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0400742

INSTRUMENT PREPARED BY
VIRGINIA GAS AND OIL BOARD

VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

SUPPLEMENTAL ORDER REGARDING

DOCKET NO. VGOB-03/08/19-1173

ELECTIONS, UNIT: V-535835

(hereinafter "Subject Drilling Unit")

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 requirement of the Virginia Gas and Oil Board Regulations, 4 VAC 25-160.70C by supplementing the Order previously issued by the Board for subject Docket on November 21, 2003 and recorded at Instrument No. 0314663 in the Office of the Clerk of Circuit Court, Lee County, Virginia on November 24, 2003 (herein "Board Order") to complete the record regarding elections. The Board Order pooled all interest 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 Production Company, (herein the Designated Operator"), to mail copies of the Board Order to all respondents whose interest, if any, were pooled by said Board Order;
- (b) The designated operator filed its affidavit of mailing dated December 1, 2003, disclosing that it had mailed a correct copy of the Board's Order to all Respondents whose interest, if any, were pooled by said Board Order;
- (c) The Board Order required each Respondent whose interest, 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 January 5, 2004, in accordance with § 7.C of the Virginia Gas and Oil Board Regulations and 4 VAC 25-160.70C (herein "Affidavit of Election"), wherein it has, for each Respondent whose interest, 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, interest, 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.
- (e) Current Board standards requiring the escrow of funds and the Board's agreement with its Escrow Agent, Wachovia Bank, Corporate Trust, PA 1328, 123 South Broad Street, Philadelphia, PA 19109-1199, (888) 396-0853, Attn: Rachel Rafferty, or any successor named by the Board, require the entry of a Supplemental Order establishing of record the elections made or deemed to have been made and specifying the sums or percentage thereof subject to escrow. Current Board escrow standards were made applicable to Subject Drilling Unit by a Board Order dated December 23, 1992.
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, Wachovia Bank, Corporate Trust, PA 1328, 123 South Broad Street, Philadelphia, PA 19109-1199, (888) 396-0853, Attn: Rachel Rafferty, 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 true and correct copy 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.

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DONE AND EXECUTED this 14th day of January, 2004 by a majority of the Virginia Gas and Oil Board.

Benny R. Wampler
Chairman, Benny R. Wampler

DONE AND PERFORMED THIS 21st day of January, 2004 by Order of this Board.

B. R. Wilson
B. R. Wilson
Principal Executive to the Staff
Virginia Gas and Oil Board

STATE OF VIRGINIA)
COUNTY OF WISE)

Acknowledged on this 14th day of January, 2004, personally before me a notary public in and for the Commonwealth of Virginia, appeared Benny R. 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 L. Garrett
Notary Public

My commission expires: 2-31-06.

STATE OF VIRGINIA)
COUNTY OF ~~WISE~~ Washington

Acknowledged on this 21 day of January, 2004, personally before me a notary public in and for the Commonwealth of Virginia, appeared B. R. Wilson, being duly sworn did depose and say that he is Principal Executive to the Staff 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: 9/30/05.

Order Recorded Under Code of
Virginia Section 45.1-361.26

VIRGINIA:

0400745

BEFORE THE VIRGINIA GAS AND OIL BOARD

IN RE: Application of Equitable Production Company, for Forced Pooling of Interests in Unit Number V-535835 VGOB Docket No. VGOB-03/08/19-1173 in the Rocky Magisterial District of Lee County, Virginia.

AFFIDAVIT OF WILHOIT & KAISER, 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 WILHOIT & KAISER, the Agent for the Designated Operator, with offices located at 220 Broad Street, Suite 202, Kingsport, Tennessee 37660, and is authorized to give this Affidavit in its behalf;
2. That the Order entered on **November 21, 2003**, 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 are added as Respondents at the hearing held in the 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 **November 24, 2003**.
5. That the Designated Operator, by and through their agent, Wilhoit & Kaiser, 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 periods:

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 paragraph 10 of the Order.

<u>Tract</u>	<u>Name</u>	<u>Cash Consideration</u>
4	David Jackson 826 North Ridge Road Canton, MI 48188	0.1750 x \$5.00 = \$ 0.88
4	Frankie Middleton 19701 Karr Road Bellville, MI 48111	0.1750 x \$5.00 = \$ 0.88
5	David Jackson	0.4067 x \$5.00 = \$ 2.03
5	Frankie Middleton	0.4067 x \$5.00 = \$ 2.03
6	David Jackson	0.4367 x \$5.00 = \$ 2.18
6	Frankie Middleton	0.4367 x \$5.00 = \$ 2.18

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That pursuant to the provision of 4VAC 25-160.70C 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.

Dated at Kingsport, Tennessee, this 5th day of January 2004.

[Signature]
Affiant

Taken, subscribed and sworn to before me by James E. Kaiser, the Agent of Equitable Production Company, a corporation, on behalf of the corporation, this 5th day of January 2004.

My commission expires: 7/25/05

Christina Blair
Notary



INSTRUMENT #0400742
RECORDED IN THE CLERK'S OFFICE OF
LEE ON
JANUARY 22, 2004 AT 11:32AM
BEVERLY R. ANDERSON, CLERK

BY: [Signature] (DC)

EXHIBIT "B"

V-535835

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VGOB - 03/08/1901173

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>WITHIN UNIT</u>	<u>ACREAGE IN UNIT</u>	<u>NET REVENUE INTEREST</u>
<u>Gas Estate</u>					
1	Martha S. Spurlock, Trustee for James A. Sigmon and Rachael S. West Irrevocable Trust Agreement 549 Londonberry Road Cumberland Gap, TN 37724	Leased-EPC 904790.00	34.28000000%	38.6300	0.04285000 RI
	Equitable Production Company				0.29995000 WI
Tract 1 Totals			34.28000000%	38.6300	0.34280000
2	The Jacobe Company, LLC 549 Londonberry Road Cumberland Gap, TN 37724	Leased-EPC 904789.00	26.36000000%	29.7000	0.03295000 RI
	Equitable Production Company				0.23065000 WI
Tract 2 Totals			26.36000000%	29.7000	0.26360000
3	James Aaron Stewart and Jackie Stewart, H/W 12150 Fancher Road Westerville, OH 43082	Leased	12.03000000%	13.5600	0.01503750 RI
	Equitable Production Company				0.10526250 WI
Tract 3 Totals			12.03000000%	13.5600	0.12030000
4	<u>Frank L. Jackson Estate</u> Leroy Jackson 138 Aa Deakins Road Jonesborough, TN 37659	Leased	0.15500000%	0.1750	0.00019375 RI
	Willard Jackson 312 Bullis Road Kingsport TN 37663	Leased	0.15500000%	0.1750	0.00019375 RI
	David Jackson 826 North Ridge Road Canton, MI 48188	Unleased	0.15500000%	0.1750	0.00019375 RI
	Kenneth Jackson 373 Horseshoe Bend Road Rogersville, TN 37857	Leased	0.15500000%	0.1750	0.00019375 RI

EXHIBIT "B"

V-535835

0400749

VGOB - 03/08/1901173

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>WITHIN UNIT</u>	<u>ACREAGE IN UNIT</u>	<u>NET REVENUE INTEREST</u>
	Rosie McClung and William McClung, W/H 381 Horse Bend Road Rogersville, TN 37857	Leased	0.15500000%	0.1750	0.00019375 RI
	Frankie Middleton 19701 Karr Road Bellville, MI 48111	Unleased	0.15500000%	0.1750	0.00019375 RI
	Equitable Production Company				0.00813750 WI
Tract 4 Totals			0.93000000%	1.0500	0.00930000
5	<u>Frank L. Jackson Estate</u> Leroy Jackson 138 Aa Deakins Road Jonesborough, TN 37659	Leased	0.36166700%	0.4067	0.00045208 RI
	Willard Jackson 312 Bullis Road Kingsport TN 37663	Leased	0.36166700%	0.4067	0.00045208 RI
	David Jackson 826 North Ridge Road Canton, MI 48188	Unleased	0.36166600%	0.4067	0.00045208 RI
	Kenneth Jackson 373 Horseshoe Bend Road Rogersville, TN 37857	Leased	0.36166600%	0.4067	0.00045208 RI
	Rosie McClung and William McClung, W/H 381 Horse Bend Road Rogersville, TN 37857	Leased	0.36166700%	0.4067	0.00045209 RI
	Frankie Middleton 19701 Karr Road Bellville, MI 48111	Unleased	0.36166700%	0.4067	0.00045209 RI
	Equitable Production Company				0.01898750 WI
Tract 5 Totals			2.17000000%	2.4400	0.02170000
6	<u>Frank L. Jackson Estate</u> Leroy Jackson 138 Aa Deakins Road Jonesborough, TN 37659	Leased	0.38666700%	0.4367	0.00048333 RI

EXHIBIT "B"

V-535835

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VGOB - 03/08/1901173

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>WITHIN UNIT</u>	<u>ACREAGE IN UNIT</u>	<u>NET REVENUE INTEREST</u>
	Willard Jackson 312 Bullis Road Kingsport TN 37663	Leased	0.38666700%	0.4367	0.00048333 RI
	David Jackson 826 North Ridge Road Canton, MI 48188	Unleased	0.38666700%	0.4367	0.00048334 RI
	Kenneth Jackson 373 Horseshoe Bend Road Rogersville, TN 37857	Leased	0.38666700%	0.4367	0.00048334 RI
	Rosie McClung and William McClung, W/H 381 Horse Bend Road Rogersville, TN 37857	Leased	0.38666600%	0.4367	0.00048333 RI
	Frankie Middleton 19701 Karr Road Bellville, MI 48111	Unleased	0.38666600%	0.4367	0.00048333 RI
	Equitable Production Company				0.02030000 WI
Tract 6 Totals			2.32000000%	2.6200	0.02320000
7	Martha S. Spurlock, Trustee for James A. Sigmon and Rachael S. West Irrevocable Trust Agreement 549 Londonberry Road Cumberland Gap, TN 37724	Leased-EPC 904790.00	1.29000000%	1.4500	0.00161250 RI
	Equitable Production Company				0.01128750 WI
Tract 7 Totals			1.29000000%	1.4500	0.01290000
8	Martha S. Spurlock, Trustee for James A. Sigmon and Rachael S. West Irrevocable Trust Agreement 549 Londonberry Road Cumberland Gap, TN 37724	Leased-EPC 904790.00	20.62000000%	23.2400	0.02577500 RI
	Equitable Production Company				0.18042500 WI
Tract 8 Totals			20.62000000%	23.2400	0.20620000
TOTAL GAS ESTATE			100.00000000%	112.6900	1.00000000