

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

IN RE:

SUPPLEMENTAL ORDER REGARDING DOCKET NO. VGOB-09-0818-2586
ELECTIONS: V-530051
(hereinafter "Subject Drilling Unit")

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 December 19, 2011, and recorded in Deed Book 493, Page 463 in the Office of the Clerk of the Circuit Court for Dickenson County, Virginia on January 23, 2012, (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 May 29, 2012, disclosing that it mailed a copy of the Board's Order to the Respondents;
 - (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 May 29, 2012, 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-530051.
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 _____ day of _____, 2012,
by a majority of the Virginia Gas and Oil Board.

Chairman, Bradley C. Lambert

DONE AND PERFORMED this _____ day of _____, 2012,
by the Order of this Board.

Rick Cooper
Principal Executive to the Staff
Virginia Gas and Oil Board

STATE OF VIRGINIA)
COUNTY OF RUSSELL)

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

My commission expires: _____

VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

IN RE: Application of Range Resources-Pine Mountain. Inc, for the Forced Pooling of Interests in V-530051, Docket No. VGOB-09-0818-2586 in the Ervinton District, Duty 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 December 19, 2011, 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 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, if known and locatable, 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:

<u>Owner</u>	<u>Tract</u>	<u>Election</u>	<u>Interest in Unit</u>
Richard Pobst & Katherine Pobst	4	Carried Paragraph 9.3	0.03281250

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:

None

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>Owner:</u>	<u>Tract:</u>	<u>Interest in Unit:</u>
^{W.} Kenneth Kowalski	4	0.52500000
Michael M. McFarlane	4	0.00820313
Michael Ratliff	4	0.00410156
Gregory A. Vandyke Ajala M. Vandyke	4	0.00117188
Jennifer R. Vandyke	4	0.00117188
Donna M. Wheeler	4	0.00117188
Beth A. Fish	4	0.00117188

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 oil and gas rights, interests and claims shall be deemed to have leased to Applicant/Designated Operator pursuant to and in accordance with Paragraph 10 of the Board Order dated December 19, 2011:

See Revised Exhibit B-3

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

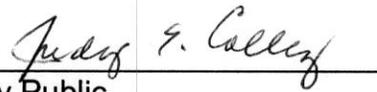
None

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 is 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 29th day of May, 2012.


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 29th day of May, 2012.


Notary Public

My commission expires: 11-20-2013



Exhibit "B-3" - Unleased Owners
V-530051 Revised 5/29/2012

Tract	Lessor	Lease Status	Interest Within Unit	Gross Acreage in Unit
	Gas Estate Only			
3	Eivens Tiller Heirs Tax Card ID - Minerals Only			
	Patsy Barton P.O. Box T Haysi, VA 24256	Unleased	0.54200000	0.61066667
	Peggy Barton P.O. Box 175 Bee, VA 24217	Unleased	0.10840000	0.12213333
	Steve R. Barton P.O. Box 234 Haysi, VA 24256	Unleased	0.10840000	0.12213333
	Chandra Cheryl Bostic & Kenny Bostic, W/H HC 4 Box 278 Bee, VA 24217	Unleased	0.10840000	0.12213333
	Ricky Lane Barton & Pam Agnus Barton, H/W Box 242 Mack's Hollow Haysi, VA 24256	Unleased	0.10840000	0.12213333
	Terry Lorenzen Barton and Barbara Gayle Barton, H/W P.O. Box 499 Haysi, VA 24256	Unleased	0.10840000	0.12213333
	Louise B. Compton and James I. Compton, W/H 118 Graham Robinson Rd. Max Meadows, VA 24360	Unleased	0.54200000	0.61066667
	Mickey W. Barton and Becky Barton, H/W 3204 Indian Creek Bee, VA 24217-9603	Unleased	0.27100000	0.30533333
	Wrenda Joetta Barton P.O. Box 444 Davenport, VA 24239	Unleased	0.27100000	0.30533333

	Donna Tiller Sizemore and Roger Sizemore, W/H 24107 Watauga Rd. Abingdon, VA 24211	Unleased	0.18066667	0.20355556
4	S. J. Tiller Heirs Tax Card ID - Minerals Only			
	Kenneth W. Kowalski 11550 Country Road 26-1 Fayette, OH 43521	Unleased	0.52500000	0.59187500
	Geoffrey Ottaway Martha Ottoway 528 Flintlock Roanoke, VA 24018	Unleased	0.00410156	0.00462402
	Sandra M. Shankin Kenneth Shankin 9990 Webb Wales Township, MI 48027-1104	Unleased	0.00410156	0.00462402
	Avis L. Ratliff Janet L. Ratliff Route 1, Box 366 Vansant, VA 24656-9723	Unleased	0.00156250	0.00176153
	Judy P. Ratliff Route 1, Box 366 Vansant, VA 24656-9723	Unleased	0.00156250	0.00176153
	Martin E. Ratliff Route 1, Box 366 Vansant, VA 24656-9723	Unleased	0.00156250	0.00176153
	Rocky Ratliff Darlene Ratliff Route 1, Box 366 Vansant, VA 24656-9723	Unleased	0.00156250	0.00176153
	Janet D. Willis Dane t. Willis 2585 Southwest Blvd. Grove City, OH 43123-2169	Unleased	0.01640625	0.01849609
	Christopher Vandyke 766 Highland Hill Court St. Peters, MO 63376-2675	Unleased	0.00117188	0.00132115
	Paul Vandyke 3785 Westbrook	Unleased	0.00117188	0.00132115

Hillard, OH 430206-1644

Jerry D. Perkins Betty Perkins Route 1, Box 421 Vansant, VA 24656-9725	Unleased	0.00535714	0.00603954
Clayton K. Perkins Audrey Ann Perkins Route 1, Box 104 Vansant, VA 24656-9703	Unleased	0.00535714	0.00603954
Lorn Lee Lockhart 67 Southview Street Buchanan, VA 24066-5116	Unleased	0.01875000	0.02113839
Edna K. Owens P.O. Box 609 Vansant, VA 24656-0609	Unleased	0.03750000	0.04227679
Marla Jackson William M. Jackson 1730 Brunswick Drive Blacksburg, VA 24060-1988	Unleased	0.00437500	0.00493229
William L. Tiller Heirs (unknown)	Unleased	0.13125000	0.14796875
Hiram Tiller Heirs (unknown)	Unleased	0.13125000	0.14796875
Roger Combs JoAnn Combs 1053 Beagle Lane Fries, VA 24330	Unleased	0.01875000	0.02113839
Kevin Combs Fawn Combs 124 Feimster Street Statesville, NC 28677-5204	Unleased	0.01875000	0.02113839
Rick Combs Cathy Combs 7374 Strain Avenue Mechanicsville, VA 23111	Unleased	0.01875000	0.02113839
Jearleen Combs PO Box 292 Galax, VA 24333-2322	Unleased	0.01875000	0.02113839
Billy Wayne Martin 27 Sacramento Drive Spt. 41 Hampton, VA 23666-1666	Unleased	0.00937500	0.01056920

Dewey Tiller Heirs (unknown)	Unleased	0.13125000	0.14796875
John Mickles 110 Byrd Creek Road Sneedville, TN 37869	Unleased	0.01458333	0.01644097
Rodney Younce Karen M. Younce 7938 Cranes Nest Road Coeburn, VA 24230-5009	Unleased	0.01458333	0.01644097
David Martin 58204 Elm Street Plaquemine, LA 70764	Unleased	0.04375000	0.04932292
Mike Martin P.O. Box 304 Castlewood, VA 24224	Unleased	0.04375000	0.04932292
George W. Linkous Barbara A. Linkous 214 Ivy Drive Simpsonville, SC 29680	Unleased	0.03281250	0.03699219
Regina Wright 713 Babcock Road Rustburg, VA 24588	Unleased	0.03281250	0.03699219
Ellen Tiller Heirs (unknown)	Unleased	1.05000000	1.18375000
Patsy Barton P.O. Box T Haysi, VA 24256	Unleased	0.03500000	0.03945833
Peggy Barton P.O. Box 175 Bee, VA 24217	Unleased	0.00700000	0.00789167
Steve R. Barton P.O. Box 234 Haysi, VA 24256	Unleased	0.00700000	0.00789167
Chandra Cheryl Bostic Kenny Bostic, W/H HC 4 Box 278 Bee, VA 24217	Unleased	0.00700000	0.00789167
Ricky Lane Barton & Pam Agnus Barton, H/W Box 242 Mack's Hollow Haysi, VA 24256	Unleased	0.00700000	0.00789167

Terry Lorenzen Barton and Barbara Gayle Barton, H/W P.O. Box 499 Haysi, VA 24256	Unleased	0.00700000	0.00789167
Louise B. Compton and James I. Compton, W/H 118 Graham Robinson Rd. Max Meadows, VA 24360	Unleased	0.03500000	0.03945833
Mickey W. Barton and Becky Barton, H/W 3204 Indian Creek Bee, VA 24217-9603	Unleased	0.01750000	0.01972917
Wrenda Joetta Barton P.O. Box 444 Davenport, VA 24239	Unleased	0.01750000	0.01972917
Donna Tiller Sizemore and Roger Sizemore, W/H 24107 Watauga Rd. Abingdon, VA 24211	Unleased	0.01166667	0.01315278
Cecil Rose Virginia W. Rose P.O. Box 3117 3912 Inwood Drive Kingsport, TN 37664	Unleased	0.01750000	0.01972917
E. L. Rose 106 Lytham Smithfield, VA 23430-6991	Unleased	0.01750000	0.01972917
D. G. Rose Shirley Rose 65 Middle Ridge Road Sylva, NC 28779-8217	Unleased	0.01750000	0.01972917
Samuel J. Rose Heirs (unknown)	Unleased	0.21000000	0.23675000
Fred Rose Marilyn A. Rose 5818 Wilmington Pike PMG 110 Centerville, OH 45459	Unleased	0.10500000	0.11837500
Glen Rose Kathy Rose 11968 Hartman Road Brookville, OH 45309	Unleased	0.10500000	0.11837500

Betty Rose 5001 Old Jonesboro Road Bristol, TN 37620-5326	Unleased	0.07000000	0.07891667
Merle Boyd Maynard Boyd 1444 Bucks Drive Adamsville, AL 35005	Unleased	0.02333333	0.02630556
James Don Barton Leora Faye Barton 2050 Jerry's Run Road Apple Grove, WV 25502	Unleased	0.00388889	0.00438426
Sandy Campbell Scott Campbell Route 1, Box 42 Cleveland, VA 24225	Unleased	0.00388889	0.00438426
Lowell Barton (unknown)	Unleased	0.02333333	0.02630556
Michael Wayne Barton Karen F. Barton 4689 Plank Road Dillwyn, VA 23936	Unleased	0.01166667	0.01315278
Kevin Dale Barton Faye G. Barton 3575 Huguenot Trail Powhatan, VA 23139	Unleased	0.01166667	0.01315278
Farley H. Tiller 270 Courthouse Road Princeton, WV 24740-2433	Unleased	0.13125000	0.14796875
Lois G. Wark Thomas Edison Wark 6600 Vista Del Reino Las Cruces, NM 88007	Unleased	0.04375000	0.04932292
Joyce Dale Foronda Alexander Theodor Foronda 330 West Ft. Morgan Road Apt. 4G Gulf Shores, AL 36542-4429	Unleased	0.04375000	0.04932292
Leslie Ann Sanderson Patrick Nicholas Sanderson 108 Snow Camp Drive Cary, NC 27519	Unleased	0.02187500	0.02466146
William F. Sanderson, Jr.	Unleased	0.02187500	0.02466146

Kari Lee Sanderson 3261 Pikewood Court Commerce Township, MI 48382			
Richard Lee Duty Dorothy J. Duty 100 E Oxford Newberg, OR 97132-6070	Unleased	0.06562500	0.07398438
Lillian Duty Ludkowski 1135 E Prairie Ave. Des Plaines, IL 60016	Unleased	0.06562500	0.07398438
Wiley Mason Tiller Linda R. Tiller 122 Colony Drive Edenton, NC 27932-9275	Unleased	0.02625000	0.02959375
Brenda Menchaca P.O. Box 2323 Hallendale, FL 33008-2323	Unleased	0.02625000	0.02959375
Dean A. Tiller Kathy R. tiller 2741 Colonial Drive Suffolk, VA 23435	Unleased	0.02625000	0.02959375
Dale Tiller 2605 Centerville Turnpike S Chesapeake, VA 23322-1957	Unleased	0.02625000	0.02959375
Richard Eugene Patterson 38140 Tamarac Blvd, Apt 101-N Willoughby, OH 44094	Unleased	0.04375000	0.04932292
Donald Lee Clevenger (unknown)	Unleased	0.04375000	0.04932292
David Wayne Clevenger (unknown)	Unleased	0.04375000	0.04932292
Gary Wayne Tiller Kathleen Perry Tiller 19 Cross road Waterford, CT 06385-1623	Unleased	0.03281250	0.03699219
Michael Lee Tiller 6446 Swiss Garden Road Temperance, MI 48182-1018	Unleased	0.03281250	0.03699219
Karen Ann Schmidt Raymond D. Schmidt 13719 Ridgeville Road Ottawa Lake, MI 49267-9310	Unleased	0.03281250	0.03699219

	Pamela Sue Rowan Joseph Patrick Roway 12137 Township Road 40 Findlay, OH 45840-8906	Unleased	0.03281250	0.03699219
	Richard Pobst Katherine Pobst 1024 Oxford Drive Saint Augustine, FL 32084-1821	Unleased	0.03281250	0.03699219
	Catherine Pobst c/o Lynn Quick 111 Postelle Street Cartersville, GA 30120	Unleased	0.03281250	0.03699219
	Conley Mac Damron Susan O. Damron 3108 Rendale Avenue Richmond, VA 23221-3918	Unleased	0.13125000	0.14796875
	Robert K. Sutherland P.O. Box J Haysi, VA 24256	Unleased	0.02625000	0.02959375
	Mary Sue Sutherland Craft Larry N. Craft 72 Windy Lane Pawley's Island, SC 29585-6117	Unleased	0.03500000	0.03945833
	Karen Joyce Helmandollar Kevin Helmandollar P.O. Box 906 Cedar Bluff, VA 24609	Unleased	0.03281250	0.03699219
9	J.B. Tiller Heirs Tax Card ID - Minerals Only			
	Donna Tiller Sizemore & Roger Sizemore, W/H 24107 Watauga Road Abingdon, VA 24211	Unleased	0.01400000	0.01600000
	Michael Tiller 3300 3rd Street Fort Worth, TX 76108	Unleased	0.00466667	0.00533333
10	Eivens Tiller Heirs Tax Card ID - Minerals Only			
	Patsy Barton	Unleased	0.07800000	0.08800000

P.O. Box T Haysi, VA 24256			
Peggy Barton P.O. Box 175 Bee, VA 24217	Unleased	0.01560000	0.01760000
Steve R. Barton P.O. Box 234 Haysi, VA 24256	Unleased	0.01560000	0.01760000
Chandra Cheryl Bostic & Kenny Bostic, W/H HC 4 Box 278 Bee, VA 24217	Unleased	0.01560000	0.01760000
Ricky Lane Barton & Pam Agnus Barton, H/W Box 242 Mack's Hollow Haysi, VA 24256	Unleased	0.01560000	0.01760000
Terry Lorenzen Barton and Barbara Gayle Barton, H/W P.O. Box 499 Haysi, VA 24256	Unleased	0.01560000	0.01760000
Louise B. Compton and James I. Compton, W/H 118 Graham Robinson Rd. Max Meadows, VA 24360	Unleased	0.07800000	0.08800000
Mickey W. Barton and Becky Barton, H/W 3204 Indian Creek Bee, VA 24217-9603	Unleased	0.03900000	0.04400000
Wrenda Joetta Barton P.O. Box 444 Davenport, VA 24239	Unleased	0.03900000	0.04400000
Donna Tiller Sizemore and Roger Sizemore, W/H 24107 Watauga Rd. Abingdon, VA 24211	Unleased	0.02600000	0.02933333
TOTAL GAS ESTATE		6.86942436	7.74340579