

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 07/06/19-1950

ELECTIONS, UNIT: V-537721

(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 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 March 20, 2008, and recorded in Book 454, Page 798 at the Office of the Clerk of Circuit Court, Dickenson County, Virginia on July 10, 2008, (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 August 19, 2008, 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 28, 2010, 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 30 day of July, 2010, by a majority of the Virginia Gas and Oil Board

Bradley C. Lambert
Chairman, Bradley C. Lambert

DONE AND PERFORMED this 30th day of July, 2010, by Order of the Board.

David E. Asbury, Jr.
David E. Asbury, Jr.
Principal Executive to the Staff
Virginia Gas and Oil Board

STATE OF VIRGINIA
COUNTY OF RUSSELL

Acknowledged on this 30th day of July, 2010, 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 David E. Asbury, Jr., 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 J Davis
Notary Public

Registration No. 174394

My commission expires 09/30/1913



VIRGINIA:***BEFORE THE VIRGINIA GAS AND OIL BOARD***

IN RE: Application of EQT Production Company, for Forced Pooling of Interests in Unit Number V-537721 VGOB Docket No. VGOB-07/06/19-1950 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 March 20, 2008, 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 July 10, 2008.
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 ownership to the gas estate:

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>NET REVENUE INTEREST</u>
6	Lowell Barton a/k/a. Lowell C. Barton Unknown/Unlocatable	Unleased	0.00036439

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.

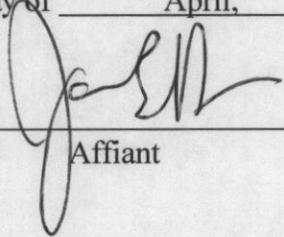
<u>TRACT</u>	<u>LESSOR</u>	<u>CASH CONSIDERATION</u>
1	Daisy Buchanan Tiller 1705 Blountville Blvd., Apt E-10 Blountville, TN 37617	2.7747 X \$5.00 = \$13.87
1	Donna Tiller Sizemore & Roger Sizemore 24107 Watauga Rd. Abingdon, VA 24211	2.7747 X \$5.00 = \$13.87
1	Donnie Lee Presley HC 4 Box 93 Davenport, VA 24239	2.0810 X \$5.00 = \$10.41
2	Norfolk Southern Corporation c/o Mark Kinder Pocahontas Land Corporation P.O. Box 1517 Bluefield, WV 24701	4.6600 X \$5.00 = \$23.30

<u>TRACT</u>	<u>LESSOR</u>	<u>CASH CONSIDERATION</u>
3	Chad & Patsy Barton P.O. Box T Haysi, VA 24256	0.0460 X \$5.00 = \$0.23
	Peggy Barton P.O. Box 175 Bee, VA 24217	0.0230 X \$5.00 = \$0.12
	Steve R. Barton P.O. Box 234 Haysi, VA 24256	0.0046 X \$5.00 = \$0.02
	Chandra Cheryl Bostic & Kenny Bostic HC 4 Box 278 Bee, VA 24217	0.0046 X \$5.00 = \$0.02
	Ricky Lane Barton & Pam Agnus Barton Box 242 Mack's Hollow Haysi, VA 24256	0.0046 X \$5.00 = \$0.02
	Lance M. Barton P.O. Box 175 Bee, VA 24217	0.0046 X \$5.00 = \$0.02
	Terry Lorenzen Barton and Barbara Gayle Barton P.O. Box 499 Haysi, VA 24256	0.0046 X \$5.00 = \$0.02
	Louise B. Compton and James I. Compton 118 Graham Robinson Rd. Max Meadows, VA 24360	0.0460 X \$5.00 = \$0.23
	Mickey W. Barton and Becky Barton HC 4 Box 273 Bee, VA 24217-9603	0.0230 X \$5.00 = \$0.12
	Wrenda Joetta Barton P.O. Box 444 Davenport, VA 24239	0.0230 X \$5.00 = \$0.12
	Don and Cindy Ashworth 852 Vandalia Rd. Morgantown, WV 26501	0.1150 X \$5.00 = \$0.58

<u>TRACT</u>	<u>LESSOR</u>	<u>CASH CONSIDERATION</u>
3	Donna Tiller Sizemore and Roger Sizemore 24107 Watauga Rd. Abingdon, VA 24211	0.0153 X \$5.00 = \$0.08
	Michael Tiller 10033 Buffalo Grove Road Fort Worth, TX 76108	0.0153 X \$5.00 = \$0.08
4	Daisy Buchanan Tiller 1705 Blountville Blvd., Apt E-10 Blountville, TN 37617	0.0560 X \$5.00 = \$0.28
	Donna Tiller Sizemore & Roger Sizemore 24107 Watauga Rd. Abindgon, VA 24211	0.0560 X \$5.00 = \$0.28
	Donnie Lee Presley HC 4 Box 93 Davenport, VA 24239	0.0420 X \$5.00 = \$0.21
6	Michael Wayne Barton & Karen F. Barton 4689 Plank Road Dillwyn, VA 23936	0.1643 X \$5.00 = \$0.82
	Kevin Dale Barton & Faye G. Barton 3575 Huguenot Trail Powhatan, VA 23139	0.1643 X \$5.00 = \$0.82
	Lowell Barton a/k/a. Lowell C. Barton Unknown/Unlocatable	0.3286 X \$5.00 = \$1.64

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.

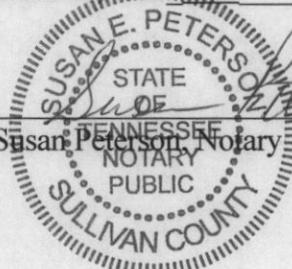
Dated at Kingsport, Tennessee, this 28th day of April, 2010.



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 28th day of April, 2010.



Susan Peterson, Notary

My commission expires: October 24, 2012.

EXHIBIT "B"
V-537721
07-0619-1950

<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	<u>J.B. Tiller Heirs:</u>					
TAX ID # 3460	Travis B. Tiller Box 59 Coeburn, VA 24230	Leased 245755L	7.3860%	8.3240	0.00923250	RI
	Karen T. Taylor & Don E. Taylor 653 Redwood St. Mount Carmel, TN 37645	Leased 245755L	7.3860%	8.3240	0.00923250	RI
	Neil C. Tiller & Martha R. Tiller 177 Meadow Lark Ln. Lebanon, VA 24266	Leased 245755L	7.3860%	8.3240	0.00923250	RI
	Daisy Buchanan Tiller 1705 Blountville Blvd., Apt E-10 Blountville, TN 37617	Unleased	2.4620%	2.7747	0.00307750	RI
	Donna Tiller Sizemore & Roger Sizemore 24107 Watauga Rd. Abingdon, VA 24211	Unleased	2.4620%	2.7747	0.00307750	RI
	Michael Tiller 10033 Buffalo Grove Road Fort Worth, TX 76108	Leased 245755L	2.4620%	2.7747	0.00307750	RI
	Virgil Jack Presley & Kathleen Presley HC 4 Box 93 Davenport, VA 24239	Leased 906922	1.8465%	2.0810	0.00230813	RI
	Donnie Lee Presley HC 4 Box 93 Davenport, VA 24239	Unleased	1.8465%	2.0810	0.00230813	RI
	Julia Jacquelyn Presley HC 4 Box 93 Davenport, VA 24239	Leased 906922	1.8465%	2.0810	0.00230813	RI
	Virgie Dean Presley 1387 Hartwig Drive Troy, MI 48085	Leased 906922	1.8465%	2.0810	0.00230813	RI
	Equitable Production Company				0.32313750	WI
Tract 1 Totals			36.9300%	41.6200	0.36930002	
2	Norfolk Southern Corporation					
TAX ID Not Availab	c/o Mark Kinder Pocahontas Land Corporation P.O. Box 1517 Bluefield, WV 24701	Unleased	4.1400%	4.6600	0.00517500	RI
	Equitable Production Company				0.03622500	WI
Tract 2 Totals			4.1400%	4.6600	0.04140000	

Eivens Tiller Heirs:

Charlton Tiller 250 Melrose St. Abingdon, VA 24210	Leased 906716	0.2033%	0.2300	0.00025418	RI
Chad & Patsy Barton P.O. Box T Haysi, VA 24256	Unleased	0.0407%	0.0460	0.00005084	RI
Peggy Barton P.O. Box 175 Bee, VA 24217	Unleased	0.0203%	0.0230	0.00002543	RI
Steve R. Barton P.O. Box 234 Haysi, VA 24256	Unleased	0.0041%	0.0046	0.00000509	RI
Chandra Cheryl Bostic & Kenny Bostic HC 4 Box 278 Bee, VA 24217	Unleased	0.0041%	0.0046	0.00000509	RI
Ricky Lane Barton & Pam Agnus Barton Box 242 Mack's Hollow Haysi, VA 24256	Unleased	0.0041%	0.0046	0.00000509	RI
Lance M. Barton P.O. Box 175 Bee, VA 24217	Unleased	0.0041%	0.0046	0.00000509	RI
Terry Lorenzen Barton and Barbara Gayle Barton P.O. Box 499 Haysi, VA 24256	Unleased	0.0041%	0.0046	0.00000509	RI
Louise B. Compton and James I. Compton 118 Graham Robinson Rd. Max Meadows, VA 24360	Unleased	0.0407%	0.0460	0.00005084	RI
Pamela Barton 7544 Finney Rd. Honaker, VA 24260	Leased 906716	0.0407%	0.0460	0.00005084	RI
Mickey W. Barton and Becky Barton HC 4 Box 273 Bee, VA 24217-9603	Unleased	0.0203%	0.0230	0.00002543	RI
Wrenda Joetta Barton P.O. Box 444 Davenport, VA 24239	Unleased	0.0203%	0.0230	0.00002543	RI
Graham Kennedy Tiller and Betty Tiller 4601 Riderwood Way Chester, VA 23831	Leased 906716	0.2033%	0.2300	0.00025418	RI
Don and Cindy Ashworth 852 Vandalia Rd. Morgantown, WV 26501	Unleased	0.1017%	0.1150	0.00012709	RI
Halbert & Peggy Ashworth 23 Rose Hill Drive Bluffton, SC 29910	Leased 906716	0.1017%	0.1150	0.00012709	RI

Lena Mullins 800 Regency Drive Johnson City, TN 37604	Leased 906716	0.0254%	0.0288	0.00003178	RI
Catherine Mullins 4505 Woodbury Drive Raleigh, NC 27612	Leased 906716	0.0254%	0.0288	0.00003178	RI
Juanita Mullins Box 760 Erwin, TN 37650-2119	Leased 906716	0.0254%	0.0288	0.00003178	RI
Kelver & Mattie Mullins 904 Millercrest Dr. Johnson City, TN 37604-4315	Leased 906716	0.0254%	0.0288	0.00003178	RI
Bert Clifford Mullins and Marjorie Mullins 26182 Beech Hideaway Abingdon, VA 24211	Leased 906716	0.0254%	0.0288	0.00003178	RI
Geraldine and Lee Counts 204 Heather Drive Jonesborough, TN 37659	Leased 906716	0.0254%	0.0288	0.00003178	RI
Anna Lee and Joe Stacker 1109 Haverhill Drive Brentwood, TN 37027	Leased 906716	0.0254%	0.0288	0.00003178	RI
Gail Aveline Bristow and Bill Bristow 7324 Lawford Rd. Knoxville, TN 37919-8175	Leased 906716	0.0254%	0.0288	0.00003178	RI
Travis B. Tiller Box 59 Coeburn, VA 24230	Leased 906716	0.0407%	0.0460	0.00005084	RI
Karen T. Taylor & Don E. Taylor 653 Redwood St. Mount Carmel, TN 37645	Leased 906716	0.0407%	0.0460	0.00005084	RI
Neil C. Tiller & Martha R. Tiller 177 Meadow Lark Lane Lebanon, VA 24266	Leased 906716	0.0407%	0.0460	0.00005084	RI
Daisy Buchanan Tiller 1705 Blountville Blvd. Apt. E-10 Blountville, TN 37617	Leased 906716	0.0136%	0.0153	0.00001695	RI
Donna Tiller Sizemore and Roger Sizemore 24107 Watauga Rd. Abingdon, VA 24211	Unleased	0.0136%	0.0153	0.00001695	RI
Michael Tiller 10033 Buffalo Grove Road Fort Worth, TX 76108	Unleased	0.0136%	0.0153	0.00001695	RI
Virgil Jack Presley and Kathleen Presley HC 4 Box 93 Davenport, VA 24239	Leased 906716	0.0102%	0.0115	0.00001272	RI
Donnie Lee Presley HC 4 Box 93 Davenport, VA 24239	Unleased	0.0102%	0.0115	0.00001272	RI

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	Julia Jacquelyn Presley HC 4 Box 93 Davenport, VA 24239	Leased 906716	0.0102%	0.0115	0.00001272	RI
	Virgie Dean Presley 1387 Hartwig Dr. Troy, MI 48085	Leased 906716	0.0102%	0.0115	0.00001272	RI
	Equitable Production Company				0.01067500	WI
Tract 3 Totals			1.2200%	1.3800	0.01220029	
4 TAX ID # 7828	<u>J.B. Tiller Heirs:</u>					
	Travis B. Tiller Box 59 Coeburn, VA 24230	Leased 906912	0.1500%	0.1680	0.00018750	RI
	Karen T. Taylor & Don E. Taylor 653 Redwood St. Mount Carmel, TN 37645	Leased 906912	0.1500%	0.1680	0.00018750	RI
	Neil C. Tiller & Martha R. Tiller 177 Meadow Lark Ln. Lebanon, VA 24266	Leased 906912	0.1500%	0.1680	0.00018750	RI
	Daisy Buchanan Tiller 1705 Blountville Blvd., Apt E-10 Blountville, TN 37617	Unleased	0.0500%	0.0560	0.00006250	RI
	Donna Tiller Sizemore & Roger Sizemore 24107 Watauga Rd. Abingdon, VA 24211	Unleased	0.0500%	0.0560	0.00006250	RI
	Michael Tiller 1921 South Adams St. Fort Worth, TX 76110	Leased 906912	0.0500%	0.0560	0.00006250	RI
	Virgil Jack Presley & Kathleen Presley HC 4 Box 93 Davenport, VA 24239	Leased 906912	0.0375%	0.0420	0.00004688	RI
	Donnie Lee Presley HC 4 Box 93 Davenport, VA 24239	Unleased	0.0375%	0.0420	0.00004688	RI
	Julia Jacquelyn Presley HC 4 Box 93 Davenport, VA 24239	Leased 906912	0.0375%	0.0420	0.00004688	RI
	Virgie Dean Presley 1387 Hartwig Drive Troy, MI 48085	Leased 906912	0.0375%	0.0420	0.00004688	RI
Tract 4 Totals	Equitable Production Company		0.7500%	0.8400	0.00656250	WI
5 TAX ID Not Availab	Pine Mountain Oil & Gas, Inc. Attn: Jerry Grantham P.O. Box 2136 Abingdon, VA 24212	Leased-EPC 241640L T2-63	4.1100%	4.6300	0.00513750	RI
Tract 5 Totals	Equitable Production Company		4.1100%	4.6300	0.03596250	WI
6 TAX ID 20972	Pine Mountain Oil & Gas, Inc. Attn: Jerry Grantham P.O. Box 2136 Abingdon, VA 24212	Leased-EPC 241640L T2-174	0.13196682	14.8751	0.01649585	RI