

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: Chesapeake Appalachia LLC)
) VIRGINIA GAS
) AND OIL BOARD
)
RELIEF SOUGHT: **EXCEPTION TO STATEWIDE SPACING**)
) LIMITATIONS PRESCRIBED BY VA. CODE) DOCKET NO.
) § 45.1-361.17(a)(2) FOR **WELL 825696**) 08/09/16-2338
)
LEGAL DESCRIPTION:)
)
) DRILLING UNIT SERVED BY WELL NUMBERED)
) **825696** TO BE DRILLED IN THE LOCATION)
) DEPICTED ON EXHIBIT A HERETO,)
) Zack Charles Justice Estate)
) 1128 Acre Tract)
) Hurley QUADRANGLE,)
) Knox MAGISTERIAL DISTRICT,)
) Buchanan COUNTY, VIRGINIA)
) (the "Subject Lands" are more particularly)
) described on Exhibit "A" attached hereto)
) and made a part hereof))

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. September 16, 2008 Southwest Virginia Higher Education Center on the campus of Virginia Highlands Community College, Abingdon, Virginia.
2. Appearances: James E. Kaiser appeared for the Applicant and Sharon 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 this application. 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 state due process.

4. Relief Requested: Applicant requests (1) an exception to the statewide spacing limitations set forth in Va. Code § 45.1-361.17 for **Well No. 825696**.
5. Relief Granted: The requested relief in this cause be and hereby is granted. The Board hereby grants Applicant consent to permit and drill proposed Well No. **825696**, **1990.72** feet from Well No. **825533**, at the locations depicted on the Plat attached hereto;
6. Special Findings: The Board specifically and specially finds:
 - 6.1. Applicant is **Chesapeake Appalachia LLC** Applicant is duly authorized and qualified to transact business in the Commonwealth of Virginia;
 - 6.2. Applicant **Chesapeake Appalachia LLC** is an operator in the Commonwealth of Virginia and has satisfied the Board's requirements for operations in Virginia;
 - 6.3. Applicant claims ownership of Conventional Gas leases on **100%** percent of Subject Drilling Unit and the right to explore for, develop and produce Gas from same, i.e., Well No. **825696**, as well as from reciprocal wells, i.e., Well No. **825533**.
 - 6.4. The proposed Well **825696** is located on a surface, coal, oil and gas tract known as **Zack Charles Justice Estate 1128 Acre Tract**, and the surface, coal, gas and oil owner has consented to the proposed location for Well **825696** that is depicted on the Plat attached hereto as Exhibit A;
 - 6.5. The Applicant testified it has the right to operate and develop the reciprocal Well No. **825533** and that the granting of the application filed herein will not impact the correlative rights of any person;
 - 6.6. An exception to the well spacing requirements of Va. Code § 45.1-361.17 for Well **825696** is necessary to efficiently drain a portion of the common sources of supply (reservoir) underlying Subject Drilling Unit, and the Board's granting of the requested location exception is in the best interest of preventing the waste of **300** million cubic feet of Conventional Gas underlying Subject Drilling Unit, and to generally effect the purposes of the Virginia Gas and Oil Act;
 - 6.7. Applicant proposes the drilling of Well No. **825696** to a depth of **5445** feet on the Subject Drilling Unit at the location depicted in Exhibit A to produce all the Mississippian and Devonian age formations including, but not limited to **Big Lime, Weir, Berea, Gordon and Devonian Shale** from surface to a total depth of **5445 feet** (Subject Formations");

6.8. Applicant proposes to drill Well No. 825696 a distance of 509.28 feet closer to Gas Well 825533, than the 2500 feet mandated by statewide spacing;

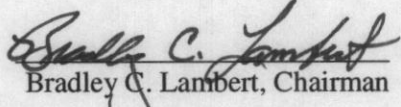
7. Applicant proposes to complete and operate Well 825696 for the purpose of producing Conventional Gas;

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

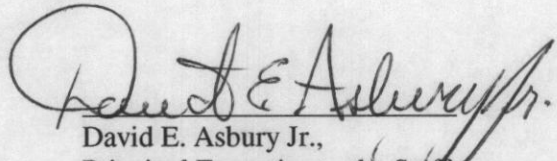
9. Appeals: Appeals of this Order are governed by the provisions of Va. Code Ann. § 45.1-361.9 which provides that any order or decision of the Board may be appealed to the appropriate circuit court. Such appeals must be taken in the manner prescribed in the Administrative Process Act, Va. Code Ann. § 9-6.14:1 et seq. and Rule 2A of the Rules of the Virginia Supreme Court.

10. 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 9 day of Feb, 2010, by a majority of the Virginia Gas and Oil Board.

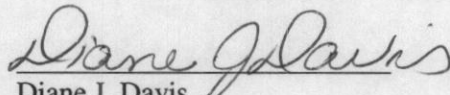

Bradley C. Lambert, Chairman

DONE AND PERFORMED this 9th day of February 2010, by an Order of this Board.


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

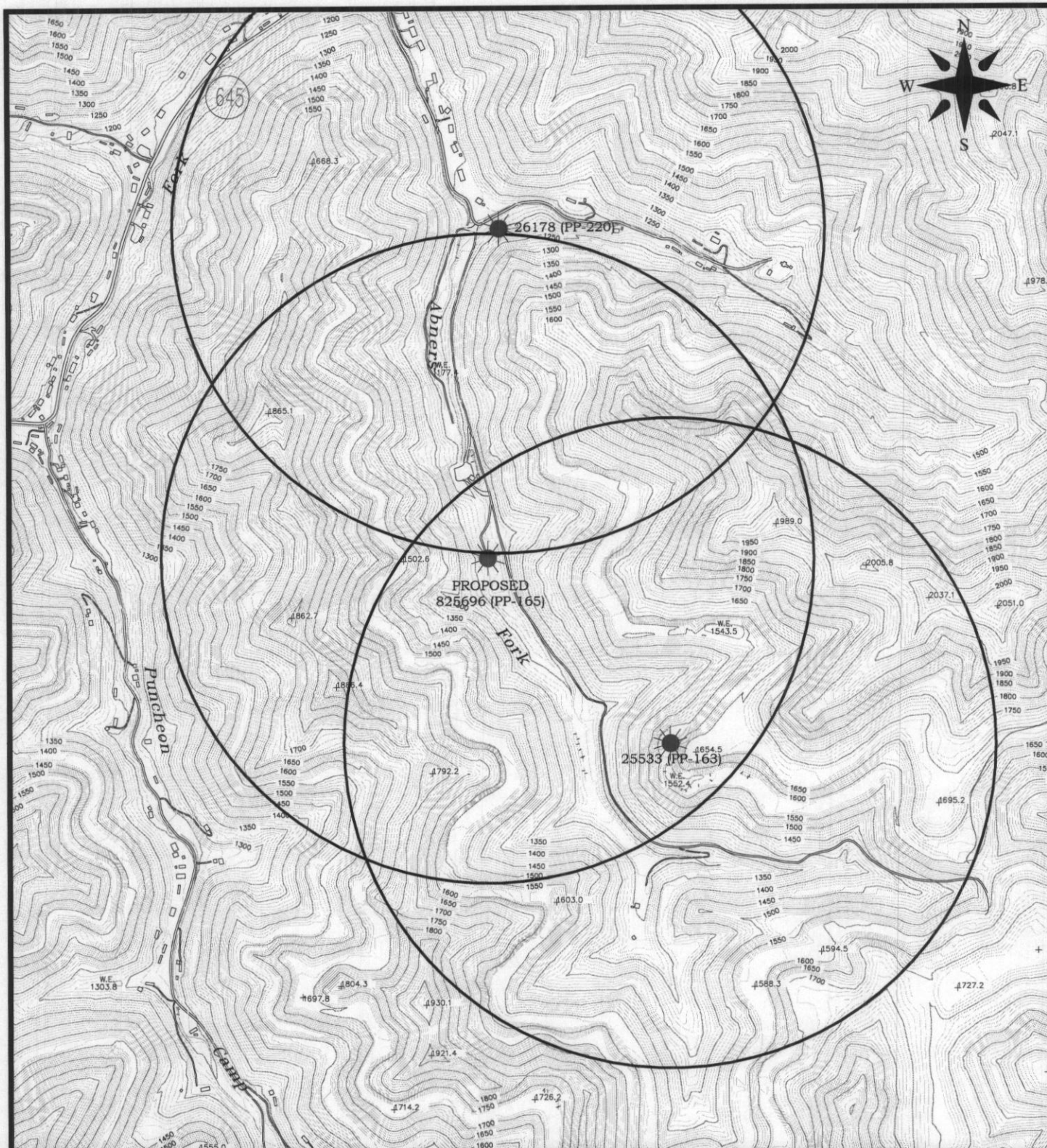
COMMONWEALTH OF VIRGINIA)
COUNTY OF WASHINGTON)

Russell
Acknowledged on this 9th day of February 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 the Chairman of the Virginia Gas and Oil Board and **David E. 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 he executed the same and was authorized to do so.


Diane J. Davis
Notary Public #174394

My commission expires: 09/30/2013





825696 (PP-165)
SPACING EXCEPTION MAP
HURLEY QUADRANGLE

LBL & ASSOCIATES, PC
SURVEYORS • ENGINEERS
BOUNDARY • CONSTRUCTION • ENERGY • ENVIRONMENTAL • MINING
430 Virginia Avenue, Richlands, VA 24641
276-596-9646 (FAX: 276-596-9736)

PROJECT NO.
LBL-G9015-08

SCALE:
1" = 1000'

DATE: 09-09-08
PP-165loc.dwg

(38) V60B-08-0916-2338

⊕ 2500' Radius

Map has no DMR Permit (Surface)?