



west virginia department of environmental protection

Office of Oil and Gas
601 57th Street SE
Charleston, WV 25304
(304) 926-0450
(304) 926-0452 fax

Earl Ray Tomblin, Governor
Randy C. Huffman, Cabinet Secretary
www.dep.wv.gov

PERMIT MODIFICATION APPROVAL

August 19, 2015

EQT PRODUCTION COMPANY
120 PROFESSIONAL PLACE
BRIDGEPORT, WV 26330

Re: Permit Modification Approval for API Number 8510086, Well #: WV 512501

Extend Lateral, Modify casing

Oil and Gas Operator:

The Office of Oil and Gas has reviewed the attached permit modification for the above referenced permit. The attached modification has been approved and well work may begin. Please be reminded that the oil and gas inspector is to be notified twenty-four (24) hours before permitted well work is commenced.

Please call James Martin at 304-926-0499, extension 1654 if you have any questions.

Sincerely,

A handwritten signature in black ink that reads "Gene Smith".

Gene Smith
Assistant Chief of Permitting
Office of Oil and Gas

Promoting a healthy environment.



July 28, 2015

Mr. Gene Smith
West Virginia Department of Environmental Protection
Office of Oil and Gas
601 57th Street SE
Charleston, WV 25304

Re: Modification of 085-10086

Dear Mr. Smith,

Enclosed is an updated WW-6B, schematics, WW-6A1, rec plan and mylar plat. EQT would like to modify the length of the lateral. The top hole has not changed.

If you have any questions, please do not hesitate to contact me at (304) 848-0076.

Sincerely,

A handwritten signature in black ink, appearing to read 'Vicki Roark'.

Vicki Roark
Permitting Supervisor-WV

Enc.

Cc: David Cowan

Received
Office of Oil & Gas
JUL 30 2015

STATE OF WEST VIRGINIA
DEPARTMENT OF ENVIRONMENTAL PROTECTION, OFFICE OF OIL AND GAS
WELL WORK PERMIT APPLICATION

1) Well Operator: EQT Production Company

<u>306686</u>	<u>085</u>	<u>4</u>	<u>526</u>
Operator ID	County	District	Quadrangle

2) Operator's Well Number: 512501 Well Pad Name OXF122

3) Farm Name/Surface Owner: Richard L & Sheryl A Ray Public Road Access: 7/18

4) Elevation, current ground: 1,111.0 Elevation, proposed post-construction: 1,111.0

5) Well Type: (a) Gas Oil Underground Storage
Other _____

(b) If Gas: Shallow Deep
Horizontal

6) Existing Pad? Yes or No: yes

7) Proposed Target Formation(s), Depth(s), Anticipated Thicknesses and Associated Pressure(s):
Target formation is Marcellus at a depth of 6489 with the anticipated thickness to be 54 feet and anticipated target pressure of 2190 PSI

8) Proposed Total Vertical Depth: 6489

9) Formation at Total Vertical Depth: Marcellus

10) Proposed Total Measured Depth: 17320

11) Proposed Horizontal Leg Length 10,137

12) Approximate Fresh Water Strata Depths: 236

13) Method to Determine Fresh Water Depth: By offset wells

14) Approximate Saltwater Depths: N/A

15) Approximate Coal Seam Depths: 929

16) Approximate Depth to Possible Void (coal mine, karst, other): None reported

17) Does proposed well location contain coal seams directly overlying or adjacent to an active mine?
Yes _____ No x

(a) If Yes, provide Mine Info: Name: _____
Depth: _____
Seam: _____
Owner: _____

Page 1 of 3
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JUL 30 2015
Danfelson
7-24-15

CASING AND TUBING PROGRAM

18)

TYPE	Size (in)	New or Used	Grade	Weight per ft. (lb/ft)	FOOTAGE: For Drilling (ft)	INTERVALS: Left in Well (ft)	CEMENT: Fill-up (Cu.Ft.)
Conductor	20	New	MC-50	81	40	40	38 C.T.S.
Fresh Water	13 3/8	New	MC-50	54	386	386	356 C.T.S.
Coal	-	-	-	-	-	-	-
Intermediate	9 5/8	New	MC-50	40	2,982	2,982	1,185 C.T.S.
Production	5 1/2	New	P-110	20	17,320	17,320	See Note 1
Tubing	2 3/8		J-55	4.6			May not be run, if run will be set 100' less than TD
Liners							

TYPE	Size (in)	Wellbore Diameter (in)	Wall Thickness (in)	Burst Pressure (psi)	Anticipated Max. Internal Pressure (psi)	Cement Type	Cement Yield (cu. ft./k)
Conductor	20	24	0.375	-	18	Construction	1.18
Fresh Water	13 3/8	17 1/2	0.38	2,480	2,184	* See Note 2	1.21
Coal							
Intermediate	9 5/8	12 3/8	0.395	3,590	3,160	* See Note 2	1.21
Production	5 1/2	8 1/2	0.361	12,640	10,112	-	1.27/1.86
Tubing							
Liners							

Packers

Kind:	N/A		
Sizes:	N/A		
Depths Set:	N/A		

Note 1: EQT plans to bring the TOC on the production casing cement job 1,000' above kick off point, which is at least 500' above the shallowest production zone, to avoid communication.

Note 2: Reference Variance 2014-17. (Attached)

Jul
 7-24-15
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19) Describe proposed well work, including the drilling and plugging back of any pilot hole:

Drill and complete a new horizontal well in the Marcellus formation. The vertical drill to go down to an approximate depth of 5053'.

The kick off the horizontal leg into the Marcellus using a slick water frac.

20) Describe fracturing/stimulating methods in detail, including anticipated max pressure and max rate:

Hydraulic fracturing is completed in accordance with state regulations using water recycled from previously fractured wells and obtained from freshwater sources. This water is mixed with sand and a small percentage (less than 0.3%) of chemicals (including 15% Hydrochloric acid, gelling agent, gel breaker, friction reducer, biocide, and scale inhibitor), referred to in the industry as a "slickwater" completion. Maximum anticipated internal casing pressure is expected to average approximately 8500 psi, maximum anticipated treating rates are expected to average approximately 100 bpm. Stage lengths vary from 150 to 300 feet. Average approximately 200,000 barrels of water per stage. Sand sizes vary from 100 mesh to 20/40 mesh. Average approximately 200,000 pounds of sand per stage.

21) Total area to be disturbed, including roads, stockpile area, pits, etc, (acres):

29.51

22) Area to be disturbed for well pad only, less access road (acres):

18.14

23) Describe centralizer placement for each casing string.

- Surface: Bow spring centralizers – One at the shoe and one spaced every 500'.
- Intermediate: Bow spring centralizers– One cent at the shoe and one spaced every 500'.
- Production: One spaced every 1000' from KOP to Int csg shoe

24) Describe all cement additives associated with each cement type.

Surface (Type 1 Cement): 0-3% Calcium Chloride

Used to speed the setting of cement slurries.

0.4% flake. Loss Circulation Material (LCM) is used to combat the loss of the cement slurry to a thief zone.

Intermediate (Type 1 Cement): 0-3% Calcium Chloride. Salt is used in shallow, low temperature formations to speed the setting of cement slurries. 0.4% flake. Loss Circulation Material (LCM) is used to combat the loss of whole drilling fluid or cement slurry (not filtrate) to a thief zone.

Production:

Lead (Type 1 Cement): 0.2-0.7% Lignosulfonate (Retarder). Lengthens thickening time.

0.3% CFR (dispersant). Makes cement easier to mix.

Tail (Type H Cement): 0.25-0.40% Lignosulfonate (Retarder). Lengthens thickening time.

0.2-0.3% CFR (dispersant). This is to make the cement easier to mix.

60 % Calcium Carbonate. Acid solubility.

0.4-0.6% Halad (fluid loss). Reduces amount of water lost to formation.

25) Proposed borehole conditioning procedures. **Surface:** Circulate hole clean (Approximately 30-45 minutes) rotating & reciprocating

one full joint until cuttings diminish at surface. When cuttings returning to surface diminish, continue to circulate an additional 5

minutes. To ensure that there is no fill, short trip two stands with no circulation. If there is fill, bring compressors back on

and circulate hole clean. A constant rate of higher than expected cuttings volume likely indicates washouts that will not clean up.

Intermediate: Circulate hole clean (Approximately 30-45 minutes) rotating & reciprocating one full joint until cuttings diminish at

surface. When cuttings returning to surface diminish, continue to circulate an additional 5 minutes. If foam drilling, to enhance

hole cleaning use a soap sweep or increase injection rate & foam concentration.

Production: Pump marker sweep with nut plug to determine actual hole washout. Calculate a gauge holes bottoms up volume.

Perform a cleanup cycle by pumping 3-5 bottoms up or until the shakers are clean. Check volume of cuttings coming across

the shakers every 15 minutes.

*Note: Attach additional sheets as needed.

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Office of Oil & Gas
JUL 30 2015

Dul



4708510086 MDS

July 17, 2015

Mr. Gene Smith
West Virginia Department of Environmental Protection
Office of Oil and Gas
601 57th Street SE
Charleston, WV 25304

Re: Casing Plan on Well (OXF122)

Dear Mr. Smith,

EQT is requesting the 13-3/8" surface casing be set at 386' KB, 150' below the deepest fresh water. We will set the 9-5/8" intermediate string at 2982' KB, 50' below the base of the Bayard formation.

If you have any questions, please do not hesitate to contact me at (304) 848-0076.

Sincerely,

A handwritten signature in black ink, appearing to read 'Vicki Roark'.

Vicki Roark
Permitting Supervisor

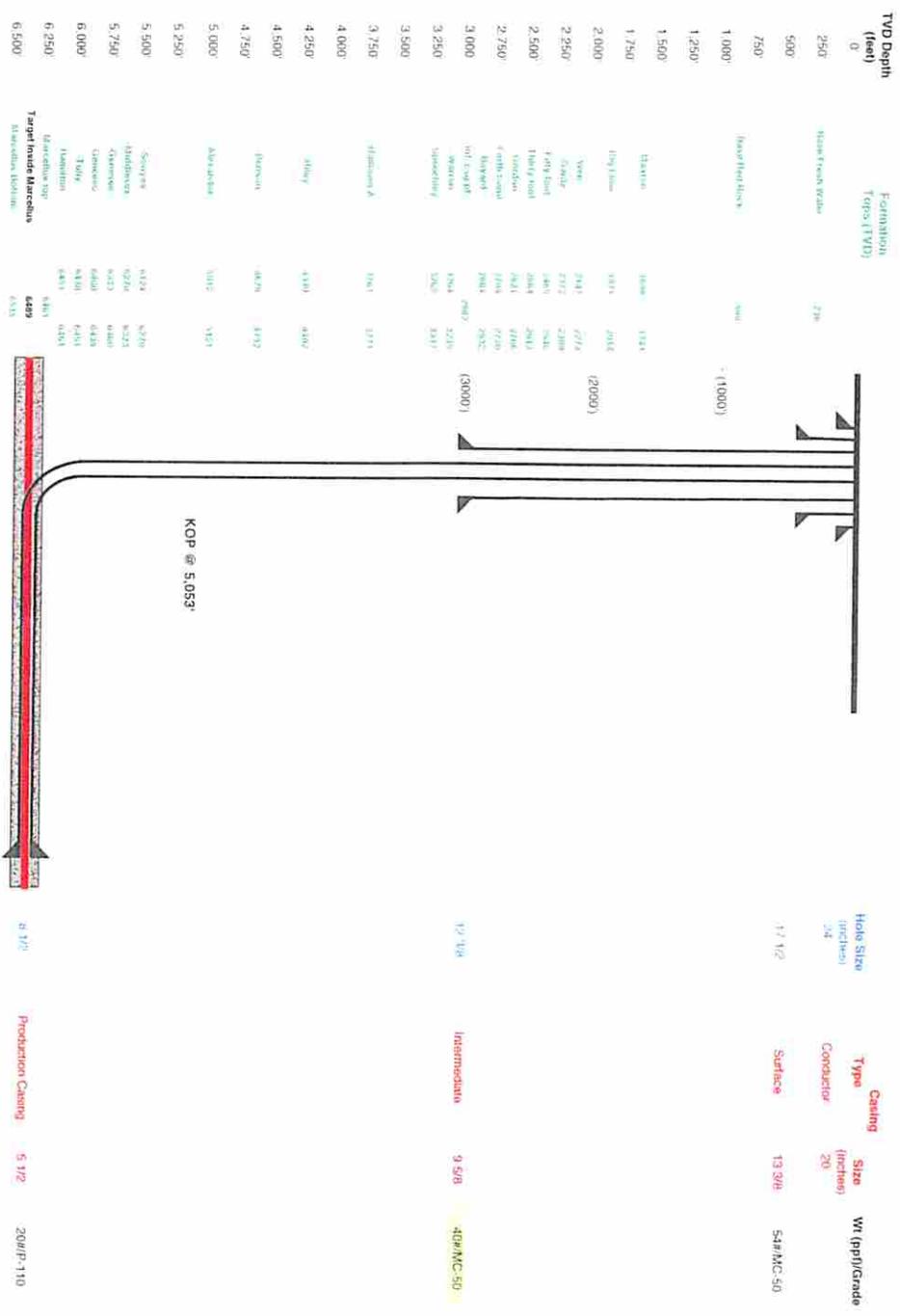
Enc.



4708510086 MSP

Well 512501 (OXF12H5)
 EOT Production
 Oxford Quad
 Ritchie West Virginia

Asst. 101
 Vertical Section 8802



Proposed Well Work
 Drill and complete a new horizontal well in the Marcellus formation
 The vertical well to go down to an approximate depth of 5053'
 Then kick off the horizontal leg into the Marcellus using a slick water frac.



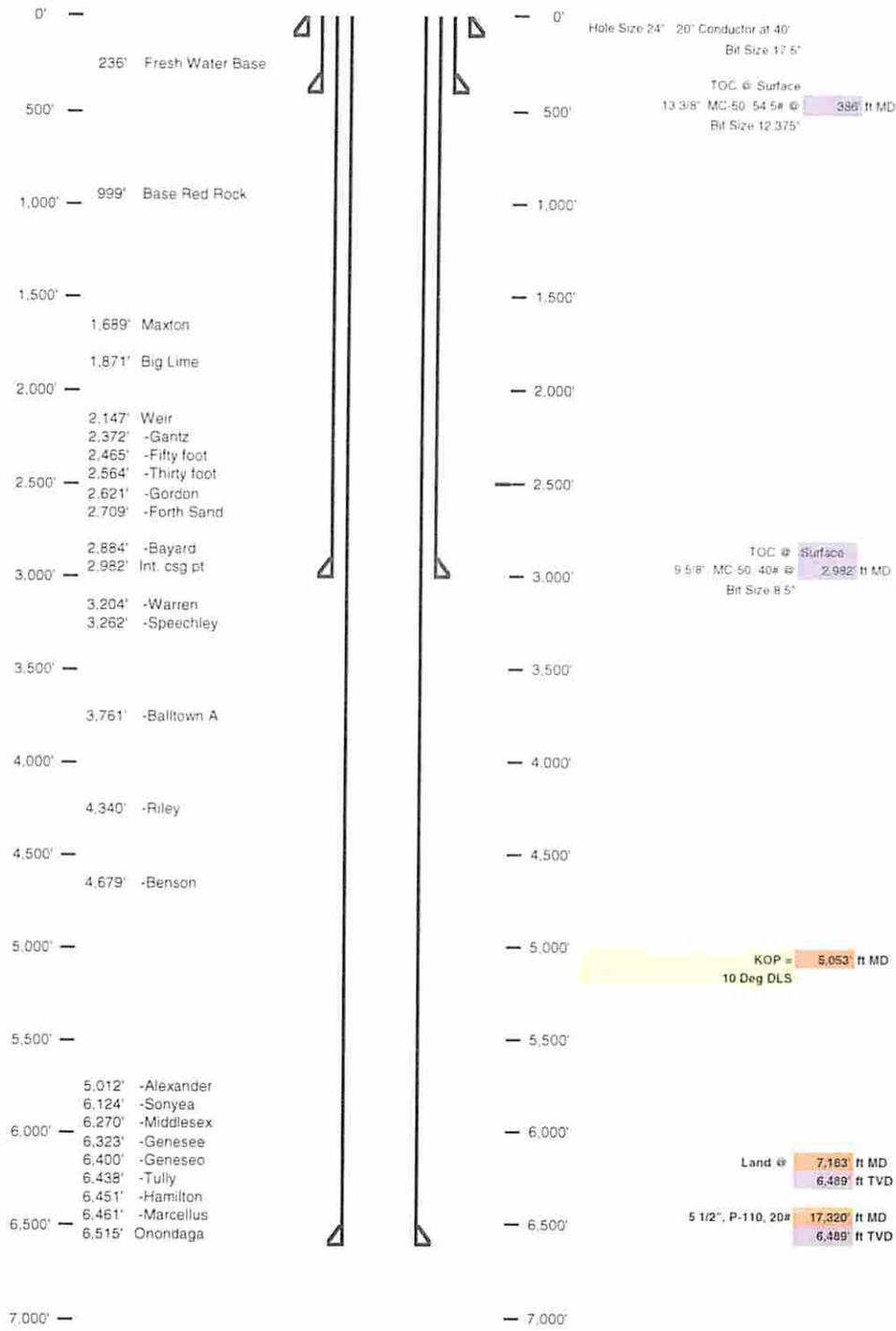
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Joe

Well Schematic
EQT Production

Well Name: 612501 (OXF122H5)
County: Putahia
State: West Virginia

Elevation KB: 1124
Target: Marcellus
Prospect: Marcellus
Azimuth: 161
Vertical Section: 8682



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JUL 30 2015



W.M. ADAMS LEASE OXF122 WELLS

NOTE: SEE SITE PLAN
OXF122 FOR COMPLETE
CONSTRUCTION &
EROSION & SEDIMENT
CONTROL DETAILS.

47 08 51 00 86
MDD



Oil Well

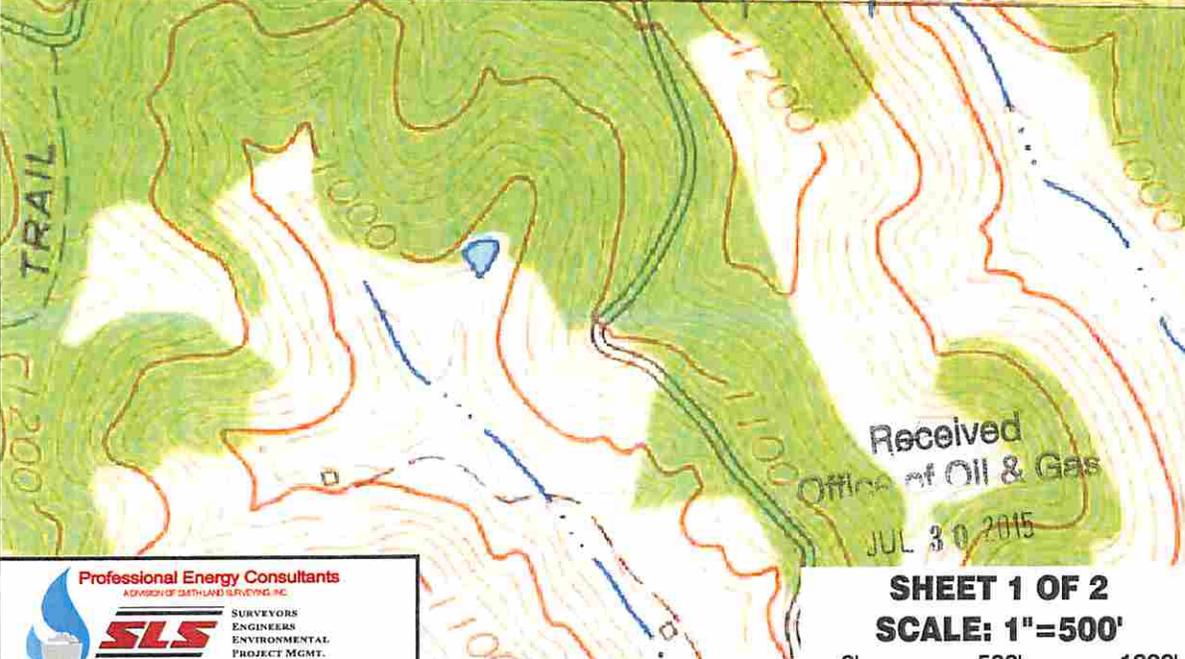
Gas Well

1210

MATCH LINE

1271

1265(X)



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Professional Energy Consultants
ADVISORS OF OATH AND SURVEYING, INC.

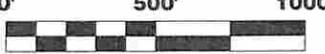


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(304) 482-5834
WWW.SLSURVEYS.COM

TOPO SECTIONS OF OXFORD 7.5'
TOPO QUADRANGLE

SHEET 1 OF 2
SCALE: 1"=500'



0' 500' 1000'

DRAWN BY K.D.W.	FILE NO. 6811	DATE 07-02-15	CADD FILE: 6811RECPAN.dwg
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W.M. ADAMS LEASE OXF122 WELLS

NOTE: SEE SITE PLAN
OXF122 FOR COMPLETE
CONSTRUCTION &
EROSION & SEDIMENT
CONTROL DETAILS.

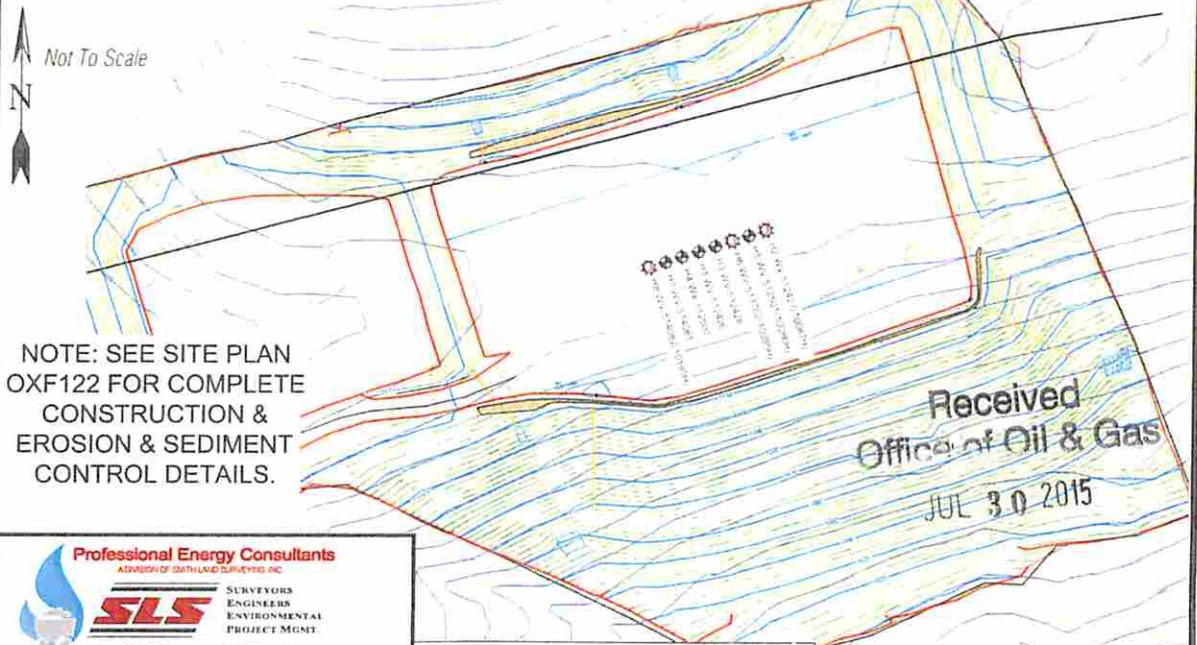
47
8510086
MOD
N
RITCHIE
DRIDGE-CO
CO

MATCH LINE

SHEET 2 OF 2
SCALE: 1"=500'



Detail Sketch for Proposed OXF122 Well Nos WV 512426, WV 512427, WV 512428, WV 512500, WV 512501, WV 513762, WV 514081 & WV 514082



NOTE: SEE SITE PLAN
OXF122 FOR COMPLETE
CONSTRUCTION &
EROSION & SEDIMENT
CONTROL DETAILS.

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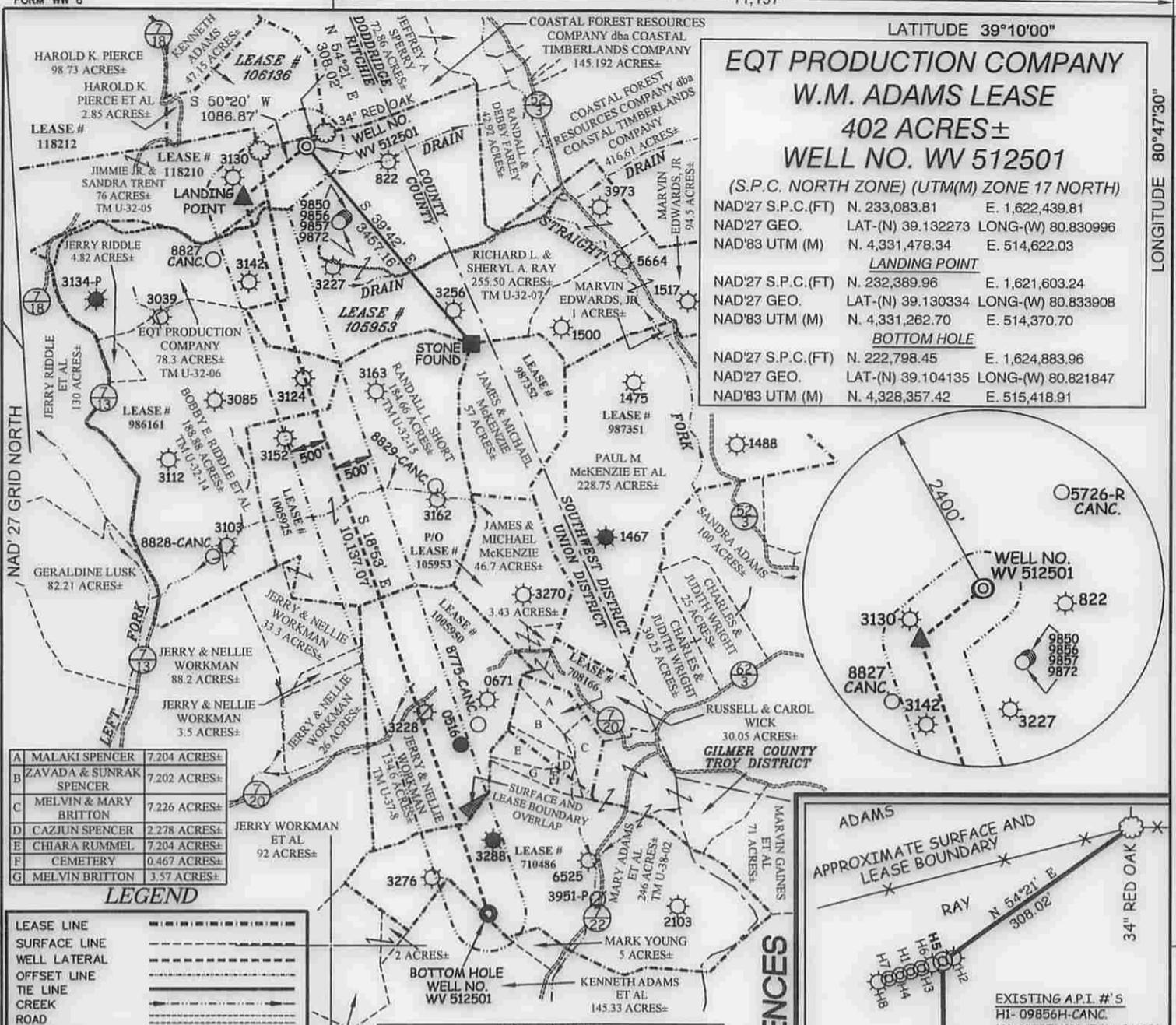
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TOPO SECTIONS OF OXFORD 7.5'
TOPO QUADRANGLE

DRAWN BY K.D.W.	FILE NO. 6811	DATE 07-02-15	CADD FILE: 6811RECPAN.dwg
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Handwritten signature



**EQT PRODUCTION COMPANY
W.M. ADAMS LEASE
402 ACRES±
WELL NO. WV 512501**

(S.P.C. NORTH ZONE) (UTM(M) ZONE 17 NORTH)

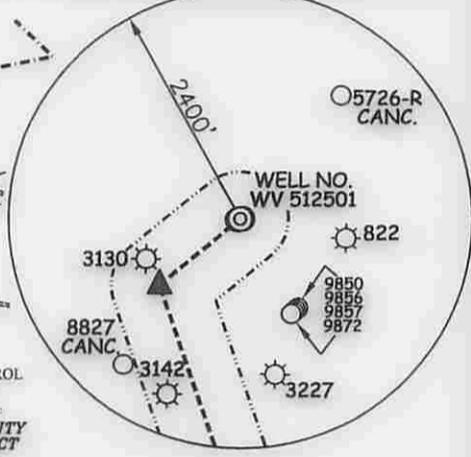
NAD'27 S.P.C.(FT)	N. 233,083.81	E. 1,622,439.81
NAD'27 GEO.	LAT-(N) 39.132273	LONG-(W) 80.830996
NAD'83 UTM (M)	N. 4,331,478.34	E. 514,622.03

LANDING POINT

NAD'27 S.P.C.(FT)	N. 232,389.96	E. 1,621,603.24
NAD'27 GEO.	LAT-(N) 39.130334	LONG-(W) 80.833908
NAD'83 UTM (M)	N. 4,331,262.70	E. 514,370.70

BOTTOM HOLE

NAD'27 S.P.C.(FT)	N. 222,798.45	E. 1,624,883.96
NAD'27 GEO.	LAT-(N) 39.104135	LONG-(W) 80.821847
NAD'83 UTM (M)	N. 4,328,357.42	E. 515,418.91



A	MALAKI SPENCER	7,204 ACRES±
B	ZAVADA & SUNRAK SPENCER	7,202 ACRES±
C	MELVIN & MARY BRITTON	7,226 ACRES±
D	CAZIUN SPENCER	2,278 ACRES±
E	CHIARA RUMMEL	7,204 ACRES±
F	CEMETERY	0.467 ACRES±
G	MELVIN BRITTON	3.57 ACRES±

LEGEND

- LEASE LINE: - - - - -
- SURFACE LINE: ————
- WELL LATERAL: - - - - -
- OFFSET LINE: ————
- TIE LINE: ————
- CREEK: ~~~~~
- ROAD: ————
- FENCE LINE: — x — x —
- COUNTY ROUTE: ————
- PROPOSED WELL: (Symbol)
- EXISTING WELL: (Symbol)
- PERMITTED WELL: (Symbol)
- RITCHIE COUNTY TAX MAP—PARCEL: (Symbol)

TM U-00-00

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PROJECT MGMT.

(304) 462-8434 WWW.SLSURVEYS.COM

ROYALTY OWNERS

BONNIE L. BROWN ET AL	84.50 AC±	LEASE NO. 118210
JACK W. BYERS, ET AL	272 AC±	LEASE NO. 988161
ILENE BECKETT ET AL	183.16 AC±	LEASE NO. 1005925
MARY J. SMITH ET AL	134 AC±	LEASE NO. 1005950
JANE L. GARRISON ET AL	246 AC±	LEASE NO. 710486

NOTES ON SURVEY

1. NO WATER WELLS WERE FOUND WITHIN 250' OF PROPOSED GAS WELL. NO AGRICULTURAL BUILDINGS ≥ 2500 SQ. FT. OR DWELLINGS WERE FOUND WITHIN 625' OF THE CENTER OF PROPOSED WELL PAD.

REFERENCES

ADAMS APPROXIMATE SURFACE AND LEASE BOUNDARY

RAY N 54°21' E 308.02

34° RED OAK

EXISTING A.P.I. #'S
H1- 09856H-CANC.
H2-10087H(09872H-CANC.)
H3- 09857H-CANC.
H5- 10086H(09850H-CANC.)
H6-10085H
H8-10195H

OXF122 WELLS
H1-WV 512426
H2-WV 512427
H3-WV 512428
H4-WV 512500
H5-WV 512501
H6-WV 513762
H7-WV 514081
H8-WV 514082

1" = 200'

I THE UNDERSIGNED, HEREBY CERTIFY THAT THIS PLAT IS CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF AND SHOWS ALL THE INFORMATION REQUIRED BY LAW AND THE REGULATIONS ISSUED AND PRESCRIBED BY THE DIVISION OF ENVIRONMENTAL PROTECTION.

P.S. 849 *C. Victor Moyers*



(+) DENOTES LOCATION OF WELL ON UNITED STATES TOPOGRAPHIC MAPS.

DATE NOVEMBER 18, 20 09

REVISED 11/18/13, 12/12/13, 11/05/14 & 07/10/15

OPERATORS WELL NO. WV 512501

API WELL NO. 47 - 085 - 10086

STATE COUNTY PERMIT

MINIMUM DEGREE OF ACCURACY 1 / 2500 FILE NO. 6811P512501R4

HORIZONTAL & VERTICAL CONTROL DETERMINED BY DGPS (SURVEY GRADE TIE TO CORS NETWORK) SCALE 1" = 2000'

STATE OF WEST VIRGINIA
DIVISION OF ENVIRONMENTAL PROTECTION
OFFICE OF OIL AND GAS

WELL TYPE: OIL GAS LIQUID INJECTION WASTE DISPOSAL IF "GAS" PRODUCTION STORAGE DEEP SHALLOW

LOCATION: ELEVATION 1,111'(PAD ELEVATION) WATERSHED STRAIGHT FORK

DISTRICT UNION COUNTY RITCHIE QUADRANGLE OXFORD 7.5'

SURFACE OWNER RICHARD L. & SHERYL A. RAY ACREAGE 255.50±

ROYALTY OWNER HAUGHT FAMILY TRUST ET AL ACREAGE 402±

PROPOSED WORK: DRILL CONVERT DRILL DEEPER REDRILL FRACTURE OR STIMULATE PLUG OFF OLD FORMATION PERFORATE NEW FORMATION PLUG AND ABANDON CLEAN OUT AND REPLUG OTHER

PHYSICAL CHANGE IN WELL (SPECIFY) _____ TARGET FORMATION MARCELLUS

ESTIMATED DEPTH TVD 6,461'

WELL OPERATOR EQT PRODUCTION COMPANY DESIGNATED AGENT REX C. RAY

ADDRESS 115 PROFESSIONAL PLACE P.O. BOX 280 BRIDGEPORT, WV 26330 ADDRESS 115 PROFESSIONAL PLACE P.O. BOX 280 BRIDGEPORT, WV 26330

COUNTY NAME
PERMIT

**INFORMATION SUPPLIED UNDER WEST VIRGINIA CODE
Chapter 22, Article 6A, Section 5(a)(5)
IN LIEU OF FILING LEASE(S) AND OTHER CONTINUING CONTRACT(S)**

Under the oath required to make the verification on page 1 of this Notice and Application, I depose and say that I am the person who signed the Notice and Application for the Applicant, and that –

- (1) the tract of land is the same tract described in this Application, partly or wholly depicted in the accompanying plat, and described in the Construction and Reclamation Plan;
- (2) the parties and recordation data (if recorded) for lease(s) or other continuing contract(s) by which the Applicant claims the right to extract, produce or market the oil or gas are as follows:

Lease Name or Number	Grantor, Lessor, etc.	Grantee, Lessee, etc.	Royalty	Book/Page	
✓ <u>105953</u>	William Adams, et ux	The Philadelphia Company of West Virginia	Min 1/8 pd	LB29/244	
	The Philadelphia Company of West Virginia	Pittsburgh and West Virginia Gas Company		LB55/362	
	Pittsburgh and West Virginia Gas Company	Equitable Gas Company		LB126/473	
	Equitable Gas Company	Equitrans, Inc.		LB201/253	
	Equitrans, Inc.	Equitable Production-Eastern States, Inc.		LB234/830	
	Equitable Production-Eastern States, Inc.	Equitable Production Company		DB281/346	Doddridge
	Equitable Production Company	EQT Production Company		DB281/346	Doddridge
✓ <u>118210</u>	J. E. Pierce, L. L. Pierce & Felsie Pierce	Pittsburgh & WV Gas. Co.	Min 1/8 pd	LB 45/257	
	Pittsburg & WV Gas Co.	Equitable Gas Company		DB 126/473	
	Equitable Gas Company	Equitrans, Inc.		LB 201/253	
	Equitrans, Inc.	Equitable Production Company		LB 192/19	
	Equitable Production Company	EQT Production Co.		DB 281/346	Doddridge
✓ <u>986161</u>	Shirley S. Riddle, et al	E. W. Bowers	Min 1/8 pd	LB105/146	
	E. W. Bowers	A. W. Bowers & George Bowers		WB65/66	
	A. W. Bowers & George Bowers	Rick J. Garret & Desari Garrett		DB251/211	
	Rick J. Garret & Desari Garrett	EQT Production Co.		DB251/865	
✓ <u>1005925</u>	Delphia G. Taylor and George H. Taylor	Hope Natural Gas Company	Min 1/8 pd	LB81/263	
	Hope Natural Gas Company	Consolidated Gas Supply Corp.		LB151/436	
	Consolidated Gas Supply Corp.	Consolidated Gas Transmission Corp.		LB169/756	
	Consolidated Gas Transmission Corp.	CNG Development Co.		LB176/601	
	CNG Development Co.	CNG Producing Co.		CB1096/124	
	CNG Producing Co.	Dominion Exploration & Production, Inc.		CB82/07	
	Dominion Exploration & Production, Inc.	Dominion Transmission, Inc.		LB251/621	
	Dominion Transmission, Inc.	CONSOL Energy Holdings, LLC		LB251/648	
	CONSOL Energy Holdings, LLC	CONSOL Gas Co.			
	CONSOL Gas Co.	CNX Gas Co., LLC			
	CNX Gas Co., LLC	EQT Production Co.			

✓ 1005950

James E. Spurgeon, et al
 Claron Dawson and C. Crane
 Sancho Oil and Gas Corp.
 Stephen D. Ward
 Antero Resources Appalachian Corp.

Claron Dawson and C. Crane
 Sancho Oil and Gas Corp.
 Stephen D. Ward
 Antero Resources Appalachian Corp.
 EQT Production Company

Min 1/8 pd

LB127/239
 LB232/172
 LB232/174
 LB256/22
 DB282/379

✓ 710486

Lewis Garrison, et ux
 Carnegie Natural Gas Company
 Carnegie Production Company/USX
 Equitable Resources Inc.
 Equitable Production Co.

Carnegie Natural Gas Company
 Carnegie Production Company
 Equitable Resources Inc.
 Equitable Production Co.
 EQT Production Company

Min 1/8 pd

LB42/4
 LB228/859
 See attached
 DB274/471
 DB281/346 Doddridge

Upon information and belief, Operator's lease and/or other real property rights permit it to conduct drilling operations for the subject well in the location shown on the plat, including under any public roads that the well lateral crosses.

**Acknowledgement of Possible Permitting/Approval
 In Addition to the Office of Oil and Gas**

The permit applicant for the proposed well work addressed in this application hereby acknowledges the possibility of the need for permits and/or approvals from local, state, or federal entities in addition to the DEP, Office of Oil and Gas, including but not limited to the following:

- WV Division of Water and Waste Management
- WV Division of Natural Resources WV Division of Highways
- U.S. Army Corps of Engineers
- U.S. Fish and Wildlife Service
- County Floodplain Coordinator

The applicant further acknowledges that any Office of Oil and Gas permit in no way overrides, replaces, or nullifies the need for other permits/approvals that may be necessary and further affirms that all needed permits/approvals should be acquired from the appropriate authority before the affected activity is initiated.

Well Operator: EQT Production Company
 By: 
 Its: Permitting Supervisor

Received
Office of Oil & Gas
 JUL 30 2015

PURCHASE AND SALE AGREEMENT

PURCHASE AND SALE AGREEMENT, dated as of May 27, 1999 (this "Agreement"), by and between USX CORPORATION, a Delaware corporation, ("USX") and EQUITABLE RESOURCES, INC., a Pennsylvania corporation (hereinafter referred to as "Buyer").

WHEREAS, USX owns directly or indirectly all of the outstanding capital stock or other evidence of an equity interest of the following companies (each a "Carnegie Company" and collectively the "Carnegie Companies"), which are involved in one or more of the production, gathering, transportation, treatment, distribution and sale of natural gas: (i) Carnegie Natural Gas Company, a Pennsylvania corporation, ("Carnegie"), (ii) Carnegie Interstate Pipeline Company, a Delaware corporation, ("CIPCO"), (iii) Carnegie Production Company, a Pennsylvania corporation, ("CPC"), (iv) Carnegie Natural Gas Sales, Inc., a Delaware corporation, ("CNGS") and (v) Carnegie Gas Storage, LLC, a Delaware limited liability company, ("CGS"); and

WHEREAS, USX desires to sell to Buyer and Buyer desires either for itself and/or one or more designated subsidiaries to purchase from USX one hundred percent (100%) of the capital stock and other evidence of equity interest in the Carnegie Companies;

NOW, THEREFORE, for and in consideration of the premises and the representations, warranties, covenants and agreements herein set forth and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto, intending to be legally bound, agree as follows:

ARTICLE I
DEFINITIONS

Unless otherwise specifically stated in the text of this Agreement, the following terms shall have the following meanings:

Section 1.1 The "1935 Act" shall mean the Public Utility Holding Company Act of 1935, as amended.

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Office of Oil & Gas
JUL 30 2015

Section 12.6 Names, Trademarks, Etc. USX and its Affiliates will discontinue use of the Carnegie and Apollo Names as promptly as practicable after the Closing.

IN WITNESS WHEREOF, the undersigned have cause this Agreement to be subscribed by their respective representatives duly authorized as of the date first above written.

USX CORPORATION

By: *V. G. Reghini*
Typed Name: V. G. Reghini
Title: Vice Chairman - Marathon Group

APPROVED
AS TO FORM
(Signature)

EQUITABLE RESOURCES, INC.

By: *David L. Forges*
Typed Name: David L. Forges
Title: Senior Vice President and Chief Financial Officer

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JUL 30 2015