

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

IN RE:

SUPPLEMENTAL ORDER REGARDING DOCKET NO. VGOB-12-0313-3046-01
ELECTIONS: 900035
(hereinafter "Subject Drilling Unit")

TAX MAP IDENTIFICATION
NUMBERS FOR ALL PARCELS
AFFECTED BY THIS ORDER ARE
SHOWN ON EXHIBIT B-3

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 requirements 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 August 27, 2012, and recorded in Deed Book 501, Page 340 in the Office of the Clerk of the Circuit Court for Dickenson County, Virginia on October 26, 2012, (herein "Board Order") and (2) to complete the record regarding elections. The Board Order established a drilling unit and pooled all interests 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 Range Resources-Pine Mountain, Inc., (herein the "Designated Operator"), to mail copies of the Board Order to all Respondents whose interests, if any, were pooled by said Board Order;

- (b) The Designated Operator filed its affidavit of mailing dated January 29, 2013, disclosing that it had mailed a correct copy of the Board's Order to all Respondents whose interests, if any, were pooled by said Board Order;
 - (c) The Board Order required each Respondent whose interests, 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 January 30, 2013, in accordance with § 7.C of the Virginia Gas and Oil Board Regulations and 4 VAC 25-160.7C (herein "Affidavit of Elections" annexed hereto), wherein it has, for each Respondent whose interests, 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(s) made, if any; and (iii) whether, by reason of 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, interests, estates and claims in Subject Drilling Unit to the Designated Operator;
 - (d) Current Board standards requiring the escrow of funds and the Board's agreement with its Escrow Agent, First Bank and Trust Company, Trust Division, 38 East Valley Street, Bristol, Virginia 24201; Tel: (276) 466-9222; 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 July 18, 2006. The Affidavit of Elections indicates that the escrow of funds is required with regard to 900035.
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, to the extent escrow was required and to the extent it pertained to the elections and interests of the Respondents who have entered into a royalty split agreement and no longer require escrow of any funds, the Applicant is hereby directed to provide the Board with reconciliation of its and the Escrow Agent's records so that any funds affected by this Order may be disbursed in an appropriate manner.
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

Supplemental Order stating that a true and correct copy of this Supplemental Order was mailed within seven (7) days from the date of receipt of this Supplemental Order to each Respondent 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 as of the date of the Board's approval of this Application, which is set forth at Paragraph 1 above.

DONE AND EXECUTED this 28th day of Feb., 2014, by a majority of the Virginia Gas and Oil Board.

Bradley C. Lambert
Bradley Lambert, Chairman

DONE AND EXECUTED this 28th day of February, 2014, by a majority of the Virginia Gas and Oil Board.

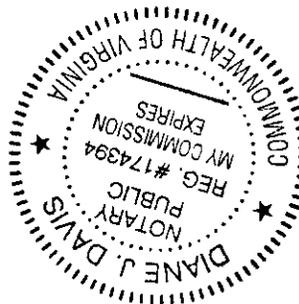
Rick Cooper
Rick Cooper
Principal Executive to the Staff
Virginia Gas and Oil Board

STATE OF VIRGINIA
COUNTY OF RUSSELL:

Acknowledged this 28th day of February, 2014, personally before me a notary public in and for the Commonwealth of Virginia, appeared Bradley Lambert, being duly sworn did depose and say that he is Chairman of the Virginia Gas and Oil Board and Rick Cooper 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 same and were authorized to do so.

Diane J. Davis
Diane J. Davis

My Commission Expires September 30, 2017



VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

IN RE: Application of Range Resources-Pine Mountain, Inc, for the Forced Pooling of Interests in 900035, Docket No. VGOB-12-0313-3046-01 in the Sandlick District, Haysi Quadrangle, Dickenson County, Virginia.

AFFIDAVIT OF MCKINNIS & SCOTT, Attorneys-at-Law, Agents for the Designated Operator REGARDING ELECTIONS, ESCROW ACCOUNTS AND SUPPLEMENTAL ORDER

Timothy E. Scott (herein Affiant), being duly sworn on oath, deposes and says:

1. That the Affiant is an attorney in the law firm of MCKINNIS & SCOTT, the Agent for the Designated Operator, with offices located at 135 W. Main Street, Suite 200, Kingsport, Tennessee 37660, and is authorized to give this Affidavit in its behalf;
2. That the Order entered on August 27, 2012, by the Virginia Gas and Oil Board regarding the captioned conventional gas 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 and recorded 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, if known and locatable, 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; that proof of such mailing has previously been tendered to the Division of Gas and Oil, the Office of the Gas and Oil Inspector, at Lebanon, Virginia;
4. That the Order of the Virginia Gas and Oil Board in the captioned matter required all persons pooled thereby to tender written notice of their election of the option selected under Paragraph 9 of the Order to the Designated Operator within thirty (30) days from the date of receipt of a copy of the recorded Order;
5. That the Designated Operator, by and through its agent, McKinnis & Scott, Attorneys-at-Law, has established procedures to review all mail received and all written documents received by means other than by mail to ascertain whether parties whose interests 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 Drilling Unit; that the following persons or entities delivered, by mail or otherwise, written elections to the Unit Operator, within the thirty day elections period:

None

- 6. That the interest and/or claims of the following persons or entities (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:

See Exhibit E

- 7. That after the pooling hearing held in the captioned matter, the following persons or entities have leased or entered into a voluntary agreement with the Designated Operator with regard to their interest and/or claims:

<u>Owner:</u>	<u>Tract No:</u>	<u>Interest Within Unit:</u>
Ballard Lowe Friend	15	0.17685714

- 8. That the Designated Operator with regard to persons previously requiring the services of the Escrow Agent have now reached an agreement regarding their interests or claims that allows Applicant/Designated Operator to make royalty distribution without the need to escrow funds which would otherwise be in conflict:

None

- 9. That the Respondents identified in Exhibit B-3 hereto have not made a timely election and have failed to enter into an agreement with the Designated Operator and their respective oil and gas rights, interests and claims shall be deemed to have leased to Applicant/Designated Operator pursuant to and in accordance with Paragraph 10 of the Board Order dated August 27, 2012:

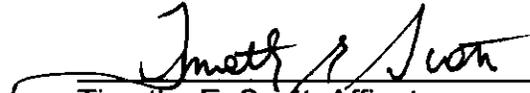
See Revised Exhibit B-3

- 10. The Designated Operator requests that the following persons be dismissed as Respondents:

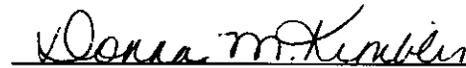
Ballard Lowe Friend

That pursuant to the provisions of 4VAC 25-160.70.A.10 and .C and VAC 25-160-80, 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 is required in this matter pursuant to the terms of §§ 45.1-361.21.D and 45.1-361.22.A.3 and .4.

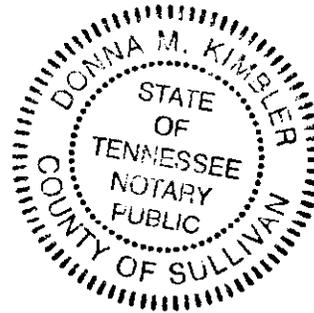
Dated at Kingsport, Tennessee, this 30th day of January, 2013.


Timothy E. Scott, Affiant

Taken, subscribed and sworn to before me by Timothy E. Scott, the Agent for Range Resources-Pine Mountain, Inc., a corporation, on behalf of the corporation, this 30th day of January, 2013.


Notary Public

My commission expires: 11-20-2013



DB 514 PG772

Exhibit "B-3" - Unleased Owners 900035 Revised 1/30/2013

Tract	Lessor	Lease Status	Interest Within Unit	Gross Acreage in Unit
Gas Estate Only				
8	Tax ID # -Minerals Only			
	James Fuller Unknown	Unleased	0.20875000	0.23500000
	Bud Fuller Unknown	Unleased	0.20875000	0.23500000
	Clara Sykes Unknown	Unleased	0.04175000	0.04700000
	Sylvia Markum Channell 25 Gallant Fox Ct Bear, DE 19701	Unleased	0.00695833	0.00783333
	Rebecca Deel Centennial Heights Haysi, VA 24256	Unleased	0.00695833	0.00783333
	Lloyd Reeves 625 Union Church Road Elkton, MD 21921	Unleased	0.01391667	0.01566667
	Carolyn Rushings Unknown	Unleased	0.01391667	0.01566667
	Anita Belcher PO Box AA Haysi, VA 24256	Unleased	0.12525000	0.14100000
	Robert Charles Blankenship 713 Elkton Road Newark, DE 19711	Unleased	0.02505000	0.02820000
Maggie Hall Heirs Unknown	Unleased	0.25050000	0.28200000	
15	Tax ID # -Minerals Only			
	John Mullins Unknown	Unleased	1.23800000	1.39500000
	Woodrow W Friend, Jr 126 Paddock Drive Nicholasville, KY 40356	Unleased	0.08842857	0.09964286

DB 514 PG773

Kathlyn Friend 134 North Second St Richmond, KY 40475	Unleased	0.08842857	0.09964286
Margaret E Friend 222 Kelsey Friend Drive Pikeville, KY 41501	Unleased	0.17685714	0.19928571
Thurman Bruce Friend Unknown	Unleased	0.17685714	0.19928571
Jessie Evelyn Friend Newson 955 Wine Island Road Danville, KY 40422	Unleased	0.17685714	0.19928571
Noah Steven Friend PO Box 215 Lowes Br Pikeville, KY 41501	Unleased	0.05895238	0.06642857
Carolyn Mae Friend Carter Conway PO Box 113 Pikeville, KY 41502	Unleased	0.05895238	0.06642857
Jennifer Friend Rummel 103 Church Street Columbia, KY 42728	Unleased	0.05895238	0.06642857
Virginia Lowe 4576 N Mayo Trail Pikeville, KY 41501	Unleased	0.15475000	0.17437500
Geneva Hamilton 140 Maple Road Harold, KY 41635	Unleased	0.15475000	0.17437500
Nancy Barrowman 703 Kinnikinnick Branch Pikeville, KY 41501	Unleased	0.15475000	0.17437500
Betty Hobson 5433 N Mayo Trail Pikeville, KY 41501	Unleased	0.15475000	0.17437500
Dan Stamper, Jr PO Box 802 Pikeville, KY 41502	Unleased	0.15475000	0.17437500
Shirley Justice 5445 N Mayo Trail Pikeville, KY 41501	Unleased	0.15475000	0.17437500

DB 514 PG774

Teresa Stamper Flockhart 1854 Poplar Road Stafford, VA 22554	Unleased	0.05158333	0.05812500
Betty Stamper Johnson 5445 N Mayo Trail Pikeville, KY 41501	Unleased	0.05158333	0.05812500
Harria Stamper Walters 5665 Cardigan Trace Sugar Hill, GA 30518	Unleased	0.05158333	0.05812500
Fon Michael Johnson, Jr 160 College Street, Apt 214 Pikeville, KY 41501	Unleased	0.07737500	0.08718750
Jimmy Dan Johnson PO Box 4412 Pikeville, KY 41502	Unleased	0.07737500	0.08718750
Donna Sue Mullins Justice 55 Kinnikinnick Branch Pikeville, KY 41501	Unleased	0.41266667	0.46500000
Rhea Sue Mullins 14614 Pine Glen Circle Lutz, FL 33549	Unleased	0.41266667	0.46500000
Ronnie Small Unknown	Unleased	0.13160041	0.14828963
Garland L Wagner 38240 Warren Road Westland, MI 48185-1939	Unleased	0.40241291	0.45344588
Charles Wagner Decendants Unknown	Unleased	0.10046169	0.11320198
Janiv Blackburn 787 Cowpen Road Pikeville, KY 41501	Unleased	2.47600000	2.79000000
Thelma M Meadows Bellans 7325 Willow Highway Glandledge, MI 48837	Unleased	0.17685714	0.19928571
Pearl Mullins Blair Unknown	Unleased	0.17685714	0.19928571
Gervis Mullins Unknown	Unleased	0.17685714	0.19928571

DB 514 PG775

Lena Mullins Meade Unknown	Unleased	0.17685714	0.19928571
Florence Mullins Hughes Unknown	Unleased	0.17685714	0.19928571
Millard Meade Unknown	Unleased	0.17685714	0.19928571
Crawford Meade Unknown	Unleased	0.17685714	0.19928571
TOTAL GAS ESTATE		9.43589405	10.63156607

Exhibit "E" - Escrow Owners
900035 Revised 5/31/2012

Tract	Lessor	Lease Status	Interest Within Unit	Gross Acreage in Unit
Gas Estate Only				
8	Tax ID # -Minerals Only			
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	Bud Fuller Unknown	Unleased	0.20875000	0.23500000
	Clara Sykes Unknown	Unleased	0.04175000	0.04700000
	Carolyn Rushings Unknown	Unleased	0.01391667	0.01566667
15	Maggie Hall Heirs Unknown	Unleased	0.25050000	0.28200000
	Tax ID # -Minerals Only			
	John Mullins Unknown	Unleased	1.23800000	1.39500000
	Thurman Bruce Friend Unknown	Unleased	0.17685714	0.19928571
	Ronnie Small Unknown	Unleased	0.13160041	0.14828963
	Charles Wagner Decendants Unknown	Unleased	0.10046169	0.11320198
	Pearl Mullins Blair Unknown	Unleased	0.17685714	0.19928571
	Gervis Mullins Unknown	Unleased	0.17685714	0.19928571
	Lena Mullins Meade Unknown	Unleased	0.17685714	0.19928571
	Florence Mullins Hughes Unknown	Unleased	0.17685714	0.19928571
Millard Meade Unknown	Unleased	0.17685714	0.19928571	
Crawford Meade Unknown	Unleased	0.17685714	0.19928571	
TOTAL GAS ESTATE			3.43172876	3.86615828

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INSTRUMENT #140000319
RECORDED IN THE CLERK'S OFFICE OF
DICKENSON ON
MARCH 18, 2014 AT 03:51PM
RICHARD W. EDWARDS, CLERK
RECORDED BY: CJE