

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 09/04/21-2518

ELECTIONS, UNIT: AE-241 (F-33)

(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 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 October 8, 2009, and recorded with Instrument # 090003355 at the Office of the Clerk of Circuit Court, Buchanan County, Virginia on October 29, 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 Appalachian Energy Inc., (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 January 5, 2010, 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 22, 2010, in accordance with § 7.C of the Virginia Gas and Oil Board Regulations and 4 VAC 25-160.70C (herein "Affidavit of Election"), wherein it has, for each Respondent whose interest, if any, were pooled by said Board Order, stated: (i) whether each Respondent has made or failed to make a timely election; (ii) the nature of the election made, if any; (iii) whether, by reason of a failure to elect or to timely elect one or more Respondents are deemed, under the terms of the Board's Order, to have leased all their rights, title, interest, estates and claims in Subject Drilling Unit to the Designated Operator;
 - (d) The Board Order further required the Designated Operator, after expiration of the election period, to file with the Board a statement of the interests subject to escrow under the terms and provisions of the Board Order, in light of the elections made or deemed to have been made (herein "Statement of Interests"); that the Designated Operator furnished said Statement of Interests as part of its Affidavit of Election. A copy of which is attached hereto as Exhibit B;
 - (e) Current Board standards requiring the escrow of funds and the Board's agreement with its Escrow Agent, First Bank & Trust Company, P.O. Box 3860, Kingsport, TN, 37660 (423) 245-6971, Attn: Debbie Davis, or any successor named by the Board, require the entry of a Supplemental Order establishing of record the elections made or deemed to have been made and specifying the sums or percentage thereof subject to escrow. Current Board escrow standards were made applicable to Subject Drilling Unit by a Board Order dated December 23, 1992.
3. Order: By this Order, the Board orders the Designated Operator to tender, consistent with and in accordance with the findings set forth at paragraph 2 above and the annexed Affidavits, any funds subject to escrow and instructs the Escrow Agent, First Bank & Trust Company, P.O. Box 3860, Kingsport, TN, 37660 (423) 245-6971, Attn: Debbie Davis, or any successor named by the Board to establish interest-bearing escrow account(s), IRS Tax Identification Number 54-1629506, in accordance with the information set forth in said affidavits to receive such funds and account to the Board therefore.
4. Mailing of Order and Filing of Affidavit: The Designated Operator under the captioned Order or its Attorney shall file an affidavit with the Secretary of the Board within ten (10) days after the date of receipt of this Order stating that a true and correct copy of this Order was mailed to each person whose interest or claim is subject to escrow and whose address is known.
5. Conclusion: Therefore, the findings and all terms and provisions set forth above be and hereby are granted and IT IS SO ORDERED.
6. Effective Date: This Order shall be effective on the date of its execution.

VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

IN RE: Application of Appalachian Energy, Inc., for Forced Pooling of Interests in Unit Number AE-241 (F-33) VGOB Docket No. VGOB-09/04/21-2518 in the Garden 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 October 8, 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 29, 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:

<u>Tract</u>	<u>Lessor</u>	<u>Elected</u>
2	Geomet Operating Company Attn: Mr. Joey Stephenson, Land Manager 5336 Stadium Trace Parkway Birmingham, AL 35244	Participate

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 as either unknown claimants or conflicting claimants under the Board's Order pooling the captioned Unit, Board Regulations and the Code of Virginia; that opposite the name of each person named as a Respondent listed below is set forth:

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>NET REVENUE INTEREST</u>
1	Brenda Owens Brown Address Unknown	Leased	0.050%

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.

<u>TRACT</u>	<u>LESSOR</u>	<u>CASH CONSIDERATION</u>
<u>Coal Estate Only</u>		
1	Sue Carter Sloan 1891 E. Leisure Lane Bullhead City, AZ 86426	2.5282 x \$5.00 = \$12.64 Life Estate
	Eleanor Lynett Lemaire 1891 E. Leisure Lane Bullhead City, AZ 86426	Remainder
	Oscar W. Thompson, Jr. PO Box 72 Pikeville, KY 41501	0.8428 x \$5.00 = \$4.21
	Betty T. Scott PO Box 3426 Pikeville, KY 41501	0.8428 x \$5.00 = \$4.21

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 22nd day of March, 2010.



Affiant

State of Tennessee)
County of Sullivan)

Taken, subscribed and sworn to before me by James E. Kaiser, the Agent of Equitable Production Company, a corporation, on behalf of the corporation, this 22nd day of March, 2010.



Susan Peterson, Notary

My commission expires: October 24, 2012 .

MEMO

TO: Susan

FROM: D. Davis

DATE: June 30, 2010

RE: Supplemental Order docket 08-0219-2150 and 09-0421-2518

08-0219-2150

This supplemental order, along with a portion of the February 2008 transcript, is being returned to you for review.

The original order and testimony did not include escrowing for tract 4. The attached supplemental shows that escrowing is necessary for tract 4. Please correct either the supplemental or place back on docket.

09-0421-2518

The supplemental reflects no escrowing. According to the order, testimony and the supplemental affidavit, escrowing is required for Tract 1. Please correct and return.

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

Chairman, Bradley C. Lambert

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

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

STATE OF VIRGINIA)
COUNTY OF RUSSELL)

Acknowledged on this _____ day of _____, 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 Davis, Notary
174394

My commission expires: September 30, 2013

TRACT LESSOR CASH CONSIDERATION

Coal Estate Only

1	Ballard W. Cassady (Partnership) Pikeville Medical Bldg. PO Box 3369 Pikeville, KY 41501	0.8428 x \$5.00 = \$4.21
	William C. Vanhooe Trust 176 East Cedar Drive Pikeville, KY 41501	0.2809 x \$5.00 = \$1.40
	Charles R. Vanhooe Trust 149 Thompson Road Pikeville, KY 41501	0.2809 x \$5.00 = \$1.40
	Suzy J. Delong Trust 276 Yorkwood Forest Drive Pikeville, KY 41501	0.2809 x \$5.00 = \$1.40
	James Patton Ramsey, Jr. PO Box 2768 Pikeville, KY 41502	0.2809 x \$5.00 = \$1.40
	Michael Claibe Ramsey PO Box 5660 Eugene, OR 97405	0.2809 x \$5.00 = \$1.40
	Joe B. Ramsey, Sr. 354 Weddington Branch Rd. Pikeville, KY 41501	0.5619 x \$5.00 = \$2.81
	G. Frank Ramsey 85 Weddington Branch Road Pikeville, KY 41501	0.1873 x \$5.00 = \$0.94

EXHIBIT "B"
AE-241 (F-33)

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
		Gas Estate Only		
1	P. J. Brown Heirs		37.850%	30.340
	Lynn A. Lawson 319 Tazewell Avenue Richlands, Va 24641	Leased	1.577%	1.2644
	J.R. Mullins, Jr. 220 Litton Avenue Richlands, VA 24641	Leased	1.577%	1.2644
	Susan G. Maynard 326 Whitehead Street Key West, FL 33040	Leased	1.577%	1.2644
	Mary Ann Mullins 168 Sandy Lane Richlands, Va 24641	Leased	1.577%	1.2644
	Johnnye Carter Hunter 5 Saint Augustine Square Greensboro, NC 27408	Leased	1.577%	1.2643
	Waban Page Carter 1303 McDowell Drive Greensboro, NC 27408	Leased		Remainder
	Johnnye Juan Carter Letterman 3104 Watauga Drive Greensboro, NC 27410	Leased		Remainder
	Toni Baetz McGowan 1916 Trumbell Drive Dunwoody, GA 30338	Leased		Remainder
	Gillespie Co. PO Box 675 Tazewell, Va 24651	Leased	1.577%	1.2643
	Sue Carter Sloan 1891 E. Leisure Lane Bullhead City, AZ 86426	Leased	3.154%	2.5282
	Eleanor Lynett Lemaire 1891 E. Leisure Lane Bullhead City, AZ 86426	Leased		Remainder
	Oscar W. Thompson, Jr. PO Box 72 Pikeville, KY 41501	Leased	1.051%	0.8428
	Betty T. Scott PO Box 3426 Pikeville, KY 41501	Leased	1.051%	0.8428
	Ballard W. Cassidy (Partnership) Pikeville Medical Bldg. PO Box 3369 Pikeville, KY 41501	Leased	1.051%	0.8428
	William C. Vanhooose Trust 176 East Cedar Drive Pikeville, KY 41501	Leased	0.350%	0.2809
	Charles R. Vanhooose Trust 149 Thompson Road Pikeville, KY 41501	Leased	0.350%	0.2809

Suzy J. Delong Trust 276 Yorkwood Forest Drive Pikeville, KY 41501	Leased	0.350%	0.2809
James Patton Ramsey, Jr. PO Box 2768 Pikeville, KY 41502	Leased	0.350%	0.2809
Michael Claibe Ramsey PO Box 5660 Eugene, OR 97405	Leased	0.350%	0.2809
Joe B. Ramsey, Sr. 354 Weddington Branch Road Pikeville, KY 41501	Leased	0.701%	0.5619
G. Frank Ramsey 85 Weddington Branch Road Pikeville, KY 41501	Leased	0.234%	0.1873
William N. Ramsey, Jr. 346 Ramsey Drive Pikeville, KY 41501	Leased	0.234%	0.1873
Susan Joyce Ramsey 85 Weddington Branch Road Pikeville, KY 41501	Leased	0.234%	0.1873
Claire McKenry C/O James R. McKenry, Atty-in-Fact 192 Ballard Ct., Suite 400 Virginia Beach, Va 23462-6538	Leased	1.051%	0.8428
Eloise G. McKenry C/O James R. McKenry, Atty-in-Fact 192 Ballard Ct., Suite 400 Virginia Beach, Va 23462-6538	Leased	0.526%	0.4214
Lucy McKenry Baldi C/O James R. McKenry, Atty-in-Fact 192 Ballard Ct., Suite 400 Virginia Beach, Va 23462-6538	Leased	0.526%	0.4214
Charles Robert McKenry C/O James R. McKenry, Atty-in-Fact 192 Ballard Ct., Suite 400 Virginia Beach, Va 23462-6538	Leased	0.526%	0.4214
Nancy M. Goss C/O James R. McKenry, Atty-in-Fact 192 Ballard Ct., Suite 400 Virginia Beach, Va 23462-6538	Leased	0.526%	0.4214
James R. McKenry 192 Ballard Ct., Suite 400 Virginia Beach, Va 23462-6538	Leased	2.103%	1.6857
John A. McKenry, III C/O James R. McKenry, Atty-in-Fact 192 Ballard Ct., Suite 400 Virginia Beach, Va 23462-6538	Leased	0.263%	0.2107
Elizabeth McKenry Adams C/O James R. McKenry, Atty-in-Fact 192 Ballard Ct., Suite 400 Virginia Beach, Va 23462-6538	Leased	0.263%	0.2107
Cynthia McKenry-Therrien C/O James R. McKenry, Atty-in-Fact 192 Ballard Ct., Suite 400 Virginia Beach, Va 23462-6538	Leased	0.175%	0.1405
Natalie S. McKenry Callis C/O James R. McKenry, Atty-in-Fact 192 Ballard Ct., Suite 400 Virginia Beach, Va 23462-6538	Leased	0.263%	0.2107
Michelle McKenry Webb C/O James R. McKenry, Atty-in-Fact 192 Ballard Ct., Suite 400 Virginia Beach, Va 23462-6538	Leased	0.088%	0.0702
Grover Ira Brown 255 G.I. Brown Road Cedar Bluff, Va 24609	Leased	0.526%	0.4214
Sarah Arlene Brown Buchanan 50 Cricket Lane Cedar Bluff, Va 24609	Leased	0.526%	0.4214

Charles M. Grove, Jr. 881 Rockland Road Front Royal, Va 22630	Leased	0.175%	0.1405
Shirley G. Singhas 305 Duncan Avenue Front Royal, Va 22630	Leased	0.175%	0.1405
Doris Singhas 72 Lime Marl Lane Berryville, Va 22611	Leased	0.350%	0.2809
Buford E. Steele P.O. Box 420 Front Royal, VA 22630	Leased	0.175%	0.1405
Mary Steele Carter 284 W. Strasburg Road Front Royal, VA 22630	Leased	0.175%	0.1405
Virginia Lorraine Palmer 26068 NC HWY 8 Denton, NC 27239	Leased	0.010%	0.00804
Benjamin Patton Brown 72 Beths Lane Cedar Bluff, Va 24609	Leased	0.010%	0.00804
Charles Henry Brown 14376 Peaceful Valley Road Abingdon, Va 24210	Leased	0.010%	0.00804
E.L. Brown, Jr. Route 3 Box 144 Tazewell, Va 24651	Leased	0.010%	0.00804
William David Brown 609 Fulton Street Millville, NJ 08332	Leased	0.010%	0.00804
Nora Kathryn Damron Drawer 540 Cedar Bluff, Va 24609	Leased	0.025%	0.0201
Brenda Owens Brown Address Unknown	Leased	0.050%	0.0401
Roxie Virginia Witt Brown Route 3, Box 220 Cedar Bluff, Va 24609	Leased	0.025%	0.0201
Robert W. Short 6815 Tinkerdale Road Roanoke, VA 24019	Leased	0.175%	0.1405
Martha Brown Short 6815 Tinkerdale Road Roanoke, VA 24019	Leased	0.876%	0.7024
Joseph B. Martin, Jr. 3844 Tangle Oak Drive Clemmons, NC 27102	Leased	0.350%	0.2809
Morris Richard Lee 1072 Ascue Road Cedar Bluff, Va 24609	Leased	0.350%	0.2809

	Glenn Taylor PO Box 103 Rosedale, Va 24260	Leased	0.701%	0.5619
	Barbara Taylor Pauley PO Box 767 Rosedale, Va 24260	Leased	0.701%	0.5619
	Eldridge Brown Co. c/o Gertrude Brown 209 Altizer Street Richlands, Va 24641	Leased	7.210%	5.7792
2	LBR Holdings, LLC PO Box 22427 Lexington, KY 40522-2427	*Leased (Equitable Prod. Co.)	54.89%	43.990
3	Scott Cole PO Box 148 Tazewell, VA 24651	Leased	7.26%	5.820

Totals

Total Percentage Leased to AEI	45.11%
Total Percentage Unleased	54.89%
	<u>100.00%</u>
Total Acreage Leased AEI	36.16
Total Acreage Unleased	<u>43.99</u>
	80.15

EXHIBIT "B"
AE-241 (F-33)

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
		<u>Coal Estate Only</u>		
1	P. J. Brown Heirs Lynn A. Lawson 319 Tazewell Avenue Richlands, Va 24641	Leased	37.85% 1.577%	30.34 1.2644
	J.R. Mullins, Jr. 220 Litton Avenue Richlands, VA 24641	Leased	1.577%	1.2644
	Susan G. Maynard 326 Whitehead Street Key West, FL 33040	Leased	1.577%	1.2644
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	Waban Page Carter 1303 McDowell Drive Greensboro, NC 27408	Leased	Remainder	
	Johnnye Juan Carter Letterman 3104 Watauga Drive Greensboro, NC 27410	Leased	Remainder	
	Toni Baetz McGowan 1916 Trumbell Drive Dunwoody, GA 30338	Leased	Remainder	
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2	LBR Holdings, LLC PO Box 22427 Lexington, KY 40522-2427	*Leased (Geomet Operating Co.)	54.89%	43.99
3	Scott Cole PO Box 148 Tazewell, VA 24651	Leased	7.26%	5.82

Geomet Operating Company
Attn: Mr. Joey Stephenson, Land Manager
5336 Stadium Trace Parkway
Birmingham, AL 35244

Totals

Total Percentage Leased to AEI	36.12%
Total Percentage UnLeased	63.88%
	100.00%

Total Acreage Leased AEI	28.95
Total Acreage UnLeased	51.20
	80.15

Exhibit E
AE-241 (F-33)
Revised 8/24/09

<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>				
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2	LBR Holdings, LLC PO Box 22427 Lexington, KY 40522-2427	*Leased (Equitable Prod. Co.)	54.89%	43.990

OR

<u>Coal Estate Only</u>				
1	Brenda Owens Brown Address Unknown	Leased	0.050%	0.0401
2	LBR Holdings, LLC PO Box 22427 Lexington, KY 40522-2427	*Leased (Geomet Operating Co.)	54.89%	43.99