

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 10/05/18-2705

ELECTIONS, UNIT: VCI-538710

(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 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 November 3, 2010, and recorded in Instrument # 100003115 in the Office of the Clerk of Circuit Court, Buchanan County, Virginia on November 17, 2010, (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 December 22, 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 February 14, 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 3 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 3rd 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 3rd 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 EQT Production Company, for Forced Pooling of Interests in Unit Number VCI-538710 VGOB Docket No. VGOB-10/05/18-2705 in the Prater 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 November 3, 2010, by the Virginia Gas and Oil Board regarding the captioned coalbed methane 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 November 17, 2010.
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 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:

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.

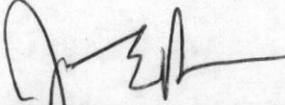
NONE

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.

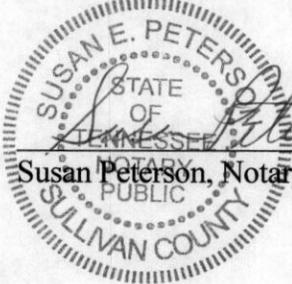
Dated at Kingsport, Tennessee, this 14th day of February, 2011.



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 14th day of February, 2011.



Susan Peterson, Notary

My commission expires: October 24, 2012.

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SUPPLEMENT 'B'
VCI-538710
 CREATED 05/27/2010

<u>TRACT</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>					
1	Gallie Friend, Trustee Yellow Poplar Lumber Company Unknown/Unlocatable	Unleased	23.92000000%	14.0400	0.02990000
EQT Production Company					0.20930000
Tract 1 Totals			0.23920000	14.0400	0.23920000
2	Willard Newberry and Audrey Newberry, h/w Route 1 Box 482 Vansant, VA 24656	Leased 243343	59.57000000%	34.9700	0.07446250
EQT Production Company					0.52123750
Tract 2 Totals			0.59570000	34.9700	0.59570000
3	Mary L. McGlothlin 453 Farmland Drive Lebanon, VA 24266	Unleased	16.51000000%	9.6900	0.02063750
EQT Production Company					0.14446250
Tract 3 Totals			0.16510000	9.6900	0.16510000
Total Gas Estate			100.00000000%	58.7000	1.00000000
Percentage of Unit Leased			59.57000000%		
Percentage of Unit Unleased			40.43000000%		
Acreage in Unit Leased				34.9700	
Acreage in Unit Unleased				23.73000000	
<u>COAL ESTATE ONLY</u>					
1	Range Resources-Pine Mountain, Inc. Attn: Jerry Grantham P.O. Box 2136 Abingdon, VA 24212	Leased 906889 T2-42	23.92000000%	14.0400	0.02990000 RI
EQT Production Company					0.20930000 WI
Tract 1 Totals			0.23920000	14.0400	0.23920000
2	Range Resources-Pine Mountain, Inc. Attn: Jerry Grantham P.O. Box 2136 Abingdon, VA 24212	Leased 906889	59.57000000%	34.9700	0.07446250 RI
EQT Production Company					0.52123750 WI
Tract 2 Totals			0.59570000	34.9700	0.59570000
3	Range Resources-Pine Mountain, Inc. Attn: Jerry Grantham P.O. Box 2136 Abingdon, VA 24212	Leased 906889	16.51000000%	9.6900	0.02063750 RI
EQT Production Company					0.14446250 WI
Tract 3 Totals			0.16510000	9.6900	0.16510000
Total Coal Estate			100.00000000%	58.7000	1.00000000
Percentage of Unit Leased			100.00000000%		
Percentage of Unit Unleased			0.00000000%		
Acreage in Unit Leased				58.70000000	
Acreage in Unit Unleased				0.00000000	

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EXHIBIT "B-3"
VCI-538710

<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>		
1	Gallie Friend, Trustee Yellow Poplar Lumber Company Unknown/Unlocatable	Unleased	23.92000000%	14.0400
3	Mary L. McGlothin 453 Farmland Drive Lebanon, VA 24266	Unleased	16.51000000%	9.6900
	TOTAL GAS ESTATE		40.43000000%	23.7300

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EXHIBIT "E"
VCI-538710

<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>				
1	Gallie Friend, Trustee Yellow Poplar Lumber Company Unknown/Unlocatable	Unleased	23.92000000%	14.0400
2	Willard Newberry and Audrey Newberry, h/w Route 1 Box 482 Vansant, VA 24656	Leased 243343	59.57000000%	34.9700
3	Mary L. McGlothlin 453 Farmland Drive Lebanon, VA 24266	Unleased	16.51000000%	9.6900
Total Gas Estate			100.00000000%	58.7000
<u>COAL ESTATE ONLY</u>				
1	Range Resources-Pine Mountain, Inc. Attn: Jerry Grantham P.O. Box 2136 Abingdon, VA 24212	Leased 906889 T2-42	23.92000000%	14.0400
2	Range Resources-Pine Mountain, Inc. Attn: Jerry Grantham P.O. Box 2136 Abingdon, VA 24212	Leased 906889	59.57000000%	34.9700
3	Range Resources-Pine Mountain, Inc. Attn: Jerry Grantham P.O. Box 2136 Abingdon, VA 24212	Leased 906889	16.51000000%	9.6900
Total Coal Estate			100.00000000%	58.7000

INSTRUMENT #110002066
RECORDED IN THE CLERK'S OFFICE OF
BUCHANAN COUNTY ON
AUGUST 24, 2011 AT 02:44PM

BEVERLY S. TILLER, CLERK
RECORDED BY: SLB

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Hagy, Sharon (DMME)

From: VITASHARE System [vitashare@vita.virginia.gov]
Sent: Friday, September 30, 2011 10:53 AM
To: Hagy, Sharon (DMME)
Subject: Status Change for Transaction C2BYRBY13YRU7I0M

Sharon Hagy,
The status for your job id C2BYRBY13YRU7I0M, has changed to 'sep@wilhoitandkaiser.com
downloaded the file(s) '.
You can view your job here
<<https://vitashare.vita.virginia.gov/fcweb/viewJobLink.do?JOBIDX=C2BYRBY13YRU7I0M>> .

Date: Fri, Sep 30, at 10:47

Transaction Details:

Acknowledge Security Policy: I understand that this system is not intended for sensitive data.

Recipient's Email example- user1@virginia.gov, user2@virginia.gov:

ATolman@eqt.com, gloria.clark@dmme.virginia.gov, KShannon@eqt.com, sep@wilhoitandkaiser.co

m

Message - Describe file attachment: Please see the recorded orders for the following dockets: 1919 2150 2252 2644 2705 2706 2856 2858 Let me know if you are unable to download the files. Thank you, Sharon Hagy sharon.hagy@dmme.virginia.gov

Notify me when the file is downloaded?: Yes

Pin: 61109

Files:

- 2858_Pooling-Original.tif
- 2856_Pooling-Original.tif
- 2706_Supplemental-Original.tif
- 2705_Supplemental-Original.tif
- 2644_Supplemental-Original.tif
- 2252_Supplemental-Original.tif
- 2150_Supplemental-Original.tif
- 1919_Supplemental-Original.tif