

VIRGINIA:

BEFOR THE VIRGINIA GAS AND OIL BOARD

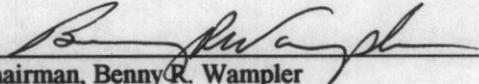
DOCKET NO. 93-0921-0407

REPORT OF THE BOARD

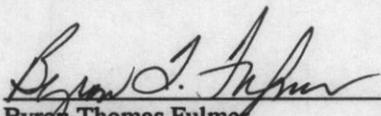
MODIFICATION OF VIRGINIA GAS AND OIL BOARD (herein "Board") ORDERS IN VGOB DOCKET NO. 93-0921-0407 WITH RESPECT TO COMPULSORY POOLING OF INTERESTS IN A 125.66-ACRE CONVENTIONAL GAS DRILLING UNIT SERVED BY WELL G.P.A.-3 (herein "Subject Drilling Unit") AND LOCATED ON GEORGIA PACIFIC CORPORATION ET AL TRACT, HURLY QUADRANGLE, GARDEN MAGISTERIAL DISTRICT, BUCHANAN COUNTY, VIRGINIA (the "Subject Lands" are more particularly described on Exhibit "A", attached hereto and made a part hereof).

1. This Modification Order is entered by the Board after hearing upon its own motion for the purpose of providing notice that the Board orders in the above-styled docket number which are more particularly set forth and described in Paragraph 2 hereof are hereby modified to reflect that all the persons whose Gas interests in Subject Drilling Unit were pooled by said orders have reached voluntary agreements with the Unit Operator to participate in the development and operation of Subject Drilling Unit.
2. Findings: The Board finds that:
 - (a) In VGOB Docket No. 93-0921-0407 on March 25, 1994, the Board entered an order pursuant to Va. Code § 45.1-361.21 for the pooling of Subject Drilling Unit (herein "Pooling Order"). The Pooling Order was recorded with the Clerk of the Circuit Court of Buchanan County, Virginia in Deed Book 420 at Page 294 on March 31, 1994.
 - (b) In VGOB Docket No. 93-0921-0407, on August 3, 1994, the Board entered its Supplemental Order Regarding Elections for the Subject Drilling Unit (herein "Supplemental Order") which Supplemental Order was recorded on August 5, 1994 with the Clerk of the Circuit Court of Buchanan County at Deed Book 425 at Page 5.
 - (c) The Unit Operator commenced operations for the drilling of Well G.P.A.-3 within Subject Drilling Unit within 365 days from the entry of the Pooling Order.
 - (d) Subsequent to the entry of the Pooling Order, the Unit Operator entered into voluntary agreements with Mountain Mission School, the only unleased Gas owners in the Subject Drilling Unit whose interests were involuntarily pooled by said Order.
3. Order: By this Order which is to be recorded with the Clerk of the Circuit Court of Buchanan County, Virginia, the Board gives notice that the Pooling Order and the Supplemental Order are modified to reflect that Mountain Mission School has reached a voluntary agreement with the Unit Operator to participate in the development and operation of the Subject Drilling Unit as a leased party; there are no unknown or unlocatable Gas owners within Subject Drilling Unit whose entitlement from the development and operation of Subject Drilling Unit are required to be escrowed pursuant to Va. Code § 45.1-261.21; and that based upon the testimony presented by the Unit Operator, Subject Drilling Unit is now a voluntary unit as contemplated by Va. Code § 45.1-361.18.
4. Mailing of Order: The Unit 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 Order stating that a true and correct copy of this Order was mailed within seven (7) days from the date of receipt of this Order to each person whose interest or claim was pooled by the Pooling Order and/or whose interest or claim was subject to escrow if said person and their address are known.
5. Conclusion: Therefore, the findings and all terms and provisions set forth above be and hereby are granted and IT IS SO ORDERED.

DONE AND EXECUTED this 24th day of November, 1997, by the Chairman of the Virginia Gas and Oil Board.

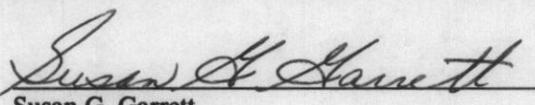

Chairman, Benny R. Wampler

DONE AND PERFORMED this 24th day of November, 1997, by Order of this Board.


Byron Thomas Fulmer
Principal Executive to the Staff
Virginia Gas and Oil Board

STATE OF VIRGINIA)
COUNTY OF WISE)

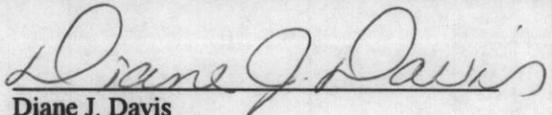
Acknowledged on this 24th day of November, 1997, personally before me a notary public in and for the Commonwealth of Virginia, appeared Benny Wampler, being duly sworn did depose and say that he is Chairman of the Virginia Gas and Oil Board, that he executed the same and was authorized to do so.


Susan G. Garrett
Notary Public

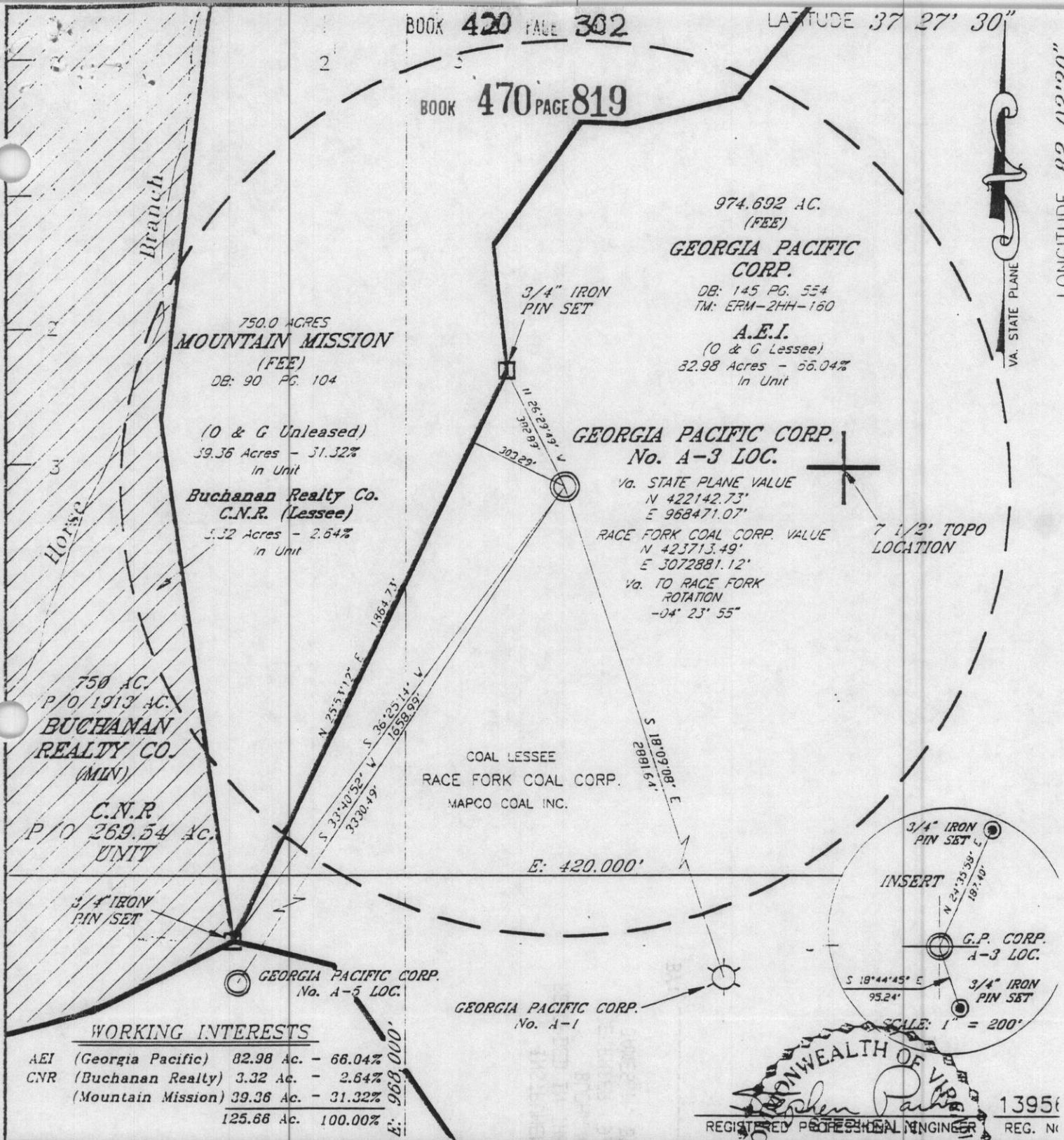
My commission expires July 31, 1998

STATE OF VIRGINIA)
COUNTY OF WASHINGTON)

Acknowledged on this 24th day of November, 1997, personally before me a notary public in and for the Commonwealth of Virginia, appeared Byron Thomas Fulmer, being duly sworn did depose and say that he is Principal Executive to the Staff of the Virginia Gas and Oil Board, that he executed the same and was authorized to do so.


Diane J. Davis
Notary Public

My Commission Expires September 30, 2001



974.692 AC.
(FEE)
GEORGIA PACIFIC CORP.
DB: 145 PG. 554
TM: ERM-2HH-160
A.E.I.
(O & G Lessee)
32.98 Acres - 56.04%
In Unit

750.0 ACRES
MOUNTAIN MISSION
(FEE)
DB: 90 PG. 104

(O & G Unleased)
39.36 Acres - 31.32%
In Unit
Buchanan Realty Co.
C.N.R. (Lessee)
3.32 Acres - 2.64%
In Unit

GEORGIA PACIFIC CORP.
No. A-3 LOC.
Va. STATE PLANE VALUE
N 422142.73'
E 968471.07'
RACE FORK COAL CORP. VALUE
N 423713.49'
E 3072881.12'
Va. TO RACE FORK
ROTATION
-04° 23' 55"

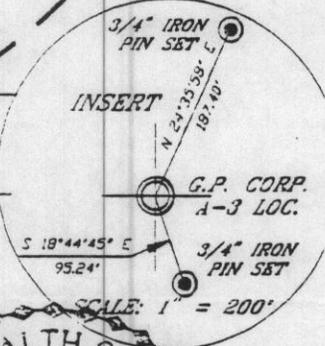
COAL LESSEE
RACE FORK COAL CORP.
MAPCO COAL INC.

750 AC.
P/O 1913 AC.
BUCHANAN REALTY CO.
(MIN)
C.N.R.
P/O 269.54 AC.
UNIT

3/4" IRON
PIN SET

GEORGIA PACIFIC CORP.
No. A-5 LOC.

GEORGIA PACIFIC CORP.
No. A-1



WORKING INTERESTS

AEI (Georgia Pacific)	82.98 Ac. - 66.04%
CNR (Buchanan Realty)	3.32 Ac. - 2.64%
(Mountain Mission)	39.36 Ac. - 31.32%
Total	125.66 Ac. 100.00%

COMPANY ASHLAND EXPLORATION, INC.
LEASE NAME GEORGIA PACIFIC CORPORATION
TRACT _____ ACRES 974.692 LEASE NO. 81000-02
WELL NO. G.P. CORP. A-3 SERIAL NO. 141571

Stephen Parks 13956
REGISTERED PROFESSIONAL ENGINEER REG. NO.

COMMONWEALTH OF VIRGINIA
OIL AND GAS COMMISSION
DIVISION OF OIL AND GAS
WELL LOCATION MAP

VIRGINIA: In the Clerk's Office of the Circuit Court of Buchanan County. The foregoing instrument was this day presented in the office aforesaid and is, together with the certificate of acknowledgment annexed, admitted to record this 9th day of December, 1997 at 7:30 P.M.
Deed Book No. 470 and Page No. 879 TESTE: James M. Bevins, Jr., Clerk
Returned this date to; Deputy Clerk TESTE: Deputy Clerk