

THIS INSTRUMENT HAS BEEN PREPARED BY THE VIRGINIA GAS AND OIL BOARD
VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

SUPPLEMENTAL ORDER REGARDING
ELECTIONS, UNIT: V-3400
(herein "Subject Drilling Unit")

DOCKET NO. VGOB-96-09/17-0554

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 October 18, 1996 and recorded at Deed Book 835, Page 495 in the office of the Clerk of the Court, Wise County, Virginia on October 30, 1996, (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 Energy Company (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 November 12, 1996 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 December 11, 1996 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, Tazewell National Bank, Trust Department, c/o Premier Bankshares Corporation, 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.

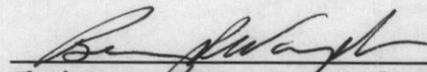
3. Order: By this Order, the Board orders the Designated Operator to tender, consistent with and in accordance with the findings set forth at paragraph 2. above and the annexed Affidavits, any funds subject to escrow and instructs the Escrow Agent, Tazewell National Bank, Trust Department, c/o Premier Bankshares Corporation, 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 28th day of January 1997, by a majority of the Virginia Gas and Oil Board.


Chairman, Benny R. Wampler

STATE OF VIRGINIA)
COUNTY OF WISE)

Acknowledged on this 28th day of January, 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

Susan G. Garrett
Notary Public

My commission expires 7/31/98

DONE AND PERFORMED this 28th day of January 1997 by Order of
this Board.

Byron Thomas Fulmer

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

STATE OF VIRGINIA
COUNTY OF WASHINGTON

Acknowledged on this 28th day of January, 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

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 Energy Company for Forced Pooling of Interests in Unit Number V-3400, VGOB Docket No. VGOB-96/0917-0554 in the Roberson Magisterial District of Wise County, Virginia

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

Anthony A. Wilhoit (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 October 18, 1996, 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 October 30, 1996;
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:

None.

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.

Tract 9 - Larry Sturgill and Patricia Sturgill

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 that the services of the Escrow Agent are not required in this matter pursuant to the terms of §§ 45.1-361.21.D, 45.1-361.22.A.3 and 4.

Dated at Kingsport, Tennessee, this 11th day of December 1996.

Anthony A. Wilhoit

Affiant

Taken, subscribed and sworn to before me by Anthony A. Wilhoit, the Agent of Equitable Resources Energy Company, a corporation, on behalf of the corporation, this 11th day of December 1996.

My commission expires: 5-30-99

Lisa Cox

Notary

[f:v-3400af.ele]



VIRGINIA: In the Clerk's Office of Wise Circuit Court 1-31, 19 97
This deed was presented and upon the annexed Certificate of acknowledgement admitted to
record at 11:35 A M. The tax imposed by 58.541 of the Code has been paid in the
amount of \$ 118.54 Recorded in Deed Book 1854 and Page 286
J. Jack Kennedy, Jr., Clerk *J. Jack Kennedy, Jr.* Deputy Clerk

EXHIBIT "B"
V-3400
VGOB 96-0917-0554

<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	Penn Virginia Resources Corporation Attn: Mr. Russell Cook 999 Executive Park Blvd., Suite 300 Kingsport, TN 37660	Leased-EREC 223096L 01 Tract 1022	15.750000%	17.750	0.01968750 RI
	Equitable Resources Energy Company				0.13781250 WI
Tract 1 Totals			15.750000%	17.750	0.15750000
2	Penn Virginia Resources Corporation Attn: Mr. Russell Cook 999 Executive Park Blvd., Suite 300 Kingsport, TN 37660	Leased-EREC 223096L 01 Tract 1055	10.050000%	11.320	0.01256250 RI
	Equitable Resources Energy Company				0.08793750 WI
Tract 2 Totals			10.050000%	11.320	0.10050000
3	Mabel R. Rasnick, a widow 1105 Eastwood Drive Booneville, AR 72927-5102	Leased-EREC 245193L 01	24.670000%	27.790	0.03083750 RI
	Equitable Resources Energy Company				0.21586250 WI
Tract 3 Totals			24.670000%	27.790	0.24670000
4	Penn Virginia Resources Corporation Attn: Mr. Russell Cook 999 Executive Park Blvd., Suite 300 Kingsport, TN 37660	Leased-EREC 223096L 01 Tract 1024	9.820000%	11.070	0.01227500 RI
	Equitable Resources Energy Company				0.08592500 WI
Tract 4 Totals			9.820000%	11.070	0.09820000

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5	Phyllis G. Williams and Leland B. Williams, W/H, and Phyllis G. Williams, Agent and Attorney-in-Fact for: Lawrence Bolling and Ruby Bolling, H/W Florence Stidham, a widow Carl Bolling and Barbara Bolling, H/W Leland R. Williams and Laura Williams, H/W Julia C. Gordon and Christopher Gordon, W/H Benjamin C. Williams, single Damon L. Williams, single P.O. Box 674 Wise, VA 24293	Leased-EREC 244685L 01	13.450000%	15.160	0.01681250 RI
	Equitable Resources Energy Company				0.11768750 WI
Tract 5 Totals			13.450000%	15.160	0.13450000
6	Penn Virginia Resources Corporation Attn: Mr. Russell Cook 999 Executive Park Blvd., Suite 300 Kingsport, TN 37660	Leased-EREC 223096L 01 Tract 1038	1.230000%	1.390	0.00153750 RI
	Equitable Resources Energy Company				0.01076250 WI
Tract 6 Totals			1.230000%	1.390	0.01230000
7	Christopher E. Sturgill and Tammy Sturgill, H/W 6034 Hale Gap Road Pound, VA 24279	Leased-EREC 244732L 05	1.242500%	1.400	0.00155312 RI
	Michael Sturgill, single 6034 Hale Gap Road Pound, VA 24279	Leased-EREC 244732L 05	1.242500%	1.400	0.00155312 RI
	<u>Oliver Bolling Estate:</u>				
	Danny Bolling and Brenda Bolling, H/W HC 87, Box 3176 Mayking, KY 41837	Leased-EREC 244732L 01	0.276111%	0.311	0.00034514 RI

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	Arnold L. Bolling and Pamela E. Bolling, H/W HC 87, Box 3180 Mayking, KY 41837	Leased-EREC 244732L 02	0.276111%	0.311	0.00034514 RI
	Zella Stallard and James E. Stallard, W/H HC 87, Box 182 Mayking, KY 41837	Leased-EREC 244732L 03	0.276111%	0.311	0.00034514 RI
	Oliver Bolling, Jr. and Diann Bolling, H/W HC 87, Box 3170 Mayking, KY 41837	Leased-EREC 244732L 04	0.276111%	0.311	0.00034514 RI
	Dora J. Savich and Franklin A. Savich, W/H 906 West Strasburg Road Front Royal, VA 22630	Leased-EREC 244732L 06	0.276111%	0.311	0.00034514 RI
	Monica Bolling, single P.O. Box 1621 Spotsylvania, VA 22553	Leased-EREC 244732L 07	0.276111%	0.311	0.00034514 RI
	James E. Bolling and Beverly D. Bolling, H/W 9522 Robert E. Lee Drive Spotsylvania, VA 22553	Leased-EREC 244732L 08	0.276111%	0.311	0.00034514 RI
	Phillip A. Bolling and Mary L. Bolling, H/W P.O. Box 815 Indian Town, FL 34596	Leased-EREC 244732L 09	0.276111%	0.311	0.00034514 RI
	Lettie E. Mills and Frankie F. Mills, W/H Box 184 Ghent, WV 25843	Leased-EREC 244732L 10	0.276112%	0.312	0.00034514 RI
	Equitable Resources Energy Company				0.04348750 WI
Tract 7 Totals			4.970000%	5.600	0.04970000

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8	Penn Virginia Resources Corporation Attn: Mr. Russell Cook 999 Executive Park Blvd., Suite 300 Kingsport, TN 37660	Leased-EREC 223096L 01 Tract 1039	17.310000%	19.510	0.02163750 RI
	Equitable Resources Energy Company				0.15146250 WI
Tract 8 Totals			17.310000%	19.510	0.17310000
9	Larry Sturgill and Patricia Sturgill, H/W 5901 Hale Gap Road Pound, VA 24279	Unleased	2.570000%	2.900	0.00321250 RI
	Equitable Resources Energy Company				0.02248750 WI
Tract 9 Totals			2.570000%	2.900	0.02570000
10	Penn Virginia Resources Corporation Attn: Mr. Russell Cook 999 Executive Park Blvd., Suite 300 Kingsport, TN 37660	Leased-EREC 223096L 01 Tract 1055	0.180000%	0.200	0.00022500 RI
	Equitable Resources Energy Company				0.00157500 WI
Tract 10 Totals			0.180000%	0.200	0.00180000
TOTALS			100.000000%	112.690	1.00000000