

VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

**SUPPLEMENTAL ORDER REGARDING
ELECTIONS; UNIT: V-3399
(herein "Subject Drilling Unit")**

DOCKET NO. 94-1024-0480

REPORT OF BOARDFINDINGS 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 complying with the requirements of § 7.C. of the Virginia Gas and Oil Board Regulations, VR 480-05-72.2 by supplementing the Order previously issued by the Board on December 12, 1994 and recorded at Deed Book 350, Page 640 in the Office of the Clerk of the Circuit Court of Dickenson County, Virginia on December 16, 1994 (herein "Board Order") to complete the record regarding elections. The Board Order pooled all interests in Subject Drilling Unit including those of the Respondents more particularly set forth and identified by the Designated Operator in the Affidavit attached to 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, § 45.13-361.1 st. seq., Virginia Code, 1950 as amended.

2. Findings: The Board finds that:

(a) The Board Order directed Equitable Resources Exploration, (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, 1995 disclosing that it had mailed a true and 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 recording of said Order; the Designated Operator has filed its affidavit dated March 8, 1995, in accordance with § 7.0 of the Virginia Gas and Oil Board Regulations and VR 480-05-22.2 (herein Affidavit of Election"), 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 made, if any; (iii) whether, by reason of a 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) The Board Order further required the Designated Operator, after expiration of the election period, to file with the Board a statement of the interests subject to escrow under the terms and provisions of the Board Order, in light of the elections made or deemed to have been made (herein "Statement of Interests"); that the Designated Operator furnished said Statement of Interests as part of its Affidavit of Election. A copy of which Affidavit and Exhibit is attached hereto and incorporated herein.

(e) Current Board standards requiring the escrow of funds and the Board's agreement with its Escrow Agent, Premier Trust Company, P.O. Box 1199, Bluefield, VA 24605-1199, 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 Board Order.

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 and the annexed affidavit, any funds subject to escrow and instructs the Escrow Agent, Premier Trust Company, P.O. Box 1199, Bluefield, VA 24605-1199, or any successor named by the Board to establish interest-bearing escrow account(s) in accordance with the information set forth herein to receive such funds and account to the Board therefor.

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 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 is subject to escrow and whose address is known and to each person whose interest or claim was pooled by the Board's prior Order.

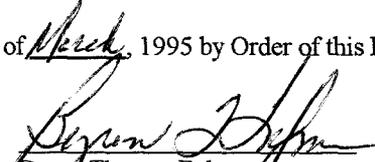
5. Conclusion: Therefore, the findings and all terms and provisions set forth above be and hereby are granted and IT IS SO ORDERED.

6. Effective Date: This Order shall be effective on the date of its execution.

DONE AND EXECUTED THIS 16th day of March, 1995 by a majority of the Virginia Gas and Oil Board.


Chairman, Benny R. Wampler

DONE AND PERFORMED THIS 16th day of March, 1995 by Order of this Board.


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

STATE OF VIRGINIA
COUNTY OF WASHINGTON

Acknowledged on this 16th day of March, 1994,
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 and 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.

Diane J. Davz

Diane J. Davz
Notary Public

My commission expires 9/30/97



VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

IN RE:

Application of Equitable Resources Exploration, a Division Of Equitable Resources Energy Company, for Forced Pooling of Interests in Unit for Well No. V-3399, VGOB Docket No. 94-1024-0480 in the Sandlick Magisterial District of Dickenson County, Virginia

AFFIDAVIT OF DESIGNATED OPERATOR, EQUITABLE RESOURCES EXPLORATION, APPLICANT, REGARDING ELECTIONS, ESCROW, AND SUPPLEMENTAL ORDER

Mark A. Swartz, being first duly sworn on oath, deposes and says:

1. That your affiant is a partner in the law firm of Kay, Casto, Chaney, Love & Wise, P.O. Box 517, Abingdon, Virginia, and is duly authorized to make this affidavit on behalf of the designated operator as its attorney;
2. That the order entered on December 12, 1994 by the Virginia Gas and Oil Board regarding the captioned Unit required the Applicant to mail a true and correct copy of said order to each person pooled by said order;
3. That on January 10, 1995, your affiant caused true and correct copies of the said order to be mailed via the United States Postal Service to each Respondent named in the captioned Application whose interest was pooled by reason of entry of the captioned Order and whose address was known; that copies of the letters of transmittal pertaining to said mailing were filed with the Gas and Oil Inspector under cover of a letter dated March 6, 1995;
4. That the Order of the Virginia Gas and Oil Board in the captioned matter required all persons pooled thereby to tender their written elections to the Unit Operator within thirty (30) days of the date said order was recorded in the county above named; that said order was recorded on December 16, 1994;
5. That the Designated Operator and the undersigned have 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 this Unit; that the following persons delivered, by mail or otherwise, written elections to the Unit Operator, within the thirty day election period:

None.

6. That the interests and/or claims of the following persons (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) and are subject to escrow under the Board's Order pooling the captioned Unit, Board Regulations and the Code of Virginia are:

James N. Jackson	.0004823 Royalty Interest
(Deemed to have leased)	\$2.43 Bonus

and that the reason why escrow is required for the above named Respondent is that his address is unknown;

7. That after the pooling hearing held in the captioned matter, the following persons have leased or entered into a voluntary agreement with the Designated Operator with regard to their interests and/or claims which are not subject

to escrow and should, therefore, be dismissed as Respondents:

Virginia Gas Company

.41% Participation Interest

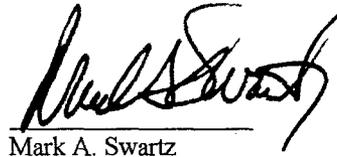
8. That the following persons have not made a timely election and have failed to enter into an agreement with the designated operator and are thereby, pursuant to the provisions of the aforementioned Order deemed to have leased to the Designated Operator:

- Cecil C. Childress, Widower
- Laura E. and Roy R. Russell
- James N. Jackson
- Carson and Alice Jackson
- Pamela Lee and Alex Ferguson
- Marie W. Trimble
- Mary Trimble, Widow
- Bettie Trimble, Widow
- J.H. and Mary T. Mandt
- June T. Marty, Widow
- Mae Murphy, Widow
- Jerry R. and Ann Trimble
- Don B. Trimble, Widower
- Sara Lou and Darrell Kennedy
- Alice G. and William R. Elkins
- Hansel D. and Brenda S. Fleming
- Sherrie Leigh Creech, Single
- Teresa and Harold Mann;

that the royalty interest decimal for each of the above named persons is set forth in the annexed Exhibit B;

9. That pursuant to the provisions of VR 480-05-22.27.C. and VR 480-05-22.2.8., 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 and identifies the conflicting claims and/or interests which require escrow of funds pursuant to the terms of §§ 45.1-361.21.D. and 45.1-361.22.A.3. and 4.

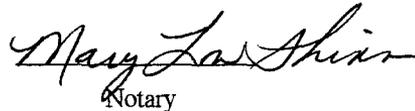
Dated at Abingdon, Virginia, this 8th day of March, 1995.



Mark A. Swartz

Taken, subscribed and sworn to before me by Mark A. Swartz, Attorney of record for Equitable Resources Exploration, Designated Operator, this 8th day of March, 1995.

My commission expires: May 15, 2000



Notary

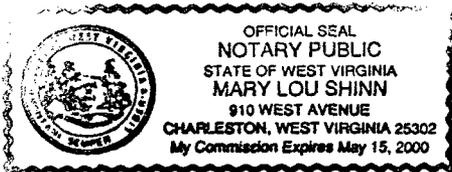


EXHIBIT "B"
V-3399
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<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>	<u>NET REVENUE INTERESTS</u>
1	Pine Mountain Oil & Gas Co. ATTN: Richard Brillhart P. O. Box 4000 Lebanon, VA 24266	Leased-EREX 241490L-01 T-285	65.760000%	82.63	.0822 RI
	Equitable Resources Exploration				.5754 WI
Tract 1 Totals			65.76%	82.63	65.76%
2	T. K. Colley Heirs Mildred Sword, AIF for Mae Colley Elswick, Widow P. O. Box 108 Pikeville, KY 42501	Leased-EREX 243847L-21	3.090230%	3.878568	.0038589 RI
	Hazel Jackson and Earl G. Jackson, W/H P. O. Box 787 Pound, VA 24279	Leased-EREX 243847L-18	0.777960%	0.969639	.0009647 RI
	Anne Jackson and H. C. Jackson, W/H P. O. Box 206 Pound, VA 24279	Leased-EREX 243847L-17	0.777960%	0.969639	.0009647 RI
	Helen J. Sutherland, Widow P. O. Box 787 Pound, VA 24279	Leased-EREX 243847L-16	0.777960%	0.969639	.0009647 RI
	Katherine Jackson and V. F. Jackson, W/H P. O. Box 297 Big Stone Gap, VA 24219	Leased-EREX 243847L-15	0.777960%	0.969639	.0009647 RI
	John R. Craig and Josephine Craig, H/W P. O. Box 187 Maynardville, TN 37807	Leased-EREX 243847L-05	0.777960%	0.969639	.0009647 RI
	Phillis F. Bennett and James L. Bennett, W/H 9527 Old Maynardville Pike Maynardville, TN 37807	Leased-EREX 243847L-04	0.777960%	0.969639	.0009647 RI

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<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>	<u>NET REVENUE INTERESTS</u>
	Wilhelmina Proctor, Widow 1034 Towlston Road McLean, VA 22102	Leased-EREX 243847L-03	1.534310%	1.939297	.0019294 RI
	Virginia C. Porter, Widow 5932 Dairy Road N.E. Roanoke, VA 24019	Leased-EREX 243847L-12	3.090230%	3.878568	.0038589 RI
	Noel French and Mary C. French, H/W 606 Market Street Clintwood, VA 24228	Leased-EREX 243847L-20	0.605080%	0.775703	.0007718 RI
	Katherine Childress and Stanford J. Childress, W/H 6405 N.E. 94th Avenue Vancouver, WA 98662	Leased-EREX 243847L-06	0.605080%	0.775703	.0007718 RI
	Margaret Jackson and William E. Jackson, W/H 45 Innisbrook Drive Augusta, GA 30907-3556	Leased-EREX 243847L-02	0.777960%	0.969639	.0009647 RI
	Lois B. Jackson and Fred C. Jackson, W/H 8 Tarpon Avenue Asheville, NC 28806	Leased-EREX 243847L-01	0.388980%	0.484818	.0004823 RI
	Adoephus Haney, Sr., and Geraldine Haney, H/W Route 1, Box 20A Summersville, WV 26651	Leased-EREX 243847L-14	0.194490%	0.242422	.0002411 RI
	Timothy E. Jackson, Single 4250 E. 29th Street, #71 Tucson, AZ 85711	Leased-EREX 243847L-08	0.043220%	0.060599	.0000602 RI
	Shirley Trimble and James H. Trimble, W/H P. O. Box 154 Ivel, KY 41642	Leased-EREX 243847L-07	0.021610%	0.019792	.0000197 RI

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<u>TRACT LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>	<u>NET REVENUE INTERESTS</u>
Bonnie T. Holsen and Joe Holsen, W/H 97 Margaret Drive, Box 97 Nitro, WV 25143	Leased-EREX 243847L-11	0.021610%	0.019792	.0000197 RI
Dinah Stratton and Danny Stratton, W/H 118 Longhunters Trail Glasgow, KY 42141	Leased-EREX 243847L-13	0.021610%	0.019792	.0000197 RI
Francis Burchett and June T. Burchett, H/W 601 Fox Avenue Ypsilanti, MI 49198	Leased-EREX 243847L-09	0.021610%	0.019792	.0000197 RI
Ruby T. Lewis, Widow P. O. Box 178 Ivel, KY 41642	Leased-EREX 243847L-10	0.021610%	0.019792	.0000197 RI
Burns C. Childress and Pauline Childress, H/W 130 Holston Street Abingdon, VA 24210	Leased-EREX 243847L-19	0.605080%	0.775703	.0007718 RI
Fern Lawley and Harold E. Lawley, W/H c/o Mrs. Ernestine Jo Shaver 191 Kenilworth Drive Akron, OH 44313	Leased-EREX 243847L-25	1.534310%	1.939297	.0019294 RI
Cecil C. Childress, Widower 5150 Golden Gate Avenue Oakland, CA 94618	Unleased	0.605080%	0.775703	.0007718 RI
Laura E. Russell and Roy R. Russell, W/H 354 Hospital Drive Virginia Beach, VA 23452-6740	Unleased	0.605080%	0.775703	.0007718 RI
James N. Jackson Address Unknown	Unleased	0.388980%	0.484818	.0004823 RI

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<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>	<u>NET REVENUE INTERESTS</u>
	Carson Jackson and Alice Jackson, H/W 440 Ashley Lane, Box 441 Summersville, WV 26651	Unleased	0.194490%	0.242422	.0002412 RI
	Bonnie Ward, Widow 8242 N. 19th Avenue, Apt. #109N Phoenix, AZ 85021	Leased-EREX 243847L-24	0.194490%	0.242422	.0002412 RI
	Pamela Lee Ferguson and Alex Ferguson, W/H 1908 N. LeBaron Mesa, AZ 85201	Unleased	0.043220%	0.060599	.0000602 RI
	Marie W. Trimble P. O. Box 672 Pikeville, KY 41501	Unleased	0.108050%	0.138519	.0001379 RI
	Mary Trimble, Widow P. O. Box 1019 Pikeville, KY 41501	Unleased	0.108050%	0.138519	.0001379 RI
	Bettie Trimble, Widow 630 Tateswood Drive Lexington, KY 40502	Unleased	0.108050%	0.138519	.0001379 RI
	J. H. Mandt and Mary T. Mandt, H/W 630 Tateswood Drive Lexington, KY 40502	Unleased	0.108050%	0.138519	.0001379 RI
	June T. Marty, Widow 7833 Quarter Main Avenue Cincinnati, OH 45236	Unleased	0.108050%	0.138519	.0001379 RI
	Mae Murphy, Widow 3865 Matson Avenue Cincinnati, OH 45236	Unleased	0.108050%	0.138519	.0001379 RI
	Jerry R. Trimble and Ann Trimble, H/W P. O. Box 45 Ivel, KY 41642	Unleased	0.021610%	0.019792	.0000197 RI

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<u>TRACT LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>	<u>NET REVENUE INTERESTS</u>
Don B. Trimble, Widower P. O. Box 146 Ivel, KY 41642	Unleased	0.021610%	0.019792	.0000197 RI
Ruth Fleming, Widow 800 Longview, Apt. #122 Knoxville, TN 37919	Leased-EREX 243847L-22	0.518640%	0.646442	.0006432 RI
Sara Lou Kennedy and Darrell Kennedy, W/H 546 West Stone Drive Kingsport, TN 37660	Unleased	0.259320%	0.323221	.0003216 RI
Alice G. Elkins and William R. Elkins, W/H P. O. Box 3 Clintwood, VA 24228	Unleased	0.259320%	0.323221	.0003216 RI
Hansel D. Fleming and Brenda S. Fleming, H/W P. O. Box 478 Clintwood, VA 24228	Unleased	0.259320%	0.323221	.0003216 RI
Sherrie Leigh Creech, Single P. O. Box 460 Clintwood, VA 24228	Unleased	0.259320%	0.323221	.0003216 RI
Teresa Mann and Harold Mann, W/H P. O. Box 233 Lakeville, NY 14480	Unleased	0.043220%	0.060599	.0000603 RI
William G. Jackson, Single 5217 E. 27th Street Tucson, AZ 85711	Leased-EREX 243847L-23	0.043220%	0.060599	.0000603 RI
Equitable Resources Exploration				.1890875 WI
Tract 2 Totals		21.61%	27.15	21.61%

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<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>	<u>NET REVENUE INTERESTS</u>
3	W. C. Colley and Ruby Colley, HW Route 2, Box 712 Haysi, VA 24256	Leased-VA Gas Life Estate	0.000000%	0.000000	0.000000
	Kenneth W. Colley, Single Route 2, Box 712 Haysi, VA 24256	Leased-VA Gas Remainderman	0.136667%	0.173333	.0001708 RI
	Nancy Owens and Mark Owens, W/H 3237 Huntleigh Drive Raleigh, NC 27601	Leased-VA Gas Remainderman	0.136667%	0.173334	.0001708 RI
	Melinda Wallen and Buddy Wallen, W?h P. O. Box 705 Clintwood, VA 24228	Leased-VA Gas Remainderman	0.136666%	0.173333	.0001709 RI
	Virginia Gas Company Oil and Gas Lessee P. O. Box 2407 Abingdon, VA 24210 ATTN: Mike Edwards				.0035875 WI
Tract 3 Totals			.41%	0.52	00.41%
4	Pine Mountain Oil & Gas Co. ATTN: Richard Brillhart P. O. Box 4000 Lebanon, VA 24266	Leased-EREX 241490L-01 T-257	12.220000%	15.36	.015275 RI
	Equitable Resources Exploration				.106925 WI
Tract 4 Totals			12.22%	15.36	12.22%
TOTAL			100.00%	125.66	100.00%

VIRGINIA: IN THE OFFICE OF THE CLERK OF THE CIRCUIT COURT OF DICKENSON COUNTY, May 27, 1995. This deed was this day presented in said office, and upon the certificate of acknowledgment thereto annexed, admitted to record at 2:31 o'clock P.M, after payment of \$ _____ tax imposed by Sec. 58.1-802.

Original returned this date to: Diane Davis

BY: Joe Tate TESTE: JOE TATE, CLERK
Luba Farge D. CLERK