

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

Tax Map ID No. Found On

IN RE:

Exhibit B-3

SUPPLEMENTAL ORDER REGARDING
ELECTIONS: V-504473
(hereinafter "Subject Drilling Unit")

DOCKET NO. VGOB-08-0617-2258

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 requirements 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 April 8, 2009, and recorded in Deed Book 477, Page 393 in the Office of the Clerk of the Circuit Court for Dickenson County, Virginia on May 24, 2010, (herein "Board Order") and (2) to complete the record regarding elections. The Board Order established a drilling unit and pooled all interests 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 Range Resources-Pine Mountain, Inc., (herein the "Designated Operator"), to mail copies of the Board Order to all Respondents whose interests, if any, were pooled by said Board Order;
 - (b) The Designated Operator filed its affidavit of mailing dated July 12, 2010, disclosing that it had mailed a correct copy of the Board's

Order to all Respondents whose interests, if any, were pooled by said Board Order;

- (c) The Board Order required each Respondent whose interests, 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 25-160.7C (herein "Affidavit of Elections" annexed hereto), wherein it has, for each Respondent whose interests, 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(s) made, if any; and (iii) whether, by reason of 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, interests, estates and claims in Subject Drilling Unit to the Designated Operator;
 - (d) Current Board standards requiring the escrow of funds and the Board's agreement with its Escrow Agent, First Bank and Trust Company, Trust Division, P.O. Box 3860, Kingsport, TN 37664; Tel: (423) 246-3700; 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 July 18, 2006. The Affidavit of Elections indicates that the escrow of funds is required with regard to V-504473.
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, to the extent escrow was required and to the extent it pertained to the elections and interests of the Respondents who have entered into a royalty split agreement and no longer require escrow of any funds, the Applicant is hereby directed to provide the Board with reconciliation of its and the Escrow Agent's records so that any funds affected by this Order may be disbursed in an appropriate manner.
 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 Supplemental Order stating that a true and correct copy of this Supplemental Order was mailed within seven (7) days from the date of

receipt of this Supplemental Order to each Respondent 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 as of the date of the Board's approval of this Application, which is set forth at Paragraph 1 above.

DONE AND EXECUTED this 26 day of August, 2011, by a majority of the Virginia Gas and Oil Board.

Bradley C. Lambert
Chairman, Bradley C. Lambert

DONE AND PERFORMED this 26th day of August, 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 26th day of August, 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 Range Resources-Pine Mountain, Inc, for the Establishment of a Drilling Unit and the Forced Pooling of Interests in V-504473, Docket No. VGOB-08-0617-2258 in the Ervinton District, Nora Quadrangle, Dickenson County, Virginia.

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

Timothy E. Scott (herein Affiant), being duly sworn on oath, deposes and says:

1. That the Affiant is an attorney in the law firm of MCKINNIS & SCOTT, the Agent for the Designated Operator, with offices located at 135 W. Main Street, Suite 200, Kingsport, Tennessee 37660, and is authorized to give this Affidavit in its behalf;
2. That the Order entered on April 8, 2009, by the Virginia Gas and Oil Board regarding the captioned conventional gas 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 and recorded 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; that proof of such mailing has previously been tendered to the Division of Gas and Oil, the Office of the Gas and Oil Inspector, at Lebanon, Virginia;
4. That the Order of the Virginia Gas and Oil Board in the captioned matter required all persons pooled thereby to tender written notice of their election of the option selected under Paragraph 9 of the Order to the Designated Operator within thirty (30) days from the date of receipt of a copy of the recorded Order;
5. That the Designated Operator, by and through its agent, McKinnis & Scott, Attorneys-at-Law, has established procedures to review all mail received and all written documents received by means other than by mail to ascertain whether parties whose interests 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 Drilling Unit; that the following persons or entities delivered, by mail or otherwise, written elections to the Unit Operator, within the thirty day elections period:

NONE

6. That the interest and/or claims of the following persons or entities (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:

See Exhibit E

7. That after the pooling hearing held in the captioned matter, the following persons or entities have leased or entered into a voluntary agreement with the Designated Operator with regard to their interest and/or claims:

<u>Tract 5:</u>	<u>Interest in Unit:</u>	<u>Gross Acreage:</u>
Frank Adair, Jr. and Joan Adair	0.05618519	0.06333333
Charlene Elizabeth Rasnick	0.04815873	0.05428571
Mettie Marie Browning	0.33711111	0.38000000

8. That the Designated Operator with regard to persons previously requiring the services of the Escrow Agent have now reached an agreement regarding their interests or claims that allows Applicant/Designated Operator to make royalty distribution without the need to escrow funds which would otherwise be in conflict:

NONE

9. That the Respondents identified in Exhibit B-3 hereto have not made a timely election and have failed to enter into an agreement with the Designated Operator and their respective coalbed methane rights, interests and claims shall be deemed to have leased to

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Applicant/Designated Operator pursuant to and in accordance with Paragraph 10 of the Board Order dated April 8, 2009:

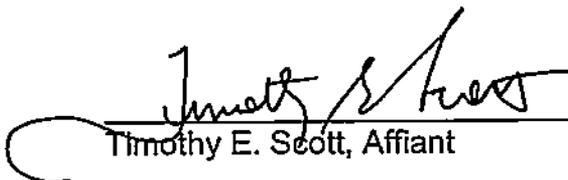
See Revised Exhibit B-3 dated July 6, 2010

10. The Designated Operator requests that the following persons be dismissed as Respondents:

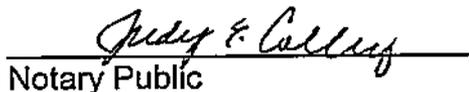
<u>Tract 5:</u>	<u>Interest in Unit:</u>	<u>Gross Acreage:</u>
Frank Adair, Jr. and Joan Adair	0.05618519	0.06333333
Charlene Elizabeth Rasnick	0.04815873	0.05428571
Mettie Marie Browning	0.33711111	0.38000000

That pursuant to the provisions of 4VAC 25-160.70.A.10 and .C and VAC 25-160-80, 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 and 45.1-361.22.A.3 and .4.

Dated at Kingsport, Tennessee, this 10th day of July, 2010.


 Timothy E. Scott, Affiant

Taken, subscribed and sworn to before me by Timothy E. Scott, the Agent for Range Resources-Pine Mountain, Inc., a corporation, on behalf of the corporation, this 10th day of July, 2010.


 Notary Public

My commission expires: 11-20-2013



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Exhibit "B-3" - Unleased Owners
V-504473 Revised 7/6/2010

Tract	Lessor	Lease Status	Interest Within Unit	Gross Acreage in Unit
	Gas Estate Only			
5	Helen & Carl Bailey Unknown Address Tax Card ID - Minerals Only	Unleased	0.75850000	0.85500000
	Clyde Martin Unknown Address Tax Card ID - Minerals Only	Unleased	0.03160417	0.03562500
	Butch Martin Unknown Address Tax Card ID - Minerals Only	Unleased	0.03160417	0.03562500
	Chuck Martin Unknown Address Tax Card ID - Minerals Only	Unleased	0.03160417	0.03562500
	Jacky Martin Unknown Address Tax Card ID - Minerals Only	Unleased	0.01354464	0.01526786
	Mickey Martin Unknown Address Tax Card ID - Minerals Only	Unleased	0.01354464	0.01526786
	Buddy Martin Unknown Address Tax Card ID - Minerals Only	Unleased	0.01354464	0.01526786
	Zelma Martin Unknown Address Tax Card ID - Minerals Only	Unleased	0.01354464	0.01526786
	Brenda Martin Unknown Address Tax Card ID - Minerals Only	Unleased	0.01354464	0.01526786
	Linda Martin Unknown Address Tax Card ID - Minerals Only	Unleased	0.01354464	0.01526786
	Myrtle Martin Unknown Address Tax Card ID - Minerals Only	Unleased	0.01354464	0.01526786

Eugene Martin Unknown Heirs Tax Card ID - Minerals Only	Unleased	0.11846942	0.13354167
Darrell Martin Unknown Heirs Tax Card ID - Minerals Only	Unleased	0.09481250	0.10687500
Kay & Pat O'Mally Unknown Address Tax Card ID - Minerals Only	Unleased	0.02370313	0.02671875
Joyce & Frank Eisenbarth Unknown Address Tax Card ID - Minerals Only	Unleased	0.02370313	0.02671875
Stacy Hughes Unknown Address Tax Card ID - Minerals Only	Unleased	0.02370313	0.02671875
June Humphrey Unknown Address Tax Card ID - Minerals Only	Unleased	0.02370313	0.02671875
Billie Martin Smith Unknown Address Tax Card ID - Minerals Only	Unleased Life Estate		
Janet & Eddie Benton Unknown Address Tax Card ID - Minerals Only	Unleased Remainder	0.12641667	0.14250000
Mike & Brenda Smith Unknown Address Tax Card ID - Minerals Only	Unleased Remainder	0.12641667	0.14250000
Jeannie & Jackie Hubbard Unknown Address Tax Card ID - Minerals Only	Unleased Remainder	0.12641667	0.14250000
Harold Rasnick Unknown Heirs Tax Card ID - Minerals Only	Unleased	0.75850000	0.85500000
Floyd Jessee & Noelle Sutherland P.O. Box 2434 Abingdon, VA 24210 Tax Card ID - Minerals Only	Unleased	0.25283333	0.28500000
William Reed & Anna Dale Sutherland P.O. Box 245	Unleased	0.25283333	0.28500000

Surry, VA 23883 Tax Card ID - Minerals Only			
Stewart & Jennie Sutherland Unknown Address Tax Card ID - Minerals Only	Unleased	0.25283333	0.28500000
Hagen Cox 2700 Blithe Dr. Chester, VA 23831 Tax Card ID - Minerals Only	Unleased Life Estate		
Mary Ann & Jeff Roach Unknown Address Tax Card ID - Minerals Only	Unleased Remainder	0.06320833	0.07125000
Lee Ann & Woodie Murray Unknown Address Tax Card ID - Minerals Only	Unleased Remainder	0.06320833	0.07125000
Gaines Reed Cox 507 Brookhaven Court Jefferson City, TN 37760 Tax Card ID - Minerals Only	Unleased Remainder	0.06320833	0.07125000
Berry Cox Unknown Address Tax Card ID - Minerals Only	Unleased Remainder	0.06320833	0.07125000
Billie Rasnick 18019 Overlook Dr Abingdon, VA 24210 Tax Card ID - Minerals Only	Unleased	0.33711111	0.38000000
Nancy Wingo, widow 1152 Cavitts Creek Rd North Tazwell, VA 24630 Tax Card ID - Minerals Only	Unleased	0.05618519	0.06333333
Phyllis Knox P.O. Box 4088 Smithfield, TN 37166 Tax Card ID - Minerals Only	Unleased	0.05618519	0.06333333
Wilma Gay Adair (Ward) 794 Mt. Vernon Church Rd. Iron Station, NC 28080 Tax Card ID - Minerals Only	Unleased	0.05618519	0.06333333
Robert & Sandy Adair P.O. Box 1004 North Tazwell, VA 24630	Unleased	0.05618519	0.06333333

Tax Card ID - Minerals Only

Patsy Rasnick Gibson P.O. Box 353 Lebanon, VA 24266 Tax Card ID - Minerals Only	Unleased	0.04815873	0.05428571
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Beatrice D. Oberle 2433 Randolph Street Bristol, VA 24201 Tax Card ID - Minerals Only	Unleased	0.04815873	0.05428571
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Roger Rasnick P.O. Box 1341 Staunton, VA 24401 Tax Card ID - Minerals Only	Unleased	0.11237037	0.12666667
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Kevin Rasnick 122 Keystone Drive Blountville, TN 37617 Tax Card ID - Minerals Only	Unleased	0.11237037	0.12666667
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Nicholas Rasnick P.O. Box 1341 Staunton, VA 24401 Tax Card ID - Minerals Only	Unleased	0.11237037	0.12666667
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Wilma & Henry Castle, both deceased Betty Jean & Ralph Phillips, heir 2396 Outville Road Alexandria, OH 43001 Tax Card ID - Minerals Only	Unleased	0.33711111	0.38000000
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Nova Wilson, deceased David Harmon Wilson, heir Route 1 Erwin, TN 37650 Tax Card ID - Minerals Only	Unleased	0.33711111	0.38000000
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Heirs of Alta & Mike Kuhn

Carol Cook Eleven Schoolground Road Branford, CT 06405 Tax Card ID - Minerals Only	Unleased	0.16855556	0.19000000
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John Kuhn 32 Danver Circle Newark, DE 19702 Tax Card ID - Minerals Only	Unleased	0.16855556	0.19000000
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Clinas Rasnick	Unleased	0.33711111	0.38000000
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