

Instrument Control Number

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000193 OCT 12 2012

Commonwealth of Virginia
Land Record Instruments
Cover Sheet - Form A

INSTRUMENT #201203014
RECORDED IN THE CLERK'S OFFICE OF
WISE COUNTY ON
OCTOBER 12, 2012 AT 01:57PM

[ILS VLR Cover Sheet Agent 1.0.93]

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

[Handwritten signature]

TAX EXEMPT

CORP

Date of Instrument: [10/3/2012]

Instrument Type: [OTHER]

Number of Parcels [6]

Number of Pages [9]

City [] County [X] [Wise County]

(Box for Deed Stamp Only)

First and Second Grantors

Table with 4 columns: Last Name, First Name, Middle Name or Initial, Suffix. Row 1: [Virginia Gas and Oil Bo] [] [] []

First and Second Grantees

[] [] [] []

Table with 4 columns: Last Name, First Name, Middle Name or Initial, Suffix. Row 1: [ACIN LLC] [] [] []

Grantee Address (Name) [EQT Production Company]
(Address 1) [225 North Shore]
(Address 2) []
(City, State, Zip) [Pittsburgh] [PA] [15212]

Consideration [0.00] Existing Debt [0.00] Assumption Balance [0.00]

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) [004125]

Short Property Description []

[]

Current Property Address (Address 1) []

(Address 2) []

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

Instrument Prepared By [EQT]

Recording Paid for By [DMME]

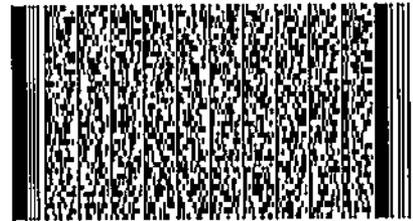
Return Recording To (Name) [Diane Davis]

(Address 1) [DMME]

(Address 2) [P. O. Box159]

(City, State, Zip) [Lebanon] [VA] [24266]

Customer Case ID [2889 supplemental] [] []



Instrument Control Number

[Empty box for Instrument Control Number]

000194 OCT 12 2012

Commonwealth of Virginia
Land Record Instruments
Continuation Cover Sheet
Form C

[ILS VLR Cover Sheet Agent 1.0.93]

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Date of Instrument: [10/3/2012]

Instrument Type: [OTHER]

Number of Parcels [6]

Number of Pages [9]

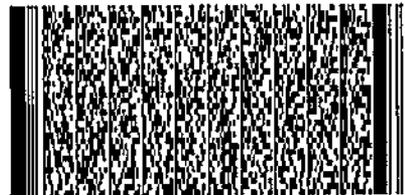
City County [Wise County] (Box for Deed Stamp Only)

Grantors/Grantees/Parcel Continuation Form C

Last Name	First Name	Middle Name or Initial	Suffix
<input type="checkbox"/>	[Guenther	][Lillian][
<input type="checkbox"/>	[Vance	][Ginger][
<input type="checkbox"/>	[Strough	][Verl][
<input type="checkbox"/>	[Blevins	][Mimia	][L
<input type="checkbox"/>	[Dotson	][Thomas][
<input type="checkbox"/>	[Collins	][Jeffery	][R
<input type="checkbox"/>	[Collins	][Judy	][H

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) [002297]
 Short Property Description []
 Current Property Address (Address 1) []
 (Address 2) []
 (City, State, Zip) [] [] []

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) [010920]
 Short Property Description []
 Current Property Address (Address 1) []
 (Address 2) []
 (City, State, Zip) [] [] []



Instrument Control Number

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000195 OCT 12 2012

Commonwealth of Virginia
Land Record Instruments
Continuation Cover Sheet
Form C

[[LS VLR Cover Sheet Agent 1.0.93]]

TAX EXEMPT
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GRANTEE
CORP

Date of Instrument: [10/3/2012]

Instrument Type: [OTHER]

Number of Parcels [6]

Number of Pages [9]

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

Grantors/Grantees/Parcel Continuation Form C

Table with 4 columns: Last Name, First Name, Middle Name or Initial, Suffix. Contains entries for Austin, Bruce, and Debra.

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) [002797]
Short Property Description []
Current Property Address (Address 1) []
(Address 2) []
(City, State, Zip) [] [] []

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) [003247]
Short Property Description []
Current Property Address (Address 1) []
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Instrument Control Number

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000195 OCT 12 2012

Commonwealth of Virginia
Land Record Instruments
Continuation Cover Sheet
Form C

[LS VLR Cover Sheet Agent 1.0.93]

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Date of Instrument: [10/3/2012]

Instrument Type: [OTHER]

Number of Parcels [6]

Number of Pages [9]

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

Grantors/Grantees/Parcel Continuation Form C

Last Name	First Name	Middle Name or Initial	Suffix
[]	[]	[]	[]
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[]	[]	[]	[]
[]	[]	[]	[]

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) []
 Short Property Description []
 Current Property Address (Address 1) []
 (Address 2) []
 (City, State, Zip) [] [] []

Prior Instr. Recorded at: City County [] Percent. in this Juris. []
 Book [] Page [] Instr. No []
 Parcel Identification No (PIN) []
 Tax Map Num. (if different than PIN) []
 Short Property Description []
 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

VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

SUPPLEMENTAL ORDER REGARDING

DOCKET NO. VGOB 11/01/25-2889

ELECTIONS, UNIT: VH-531556

(hereinafter "Subject Drilling Unit")

TAX MAP IDENTIFICATION NUMBERS:

TAX MAP IDENTIFICATION NUMBERS FOR ALL
PARCELS AFFECTED BY THIS ORDER ARE SHOWN ON
EXHIBIT (S) B. & B-3 WHICH IS/ARE ATTACHED
TO AND A PART OF THIS ORDER.

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 Instrument #201102649 at the Office of the Clerk of Circuit Court, Wise County, Virginia on October 5, 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 18, 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 26, 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 VH-531556 VGOB Docket No. VGOB-11/01/25-2889 in the Roberson Magisterial District of Wise 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 Conventional 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 October 5, 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 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 have leased or entered into a voluntary agreement with the Designated Operator with regard to their interest and/or claims.

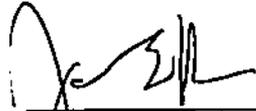
NONE

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 not required in this matter pursuant to the terms of §§ 45.1-361.21.D.

Dated at Kingsport, Tennessee, this 26th 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 26th day of April, 2012.



Susan Peterson, Notary

My commission expires: October 24, 2012.

Supplement "B"
VH-531556
 created 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 Tax ID # 039670	Range Resources-Pine Mountain, Inc. Attn: Jerry Grantham P.O. Box 2136 Abingdon, VA 24212	Leased 906889 T-905	19.63000000%	62.80000000	0.02453750
Tract 1 Totals	EQT Production		19.63000000%	62.80000000	0.17176250 0.19630000
2 Tax ID # 039563	Range Resources-Pine Mountain, Inc. Attn: Jerry Grantham P.O. Box 2136 Abingdon, VA 24212	Leased 906889 T-880	35.17000000%	112.56000000	0.04396250
Tract 2 Totals	EQT Production		35.17000000%	112.56000000	0.30773750 0.35170000
3 Tax ID # 039596	Range Resources-Pine Mountain, Inc. Attn: Jerry Grantham P.O. Box 2136 Abingdon, VA 24212	Leased 906889 T-879	0.01000000%	0.04000000	0.00001250
Tract 3 Totals	EQT Production		0.01000000%	0.04000000	0.00008750 0.00010000
a 4 Tax ID # - Minerals	ACIN, LLC Attn: John Mooney 5260 Irwin Road Huntington, WV 25727	Leased 904578 WI-295	10.99000000%	35.18000000	0.01373750
Tract 4 Totals	EQT Production		10.99000000%	35.18000000	0.09816250 0.10990000
5 Tax ID # - Minerals	ACIN, LLC Attn: John Mooney 5260 Irwin Road Huntington, WV 25727	Leased 904576 WI-91	0.21000000%	0.66000000	0.00026250
Tract 5 Totals	EQT Production		0.21000000%	0.66000000	0.00183750 0.00210000
6 Tax ID # - Minerals	Lillian Guenther 1505 Crescent Dr. Kingsport, TN 37664	Leased 967140	1.77500000%	5.67500000	0.00221875
	Lillian Guenther, P.O.A. for Leola Rowe 1505 Crescent Dr. Kingsport, TN 37664 No Tax ID # - Minerals Only	Leased 967140	1.77500000%	5.67500000	0.00221875
Tract 6 Totals	EQT Production		3.55000000%	11.35000000	0.03106250 0.03550000
7 Tax ID # 039603	Range Resources-Pine Mountain, Inc. Attn: Jerry Grantham P.O. Box 2136 Abingdon, VA 24212	Leased 906889 T-874	6.23000000%	19.94000000	0.00778750
Tract 7 Totals	EQT Production		6.23000000%	19.94000000	0.05451250 0.06230000

8	Ginger Vance 9734 Palmetto Rd. Wise, VA 24293-5140	Leased 986973	7.81000000%	24.99000000	0.00976250
Tract 8 Totals	EQT Production		7.81000000%	24.99000000	0.06833750 0.07810000
9	Verl Strouth 8454 Dotson Creek Rd. Wise, VA 24293-6106	Unleased	3.94000000%	12.61000000	0.00492500
Tract 9 Totals	EQT Production		3.94000000%	12.61000000	0.03447500 0.03940000
10	Mimia L. Blevins c/o Alice Reeves 3918 Meridee Dr. Indianapolis, IN 46237	Unleased	1.53000000%	4.90000000	0.00191250
Tract 10 Totals	EQT Production		1.53000000%	4.90000000	0.01338750 0.01530000
11	Thomas Dotson 305 Hill Road Southern Pines, NC 28387	Leased 909644	0.09000000%	0.28000000	0.00011250
Tract 11 Totals	EQT Production		0.09000000%	0.28000000	0.00078750 0.00090000
12	Jeffery R. Collins and Judy H. Collins P.O. Box 7048 Wise, VA 24293-7048	Unleased	5.47000000%	17.51000000	0.00683750
Tract 12 Totals	EQT Production		5.47000000%	17.51000000	0.04786250 0.05470000
13	ACIN, LLC Attn: John Mooney 5260 Irvin Road Huntington, WV 25727	Leased 904576 WI-64	0.19000000%	0.61000000	0.00023750
Tract 13 Totals	EQT Production		0.19000000%	0.61000000	0.00166250 0.00190000
14	Bruce Austin and Debra Austin 6331 Stephens Rd. Wise, VA 24293-7603	Leased 244755	5.11000000%	16.35000000	0.00638750
Tract 14 Totals	EQT Production		5.11000000%	16.35000000	0.04471250 0.05110000
15	Range Resources-Pine Mountain, Inc. Attn: Jerry Grantham P.O. Box 2136 Abingdon, VA 24212	Leased 906889 T-914	0.07000000%	0.22000000	0.00008750
Tract 15 Totals	EQT Production		0.07000000%	0.22000000	0.00061250 0.00070000
TOTAL GAS ESTATE			100.00000000%	320.00000000	1.00000000
Percentage of Unit Leased			89.06000000%		
Percentage of Unit Unleased			10.94000000%		
Acreage in Unit Leased				284.98000000	
Acreage in Unit Unleased				35.02000000	

EXHIBIT "B-3" 000205 OCT 12th
 VH-531556

12/6/2010

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
<u>Gas Estate</u>				
9	Verl Strouth 8454 Dotson Creek Rd. Wise, VA 24293-6106 Tax ID # 004125	Unleased	3.94000000%	12.61000000
10	Mimia L. Blevins c/o Alice Reeves 3918 Meridee Dr. Indianapolis, IN 46237 Tax ID # 002297	Unleased	1.53000000%	4.90000000
12	Jeffery R. Collins and Judy H. Collins P.O. Box 7048 Wise, VA 24293-7048 Tax ID # 002797	Unleased	5.47000000%	17.51000000
TOTAL UNLEASED GAS			10.94000000%	35.02000000

INSTRUMENT #201203014
 RECORDED IN THE CLERK'S OFFICE OF
 WISE COUNTY ON
 OCTOBER 12, 2012 AT 01:57PM

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