

VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

SUPPLEMENTAL ORDER REGARDING
ELECTIONS, UNIT: V-2135

(herein "Subject Drilling Unit")

DOCKET NO. VGOB-95/08/15-0512

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 § 7.c of the Virginia Gas and Oil Board Regulations, VR 480-05-22.2 by supplementing the Order previously issued by the Board for the subject Docket on September 5, 1995, and recorded at Deed Book 311, Page 723, in the Office of the Clerk of the Circuit Court of Dickenson County, Virginia on September 14, 1995, (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 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 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 October 23, 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 mailing or recording, as applicable, of said Order; the Designated Operator has filed its affidavit dated November 27, 1995 in accordance with 7.c 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 is attached hereto as Exhibit B.

(e) Current Board standards requiring the escrow of funds and the Board's agreement with its Escrow Agent, Premier Trust Company, 29 College Drive, P. O. Box 1199, Bluefield, Virginia 24605, 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.

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 Affidavits, any funds subject to escrow and instructs the Escrow Agent, Premier Trust Company, 29 College Drive, P. O. Box 1199, Bluefield, Virginia 24605, or any successor named by the Board to establish interest-bearing escrow account(s), IRS Tax Identification Number 54-1629506, in accordance with the information set forth in said Affidavits to receive such funds and account to the Board therefore.

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.

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 30th day of March 1995, by a majority of the Virginia Gas and Oil Board.


 Chairman, Benny R. Wampler

STATE OF VIRGINIA)
 COUNTY OF WISE)

Acknowledged on this 30th day of November, 1995, 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
Susan G. Garrett
Notary Public

My commission expires 7/31/98

DONE AND PERFORMED this 30th day of November 1995 by Order of this Board.

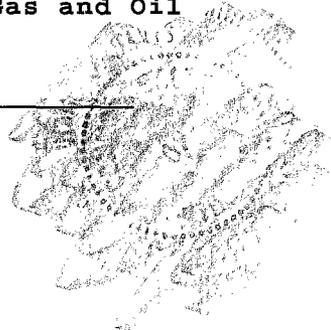
Byron T. Fulmer
Byron Thomas Fulmer
Principal Executive to the Staff
Virginia Gas and Oil Board

STATE OF VIRGINIA
COUNTY OF WASHINGTON

Acknowledged on this 30th day of November, 1995, 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
Diane J. Davis
Notary Public

My commission expires 9/30/97



V I R G I N I A:

BEFORE THE VIRGINIA GAS AND OIL BOARD

IN RE:

Application of Equitable Resources Exploration for Forced Pooling of Interests in Unit Number V-2135, VGOB Docket No. VGOB-95-08-15-0512 in the Sandlick Magisterial District of Dickenson County, Virginia

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

James E. Kaiser (herein Affiant), being first duly sworn on oath, deposes and says:

1. That the Affiant is an attorney in the law firm of Hunter, Smith & Davis, the Agent for the Designated Operator, with offices located at 1212 North Eastman Road, Kingsport, Tennessee 37664, and is authorized to give this Affidavit in its behalf;
2. That the Order entered on September 5, 1995, by the Virginia Gas and Oil Board regarding the captioned conventional 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 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 named in the captioned Application, whose address was known, and to all persons, if any, who were added as Respondents at the hearing held in captioned matter;
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 September 14, 1995;
5. That the Designated Operator, by and through their agent, HUNTER, SMITH & DAVIS, Attorneys-at-Law, have established procedures to review all mail received and all written documents received by means other than by mail to ascertain whether parties whose interest 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 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 interest 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) are subject to escrow under the Board's Order pooling the captioned Unit, Board Regulations and the Code of Virginia; that opposite the name of each person named as a Respondent listed below is set forth:

- 1) Mark Robinson deemed to have leased (unknown or unlocatable)
 \$0.45 bonus cash consideration (\$5.00 per net mineral acre)

Tract 3	.00003028	royalty interest	(12.5% X .024222%)
Tract 4	.00003194	royalty interest	(12.5% X .025556%)
Tract 5	.00000056	royalty interest	(12.5% X .000444%)
Tract 6	.00002333	royalty interest	(12.5% X .018667%)
Tract 7	<u>.00000389</u>	<u>royalty interest</u>	<u>(12.5% X .003111%)</u>
	.00009000	royalty interest	(12.5% X .072000%)

- 2) Beverly Robinson deemed to have leased (unknown or unlocatable)
 \$0.45 bonus cash consideration (\$5.00 per net mineral acre)

Tract 3	.00003027	royalty interest	(12.5% X .024222%)
Tract 4	.00003194	royalty interest	(12.5% X .025555%)
Tract 5	.00000055	royalty interest	(12.5% X .000444%)
Tract 6	.00002333	royalty interest	(12.5% X .018666%)
Tract 7	<u>.00000389</u>	<u>royalty interest</u>	<u>(12.5% X .003111%)</u>
	.00008998	royalty interest	(12.5% X .071998%)

- 3) June Robinson Lester - Life Estate \$0.46 bonus cash consideration (\$5.00 per net mineral acre)
 Mark Robinson - Remainderman \$0.23 bonus cash consideration (\$5.00 per net mineral acre)
 Beverly Robinson - Remainderman \$0.23 bonus cash consideration (\$5.00 per net mineral acre)
 deemed to have leased (unknown or unlocatable)

Tract 3	.00003028	royalty interest	(12.5% X .024223%)
Tract 4	.00003195	royalty interest	(12.5% X .025556%)

Tract 5 .00000056 royalty interest (12.5% X .000445%)
 Tract 6 .00002334 royalty interest (12.5% X .018667%)
 Tract 7 .00000389 royalty interest (12.5% X .003111%)
 .00009002 royalty interest (12.5% X .072002%)

4) Sarah D. Robinson - Life Estate
 Mark Robinson - Remainderman \$0.34 bonus
 cash consideration (\$5.00 per net mineral acre)
 Beverly Robinson - Remainderman \$0.34 bonus
 cash consideration (\$5.00 per net mineral acre)
 deemed to have leased (unknown or unlocatable)

Tract 3 .00004542 royalty interest (12.5% X .036333%)
 Tract 4 .00004792 royalty interest (12.5% X .038333%)
 Tract 5 .00000083 royalty interest (12.5% X .000667%)
 Tract 6 .00003500 royalty interest (12.5% X .028000%)
 Tract 7 .00000583 royalty interest (12.5% X .004667%)
 .00013500 royalty interest (12.5% X .108000%)

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 interest and/or claims which are not subject to escrow:

None.

8. That the following persons have not made a timely election and have failed to enter into an agreement with the Designated Operator and their respective interests shall be deemed to have leased pursuant to and in accordance with paragraphs 3 and 2(c) of the Order:

<u>Name</u>	<u>Tract</u>
Sarah D. Robinson	3, 4, 5, 6, 7
Chris A. Robinson et ux.	4
Billy Joe Robinson et ux.	5
Clinton J. Robinson et ux.	6
Mack M. Robinson et ux.	7

That pursuant to the provision 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 interest which require escrow

of funds pursuant to the terms of §§ 45.1-361.21.D, 45.1-361.22.A.3 and 4.

Dated at Kingsport, Tennessee, this 27th day of November 1995.

James E. Kaiser
Affiant

Taken, subscribed and sworn to before me by James E. Kaiser, the Agent of Equitable Resources Exploration, a corporation, on behalf of the corporation, this 27th day of November 1995.

My commission expires: 1/27/96

Glenda F. Venable
Notary

EXHIBIT "B" BOOK 313 PAGE 702
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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 INTEREST</u>
1	Pine Mountain Oil and Gas, Inc. Attn: Richard Brillhart P. O. Box 5100 Lebanon, VA 24266	Leased - EREX PO-148 241490L-01 T-334	77.480000%	97.3680	0.09685000 RI
	Equitable Resources Exploration				0.67795000 WI
Tract 1 Totals			77.480000%	97.3680	0.77480000
2	Pine Mountain Oil and Gas, Inc. Attn: Richard Brillhart P. O. Box 5100 Lebanon, VA 24266	Leased - EREX PO-148 241490L-01 T-333	19.280000%	24.2290	0.02410000 RI
	Equitable Resources Exploration				0.16870000 WI
Tract 2 Totals			19.280000%	24.2290	0.19280000
3	Sarah D. Robinson, widow P. O. Box 44 Birchleaf, VA 24220	Unleased	0.981000%	1.2375	0.00122625 RI
	Sarah D. Robinson, widow P. O. Box 44 Birchleaf, VA 24220	Unleased Life Estate	0.036333%	0.0458	0.00004542 RI
	Mark Robinson Unknown	Unleased Remainderman	[0.018166%]	[0.0229]	[0.00002271] RI
	Beverly Robinson Unknown	Unleased Remainderman	[0.018167%]	[0.0229]	[0.00002271] RI
<u>Heirs of Dan Rush Robinson</u>					
	June Robinson Lester Unknown	Unleased Life Estate	0.024223%	0.0306	0.00003028 RI
	Mark Robinson Unknown	Unleased Remainderman	[0.012111%]	[0.0153]	[0.00001514] RI
	Beverly Robinson Unknown	Unleased Remainderman	[0.012112%]	[0.0153]	[0.00001514] RI
	Mark Robinson Unknown	Unleased	0.024222%	0.0306	0.00003028 RI
	Beverly Robinson Unknown	Unleased	0.024222%	0.0305	0.00003027 RI
	Equitable Resources Exploration				0.00953750 WI
Tract 3 Totals			1.090000%	1.3750	0.01090000

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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 INTEREST</u>
4	Sarah D. Robinson, widow P. O. Box 44 Birchleaf, VA 24220	Unleased Life Estate	0.383333%	0.4770	0.00047917 RI
	Chris A. Robinson and Kerri Lynn Robinson, H/W P. O. Box 143 Birchleaf, VA 24220	Unleased Remainderman	[0.345000%]	[0.4293]	[0.00043125] RI
	Mark Robinson Unknown	Unleased Remainderman	[0.019166%]	[0.0238]	[0.00002396] RI
	Beverly Robinson Unknown	Unleased Remainderman	[0.019167%]	[0.0239]	[0.00002396] RI
	Chris A. Robinson and Kerri Lynn Robinson, H/W P. O. Box 143 Birchleaf, VA 24220	Unleased	0.690000%	0.8586	0.00086250 RI
<u>Heirs of Dan Rush Robinson</u>					
	June Robinson Lester Unknown	Unleased Life Estate	0.025556%	0.0318	0.00003195 RI
	Mark Robinson Unknown	Unleased Remainderman	[0.012778%]	[0.0159]	[0.00001597] RI
	Beverly Robinson Unknown	Unleased Remainderman	[0.012778%]	[0.0159]	[0.00001598] RI
	Mark Robinson Unknown	Unleased	0.025556%	0.0318	0.00003194 RI
	Beverly Robinson Unknown	Unleased	0.025555%	0.0318	0.00003194 RI
	Equitable Resources Exploration				0.01006250 WI
Tract 4 Totals			1.150000%	1.4310	0.01150000

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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 INTEREST</u>
5	Sarah D. Robinson, widow P. O. Box 44 Birchleaf, VA 24220	Unleased Life Estate	0.006667%	0.0063	0.00000833 RI
	Billy Joe Robinson and Doreen M. Robinson, H/W P. O. Box 153 Birchleaf, VA 24220	Unleased Remainderman	[0.006000%]	[0.0057]	[0.00000750] RI
	Mark Robinson Unknown	Unleased Remainderman	[0.000333%]	[0.0003]	[0.00000041] RI
	Beverly Robinson Unknown	Unleased Remainderman	[0.000334%]	[0.0003]	[0.00000042] RI
	Billy Joe Robinson and Doreen M. Robinson, H/W P. O. Box 153 Birchleaf, VA 24220	Unleased	0.012000%	0.0114	0.00001500 RI
<u>Heirs of Dan Rush Robinson</u>					
	June Robinson Lester Unknown	Unleased Life Estate	0.000445%	0.0005	0.00000056 RI
	Mark Robinson Unknown	Unleased Remainderman	[0.000222%]	[0.0002]	[0.00000028] RI
	Beverly Robinson Unknown	Unleased Remainderman	[0.000223%]	[0.0003]	[0.00000028] RI
	Mark Robinson Unknown	Unleased	0.000444%	0.0004	0.00000056 RI
	Beverly Robinson Unknown	Unleased	0.000444%	0.0004	0.00000055 RI
	Equitable Resources Exploration				0.00017500 WI
Tract 5 Totals			0.020000%	0.0190	0.00020000

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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 INTEREST</u>
6	Sarah D. Robinson, widow P. O. Box 44 Birchleaf, VA 24220	Unleased Life Estate	0.280000%	0.3537	0.00035000 RI
	Clinton J. Robinson and Andrea Robinson, H/W P. O. Box 153 Birchleaf, VA 24220	Unleased Remainderman	[0.252000%]	[0.3183]	[0.00031500] RI
	Mark Robinson Unknown	Unleased Remainderman	[0.014000%]	[0.0177]	[0.00001750] RI
	Beverly Robinson Unknown	Unleased Remainderman	[0.014000%]	[0.0177]	[0.00001750] RI
	Clinton J. Robinson and Andrea Robinson, H/W P. O. Box 153 Birchleaf, VA 24220	Unleased	0.504000%	0.6366	0.00063000 RI
<u>Heirs of Dan Rush Robinson</u>					
	June Robinson Lester Unknown	Unleased Life Estate	0.018667%	0.0236	0.00002334 RI
	Mark Robinson Unknown	Unleased Remainderman	[0.009333%]	[0.0118]	[0.00001167] RI
	Beverly Robinson Unknown	Unleased Remainderman	[0.009334%]	[0.0118]	[0.00001167] RI
	Mark Robinson Unknown	Unleased	0.018667%	0.0236	0.00002333 RI
	Beverly Robinson Unknown	Unleased	0.018666%	0.0235	0.00002333 RI
	Equitable Resources Exploration				0.00735000 WI
Tract 6 Totals			0.840000%	1.0610	0.00840000

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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 INTEREST</u>
7	Sarah D. Robinson, widow P. O. Box 44 Birchleaf, VA 24220	Unleased Life Estate	0.046667%	0.0603	0.00005833 RI
	Mack M. Robinson and Verna J. Robinson, H/W P. O. Box 143 Birchleaf, VA 24220	Unleased Remainderman	[0.042000%]	[0.0543]	[0.00005250] RI
	Mark Robinson Unknown	Unleased Remainderman	[0.002333%]	[0.0030]	[0.00000291] RI
	Beverly Robinson Unknown	Unleased Remainderman	[0.002334%]	[0.0030]	[0.00000292] RI
	Mack M. Robinson and Verna J. Robinson, H/W P. O. Box 143 Birchleaf, VA 24220	Unleased	0.084000%	0.1086	0.00010500 RI
<u>Heirs of Dan Rush Robinson</u>					
	June Robinson Lester Unknown	Unleased Life Estate	0.003111%	0.0041	0.00000389 RI
	Mark Robinson Unknown	Unleased Remainderman	[0.001555%]	[0.0020]	[0.00000194] RI
	Beverly Robinson Unknown	Unleased Remainderman	[0.001556%]	[0.0021]	[0.00000195] RI
	Mark Robinson Unknown	Unleased	0.003111%	0.0040	0.00000389 RI
	Beverly Robinson Unknown	Unleased	0.003111%	0.0040	0.00000389 RI
	Equitable Resources Exploration				0.00122500 WI
Tract 7 Totals			0.140000%	0.1810	0.00140000
TOTAL			100.00%	125.6640	1.00000000

VIRGINIA: IN THE OFFICE OF THE CLERK OF THE CIRCUIT COURT OF DICKENSON COUNTY, Dec. 14, 1995. This deed was this day presented in said office, and upon the certificate of acknowledgment thereto annexed, admitted to record at 2:34 o'clock P.M., after payment of \$ tax imposed by Sec. 58.1-802.

Original returned this date to

Deane Davis

TESTE: JOE TATE, CLERK
 BY: *Lula Large* D. CLERK