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INSTRUMENT PREPARED BY
VIRGINIA GAS AND OIL BOARD

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ORDER RECORDED UNDER CODE
OF VIRGINIA SECTION 45.1-361.26

VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

SUPPLEMENTAL ORDER REGARDING DOCKET NO. VGOB 04/04/20-1285

ELECTIONS, UNIT: V-536034

(hereinafter "Subject Drilling Unit")

TAX MAP IDENTIFICATION NUMBERS:

TAX MAP IDENTIFICATION NUMBERS FOR ALL PARCELS
AFFECTED BY THIS ORDER ARE SHOWN ON EXHIBIT (S) -
B WHICH IS/ARE ATTACHED TO AND A PART OF
THIS ORDER.

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 December 14, 2004, and recorded Instrument #200405724 at the Office of the Clerk of Circuit Court, Wise County, Virginia on December 15, 2004, (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 January 7, 2005, 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;

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- (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 May 3, 2005, 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. A copy of which is attached hereto as Exhibit B;
 - (e) Current Board standards requiring the escrow of funds and the Board's agreement with its Escrow Agent, 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 a true and correct copy of this Order was mailed 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.

VIRGINIA:

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BEFORE THE VIRGINIA GAS AND OIL BOARD

IN RE: Application of Equitable Production Company, for Forced Pooling of Interests in Unit Number V-536034 VGOB Docket No. VGOB-04/04/20-1285 in the Lipps Magisterial District of Wise 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, Kingsport, Tennessee 37660, and is authorized to give this Affidavit in its behalf;
2. That the Order entered on December 14, 2004, 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 December 15, 2004.
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, as unknown or/unlocatable.

NONE

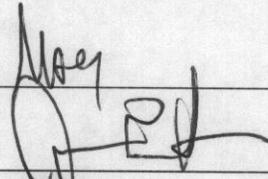
7. That after the pooling hearing held in the captioned matter, the following persons have leased or entered into a voluntary agreement with the Designated Operator with regard to their interest and/or claims.

Tract 8	Jean C. Kirschbaum 363 Union Drive Monroe Township, NJ 08831-1728	Leased-EPC 905454.06
	James L. Burns 1208 Newry Lane Duncansville, PA 16635	Leased-EPC 905454.08
	Ann Burns Noe 127 Timber Ridge Road Erwin, TN 37650	Leased-EPC 905454.07
	Nancy Muse Winchester 8722 Teresa Lane Laurel, MD 20723-1228	Leased-EPC 905454.09
	James A. Muse, Jr. 9077 Mt. Vernon Avenue Charlotte, NC 28103	Leased-EPC 905454.10

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.

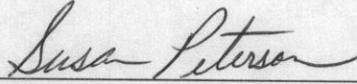
<u>Tract</u>	<u>Payee</u>	<u>Cash Consideration</u>
2	Ryan M. Jacques P.O. Box 2612 Coeburn, VA 24230	32.2700 X \$5.00 = \$161.35
10	Benford Stanley Ruth E. Stanley 13842 Dry Fork Rd Coeburn, VA 24230	1.8100 X \$5.00 = \$9.05

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 3rd day of May 2005.

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 3rd day of May 2005.

My commission expires: 11-12-08


Notary

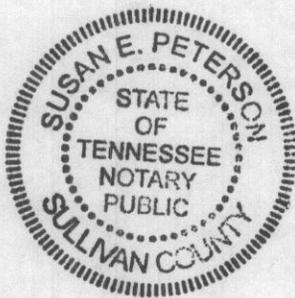


EXHIBIT "B"
V-536034
VGOB 04/04/20-1285

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>	<u>NET REVENUE INTEREST</u>
1 ID 034417	ACIN LLC P.O. Box 2827 Huntington, WV 25727	Leased-EPC 904576	31.110000%	35.0600	0.03888750
	Equitable Production Company				0.27221250
Tract 1 Totals			31.110000%	35.0600	0.31110000
2 ID 007334	Ryan M. Jacques P.O. Box 2612 Coeburn, VA 24230	Unleased	28.640000%	32.2700	0.03580000
	Equitable Production Company				0.25060000
Tract 2 Totals			28.640000%	32.2700	0.28640000
3 ID 037609	Hansford J. Salyer Elsie M. Salyer 3503 Hall Hollow Rd Coeburn, VA 24230-5619	Leased-EPC 904768	1.840000%	2.0700	0.00230000
	Equitable Production Company				0.01610000
Tract 3 Totals			1.840000%	2.0700	0.01840000
4 ID 008369	Hansford J. Salyer Elsie M. Salyer 3503 Hall Hollow Rd Coeburn, VA 24230-5619	Leased-EPC 243488	5.920000%	6.6700	0.00740000
	Equitable Production Company				0.05180000
Tract 4 Totals			5.920000%	6.6700	0.05920000
5 ID 008387	Ralph Salyer Pamela Salyer 3513 Hall Hollow Rd Coeburn, VA 24230	Leased-EPC 905458.00	0.120000%	0.1400	0.00015000
	Equitable Production Company				0.00105000
Tract 5 Totals			0.120000%	0.1400	0.00120000
6 ID 007987	James Hughes 13936 Dry Fork Rd Coeburn, VA 24230	Leased-EPC 905457.00	9.930000%	11.1900	0.01241250
	Equitable Production Company				0.08688750
Tract 6 Totals			9.930000%	11.1900	0.09930000
7 ID 034766	ACIN LLC P.O. Box 2827 Huntington, WV 25727	Leased-EPC 904576	11.120000%	12.5400	0.01390000
	Equitable Production Company				0.09730000
Tract 7 Totals			11.120000%	12.5400	0.11120000

GROSS ACREAGE 2 JUL 25 10
NET REVENUE INTEREST

EXHIBIT "B"
V-536034
VGOB 04/04/20-1285

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>	<u>NET REVENUE INTEREST</u>
8 O&G Not assessed S&C 019064	Dorothy C. Quillin P.O. Box 163 Coeburn, VA 24230	Leased-EPC 905454.01	0.702500%	0.79125	0.00087813
	Elizabeth A. Pobst 409 Greenfield Place Bristol, TN 37620	Leased-EPC 905454.02	0.702500%	0.79125	0.00087813
	Mary F. Quillin 900 Taborlake Court Lexington, KY 40502	Leased-EPC 905454.03	0.702500%	0.79125	0.00087813
	Joyce Potter 679 Fishburg Rd Dayton, OH 45424	Leased-EPC 905454.04	0.702500%	0.79125	0.00087813
	Charlotte L. Brillhart 154 Crestview Dr Abingdon, VA 24210	Leased-EPC 905454.05	0.702500%	0.79125	0.00087812
	Jean C. Kirschenbaum 363 Union Drive Monroe Township, NJ 08831-1728	Leased-EPC 905454.06	0.702500%	0.7913	0.00087813
	James L. Burns 1208 Newry Lane Duncansville, PA 16635	Leased-EPC 905454.08	0.351250%	0.3956	0.00043906
	Ann Burns Noe 127 Timber Ridge Road Erwin, TN 37650	Leased-EPC 905454.07	0.351250%	0.3956	0.00043907
	Nancy Muse Winchester 8722 Teresa Lane Laurel, MD 20723-1228	Leased-EPC 905454.09	0.234167%	0.2638	0.00029270
	James A. Muse, Jr. 9077 Mt. Vernon Avenue Charlotte, NC 28103	Leased-EPC 905454.10	0.234167%	0.2638	0.00029270
Susan Muse Alred 4473 Downing Place Way Mt. Pleasant, NC 29468	Unleased	0.234166%	0.2638	0.00029270	
	Equitable Production Company				0.04917500
Tract 8 Totals			5.620000%	6.3300	0.05620000
9 ID 019064	ACIN LLC P.O. Box 2827 Huntington, WV 25727	Leased-EPC 904576	4.090000%	4.6100	0.00511250
	Equitable Production Company				0.03578750
Tract 9 Totals			4.090000%	4.6100	0.04090000

EXHIBIT "B"
V-536034
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<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>	<u>NET REVENUE INTEREST</u>
10 ID 006280	Benford Stanley Ruth E. Stanley 13842 Dry Fork Rd Coeburn, VA 24230	Unleased	1.610000%	1.8100	0.00201250
	Equitable Production Company				0.01408750
Tract 10 Totals			1.610000%	1.8100	0.01610000
TOTAL GAS ESTATE			100.000000%	112.6900	1.00000000

INSTRUMENT #200503177
RECORDED IN THE CLERK'S OFFICE OF
WISE COUNTY ON
JULY 25, 2005 AT 11:49AM
J. JACK KENNEDY, JR., CLERK

RECORDED BY: TLS

928

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Instrument Control Number

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**Commonwealth of Virginia
Land Record Instruments
Cover Sheet - Form A**

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[ILS VLR Cover Sheet Agent 1.0.83]

INSTRUMENT #200503177
RECORDED IN THE CLERK'S OFFICE OF
WISE COUNTY ON
JULY 25, 2005 AT 11:49AM
J. JACK KENNEDY, JR., CLERK

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Date of Instrument: [07/22/05]

Instrument Type: [ORDER]

Number of Parcels [1]

Number of Pages [9]

City County [Wise

First and Second Grantors

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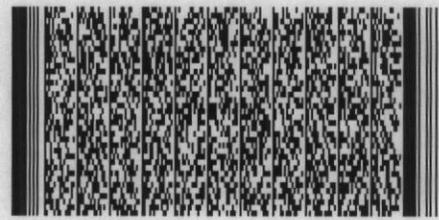
First and Second Grantees

Last Name	First Name	Middle Name or Initial	Suffix
[Acin LLC]]]
[Jacques]	[Ryan]

Grantee Address (Name) [Equitable Production Company]
 (Address 1) [Cloverleaf Square]
 (Address 2) []
 (City, State, Zip) [Big Stone Gap] [VA] [24219]
 Consideration [0.00] Existing Debt [0.00] Assumption Balance [0.00]

Prior Instr. Recorded at: City County [Wise] Percent. in this Juris. [100]
 Book [] Page [] Instr. No [200405724]
 Parcel Identification No (PIN) [V-536034]
 Tax Map Num. (if different than PIN) []
 Short Property Description [Supplemental Order]
 Current Property Address (Address 1) []
 (Address 2) []
 (City, State, Zip) [] [] []

Instrument Prepared By [Virginia Gas and Oil Board]
 Recording Paid for By [Department of Mines, Minerals & Energy]
 Return Recording To (Name) [Diane Davis]
 (Address 1) [DMME]
 (Address 2) [P. O. Box 1416]
 (City, State, Zip) [Abingdon] [VA] [24212]
 Customer Case ID [VGOB-04-04/20-1285] []



Instrument Control Number

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000014 JUL 25 2005

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: [07/22/05]

Instrument Type: [ORDER]

Number of Parcels [1]

Number of Pages [9]

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

Grantors/Grantees/Parcel Continuation Form B

Last Name	First Name	Middle Name or Initial	Suffix
<input type="checkbox"/>	[Salyer]	[Hansford]	[J]
<input type="checkbox"/>	[Salyer]	[Elsie]	[M]
<input type="checkbox"/>	[Salyer]	[Ralph]	[]
<input type="checkbox"/>	[Salyer]	[Pamela]	[]
<input type="checkbox"/>	[Hughes]	[James]	[]
<input type="checkbox"/>	[Quillen]	[Dorothy]	[C]
<input type="checkbox"/>	[Pobst]	[Elizabeth]	[A]
<input type="checkbox"/>	[Quillen]	[Mary]	[F]
<input type="checkbox"/>	[Potter]	[Joyce]	[]
<input type="checkbox"/>	[Brillhart]	[Charlotte]	[L]
<input type="checkbox"/>	[Kischenbaum]	[Jean]	[C]
<input type="checkbox"/>	[Burns]	[James]	[L]
<input type="checkbox"/>	[Noe]	[Ann]	[Burns]
<input type="checkbox"/>	[Winchester]	[Nancy]	[Muse]
<input type="checkbox"/>	[Muse]	[James]	[A] [Jr]
<input type="checkbox"/>	[Alred]	[Susan]	[Muse]

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) [] [] []

