

Instrument Control Number

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000174 MAY 23 2011

Commonwealth of Virginia
Land Record Instruments
Cover Sheet - Form A

INSTRUMENT #201101352
RECORDED IN THE CLERK'S OFFICE OF
WISE COUNTY ON
MAY 23, 2011 AT 03:30PM

[ILS VLR Cover Sheet Agent 1.0.93]

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

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Date of Instrument: [9/2/2009]

Instrument Type: [ORDER]

Number of Parcels [1]

Number of Pages [10]

City County [Wise County]

First and Second Grantors

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

First and Second Grantees

Last Name	First Name	Middle Name or Initial	Suffix
[Orbin Gibson Heirs]	[]	[]	[]
[Willard Gibson Heirs]	[]	[]	[]

Grantee Address (Name) [Equitable Production Company]
 (Address 1) [P O 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 [Pooling Order for 2309]
 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) [Diane Davis]
 (Address 1) [P O Drawer 159]
 (Address 2) []
 (City, State, Zip) [Lebanon] [VA] [24266]
 Customer Case ID [0808192309] [] []



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 08/08/19-2309

ELECTIONS, UNIT: VH-539573

(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, B-3 & E 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 20, 2009, and recorded Instrument #200902950 at the Office of the Clerk of Circuit Court, Wise County, Virginia on September 10, 2009, (herein "Board Order") to complete the record regarding elections. The Board Order pooled all interest in Subject Drilling Unit including those of the Respondents more particularly set forth and identified by the Designated Operator in the affidavits attached hereto and made a part hereof. The Board finds it has jurisdiction over the subject matter pursuant to the provisions of the Virginia Gas and Oil Act, § 45.1-361.1 et seq., Virginia Code, 1950 as amended.
2. Findings: The Board finds that:
 - (a) The Board Order directed 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 22, 2009, disclosing that it had mailed a correct copy of the Board's Order to all Respondents whose interest, if any, were pooled by said Board Order;

- (c) The Board Order required each Respondent whose interest, if any, were pooled by the terms of said Board Order to make his or her election within thirty (30) days after the date of mailing or recording, as applicable, of said Order; the Designated Operator has filed its affidavit dated March 1, 2011, 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 28 day of April, 2011 by a majority of the Virginia Gas and Oil Board.

Bradley C. Lambert
Chairman, Bradley C. Lambert

DONE AND PERFORMED THIS 28 day of April, 2011 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 28th day of April, 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 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.

Diane Davis
Diane Davis, Notary
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-539573 VGOB Docket No. VGOB-08/08/19-2309 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 20, 2009, by the Virginia Gas and Oil Board regarding the captioned Conventional Unit required the Applicant to mail a true and correct copy of said Order to each person pooled by said Order;
3. That within seven (7) days of the receipt of an executed copy of the Order referred to at Paragraph 2. above, the Affiant was directed to cause a true and correct copy of said Order to be mailed via the United States Postal Service to each Respondent named in the captioned Application, whose address was known, and to all persons, if any, who are added as Respondents at the hearing held in the captioned matter;
4. That the Order of the Virginia Gas and Oil Board in the captioned matter required all persons pooled thereby to tender their written elections to the Unit Operator within thirty (30) days of the date said Order was recorded in the county above named; that said Order was recorded on September 10, 2009.
5. That the Designated Operator, by and through their agent, Wilhoit & Kaiser, Attorneys-at-Law, have established procedures to review all mail received and all written documents received by means other than by mail to ascertain whether parties whose interest have been pooled have made a written election, in a timely fashion, as required by the captioned Order; that said procedures were followed to identify the elections, if any, made with regard to Subject Unit; that the following persons delivered, by mail or otherwise, written elections to the Unit Operator, within the thirty day election periods:

NONE

6. That the interest and/or claims of the following persons (who made timely elections, or who are deemed under the terms of the Board's Order to have leased, or who, subsequent to the pooling hearing held in the captioned matter, have leased or otherwise entered into an agreement with the Designated Operator) are subject to escrow 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 have leased or entered into a voluntary agreement with the Designated Operator with regard to their interest and/or claims.

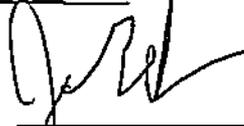
NONE

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

See Exhibit B-3

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

Dated at Kingsport, Tennessee, this 1st day of March, 2011.



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 1st day of March, 2011.



My commission expires: October 24, 2012.

EXHIBIT "B"
VH-539573
VGOB 08/04/15-2209

<u>TR</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>	<u>NET REVENUE INTEREST</u>	
<u>Gas Estate Only</u>						
<u>1</u> Tax ID 010871	Mary Alice Home Abbitt 1401 N High Street Apt # 303 Franklin, VA 23851	Leased 223334	16.82500%	53.8400	<u>0.02103125</u>	RI
	Hoke I. Home II BY Hoke I. Home III 13339 NE 92nd Way Redmond, WA 98052-6439	Leased 223334	16.82500%	53.8400	<u>0.02103125</u>	RI
Tract 1 Totals	Equitable Production Company		<u>33.65000%</u>	<u>107.6800</u>	<u>0.29443750</u>	WI
<u>2</u> Tax ID 011408	Verna J. Peters Associates, LLC PO Box 1359 Coeburn, VA 24230-1359	Leased 223177	35.29000%	112.9400	<u>0.04411250</u>	RI
Tract 2 Totals	Equitable Production Company		<u>35.29000%</u>	<u>112.9400</u>	<u>0.30878750</u>	WI
<u>3</u> Tax ID 012544	Connie Sue Addington P. O. Box 352 Nickelsville, VA 24271-0352	Leased 223153	3.17000%	10.1300	<u>0.00396250</u>	RI
Tract 3 Totals	Equitable Production Company		<u>3.17000%</u>	<u>10.1300</u>	<u>0.02773750</u>	WI
<u>4</u> TAX ID	Mr Stephen F. Looney Vice President, Virginia Operations Penn Virginia Resource Partners Seven Sheridan Square Suite 400 Kingsport, TN 37660	Leased 223096 Track 756	6.71000%	21.4700	<u>0.00838750</u>	RI
Tract 4 Totals	Equitable Production Company		<u>6.71000%</u>	<u>21.4700</u>	<u>0.05871250</u>	WI
<u>5</u> TAX ID 009149 & 009150	Mr Stephen F. Looney Vice President, Virginia Operations Penn Virginia Resource Partners Seven Sheridan Square Suite 400 Kingsport, TN 37660	Leased 223096 Track 755	10.55000%	33.7600	<u>0.01318750</u>	RI
Tract 5 Totals	Equitable Production Company		<u>10.55000%</u>	<u>33.7600</u>	<u>0.09231250</u>	WI
<u>6</u>	Wayna Watts 452 Woodland TER SE Norton, VA 24237	Leased 244737	1.21000%	3.8600	<u>0.00151250</u>	RI
Tract 6 Totals	Equitable Production Company		<u>1.21000%</u>	<u>3.8600</u>	<u>0.01058750</u>	WI

7 TAX ID 010871	Mary Alice Home Abbiit 1401 N High Street Apt # 303 Franklin, VA 23851	Leased 223333	2.63500%	8.4350	<u>0.00329375</u>	RI
	Hoke I. Home II BY Hoke I. Home III 13339 NE 92nd Way Redmond, WA 98052-6439	Leased 223333	2.63500%	8.4350	<u>0.00329375</u>	RI
Tract 7 Totals	Equitable Production Company		<u>5.27000%</u>	<u>16.8700</u>	<u>0.04611250</u>	WI

8 TAX ID 010997	Linda Lee Griffin 2657 Chappell Road Keysville, VA 23947-5059	Leased 223154	0.23056%	0.7383	<u>0.00028819</u>	RI
	John H. Vanover, Jr. Sallie E. Vanover 2647 Chappell Road Keysville, VA 23947-5059	Leased 223154	0.23056%	0.7383	<u>0.00028819</u>	RI
	Deloris Robinette 7217 Lord Barton Drive Fredericksburg, VA 22407-7481	Leased 223154	0.46111%	1.4767	<u>0.00057639</u>	RI
	Margaret Bates Clifford E. Bates 19744 Flat Iron Road Great Mills, MD 20634-3045	Leased 223154	0.46111%	1.4767	<u>0.00057639</u>	RI
	Bruce Jenkins Dora Jenkins 1509 Kentucky Avenue SE Norton, VA 24273-2913	Leased 223154	0.46111%	1.4767	<u>0.00057639</u>	RI
	Amy Thompson 343 Salpan Place San Antonio, TX 78221-2932	Leased 223154	0.46111%	1.4767	<u>0.00057639</u>	RI
	Ed Jenkins, Jr 106 4th Street Norton, VA 24273	Unleased	0.46111%	1.4767	<u>0.00057639</u>	RI
	Orbin Gibson Heirs Unknown	Unleased	0.69167%	2.2150	<u>0.00086458</u>	RI
	Willard Gibson Heirs Unknown	Unleased	0.69167%	2.2150	<u>0.00086458</u>	RI
Tract 8 Totals	Equitable Production Company		<u>4.15000%</u>	<u>13.2900</u>	<u>0.03631250</u>	WI

TOTAL GAS ESTATE 100.00000% 320.0000 1.00000000

Percentage of Unit Leased 98.155556%
Percentage of Unit Unleased 1.844444%

Acreage in Unit Leased 314.0933
Acreage in Unit Unleased 5.9067

0.00000000

EXHIBIT "B-3"
VH-539573
Revised 08/14/08

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
8	Orbin Gibson Heirs Unknown	Unleased	0.69167%	2.2150
	Willard Gibson Heirs Unknown	Unleased	0.69167%	2.2150
	TOTAL		1.383333%	4.4300

EXHIBIT "E"
VH-539573

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>	000184 MAY 23 =
		<u>Gas Estate Only</u>			
8	Orbin Gibson Heirs Unknown	Unleased	0.69167%	2.2150	
	Willard Gibson Heirs Unknown	Unleased	0.69167%	2.2150	

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