

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-12-0417-3058-01
ELECTIONS: 900095
(hereinafter "Subject Drilling Unit")

REPORT OF BOARD

FINDINGS AND ORDER

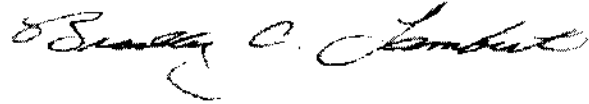
1. This Supplemental Order is entered by the Board *sua sponte* in the form authorized by the Board at its hearing held at 9:00 a.m. on October 20, 1992, Board of Supervisors Room, Courthouse, Grundy, Virginia, and pursuant to authority granted to the Board's Chairman at the hearing of the Virginia Gas 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 November 26, 2012, and recorded in Deed Book 503, Page 201 in the Office of the Clerk of the Circuit Court for Dickenson County, Virginia on January 18, 2013, (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 March 8, 2013, disclosing that it mailed a copy of the Board's Order to the Respondents listed therein;
 - (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 April 21, 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 Drive, 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 Well No. 900095.
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 6 day of September, 2013 by a majority of the Virginia Gas and Oil Board.



Chairman, Bradley C. Lambert

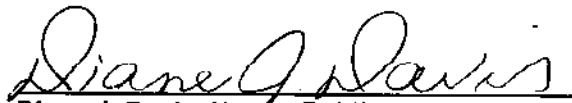
DONE AND PERFORMED this 6 day of September, 2013 by Order of the Virginia Gas and Oil Board.



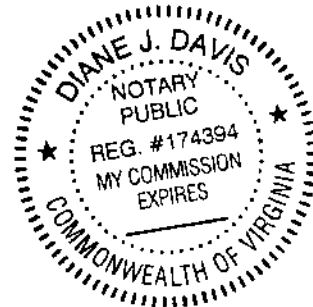
Rick Cooper
Principal Executive to the
staff, Virginia Gas and Oil Board

COMMONWEALTH OF VIRGINIA
COUNTY OF RUSSELL

Acknowledged on this 6th day of September, 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 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 the same and was authorized to do so.


Diane J. Davis, Notary Public
174394

My Commission expires: September 30, 2013



VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

IN RE: Application of Range Resources-Pine Mountain, Inc. for the Forced Pooling of Interests In 900095, Docket No. VGOB-12-0417-3058-01 in the Sandlick, Elkhorn City 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 November 26, 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:

<u>Owner:</u>	<u>Election:</u>	<u>Interest:</u>
Mary Ruth House Friend	Carried-Option 3 pursuant to Paragraph 9.3	0.3628571%

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:

None

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:

None

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 November 26, 2012:

See Exhibit B-3

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

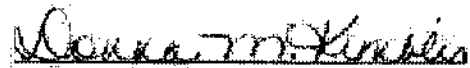
None

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.

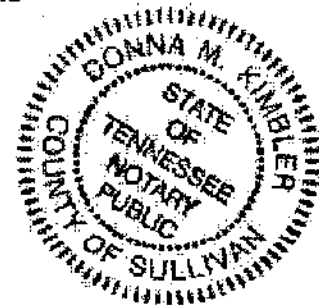
Dated at Kingsport, Tennessee, this 21st day of April, 2013.


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 21st day of April, 2013.


Notary Public

My commission expires: 11-20-2013



[f:\msword\2000\pine mountain\land gas pooling Lovers Gap 122.supporder&aff]

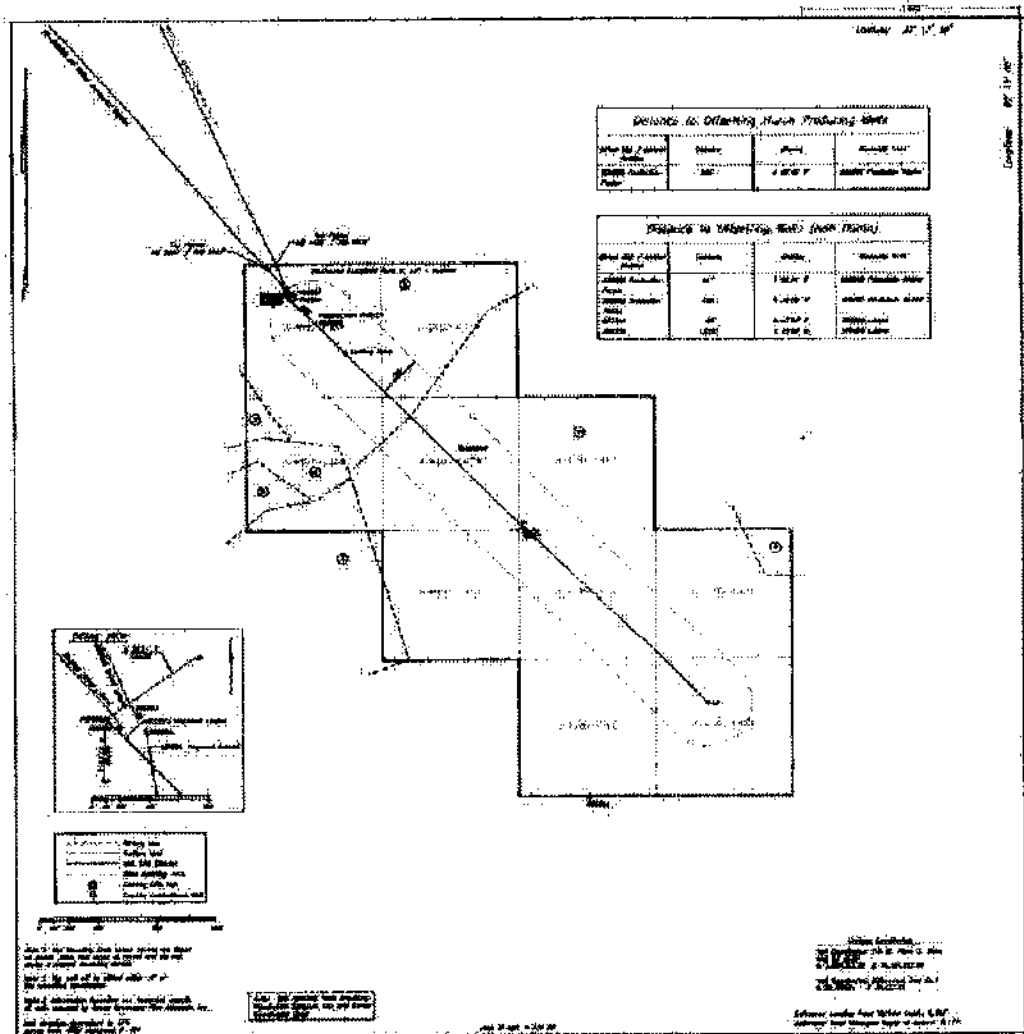


Exhibit A

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TRACT OWNERSHIP INFORMATION SCHEDULE

5/17/2012

1. Big Sandy Fuel Corporation
12,627.34 Acres
Heartwood Forestland Fund IV, L.P. - surface
ACIN LLC - coal
Alpha Land & Reserves LLC - coal lessee
WBRD LLC - coal
Dickenson-Russell Coal Company LLC - coal lessee
Range Resources-Pine Mountain, Inc. - oil & gas
Gas 41.01 Ac. 20.51%
2. Big Sandy Fuel Corporation
4,141.88 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. - oil & gas
Gas 143.82 Ac. 71.91%
3. T. J. & K. L. Colley
125.24 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. - oil & gas
Gas 2.02 Ac. 1.01%
4. Lease No.
Noah Mullins heirs - oil & gas
62 Acres
H. W. Owens
71.40 Acres
ACIN LLC - coal
Alpha Land & Reserves LLC - coal lessee
WBRD LLC - coal
Dickenson-Russell Coal Company LLC - coal lessee
Gas 5.09 Ac. 2.54%
5. Lease No. 450511917 (1064430)
Dewey Fuller Heirs, et al - oil & gas
7.14 Acres
H. W. Owens
71.40 Acres
ACIN LLC - coal
Alpha Land & Reserves LLC - coal lessee
WBRD LLC - coal
Dickenson-Russell Coal Company LLC - coal lessee
Gas 2.26 Ac. 1.13%

6. Lease No. 450511917 (1064430)

Dewey Fuller Heirs - oil & gas

4.50 Acres

Gas 4.37 Ac. 2.18%

7. Big Sandy Fuel Corporation

78.97 Acres

ACIN LLC - coal

Alpha Land & Reserves LLC - coal lessee

WBBD LLC - coal

Dickenson-Russell Coal Company LLC - coal lessee

Range Resources-Pine Mountain, Inc - oil & gas

Gas 1.43 Ac. 0.72%

Exhibit "B-3" - Unleased Owners
900095 Revised 1/30/2013

Tract	Lessor	Lease Status	Interest Within Unit	Gross Acreage In Unit
Gas Estate Only				
4	Tax ID # -Minerals Only			
	John Mullins Unknown	Unleased	0.25400000	0.50900000
	Woodrow W Friend, Jr 126 Paddock Drive Nicholasville, KY 40356	Unleased	0.01814288	0.03635714
	Kathryn Friend 134 North Second St Richmond, KY 40475	Unleased	0.01814288	0.03635714
	Margaret E Friend 222 Kelsey Friend Drive Pikeville, KY 41501	Unleased	0.03628571	0.07271429
	Thurman Bruce Friend Unknown	Unleased	0.03628571	0.07271429
	Jessie Evelyn Friend Newson 955 Wine Island Road Danville, KY 40422	Unleased	0.03628571	0.07271429
	Noah Steven Friend PO Box 215 Lowes Br Pikeville, KY 41501	Unleased	0.01209524	0.02423810
	Carolyn Mae Friend Carter Conwa PO Box 113 Pikeville, KY 41502	Unleased	0.01209524	0.02423810
	Jennifer Friend Rummel 103 Church Street Columbia, KY 42728	Unleased	0.01209524	0.02423810
	Virginia Lowe 4576 N Mayo Trail Pikeville, KY 41501	Unleased	0.03175000	0.06362500
	Geneva Hamilton 140 Maple Road Harold, KY 41635	Unleased	0.03175000	0.06362500

Nancy Barrowman 703 Kinnikinnick Branch Pikeville, KY 41501	Unleased	0.03175000	0.06362500
Betty Hobson 5433 N Mayo Trail Pikeville, KY 41501	Unleased	0.03175000	0.06362500
Dan Stamper, Jr PO Box 802 Pikeville, KY 41502	Unleased	0.03175000	0.06362500
Shirley Justice 5445 N Mayo Trail Pikeville, KY 41501	Unleased	0.03175000	0.06362500
Teresa Stamper Flockhart 1854 Poplar Road Stafford, VA 22654	Unleased	0.01058333	0.02120833
Betty Stamper Johnson 5445 N Mayo Trail Pikeville, KY 41501	Unleased	0.01058333	0.02120833
Harria Stamper Walters 5665 Cardigan Trace Sugar Hill, GA 30518	Unleased	0.01058333	0.02120833
Fon Michael Johnson, Jr 160 College Street, Apt 214 Pikeville, KY 41501	Unleased	0.01587500	0.03181250
Jimmy Dan Johnson PO Box 4412 Pikeville, KY 41502	Unleased	0.01587500	0.03181250
Donna Sue Mullins Justice 55 Kinnikinnick Branch Pikeville, KY 41501	Unleased	0.08466667	0.16966667
Rhea Sue Mullins 14614 Pine Glen Circle Lutz, FL 33549	Unleased	0.08466667	0.16966667
Ronnie Small Unknown	Unleased	0.02700041	0.05410711
Garland L Wagner 38240 Warren Road Westland, MI 48185-1939	Unleased	0.08256291	0.16545086
Charles Wagner Decendants	Unleased	0.02061169	0.04130452

