

Instrument Control Number

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000007 007-5 =

Commonwealth of Virginia  
Land Record Instruments  
Cover Sheet - Form A

INSTRUMENT #201102648  
RECORDED IN THE CLERK'S OFFICE OF  
WISE COUNTY ON  
OCTOBER 5, 2011 AT 03:58PM

[LS VLR Cover Sheet Agent 1.0.93]

J. JACK KENNEDY, JR., CLERK  
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Date of Instrument: [9/29/2011 ]

Instrument Type: [ORDER ]

Number of Parcels [ 3]

Number of Pages [ 21]

City  County  [Wise County ] (Box for Deed Stamp Only)

First and Second Grantors

Last Name	First Name	Middle Name or Initial	Suffix
[Virginia Gas and Oil Bo ]	[ ]	[ ]	[ ]
[ ]	[ ]	[ ]	[ ]

First and Second Grantees

Last Name	First Name	Middle Name or Initial	Suffix
<input type="checkbox"/> [Dingus ]	[Shelia ]	[Lynn Clark ]	[Remaindermerf ]
<input type="checkbox"/> [Minnix ]	[Oakley ]	[Wayne ]	[Estate ]

Grantee Address (Name) [EQT Production Company ]  
 (Address 1) [P. O Box 23536 ]  
 (Address 2) [ ]  
 (City, State, Zip) [Pittsburgh ] [PA ] [15222 ]  
 Consideration [0.00 ] Existing Debt [0.00 ] Assumption Balance [0.00 ]

Prior Instr. Recorded at: City  County  [Wise County ] Percent. in this Juris. [ 100 ]  
 Book [ ] Page [ ] Instr. No [ ]  
 Parcel Identification No (PIN) [ ]  
 Tax Map Num. (if different than PIN) [011524 ]  
 Short Property Description [ ]  
 Current Property Address (Address 1) [ ]  
 (Address 2) [ ]  
 (City, State, Zip) [ ] [ ] [ ]

Instrument Prepared By [DMME ]  
 Recording Paid for By [DMME ]  
 Return Recording To (Name) [Diane Davis ]  
 (Address 1) [DMME ]  
 (Address 2) [P. O. Drawer 159 ]  
 (City, State, Zip) [Lebanon ] [VA ] [24266 ]  
 Customer Case ID [11-01-25-2884 ] [ ] [ ]



Instrument Control Number

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Commonwealth of Virginia
Land Record Instruments
Continuation Cover Sheet
Form B

[LS VLR Cover Sheet Agent 1.0.93]

TAX EXEMPT
GRANTOR
GRANTEE
CORP

Date of Instrument: [9/29/2011 ]

Instrument Type: [ORDER ]

Number of Parcels [ 3]

Number of Pages [ 21]

City [ ] County [x] [Wise County ] (Box for Deed Stamp Only)

Grantors/Grantees/Parcel Continuation Form B

Table with 4 columns: Last Name, First Name, Middle Name or Initial, Suffix. Rows include Minnix, Mullins, Bentley, Hall, Dotson, Steinman, Willard, Bray, Bruce, Robinette.

Prior Instr. Recorded at: City [ ] County [x] [Wise County ] Percent. in this Juris. [ 100]

Book [ ] Page [ ] Instr. No [ ]

Parcel Identification No (PIN) [ ]

Tax Map Num. (if different than PIN) [011055 ]

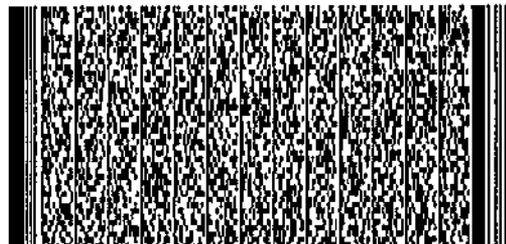
Short Property Description [ ]

[ ]

Current Property Address (Address 1) [ ]

(Address 2) [ ]

(City, State, Zip) [ ] [ ] [ ]



Instrument Control Number

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**Commonwealth of Virginia  
Land Record Instruments  
Continuation Cover Sheet  
Form B**

[ILS VLR Cover Sheet Agent 1.0.93]

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Date of Instrument: [9/29/2011 ]

Instrument Type: [ORDER ]

Number of Parcels [ 3]

Number of Pages [ 21]

City  County  [Wise County ] (Box for Deed Stamp Only)

**Grantors/Grantees/Parcel Continuation Form B**

Last Name	First Name	Middle Name or Initial	Suffix
<input type="checkbox"/>	[Maggard	][Becky	][Estate ]
<input type="checkbox"/>	[Wells	][John	][Estate ]
<input type="checkbox"/>	[Calhoun	][Roy	][Estate ]
<input type="checkbox"/>	[Calhoun	][Thomas	][Estate ]
<input type="checkbox"/>	[Moore	][Mildred	][Estate ]
<input type="checkbox"/>	[Welch	][Annetta	][ ]
<input type="checkbox"/>	[Welch	][Charles	][ ]
<input type="checkbox"/>	[Wilson	][Lillie	][Vamadis ]
<input type="checkbox"/>	[Calhoun	][Lillie	][Estate ]
<input type="checkbox"/>	[Calhoun	][John	][W ]
<input type="checkbox"/>	[Calhoun	][Ricky	][ ]
<input type="checkbox"/>	[Calhoun	][Kelly	][ ]
<input type="checkbox"/>	[Ross	][Thelma	][Estate ]
<input type="checkbox"/>	[Maggard	][Danny	][Nelson ]
<input type="checkbox"/>	[Maggard	][Shirley	][A ]
<input type="checkbox"/>	[Everett	][Arthur	][Estate ]

Prior Instr. Recorded at: City  County  [Wise County ] Percent. in this Juris. [ 100]

Book [ ] Page [ ] Instr. No [ ]

Parcel Identification No (PIN) [ ]

Tax Map Num. (if different than PIN) [011353 ]

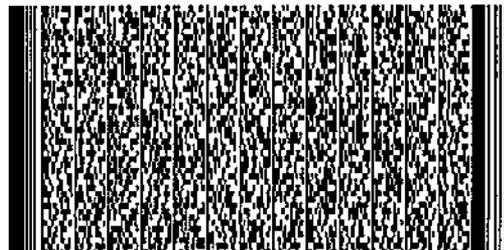
Short Property Description [Board Order 11-01-25-2884 ]

[ ]

Current Property Address (Address 1) [ ]

(Address 2) [ ]

(City, State, Zip) [ ] [ ] [ ]





INSTRUMENT PREPARED BY  
VIRGINIA GAS AND OIL BOARD

ORDER RECORDED UNDER CODE  
OF VIRGINIA SECTION 45.1-361.26

V I R G I N I A:

BEFORE THE VIRGINIA GAS AND OIL BOARD

APPLICANT: EQT Production Company ) VIRGINIA GAS  
) AND OIL BOARD  
RELIEF SOUGHT: POOLING OF INTERESTS IN A 320 )  
ACRE SQUARE HORIZONTAL DRILLING ) DOCKET NO.  
UNIT DESCRIBED IN EXHIBIT A HERETO ) VGOB-11/01/25-2884  
AND SERVED BY WELL NO. VH-531528 )  
(herein "Subject Drilling Unit") )  
PURSUANT TO VA. CODE §§ 45.1-361.20 )  
AND 45.1-361.21, FOR THE PRODUCTION )  
OF GAS OTHER THAN COALBED METHANE )  
GAS FROM SUBJECT FORMATIONS (herein )  
Referred to as "Conventional Gas" or )  
"Gas"); and DESIGNATE THE APPLICANT )  
AS THE UNIT OPERATOR FOR THE SUBJECT )  
HORIZONTAL DRILLING UNIT )  
)  
LEGAL DESCRIPTION: )  
)  
SUBJECT DRILLING UNIT SERVED BY WELL NUMBERED )  
VH-531528 (herein "Well") TO BE DRILLED IN )  
THE LOCATION DEPICTED ON EXHIBIT A HERETO, )  
Henry Hill Estate )  
Tract WI-44 )  
Norton QUADRANGLE )  
Gladeville MAGISTERIAL DISTRICT )  
WISE COUNTY, VIRGINIA )  
(the "Subject Lands" are more )  
particularly described on Exhibit A, )  
attached hereto and made a part hereof) )  
)  
TAX MAP IDENTIFICATIN NUMBERS: )  
)  
TAX MAP IDENTIFICATIN NUMBERS FOR ALL PARCELS )  
AFFECTED BY THIS ORDER ARE SHOWN ON EXHIBIT(S) )  
E, WHICH IS/ARE ATTACHED TO AND A PART )  
OF THIS ORDER. )

REPORT OF THE BOARD

FINDINGS AND ORDER

1. Hearing Date and Place: This matter came on for hearing before the Virginia Gas and Oil Board (hereafter "Board") at 9:00 a.m. on January 25, 2011, Conference Center at the Russell County Facility, Lebanon, Virginia.
2. Appearances: James E. Kaiser of Wilhoit and Kaiser, appeared for the Applicant; and Sharon B. Pigeon, Assistant Attorney General, was present to advise the Board.

3. Jurisdiction and Notice: Pursuant to Va. Code § 45.1-361.1 et seq., the Board finds that it has jurisdiction over the subject matter. Based upon the evidence presented by Applicant, the Board also finds that the Applicant has (1) exercised due diligence in conducting a meaningful search of reasonably available sources to determine the identity and whereabouts of each gas and oil owner, coal owner, or mineral owner having an interest in Subject Drilling Unit underlying and comprised of Subject Lands; (2) has represented to the Board that it has given notice to those parties (hereafter sometimes "person(s)" whether referring to individuals, corporations, partnerships, associations, companies, businesses, trusts, joint ventures or other legal entities) entitled by Va. Code § 45.1-361.19 to notice of the Application filed herein; and (3) that the persons set forth in their Application and Notice of Hearing have been identified by Applicant through its due diligence as Owners or Claimants of Conventional Gas interests underlying Subject Drilling Unit, including those set out in Exhibit B-3 who have not heretofore leased, sold or voluntarily agreed with the Applicant to pool their Gas interests in Subject Drilling Unit. Conflicting Gas Owners/Claimants in Subject Drilling Unit are listed on Exhibit E. Further, the Board has caused notice of this hearing to be published as required by Va. Code § 45.1-361.19.B. Whereupon, the Board hereby finds that the notices given herein satisfy all statutory requirements, Board rule requirements and the minimum standards of due process.

4. Amendments: NONE.

5. Dismissals: NONE.

6. Relief Requested: Applicant requests (1) that pursuant to Va. Code § 45.1-361.20, including the applicable portions of § 45.1-361.21, the Board pool the rights, interests and estates in and to the Conventional Gas in the Subject Drilling Unit, including those of the Applicant and of the known and unknown persons named in Exhibit B-3 hereto and that of their known and unknown heirs, executors, administrators, devisees, trustees, assigns and successors, both immediate and remote, for the drilling and operation, including production, of Conventional Gas produced from the Subject Horizontal Drilling Unit established for the Subject Formations underlying and comprised of the Subject Lands, (hereafter sometimes collectively identified and referred to as "Well Development and/or Operation in the Subject Horizontal Drilling Unit"); and, (2) that the Board designate EQT Production Company as the Unit Operator.

7. Relief Granted: The requested relief in this cause shall be and hereby is granted and: (1) pursuant to Va. Code § 45.1-361.21.C.3, EQT Production Company (hereafter "Unit Operator" or "Operator") is designated as the Unit Operator authorized to drill and operate Well No. VH-531528 in the Subject Horizontal Drilling Unit at the location depicted on the plat attached hereto as Exhibit A, to produce Conventional Gas from Subject Formations, subject to the permit provisions contained in § 45.1-361.27 et seq., Code of Virginia, 1950 as amended, to § 4 VAC 25-150 et seq., Gas and Oil Regulations and to § 4 VAC 25-160 et seq., Virginia Gas and Oil Board Regulations, all as amended from time to time; and (2) the rights, interests and estates in and to the Conventional Gas in Subject Horizontal Drilling Unit including those of the known and unknown persons listed on Exhibit B-3,

attached hereto and made a part hereof, and their known and unknown heirs, executors, administrators, devisees, trustees, assigns and successors, both immediate and remote, be and hereby are pooled in the Subject Formations in the Subject Horizontal Drilling Unit underlying and comprised of the Subject Lands. There are no applicable field rules and the unit is subject to statewide spacing requirements of Va. Code § 45.1-361.17.

8. Election and Election Period: In the event any Gas owner named in the Application and Notice of Hearing has not heretofore reached a voluntary agreement to share in the operation of the well to be located in Subject Drilling Unit at a rate of payment mutually agreed to by said Gas owner and the Operator, then, such person may elect one of the options set forth in Paragraph 9 below and must give written notice of his election of the option selected under Paragraph 9 herein to the designated Unit Operator at the address shown below within thirty (30) days from the date of receipt of a copy of this Order. A timely election shall be deemed to have been made if, on or before the last day of said 30-day period, such electing person has delivered his written election to the designated Unit Operator at the address shown below or has duly postmarked and placed his written election in first class United States mail, postage prepaid, addressed to the Unit Operator at the address shown below.

9. Election Options:

- 9.1 Option 1 - To Participate In The Development and Operation of the Drilling Unit: Any Gas Owner or Claimant named in Exhibit B-3 who has not reached a voluntary agreement with the Operator may elect to participate in the Well Development and Operation on the Subject Drilling Unit (hereafter "Participating Operator") by agreeing to pay the estimate of such Participating Operator's proportionate part of the actual and reasonable costs, including a reasonable supervision fee, of the Well Development and Operation, as more particularly set forth in Virginia Gas and Oil Board Regulation 4 VAC 25-160-100 (herein "Completed for Production Costs"). Further, a Participating Operator agrees to pay the estimate of such Participating Operator's proportionate part of the Estimated, Completed-for-Production Costs as set forth below to the Unit Operator within forty-five (45) days from the later of the date of mailing or the date of recording of this Order. The estimated Completion-for-Production Costs for the Subject Horizontal Drilling Unit are as follows:

Estimated, Completed-for-Production Costs: \$1,308,493.00

Any gas owner and/or claimants named in Exhibit B-3, who elect this option (Option 1) understand and agree that their initial payment under this option is for their proportionate share of the Applicant's estimate of actual costs and expenses. It is also understood by all persons electing this option that they are agreeing to pay their proportionate share of the actual costs and expenses as determined by the operator named in this Board Order.

A Participating Operator's proportionate cost hereunder shall be the result obtained by multiplying the Participating Operators' "Percent of Unit" times the Completed-for-Production Cost set forth above. Provided, however, that in the event a Participating Operator elects to participate and fails or refuses to pay the estimate of his proportionate part of the Completed-for-Production Cost as set forth above, all within the time set forth herein and in the manner prescribed in Paragraph 8 of this Order, then such Participating Operator shall be deemed to have elected not to participate and to have elected compensation in lieu of participation pursuant to Paragraph 9.2 herein.

- 9.2 Option 2 - To Receive A Cash Bonus Consideration: In lieu of participating in the Well Development and Operation of Subject Drilling Unit under Paragraph 9.1 above, any Gas Owner or Claimant named in Exhibit B-3 in the unit who has not reached a voluntary agreement with the Operator may elect to accept a cash bonus consideration of \$5.00 per net mineral acre owned by such person, commencing upon entry of this Order and continuing annually until commencement of production from Subject Drilling Unit, and thereafter a royalty of 1/8th of 8/8ths [twelve and one-half percent (12.5%)] of the net proceeds received by the Unit Operator for the sale of the Gas produced from any Well Development and Operation covered by this Order multiplied by the Gas owner's percentage Interest Within Unit as set forth in the Application and Notice of Hearing (for purposes of this Order, net proceeds shall be actual proceeds received less post-production costs incurred downstream of the wellhead, including, but not limited to, gathering, compression, treating, transportation and marketing costs, whether performed by Unit Operator or a third person) as fair, reasonable and EQT compensation to be paid to said Gas owner. The initial cash bonus shall become due and owing when so elected and shall be tendered, paid or escrowed within one hundred twenty (120) days of recording of this Order. Thereafter, annual cash bonuses, if any, shall become due and owing on each anniversary of the date of recording of this order in the event production from Subject Drilling Unit has not theretofore commenced, and once due, shall be tendered, paid or escrowed within sixty (60) days of said anniversary date. Once the initial cash bonus and the annual cash bonuses, if any, are so paid or escrowed, said payment(s) shall be satisfaction in full for the right, interests, and claims of such electing Gas owner in and to the Gas produced from Subject Formation in the Subject Lands, except, however, for the 1/8th royalties due hereunder.

Subject to a final legal determination of ownership, the election made under this Paragraph 9.2, when so made, shall be satisfaction in full for the right, interests, and claims of such electing person in any Well Development and Operation covered hereby and such electing person shall be deemed to and hereby does lease and assign its right, interests, and claims

in and to the Gas produced from Subject Formation in the Subject Drilling Unit to the Applicant.

- 9.3. Option 3 - To Share In The Development And Operation As A Non-Participating Person On A Carried Basis And To Receive Consideration In Lieu Of Cash: In lieu of participating in the Well Development and Operation of Subject Drilling Unit under Paragraph 9.1 above and in lieu of receiving a cash bonus consideration under Paragraph 9.2 above, any Gas Owner or Claimant named in Exhibit B-3 hereto who does not reach a voluntary agreement with the Operator may elect to share in the Well Development and Operation of Subject Drilling Unit on a carried basis (as a "Carried Well Operator") so that the proportionate part of the Completed-for-Production Costs hereby allocable to such Carried Well Operator's interest is charged against such Carried Well Operator's share of production from Subject Drilling Unit. Such Carried Well Operator's rights, interests, and claims in and to the Gas in Subject Drilling Unit shall be deemed and hereby are assigned to the Unit Operator until the proceeds from the sale of such Carried Well Operator's share of production from Subject Drilling Unit (exclusive of any royalty, excess or overriding royalty, or other non-operating or non cost-bearing burden reserved in any lease, assignment thereof or agreement relating thereto covering such interest) equals three hundred percent (300%) for a leased interest or two hundred percent (200%) for an unleased interest (whichever is applicable) of such Carried Well Operator's share of the Completed-for-Production Costs allocable to the interest of such Carried Well Operator. Any Gas Owner and/or Claimant named in Exhibit B-3 who elects this option (Option 3) understands and agrees that Completed-for-Production Costs are the Operator's actual costs for well development and operation. When the Unit Operator recoups and recovers from such Carried Well Operator's assigned interest the amounts provided for above, then, the assigned interest of such Carried Well Operator shall automatically revert back to such Carried Well Operator, and from and after such reversion, such Carried Well Operator shall be treated as if it had participated initially under Paragraph 9.1 above; and thereafter, such participating person shall be charged with and shall pay his proportionate part of all further costs of such well development.

Subject to a final legal determination of ownership, the election made under this Paragraph 9.3, when so made, shall be satisfaction in full for the right, interests, and claims of such electing person in any well development and operation covered hereby and such electing person shall be deemed to have and hereby does assign his right, interests, and claims in and to the Gas produced from Subject Formation in the Subject Drilling Unit to the Unit Operator for the period of time during which his interest is carried as above provided prior to its reversion back to such electing person.

10. Failure to Properly Elect: In the event a person named in Exhibit B-3 hereto does not reach a voluntary agreement with the Applicant and fails to do so within the time, in the manner, and in accordance with the terms of this Order one of the alternatives set forth in Paragraph 9 above for which his interest qualifies, then such person shall be deemed to have elected not to participate in the proposed Well Development and Operation in Subject Drilling Unit and shall be deemed, subject to any final legal determination of ownership, to have elected to accept as satisfaction in full for such person's right, interests, and claims in and to the Gas the consideration provided in Paragraph 9.2 above for which its interest qualifies and shall be deemed to have leased and/or assigned his right, interests, and claims in and to Gas in the Subject Drilling Unit to the Unit Operator. Persons who fail to properly elect shall be deemed to have accepted the compensation and terms set forth herein at Paragraph 9.2 in satisfaction in full for the right, interests, and claims of such person in and to the Gas produced from Subject Formation underlying Subject Lands.

11. Default By Participating Person: In the event a person named in Exhibit B-3 elects to participate under Paragraph 9.1, but fails or refuses to pay, to secure the payment or to make an arrangement with the Unit Operator for the payment of such person's proportionate part of the Estimated Completed-for-Production costs as set forth herein, all within the time and in the manner as prescribed in this Order, then such person shall be deemed to have withdrawn his election to participate and shall be deemed to have elected to accept as satisfaction in full for such person's right, interests, and claims in and to the Gas the consideration provided in Paragraph 9.2 above for which his interest qualifies depending on the excess burdens attached to such interest. Whereupon, any cash bonus consideration due as a result of such deemed election shall be tendered, paid or escrowed by Unit Operator within one hundred twenty (120) days after the last day on which such defaulting person under this Order should have paid his proportionate part of such cost or should have made satisfactory arrangements for the payment thereof. When such cash bonus consideration is paid or escrowed, it shall be satisfaction in full for the right, interests, and claims of such person in and to the Gas underlying Subject Drilling Unit in the Subject Lands covered hereby, except, however, for any 1/8th royalties which would become due pursuant to Paragraph 9.2 hereof.

12. Assignment of Interest: In the event a person named in Exhibit B-3 is unable to reach a voluntary agreement to share in the Well Development and Operation contemplated by this Order at a rate of payment agreed to mutually by said Owner or Claimant and the Applicant, and said person elects or fails to elect to do other than participate under Paragraph 9.1 above in the Well Development and Operation in Subject Drilling Unit, then such person shall be deemed to have and shall have assigned unto Applicant such person's right, interests, and claims in and to said well, in Subject Formations in Subject Drilling Unit, and other share in and to Gas production to which such person may be entitled by reason of any election or deemed election hereunder in accordance with the provisions of this Order governing said elections.

13. Unit Operator (or Operator): EQT Production Company shall be and hereby is designated as Unit Operator authorized to drill and operate Well No. VH-531528 in Subject Formations in Subject Drilling Unit, all subject to the permit provisions contained in Va. Code § 45.1-361.27 et seq., §§ 4 VAC 25-150 et seq., Gas and Oil Regulations and §§ 4 VAC 25-160 et seq., Virginia Gas and Oil Board Regulations, all as amended from time to time, and all elections required by this Order shall be communicated to Unit Operator in writing at the address shown below:

EQT Production Company  
 P.O. Box 23536  
 Pittsburgh, PA 15222  
 Attn: Kristie Shannon and/or Alma Tolman

14. Commencement of Operations: Unit Operator shall commence or cause to commence operations for the drilling of the well covered hereby within seven hundred and thirty (730) days from the date of this Order and shall prosecute the same with due diligence. If Unit Operator shall not have so commenced and/or prosecuted, then this Order shall terminate, except for any cash sums becoming payable hereunder; otherwise, unless sooner terminated by Order of the Board, this Order shall expire at 12:00 P.M. on the date on which the well covered by this Order is permanently abandoned and plugged. However, in the event an appeal is taken from this Order, then the time between the filing of the Petition for Appeal and the final Order of the Circuit Court shall be excluded in calculating the two-year period referenced herein.

15. Operator's Lien: Unit Operator, in addition to the other rights afforded hereunder, shall have a lien and a right of set off on the Gas estates, rights, and interests owned by any person subject hereto who elects to participate under Paragraph 9.1 in the Subject Drilling Unit to the extent that costs incurred in the drilling or operation on the Subject Drilling Unit are a charge against such person's interest. Such liens and right of set off shall be separable as to each separate person and shall remain liens until the Unit Operator drilling or operating the well covered hereby has been paid the full amounts due under the terms of this Order.

16. Escrow Provisions:

The Applicant represented to the Board that there are unknown or unlocatable claimants in Subject Drilling Unit whose payments are subject to the provisions of Paragraph 16.1 hereof in Tract(s) 15, 16, 19, 22 & 35 of the Subject Drilling Unit; and, the Unit Operator has represented to the Board that there are no conflicting claimants in Tract(s) 0 of the Subject Drilling Unit whose payments are subject to the provisions of Paragraph 16.2 hereof. Therefore, by this Order, the Escrow Agent named herein or any successor named by the Board, is required to establish an interest-bearing escrow account for Tract(s) 15, 16, 19, 22 & 35 of the Subject Drilling Unit (herein "Escrow Account"), and to receive and account to the Board pursuant to its agreement for the escrowed funds hereafter described in Paragraphs 16.1 and 16.2:

First Bank & Trust Company  
 Trust Division  
 P.O. Box 3860  
 Kingsport, TN 37664  
 Attn: Debbie Davis

- 16.1 Escrow Provisions for Unknown or Unlocatable Persons: If any payment of bonus, royalty payment or other payment due and owing cannot be made because the person entitled thereto cannot be located or is unknown, then such cash bonus, royalty payment or other payment shall not be commingled with any funds of the Unit Operator and shall, pursuant to Va. Code § 45.1-361.21.D, be deposited by the Operator into the Escrow Account, commencing within one hundred twenty (120) days of recording of this Order, and continuing thereafter on a monthly basis with each deposit to be made by a date which is no later than sixty (60) days after the last day of the month being reported and/or for which funds are subject to deposit. Such funds shall be held for the exclusive use of, and sole benefit of the person entitled thereto until such funds can be paid to such person(s) or until the Escrow Agent relinquishes such funds as required by law or pursuant to order of the Board in accordance with Va. Code § 45.1-361.21.D.
- 16.2 Escrow Provisions For Conflicting Claimants: If any payment of bonus, royalty payment, proceeds in excess of ongoing operational expenses, or other payment due and owing under this Order cannot be made because the person entitled thereto cannot be made certain due to conflicting claims of ownership and/or a defect or cloud on the title, then such cash bonus, royalty payment, proceeds in excess of ongoing operational expenses, or other payment, together with Participating Operator's Proportionate Costs paid to Unit Operator pursuant to Paragraph 9.1 hereof, if any, (1) shall not be commingled with any funds of the Unit Operator; and (2) shall, pursuant to Va. Code §§ 45.1-361.22.A.2, 45.1-361.22.A.3 and 45.1-361.22.A.4, be deposited by the Operator into the Escrow Account within one hundred twenty (120) days of recording of this Order, and continuing thereafter on a monthly basis with each deposit to be made by a date which is no later than sixty (60) days after the last day of the month being reported and/or for which funds are subject to deposit. Such funds shall be held for the exclusive use of, and sole benefit of, the person entitled thereto until such funds can be paid to such person(s) or until the Escrow Agent relinquishes such funds as required by law or pursuant to Order of the Board.
17. Special Findings: The Board specifically and specially finds:
- 17.1. Applicant is EQT Production Company. Applicant is duly authorized and qualified to transact business in the Commonwealth of Virginia;
- 17.2. Applicant EQT Production Company is an operator in the Commonwealth of Virginia, and has satisfied the Board's

requirements for operations in Virginia, 000313 OCT-5-

- 17.3. Applicant EQT Production Company claims ownership of Gas leases on 95.26768488% percent of Subject Drilling Unit and the right to explore for, develop and produce Gas from same;
- 17.4. Applicant has proposed the drilling of Well VH-531528 to a depth of 8356 feet including the lateral on the Subject Horizontal Drilling Unit at the location depicted in Exhibit A to develop the pool of Gas in Subject Formations, and to complete and operate Well VH-531528 for the purpose of producing Conventional Gas.
- 17.5 The estimated production of the life of the proposed Well VH-531528 is 800 MMCF.
- 17.6 With this Application, notice was provided to everyone claiming an ownership interest relative to the production of conventional gas in the Subject Drilling Unit. Set forth in Exhibit B-3, is the name and last known address of each Owner or Claimant identified by the Applicant as Gas owners in Subject Drilling Unit who has not, in writing, leased to the Applicant or the Unit Operator or agreed to voluntarily pool his interests in Subject Drilling Unit for its development. Gas interests unleased to the Operator and listed in Exhibit B-3 represent 4.73231512% percent of Subject Drilling Unit;
- 17.7 Applicant's evidence established that the fair, reasonable and equitable compensation to be paid to any person in lieu of the right to participate in the Wells are those options provided in Paragraph 9 above;
- 17.8 The Subject Drilling Unit does not constitute an unreasonable or arbitrary exercise of Applicant's right to explore for or produce Gas;
- 17.9 The relief requested and granted is just and reasonable, is supported by substantial evidence and will afford each person listed and named in Exhibit B-3 hereto the opportunity to recover or receive, without unnecessary expense, such person's just and fair share of the production from Subject Drilling Unit. The granting of the Application and relief requested therein will ensure to the extent possible the greatest ultimate recovery of Conventional Gas, prevent or assist in preventing the various types of waste prohibited by statute and protect or assist in protecting the correlative rights of all persons in the subject common sources of supply in the Subject Lands. Therefore, the Board is entering an Order granting the relief herein set forth.

18. Mailing Of Order And Filing Of Affidavit: Applicant or its Attorney shall file an affidavit with the Secretary of the Board within sixty (60) days after the date of recording of this Order stating that a true and correct copy of said Order was mailed within seven (7) days from the date of its receipt by the Unit Operator to each Respondent named in Exhibit B-3 pooled by this Order and whose address is known.

19. Availability of Unit Records: The Director shall provide all persons not subject to a lease with reasonable access to all records for Subject Drilling Unit which are submitted by the Unit Operator to said Director and/or his Inspector(s).

20. Conclusion: Therefore, the requested relief and all terms and provisions set forth above be and hereby are granted and IT IS SO ORDERED.

21. Appeals: Appeals of this Order are governed by the provisions of Va. Code Ann. § 45.1-361.9 which provides that any order or decision of the Board may be appealed to the appropriate circuit court.

22. 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 8 day of Sept, 2011, by a majority of the Virginia Gas and Oil Board.

Bradley C. Lambert  
Chairman, Bradley C. Lambert

DONE AND PERFORMED this 8<sup>th</sup> day of September, 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 8<sup>th</sup> day of September, 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





VH-531528 PLAT  
TRACT OWNERSHIP INFORMATION SCHEDULE  
11/1/2010

000323 OCT-5 =

1. Lease 244290L  
David Baily, et al (Henry Hill Estate)  
p/o 51 acres - surface, oil & gas  
Lease No. 904576L / WI-44  
W.R. & R.F. Davidson  
178.307 Acres  
ACIN LLC - coal  
Gas 4.22 Ac. 1.32%
2. Lease 906889L/T-949  
Jeff Hunsaker  
142 acres  
Range Resources - Pine Mountain, Inc. - oil & gas  
Gas 0.08 Ac. 0.03%
3. Lease 223096L/PV-760  
E. M. Day  
51.06 acres  
Penn Virginia Operating Co, LLC. - oil & gas  
Gas 50.38 Ac. 15.73%
4. Lease 223095L/Tract 49-A  
W. H. Roberts  
92.51 acres  
Greater Wise, Inc. - surface, oil & gas  
Gas 35.03 Ac. 10.95%
5. Lease 223096L/PV-694  
William Robinette  
94.41 acres  
Penn Virginia Operating Co, LLC. - oil & gas  
Gas 0.29 Ac. 0.09%
6. Lease No.904576L/WI-44  
W.R. & R.F. Davidson Tract  
178.307 Acres coal  
Burton Day Tract  
71.36 Acres surface, oil & gas  
ACIN, LLC - coal, oil & gas  
Gas 71.75 Ac. 22.42%
7. Lease No. 223095L/Tr. 49  
W. H. Roberts  
172.16 Acres  
Greater Wise, Inc. - surface, oil, & gas  
Gas 7.23 Ac. 2.26%
8. Lease No. 223340L  
Audrey Clark - surface, oil & gas  
35.681 acres  
Gas 26.24 Ac. 8.20%
9. Lease 244313L  
Jerious Hansford & Rita Ann Clark - surface, oil & gas  
1.80 acres  
Gas 1.93 Ac. 0.60%

- 10 . Lease 223412L  
Red River Coal Company, Inc. - surface, oil & gas  
0.90 acres  
Gas 0.34 Ac. 0.11%
- 11 . Lease No. 223340L  
Sheila Clark Mullins - surface, oil & gas  
0.619 acres  
Gas 0.63 Ac. 0.19%
- 12 . Lease 223340L (Partially Leased)  
Audrey Clark (Life Estate) - oil & gas  
Eva Louise Hunsuker (und. 5/12 int. in remainder)  
Sheila Lynn Clark Mullins (und. 5/12 int. in remainder)  
Jerious Hansford Clark (und. 1/6 int. in remainder)  
0.10 acres  
Gas 0.02 Ac. 0.01%
- 13 . Lease 223340L (Partially Leased)  
Audrey Clark (Life Estate) - oil & gas  
Eva Louise Hunsuker (und. 5/12 int. in remainder)  
Sheila Lynn Clark Mullins (und. 5/12 int. in remainder)  
Jerious Hansford Clark (und. 1/6 int. in remainder)  
Parcel  
Gas 0.16 Ac. 0.05%
- 14 . Lease 223340L (Partially Leased)  
Audrey Clark (Life Estate) - oil & gas  
Eva Louise Hunsuker (und. 5/12 int. in remainder)  
Sheila Lynn Clark Mullins (und. 5/12 int. in remainder)  
Jerious Hansford Clark (und. 1/6 int. in remainder)  
0.24 acres  
Gas 0.28 Ac. 0.09%
- 15 . Unleased  
Oakley Wayne Minnix Estate - surface, oil & gas  
2.5 acres  
Gas 2.23 Ac. 0.70%
- 16 . Lease No. 243910L (Partially Leased)  
Lola Wells Jones Estate - surface, oil & gas  
32.71 acres  
Gas 28.48 Ac. 8.90%
- 17 . Lease No. 243914L  
Donald Wayne & Dorinda Clark - surface, oil & gas  
1.55 acres  
Gas 1.14 Ac. 0.36%
- 18 . Lease 223096L / PV-744  
C. A. Day Tract  
14.05 acres  
Penn Virginia Operating Co, LLC - oil & gas  
Gas 11.15 Ac. 3.48%
- 19 . Lease No. 244959L (Partially Leased)  
Lola Wells Jones Estate - oil & gas  
1.75 acres  
Gas 2.33 Ac. 0.73%

- 20 . Unleased  
Steinman Development - surface, oil & gas  
0.25 acres  
Gas 0.13 Ac. 0.04%
- 21 . Lease 223096L / PV-698  
Henry Kilgore Tract  
61.24 acres  
Penn Virginia Operating Co, LLC - oil & gas  
Gas 0.13 Ac. 0.04%
- 22 . Lease No. 244266L (Partially Leased)  
Wade H. Roberts Estate - oil & gas  
4.76 acres  
Gas 4.68 Ac. 1.46%
- 23 . Lease No. 244497L  
Freewill Baptist Church - surface, oil & gas  
0.49 acres  
Gas 0.48 Ac. 0.15%
- 24 . Lease 904576L / WI-78  
Va. C. & I. Co. tract  
15.29 Acres (Part of 50 Ac.)  
ACIN LLC - oil & gas  
Gas 10.76 Ac. 3.36%
- 25 . Lease 223096L / PV-732  
J. R. Wampler Tract  
93.90 acres  
Penn Virginia Operating Co, LLC - oil & gas  
Gas 4.47 Ac. 1.40%
- 26 . Lease 223065L  
Carl Wesley Triplett - surface, oil & gas  
0.724 & 0.113 acre  
Gas 0.03 Ac. 0.01%
- 27 . Lease 223065L  
Inis L. & Phillip Marks - surface, oil & gas  
0.394 & 0.158 acre  
Gas 0.36 Ac. 0.11%
- 28 . Lease 223065L  
Inis L. & Phillip Marks - surface, oil & gas  
0.528 & 0.041 acres  
Gas 0.47 Ac. 0.15%
- 29 . Lease 223065L  
Tina Brooks - surface, oil & gas  
3.715 acres  
Gas 2.40 Ac. 0.75%
- 30 . Lease 223065L  
Carleen Tackett - surface, oil & gas  
1.627 acres  
Gas 1.56 Ac. 0.49%

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- 31 . Lease 244537L  
Carleen Tackett - surface, oil & gas  
1.0 acres  
Gas 0.76 Ac. 0.24%
  
- 32 . Lease 244328L  
George Barnette, Jr. - surface, oil & gas  
1.0 acre  
Gas 0.39 Ac. 0.12%
  
- 33 . Lease 244499L  
Bethel Jessee & Peggy Brock - surface, oil & gas  
0.25 acre  
Gas 0.31 Ac. 0.10%
  
- 34 . Lease 245308L  
Blanch Hill Gibson Heirs - surface, oil & gas  
1.0 acre  
Gas 1.01 Ac. 0.31%
  
- 35 . Lease 244344L (Partially Leased)  
Joseph & Desta V. Maggard Heirs - surface, oil & gas  
0.47 acre  
Gas 0.40 Ac. 0.13%
  
- 36 . Lease 244265L  
Rhonda Michele Kilgore - surface, oil & gas  
0.70 acre  
Gas 0.73 Ac. 0.23%
  
- 37 . Lease 904576 / WI-44  
V C. & I, Co. Tract  
34.71 acres (part of 50 acres) - oil & gas  
ACIN, LLC - oil & gas  
Gas 29.92 Ac. 9.35%
  
- 38 . Lease 904576L/WI-78  
H. D. Roberts  
53.258 acre  
ACIN, LLC - oil & gas  
Gas 15.59 Ac. 4.87%
  
- 39 . Lease 244290L  
David Bailey, et al (Henry Hill Estate) - oil & gas  
p/o 51 acres  
Gas 1.51 Ac. 0.47%

16.

**EXHIBIT "B-3"  
VH-531528**

000327 OCT-5 =

12/8/2010

<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>			
12	Sheila Lynn Clark Dingus (Remaindermen) 6614 Chickaloon Rd. Norton, VA 24273	Unleased		
13	Sheila Lynn Clark Dingus (Remaindermen) 6614 Chickaloon Rd. Norton, VA 24273	Unleased		
14	Sheila Lynn Clark Dingus (Remaindermen) 6614 Chickaloon Rd. Norton, VA 24273	Unleased		
15	<b>Oakley Wayne Minnix Estate</b> Tax ID # 011524			
	Oakley W. Minnix Heirs Unknown	Unleased	0.17500000%	0.55750000
	Cathy Minnix Heirs Unknown	Unleased	0.17500000%	0.55750000
	Mike Minnix Heirs Unknown	Unleased	0.17500000%	0.55750000
	Sissy Minnix Heirs Unknown	Unleased	0.17500000%	0.55750000
16	<b>Lola Wells Jones Estate</b> Tax ID # 011055			
	Hansford Mullins Estate Unknown/Unlocateable	Unleased	2.55875000%	8.18800000
	Grace M. Bentley Unknown/Unlocateable	Unleased	0.52843750%	1.69100000
	Lonnie R. Hall and Florence Hall 103 Thelma Rd. Oak Ridge, TN 37830	Unleased	0.23486111%	0.75155556
	Rita Dotson and Bill Dotson 379 Buckingham Rd. Gray, TN 37615	Unleased	0.04697222%	0.15031111

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**EXHIBIT "B-3"****VH-531528**

12/8/2010

000328 OCT-5 =

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
19	Lola Wells Jones Estate Tax ID # 011055			
	Hansford Mullins Estate Unknown/Unlocateable	Unleased	0.20987500%	0.66987500
	Grace M. Bentley Unknown/Unlocateable	Unleased	0.04334375%	0.13834375
	Lonnie R. Hall and Florence Hall 103 Thelma Rd. Oak Ridge, TN 37830	Unleased	0.01926389%	0.06148611
	Rita Dotson and Bill Dotson 379 Buckingham Rd. Gray, TN 37615	Unleased	0.00385278%	0.01229722
20	Steinman Development Attn: Jim Sykes P.O. Box 249 Norton, VA 24273-0249 No Tax Assesment-Minerals Only	Unleased	0.04000000%	0.13000000
22	Wade H. Roberts Estate No Tax ID #			
	Charles Willard Unknown/Unlocateable	Unleased	0.01216667%	0.03900000
	Michael Bray Unknown/Unlocateable	Unleased	0.01216667%	0.03900000
	Scott Bray Unknown/Unlocateable	Unleased	0.01216667%	0.03900000
	Heirs of Maude Roberts Bruce Unknown/Unlocateable	Unleased	0.29200000%	0.93600000
35	Joseph & Desta Maggard Heirs Tax ID # 011353			
	Leroy Robinette Heirs Unknown/Unlocateable	Unleased	0.00118182%	0.00363636
	Becky Maggard Heirs Unknown/Unlocateable	Unleased	0.00118182%	0.00363636
	John Wells Heirs Unknown/Unlocateable	Unleased	0.00433333%	0.01333333
	Roy Hubert Calhoun Heirs Unknown/Unlocateable	Unleased	0.00072222%	0.00222222

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**EXHIBIT "B-3"**  
**VH-531528**

000329 OCT-5 =

12/8/2010

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
	Thomas Calhoun Unknown Address/Unlocateable	Unleased	0.00072222%	0.00222222
	Mildred Moore Unknown Address/Unlocateable	Unleased	0.00072222%	0.00222222
	Annetta Welch and Charles Welch c/o Drucilla Welch 703 Fairway Avenue 7 Lakeland, FL 33801	Unleased	0.00072222%	0.00222222
	Lillie Varnadis Wilson Heirs Unknown/Unlocateable	Unleased	0.00072222%	0.00222222
	Lillie Calhoun Heirs Unknown/Unlocateable	Unleased	0.00072222%	0.00222222
	John W. Calhoun Heirs Unknown/Unlocateable	Unleased	0.00185714%	0.00571429
	Ricky Calhoun and Kelly Calhoun, H/W 1300 Candlewood Lane Ypsilanti, MI 48198	Unleased	0.00185714%	0.00571429
	Thelma Ross, et vir. Unknown/Unlocateable	Unleased	0.00185714%	0.00571429
	Danny Nelson Maggard and Shirley A. Maggard P.O. Box 1719 Eagle Lake, FL 33839	Unleased	0.00185714%	0.00571429
	<b>TOTAL UNLEASED GAS</b>		<b>4.73231512%</b>	<b>15.13266529</b>

**EXHIBIT "E"**

**VH-531528**

12/8/2010

000330 007-5 =

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
<b><u>Gas Estate Only</u></b>				
15	<b>Oakley Wayne Minnix Estate</b> Tax ID # 011524			
	Oakley W. Minnix Heirs Unknown	Unleased	0.17500000%	0.55750000
	Cathy Minnix Heirs Unknown	Unleased	0.17500000%	0.55750000
	Mike Minnix Heirs Unknown	Unleased	0.17500000%	0.55750000
	Sissy Minnix Heirs Unknown	Unleased	0.17500000%	0.55750000
16	<b>Lola Wells Jones Estate</b> Tax ID # 011055			
	Hansford Mullins Estate Unknown/Unlocateable	Unleased	2.55875000%	8.18800000
	Grace M. Bentley Unknown/Unlocateable	Unleased	0.52843750%	1.69100000
19	<b>Lola Wells Jones Estate</b> Tax ID # 011055			
	Hansford Mullins Estate Unknown/Unlocateable	Unleased	0.20987500%	0.66987500
	Grace M. Bentley Unknown/Unlocateable	Unleased	0.04334375%	0.13834375
22	<b>Wade H. Roberts Estate</b> No Tax ID #			
	Arthur Everett Heirs Unknown/Unlocatable	Leased 244266	0.03244444%	0.10400000
	Charles Willard Unknown/Unlocateable	Unleased	0.01216667%	0.03900000
	Michael Bray Unknown/Unlocateable	Unleased	0.01216667%	0.03900000
	Scott Bray Unknown/Unlocateable	Unleased	0.01216667%	0.03900000

**EXHIBIT "E"**  
**VH-531528**

12/8/2010

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
	Heirs of Maude Roberts Bruce Unknown/Unlocateable	Unleased	0.29200000%	0.93600000
35	<b>Joseph &amp; Desta Maggard Heirs</b> Tax ID # 011353			
	Charles S. Maggard and Gertrude Maggard Heirs Unknown/Unlocateable	Leased 244344	0.01300000%	0.04000000
	Leroy Robinette Heirs Unknown/Unlocateable	Unleased	0.00118182%	0.00363636
	Becky Maggard Heirs Unknown/Unlocateable	Unleased	0.00118182%	0.00363636
	John Wells Heirs Unknown/Unlocateable	Unleased	0.00433333%	0.01333333
	Roy Hubert Calhoun Heirs Unknown/Unlocateable	Unleased	0.00072222%	0.00222222
	Thomas Calhoun Unknown Address/Unlocateable	Unleased	0.00072222%	0.00222222
	Mildred Moore Unknown Address/Unlocateable	Unleased	0.00072222%	0.00222222
	Allen Calhoun and Helen Calhoun Heirs Unknown Address/Unlocateable	Leased 244344	0.00072222%	0.00222222
	Lillie Varnadis Wilson Heirs Unknown/Unlocateable	Unleased	0.00072222%	0.00222222
	Lillie Calhoun Heirs Unknown/Unlocateable	Unleased	0.00072222%	0.00222222
	John W. Calhoun Heirs Unknown/Unlocateable	Unleased	0.00185714%	0.00571429
	Thelma Ross, et vir. Unknown/Unlocateable	Unleased	0.00185714%	0.00571429
<b>TOTAL</b>			0.296528%	0.93600000

INSTRUMENT #201102648  
RECORDED IN THE CLERK'S OFFICE OF  
WISE COUNTY ON  
12/08/2010 1:59:58 PM

J. JACK KENNEDY, JR., CLERK  
RECORDED BY ADH