinnati, OH 24549-8216	Unleased	0.003875%	0.01225
	Kathryn Lynn Davis, single 5700 Winton Road, Apt. # 305 Cincinnati, OH 45232	Unleased	0.003875%	0.01225
	Kelly Elizabeth Davis, single 3660 Lynn Ridge Drive, Apt. # 26 Raleigh, NC 27613	Unleased	0.003875%	0.01225

**EXHIBIT "E"
VH-536926**

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
	<u>Eugene E. Lay, Jr., Heirs</u> Eugene Lay, III & Joy Lay, h/w 880 Crestwood Drive NE Brookfield, OH 44403	Unleased	0.003875%	0.01225
	Maureen Platt & Terry Platt, w/h 12528 Nature View Circle Bradenton, FL 34212	Unleased	0.003875%	0.01225
	Lynn Lay, single 203 Chisleft Street, 1st Floor Pittsburgh, PA 15241	Unleased	0.003875%	0.01225
	Sherry McMahon, single 1724 Partridge Run Road Pittsburgh, PA 15241	Unleased	0.003875%	0.01225
	Donald E. Lay & Suzanne G. Lay, h/w P.O. Box 1715 Abingdon, VA 24210	Leased 243793	0.015500%	0.01225
	Wood N. Lay & Janice Lay, h/w 1435 Thomwood Drive Spartanburg, SC 29302-3346	Unleased	0.015500%	0.01225
	Victoria Ann Lay Desta & Frank T. Desta, w/h 12210 Greenleaf Drive Huntsville, AL 35803-2253	Leased 243793	0.010333%	0.03267
	Lyla Gay Kline & Laverne A. Kline, w/h 1177 Nelson Road Volant, PA 16156-9208	Unleased	0.010333%	0.03267
	James P. Lay, III & Darlene Lay, h/w 558 W 6th Street Erie, PA 16507	Unleased	0.010333%	0.03267
	OR			
	Verna J. Peters Associates, LLC PO Box 1359 Coeburn, VA 24230-1359 TAX ID 011408	Leased 223177	0.310000%	0.98000
TOTAL			0.610000%	

000079 APR -3 2012

INSTRUMENT #201200958
RECORDED IN THE CLERK'S OFFICE OF
WISE COUNTY ON
APRIL 3, 2012 AT 11:52AM
J. JACK KENNEDY, JR., CLERK
RECORDED BY: ADH