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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-08/09/16-2337

ELECTIONS, UNIT: 826975

(hereinafter "Subject Drilling Unit")

TAX MAP IDENTIFICATION NUMBERS:  
  
TAX MAP IDENTIFICATION NUMBERS FOR ALL PARCELS  
AFFECTED BY THIS ORDER ARE SHOWN ON EXHIBITS (S) **B**  
WHICH IS/ARE ATTACHED TO AND A PART OF THIS ORDER.

REPORT OF BOARD

FINDINGS AND ORDER

1. This Supplemental Order is entered by the Board sua sponte in the form authorized by the Board at its hearing held at 9:00 a.m. on October 20, 1992, Board of Supervisors Room, Courthouse, Grundy, Virginia, and pursuant to authority granted to the Board's Chairman at the hearing of the Virginia Gas and Oil Board on June 16, 1992, at 9:00 a.m. at the Rhododendron Restaurant at the Breaks Interstate Park, Breaks, Virginia; and this Supplemental Order is being recorded for the purpose of (1) complying with the requirement of the Virginia Gas and Oil Board Regulations, 4 VAC 25-160.70C by supplementing the Order previously issued by the Board for subject Docket on September 14, 2009, and recorded instrument # 090003174 in the Office of the Clerk of Circuit Court, Buchanan County, Virginia on October 16, 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 Chesapeake Appalachia LLC, (herein the Designated Operator"), to mail copies of the Board Order to all respondents whose interest, if any, were pooled by said Board Order;
  - (b) The designated operator filed its affidavit of mailing dated November 12, 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 February 12, 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 true and correct copy of this Order to each person whose interest or claim is subject to escrow and whose address is known.
5. Conclusion: Therefore, the findings and all terms and provisions set forth above be and hereby are granted and IT IS SO ORDERED.
6. Effective Date: This Order shall be effective on the date of its execution.

DONE AND EXECUTED this 24 day of March, 2010 by a majority of the Virginia Gas and Oil Board.

Bradley C. Lambert  
Chairman, Bradley C. Lambert

DONE AND PERFORMED THIS 24 day of March, 2010 by Order of this Board.

David Asbury  
David Asbury  
Principal Executive to the Staff  
Virginia Gas and Oil Board

STATE OF VIRGINIA )  
COUNTY OF WASHINGTON )

Russell  
Acknowledged on this 24<sup>th</sup> day of March, 2010, personally before me a notary public in and for the Commonwealth of Virginia, appeared Bradley C. Lambert, being duly sworn did depose and say that he is Chairman of the Virginia Gas and Oil Board, and David Asbury, 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 J Davis  
Diane Davis, Notary  
174394

My commission expires: September 30, 2013



**VIRGINIA:**

***BEFORE THE VIRGINIA GAS AND OIL BOARD***

IN RE: Application of Chesapeake Appalachia LLC for Forced Pooling of Interests in Unit Number 826975, VGOB Docket No. VGOB-08/09/16-2337 in the Knox Magisterial District of Buchanan County, Virginia.

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

James E. Kaiser (herein Affiant), being first duly sworn on oath, deposes and says:

1. That the Affiant is an attorney in the law firm of WILHOIT & KAISER, the Agent for the Designated Operator, with offices located at 220 Broad Street, Kingsport, Tennessee 37660, and is authorized to give this Affidavit in its behalf;
2. That the Order entered on September 14, 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 October 16, 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, Board Regulations and the Code of Virginia as unknown/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 which are not subject to escrow:

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.

<u>Tract</u>	<u>Lessor</u>	<u>Cash Consideration</u>
2	John G. Charles and spouse or heirs 153 Phillips Drive Pikeville, KY 41501	0.631667 X \$5.00 = \$3.16
	Mary Eloise Hughes and spouse or heirs 146 Third Street Pikeville, KY 41501	0.631667 X \$5.00 = \$3.16
	George Fred Charles and Jean Charles, his wife 1653 Lawrence Avenue Ashland, KY 41101	0.210556 X \$5.00 = \$1.05
	Luella Charles and spouse or heirs 249 Hill-N-Dale Road Lexington, KY 40503	0.210556 X \$5.00 = \$1.05
	N. Janesta Current Revocable Trust c/o Nora L. Charles, Trustee 6246 Rosebury One North St. Louis, MO 63105	0.210556 X \$5.00 = \$1.05

**Tract**

**Lessor**

**Cash Consideration**

2

Florane J. Baird  
c/o John H. Baird  
P.O. Box 351  
Pikeville, KY 41502

0.315833 X \$5.00 = \$1.58

Edith J. Huber and  
Charles H. Huber, her husband  
3901 Greenhaven Lane  
Goshen, KY 40026

0.105278 X \$5.00 = \$1.05

Douglas Mack Justice  
and spouse or heirs  
P.O. Box 2883  
Pikeville, KY 41502

0.210556 X \$5.00 = \$1.05

Betty C. Clevinger  
and spouse or heirs  
300 Mantua  
Venice, FL 34292

0.105278 X \$5.00 = \$1.05

Kimberly Rowe  
and spouse or heirs  
c/o John H. Baird  
P.O. Box 351  
Pikeville, KY 41502

0.131597 X \$5.00 = \$0.66

Kelli Shannon  
and spouse or heirs  
c/o John H. Baird  
P.O. Box 351  
Pikeville, KY 41502

0.131597 X \$5.00 = \$0.66

Eugene F. Charles and  
Cherith Charles, his wife  
705 Hammond Road  
York, PA 17402

0.263194 X \$5.00 = \$1.32

James R. Charles, Jr. and  
Carol J. Charles, his wife  
356 Montrose Road  
Monroe, VA 24574

0.157917 X \$5.00 = \$0.79

John L. Charles and  
Laura K. Charles, his wife  
703 Suntree Drive  
Westerville, OH 43081

0.157917 X \$5.00 = \$0.79

4

**Tract**

**Lessor**

**Cash Consideration**

2

Nancy F. Cooksey and  
Douglas Cooksey, her husband  
1083 Greenland Circle  
South Charleston, WV 25309

0.315833 X \$5.00 = \$1.58

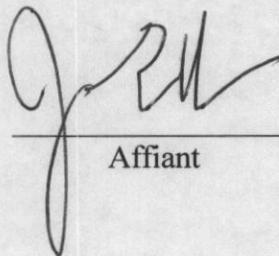
3

Norfolk Southern Railway Company  
c/o Pocahontas Land Corporation  
Attn: Mark Kinder  
P.O. Box 1517  
Bluefield, WV 24701

6.020000 X \$5.00 = \$30.10

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.

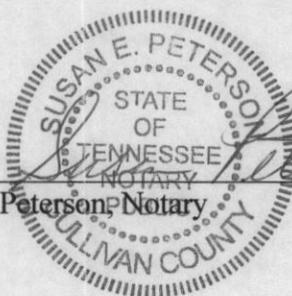
Dated at Kingsport, Tennessee, this 12<sup>th</sup> day of February, 2010.



Affiant

State of Tennessee )  
County of Sullivan )

Taken, subscribed and sworn to before me by James E. Kaiser, the Agent of Chesapeake Appalachia LLC, a corporation, on behalf of the corporation, this 12<sup>th</sup> day of \_\_\_\_\_  
February, \_\_\_\_\_, 2010.



Susan Peterson, Notary

My commission expires: October 24, 2012.

**EXHIBIT B**  
**Well No. 826975 (PP-134)**

<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>PERCENT INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE WITHIN UNIT</u>
<b>TRACT 1 95.30 Acres in Unit</b>			
A.S. Richardson Estate:			
S.T. Mullins, Esq., Executor and Trustee of the W. Miller Richardson Testamentary Trust P.O. Box 2100 Grundy, VA 24614	Leased	23.491190%	26.472222
Thomas M. Richardson 201 Wharton Street Blacksburg, VA 24060	Leased	7.830397%	8.824074
James S. Richardson, Jr. 9128 Huron Avenue Richmond, VA 23294	Leased	7.830397%	8.824074
Nancy R. Raybold 10206 Carol Street Great Falls, VA 22066	Leased	7.830397%	8.824074
Elizabeth S. Stanley 3627 Brymoor Road Roanoke, VA 24018	Leased	4.698238%	5.294444
Eugene M. Bane, Jr. 2611 Turnberry Road Salem, VA 24153	Leased	4.698238%	5.294444
Green Charles Estate c/o John H. Baird, Attorney in Fact P.O. Box 351 Pikeville, KY 41502	Leased	28.189428%	31.766667
Donald R. Johnson Attorney at Law 1950 Electric Road Roanoke, VA 24018			
<b>TRACT 2 11.37 Acres in Unit</b>			
A.S. Richardson Estate:			
S.T. Mullins, Esq., Executor and Trustee of the W. Miller Richardson Testamentary Trust P.O. Box 2100 Grundy, VA 24614	Leased	2.802674%	3.158333

Thomas M. Richardson 201 Wharton Street Blacksburg, VA 24060	Leased	0.934225%	1.052778
James S. Richardson, Jr. 9128 Huron Avenue Richmond, VA 23294	Leased	0.934225%	1.052778
Nancy R. Raybold 10206 Carol Street Great Falls, VA 22066	Leased	0.934225%	1.052778
Elizabeth S. Stanley 3627 Brymoor Road Roanoke, VA 24018	Leased	0.560535%	0.631667
Eugene M. Bane, Jr. 2611 Turnberry Road Salem, VA 24153	Leased	0.560535%	0.631667
Green Charles Estate:			
John G. Charles and spouse or heirs 153 Phillips Drive Pikeville, KY 41501	Unleased	0.560535%	0.631667
Mary Eloise Hughes and spouse or heirs 146 Third Street Pikeville, KY 41501	Unleased	0.560535%	0.631667
George Fred Charles and Jean Charles, his wife 1653 Lawrence Avenue Ashland, KY 41101	Unleased	0.186845%	0.210556
Luella Charles and spouse or heirs 249 Hill-N-Dale Road Lexington, KY 40503	Unleased	0.186845%	0.210556
N. Janesta Current Revocable Trust c/o Nora L. Charles, Trustee 6246 Rosebury One North St. Louis, MO 63105	Unleased	0.186845%	0.210556
Florane J. Baird c/o John H. Baird P.O. Box 351 Pikeville, KY 41502	Unleased	0.280267%	0.315833

10

Edith J. Huber and Charles H. Huber, her husband 3901 Greenhaven Lane Goshen, KY 40026	Unleased	0.093422%	0.105278
Douglas Mack Justice and spouse or heirs P.O. Box 2883 Pikeville, KY 41502	Unleased	0.186845%	0.210556
Betty C. Clevinger and spouse or heirs 300 Mantua Venice, FL 34292	Unleased	0.093422%	0.105278
Kimberly Rowe and spouse or heirs c/o John H. Baird P.O. Box 351 Pikeville, KY 41502	Unleased	0.116778%	0.131597
Kelli Shannon and spouse or heirs c/o John H. Baird P.O. Box 351 Pikeville, KY 41502	Unleased	0.116778%	0.131597
Eugene F. Charles and Cherith Charles, his wife 705 Hammond Road York, PA 17402	Unleased	0.233556%	0.263194
James R. Charles, Jr. and Carol J. Charles, his wife 356 Montrose Road Monroe, VA 24574	Unleased	0.140134%	0.157917
John L. Charles and Laura K. Charles, his wife 703 Suntree Drive Westerville, OH 43081	Unleased	0.140134%	0.157917
Nancy F. Cooksey and Douglas Cooksey, her husband 1083 Greenland Circle South Charleston, WV 25309	Unleased	0.280267%	0.315833
<b>TRACT 3 6.02 Acres in Unit</b>			
Norfolk Southern Railway Company c/o Pocahontas Land Corporation Attn: Mark Kinder P.O. Box 1517 Bluefield, WV 24701	Unleased	5.342089%	6.020000
<b>TOTAL GAS ESTATE</b>		<b>100.000000%</b>	<b>112.690000</b>
Total Percentage Leased		91.294702%	
Total Percentage Unleased		8.705298%	
Total Acreage Leased			102.880000
Total Acreage Unleased			9.810000