

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
ELECTIONS, UNIT: VCI-538311

DOCKET NO. VGOB 10/11/16-2859

(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 February 15, 2011, and recorded in Instrument # 110001206 in the Office of the Clerk of Circuit Court, Buchanan County, Virginia on May 20, 2011, (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 June 14, 2011, 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 January 16, 2012, 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 2 day of April, 2012, by a majority of the Virginia Gas and Oil Board.

Bradley C. Lambert
Chairman, Bradley C. Lambert

DONE AND PERFORMED this 2nd day of April, 2012, by Order of the Board.

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

STATE OF VIRGINIA
COUNTY OF RUSSELL

Acknowledged on this 2nd day of April, 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 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-538311 VGOB Docket No. VGOB-10/11/16-2859 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 February 15, 2011, 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 May 20, 2011.
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 16th day of January, 2012.

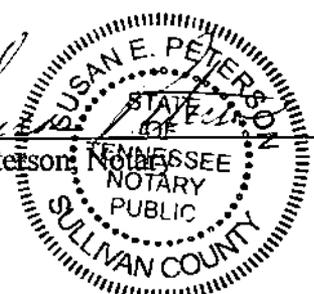


Affiant

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 16th day of January, 2012.



Susan Peterson, Notary


My commission expires: October 24, 2012.

Supplement "B"
VCI-538311
VGOB-10/11/16-2859
3/28/2011

<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	Hurley Ratliff 1058 Willie Road Vansant, VA 24656	Leased 950988	61.69000000%	36.25000000	0.07711250
	Barbara Crouse and Junior Crouse, W/H (Remainderman) 1104 Twin Branch road Grundy, VA 24614				
	Linda Duty and Kermit Duty, W/H (Remainderman) 2584 Hobbs Branch Road Grundy, VA 24614				
	EQT Production Company				0.53978750
Tract 1 Totals			61.69000000%	36.25000000	0.61690000
2	Range Resources-Pine Mountain, Inc. Attn: Jerry Grantham P.O. Box 2136 Abingdon, VA 24212	Leased 906889 T2-47	17.42000000%	10.24000000	0.02177500
	EQT Production Company				0.15242500
Tract 2 Totals			17.42000000%	10.24000000	0.17420000
3	Joseph Dewayne Tiller 1196 Mahogany Rd. Honaker, VA 24260-4221	Leased 909980	13.58700000%	7.98700000	0.01698375
	Fate Gains Compton 251 Decaur Road Stafford, VA 22554	Leased 909980	5.82300000%	3.42300000	0.00727875
	EQT Production Company				0.16983750
Tract 3 Totals			19.41000000%	11.41000000	0.19410000
4	Bobby Owens and Molly Owens, H/W P.O. Box 11 Haysi, VA 24256-0011	Unleased	0.82000000%	0.48000000	0.00102500
	EQT Production Company				0.00717500
Tract 4 Totals			0.82000000%	0.48000000	0.00820000
5	Lowell C. Compton and Patrica Compton, H/W 8240 Beatrice Street Westland, MI 48185	Leased 936511	0.66000000%	0.39000000	0.00082500
	EQT Production Company				0.00577500
Tract 5 Totals			0.66000000%	0.39000000	0.00680000
TOTAL GAS ESTATE			100.00000000%	58.77000000	1.00000000
Percentage of Unit Leased			99.18000000%		
Percentage of Unit Unleased			0.82000000%		
Acreage in Unit Leased				58.29000000	
Acreage in Unit Unleased				0.48000000	

Coal Estate Only

1	Range Resources-Pine Mountain, INC. Attn: Jerry Grantham P.O. Box 2136 Abingdon, VA 24212	Leased 906889 TC-230	61.69000000%	36.25000000	0.07711250	
EQT Production Company					0.53978750	
Tract 1 Totals				61.69000000%	36.25000000	0.61690000
2	Range Resources-Pine Mountain, INC. Attn: Jerry Grantham P.O. Box 2136 Abingdon, VA 24212	Leased 906889 T2-47	17.42000000%	10.24000000	0.02177500	
EQT Production Company					0.15242500	
Tract 2 Totals				17.42000000%	10.24000000	0.17420000
3	Range Resources-Pine Mountain, INC. Attn: Jerry Grantham P.O. Box 2136 Abingdon, VA 24212	Leased 906889 TC-230	19.41000000%	11.41000000	0.02426250	
EQT Production Company					0.16983750	
Tract 3 Totals				19.41000000%	11.41000000	0.19410000
4	Range Resources-Pine Mountain, INC. Attn: Jerry Grantham P.O. Box 2136 Abingdon, VA 24212	Leased 906889 TC-230	0.82000000%	0.48000000	0.00102500	
EQT Production Company					0.00717500	
Tract 4 Totals				0.82000000%	0.48000000	0.00820000
5	Range Resources-Pine Mountain, INC. Attn: Jerry Grantham P.O. Box 2136 Abingdon, VA 24212	Leased 906889 TC-230	0.66000000%	0.39000000	0.00082500	
EQT Production Company					0.00577500	
Tract 5 Totals				0.66000000%	0.39000000	0.00660000
TOTAL COAL ESTATE			100.00000000%	58.77000000	1.00000000	
Percentage of Unit Leased			100.00000000%			
Percentage of Unit Unleased			0.00000000%			
Acreage in Unit Leased				58.77000000		
Acreage in Unit Unleased				0.00000000		

EXHIBIT "B-3"

VCI-538311

10/21/2010

<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>			
4	Bobby Owens and Molly Owens, H/W P.O. Box 11 Haysi, VA 24256-0011	Unleased	0.82000000%	0.48000000
TOTAL UNLEASED GAS			0.82000000%	0.48000000

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EXHIBIT "E"

VCI-538311

1/13/2012

<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	Hurley Ratliff 1058 Willie Road Vansant, VA 24656	Leased 950988	61.69000000%	36.25000000
	Barbara Crouse and Junior Crouse, W/H (Remainderman) 1104 Twin Branch road Grundy, VA 24614			
	Linda Duty and Kermit Duty, W/H (Remainderman) 2584 Hobbs Branch Road Grundy, VA 24614			
3	Joseph Dewayne Tiller 1196 Mahagony Rd. Honaker, VA 24260-4221	Leased 909980	13.58700000%	7.98700000
	Fate Gains Compton 251 Decaur Road Stafford, VA 22554	Leased 909980	5.82300000%	3.42300000
4	Bobby Owens and Molly Owens, H/W P.O. Box 11 Haysi, VA 24256-0011	Unleased	0.82000000%	0.48000000
5	Lowell C. Compton and Patricia Compton, H/W 8240 Beatrice Street Westland, MI 48185	Leased 936511	0.66000000%	0.39000000
	Total		82.58000000%	48.53000000

EXHIBIT "E"

VCI-538311

1/13/2012

<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	Range Resources-Pine Mountain, INC. Attn: Jerry Grantham P.O. Box 2136 Abingdon, VA 24212	Leased 906889 TC-230	61.69000000%	36.25000000
3	Range Resources-Pine Mountain, INC. Attn: Jerry Grantham P.O. Box 2136 Abingdon, VA 24212	Leased 906889 TC-230	19.41000000%	11.41000000
4	Range Resources-Pine Mountain, INC. Attn: Jerry Grantham P.O. Box 2136 Abingdon, VA 24212	Leased 906889 TC-230	0.82000000%	0.48000000
5	Range Resources-Pine Mountain, INC. Attn: Jerry Grantham P.O. Box 2136 Abingdon, VA 24212	Leased 906889 TC-230	0.66000000%	0.39000000
Total			82.58000000%	48.53000000

INSTRUMENT #120000761
RECORDED IN THE CLERK'S OFFICE OF
BUCHANAN COUNTY ON
APRIL 23, 2012 AT 12:17PM

BEVERLY S. TILLER, CLERK
RECORDED BY: GGB

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