

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

APPLICANT:	<u>Range Resources-Pine Mountain, Inc.</u>	)	VIRGINIA GAS
		)	AND OIL BOARD
RELIEF SOUGHT:	(1) ESTABLISHMENT OF THE DRILLING	)	
	UNIT DEPICTED IN EXHIBIT A HERETO	)	DOCKET NO.
	AND SERVED BY WELL NO. <u>V-530176</u>	)	<u>VGOB-09-1020-2621</u>
	containing 112.69 acres	)	
	(herein "Subject Drilling Unit")	)	
	PURSUANT TO VA. CODE § 45.1-361.20;	)	
	(2) POOLING OF INTERESTS IN	)	
	SUBJECT DRILLING UNIT PURSUANT TO	)	
	VA. CODE § 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 (3) DESIGNATE THE APPLICANT	)	
	AS THE UNIT OPERATOR FOR THE	)	
	SUBJECT DRILLING UNIT	)	
		)	
LEGAL DESCRIPTION:		)	
	DRILLING UNIT SERVED BY WELL NUMBERED	)	
	<u>V-530176</u> TO BE DRILLED IN	)	
	THE LOCATION DEPICTED ON EXHIBIT A HERETO,	)	
	David and Victoria Lee Tract	)	
	25.00 acres	)	
	CANEY RIDGE QUADRANGLE	)	
	KENADY DISTRICT	)	
	DICKENSON COUNTY, VIRGINIA	)	
	(the "Subject Lands" are more particularly	)	
	described on Exhibit A attached hereto	)	
	and made a part hereof)	)	
		)	
TAX MAP IDENTIFICATION NUMBERS:		)	
	TAX MAP IDENTIFICATION NUMBERS FOR ALL PARCELS	)	
	AFFECTED BY THIS ORDER ARE SHOWN ON EXHIBIT(S)	)	
	<u>B-3</u> 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 **October 20, 2009** at the Russell County Conference Center, Highland Drive, Lebanon, Virginia.

2. Appearances: **Timothy E. Scott** appeared for the Applicant. **Sharon M. 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. Unknown and/or Unlocatable Owners/Claimants in the 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: **Exhibit B and Exhibit E.**

5. Dismissals: **None.**

6. Relief Requested: Applicant requests (1) that pursuant to Va. Code § 45.1-361.20, the Board establish Subject Drilling Unit to be served by **Well No. V-530176**; and (2) that pursuant to Va. Code § 45.1-361.21, the Board pool the rights, interests and estates in and to the Conventional Gas of the known and unknown persons listed in the attached **Exhibit B-3**, 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 from the Subject Drilling Unit established for 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 Drilling Unit"); and, (3) that the Board designate **Range Resources-Pine Mountain, Inc.** as Unit Operator.

7. Relief Granted: The requested relief in this cause shall be and hereby is granted.

7.1 The Board hereby: (1) establishes Subject Drilling Unit pursuant to Va. Code § 45.1-361.20; (2) pursuant to Va. Code § 45.1-361.21 C 3, designates **Range Resources-Pine Mountain, Inc.** (hereinafter "Unit Operator") as the Operator authorized to drill and operate **Well No. V-530176** in the Subject 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 (3) pursuant to Va. Code § 45.1-361.21A, the rights, interests, and estates in and to the Conventional Gas in Subject 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 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 Drilling Unit are as follows:

Estimated, Completed-for-Production Costs: **\$534,191.00**

Any gas owner and/or claimants named in **Exhibit B-3**, who elects this option (Option 1) understands and agrees 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 in this Board Order.

A Participating Operator's proportionate cost hereunder shall be the result obtained by multiplying the Participating Operator's "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 **\$25.00** 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 equitable 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): **Range Resources-Pine Mountain, Inc.** shall be and hereby is designated as Unit Operator authorized to drill and operate **Well No. V-530176** 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:

Range Resources-Pine Mountain, Inc.
406 West Main Street
P. O. Box 2136
Abingdon, VA 24212
Phone: (276) 619-2583
Fax: (276) 628-7246
Attn: Phil Horn, District Landman

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: Applicant has represented to the Board that there **are no** Unknown and/or Unlocatable Gas Owners within the Subject Drilling Unit whose interests are subject to the escrow requirements of Paragraph 16.1 of the Subject Drilling Unit; and, the Applicant has represented to the Board that there **are** conflicting claimants in the Subject Drilling Unit whose payments are subject to the provisions of Paragraph 16.2 hereof. Therefore, by this Order and unless and until otherwise ordered by the Board, the Escrow Agent named herein, or any successor named by the Board, **is** required to establish an interest-bearing escrow account **for Tracts 22 and 24 representing 0.28%** 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 and Trust Company
Trust Division
P. O. Box 3860
Kingsport, Tennessee 37664
Attention: Debbie Davis
Telephone: (423) 246-3700

- 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 **Range Resources-Pine Mountain, Inc.** Applicant is duly authorized and qualified to transact business in the Commonwealth of Virginia;
- 17.2. Applicant **Range Resources-Pine Mountain, Inc.** is an operator in the Commonwealth of Virginia, and has satisfied the Board's requirements for operations in Virginia;
- 17.3. Applicant **Range Resources-Pine Mountain, Inc.** claims ownership of Gas leases on **85.826%** 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 No. V-530176** to a depth of **5,399** feet on the Subject Drilling Unit at the location depicted on **Exhibit A** to develop the pool of Gas in Subject Formations, and to complete and operate **Well No. V-530176** for the purpose of producing Conventional Gas.
- 17.5. The estimated production of the life of the proposed **Well No. V-530176** is **350 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 **14.174%** 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 9 day of Feb, 2010, by a majority of the Virginia Gas and Oil Board.

Bradley C. Lambert
Chairman, Bradley C. Lambert

DONE AND PERFORMED this 9th day of February, 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 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 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 09/30/2013



BK 475PG 341

11,850'

Well Coordinates: (Geographic N27)
37.026348° -82.457242°

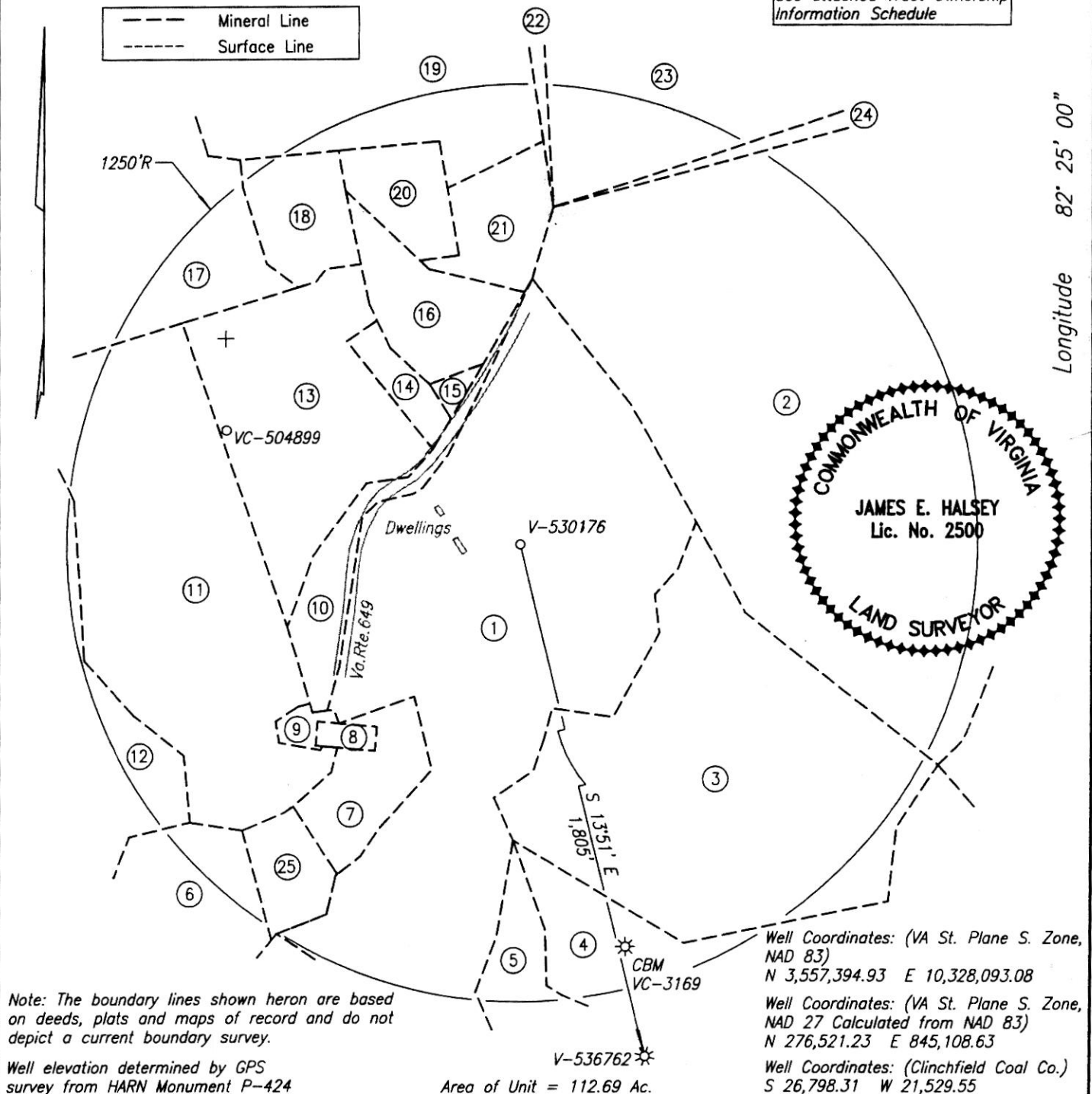
Latitude 37° 02' 30"

See attached Tract Ownership
Information Schedule

--- Mineral Line
- - - - - Surface Line

Longitude 82° 25' 00"

5,600'



WELL LOCATION PLAT

COMPANY Range Resources-Pine Mountain, Inc. WELL NAME AND NUMBER V-530176
TRACT NO. Lease No. 244830 ELEVATION 2,470.04' QUADRANGLE Caney Ridge
COUNTY Dickenson DISTRICT Kenady SCALE 1" = 400' DATE 9-17-2009
This Plat is a new plat x; an updated plat ; or a final location plat
+ Denotes the location of a well on United States topographic Maps, scale 1 to 24,000, latitude and longitude lines being represented by border lines as shown.

James E. Halsey
Licensed Professional Engineer or Licensed Land Surveyor

Exhibit A

V-530176 PLAT
TRACT OWNERSHIP INFORMATION SCHEDULE
 9/17/2009

- | | |
|---|--|
| <p>1 . Lease No. 244830
 David & Victoria Lee - surface, oil & gas
 ACIN LLC - coal
 25.0 Acres
 Gas 23.24 Ac. 20.62%</p> | <p>9 . Lease No.
 Pine Grove Freewill Baptist Church - oil & gas
 3.0 Acres
 Gas 0.29 Ac. 0.26%</p> |
| <p>2 . Lease No. 906889 / T-624
 W. H. Aston
 213 Acres
 ACIN LLC - coal
 Alpha Land & Reserves LLC - coal lessee
 WBRD LLC - coal
 Dickenson-Russell Coal Company LLC - coal lessee
 Range Resources-Pine Mountain, Inc. -
 Gas 25.72 Ac. 22.82%</p> | <p>10 . Lease No.
 Judy Powers - oil & gas
 ACIN LLC - coal
 2.0 Acres
 Gas 2.03 Ac. 1.80%</p> |
| <p>3 . Lease No.
 Johnny L. & Loretta Y. Smith - oil & gas
 ACIN LLC - coal
 25 Acres
 Gas 15.49 Ac. 13.75%</p> | <p>11 . Lease No.
 Martha Freeman - oil & gas
 13.23 Acres
 Gas 13.17 Ac. 11.69%</p> |
| <p>4 . Lease No. 244831
 Johnny L. Smith - oil & gas
 27 Acres
 Gas 2.50 Ac. 2.19%</p> | <p>12 . Lease No.
 Heirs of Ruth Freeman Salyer Estate - oil & gas
 15.50 Acres
 Gas 1.40 Ac. 1.24%</p> |
| <p>5 . Lease No.
 Jimmy M. Smith - oil & gas
 3.1 Acres
 Gas 1.16 Ac. 1.03%</p> | <p>13 . Lease No.
 Pine Grove Freewill Baptist Church - oil & gas
 ACIN LLC - coal
 7.42 Acres
 Gas 7.39 Ac. 6.56%</p> |
| <p>6 . Lease No.
 Bruce & Shelby Willis - oil & gas
 10 Acres
 Gas 0.78 Ac. 0.70%</p> | <p>14 . Lease No.
 Heirs of Blanche Freeman Smith - oil & gas
 ACIN LLC - coal
 0.77 Acres
 Gas 0.77 Ac. 0.68%</p> |
| <p>7 . Lease No.
 Linda Jane Pridemore - oil & gas
 ACIN LLC - coal
 3.0 Acres
 Gas 2.05 Ac. 1.82%</p> | <p>15 . Lease No.
 Margaret Meade Bolling et al - oil & gas
 ACIN LLC - coal
 0.40 Acres
 Gas 0.19 Ac. 0.17%</p> |
| <p>8 . Lease No.
 Dickenson County School Board - oil & gas
 0.25 Acres
 Gas 0.25 Ac. 0.22%</p> | <p>16 . Lease No.
 Carl & Patsy Meade - oil & gas
 ACIN LLC - coal
 2.55 Acres
 Gas 2.52 Ac. 2.24%</p> |

- 17 . Lease No.
William E. Hunsaker - oil & gas
11 Acres
Gas 2.05 Ac. 1.82%
- 18 . Lease No.
Texas & Linda Pridemore - surface, oil & gas
2.0 Acres
Gas 1.93 Ac. 1.71%
- 19 . Lease No.
Margaret Meade Bolling et al - oil & gas
13.45 Acres
Gas 2.19 Ac. 1.95%
- 20 . Lease No.
Carl & Patsy Meade - oil & gas
2.0 Acres
Gas 1.61 Ac. 1.43%
- 21 . Lease No.
Margaret Meade Bolling et al - oil & gas
13.45 Acres
Gas 1.97 Ac. 1.75%
- 22 . Lease No. 223068L
The Hagan Estates Inc. - oil & gas
54 Acres
or
Lease No. 905136L
Margaret Meade Bolling, et al - oil & gas
13.45 Acres
Gas 0.12 Ac. 0.11%
- 23 . Lease No. 223068L
The Hagan Estates Inc. - oil & gas
54 Acres
Gas 2.35 Ac. 2.09%
- 24 . Lease No. 223068L
The Hagan Estates Inc. - oil & gas
54 Acres
or
Lease No. 241490L / T-624
W. H. Aston
213 Acres
Range Resources-Pine Mountain, Inc. - oil & gas
Gas 0.21 Ac. 0.19%
- 25 . Lease No.
Bennett & Emaline Edwards Heirs - oil & gas
1.25 Acres
Gas 1.31 Ac. 1.16%

Exhibit "B"
Revised 9/25/09 V-530176

Tract	Lessor	Lease Status	Interest Within Unit	Gross Acreage in Unit
Gas Estate Only				
1	David & Victoria Lee P.O. Box 574 Clintwood, VA 24228 Tax Card ID - 5762	Leased	20.26000000	22.83000000
2	Range Resources - Pine Mountain, Inc. Attn: Jerry Grantham PO Box 2136 Abingdon, VA 24212 Tax Card ID - 20156	Owner	22.82000000	25.72000000
3	Johnny L. & Loretta Y. Smith PO Box 1053 Coeburn, VA 24230 Tax Card ID - 21691	Leased	13.75000000	15.49000000
4	Johnny L. & Loretta Y. Smith PO Box 1053 Coeburn, VA 24230 Tax Card ID - 21691	Leased	2.19000000	2.50000000
5	Johnny L. & Loretta Y. Smith PO Box 1053 Coeburn, VA 24230 Tax Card ID - 13433	Leased	1.03000000	1.16000000
6	Bruce & Shelby Willis 8570 DC Caney Ridge Road Coeburn, VA 24230 Tax Card ID - 4811	Leased	1.12000000	1.26000000
7	Texas & Linda Pridemore 208 Texas Hollow Coeburn, VA 24230 Tax Card ID - 4863	Leased	1.89000000	2.13000000
8	Dickenson County School Board PO Box 1127 Clintwood, VA 24228 Tax Card ID - Minerals Only	Leased	0.22000000	0.25000000
9	Pine Grove Freewill Baptist Church HC05, Box 551 E Coeburn, VA 24230 Tax Card ID - 12720	Leased	0.26000000	0.29000000
10	Judy Powers 5629 Cranesnest Rd Coeburn, VA 24230 Tax Card ID - 5804	Leased	1.80000000	2.03000000

11	Martha Freeman PO Box 217 Coeburn, VA 24230 Tax Card ID - 4601	Unleased	11.67000000	13.15000000
12	Tax Card ID - 5928 Lewis Salyers PSC 120 Box R 125 APOAE09265	Unleased	0.20666667	0.23333333
	Gary Salyers 515 Ridge Ave. Norton, VA 24273	Unleased	0.20666667	0.23333333
	Shirley Osborne 520 Hopkins Street Kingsport, TN 37664	Unleased	0.20666667	0.23333333
	Rita Matthews 921 Mago Vista Rd. Arnold, MD 21012	Unleased	0.20666667	0.23333333
	Rita Joe Salyers 3223 Edgewood Road Kinniston, MD 20895	Unleased	0.20666667	0.23333333
	Joe Salyers 413 Hobart Street Kingsport, TN 37664	Unleased	0.20666667	0.23333333
13	Pine Grove Freewill Baptist Church HC05, Box 551 E Coeburn, VA 24230 Tax Card ID - 12720	Leased	6.56000000	7.39000000

14	Tax Card ID - Minerals Only Clifford Freeman Pero & Deanne R. Pero 11618 DC Caney Ridge Road Coeburn, VA 24230	Leased	0.13600000	0.15400000
	Quentin Freeman 3855 S. Atlantic Ave. Daytona Beach Shores, FL 32118	Unleased	0.13600000	0.15400000
	Martha M. Freeman PO Box 217 Coeburn, VA 24230	Unleased	0.13600000	0.15400000
	Carmenlita R. Portugal 2423 South Peninsula Drive Daytona Beach, FL 32118	Leased	0.06800000	0.07700000
	Grover T. Smith, III 2533 Peninsula Drive South Daytona Beach, FL 32118	Leased	0.06800000	0.07700000
	Lewis Salyers PSC 120 Box R 125 APOAE09265	Unleased	0.02266667	0.02566667
	Gary Salyers 515 Ridge Ave. Norton, VA 24273	Unleased	0.02266667	0.02566667
	Shirley Osborne 520 Hopkins Street Kingsport, TN 37664	Unleased	0.02266667	0.02566667
	Rita Matthews 921 Mago Vista Rd. Arnold, MD 21012	Unleased	0.02266667	0.02566667
	Rita Joe Salyers 3223 Edgewood Road Kinniston, MD 20895	Unleased	0.02266667	0.02566667
	Joe Salyers 413 Hobart Street Kingsport, TN 37664	Unleased	0.02266667	0.02566667
15	Tax Card ID - 5114 & 5115 Margaret Meade Bolling and Donnie R. Bolling, W/H 5512 North Pound Fork River Pound, VA 24279	Leased	0.09714286	0.10857143
	Bernard Meade and Kitty Meade, H/W 4941 Pole Bridge Road Wise, VA 24293	Leased	0.02428571	0.02714286
	Patsy Meade 122 Poos Way Coeburn, VA 24230	Leased	0.02428571	0.02714286
	Shirley J. Meade, widow 115 Fairbanks Road, Apt. # 308 Oakridge, TN 37830	Leased	0.00809524	0.00904762
	Donald Wayne Meade, single P.O. Box 312 Moravian Falls, NC 28654	Leased	0.00809524	0.00904762
	William Clyde Meade and Deborah Meade, H/W P.O. Box 312 Moravian Falls, NC 28654	Leased	0.00809524	0.00904762

16	Patsy Meade 122 Poos Way Coeburn, VA 24230 Tax Card ID - 13418	Leased	2.24000000	2.52000000
17	Tax Card ID - Minerals Only William E. Hunsaker PO Box 446 Coeburn, VA 24230	Leased	1.82000000	2.05000000
18	Texas & Linda Pridemore 208 Texas Hollow Coeburn, VA 24230 Tax Card ID - 13428	Leased	1.71000000	1.93000000
19	Tax Card ID - 5114 & 5115 Margaret Meade Bolling and Donnie R. Bolling, W/H 5512 North Pound Fork River Pound, VA 24279	Leased	1.11428571	1.25142857
	Bernard Meade and Kitty Meade, H/W 4941 Pole Bridge Road Wise, VA 24293	Leased	0.27857143	0.31285714
	Patsy Meade 122 Poos Way Coeburn, VA 24230	Leased	0.27857143	0.31285714
	Shirley J. Meade, widow 115 Fairbanks Road, Apt. # 308 Oakridge, TN 37830	Leased	0.09285714	0.10428571
	Donald Wayne Meade, single P.O. Box 312 Moravian Falls, NC 28654	Leased	0.09285714	0.10428571
	William Clyde Meade and Deborah Meade, H/W P.O. Box 312 Moravian Falls, NC 28654	Leased	0.09285714	0.10428571
20	Patsy Meade 122 Poos Way Coeburn, VA 24230 Tax Card ID - 12970	Leased	1.43000000	1.61000000

21	Tax Card ID - 5114 & 5115 Margaret Meade Bolling and Donnie R. Bolling, W/H 5512 North Pound Fork River Pound, VA 24279	Leased	1.00000000	1.12571429
	Bernard Meade and Kitty Meade, H/W 4941 Pole Bridge Road Wise, VA 24293	Leased	0.25000000	0.28142857
	Patsy Meade 122 Poos Way Coeburn, VA 24230	Leased	0.25000000	0.28142857
	Shirley J. Meade, widow 115 Fairbanks Road, Apt. # 308 Oakridge, TN 37830	Leased	0.08333333	0.09380952
	Donald Wayne Meade, single P.O. Box 312 Moravian Falls, NC 28654	Leased	0.08333333	0.09380952
22	William Clyde Meade and Deborah Meade, H/W P.O. Box 312 Moravian Falls, NC 28654	Leased	0.08333333	0.09380952
	Tax Card ID - Minerals Only The Hagan Estates, Inc. c/o The Gillespie Company PO Box 675 Tazwell, VA 24651-0675	Leased	0.10000000	0.11000000
	OR			
	Margaret Meade Bolling and Donnie R. Bolling, W/H 5512 North Pound Fork River Pound, VA 24279	Leased	0.05714286	0.06285714
	Bernard Meade and Kitty Meade, H/W 4941 Pole Bridge Road Wise, VA 24293	Leased	0.01428571	0.01571429
	Patsy Meade 122 Poos Way Coeburn, VA 24230	Leased	0.01428571	0.01571429
	Shirley J. Meade, widow 115 Fairbanks Road, Apt. # 308 Oakridge, TN 37830	Leased	0.00476190	0.00523810
	Donald Wayne Meade, single P.O. Box 312 Moravian Falls, NC 28654	Leased	0.00476190	0.00523810
	William Clyde Meade and Deborah Meade, H/W P.O. Box 312 Moravian Falls, NC 28654	Leased	0.00476190	0.00523810

23	The Hagan Estates, Inc. c/o The Gillespie Company PO Box 675 Tazwell, VA 24651-0675 Tax Card ID - Minerals Only	Leased	2.09000000	2.35000000
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24	The Hagan Estates, Inc. c/o The Gillespie Company PO Box 675 Tazwell, VA 24651-0675 Tax Card ID - Minerals Only	Leased	0.18000000	0.20000000
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OR

25	Range Resources - Pine Mountain, Inc. Attn: Jerry Grantham PO Box 2136 Abingdon, VA 24212 Tax Card ID - 20156	Owner	0.18000000	0.20000000
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25	Tax Card ID - 4534 Rita Perrigan PO Box 116 Coeburn, VA 24230	Unleased	0.21400000	0.24000000
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25	Janice Kiser Fugate PO Box 1106 St. Paul, VA 24283	Unleased	0.21400000	0.24000000
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25	Brenda Stanley 1042 Hamilton Road Coeburn, VA 24230	Leased	0.21400000	0.24000000
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25	Margie Edwards 308 Peanut Hill Drive Coeburn, VA 24230	Unleased	0.21400000	0.24000000
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25	Emmaline Zelma Edwards 277 Alabama Street Kingsport, TN 37660	Unleased	0.21400000	0.24000000
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25	TOTAL GAS ESTATE		100.00000000	112.69000000
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25	Percentage of Unit Leased	85.82600000
25	Percentage of Unit Unleased	14.17400000

25	Acreage in Unit Leased	96.71800000
25	Acreage in Unit Unleased	15.97200000

**Exhibit "B-3" - Unleased Owners
V-530176**

Tract	Lessor	Lease Status	Interest Within Unit	Gross Acreage in Unit
Gas Estate Only				
5	Jimmy M. Smith 148 Trig Smith Hollow Coeburn, VA 24230 Tax Card ID - 13433	Unleased	1.03000000	1.16000000
11	Martha Freeman PO Box 217 Coeburn, VA 24230 Tax Card ID - 4601	Unleased	11.67000000	13.15000000
12	Tax Card ID - 5928 Lewis Salyers PSC 120 Box R 125 APOAE09265	Unleased	0.20666667	0.23333333
	Gary Salyers 515 Ridge Ave. Norton, VA 24273	Unleased	0.20666667	0.23333333
	Shirley Osborne 520 Hopkins Street Kingsport, TN 37664	Unleased	0.20666667	0.23333333
	Rita Matthews 921 Mago Vista Rd. Arnold, MD 21012	Unleased	0.20666667	0.23333333
	Rita Joe Salyers 3223 Edgewood Road Kinniston, MD 20895	Unleased	0.20666667	0.23333333
	Joe Salyers 413 Hobart Street Kingsport, TN 37664	Unleased	0.20666667	0.23333333
14	Tax Card ID - Minerals Only Quentin Freeman 3855 S. Atlantic Ave. Daytona Beach Shores, FL 32118	Unleased	0.13600000	0.15400000
	Martha M. Freeman PO Box 217 Coeburn, VA 24230	Unleased	0.13600000	0.15400000

	Lewis Salyers PSC 120 Box R 125 APOAE09265	Unleased	0.02266667	0.02566667
	Gary Salyers 515 Ridge Ave. Norton, VA 24273	Unleased	0.02266667	0.02566667
	Shirley Osborne 520 Hopkins Street Kingsport, TN 37664	Unleased	0.02266667	0.02566667
	Rita Matthews 921 Mago Vista Rd. Arnold, MD 21012	Unleased	0.02266667	0.02566667
	Rita Joe Salyers 3223 Edgewood Road Kinniston, MD 20895	Unleased	0.02266667	0.02566667
	Joe Salyers 413 Hobart Street Kingsport, TN 37664	Unleased	0.02266667	0.02566667
25	Tax Card ID - 4534 Rita Perrigan PO Box 116 Coeburn, VA 24230	Unleased	0.21400000	0.24000000
	Janice Kiser Fugate PO Box 1106 St. Paul, VA 24283	Unleased	0.21400000	0.24000000
	Margie Edwards 308 Peanut Hill Drive Coeburn, VA 24230	Unleased	0.21400000	0.24000000
	Emmaline Zelma Lee Orfield 277 Alabama Street Kingsport, TN 37660	Unleased	0.21400000	0.24000000
	TOTAL GAS ESTATE		15.20400000	17.13200000

**Exhibit "E" - Escrow Owners
V-530176**

Tract	Lessor	Lease Status	Interest Within Unit	Gross Acreage in Unit
Gas Estate Only				
22	Tax Card ID - Minerals Only The Hagan Estates, Inc. c/o The Gillespie Company PO Box 675 Tazwell, VA 24651-0675	Leased	0.10000000	0.11000000
OR				
	Margaret Meade Bolling and Donnie R. Bolling, W/H 5512 North Pound Fork River Pound, VA 24279	Leased	0.05714286	0.06285714
	Bernard Meade and Kitty Meade, H/W 4941 Pole Bridge Road Wise, VA 24293	Leased	0.01428571	0.01571429
	Patsy Meade 122 Poos Way Coeburn, VA 24230	Leased	0.01428571	0.01571429
	Shirley J. Meade, widow 115 Fairbanks Road, Apt. # 308 Oakridge, TN 37830	Leased	0.00476190	0.00523810
	Donald Wayne Meade, single P.O. Box 312 Moravian Falls, NC 28654	Leased	0.00476190	0.00523810
	William Clyde Meade and Deborah Meade, H/W P.O. Box 312 Moravian Falls, NC 28654	Leased	0.00476190	0.00523810
24	The Hagan Estates, Inc. c/o The Gillespie Company PO Box 675 Tazwell, VA 24651-0675 Tax Card ID - Minerals Only	Leased	0.18000000	0.20000000
OR				
	Range Resources - Pine Mountain, Inc. Attn: Jerry Grantham PO Box 2136 Abingdon, VA 24212 Tax Card ID - 20156	Owner	0.18000000	0.20000000
TOTAL			0.28000000	0.31000000

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DICKENSON ON
MARCH 17, 2010 AT 03:50PM

RICHARD W. EDWARDS, CLERK
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