

V I R G I N I A:

## BEFORE THE VIRGINIA GAS AND OIL BOARD

APPLICANT:	EQUITABLE RESOURCES ENERGY COMPANY,	)	VIRGINIA GAS
	a West Virginia Corporation	)	AND OIL BOARD
		)	
RELIEF SOUGHT:	POOLING OF INTERESTS IN A 80.00-	)	DOCKET NO.
	ACRE DRILLING UNIT DESCRIBED IN	)	98-0324-0645
	EXHIBIT A HERETO LOCATED IN THE	)	
	ROARING FORK COALBED METHANE GAS	)	
	FIELD AND SERVED BY WELL NO.	)	
	VC-3407 (herein "Subject Drilling	)	
	Unit") PURSUANT TO VA. CODE ANN.	)	
	§§ 45.1-361.21 AND 45.1-361.22,	)	
	FOR THE PRODUCTION OF OCCLUDED	)	
	NATURAL GAS PRODUCED FROM	)	
	COALBEDS AND ROCK STRATA ASSOCIATED	)	
	THEREWITH (herein "Coalbed Methane	)	
	Gas" or "Gas")	)	
		)	
		)	
LEGAL DESCRIPTION:		)	
		)	
	SUBJECT DRILLING UNIT SERVED BY WELL NUMBERED	)	
	VC-3407 (herein "Well") TO BE DRILLED IN	)	
	THE LOCATION DEPICTED ON EXHIBIT A HERETO,	)	
	BERTHA MAE TRIPLETT SURFACE, OIL AND GAS TRACT	)	
	FLAT GAP QUADRANGLE	)	
	GLADEVILLE MAGISTERIAL DISTRICT	)	
	WISE COUNTY, VIRGINIA	)	
	(the "Subject Lands" are more particularly	)	
	described on Exhibit "A", attached hereto and	)	
	made a part hereof)	)	

REPORT OF THE BOARDFINDINGS AND ORDER

1. Hearing Date and Place: This matter came on for hearing before the Virginia Gas and Oil Board (hereafter "Board") at 9:00 a.m. on March 24, 1998, Ratliff Hall, Southwest Virginia Education 4-H Center, Abingdon, Virginia.

2. Appearances: James E. Kaiser of Wilhoit & Kaiser, appeared for the Applicant; and Sandra B. Riggs, Assistant Attorney General, was present to advise the Board.

3. Jurisdiction and Notice: Pursuant to Va. Code Ann. §§ 45.1-361.1 et seq., the Board finds that it has jurisdiction over the subject matter. Based upon the evidence presented by Applicant, the Board also finds that the Applicant has (1) exercised due diligence in conducting a meaningful search of reasonably available sources to determine the identity and whereabouts of each gas and oil owner, coal owner, or mineral owner and/or potential owner, i.e.,

person identified by Applicant as having ("Owner") or claiming ("Claimant") the rights to Coalbed Methane Gas in all Pennsylvania-aged coals below the Norton seam to the top of the red and green shales including, but not limited to Hagy, Splashdam, Upper Banner, Lower Banner, Kennedy, Raven, Jawbone, Tiller, Upper Horsepen, Middle Horsepen, War Creek, Beckley, Lower Horsepen, Pocahontas No. 8, Pocahontas No. 4, Pocahontas No. 3, Pocahontas No. 1, and any other unnamed coal seams, coalbeds and rock strata known as the Roaring Fork Coalbed Methane Gas Field (hereafter "Subject Formations") in the Subject Drilling Unit underlying and comprised of Subject Lands; (2) has represented to the Board that it has given notice to those parties so identified (hereafter sometimes "person(s)" whether referring to individuals, corporations, partnerships, associations, companies, businesses, trusts, joint ventures or other legal entities) entitled by Va. Code Ann. §§ 45.1-361.19 and 45.1-361.22, to notice of the application filed herein; and (3) that the persons set forth in Exhibit B are identified by Applicant as persons who may be Owners or Claimants of Coalbed Methane Gas interests in Subject Formations in the Subject Drilling Unit, underlying and comprised of Subject Lands. Further, the Board has caused notice of this hearing to be published as required by Va. Code Ann. § 45.1-361.19.B. Whereupon, the Board hereby finds that the notices given herein satisfy all statutory requirements, Board rule requirements and the minimum standards of state due process.

4. Amendments: Revised Exhibit B (herein referred to as "Exhibit B").

5. Dismissals: None.

6. Relief Requested: Applicant requests that: (1) pursuant to Va. Code Ann. § 45.1-361.22, including the applicable portions of § 45.1-361.21, the Board pool the rights, interests and estates in and to the Gas in the Subject Drilling Unit, including those of the Applicant and of the known and unknown persons named in Exhibit B hereto and that of their known and unknown heirs, executors, administrators, devisees, trustees, assigns and successors, both immediate and remote, for the drilling and operation, including production, of Coalbed Methane Gas produced from the Subject Drilling Unit established for the Subject Formations underlying and comprised of the Subject Lands, (hereafter sometimes collectively identified and referred to as "well development and/or operation in the Subject Drilling Unit"); and, (2) that the Board designate Equitable Resources Energy Company as the Unit Operator.

7. Relief Granted: The requested relief in this cause be and hereby is granted and: (1) pursuant to Va. Code Ann. § 45.1-361.21.C.3, Equitable Resources Energy Company (hereafter "Unit Operator" or "Operator") is designated as the Operator authorized to drill and operate Well VC-3407 in Subject Drilling Unit, subject to the permit provisions contained in Va. Code Ann. §§ 45.1-361.27, et seq.; to §§ 4 VAC 25-150 et seq., Gas and Oil Regulations; to §§ 4 VAC 25-160 et seq., Virginia Gas and Oil Board Regulations; and to the Roaring Fork Coalbed Methane Gas Field Order entered by the Board on May 31, 1994, all as amended from time to time; and (2) all the interests and estates in and to the Gas in Subject Drilling Unit, including those of the Applicant and of the known and unknown persons listed on Exhibit B, attached hereto and made a part hereof, and their known and unknown heirs, executors, administrators, devisees, trustees, assigns and successors, both immediate and remote, leased or unleased, be and hereby are

pooled in the Subject Formations in the Subject Drilling Unit underlying and comprised of the Subject Lands.

<u>Subject Formation</u>	<u>Unit Size</u>	<u>Permitted Well Location</u>	<u>Field and Well Classification</u>	<u>Order Number</u>
All Pennsylvanian aged coals below the Norton seam to the top of the red and green shales, including, but not limited to Hagy, Splashdam, Upper Banner, Lower Banner, Kennedy, Raven, Jawbone, Tiller, Upper Horsepen, Middle Horsepen, War Creek, Beckley, Lower Horsepen, Pocahontas No. 8, Pocahontas No. 4, Pocahontas No. 3, Pocahontas No. 1, and any other unnamed coal seams, coalbeds, and rock strata, known as the Roaring Fork Coalbed Methane Gas Field.	Approximately 80.00 acres.	Well VC-3407 (multiple completion) to be located as depicted on Exhibit A Depth: 1,973 feet.	Roaring Fork Coalbed Methane Gas Field	VGOB Order for the Roaring Fork Coalbed Methane Gas Field entered May 31, 1994.

For the Subject Drilling Unit  
underlying and comprised of the Subject  
Land Served by Well No. VC-3407

Wise County, Virginia

8. Election and Election Period: In the event any Gas Owner or Claimant named in Exhibit B has not reached a voluntary agreement to share in the operation of the well to be located in Subject Drilling Unit at a rate of payment mutually agreed to by said Gas Owner or Claimant and the Unit

Operator, then such person may elect one of the options set forth in Paragraph 9 below and must give written notice of his election of the option selected under Paragraph 9 herein to the Unit Operator at the address shown below within thirty (30) days from the date this Order is recorded in the county above named. A timely election shall be deemed to have been made if, on or before the last day of said 30-day period, such electing person has delivered his written election to the Unit Operator at the address shown below or has duly postmarked and placed his written election in first class United States mail, postage prepaid, addressed to the Unit Operator at the address shown below.

9. Election Options:

- 9.1 Option 1 - To Participate In The Development and Operation of the Drilling Unit: Any Gas Owner or Claimant named in Exhibit B who has not reached a voluntary agreement with the Unit Operator may elect to participate in the development and operation of the Subject Drilling Unit (hereafter "Participating Operator") by agreeing to pay the estimate of such Participating Operator's proportionate part of the actual and reasonable costs, including a reasonable supervision fee, of the well development and operation in the Subject Drilling Unit, as more particularly set forth in Virginia Gas and Oil Board Regulation 4 VAC 25-160-100 (herein "Completed for Production Costs"). Further, a Participating Operator agrees to pay the estimate of such Participating Operator's proportionate part of the Estimated, Completed-for-Production Costs as set forth below to the Unit Operator within forty-five (45) days from the later of the date of mailing or the date of recording of this Order. The estimated Completed-for-Production Costs for the Subject Drilling Unit are as follows:

Estimated, Completed-for-Production Costs (Multiple Completion):

\$172,550.00

A Participating Operator's proportionate cost hereunder shall be the result obtained by multiplying the Participating Operator's Interest within Subject Drilling Unit as set forth in the fourth column of Exhibit B times the Completed-for-Production Costs set forth above. Provided, however, that in the event a Participating Operator elects to participate and fails or refuses to pay the estimate of his proportionate part of the Estimated, Completed-for-Production Costs as set forth above, all within the time set forth herein and in the manner prescribed in Paragraph 8 of this Order, then such Participating Operator shall be deemed to have elected not to participate and to have elected compensation in lieu of participation pursuant to Paragraph 9.2 herein.

- 9.2 Option 2 - To Receive A Cash Bonus Consideration: In lieu of participating in the development and operation of Subject Drilling Unit under Paragraph 9.1 above, any Gas Owner or Claimant named in Exhibit B hereto who has not reached a voluntary agreement with the Unit Operator may elect to accept a cash bonus consideration

of \$5.00 per net mineral acre owned by such person, commencing upon entry of this Order and continuing annually until commencement of production from Subject Drilling Unit, and thereafter a royalty of 1/8th of 8/8ths [twelve and one-half percent (12.5%)] of the net proceeds received by the Unit Operator for the sale of the Gas produced from any well development covered by this Order multiplied by that person's Interest Within Unit as set forth in the fourth column of Exhibit B (for purposes of this Order, net proceeds shall be actual proceeds received less post-production costs incurred downstream of the wellhead, including, but not limited to, gathering, compression, treating, transportation and marketing costs, whether performed by Unit Operator or a third person) as fair, reasonable and equitable compensation to be paid to said Gas Owner or Claimant. The initial cash bonus shall become due and owing when so elected and shall be tendered, paid or escrowed within one hundred twenty (120) days of recording of this Order. Thereafter, annual cash bonuses, if any, shall become due and owing on each anniversary of the date of recording of this order in the event production from Subject Drilling Unit has not theretofore commenced, and once due, shall be tendered, paid or escrowed within sixty (60) days of said anniversary date. Once the initial cash bonus and the annual cash bonuses, if any, are so paid or escrowed, said payment(s) shall be satisfaction in full for the right, interests, and claims of such electing person in and to the Gas produced from Subject Formation in the Subject Lands, except, however, for the 1/8th royalties due hereunder.

Subject to a final legal determination of ownership, the election made under this Paragraph 9.2, when so made, shall be satisfaction in full for the right, interests, and claims of such electing person in any well development and operation covered hereby and such electing person shall be deemed to and hereby does lease and assign its right, interests, and claims in and to the Gas produced from Subject Formation in the Subject Drilling Unit to the Unit Operator.

- 9.3. Option 3 - To Share In The Development And Operation As A Non-Participating Person On A Carried Basis And To Receive Consideration In Lieu Of Cash: In lieu of participating in the development and operation of Subject Drilling Unit under Paragraph 9.1 above and in lieu of receiving a cash bonus consideration under Paragraph 9.2 above, any Gas Owner or Claimant named in Exhibit B who has not reached a voluntary agreement with the Unit Operator may elect to share in the development and operation of Subject Drilling Unit on a carried basis (as a "Carried Well Operator") so that the proportionate part of the Completed-for-Production Costs hereby allocable to such Carried Well Operator's interest is charged against such Carried Well Operator's share of production from Subject Drilling Unit. Such Carried Well Operator's rights, interests, and claims in and to the Gas in Subject Drilling Unit shall be deemed and hereby are assigned to the Unit Operator until the proceeds from the sale of such Carried

Well Operator's share of production from Subject Drilling Unit (exclusive of any royalty, excess or overriding royalty, or other non-operating or non cost-bearing burden reserved in any lease, assignment thereof or agreement relating thereto covering such interest) equals three hundred percent (300%) for a leased interest or two hundred percent (200%) for an unleased interest (whichever is applicable) of such Carried Well Operator's share of the Completed-for-Production Costs allocable to the interest of such Carried Well Operator. When the Unit Operator recoups and recovers from such Carried Well Operator's assigned interest the amounts provided for above, then, the assigned interest of such Carried Well Operator shall automatically revert back to such Carried Well Operator, and from and after such reversion, such Carried Well Operator shall be treated as if it had participated initially under Paragraph 9.1 above; and thereafter, such participating person shall be charged with and shall pay his proportionate part of all further costs of such well development.

The election made under this Paragraph 9.3, when so made, shall be satisfaction in full for the right, interests, and claims of such electing person in any well development and operation covered hereby and such electing person shall be deemed to have and hereby does assign his right, interests, and claims in and to the Gas produced from Subject Formation in the Subject Drilling Unit to the Unit Operator for the period of time during which his interest is carried as above provided prior to its reversion back to such electing person.

10. Failure to Properly Elect: In the event any Gas Owner or Claimant named in Exhibit B hereto has not reached a voluntary agreement with the Unit Operator and fails to elect within the time, in the manner, and in accordance with the terms of this Order one of the alternatives set forth in Paragraph 9 above for which his interest qualifies, then such person shall be deemed to have elected not to participate in the proposed development and operation of Subject Drilling Unit and shall be deemed, subject to any final legal determination of ownership, to have elected to accept as satisfaction in full for such person's right, interests, and claims in and to the Gas the consideration provided in Paragraph 9.2 above for which its interest qualifies, and shall be deemed to have leased and/or assigned his right, interests, and claims in and to said Gas produced from Subject Formation in Subject Drilling Unit to the Unit Operator. Persons who fail to properly elect shall be deemed to have accepted the compensation and terms set forth herein at Paragraph 9.2 in satisfaction in full for the right, interests, and claims of such person in and to the Gas produced from Subject Formation underlying Subject Lands.

11. Default By Participating Person: In the event a person named in Exhibit B elects to participate under Paragraph 9.1, but fails or refuses to pay, to secure the payment or to make an arrangement with the Unit Operator for the payment of such person's proportionate part of the Estimated, Completed-for-Production costs as set forth herein, all within the time and in the manner as prescribed in this Order, then such person shall be deemed to have withdrawn his election to participate and shall be deemed to have elected

to accept as satisfaction in full for such person's right, interests, and claims in and to the Gas the consideration provided in Paragraph 9.2 above for which his interest qualifies depending on the excess burdens attached to such interest. Whereupon, any cash bonus consideration due as a result of such deemed election shall be tendered, paid or escrowed by Unit Operator within sixty (60) days after the last day on which such defaulting person under this Order should have paid his proportionate part of such cost or should have made satisfactory arrangements for the payment thereof. When such cash bonus consideration is paid or escrowed, it shall be satisfaction in full for the right, interests, and claims of such person in and to the Gas underlying Subject Drilling Unit in the Subject Lands covered hereby, except, however, for any 1/8th royalties which would become due pursuant to Paragraph 9.2 hereof.

12. Assignment of Interest: In the event a person named in Exhibit B is unable to reach a voluntary agreement to share in the operation of the well contemplated by this Order at a rate of payment agreed to mutually by said Gas Owner or Claimant and the Unit Operator, and said person elects or fails to elect to do other than participate under Paragraph 9.1 above in the development and operation of the well in Subject Drilling Unit, then such person shall be deemed to have and shall have assigned unto Unit Operator such person's right, interests, and claims in and to said well, in Subject Formations in Subject Drilling Unit, and other share in and to Gas production to which such person may be entitled by reason of any election or deemed election hereunder in accordance with the provisions of this Order governing said elections.

13. Unit Operator (or Operator): Equitable Resources Energy Company be and hereby is designated as Unit Operator authorized to drill and operate Well No. VC-3407 in Subject Formations in Subject Drilling Unit, all subject to the permit provisions contained in Va. Code Ann. §§ 45.1-361.27 et seq.; §§ 4 VAC 25-150 et seq., Gas and Oil Regulations; §§ 4 VAC 25-160 et seq., Virginia Gas and Oil Board Regulations; Virginia Gas and Oil Board ("VGOB") Order establishing the Roaring Fork Coalbed Methane Gas Field Rules entered May 31, 1994, all as amended from time to time, and all elections required by this Order shall be communicated to Unit Operator in writing at the address shown below:

Equitable Resources Energy Company  
 Eastern Region  
 P. O. Box 1983  
 1989 East Stone Drive  
 Kingsport, TN 37662-1983  
 Phone: (423) 224-3800  
 Fax: (423) 224-3891  
 Attn: Dennis R. Baker, Regulatory

14. Commencement of Operations: Unit Operator shall commence or cause to commence operations for the drilling of any well covered hereby within seven hundred and thirty (730) days from the date of this Order and shall prosecute the same with due diligence. If Unit Operator shall not have so commenced and/or prosecuted, then this Order shall terminate, except for any cash sums becoming payable hereunder; otherwise, unless sooner terminated by

Order of the Board, this Order shall expire at 12:00 P.M. on the date on which any well covered by this Order is permanently abandoned and plugged. However, in the event an appeal is taken from this Order, then the time between the filing of the Petition for Appeal and the final Order of the Circuit Court shall be excluded in calculating the two year period referenced herein.

15. Operator's Lien: Unit Operator, in addition to the other rights afforded hereunder, shall have a lien and a right of set off on the Gas estates, rights, and interests owned by any person subject hereto who elects to participate under Paragraph 9.1 in the Subject Drilling Unit to the extent that costs incurred in the drilling or operation on the Subject Drilling Unit are a charge against such person's interest. Such liens and right of set off shall be separable as to each separate person and shall remain liens until the Unit Operator drilling or operating any well covered hereby has been paid the full amounts due under the terms of this Order.

16. Escrow Provisions:

16.1 Escrow Account: By this Order, the Board instructs the Escrow Agent named herein or any successor named by the Board to establish an interest-bearing escrow account, (herein "the Escrow Account") to receive and account to the Board pursuant to its agreement for the escrowed funds hereafter described:

Premier Trust Company  
c/o First Virginia Bank-Mt. Empire  
P. O. Box 1038  
Abingdon, VA 24210  
Telephone: (540) 628-2242  
Fax: (540) 628-2766  
Attention: Ms. Debbie Davis

16.1 Escrow Provisions For Unknown or Unlocatable Persons: If any payment of bonus, royalty payment or other payment due and owing under this Order cannot be made because the person entitled thereto cannot be located or is unknown, then such cash bonus, royalty payment, or other payment shall not be commingled with any funds of the Unit Operator and, pursuant to Va. Code Ann. § 45.1-361.21.D, said sums shall be deposited by the Operator into the Escrow Account, commencing within one hundred twenty (120) days of recording of this Order, and continuing thereafter on a monthly basis with each deposit to be made, by use of a report format approved by the Inspector, by a date which is no later than sixty (60) days after the last day of the month being reported and/or for which funds are subject to deposit. Such funds shall be held for the exclusive use of, and sole benefit of the person entitled thereto until such funds can be paid to such person(s) or until the Escrow Agent relinquishes such funds as required by law or pursuant to Order of the Board in accordance with Va. Code Ann. § 45.1-361.21.D.

- 16.2 Escrow Provisions for Conflicting Claimants: If any payment of bonus, royalty payment, proceeds in excess of ongoing operational expenses, or other payment due and owing under this Order cannot be made because the person entitled thereto cannot be made certain due to conflicting claims of ownership and/or a defect or cloud on the title, then such cash bonus, royalty payment, proceeds in excess of ongoing operational expenses, or other payment, together with Participating Operator's Proportionate Costs paid to Operator pursuant to Paragraph 9.1, if any, (1) shall not be commingled with any funds of the Unit Operator; and (2) shall, pursuant to Va. Code Ann. §§ 45.1-361.22.A.2, 45.1-361.22.A.3 and 45.1-361.22.A.4, be deposited by the Operator into the Escrow Account, commencing within one hundred twenty (120) days of the recording of this Order, and continuing thereafter on a monthly basis with each deposit to be made, by use of a report format approved by the Inspector, by a date which is no later than sixty (60) days after the last day of each month being reported and/or for which funds are subject to deposit. Such funds shall be held for the exclusive use of, and sole benefit of, the person entitled thereto until such funds can be paid to such person(s) or until the Escrow Agent relinquishes such funds as required by law or pursuant to Order of the Board.
17. Special Findings: The Board specifically and specially finds:
- 17.1 Applicant is a West Virginia corporation, duly authorized and qualified to transact business in the Commonwealth of Virginia;
- 17.2 Applicant claims ownership of oil and gas and coalbed methane gas leasehold estates representing 94.788053 percent of the gas and oil estate, and 100 percent of the coal estate with the Subject Drilling Unit.
- 17.3 Applicant is an operator in the Commonwealth of Virginia and has satisfied the Board's requirements for operations in Virginia;
- 17.4 Applicant has proposed the drilling of one (1) well, Well No. VC-3407, to a depth of 1,973 feet on the Subject Lands to develop the Gas in Subject Formations.
- 17.5 Set forth in Exhibit B is the name and last know address of each person identified by the Applicant as having or claiming an interest in the Coalbed Methane Gas in the Subject Drilling Unit underlying and comprised of Subject Lands, including those Gas Owners or Claimants who have not in writing, leased to the Applicant or agreed to voluntarily pool their Gas interest in Subject Drilling Unit for its development. The Gas Owners or Claimants who have not reached a voluntary agreement to share in the operation of the well represent 5.211947 percent of the gas and oil estate and 0 percent of the coal estate in Subject Drilling Unit.
- 17.6 The estimated production over the life of the proposed well is 400 million cubic feet.

- 17.7 Applicant's evidence established that the fair, reasonable and equitable compensation to be paid to any person in lieu of the right to participate in any well covered hereby are those options provided in paragraph 9 above.
- 17.8 Well Work Permit Application No. 3223 has been filed and is currently pending with the Department of Mines, Minerals and Energy for Well VC-3407.
- 17.9 The relief requested and granted is just and reasonable, is supported by substantial evidence and will afford each person in the Subject Drilling Unit the opportunity to recover or receive, without unnecessary expense, each person's just and fair share of the production of the Gas from Subject Drilling Unit. The granting of the Application and relief requested therein will ensure to the extent possible the greatest ultimate recovery of Gas, prevent or assist in preventing the various types of waste prohibited by statute, and protect or assist in protecting the correlative rights of all persons in the subject common sources of supply in the Subject Lands. Therefore, the Board is entering an Order granting the relief herein set forth.

18. Mailing Of Order And Filing Of Affidavit: Applicant or its Attorney shall file an affidavit with the Secretary of the Board within sixty (60) days after the date of receipt of this Order stating that a true and correct copy of said Order was mailed within seven (7) days from the date of receipt of this Order to each person pooled by this Order whose address is known.

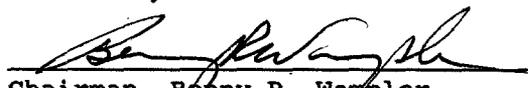
19. Availability of Unit Records: The Director shall provide all persons not subject to a lease with reasonable access to all records for Subject Drilling Unit which are submitted by the Unit Operator to said Director and/or his Inspector(s).

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

21. Appeals: Appeals of this Order are governed by the provisions of Va. Code Ann. § 45.1-361.9 which provides that any order or decision of the Board may be appealed to the appropriate circuit court. Such appeals must be taken in the manner prescribed in the Administrative Process Act, Va. Code Ann. § 9-6.14:1 et seq.

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

DONE AND EXECUTED this 9<sup>th</sup> day of April, 1998, by a majority of the Virginia Gas and Oil Board.

  
Chairman, Benny R. Wampler

DONE AND PERFORMED this 14<sup>th</sup> day of April, 1998, 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 WISE )

Acknowledged on this 9<sup>th</sup> day of April, 1998, 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

STATE OF VIRGINIA )  
COUNTY OF WASHINGTON )

Acknowledged on this 14<sup>th</sup> day of April, 1998, 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

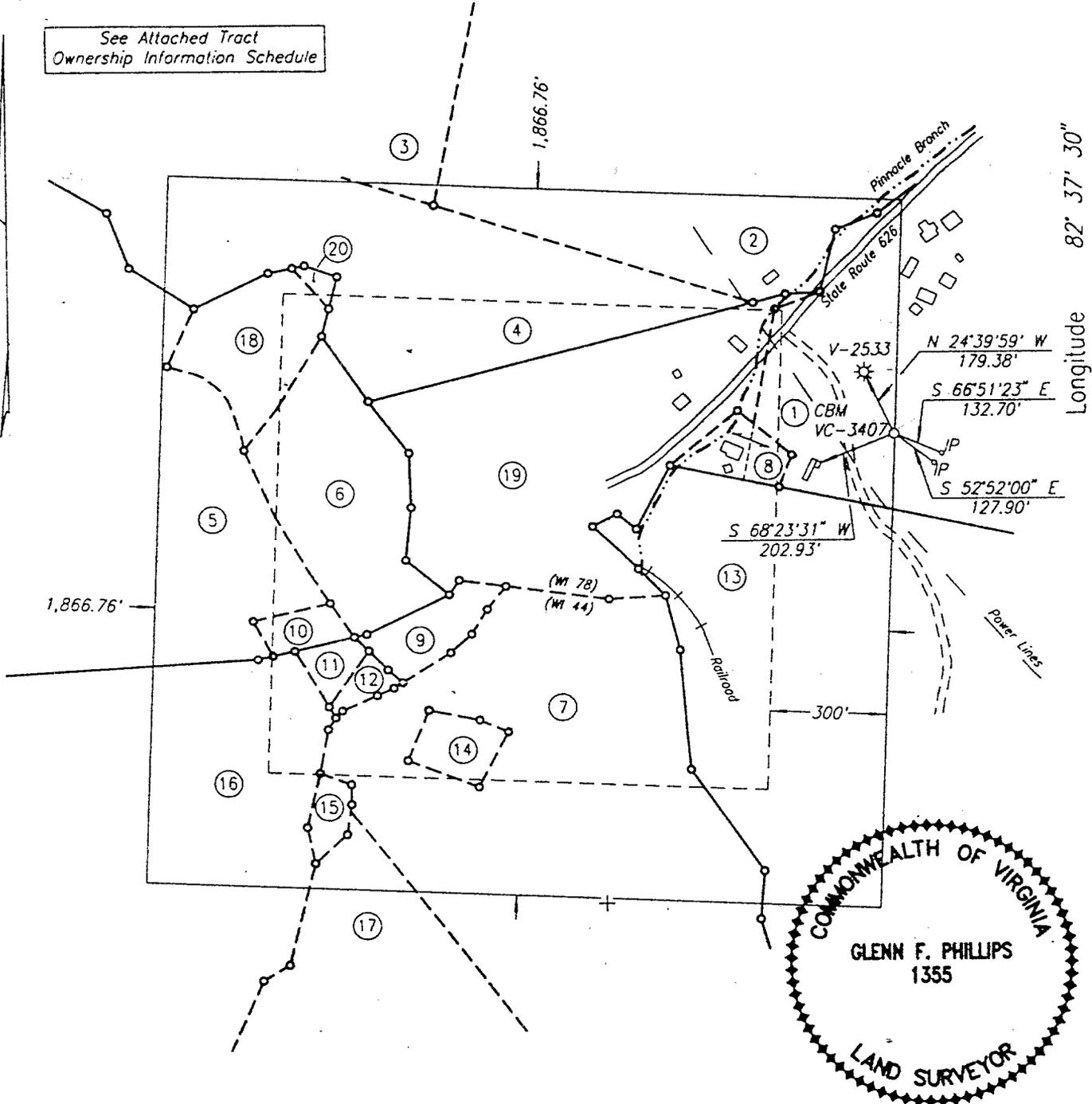
My commission expires September 30, 2001

000120 APR 14 1998

6,520'

Latitude 37° 02' 30"

See Attached Tract Ownership Information Schedule



Well elevation determined by trigonometric leveling from BM Y 320

Area of Unit = 80.00 Ac.

Well Coordinates: (VA St. Plane S. Zone) N 271,956.18 E 789,379.76

WELL LOCATION PLAT

COMPANY Equitable Resources Energy Company WELL NAME AND NUMBER VC-3407  
 TRACT NO. ① Ls. 223065L ELEVATION 2299.26 QUADRANGLE Flat Gap  
 COUNTY Wise DISTRICT Gladeville SCALE 1" = 400' DATE 2-06-1998

This Plat is a new plat x; an updated plat     ; or a final location plat       
 + Denotes the location of a well on United States topographic Maps, scale 1 to 24,000, latitude and longitude lines being represented by border lines as shown.

Glenn F. Phillips  
 Licensed Professional Engineer or Licensed Land Surveyor

**EXHIBIT "B"**  
**VC-3407**  
 Revised 3/23/98  
 VGOB-98/03/24-0645

000121 APR 14 88

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
<b><u>Gas Estate Only</u></b>				
1	Bertha Mae Triplett, widow Box 6914B Rocky Fork Rd Wise, VA 24293	Leased - EREC 223065L01	6.040000%	4.8300
2	Penn Virginia Corporation c/o Penn Virginia Resources Corp. 999 Executive Park Blvd, Suite 300 Kingsport, TN 37660	Leased - EREC 223096L01 Tr. 732	5.600000%	4.4800
3	Penn Virginia Corporation c/o Penn Virginia Resources Corp. 999 Executive Park Blvd, Suite 300 Kingsport, TN 37660	Leased - EREC 223096L01 Tr. 698	0.150000%	0.1200
4	Penn Virginia Corporation c/o Penn Virginia Resources Corp. 999 Executive Park Blvd, Suite 300 Kingsport, TN 37660	Leased - EREC 223096L01 Tr. 744	12.730000%	10.1800
5	<b><u>Lola Wells Jones Estate</u></b>			
	Carolyn Sue Smith and Harry Wayne Smith, W/H Route 3 Box 43T3 Castlewood, VA 24224	Leased - EREC 243910L-01	0.033303%	0.0267
	Betty B. Frazer, Widow 1653 Gayle Drive Lexington, KY 40505	Leased - EREC 243910L-02	0.083257%	0.0666
	Donald Peters and Verna J. Peters, H/W P. O. Box 1359 Coeburn, VA 24230	Leased - EREC 243910L-03	0.040241%	0.0321
	Joe Peters and Karen Peters, H/W 4301-D Burns Creek Rd Coeburn, VA 24230	Leased - EREC 243910L-04	0.040241%	0.0321
	Wilma L. Marshall and Michael J. Marshall, W/H 4525 James Rd Norton, VA 24273	Leased - EREC 243910L-05	0.059945%	0.0480

**EXHIBIT "B"**  
**VC-3407**  
**Revised 3/23/98**  
**VGOB-98/03/24-0645**

000122 APR 14 88

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
	Lena Dean and Frederick Dean, W/H 6650 Salyer Rd Norton, VA 24273	Leased - EREC 243910L-06	0.059945%	0.0480
	Glen Gardner and Renita Gardner, H/W 6541 Union Hall Rd Norton, VA 24273	Leased - EREC 243910L-07	0.059945%	0.0480
	Banis P. Hill and Cecil Hill, W/H Route 1 Box 1034-K Norton, VA 24273	Leased - EREC 243910L-08	0.059945%	0.0480
	Jeffrey Wayne Peters, single 1814 Gate City Highway Bristol, VA 24201	Leased - EREC 243910L-09	0.008325%	0.0067
	Dwight Richard Peters and Katherine Louise Peters, H/W 319 Heritage Dr Bristol, VA 24201	Leased - EREC 243910L-10	0.008325%	0.0067
	Billie Dale, a/k/a Willie Dale, widow P. O. Box 1272 Wise, VA 24293	Leased - EREC 243910L-12	0.059945%	0.0480
	Gary E. Peters and Maria L. Peters, H/W 118 Downes Street Hampton, VA 23663	Leased - EREC 243910L-14	0.008326%	0.0067
	<u>Hansford Mullins Estate</u>			
	Jerry Mullins and Mae Mullins, H/W Rt. 2, Box 315A Sterling, VA 22170	Unleased	0.181412%	0.1451
	Paul Phipps and Mae Phipps, H/W 2375 Bass Blvd. Geneva, FL 32732	Unleased	0.181412%	0.1452
	Mary Mullins Hamm, single P. O. Box 2357 Wise, Va 24293	Unleased	0.181412%	0.1452

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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>
	Virginia Mullins Baker and Jerry Franklin Baker, W/H P. O. Box 148 Wise, Va 24293	Unleased	0.181412%	0.1452
	Annette Phipps Underwood, single 6605 Birchfield Rd Wise, VA 24293	Unleased	0.181412%	0.1452
	Dennis Mullins and Linda Mullins, H/W Rt. 3, Box 211-B Buchanan, VA 24066	Unleased	0.181413%	0.1452
	Randy Mullins and Joan Mullins, H/W 7017B Mullins Rd Wise, VA 24293	Unleased	0.181413%	0.1452
	Michael Mullins and Lois Jean Mullins, H/W P. O. Box 2 Wise, VA 24293	Unleased	0.181413%	0.1452
	Teresa Mullins Wendle and William D. Wendle, W/H P. O. Box 2627 Wise, VA 24293	Unleased	0.181413%	0.1452
	Jennifer Mullins Hibbitts and Paul D. Hibbitts, W/H P. O. Box 5 Wise, VA 24293	Unleased	0.181413%	0.1452
	Prudy Mullins Kilgore and Cecil J. Kilgore, W/H Rocky Fork Road Wise, VA 24293-9530	Leased - EREC 243910L-15	0.374656%	0.2998
	Jeanette Mullins Craft and Ewing Craft, W/H 7277 Rocky Fork Road Wise, VA 24293	Leased - EREC 243910L-16	0.374656%	0.2998
	Moselle M. Hunsucker and Charles B. Hunsucker, W/H P. O. Box 454 Norton, VA 24273	Leased - EREC 243910L-17	0.374656%	0.2998

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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>
	Grace M. Bentley Unknown	Unleased	0.374656%	0.2998
	Edison J. Gardner and Dorothy Gardner, H/W 6540 Starnes Road Watauga, TX 76148	Leased - EREC 243910L-20	0.149862%	0.1199
	Kyle Gardner and Shirley Gardner, H/W Route 2 Box 59 Wise, VA 24293	Leased - EREC 243910L-21	0.149862%	0.1199
	Mildred Honeycutt Baker and John Baker, W/H 721 Stoner Drive Anderson, IN 46011	Leased - EREC 243910L-22	0.149862%	0.1199
	Margaret N. Hollingsworth, Single 1059 South Indiana Avenue Brownsville, TX 78521	Leased - EREC 243910L-23	0.149862%	0.1199
	<u>Alva Gardner Sturgill Estate</u>			
	Baxter J. Sturgill, Single 9242A Rat Creek Rd Pound, VA 24279	Leased - EREC 243901L-24	0.099908%	0.0799
	Elmer Bowman, widower P. O. Box 2529 Wise, VA 24293	Leased - EREC 243901L-24	0.099908%	0.0800
	Sally Barbara Hall, widow 642 Broadneck Rd Annapolis, MD 21401	Leased - EREC 243901L-24	0.099909%	0.0800
	<u>Emerson Gardner and Dolly Gardner Heirs</u>			
	Ronnie L. Gardner, Sr. and and Joyce Gardner, H/W P. O. Box 219 Pound, VA 24279	Leased - EREC 243901L-25	0.099909%	0.0800

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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>
	Sharon C. Mullins, single P. O. Box 206 Wise, VA 24293	Leased - EREC 243901L-25	0.099909%	0.0800
	Deborah L. Skeen and Roger Skeen, W/H 22755 Poplar Rd Robertsdale, AL 26567-2672	Leased - EREC 243901L-25	0.099909%	0.0800
	Ada Dingus and Joe Dingus, W/H 10401 Oakton Road Chesterfield, VA 23832	Leased - EREC 243910L-26	0.187328%	0.1499
	Lonnie R. Hall and Florence Hall, H/W 103 Thelma Road Oak Ridge, TN 37830	Unleased	0.187328%	0.1499
	Betty J. Hall, Representative of the Estate of Edward B. Hall and Betty J. Hall, Individually 180 Blowing SP Lane Clinton, TN 37716	Leased-EREC 243910L-28	0.187328%	0.1500
	Ernest Hall and Stella Hall, H/W Box 238 McConnell, WV 25646	Leased - EREC 243910L-29	0.187328%	0.1500
	Roy E. Hall and Patricia Ann Hall, H/W 2248 Lakeview Drive Powhatan, VA 23139	Leased - EREC 243910L-30	0.062443%	0.0499
	Muriel Dingus and Tommy Dingus, H/W 9606 Bright Hope Road Chesterfield, VA 23838	Leased - EREC 243910L-31	0.062443%	0.0500
	George C. Hall and Dolores S. Hall, H/W 721 Jennifer Dr Auburn, AL 36850	Leased - EREC 243910L-32	0.062444%	0.0500

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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>
	Doyle Frazer and Bonnie Frazer, H/W 262 Liberty Street Lynch, KY 40855	Leased - EREC 243910L-33	0.104071%	0.0833
	Stuart E. Hall, Jr. and Marilyn Jane Hall, H/W 3413 Ironwood Road Knoxville, TN 37921-1509	Leased - EREC 243910L-34	0.062443%	0.0499
	Jeanne Jennings and Gary Jennings, W/H 2405 Monterey Road Knoxville, TN 37912	Leased - EREC 243910L-35	0.062443%	0.0500
	Brenda Pruitt and Bobby L. Pruitt, W/H 1313 9th Avenue, SE Decatur, AL 35601-4229	Leased - EREC 243910L-36	0.062444%	0.0500
	Rita P. Dotson and Bill Dotson, W/H 379 Buckingham Road Gray, TN 37615	Unleased	0.040240%	0.0323
	Teresa M. Peters, single 16187 Baytree Rd Bristol, VA 24202	Leased - EREC 243910L-13	0.008325%	0.0066
6	<b><u>Wade H. Roberts Estate</u></b>			
	Richmond R. Roberts, Jr. and Dorothy Roberts, H/W 137 Brownsback Church Road Spring City, PA 19475	Leased - EREC 244266L-15	0.130000%	0.1040
	Wade M. Roberts and Eva Lee Roberts, H/W 5214 Evelyn Dr. Knoxville, TN 37919	Leased - EREC 244266L-02	0.130000%	0.1040
	Elbert H. Roberts and Jane Roberts, H/W 21173 Butchers Hollow Estero, FL 33928-2287	Leased - EREC 244266L-09	0.130000%	0.1040

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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>
	Mary Jane Turley and M. D. J. Turley, W/H 3762 Beneva Oaks Blvd. Sarasota, FL 34238	Leased - EREC 244266L-07	0.130000%	0.1040
	Fay Williams and M. O. Williams, W/H 317 Rubens Dr. Nokomis, FL 34275	Leased - EREC 244266L-01	0.130000%	0.1040
	<u>Gay Freeman Heirs</u>			
	Eunice F. Williams and George Williams, W/H Rt. 910, Box 280A Cheswick, PA 15024	Leased - EREC 244266L-16	0.043334%	0.0347
	Rita F. Odum and Jimmy Odum, W/H 148 Warwicke Place Advance, NC 27006	Leased - EREC 244266L-16	0.043333%	0.0347
	Ronald K. Freeman and Luanne Freeman, H/W P. O. Box 33 Wise, VA 24293	Leased - EREC 244266L-16	0.043333%	0.0346
	Everett Arthur, widower 2060 Highland Ave. Melbourne, FL 32935	Leased - EREC 244266L-05	0.130000%	0.1040
	Frank A. Nickels, Jr. and Patricia Nickels, H/W 1123 Shawnee Ave. Big Stone Gap, VA 24219	Leased - EREC 244266L-13	0.043334%	0.0347
	Corinne H. Hill Shearer and John Shearer, W/H 3055 N. Texas St. Gladewater, TX 75647	Leased - EREC 244266L-23	0.043334%	0.0347
	Tela N. Provost, single 764 Kent Rd. Nashville, TN 37214	Leased - EREC 244266L-08	0.043333%	0.0347
	Richard Mahaffey and Debra Mahaffey, H/W 4314 Stillwood Ave. Kingsport, TN 37664	Leased - EREC 244266L-22	0.043333%	0.0347

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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>
	Eunice Settles and Charles Settles, W/H 248 Green St. Dayton, OH 45402	Leased - EREC 244266L-14	0.043333%	0.0346
	Donald M. Mahaffey, single 3252 Winesap Rd. Kingsport, TN 37663	Leased - EREC 244266L-17	0.043333%	0.0346
	Mary Ann Leonard and David Leonard, W/H 5108 Bloomingdale Rd. Kingsport, TN 37660	Leased - EREC 244266L-10	0.585000%	0.4680
	Waldo Hunter Price and Lucy Price, H/W 196 Stonebridge Dr. Blue Ridge, VA 24064	Leased - EREC 244266L-11	0.585000%	0.4680
	<u>Karl Roberts Heirs</u>			
	Helen F. Roberts, widow P. O. Box 231 Wise, VA 24293	Leased - EREC 244266L-19	0.341250% Life Estate	0.2730 Life Estate
	Joe H. Roberts and Lona W. Roberts, H/W P. O. Box 513 Wise, VA 24293	Leased - EREC 244266L-18	0.097500% [Remainderman] [0.048750%]	0.0780 [Remainderman] [0.0390]
	Wade H. Roberts and Betty Roberts, H/W P. O. Box 1585 Wise, VA 24293	Leased - EREC 244266L-12	0.097500% [Remainderman] [0.048750%]	0.0780 [Remainderman] [0.0390]
	Wade H. Roberts, Committee for Carl Roberts, Jr. (Incompetent) P. O. Box 1585 Wise, VA 24293	Leased - EREC 244266L-24	0.097500% [Remainderman] [0.048750%]	0.0780 [Remainderman] [0.0390]
	Wade H. Roberts, Committee for Robert Martin Roberts (Incompetent) P. O. Box 1585 Wise, VA 24293	Leased - EREC 244266L-25	0.097500% [Remainderman] [0.048750%]	0.0780 [Remainderman] [0.0390]

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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>
	George H. Roberts and Doris Roberts, H/W 473 Hidden Valley Rd Clinton, TN 37716	Leased - EREC 244266L-21	0.097500% [Remainderman] [0.048750%]	0.0780 [Remainderman] [0.0390]
	Mary Roberts Bragg and John K. Bragg, W/H 31 Woodcrest Rd. Asheville, NC 28804	Leased - EREC 244266L-03	0.097500% [Remainderman] [0.048750%]	0.0780 [Remainderman] [0.0390]
	Martha Ann Holyfield and James W. Holyfield, W/H 1043 St. Paul Denver, CO 80206	Leased - EREC 244266L-04	0.097500% [Remainderman] [0.048750%]	0.0780 [Remainderman] [0.0390]
	Lillian Stallard, widow 2505 Reed Ave. Melbourne, FL 32901	Leased - EREC 244266L-20	0.585000%	0.4680
	<u>Mary Jane Tobler Estate</u>			
	Kirk Russell Tobler 14405 53rd Ave. Everett, WA 98208	Leased - EREC 244266L-06	0.585000%	0.4680
	Heirs of Maude Roberts Bruce Unknown	Unleased	1.170000%	0.9360
	Charles Willard Unknown	Unleased	0.048750%	0.0390
	Michael Bray Unknown	Unleased	0.048750%	0.0390
	Scott Bray Unknown	Unleased	0.048750%	0.0390
7	ANR Coal Company, L.L.C. P. O. Box 1871 Roanoke VA 24008	Leased - EREC 244943L-01 Tr. WI-44	17.470000%	13.9800
8	Cordella Burrell, widow Rt. 2, Box 333 Wise, VA 24293	Leased - EREC 244537L-01	0.950000%	0.7600

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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>
9	Blanche L. Gibson, widow 6258 Guest River Road Norton, VA 24273	Leased-EREC 245308L-01	1.260000%	1.0100
10	Freewill Baptist Church c/o Willard Kilgore 7233 Rock Fork Rd. Wise, VA 24293	Leased - EREC 244497L-01	0.600000%	0.4800
11	George W. Barnette, Jr. and Shirlee Barnette, H/W P. O. Box 1190 Wise, VA 24293	Leased - EREC 244328L-01	0.490000%	0.3900
12	Bethel Jesse Brock and Peggy Brock, H/W Rt. 1, Box 842 Norton, VA 24273	Leased - EREC 244499L-01	0.380000%	0.3000
13	ANR Coal Company, L.L.C. P. O. Box 1871 Roanoke VA 24008	Leased - EREC 244943L-01 Tr. WI-78	16.250000%	13.0100
14	Larry D. Younce and Rhonda K. Younce, H/W 7111 Guest River Road Norton, VA 24273	Leased - EREC 244265L-01	0.910000%	0.7300
15	<b><u>Joseph L. Maggard and Desta V. Maggard Heirs</u></b>			
	Charlie S. Maggard and Gertrude Maggard, H/W Rt. 2, Box 321 Wise, VA 24293	Leased - EREC 244344L-01	0.050000%	0.0400
	Sidney L. Maggard and and Lou Wanda Maggard, H/W P. O. Box 503 Lake Hamilton, FL 33851	Leased - EREC 244344L-09	0.050000%	0.0400
	Jerlene Maggard, single 1414 Dorothy Ave. Haines City, FL 33844	Leased - EREC 244344L-20	0.050000%	0.0400

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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>
	Virginia Maggard, single 2001 Citrus Blvd. Haines City, FL 33488	Leased - EREC 244344L-29	0.050000%	0.0400
	Delphia Calhoun, single 4056 E. C-468 Wildwood, FL 34785	Leased - EREC 244344L-18	0.050000%	0.0400
	<u>Harrison Maggard Heirs</u>			
	Mary Maggard, widow Rt. 2, Box 325 Wise, VA 24293	Leased - EREC 244344L-06	0.016667% Life Estate	0.0134 Life Estate
	Lester Maggard and Lillian Maggard, H/W Rt. 2, Box 325 Wise, VA 24293	Leased - EREC 244344L-04	0.003031% [Remainderman] [0.001515%]	0.0025 [Remainderman] [0.0012]
	Geraldine Ferry and Ewing Ferry, W/H Rt. 3, Box 250 Wise, VA 24293	Leased - EREC 244344L-05	0.003031% [Remainderman] [0.001515%]	0.0025 [Remainderman] [0.0012]
	Ellen M. Hall and Norman Lee Hall, W/H P. O. Box 3383 Wise, VA 24293	Leased - EREC 244344L-07	0.003031% [Remainderman] [0.001515%]	0.0024 [Remainderman] [0.0012]
	Evelyn Lucas and Elmer Lucas, Jr., W/H P. O. Box 3863 Wise, VA 24293	Leased - EREC 244344L-03	0.003030% [Remainderman] [0.001515%]	0.0024 [Remainderman] [0.0012]
	Mary Jane Bond and Michael B. Bond, W/H Rt. 1, Box 113 Coeburn, VA 24230	Leased - EREC 244344L-10	0.003030% [Remainderman] [0.001515%]	0.0024 [Remainderman] [0.0012]
	Ernest Lee Maggard and Julia Marie Maggard, H/W Rt. 1, Box 428-G Wildwood, FL 34785	Leased - EREC 244344L-19	0.003030% [Remainderman] [0.001515%]	0.0024 [Remainderman] [0.0012]

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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>
	Junior Ray Maggard, single Rt. 1, Box 428-G Wildwood, FL 34785	Leased - EREC 244344L-16	0.003030% [Remainderman] [0.001515%]	0.0024 [Remainderman] [0.0012]
	<u>Heirs of Claude Maggard and Susie Maggard, H/W</u>			
	Claude Maggard, Jr. P. O. Box 445 Dungannon, VA 24245	Unleased	0.001515% [Remainderman] [0.000758%]	0.0012 [Remainderman] [0.0006]
	Betty Ackley and Sherman Ackley, W/H 506 Lucas Creek Rd. Newport News, VA 23602	Leased - EREC 244344L-28	0.001515% [Remainderman] [0.000758%]	0.0012 [Remainderman] [0.0006]
	<u>Helen Robinette Heirs</u>	Unleased	0.003030% [Remainderman] [0.001515%]	0.0024 [Remainderman] [0.0012]
	Leroy Robinette, widower Unknown			
	Denise Robinette Unknown			
	Sylvia Robinette Unknown			
	Doris Ann Robinette Unknown			
	Eva Robinette Unknown			
	<u>Fred Maggard Heirs</u>			
	Leta Fay Maggard Seymour and Bill A. Seymour, W/H P. O. Box 352 Coeburn, VA 24230	Leased - EREC 244344L-25	0.003030% [Remainderman] [0.001516%]	0.0024 [Remainderman] [0.0013]
	<u>Thomas Maggard Heirs</u>	Unleased	0.003030% [Remainderman] [0.001515%]	0.0024 [Remainderman] [0.0013]
	Becky Maggard, widow Unknown			

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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>
	Heirs of Betty Louise Wells, a/k/a Alphia Maggard Calhoun			
	John Wells, widower Unknown	Unleased	0.016667%	0.0134
	Kenneth Calhoun and Barbara Calhoun, H/W P. O. Box 7067 Wise, VA 24293	Leased - EREC 244344L-08	0.002778%	0.0022
	Louise Stidham and Carl Stidham, W/H P. O. Box 7068 Wise, VA 24293	Leased - EREC 244344L02	0.002778%	0.0022
	Roy Hubert Calhoun 2216 W. Belmont Ave. Chicago, IL 60618	Unleased	0.002778%	0.0022
	Betty Guibord, single 8196 Burloak Way Elk Grove, CA 95758	Unleased	0.001389%	0.0011
	Ronald Guibord and Cherie Guibord, H/W 8789 La Marguerita Way Sacramento, CA 95828	Unleased	0.001389%	0.0011
	Thomas Calhoun 38 Tower Manor Auburndale, FL 33823	Unleased	0.002778%	0.0022
	Mildred Moore Unknown	Unleased	0.002778%	0.0022
	Leon Calhoun and Helen Calhoun, H/W RR 5, Box 146 Duffield, VA 24244	Leased - EREC 244344L-21	0.002778%	0.0022
	Allen Calhoun and Helen Calhoun, H/W 7023 Guest River Rd Norton, VA 24273	Leased - EREC 244344L-38	0.002778%	0.0022

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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>
	Annetta Welch Unknown	Unleased	0.002777%	0.0022
	Lillie Varnadis Wilson Heirs Unknown	Unleased	0.002777%	0.0022
	<u>William Elmer Calhoun Heirs</u>			
	Lillie Calhoun, widow Unknown	Unleased	0.002777%	0.0022
	<u>Heirs of Ruby Pauline Mefford and Charles Ray Stidham (her previous husband)</u>			
	Archie C. Mefford, Single Rt. 2, Box 334 Wise, VA 24293	Leased - EREC 244344L-42	0.000927%	0.0008
	Jimmy Stidham and Geraldine Stidham, H/W P. O. Box 1293 Wise, VA 24293	Leased - EREC 244344L-43	0.000617%	0.0006
	Ople Hale and and Cossie Hale, W/H P. O. Box 1132 Wise, VA 24293	Leased - EREC 244344L-44	0.000617%	0.0005
	Charles Ray Stidham and Diana L. Stidham, H/W Mt. Harmony Church Road P. O. Box 1232 Hildebran, NC 28637	Leased - EREC 244344L-52	0.000617%	0.0005
	<u>John R. Maggard Heirs and Stella R. Maggard Heirs</u>			
	Vencil Maggard P. O. Box 1816 Cear Bluff, VA 24609	Leased - EREC 244344L-22	0.016667%	0.0134
	Edith Walk P. O. Box 1717 Richlands, VA 24641	Leased - EREC 244344L-22	0.016667%	0.0133

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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>
	Loretta Holmes 184 Winding Arbor Circle Cleveland, NC 27013	Leased - EREC 244344L-22	0.016666%	0.0133
	<u>Mindie Maggard Hunsucker Heirs</u>			
	John Hunsucker, widower 9100 Gusist River Road Norton, VA 24273	Leased - EREC 244344L-11	0.015000%	0.0120
	Bishop L. Hunsucker, single Gilliam Court #212 Wise, VA 24293	Leased - EREC 244344L-14	0.005000%	0.0040
	Billie Freeman and Charles Freeman, W/H Rt. 1, Box 837 Norton, VA 24273	Leased - EREC 244344L-15	0.005000%	0.0040
	Claudette Sloce and Gerald Sloce, W/H P. O. Box 3187 Wise, VA 24293	Leased - EREC 244344L-12	0.005000%	0.0040
	Wendell Larry Hunsucker and Earlene Hunsucker, H/W P. O. Box 552 Wise, VA 24293	Leased - EREC 244344L-13	0.005000%	0.0040
	Jerry Monroe Hunsucker and Eva Hunsucker, H/W 7285C Guest River Road Norton, VA 24273	Leased - EREC 244344L-24	0.005000%	0.0040
	John Hunsucker, Jr. and Linda Hunsucker, H/W P. O. Box 577 Archer, FL 32618	Leased - EREC 244344L-17	0.005000%	0.0040
	Pamela Perry and Phillip Perry, W/H 7100 Guest River Road Norton, VA 24273-3614	Leased - EREC 244344L-27	0.005000%	0.0040

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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>Alice Maggard Calhoun Heirs</u>			
	John C. Calhoun and Leona C. Calhoun, H/W 11555 Butler Road Willis, MI 48191	Leased - EREC 244344L-23	0.016667% Life Estate	0.0133 Life Estate
	John W. Calhoun Unknown	Unleased	0.004761% [Remainderman] [0.002381%]	0.0038 [Remainderman] [0.0020]
	Nancy Mae Baker and Robert L. Baker, W/H 5625 East 22 Mile Road Marion, MI 49665	Leased - EREC 244344L-26	0.004761% [Remainderman] [0.002381%]	0.0038 [Remainderman] [0.0019]
	Thelma L. Ross and Reggie Ross, W/H Unknown	Unleased	0.004761% [Remainderman] [0.002381%]	0.0038 [Remainderman] [0.0019]
	Ricky Calhoun Unknown	Unleased	0.004762% [Remainderman] [0.002381%]	0.0039 [Remainderman] [0.0019]
	Benjamin C. Calhoun and Tammy Calhoun, H/W 261 Willow Street Bremerton, WA 98310	Leased-EREC 244344L-45	0.004762% [Remainderman] [0.002381%]	0.0038 [Remainderman] [0.0019]
	Verna Linda Clement, single 1648 Holmes Road Ypsilanti, MI 48198	Leased-EREC 244344L-46	0.004763% [Remainderman] [0.002381%]	0.0038 [Remainderman] [0.0019]
	Danny Nelson Maggard and Shirley Ann Maggard, H/W PO Box 1719 Eagle Lake, FL 33839	Leased-EREC 244344L-51	0.004763% [Remainderman] [0.002381%]	0.0038 [Remainderman] [0.0019]
16	ANR Coal Company, L.L.C. P. O. Box 1871 Roanoke VA 24008	Leased - EREC 223010L-01 Tr. WI-44	7.190000%	5.7500
17	Penn Virginia Corporation c/o Penn Virginia Resources Corp. 999 Executive Park Blvd, Suite 300 Kingsport, TN 37660	Leased - EREC 223096L-01 Tr. 760	0.790000%	0.6300

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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>
18	<b><u>Lola Wells Jones Estate</u></b>			
	Carolyn Sue Smith and Harry Wayne Smith, W/H Route 3 Box 43T3 Castlewood, VA 24224	Unleased	0.015411%	0.0123
	Betty B. Frazer, widow 1653 Gayle Drive Lexington, KY 40505	Leased - EREC 244959L-04	0.038528%	0.0307
	Donald Peters and Verna J. Peters, H/W P. O. Box 1359 Coeburn, VA 24230	Unleased	0.018621%	0.0148
	Joe Peters and Karen Peters, H/W 4301-D Burns Creek Rd Coeburn, VA 24230	Unleased	0.018622%	0.0149
	Wilma L. Marshall and Michael J. Marshall, W/H 4525 James Rd Norton, VA 24273	Leased-EREC 244959L-23	0.027740%	0.0221
	Lena Dean and Frederick Dean, W/H 6650 Salyer Rd Norton, VA 24273	Leased-EREC 244959L-16	0.027740%	0.0221
	Glen Gardner and Renita Gardner, H/W 6541 Union Hall Rd Norton, VA 24273	Leased-EREC 244959L-17	0.027740%	0.0221
	Banis P. Hill and Cecil Hill, W/H Route 1 Box 1034-K Norton, VA 24273	Leased-EREC 244959L-13	0.027740%	0.0221
	Jeffrey Wayne Peters, single 16187 Bay Tree Road Bristol, VA 24202	Leased-EREC 244959L-25	0.003853%	0.0031

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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>
	Dwight Richard Peters and Katherine Louise Peters, H/W 319 Heritage Drive Bristol, VA 24201	Leased-EREC 244959L-09	0.003853%	0.0031
	Billie Dale, a/k/a Willie Dale, widow P. O. Box 1272 Wise, VA 24293	Leased-EREC 244959L-11	0.027740%	0.0221
	Gary E. Peters and Maria L. Peters, H/W 118 Downes Street Hampton, VA 23663	Leased-EREC 244959L-15	0.003853%	0.0031
	<u>Hansford Mullins Estate</u>			
	Jerry Mullins and Mae Mullins, H/W Rt. 2, Box 315A Sterling, VA 22170	Unleased	0.083950%	0.0669
	Paul Phipps and Mae Phipps, H/W 2375 Bass Blvd. Geneva, FL 32732	Unleased	0.083950%	0.0670
	Mary Mullins Hamm, single P. O. Box 2357 Wise, Va 24293	Unleased	0.083950%	0.0670
	Virginia Mullins Baker and Franklin D. Baker, W/H P. O. Box 148 Wise, Va 24293	Unleased	0.083950%	0.0670
	Annette Phipps Underwood, single 6605 Birchfield Rd Wise, VA 24293	Unleased	0.083950%	0.0670
	Dennis Mullins and Linda Mullins, H/W Rt. 3, Box 211-B Buchanan, VA 24066	Unleased	0.083950%	0.0670
	Randy Mullins and Joan Mullins, H/W 7017B Mullins Rd Wise, VA 24293	Unleased	0.083950%	0.0670

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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>
	Michael Mullins and Lois Jean Mullins, H/W P. O. Box 2 Wise, VA 24293	Unleased	0.083950%	0.0670
	Teresa Mullins Wendle and William D. Wendle, W/H P. O. Box 2627 Wise, VA 24293	Unleased	0.083950%	0.0670
	Jennifer Mullins Hibbitts and Paul D. Hibbitts, W/H P. O. Box 5 Wise, VA 24293	Unleased	0.083950%	0.0670
	Prudy Mullins Kilgore and Cecil J. Kilgore, W/H Rocky Fork Road Wise, VA 24293-9530	Leased - EREC 244959L-02	0.173375%	0.1383
	Jeanette Mullins Craft and Ewing Craft, W/H 7277 Rocky Fork Road Wise, VA 24293	Leased - EREC 244959L-01	0.173375%	0.1383
	Moselle M. Hunsucker and Charles B. Hunsucker, W/H P. O. Box 454 Norton, VA 24273	Leased - EREC 244959L-03	0.173375%	0.1383
	Grace M. Bentley Unknown	Unleased	0.173375%	0.1383
	Edison J. Gardner and Dorothy Gardner, H/W 6540 Starnes Road Watauga, TX 76148	Leased-EREC 244959L-19	0.069350%	0.0554
	Kyle Gardner and Shirley Gardner, H/W Route 2 Box 59 Wise, VA 24293	Leased-EREC 244959L-14	0.069350%	0.0554
	Mildred Honeycutt Baker and John Baker, W/H 721 Stoner Drive Anderson, IN 46011	Leased-EREC 244959L-20	0.069350%	0.0554

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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>
	Margaret N. Hollingsworth, Single 1059 South Indiana Avenue Brownsville, TX 78521	Leased-EREC 244959L-08	0.069350%	0.0553
	<u>Alva Gardner Sturgill Estate</u>			
	Baxter J. Sturgill, Single 9242A Rat Creek Rd Pound, VA 24279	Leased - EREC 244959L-06	0.046234%	0.0369
	Elmer Bowman, widower P. O. Box 2529 Wise, VA 24293	Leased - EREC 244959L-06	0.046233%	0.0369
	Sally Barbara Hall, widow 642 Broadneck Rd Annapolis, MD 21401	Leased - EREC 244959L-06	0.046233%	0.0369
	<u>Emerson Gardner and Dolly Gardner Heirs</u>			
	Ronnie L. Gardner, Sr. and Joyce Gardner, H/W P. O. Box 219 Pound, VA 24279	Leased - EREC 244959L-05	0.046234%	0.0369
	Sharon C. Mullins, single P. O. Box 206 Wise, VA 24293	Leased - EREC 244959L-05	0.046233%	0.0369
	Deborah L. Skeen and Roger Skeen, W/H 22755 Poplar Rd Robertsdale, AL 26567-2672	Leased - EREC 244959L-05	0.046233%	0.0369
	Ada Dingus, widow 10401 Oakton Road Chesterfield, VA 23832	Leased - EREC 244959L-21	0.086688%	0.0691
	Lonnie R. Hall and Florence Hall, H/W 103 Thelma Road Oak Ridge, TN 37830	Unleased	0.086688%	0.0692

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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>
	Betty J. Hall, Representative of the Estate of Edward B. Hall and Betty J. Hall, Individually 180 Blowing SP Lane Clinton, TN 37716	Leased-EREC 244959L-27	0.086687%	0.0692
	Ernest Hall and Stella Hall, H/W Box 238 McConnell, WV 25646	Unleased	0.086687%	0.0692
	Roy E. Hall and Patricia Ann Hall, H/W 2248 Lakeview Drive Powhatan, VA 23139	Leased-EREC 244959L-18	0.028895%	0.0230
	Muriel Dingus and Tommy Dingus, H/W 9606 Bright Hope Road Chesterfield, VA 23838	Leased-EREC 244959L-07	0.028896%	0.0231
	George C. Hall and Dolores S. Hall, H/W 721 Jennifer Drive Auburn, AL 36850	Leased-EREC 244959L-10	0.028896%	0.0231
	Doyle Frazer and Bonnie Frazer, H/W 262 Liberty Street Lynch, KY 40855	Leased-EREC 244959L-26	0.048160%	0.0384
	Stuart E. Hall, Jr. and Marilyn Jane Hall, H/W 3413 Ironwood Road Knoxville, TN 37921-1509	Leased-EREC 244959L-12	0.028895%	0.0230
	Jeanne Jennings and Gary Jennings, W/H 2405 Monterey Road Knoxville, TN 37912	Leased-EREC 244959L-24	0.028896%	0.0231
	Brenda Pruitt and Bobby L. Pruitt, W/H 1313 9th Avenue, SE Decatur, AL 35601-4229	Leased-EREC 244959L-22	0.028896%	0.0231

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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>
	Rita P. Dotson and Bill Dotson, W/H 379 Buckingham Road Gray, TN 37615	Unleased	0.018622%	0.0149
	Teresa M. Peters, single 16187 Baytree Rd. Bristol, VA 24202	Unleased	0.003853%	0.0031
19	ANR Coal Company, L.L.C. P. O. Box 1871 Roanoke VA 24008	Leased - EREC 244943L-01 Tr. WI-78	13.450000%	10.7600
20	Steinman Development Co., a Limited Partnership Attn: James L. Sykes P. O. Box 249 Norton, VA 24273	Unleased	0.160000%	0.1300
	<b>Gas Estate Totals</b>		<b>100.000000%</b>	<b>80.0000</b>
	<b>Percentage of Unit Leased</b>		<b>94.788053%</b>	
	<b>Percentage of Unit Unleased</b>		<b>5.211947%</b>	
	<b>Acreage in Unit Leased</b>			<b>75.8302</b>
	<b>Acreage in Unit Unleased</b>			<b>4.1698</b>

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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>
<b><u>Coal Estate Only</u></b>				
1	ANR Coal Company, L.L.C. P. O. Box 1871 Roanoke VA 24008	Leased - EREC 244943L-01 Tr. WI-78	6.040000%	4.8300
2	Penn Virginia Corporation c/o Penn Virginia Coal Company PO Box 386 Duffield, VA 24244	Leased - EREC 223096L-02 Tr. 732	5.600000%	4.4800
3	Penn Virginia Corporation c/o Penn Virginia Coal Company PO Box 386 Duffield, VA 24244	Leased - EREC 223096L-02 Tr. 698	0.150000%	0.1200
4	Penn Virginia Corporation c/o Penn Virginia Coal Company PO Box 386 Duffield, VA 24244	Leased - EREC 223096L-02 Tr. 744	12.730000%	10.1800
5	ANR Coal Company, L.L.C. P. O. Box 1871 Roanoke VA 24008	Leased - EREC 244943L-01 Tr. WI-81	6.310000%	5.0500
6	ANR Coal Company, L.L.C. P. O. Box 1871 Roanoke VA 24008	Leased - EREC 244943L-01 Tr. WI-81	5.850000%	4.6800
7	ANR Coal Company, L.L.C. P. O. Box 1871 Roanoke VA 24008	Leased - EREC 244943L-01 Tr. WI-44	17.470000%	13.9800
8	ANR Coal Company, L.L.C. P. O. Box 1871 Roanoke VA 24008	Leased - EREC 244943L-01 Tr. WI-78	0.950000%	0.7600
9	ANR Coal Company, L.L.C. P. O. Box 1871 Roanoke VA 24008	Leased - EREC 244943L-01 Tr. WI-44	1.260000%	1.0100
10	ANR Coal Company, L.L.C. P. O. Box 1871 Roanoke VA 24008	Leased - EREC 244943L-01 Tr. WI-81	0.600000%	0.4800

**EXHIBIT "B"**  
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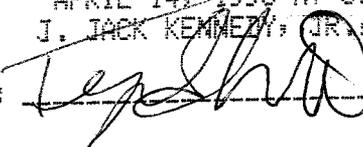
<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
11	ANR Coal Company, L.L.C. P. O. Box 1871 Roanoke VA 24008	Leased - EREC 244943L-01 Tr. WI-44	0.490000%	0.3900
12	ANR Coal Company, L.L.C. P. O. Box 1871 Roanoke VA 24008	Leased - EREC 244943L-01 Tr. WI-44	0.380000%	0.3000
13	ANR Coal Company, L.L.C. P. O. Box 1871 Roanoke VA 24008	Leased - EREC 244943L-01 Tr. WI-78	16.250000%	13.0100
14	ANR Coal Company, L.L.C. P. O. Box 1871 Roanoke VA 24008	Leased - EREC 244943L-01 Tr. WI-44	0.910000%	0.7300
15	ANR Coal Company, L.L.C. P. O. Box 1871 Roanoke VA 24008	Leased - EREC 244943L-01 Tr. WI-44	0.500000%	0.4000
16	ANR Coal Company, L.L.C. P. O. Box 1871 Roanoke VA 24008	Leased - EREC 223010L-02 Tr. WI-44	7.190000%	5.7500
17	ANR Coal Company, L.L.C. P. O. Box 1871 Roanoke VA 24008	Leased - EREC 244943L-01 Tr. WI-44	0.790000%	0.6300
18	ANR Coal Company, L.L.C. P. O. Box 1871 Roanoke VA 24008	Leased - EREC 244943L-01 Tr. WI-81	2.920000%	2.3300
19	ANR Coal Company, L.L.C. P. O. Box 1871 Roanoke VA 24008	Leased - EREC 244943L-01 Tr. WI-78	13.450000%	10.7600

**EXHIBIT "B"**  
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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>
20	ANR Coal Company, L.L.C. P. O. Box 1871 Roanoke VA 24008	Leased - EREC 244943L-01 Tr. WI-81	0.160000%	0.1300
<b>Coal Estate Total</b>			<b>100.000000%</b>	<b>80.0000</b>
<b>Percentage of Unit Leased</b>			<b>100.000000%</b>	
<b>Percentage of Unit Unleased</b>			<b>0.000000%</b>	
<b>Acreage in Unit Leased</b>				<b>80.0000</b>
<b>Acreage in Unit Unleased</b>				<b>0.0000</b>

INSTRUMENT #980001803  
 RECORDED IN THE CLERK'S OFFICE OF  
 WISE COUNTY ON  
 APRIL 14, 1998 AT 01:12PM  
 J. JACK KEMMEZY, JR., CLERK

BY:  \_\_\_\_\_ (DC)