

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-10-0720-2767
ELECTIONS: V-530229
(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 4, 2012, and recorded in Deed Book 503, Page 779 in the Office of the Clerk of the Circuit Court for Dickenson County, Virginia on February 19, 2013, (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 March 8, 2013, disclosing that it mailed a copy of the Board's Order to the Respondents listed therein;
 - (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 April 29, 2013, in accordance with § 7.0C 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, 38 East Valley Drive, Bristol, Virginia 24201; Tel: (276) 466-9222; 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 not required with regard to V-530229.
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 6 day of November, 2013 by a majority of the Virginia Gas and Oil Board.



Chairman, Bradley C. Lambert

DONE AND PERFORMED this 6 day of November, 2013 by Order of the Virginia Gas and Oil Board.



Rick Cooper
Principal Executive to the
staff, Virginia Gas and Oil Board

COMMONWEALTH OF VIRGINIA
COUNTY OF RUSSELL

Acknowledged on this 6th day of November, 2013, 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 the Chairman of the Virginia Gas and Oil Board and 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 was authorized to do so.


Diane J. Davis, Notary Public
174394

My Commission expires: September 30, 2017



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-530229, Docket No. VGOB-10-0720-2767 in the Keriady District, St. Paul 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 4, 2012, 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 within seven (7) days of the receipt of an executed and recorded 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, 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:

None

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:

None

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 4, 2012:

See Exhibit B-3

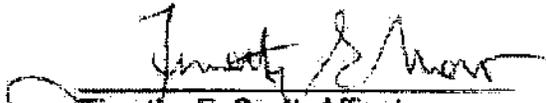
10. The Designated Operator requests that the following persons be dismissed as Respondents:

None

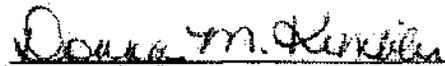
That pursuant to the provisions of 4VAC 25-160.70.A.10 and .C and VAC 25-160-80, annexed hereto and incorporated herein is a proposed supplemental order to

be entered to complete the record regarding elections; that said annexed supplemental order sets forth that the services of the Escrow Agent is not required in this matter pursuant to the terms of §§ 45.1-361.21.D and 45.1-361.22.A.3 and .4.

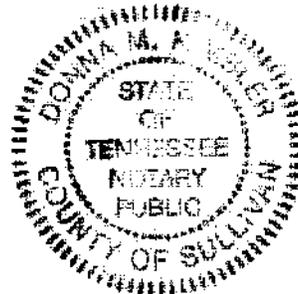
Dated at Kingsport, Tennessee, this 29th day of April, 2013.


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 April, 2013.


Notary Public

My commission expires: 11-20-2013



[f:\msword2000\pinemountainoilandgas\pooling\V-530229_supporder&aff]

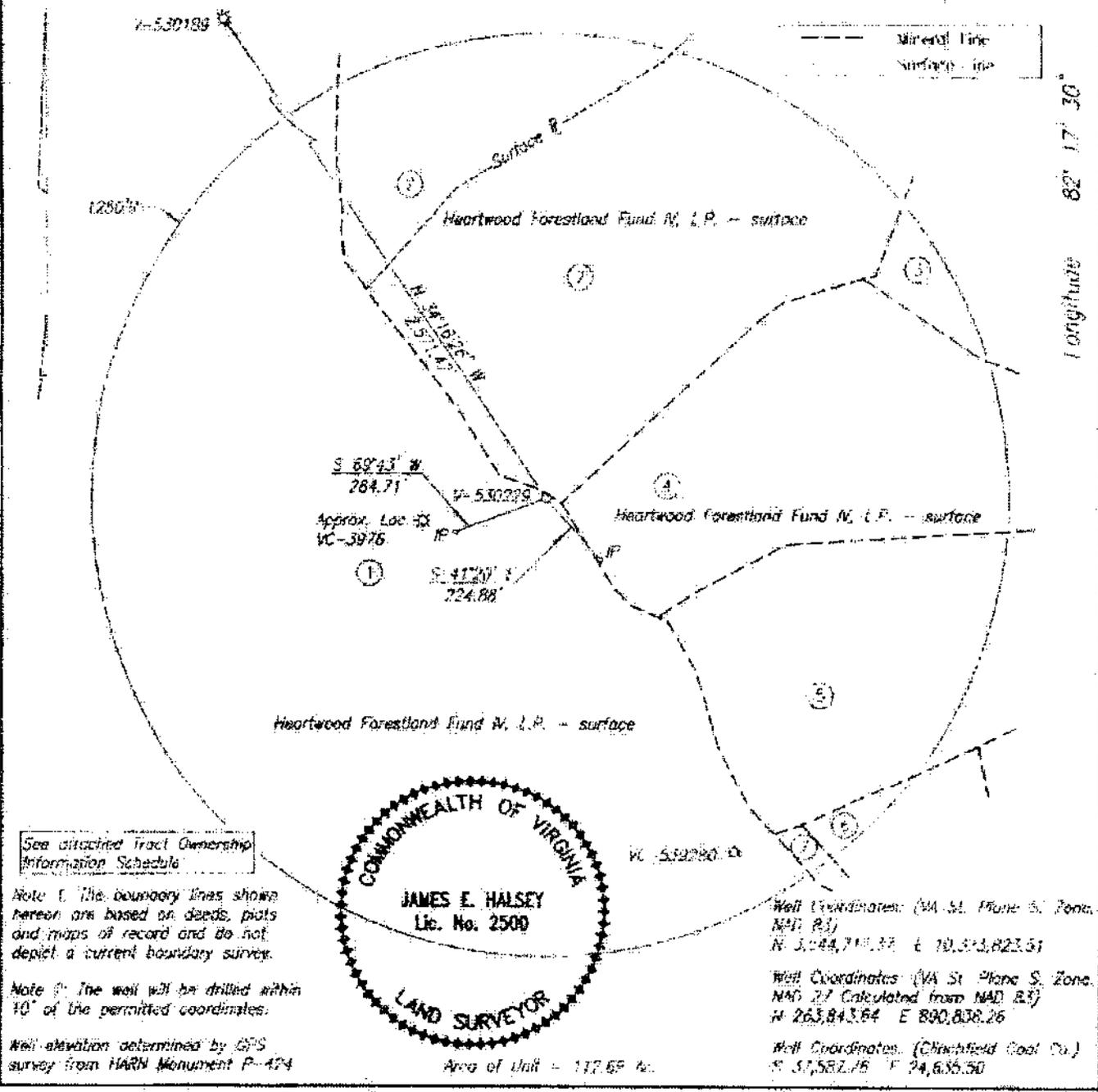
2,075'

Well Coordinates: (Geographic N27)
N 36.996715° -87.798975°

Latitude 37° 00' 00"

Approx. Loc.
VC-530213

1,195'

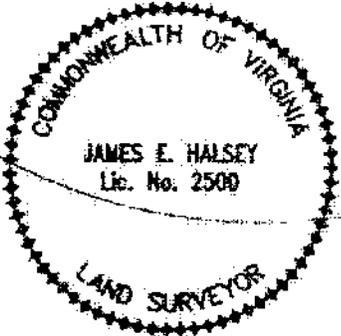


See attached Tract Ownership Information Schedule

Note 1: The boundary lines shown herein are based on deeds, plats and maps of record and do not depict a current boundary survey.

Note 2: The well will be drilled within 10' of the permitted coordinates.

Well elevation determined by GPS survey from HARN Monument P-474



Area of Unit = 117.69 Ac.

Well Coordinates: (VA St. Plane S. Zone, NAD 83)
N 3,044,710.33 E 10,313,823.51

Well Coordinates: (VA St. Plane S. Zone, NAD 83) Calculated from NAD 83
N 263,843.54 E 890,838.26

Well Coordinates: (Chickfield Coal Co.)
S 3,7582.75 E 24,635.50

WELL LOCATION PLAT

COMPANY Range Resources Pine Mountain, Inc. WELL NAME AND NUMBER VC-530229
 TRACT NO. Is. No. 906889/T-529 ELEVATION 2,759.73' QUADRANGLE St. Paul
 COUNTY Dickenson DISTRICT Kenady SCALE 1" = 400' DATE 4-19-2010
 This Plat is a new plat, an updated plat, or a final location plat

Denotes the location of a well on United States 24,000, latitude and longitude lines being reprojected

Exhibit A

James E. Halsey
 Licensed Professional Engineer

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DB 513 PG 143

BK 50378 781

V-330229 FLAT

TRACT OWNERSHIP INFORMATION SCHEDULE

3/11/2010

1. Lease No. 906889 / T-525
Dawson Coal & Coke Co.
4,014 Acres (P/O 6,000 Acres)
ACIN LLC - coal
Alpha Land & Reserves LLC - coal lessee
WBRD LLC - coal
Dickenson-Russell Coal company LLC - coal lessee
Range Resources-Pine Mountain, Inc. - oil & gas
Gas 56.01 Ac. 49.70%
2. Lease No. 906889 / T-105
Laban Phillips
175.32 Acres
ACIN LLC - coal
Alpha Land & Reserves LLC - coal lessee
WBRD LLC - coal
Dickenson-Russell Coal company LLC - coal lessee
Range Resources-Pine Mountain, Inc. - oil & gas
Gas 28.45 Ac. 25.25%
3. Lease No. 906889 / P/O of T2 - 185
G. H. Holbrook
3.09 Acres
ACIN LLC - coal
Alpha Land & Reserves LLC - coal lessee
WBRD LLC - coal
Dickenson-Russell Coal company LLC - coal lessee
Range Resources-Pine Mountain, Inc. - oil & gas
Gas 1.20 Ac. 1.06%
4. Lease No. 906889 / T-61
G. H. Holbrook
18 Acres
ACIN LLC - coal
Alpha Land & Reserves LLC - coal lessee
WBRD LLC - coal
Dickenson-Russell Coal company LLC - coal lessee
Range Resources-Pine Mountain, Inc. - oil & gas
Gas 14.84 Ac. 13.17%
5. Lease No. Unleased
Timothy Phillips et al 2/3 Interest - oil, gas & (CBM)
Cora Harmon Helms 1/3 Interest - oil, gas & (CBM)
16.00 Acres
Lease No. 906889 / T2-185
Brooks, Holbrook et al
60 Acres
ACIN LLC - coal
Alpha Land & Reserves LLC - coal lessee
WBRD LLC - coal
Dickenson-Russell Coal company LLC - coal lessee
Range Resources-Pine Mountain, Inc. - oil & gas
Gas 11.46 Ac. 10.17%
6. Lease No. 906889 / T-34
S. P. Dingus
6.38 Acres
ACIN LLC - coal
Alpha Land & Reserves LLC - coal lessee
WBRD LLC - coal
Dickenson-Russell Coal company LLC - coal lessee
Range Resources-Pine Mountain, Inc. - oil & gas
Gas 0.51 Ac. 0.45%
7. Lease No. 906889 / P/O of T2 - 185
Lundy Phillips
0.46 Acres
ACIN LLC - coal
Alpha Land & Reserves LLC - coal lessee
WBRD LLC - coal
Dickenson-Russell Coal company LLC - coal lessee
Range Resources-Pine Mountain, Inc. - oil & gas
Gas 0.22 Ac. 0.20%

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Exhibit "B-3" - Unleased Owners
 V-530229 Revised 8/17/2010

Tract	Lessor	Lease Status	Interest Within Unit	Gross Acreage In Unit
Gas Estate Only				
5	Tax Card ID -0596 Timothy Ross Phillips 2392 Phillips Hollow Dante, VA 24237	Unleased	2.26000000	2.54666667
	Michael Creed Phillips 2392 Phillips Hollow Dante, VA 24237	Unleased	2.26000000	2.54666667
	Crystal Denise Phillips 2392 Phillips Hollow Dante, VA 24237	Unleased	2.26000000	2.54666667
	Ethel Hammon Garner c/o Robert Garner 815 East Irving Park Road Streamwood, IL 60107	Unleased	0.84750000	0.95500000
	Kathy & Andreas Eliopoulos 2940 West Catalpa Ave. Chicago, IL 60625-5289	Unleased	0.42375000	0.47750000
	Christine Filus 1231 Lebanon Street Montgomery, IL 60538-1303	Unleased	0.42375000	0.47750000
	TOTAL GAS ESTATE		8.47500000	9.55000000

INSTRUMENT #130001600
 RECORDED IN THE CLERK'S OFFICE OF
 DICKENSON ON
 DECEMBER 19, 2013 AT 04:08PM

RICHARD W. EDWARDS, CLERK
 RECORDED BY: CJB