

INSTRUMENT PREPARED BY VIRGINIA GAS AND OIL BOARD
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ORDER RECORDED UNDER CODE OF VIRGINIA SECTION 45.1-361.26
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VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

SUPPLEMENTAL ORDER REGARDING DOCKET NO. VGOB 11/01/25-2887

ELECTIONS, UNIT: VCI-537428

(hereinafter "Subject Drilling Unit")

TAX MAP IDENTIFICATION NUMBERS:

TAX MAP IDENTIFICATION NUMBERS FOR ALL PARCELS AFFECTED BY THIS ORDER ARE SHOWN ON EXHIBIT (S) <u>B, B-3, & E</u> WHICH IS/ARE ATTACHED TO AND A PART OF THIS ORDER.
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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 September 8, 2011 and recorded in Deed Book 490, Page 606 in the Office of the Clerk of Circuit Court, Dickenson County, Virginia on September 30, 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 October 19, 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 April 24, 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 14 day of June, 2012 by a majority of the Virginia Gas and Oil Board.

Bradley C. Lambert
Chairman, Bradley C) Lambert

DONE AND PERFORMED THIS 14th day of June, 2012 by Order of this Board.

Rick Cooper
Rick Cooper
Principal Executive To The Staff
Virginia Gas and Oil Board

STATE OF VIRGINIA)
COUNTY OF RUSSELL)

Acknowledged on this 14th day of June, 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 David Asbury Jr., 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 Davis
Diane Davis, Notary
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-537428 VGOB Docket No. VGOB-11/01/25-2887 in the Ervinton Magisterial District of Dickenson 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 September 8, 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 September 30, 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 24th day of April, 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 24th day of April, 2012.



Susan Peterson, Notary Public

My commission expires: October 24, 2012.

Supplement "B"
VCI-537428
 created 03/25/2011

<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 Tax ID # 20528	Range Resources-Pine Mountain, INC. ATTN: Jerry Grantham P.O. Box 2136 Abingdon, VA 24212	Leased 906889 T-348	58.51000000%	34.39000000	0.07313750
Tract 1 Totals	EQT Production Company		58.51000000%	34.39000000	0.51196250 0.58510000
2 Tax ID # 20972	Range Resources-Pine Mountain, INC. ATTN: Jerry Grantham P.O. Box 2136 Abingdon, VA 24212	Leased 906889 T2-174	5.11833333%	3.00644444	0.00639792
	Avery Eugene Barton 2234 Boston Ave. New Boston, TX 75570-3926 Tax ID # 20972	Leased 243087	0.11305556%	0.06640741	0.00014132
	Jerry Chester Barton and Judy Barton, H/W 415 Woodland Dr. Nitro, WV 25143-1019 Tax ID # 20972	Leased 243087	0.09250000%	0.05433333	0.00011583
	Michael Wayne Barton and Karen Barton, H/W 4689 Plank Rd. Dillwyn, VA 23936-2588 Tax ID # 20972	Unleased	0.05652778%	0.03320370	0.00007066
	Kevin Dale Barton and Fay Barton, H/W 3575 Huguenot Trail Powhatan, VA 25139 Tax ID # 20972	Unleased	0.05652778%	0.03320370	0.00007066
	Lowell Barton Heirs Unknown/Unlocateable Tax ID # 20972	Unleased	0.11305556%	0.06640741	0.00014132
Tract 2 Totals	EQT Production Company		5.55000000%	3.26000000	0.04858250 0.05550000
3 Tax ID # 20836	Range Resources-Pine Mountain, INC. ATTN: Jerry Grantham P.O. Box 2136 Abingdon, VA 24212	Leased 906889 T-349	35.94000000%	21.12000000	0.04492500
Tract 3 Totals	EQT Production Company		35.94000000%	21.12000000	0.31447500 0.35940000
TOTAL GAS ESTATE			100.00000000%	58.77000000	1.00000000
Percentage of Unit Leased			99.77388889%		
Percentage of Unit Unleased			0.22611111%		
Acreage in Unit Leased				58.63718519	
Acreage in Unit Unleased				0.13281481	

Coal Estate Only

1	Range Resources-Pine Mountain, INC.	Leased	58.51%	34.39	0.07313750
Tax ID # 20528	ATTN: Jerry Grantham	906889			
	P.O. Box 2136	T-348			
	Abingdon, VA 24212				
	EQT Production Company				0.51196250
Tract 1 Totals			58.51000000%	34.39000000	0.58510000
2	Range Resources-Pine Mountain, INC.	Leased	5.55%	3.26	0.00693750
Tax ID # 22029	ATTN: Jerry Grantham	906889			
	P.O. Box 2136	T2-174			
	Abingdon, VA 24212				
	EQT Production Company				0.04856250
Tract 2 Totals			5.55000000%	3.26000000	0.05550000
3	Range Resources-Pine Mountain, INC.	Leased	35.94%	21.12	0.04492500
Tax ID # 22018	ATTN: Jerry Grantham	906889			
	P.O. Box 2136	T2-349			
	Abingdon, VA 24212				
	EQT Production Company				0.31447500
Tract 3 Totals			35.94000000%	21.12000000	0.35940000
	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	

BK L 99 PG 613
EXHIBIT "B-3"
VCI-537428

10/27/2010

<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>				
2	Michael Wayne Barton and Karen Barton, H/W 4689 Plank Rd. Dillwyn, VA 23936-2588 Tax ID # 20972	Unleased	0.05652778%	0.03320370
	Kevin Dale Barton and Fay Barton, H/W 3575 Huguenot Trail Powhatan, VA 25139 Tax ID # 20972	Unleased	0.05652778%	0.03320370
	Lowell Barton Heirs Unknown/Unlocateable Tax ID # 20972	Unleased	0.11305556%	0.06640741
TOTAL UNLEASED GAS			0.22611111%	0.13281481

BK 499PG 614
EXHIBIT "E"
VCI-537428
10/27/2010

<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>				
2	Avery Eugene Barton 2234 Boston Ave. New Boston, TX 75570-3926 Tax ID # 20972	Leased 243087	0.11305556%	0.06640741
	Jerry Chester Barton and Judy Barton, H/W 415 Woodland Dr. Nitro, WV 25143-1019 Tax ID # 20972	Leased 243087	0.09250000%	0.05433333
	Michael Wayne Barton and Karen Barton, H/W 4689 Plank Rd. Dillwyn, VA 23936-2588 Tax ID # 20972	Unleased	0.05652778%	0.03320370
	Kevin Dale Barton and Fay Barton, H/W 3575 Huguenot Trail Powhatan, VA 25139 Tax ID # 20972	Unleased	0.05652778%	0.03320370
	Lowell Barton Heirs Unknown/Unlocateable Tax ID # 20972	Unleased	0.11305556%	0.06640741
	Total		0.43166667%	0.25355556
<u>Coal Estate Only</u>				
2	Range Resources-Pine Mountain, INC. ATTN: Jerry Grantham P.O. Box 2136 Abingdon, VA 24212 Tax ID # 22029	Leased 906889 T2-174	0.43166667%	0.25355556
	Total		0.43166667%	0.25355556

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RECORDED IN THE CLERK'S OFFICE OF
OLSONSON ON
AUGUST 30, 2012 AT 02:57PM

RICHARD W. EDWARDS: CLERK
RECORDED BY: JCF