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Instrument Control Number

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Commonwealth of Virginia
Land Record Instruments
Cover Sheet - Form A

INSTRUMENT #200405/22
RECORDED IN THE CLERK'S OFFICE OF
WISE COUNTY ON
DECEMBER 15, 2004 AT 10:51AM
J. JACK KENNEDY, JR., CLERK

[ILS VLR Cover Sheet Agent 1.0.83]

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Date of Instrument: [12/14/04]

Instrument Type: [OTHERPL]

Number of Parcels [1]

Number of Pages [31]

City County [Wise County]

(Box for Deed Stamp Only)

First and Second Grantors

Last Name	First Name	Middle Name or Initial	Suffix
[Virginia Gas and Oil Bo]	[]	[]	[]
[]	[]	[]	[]

First and Second Grantees

Last Name	First Name	Middle Name or Initial	Suffix
[Faith Missionary Baptis]	[]	[]	[]
[Teasley]	[Alice]	[Lucinda]	[]

Grantee Address (Name) [Equitable Production Company]
(Address 1) [1710 Pennsylvania Avenue]
(Address 2) []
(City, State, Zip) [Charleston] [WV] [25363]

Consideration [0.00] Existing Debt [0.00] Assumption Balance [0.00]

Prior Instr. Recorded at: City County [Wise County] Percent. in this Juris. [100]
Book [] Page [] Instr. No []

Parcel Identification No (PIN) [VGOB 0404201271 V-503809]

Tax Map Num. (if different than PIN) []

Short Property Description []

Current Property Address (Address 1) []

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Instrument Prepared By [Virginia Gas and Oil Board]

Recording Paid for By [Division of Gas and Oil]

Return Recording To (Name) [Diane Davis]

(Address 1) [Division of Gas and Oil]

(Address 2) [P. O. Box 1416]

(City, State, Zip) [Abingdon] [VA] [24212]

Customer Case ID [VGOB 0404201271] [] []



Instrument Control Number

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Commonwealth of Virginia
Land Record Instruments
Continuation Cover Sheet
Form B

[ILS VLR Cover Sheet Agent 1.0.83]

TAX EXEMPT
GRANTOR
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Date of Instrument: [12/14/04]

Instrument Type: [OTHERPL]

Number of Parcels [1]

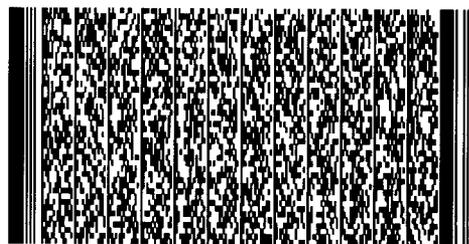
Number of Pages [31]

City [] County [X] [Wise County] (Box for Deed Stamp Only)

Grantors/Grantees/Parcel Continuation Form B

Table with 4 columns: Last Name, First Name, Middle Name or Initial, Suffix. Contains 15 rows of names and initials.

Prior Instr. Recorded at: City [] County [] [] Percent. in this Juris. []
Book [] Page [] Instr. No []
Parcel Identification No (PIN) []
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Short Property Description []
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Instrument Control Number

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Commonwealth of Virginia
Land Record Instruments
Continuation Cover Sheet
Form B

[ILS VLR Cover Sheet Agent 1.0.83]

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Date of Instrument: [12/14/04]

Instrument Type: [OTHERPL]

Number of Parcels [1]

Number of Pages [31]

City County [Wise County] (Box for Deed Stamp Only)

Grantors/Grantees/Parcel Continuation Form B

Last Name	First Name	Middle Name or Initial	Suffix
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<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	[Hensley]	[Rebecca]	[]
<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	[Prillamon]	[Freda]	[H.]
<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	[Owens]	[Mary]	[Bell]
<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	[Hensley]	[Carol]	[]
<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	[Hensley]	[J.]	[D.]
<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	[Helbert]	[James]	[Lee]
<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	[Helbert]	[Sandy]	[]
<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	[Beavers]	[Sherry]	[]
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<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	[Helbert]	[Carl]	[Jr]
<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	[Helbert]	[Kathy]	[]
<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	[Lawson]	[Timothy]	[]
<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	[Lawson]	[Betina]	[]
<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	[Odle]	[William]	[]
<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	[Odle]	[Annie]	[Jean]
<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	[Edwards]	[C.]	[P.]

Prior Instr. Recorded at: City County [] Percent. in this Juris. []

Book [] Page [] Instr. No []

Parcel Identification No (PIN) []

Tax Map Num. (if different than PIN) []

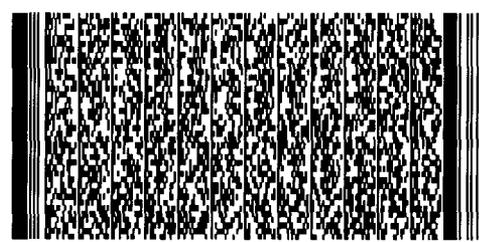
Short Property Description []

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Current Property Address (Address 1) []

(Address 2) []

(City, State, Zip) [] [] []



Instrument Control Number

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Commonwealth of Virginia
Land Record Instruments
Continuation Cover Sheet
Form B

[ILS VLR Cover Sheet Agent 1.0.83]

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Date of Instrument: [12/14/04]

Instrument Type: [OTHERPL]

Number of Parcels [1]

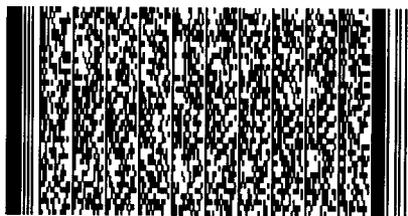
Number of Pages [31]

City County [Wise County] (Box for Deed Stamp Only)

Grantors/Grantees/Parcel Continuation Form B

Last Name	First Name	Middle Name or Initial	Suffix
<input type="checkbox"/>	[Edwards]	[Ella]	[]
<input type="checkbox"/>	[Kiss]	[Alvin]	[J.]
<input type="checkbox"/>	[Kiss]	[Mary]	[Clement]
<input type="checkbox"/>	[Duval]	[Cathy]	[Diane]
<input type="checkbox"/>	[Mutter]	[Grover]	[]
<input type="checkbox"/>	[Mutter]	[Juanita]	[]
<input type="checkbox"/>	[Noonchester]	[Dolly]	[V.]
<input type="checkbox"/>	[Noonchester]	[Roger]	[]
<input type="checkbox"/>	[Younce]	[Clement]	[]
<input type="checkbox"/>	[Alder]	[P.]	[M.]
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Prior Instr. Recorded at: City County [] Percent. in this Juris. []
 Book [] Page [] Instr. No []
 Parcel Identification No (PIN) []
 Tax Map Num. (if different than PIN) []
 Short Property Description []
 Current Property Address (Address 1) []
 (Address 2) []
 (City, State, Zip) [] [] []



VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

APPLICANT:	<u>Equitable Production Company</u>)	VIRGINIA GAS
)	AND OIL BOARD
RELIEF SOUGHT:	(1) ESTABLISHMENT OF THE DRILLING)	
	UNIT DEPICTED IN EXHIBIT A HERETO)	DOCKET NO.
	AND SERVED BY WELL NO. <u>V-503809</u>)	<u>04/04/20-1271</u>
	herein "Subject Drilling Unit"))	
	PURSUANT TO VA. CODE § 45.1-361.20;)	
	(2) POOLING OF INTERESTS IN)	
	SUBJECT DRILLING UNIT PURSUANT TO)	
	VA. CODE § 45.1-361.21, FOR THE)	
	PRODUCTION OF GAS OTHER THAN)	
	COALBED METHANE GAS FROM SUBJECT)	
	FORMATIONS (herein referred)	
	to as " Conventional Gas " or "Gas");)	
	and (3) DESIGNATE THE APPLICANT)	
	AS THE UNIT OPERATOR FOR THE)	
	SUBJECT DRILLING UNIT)	
)	
LEGAL DESCRIPTION:)	
)	
	DRILLING UNIT SERVED BY WELL NUMBERED)	
	<u>V-503809</u> TO BE DRILLED IN THE LOCATION)	
	DEPICTED ON EXHIBIT A HERETO)	
	<u>COEBURN QUADRANGLE</u>)	
	<u>LIPPS MAGISTERIAL DISTRICT</u>)	
	<u>WISE COUNTY, VIRGINIA</u>)	
	(the "Subject Lands" are more particularly)	
	described on Exhibit A attached hereto)	
	and made a part hereof))	

REPORT OF THE BOARD

FINDINGS 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 **April 20, 2004** Southwest Virginia Higher Education Center on the campus of Virginia Highlands Community College, Room 240, Abingdon, Virginia.

2. Appearances: **James E. Kaiser** appeared for the Applicant. **Sharon M.B. Pigeon**, Assistant Attorney General was present to advise the Board.

3. Jurisdiction and Notice: Pursuant to Va. Code § 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 having an interest in Subject Drilling Unit underlying and comprised of Subject Lands; (2) has represented to the Board that it has given notice to those parties (hereafter sometimes "person(s)" whether referring to individuals, corporations, partnerships, associations, companies, businesses, trusts, joint ventures or other legal entities) entitled by Va. Code

§ 45.1-361.19 to notice of the Application filed herein; and (3) that the persons set forth in their Application and Notice of Hearing have been identified by Applicant through its due diligence as Owners or Claimants of Conventional Gas interests underlying Subject Drilling Unit, including those set out in **Exhibit B-3** who have not heretofore leased, sold or voluntarily agreed with the Applicant to pool their Gas interests in Subject Drilling Unit. Conflicting Gas Owners/Claimants in Subject Drilling Unit are listed on **Exhibit E**. Further, the Board has caused notice of this hearing to be published as required by Va. Code § 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 due process.

4. Amendments:

5. Dismissals:

6. Relief Requested: Applicant requests (1) that pursuant to Va. Code § 45.1-361.20, the Board establish Subject Drilling Unit to be served by Well **V-503809**; and (2) that pursuant to Va. Code § 45.1-361.21, the Board pool the rights, interests and estates in and to the Conventional Gas of the known and unknown persons listed in the attached **Exhibit B-3**, 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 Conventional Gas from the Subject Drilling Unit established for 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, (3) that the Board designate **Equitable Production Company** as Unit Operator.

7. Relief Granted: The requested relief in this cause shall be and hereby is granted.

7.1 The Board hereby: (1) establishes Subject Drilling Unit pursuant to Va. Code § 45.1-361.20; (2) pursuant to Va. Code § 45.1-361.21.C.3, Equitable Production Company (hereafter "Unit Operator") is designated as the Operator authorized to drill and operate Well No. V-505090 in the Subject Drilling Unit at the location depicted on the plat attached hereto as **Exhibit A** to produce Conventional Gas from Subject Formations, subject to the permit provisions contained in § 45.1-361.27 et seq., Code of Virginia, 1950 as amended, to § 4 VAC 25-150 et seq., Gas and Oil Regulations and to § 4 VAC 25-160 et seq., Virginia Gas and Oil Board Regulations, all as amended from time to time; and (3) the rights, interests and estates in and to the Conventional Gas in Subject Drilling Unit including those of the known and unknown persons listed on **Exhibit B-3**, attached hereto and made a part hereof, and their known and unknown heirs, executors, administrators, devisees, trustees, assigns and successors, both immediate and remote, be and hereby are pooled in the Subject Formations in the Subject Drilling Unit underlying and comprised of the Subject Lands. There are no applicable field rules and the unit is subject to statewide spacing requirements of Va. Code § 45.1-361.17.

8. Election and Election Period: In the event any Gas owner named in the Application and Notice of Hearing has not heretofore 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 and the 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 designated Unit Operator at the address shown below within thirty (30) days from the date of receipt of a copy of this Order. 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 designated 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-3** who has not reached a voluntary agreement with the Operator may elect to participate in the Well Development and Operation on 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, 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 Completion-for-Production Costs for the Subject Drilling Unit are as follows:

Estimated, Completed-for-Production Costs: \$447,842.00

A Participating Operator's proportionate cost hereunder shall be the result obtained by multiplying the Participating Operators' "Percent of Unit" times the Completed-for-Production Cost 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 Completed-for-Production Cost 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 Well Development and Operation of Subject Drilling Unit under Paragraph 9.1 above, any Gas Owner or Claimant named in **Exhibit B-3** in the unit who has not reached a voluntary agreement with the 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 and Operation covered by this Order multiplied by the Gas owner's percentage Interest Within Unit as set forth in the Application and Notice of Hearing (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. 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 Gas owner 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 Applicant.

- 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 Well 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-3** hereto who does not reach a voluntary agreement with the Operator may elect to share in the Well 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.

Subject to a final legal determination of ownership, 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 a person named in **Exhibit B-3** hereto does not reach a voluntary agreement with the Applicant and fails to do so 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 Well Development and Operation in 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 Gas in the 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-3** 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 one hundred twenty (120) 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-3** is unable to reach a voluntary agreement to share in the Well Development and Operation contemplated by this Order at a rate of payment agreed to mutually by said Owner or Claimant and the Applicant, and said person elects or fails to elect to do other than participate under Paragraph 9.1 above in the Well Development and Operation in Subject Drilling Unit, then such person shall be deemed to have and shall have assigned unto Applicant 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 Production Company, shall be and hereby is designated as Unit Operator authorized to drill and operate Well No. V-503809 in Subject Formations in Subject Drilling Unit, all subject to the permit provisions contained in Va. Code § 45.1-361.27 et seq., §§ 4 VAC 25-150 et seq., Gas and Oil Regulations and §§ 4 VAC 25-160 et seq., Virginia Gas and Oil Board Regulations, 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 Production Company
1710 Pennsylvania Avenue
Charleston, WV 25363
Phone: (304) 348-3800
Fax: (304) 344-0363
Attn: Melanie Freeman

14. Commencement of Operations: Unit Operator shall commence or cause to commence operations for the drilling of the 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 the 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 the well covered hereby has been paid the full amounts due under the terms of this Order.

16. Escrow Provisions:

Applicant has represented to the Board that there **are** unknown and/or unlocatable Gas owners in the Subject Drilling Unit whose interests are subject to the escrow requirements of Paragraph 16.1; and, the Applicant has represented to the Board that there **are not** conflicting claimants in Subject Drilling Unit whose payments are subject to the provisions of Paragraph 16.2 hereof. Therefore, by the Order and unless and until otherwise ordered by the Board, the Escrow Agent **is** required to establish an interest-bearing escrow account for the Subject Drilling Unit.

16.1 Escrow Provisions for Unknown or Unlocatable Persons: If any payment of bonus, royalty payment or other payment due and owing 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 shall, pursuant to Va. Code § 45.1-361.21.D, 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 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 § 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 Unit Operator pursuant to Paragraph 9.1 hereof, if any, (1) shall not be commingled with any funds of the Unit Operator; and (2) shall, pursuant to Va. Code §§ 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 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 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.

17. Special Findings: The Board specifically and specially finds:
- 17.1. Applicant is **Equitable Production Company**. Applicant is duly authorized and qualified to transact business in the Commonwealth of Virginia;
- 17.2. Applicant **Equitable Production Company** is an operator in the Commonwealth of Virginia, and has satisfied the Board's requirements for operations in Virginia;
- 17.3. Applicant **Equitable Production Company** claims ownership of Gas leases on **71.79%** percent of Subject Drilling Unit and the right to explore for, develop and produce Gas from same;
- 17.4. Applicant has proposed the drilling of Well **V-503809** to a depth of **5927** feet on the Subject Drilling Unit at the location depicted in **Exhibit A** to develop the pool of Gas in Subject Formations, and to complete and operate Well **V-503809** for the purpose of producing Conventional Gas.
- 17.5 The estimated production of the life of the proposed Well **V-503809** is **650 MMCF**.
- 17.6 With this Application, notice was provided to everyone claiming an ownership interest relative to the production of conventional gas in the Subject Drilling Unit. Set forth in **Exhibit B-3**, is the name and last known address of each Owner or Claimant identified by the Applicant as Gas owners in Subject Drilling Unit who has not, in writing, leased to the Applicant or the Unit Operator or agreed to voluntarily pool his interests in Subject Drilling Unit for its development. Gas interests unleased to the Operator and listed in **Exhibit B-3** represent **28.21%** percent of Subject Drilling Unit;
- 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 the Wells are those options provided in Paragraph 9 above;
- 17.8 The Subject Drilling Unit does not constitute an unreasonable or arbitrary exercise of Applicant's right to explore for or produce Gas;
- 17.9 The relief requested and granted is just and reasonable, is supported by substantial evidence and will afford each person listed and named in **Exhibit B-3** hereto the opportunity to recover or receive, without unnecessary expense, such person's just and fair share of the production from Subject Drilling Unit. The granting of the Application and relief requested therein will ensure to the extent possible the greatest ultimate recovery of Conventional 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 recording of this Order stating that a true and correct copy of said Order was mailed within seven (7) days from the date of its receipt by the Unit Operator to each Respondent named in **Exhibit B-3** pooled by this Order and 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.

22. Effective Date: This Order shall be effective as of the date of the Board's approval of this Application, which is set forth at Paragraph 1 above.

DONE AND EXECUTED this 10th day of December, 2004, by a majority of the Virginia Gas and Oil Board.

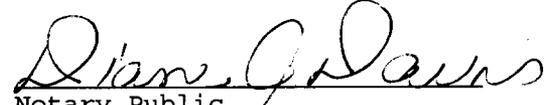

Chairman, Benny R. Wampler

DONE AND PERFORMED this 14th day of December 2004 by Order of this Board.


B. R. Wilson
Principal Executive To The Staff
Virginia Gas and Oil Board

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

Acknowledged on this 10th day of December, 2004 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.


Notary Public

My commission expires:
9/30/05

STATE OF VIRGINIA)
COUNTY OF WASHINGTON)

Acknowledged on this 14th day of December 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 of the Virginia Gas and Oil Board, that he executed the same and was authorized to do so.

Don J. Davis

Notary Public

My commission expires:
9/30/05

000036 BE0053

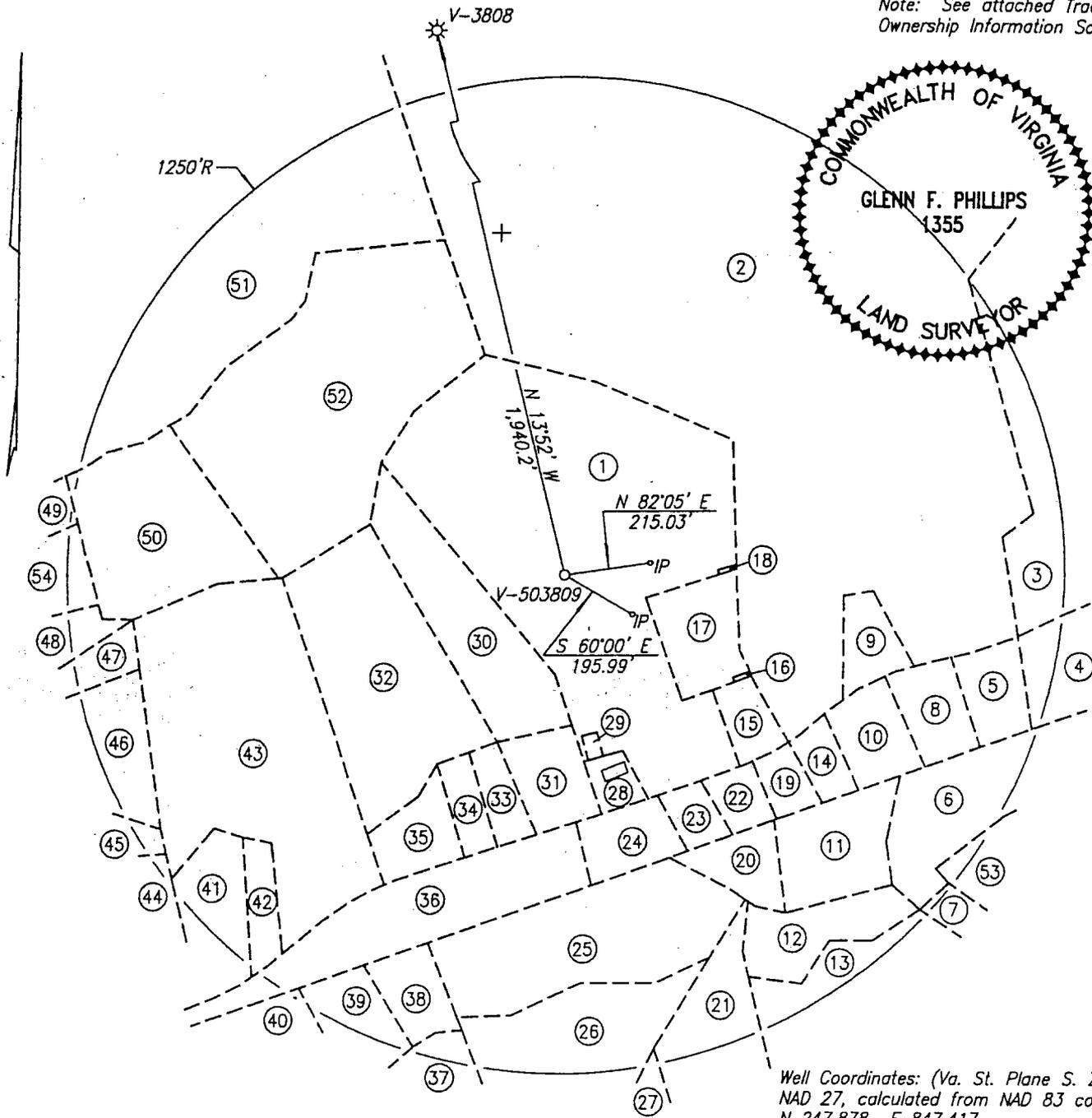
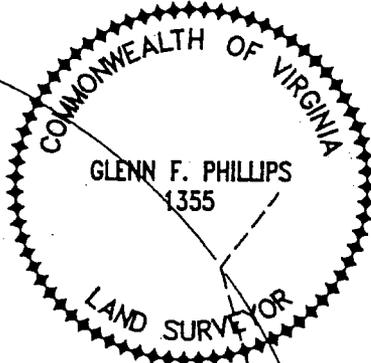
Well Coordinates: (Geographic N27)
36.948008° -82.445243°

Latitude 36° 57' 30"

Note: See attached Tract
Ownership Information Schedule

3,680'

Longitude 82° 25' 00"



Well elevation determined by GPS
survey from ANR Sta. TC 46-80.1

Area of Unit = 112.69 Ac.

Well Coordinates: (Va. St. Plane S. Zone,
NAD 27, calculated from NAD 83 coord.)
N 247,878 E 847,417

Well Coordinates: (Va. St. Plane S. Zone,
NAD 83)
N 3,528,751.97 E 10,330,400.31

WELL LOCATION PLAT

COMPANY Equitable Production Company WELL NAME AND NUMBER V-503809
TRACT NO. Tr. No. 904782 ELEVATION 2,108.56' QUADRANGLE Coeburn
COUNTY Wise DISTRICT Lipps SCALE 1" = 400' DATE 3-17-2004

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

REVISION

V- 503809

TRACT OWNERSHIP INFORMATION SCHEDULE

- 1 Lease No. 904782
14.15 Acres
Guy Fatony Jr.- Surface, Oil & Gas
ACIN LLC - coal
Alpha Land & Natural Reserves LLC - coal lessee
WBRD LLC - coal
Dickenson-Russell Coal Company LLC - coal lessee
Gas 12.61 Ac. 11.19%

- 2 Lease No. 241640L / T2-251
127.00 Acres
Heartwood Forestland Fund IV, L.P. - Surface
ACIN LLC - coal
Alpha Land & Natural Reserves LLC - coal lessee
WBRD LLC - coal
Dickenson-Russell Coal Company LLC - coal lessee
Pine Mountain Oil & Gas - Oil & Gas
Gas 31.38 Ac. 27.85%

- 3 Lease No. 244763L
Carl Edward Blackburn - Surface, Oil & Gas
P/O of 23.6467 Acres
Gas 1.70 Ac. 1.51%

- 4 Lease No. 244763L
Carl Edward Blackburn - Surface, Oil & Gas
P/O of 23.6467 Acres
Gas 0.39 Ac. 0.35%

- 5 Lease No.
Danny Wayne Hileman - Surface, Oil & Gas
0.741 Acres
Gas 0.82 Ac. 0.73%

- 6 Lease No. 905042
Betty Jo & Emory B. Odle - Oil & Gas
2.22 Acres
Gas 1.91 Ac. 1.69%

- 7 Lease No. 905042
Betty Jo & Emory B. Odle - Oil & Gas
0.35 Acres
Gas 0.03 Ac. 0.03%

- 8 Lease No.
Trustees of Faith Missionary Baptist Church - Surface, Oil & Gas
1.50 Acres
Gas 0.89 Ac. 0.79%

- 9 Lease No.
Alice Lucinda Teasley - Surface, Oil & Gas
1.00 Acres
Gas 0.67 Ac. 0.59%

- 10 Lease No.
Danny E. Brooks, et ux - Surface, Oil & Gas
0.50 Acres
Gas 0.93 Ac. 0.83%

- 11 Lease No. 905056
Rudy Garland Holbrook, etux - Surface, Oil & Gas
1.50 Acres
Gas 1.64 Ac. 1.46%

- 12 Lease No. 905059
Judy Adkins Holbrook, Remainder - Eva Evelyn Bryant Adkins Life Estate - Oil & Gas
1.74 Acres
Gas 1.31 Ac. 1.16%

- 13 Lease No. 905059
Judy Adkins Holbrook, Remainder - Eva Evelyn Bryant Adkins Life Estate - Oil & Gas
2.79 Acres
Gas 0.82 Ac. 0.73%

- 14 Lease No. 905021
Jerome H. Couch - Surface, Oil & Gas
0.5 Acres
Gas 0.45 Ac. 0.40%

- 15 Lease No.
Hugh Latham I.O.O.F. Lodge No. 107 - Surface, Oil & Gas
ACIN LLC - coal
Alpha Land & Natural Reserves LLC - coal lessee
WBRD LLC - coal
Dickenson-Russell Coal Company LLC - coal lessee
Gas 0.54 Ac. 0.48%
- 16 Lease No.
Daniel Ringley, et al - Oil & Gas
ACIN LLC - coal
Alpha Land & Natural Reserves LLC - coal lessee
WBRD LLC - coal
Dickenson-Russell Coal Company LLC - coal lessee
0.01 Acres
Gas 0.01 Ac. 0.01%
- 17 Lease No.
Trustees of the Kilgore Cemetery - Surface, Oil & Gas
ACIN LLC - coal
Alpha Land & Natural Reserves LLC - coal lessee
WBRD LLC - coal
Dickenson-Russell Coal Company LLC - coal lessee
Gas 1.24 Ac. 1.10%
- 18 Lease No. 905133
Delbert Lee Skeens, et al - Surface, Oil & Gas
ACIN LLC - coal
Alpha Land & Natural Reserves LLC - coal lessee
WBRD LLC - coal
Dickenson-Russell Coal Company LLC - coal lessee
0.01 Acres
Gas 0.01 Ac. 0.01%
- 19 Lease No.
Jerry S. Lawson, et ux - Surface, Oil & Gas
0.2758 Acres
Gas 0.42 Ac. 0.37%
- 20 Lease No. 905059
Judy Adkins Holbrook, Remainder - Evelyn Adkins Life Estate - Surface, Oil & Gas
0.50 Acres
Gas 0.79 Ac. 0.70%

- 21 Lease No. 905022
Guy Fatony Jr, et al - Oil & Gas
1.42 Acres
Gas 1.14 Ac. 1.01%
- 22 Lease No. 905153
James M. Garvie, et ux - Surface, Oil & Gas
0.2595 Acres
Gas 0.46 Ac. 0.41%
- 23 Lease No.
James Slaughter, et ux - Surface, Oil & Gas
0.2637 Acres
Gas 0.42 Ac. 0.37%
- 24 Lease No.
Pepsi Bottling Co. of Norton, Virginia - Surface, Oil & Gas
0.86 Acres
Gas 0.86 Ac. 0.76%
- 25 Lease No.
Rebecca D. Hensley & Misty R. Hensley - Surface, Oil & Gas
P/O 4.66 Acres
Gas 4.06 Ac. 3.60%
- 26 Lease No. 905197
Robertta Kay H. Duncan, et al - Surface, Oil & Gas
P/O 4.66 Acres
Gas 2.24 Ac. 1.99%
- 27 Lease No. 243323L
Alton P. Lawson, et al - Oil & Gas
1.85 Acres
Gas 0.02 Ac. 0.02%
- 28 Lease No. 905007
Joyce K. Bates - Surface, Oil & Gas
ACIN LLC - coal
Alpha Land & Natural Reserves LLC - coal lessee
WBRD LLC - coal
Dickenson-Russell Coal Company LLC - coal lessee
Gas 0.35 Ac. 0.31%

- 29 Lease No.
Pepsi Bottling Co. of Norton, Virginia - Surface, Oil & Gas
ACIN LLC - coal
Alpha Land & Natural Reserves LLC - coal lessee
WBRD LLC - coal
Dickenson-Russell Coal Company LLC - coal lessee
Gas 0.06 Ac. 0.05%
- 30 Lease No.
William A. Odle, et ux - Surface, Oil & Gas
ACIN LLC - coal
Alpha Land & Natural Reserves LLC - coal lessee
WBRD LLC - coal
Dickenson-Russell Coal Company LLC - coal lessee
4.0 Acres
Gas 2.74 Ac. 2.43%
- 31 Lease No. 905061
Julia Elaine Adkins Herlinger, et al - Surface, Oil & Gas
ACIN LLC - coal
Alpha Land & Natural Reserves LLC - coal lessee
WBRD LLC - coal
Dickenson-Russell Coal Company LLC - coal lessee
2 Acres
Gas 0.99 Ac. 0.88%
- 32 Lease No.
William A. Odle, et ux - Surface, Oil & Gas
ACIN LLC - coal
Alpha Land & Natural Reserves LLC - coal lessee
WBRD LLC - coal
Dickenson-Russell Coal Company LLC - coal lessee
4.0 Acres
Gas 4.72 Ac. 4.19%
- 33 Lease No. 905004
Larry Christensen, et ux - Surface, Oil & Gas
0.52 Acres
Gas 0.51 Ac. 0.45%
- 34 Lease No.
C. P. Edwards, et ux - Surface, Oil & Gas
0.50 Acres
Gas 0.48 Ac. 0.43%

- 35 Lease No.
William A. Odle, et ux - Surface, Oil & Gas
1.0 Acres
Gas 0.86 Ac. 0.76%
- 36 Lease No. 905062
Town of Coeburn, Virginia - Surface, Oil & Gas
1.0 Acres
Gas 3.01 Ac. 2.67%
- 37 Lease No.
Alvin J. Kiss, et ux - Oil & Gas
3.89 Acres
Gas 0.20 Ac. 0.18%
- 38 Lease No. 905134
Danny L. Robinette, et ux - Oil & Gas
1.05 Acres
Gas 0.78 Ac. 0.69%
- 39 Lease No. 905134
Danny L. Robinette, et ux - Oil & Gas
0.818 Acres
Gas 0.65 Ac. 0.58%
- 40 Lease No. 905199
Clyde David Johnson, et ux - Oil & Gas
1.22 Acres
Gas 0.02 Ac. 0.02%
- 41 Lease No.
Cathy Diane Duval - Surface, Oil & Gas
1.47 Acres
Gas 0.91 Ac. 0.81%
- 42 Lease No.
Grover C. Mutter, et ux - Surface, Oil & Gas
1.0 Acres
Gas 0.55 Ac. 0.49%

- 43 Lease No.
P.M. Alder, et ux - Oil & Gas
5.0 Acres
Gas 7.77 Ac. 6.89%
- 44 Lease No.
Dorothy R. Stone, et al - Surface, Oil & Gas
1.23 Acres
Gas 0.05 Ac. 0.04%
- 45 Lease No.
Grover Mutter, et ux - Surface, Oil & Gas
1.875 Acres
Gas 0.11 Ac. 0.10%
- 46 Lease No.
Grover Mutter, et ux - Surface, Oil & Gas
2.125 Acres
Gas 1.07 Ac. 0.95%
- 47 Lease No. 905091
Dolly V. Noonchester, et al - Surface, Oil & Gas
1.0 Acres
Gas 0.39 Ac. 0.35%
- 48 Lease No. 905091
Dolly V. Noonchester, et al - Surface, Oil & Gas 1/2 Int.
1.0 Acres
Gas 0.24 Ac. 0.21%
- 49 Lease No.
Clement Younce - Surface, Oil & Gas
2.2 Acres
Gas 0.01 Ac. 0.01%
- 50 Lease No. 905009
William M. Younce, et ux - Surface, Oil & Gas
8.4 Acres
Gas 3.44 Ac. 3.05%
- 51 Lease No. 905009
William M. Younce, et ux - Surface, Oil & Gas
18.2 Acres
Gas 6.45 Ac. 5.72%

- 52 Lease No. 905009
William M. Younce, et ux - Surface, Oil & Gas
ACIN LLC - coal
Alpha Land & Natural Reserves LLC - coal lessee
WBRD LLC - coal
Dickenson-Russell Coal Company LLC - coal lessee
36.2 Acres
Gas 8.18 Ac. 7.26%

- 53 Lease No. 905119
Roy & Janice Boatright - Oil & Gas
4.4 Acres
Gas 0.13 Ac. 0.12%

- 54 Lease No.
Donald Tucker, Jr. & Lila Tucker - Oil & Gas
1 Acres
Gas 0.26 Ac. 0.22%

EXHIBIT "B"
V-503809

Revised 3/19/2004

000045 DEC 15 3

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
<u>Gas Estate Only</u>				
1	Guy Fatony 616 14th Ave South Apt 106 Surfside, SC 29575	Leased-EPC 904782	11.19000000%	12.6100
2	Pine Mountain Oil & Gas P.O. Box 2136 Abingdon, VA 24212	Leased-EPC 241640 T2-251	27.85000000%	31.3800
3	Carl Edward Blackburn 12905 Bull Run Rd Coeburn, VA 24230	Leased-EPC 244763	1.51000000%	1.7000
4	Carl Edward Blackburn 12905 Bull Run Rd Coeburn, VA 24230	Leased-EPC 244763	0.35000000%	0.3900
5	Danny Wayne Hileman P.O. Box 392 St. Paul, VA 24283	Leased-EPC	0.73000000%	0.8200
6	Betty Jo Odle Emory B. Odle, W/H P.O. Box 367 Coeburn, VA 24230	Leased-EPC 905042	1.69000000%	1.9100
7	Betty Jo Odle Emory B. Odle, W/H P.O. Box 367 Coeburn, VA 24230	Leased-EPC 905042	0.03000000%	0.0300
8	Trustees of the Faith Missionary Baptist Church P.O. Box 1640 Coeburn, VA 24230	Unleased	0.79000000%	0.8900
9	Alice Lucinda Teasley 475 W 2nd Ave Columbus, OH 43201	Unleased	0.59000000%	0.6700
10	Danny E. Brooks Nancy Susan Maples Brooks, H/W P.O. Box 507 Coeburn, VA 24230	Unleased	0.83000000%	0.9300
11	Rudy Garland Holbrook Judy Beth Adkins Holbrook, H/W P.O. Box 301 Coeburn, VA 24230	Leased-EPC 905056	1.46000000%	1.6400
12	Judy Adkins Holbrook P.O. Box 301 Coeburn, VA 24230	Leased-EPC 905059	1.16000000% Remainderman	1.3100
	Eva Evelyn Bryant Adkins P.O. Box 301 Coeburn, VA 24230		(1.160000%) Life Estate	(1.3100)
13	Judy Adkins Holbrook P.O. Box 301 Coeburn, VA 24230	Leased-EPC 905059	0.73000000% Remainderman	0.8200
	Eva Evelyn Bryant Adkins P.O. Box 301 Coeburn, VA 24230		(0.730000%) Life Estate	(0.8200)

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 Revised 3/19/2004

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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>
14	Jerome H. Couch 1274 Front St East Coeburn, VA 24230	Leased-EPC 905021	0.40000000%	0.4500
15	Hugh Latham I.O.O.F. Lodge No. 107 P.O. Box 517 Coeburn, VA 24230	Unleased	0.48000000%	0.5400
16	Daniel Ringley 949 Fall Creek Road Blountville, TN 37617-4819	Unleased	0.00200000%	0.0020
	Mary Sue Smith 303 Buena Vista Dr Blountville, TN 37617	Leased-EPC	0.00200000%	0.0020
	Stewart Ringley c/o Robin Ringley 628 E. Center Dr Bellevue, OH 44811	Leased-EPC	0.00200000%	0.0020
	Joe Allen Ringley P.O. Box 1223 Coeburn, VA 24230	Leased-EPC	0.00200000%	0.0020
	Rita Jo Porter P.O. Box 1563 Coeburn, VA 24230	Leased-EPC	0.00100000%	0.0010
	Mary Alice Clay P.O. Box 91 Coeburn, VA 24230	Leased-EPC	0.00100000%	0.0010
17	Trustees of the Kilgore Cemetery Address Unknown	Unleased	1.10000000%	1.2400
18	Delbert Lee Skeens P.O. Box 522 New Market, VA 22844	Leased-EPC 905133	0.00250000%	0.0025
	Sam Skeens P.O. Box 1124 Coeburn, VA 24230	Leased-EPC 905133	0.00250000%	0.0025
	Judy Rimel 93 Bogey Ave New Market, VA 22844	Leased-EPC 905133	0.00250000%	0.0025
	Loretta Graham Thurman Graham, W/H 212 Dumfries Rd Bristol, TN 37620	Leased-EPC 905133	0.00250000%	0.0025
19	Jerry S. Lawson Edith K. Lawson, H/W 5266 Eastville Rd St. Paul, VA 24283	Unleased	0.37000000%	0.4200
20	Judy Adkins Holbrook P.O. Box 301 Coeburn, VA 24230	Leased-EPC 905059	0.70000000% Remainderman	0.7900

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>
	Eva Evelyn Bryant Adkins P.O. Box 301 Coeburn, VA 24230		(.700000%) Life Estate	(0.7900)
21	Guy Fatony, Jr. 616 14th Ave South Apt 106 Surfside, SC 29575	Leased-EPC 905022	0.50500000%	0.5700
	Samuel W. Fatony P.O. Box 205 Bena, VA 23018	Leased-EPC 905022	0.10100000%	0.1140
	Linda F. Peek 616 14th Ave South Apt 106 Surfside, SC 29575	Leased-EPC 905022	0.10100000%	0.1140
	Brenda Miller 6 Hopvine Ct Woodlands, TX 77381	Leased-EPC 905022	0.10100000%	0.1140
	Mary Chandler 1561 Foley Dr Big Stone Gap, VA 24219	Leased-EPC 905022	0.10100000%	0.1140
	David M. Fatony P.O. Box 110 St. Charles, VA 24282	Leased-EPC 905022	0.10100000%	0.1140
22	James M. Garvie Rebecca E. Garvie, H/W P.O. Box 2736 Coeburn, VA 24230	Leased-EPC 905153	0.41000000%	0.4600
23	James Slaughter Debra Slaughter, H/W 1260 E Front St Coeburn, VA 24230	Unleased	0.37000000%	0.4200
24	Pepsi Bottling Company of Norton P.O. Box 158 Norton, VA 24273	Unleased	0.76000000%	0.8600
25	Rebecca D. Hensley P.O. Box 700 Coeburn, VA 24230	Unleased	1.80000000%	2.0300
	Misty R. Hensley P.O. Box 700 Coeburn, VA 24230	Unleased	1.80000000%	2.0300
26	Lois Johnson Hensley P.O. Box 700 Coeburn, VA 24230	Unleased	(0.497500%)	(0.5600)
	Sharon Hensley 207 Forest Dr Goodview, VA 24095	Unleased	0.24875000%	0.2800
	Linda H. Kingery Ranza Kingery, W/H 6477 Crowell Gap Rd Roanoke, VA 24014	Unleased	0.24875000%	0.2800
	Rebecca D. Hensley P.O. Box 700 Coeburn, VA 24230	Unleased	0.16596600%	0.1868

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V-503809
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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>
	Misty R. Hensley P.O. Box 700 Coeburn, VA 24230	Unleased	0.16596600%	0.1868
	Roberta Kay H. Duncan Gerald F. Duncan, W/H 2312 Wayfarer Dr Byron, CA 94514	Leased-EPC 905197	0.24875000%	0.2800
	Freda H. Prillamon 2828 Neil Dr NW Roanoke, VA 24019	Unleased	0.49750000%	0.5600
	Mary Bell Owens Gordon Owens, W/H 613 Azalea Ave Richmond, VA 23227	Unleased	0.08278400%	0.0932
	Carol Hensley J. D. Hensley, W/H 533 East Dale St Highland Springs, VA 23075	Unleased	0.08278400%	0.0932
	James Lee Helbert Sandy Helbert, H/W 1010 Terra Alta Dr Aylett, VA 23009	Unleased	0.08291700%	0.0933
	Sherry Beavers Larry Beavers, W/H Rt 1 Box 60 Dungannon, VA 24245	Unleased	0.08291700%	0.0933
	Carl Helbert, Jr. Kathy Helbert, H/W P.O. Box 1191 Coeburn, VA 24230	Unleased	0.08291600%	0.0934
27	Alton P. Lawson 121 Beech Avenue N.E. Coeburn, VA 24230	Leased-EPC 243323.01	0.00666700%	0.0067
	Clonnie A. Lawson 17208 Capella Lane Abingdon, VA 24210	Leased-EPC 243323.02	0.00666700%	0.0067
	Timothy Lawson and Betina Lawson, H/W 4464 Stollwood Drive Carmichael, CA 95608-1564	Unleased	0.00666600%	0.0066
28	Joyce K. Bates, widow PO Box 1323 Coeburn, VA 24230	Leased-EPC 905007.00	0.31000000%	0.3500
29	Pepsi Bottling Company of Norton Virginia PO Box 158 Norton, VA 24273-0158	Unleased	0.05000000%	0.0600
30	William A. Odle and Annie Jean Odle 1215A Front Street Coeburn, VA 24230	Unleased	2.43000000%	2.7400

EXHIBIT "B"
V-503809
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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>
31	Julia Elaine Adkins Herlinger, widow PO Box 1722 Coeburn, VA 24230-1722	Leased-EPC 905061.01	0.44000000%	0.4950
	Eva Evelyn Bryant Adkins, widow PO Box 1722 Coeburn, VA 24230-1722	Leased-EPC 905061.01	0.44000000%	0.4950
32	William A. Odle and Annie Jean Odle 1215A Front Street Coeburn, VA 24230	Unleased	4.19000000%	4.7200
33	Larry Christensen and Jewel Christensen 1235 East Front Street Coeburn, VA 24230	Leased-EPC	0.45000000%	0.5100
34	C. P. Edwards and Ella Edwards PO. Box 253 Jean, Nevada 89019	Unleased	0.43000000%	0.4800
35	William A. Odle and Annie Jean Odle 1215A Front Street Coeburn, VA 24230	Unleased	0.76000000%	0.8600
36	Town of Coeburn Virginia PO Box 370 Coeburn, VA 24230-0370	Leased-EPC	2.67000000%	3.0100
37	Alvin J. Kiss and Mary Clement Kiss, H/W Address Unknown	Unleased	0.18000000%	0.2000
38	Danny L. Robinette and Patricia Robinette, H/W HC 05, Box 426 Coeburn, VA 24230	Leased-EPC 905134	0.69000000%	0.7800
39	Danny L. Robinette and Patricia Robinette, H/W HC 05, Box 426 Coeburn, VA 24230	Leased-EPC 905134	0.58000000%	0.6500
40	Clyde David Johnson and Mary Teresa Johnson, H/W PO Box 1322 Coeburn, VA 24230	Leased-EPC 905199	0.02000000%	0.0200
41	Cathy Diane Duval PO Box 1412 Coeburn, VA 24230-1412	Unleased	0.81000000%	0.9100
42	Grover C. Mutter and Mary J. Mutter, H/W PO Box 322 Coeburn, VA 24230	Unleased	0.49000000%	0.5500
43	P. M. Alder and Okla F. Alder, H/W Address Unknown	Unleased	6.89000000%	7.7700
44	Dorothy R. Stone 1221 Plateau Place Annapolis, MD 21401	Leased-EPC	0.01000000%	0.0125

EXHIBIT "B"
V-503809
 Revised 3/19/2004

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
	Phyllis R. Upperman 330 E. Loudon Valley Dr. Purcellville, VA 20132	Leased-EPC	0.01000000%	0.0125
	Charles Leon Ritchie Box 121 Laurel Lane Hendersonville, TN 37075	Leased-EPC	0.01000000%	0.0125
	Cathy Ritchie a/k/a Katherine Ritchie 2985 Monclair Rd Chester, VA 23831	Leased-EPC	0.01000000%	0.0125
45	Grover Mutter and Juanita Mutter, H/W PO Box 1412 Coeburn, VA 24230-1412	Unleased	0.10000000%	0.1100
46	Grover Mutter and Juanita Mutter, H/W PO Box 1412 Coeburn, VA 24230-1412	Unleased	0.95000000%	1.0700
47	Dolly V. Noonchester and Roger Noonchester, W/H PO Box 1065 Coeburn, VA 24230-0165	Unleased	0.17500000%	0.1950
	Lewis Edward Rumley and Hester Ann Rumley, H/W PO Box 2347 Coeburn, VA 24230	Leased-EPC 905091	0.17500000%	0.1950
48	Dolly V. Noonchester and Roger Noonchester, W/H PO Box 1065 Coeburn, VA 24230-0165	Unleased	0.10500000%	0.1200
	Lewis Edward Rumley and Hester Ann Rumley, H/W PO Box 2347 Coeburn, VA 24230	Leased-EPC 905091	0.10500000%	0.1200
49	Clement Younce 1111 Hill Street Coeburn, VA 24230	Unleased	0.01000000%	0.0100
50	William M. Younce and Mary Lou Younce PO Box 2341 Coeburn, VA 24230	Leased-EPC 905009	3.05000000%	3.4400
51	William M. Younce and Mary Lou Younce PO Box 2341 Coeburn, VA 24230	Leased-EPC 905009	5.72000000%	6.4500
52	William M. Younce and Mary Lou Younce PO Box 2341 Coeburn, VA 24230	Leased-EPC 905009	7.26000000%	8.1800

EXHIBIT "B"
V-503809
Revised 3/19/2004

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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>
53	Roy E. Boatright a/k/a R.E. Boatright and Janice Boatright 4555 Boatright Hollow Road Coeburn, VA 24230	Leased-EPC 905119	0.12000000%	0.1300
54	Donald Tucker, Jr. P.O. Box 2712 Coeburn, VA 24230	Leased-EPC	0.22000000%	0.2600
TOTAL GAS ESTATE			100.00000000%	112.6900
Percentage of Unit Leased			71.79008400%	
Percentage of Unit Unleased			28.20991600%	
Acreage in Unit Leased				80.8964
Acreage in Unit Unleased				31.7936

V-503809

Added/Dismissed Parties

Revised 3/19/2004

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
<u>Added</u>				
5	Danny Wayne Hileman P.O. Box 392 St. Paul, VA 24283	Leased-EPC	0.73000000%	0.8200
54	Donald Tucker, Jr. P.O. Box 2712 Coeburn, VA 24230	Leased-EPC	0.22000000%	0.2600
<u>Dismissed</u>				
5	Desiree Mullins 8859 Oliver Court Manassas, VA 22110	Unleased	0.73000000%	0.8200
16	Mary Sue Smith 303 Buena Vista Dr Blountville, TN 37617	Leased-EPC	0.00000000%	0.0000
	Stewart Ringley c/o Robin Ringley 628 E. Center Dr Bellevue, OH 44811	Leased-EPC	0.00000000%	0.0000
	Joe Allen Ringley P.O. Box 1223 Coeburn, VA 24230	Leased-EPC	0.00000000%	0.0000
	Rita Jo Porter P.O. Box 1563 Coeburn, VA 24230	Leased-EPC	0.00000000%	0.0000
	Mary Alice Clay P.O. Box 91 Coeburn, VA 24230	Leased-EPC	0.00000000%	0.0000

EXHIBIT "B-3"
V-503809
Unleased Owners
 Revised 3/19/2004

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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>Gas Estate Only</u>				
8	Trustees of the Faith Missionary Baptist Church P.O. Box 1640 Coeburn, VA 24230	Unleased	0.79000000%	0.8900
9	Alice Lucinda Teasley 475 W 2nd Ave Columbus, OH 43201	Unleased	0.59000000%	0.6700
10	Danny E. Brooks Nancy Susan Maples Brooks, H/W P.O. Box 507 Coeburn, VA 24230	Unleased	0.83000000%	0.9300
15	Hugh Latham I.O.O.F. Lodge No. 107 P.O. Box 517 Coeburn, VA 24230	Unleased	0.48000000%	0.5400
16	Daniel Ringley 949 Fall Creek Road Blountville, TN 37617-4819	Unleased	0.00200000%	0.0020
17	Trustees of the Kilgore Cemetery Address Unknown	Unleased	1.10000000%	1.2400
19	Jerry S. Lawson Edith K. Lawson, H/W 5266 Eastville Rd St. Paul, VA 24283	Unleased	0.37000000%	0.4200
23	James Slaughter Debra Slaughter, H/W 1260 E Front St Coeburn, VA 24230	Unleased	0.37000000%	0.4200
24	Pepsi Bottling Company of Norton P.O. Box 158 Norton, VA 24273	Unleased	0.76000000%	0.8600
25	Rebecca D. Hensley P.O. Box 700 Coeburn, VA 24230	Unleased	1.80000000%	2.0300
	Misty R. Hensley P.O. Box 700 Coeburn, VA 24230	Unleased	1.80000000%	2.0300
26	Lois Johnson Hensley P.O. Box 700 Coeburn, VA 24230	Unleased	(0.497500%)	(0.5600)
	Sharon Hensley 207 Forest Dr Goodview, VA 24095	Unleased	0.24875000%	0.2800

EXHIBIT "B-3"
V-503809
Unleased Owners
 Revised 3/19/2004

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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>
	Linda H. Kingery Ranza Kingery, W/H 6477 Crowell Gap Rd Roanoke, VA 24014	Unleased	0.24875000%	0.2800
	Rebecca D. Hensley P.O. Box 700 Coeburn, VA 24230	Unleased	0.16596600%	0.1868
	Misty R. Hensley P.O. Box 700 Coeburn, VA 24230	Unleased	0.16596600%	0.1868
	Freda H. Prillamon 2828 Neil Dr NW Roanoke, VA 24019	Unleased	0.49750000%	0.5600
	Mary Bell Owens Gordon Owens, W/H 613 Azalea Ave Richmond, VA 23227	Unleased	0.08278400%	0.0932
	Carol Hensley J. D. Hensley, W/H 533 East Dale St Highland Springs, VA 23075	Unleased	0.08278400%	0.0932
	James Lee Helbert Sandy Helbert, H/W 1010 Terra Alta Dr Aylett, VA 23009	Unleased	0.08291700%	0.0933
	Sherry Beavers Larry Beavers, W/H Rt 1 Box 60 Dungannon, VA 24245	Unleased	0.08291700%	0.0933
	Carl Helbert, Jr. Kathy Helbert, H/W P.O. Box 1191 Coeburn, VA 24230	Unleased	0.08291600%	0.0934
	Timothy Lawson and Betina Lawson, H/W 4464 Stollwood Drive Carmichael, CA 95608-1564	Unleased	0.00666600%	0.0066
29	Pepsi Bottling Company of Norton Virginia PO Box 158 Norton, VA 24273-0158	Unleased	0.05000000%	0.0600
30	William A. Odle and Annie Jean Odle 1215A Front Street Coeburn, VA 24230	Unleased	2.43000000%	2.7400
32	William A. Odle and Annie Jean Odle 1215A Front Street Coeburn, VA 24230	Unleased	4.19000000%	4.7200

EXHIBIT "B-3"
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Unleased Owners
 Revised 3/19/2004

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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>
34	C. P. Edwards and Ella Edwards PO. Box 253 Jean, Nevada 89019	Unleased	0.43000000%	0.4800
35	William A. Odle and Annie Jean Odle 1215A Front Street Coeburn, VA 24230	Unleased	0.76000000%	0.8600
✓ 37	Alvin J. Kiss and Mary Clement Kiss, H/W Address Unknown	Unleased	0.18000000%	0.2000
41	Cathy Diane Duval PO Box 1412 Coeburn, VA 24230-1412	Unleased	0.81000000%	0.9100
42	Grover C. Mutter and Mary J. Mutter, H/W PO Box 322 Coeburn, VA 24230	Unleased	0.49000000%	0.5500
✓ 43	P. M. Alder and Okla F. Alder, H/W Address Unknown	Unleased	6.89000000%	7.7700
✓ 45	Grover Mutter and Juanita Mutter, H/W PO Box 1412 Coeburn, VA 24230-1412	Unleased	0.10000000%	0.1100
✓ 46	Grover Mutter and Juanita Mutter, H/W PO Box 1412 Coeburn, VA 24230-1412	Unleased	0.95000000%	1.0700
✓ 47	Dolly V. Noonchester and Roger Noonchester, W/H PO Box 1065 Coeburn, VA 24230-0165	Unleased	0.17500000%	0.1950
✓ 48	Dolly V. Noonchester and Roger Noonchester, W/H PO Box 1065 Coeburn, VA 24230-0165	Unleased	0.10500000%	0.1200
✓ 49	Clement Younce 1111 Hill Street Coeburn, VA 24230	Unleased	0.01000000%	0.0100
TOTAL GAS ESTATE			28.20991600%	31.7936

Listing of Unleased Owner/Claimants requiring Escrow
 Revised 3/19/2004

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
<u>Gas Estate Only</u>				
17	Trustees of the Kilgore Cemetery Address Unknown	Unleased	1.10000000%	1.2400
37	Alvin J. Kiss and Mary Clement Kiss, H/W Address Unknown	Unleased	0.18000000%	0.2000
43	P. M. Alder and Okla F. Alder, H/W Address Unknown	Unleased	6.90000000%	7.7700
TOTAL GAS ESTATE			8.18000000%	9.2100

INSTRUMENT #200405/22
 RECORDED IN THE CLERK'S OFFICE OF
 WISE COUNTY ON
 DECEMBER 15, 2004 AT 10:51AM
 J. JACK KENNEDY, JR., CLERK

RECORDED BY: TLS