

VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

APPLICANT:	<b>Equitable Production Company</b>	)	VIRGINIA GAS
		)	AND OIL BOARD
RELIEF SOUGHT:	POOLING OF INTERESTS IN A 58.77	)	
	ACRE SQUARE DRILLING UNIT	)	DOCKET NO.
	DESCRIBED IN <b>EXHIBIT A</b> HERETO	)	<b>VGOB-04/08/17-1324</b>
	LOCATED IN THE <b>NORA</b> COAL BED GAS	)	
	FIELD AND SERVED BY WELL NO.	)	
	<b>VC-501854</b> (herein "Subject Drilling	)	
	Unit") PURSUANT TO VA. CODE	)	
	§§ 45.1-361.21 AND 45.1-361.22,	)	
	FOR THE PRODUCTION OF OCCLUDED	)	
	NATURAL GAS PRODUCED FROM COALBEDS	)	
	AND ROCK STRATA ASSOCIATED	)	
	THEREWITH (herein "Coalbed Methane	)	
	Gas" or "Gas")	)	
		)	
		)	
LEGAL DESCRIPTION:		)	
		)	
	SUBJECT DRILLING UNIT SERVED BY WELL NUMBERED	)	
	<b>VC-501854</b> (herein "Well") TO BE DRILLED IN	)	
	THE LOCATION DEPICTED ON <b>EXHIBIT A</b> HERETO,	)	
	<b>Pine Mountain Oil and Gas, Inc.</b>	)	
	<b>Tract T-485</b>	)	
	<b>Duty QUADRANGLE</b>	)	
	<b>Castlewood MAGISTERIAL DISTRICT</b>	)	
	<b>Russell COUNTY, VIRGINIA</b>	)	
	(the "Subject Lands" are more	)	
	particularly described on <b>Exhibit A</b> ,	)	
	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 **August 17, 2004** Southwest Higher Education Center, Campus of Virginia Highlands Community College, Abingdon, Virginia.

2. Appearances: **James E. Kaiser of Wilhoit and Kaiser**, appeared for the Applicant; and **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 and/or potential owner, i.e., person identified by Applicant as having ("Owner") or claiming ("Claimant") the rights to Coalbed Methane Gas in all Pennsylvania-aged coals

from the top of the Raven, including but not limited to Jawbone, Greasy Creek, C-Seam, War Creek, Beckley, Lower Horsepen, X-Seam, Poco #8 Poco #6, Poco #5R, Poco #2 and any other unnamed coal seams, coalbeds and rock strata associated therewith (hereafter "Subject Formations") in the Subject Drilling Unit underlying and comprised of Subject Lands; (2) represented it has given notice to those parties so identified (hereafter sometimes "person(s)" whether referring to individuals, corporations, partnerships, associations, companies, businesses, trusts, joint ventures or other legal entities) entitled by Va. Code §§ 45.1-361.19 and 45.1-361.22, to notice of the application filed herein; and (3) that the persons set forth in **Exhibit B-3** hereto have been identified by Applicant as persons who may be Owners or Claimants of Coalbed Methane Gas interests in Subject Formations in the Subject Drilling Unit who have not heretofore agreed to lease or sell to the Applicant and/or voluntarily pool their Gas interests. 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 state due process.

4. Amendments: **None.**

5. Dismissals: **None.**

6. Relief Requested: Applicant requests (1) that pursuant to Va. Code § 45.1-361.22, including the applicable portions of § 45.1-361.21, the Board pool the rights, interests and estates in and to the Gas in the Subject Drilling Unit, including those of the Applicant and of the known and unknown persons named in **Exhibit B-3** hereto and that of their known and unknown heirs, executors, administrators, devisees, trustees, assigns and successors, both immediate and remote, for the drilling and operation, including production, of Coalbed Methane Gas produced from the Subject Drilling Unit established for the Subject Formations underlying and comprised of the Subject Lands, (hereafter sometimes collectively identified and referred to as "well development and/or operation in the Subject Drilling Unit"); and, (2) that the Board designate **Equitable Production Company** as the Unit Operator.

7. Relief Granted: The requested relief in this cause shall be and hereby is granted and: (1) pursuant to Va. Code § 45.1-361.21.C.3, **Equitable Production Company** (hereafter "Unit Operator" or "Operator") is designated as the Unit Operator authorized to drill and operate the Well in Subject Drilling Unit at the location depicted on the plat attached hereto as **Exhibit A**, subject to the permit provisions contained in Va. Code § 45.1-361.27, et seq.; to §§ 4 VAC 25-150 et seq., Gas and Oil Regulations; to § 4 VAC 25-160 et seq., Virginia Gas and Oil Board Regulations and to the Nora Coal Bed Gas Field Rules established by the Oil and Gas Conservation Board's Order entered March 26, 1989; all as amended from time to time; and (2) all the interests and estates in and to the Gas in Subject Drilling Unit, including that of the Applicant, the Unit Operator and 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 Formation in the

Subject Drilling Unit underlying and comprised of the Subject Lands.

Pursuant to the Nora Coal Field Rules promulgated under the authority of Va. Code § 45.1-361.20, the Board has adopted the following method for the calculation of production and revenue and allocation of allowable costs for the production of Coalbed Methane Gas.

For Frac Well Gas. - Gas shall be produced from and allocated to only the 58.77 acre drilling unit in which the well is located according to the undivided interests of each Owner/Claimant within the unit, which undivided interest shall be the ratio (expressed as a percentage) that the amount of mineral acreage within each separate tract that is within the Subject Drilling Unit, when platted on the surface, bears to the total mineral acreage, when platted on the surface, contained within the entire 58.77-acre drilling unit in the manner set forth in the Nora Field Rules.

8. Election and Election Period: In the event any Owner or Claimant named in **Exhibit B-3** hereto does not reach a voluntary agreement to share in the operation of the well located in the Subject Drilling Unit, at a rate of payment mutually agreed to by said Gas Owner or Claimant and the Unit Operator, then such person named 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 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 its 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 Applicant or Unit Operator may elect to participate in the Well development and operation in the Subject Drilling Unit (hereafter "Participating Operator") by agreeing to pay the estimate of such Participating Operator's proportionate part of the actual and reasonable costs, including a reasonable supervision fee, of the Well development and operation in the Subject Drilling Unit, as more particularly set forth in Virginia Gas and Oil Board Regulation 4 VAC 25-160-100 (herein "Completed for Production Costs"). Further, a Participating Operator agrees to pay the estimate of such Participating Operator's proportionate part of the Estimated, Completed-for-Production Costs as set forth below to the Unit Operator within forty-five (45) days from the later of the date of mailing or the date of recording of this Order. The estimated Completed-for-Production Costs for the Subject Drilling Unit are as follows:

Completed-for-Production Costs:           **\$299,336.00**

A Participating Operator's proportionate cost hereunder shall be the result obtained by multiplying the Participating Operators' "Interest in 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 in Subject Drilling Unit under Paragraph 9.1 above, any Gas Owner or Claimant named in **Exhibit B-3** hereto who has not reached a voluntary agreement with the Unit Operator may elect to accept a cash bonus consideration of \$5.00 per net mineral acre owned by such person, commencing upon entry of this Order and continuing annually until commencement of production from Subject Drilling Unit, and thereafter a royalty of 1/8th of 8/8ths [twelve and one-half percent (12.5%)] of the net proceeds received by the Unit Operator for the sale of the Gas produced from any Well development and operation covered by this Order multiplied by that person's Interest Within Unit as set forth in **Exhibit B-3** [for purposes of this Order, net proceeds shall be actual proceeds received less post-production costs incurred downstream of the wellhead, including, but not limited to, gathering, compression, treating, transportation and marketing costs, whether performed by Unit Operator or a third person] as fair, reasonable and equitable compensation to be paid to said Gas Owner or Claimant. The initial cash bonus shall become due and owing when so elected and shall be tendered, paid or escrowed within one hundred twenty (120) days of recording of this Order. Thereafter, annual cash bonuses, if any, shall become due and owing on each anniversary of the date of recording of this order in the event production from Subject Drilling Unit has not theretofore commenced, and once due, shall be tendered, paid or escrowed within sixty (60) days of said anniversary date. Once the initial cash bonus and the annual cash bonuses, if any, are so paid or escrowed, said payment(s) shall be satisfaction in full for the right, interests, and claims of such electing person in and to the Gas produced from Subject Formation in the Subject Lands, except, however, for the 1/8th royalties due hereunder.

Subject to a final legal determination of ownership, the election made under this Paragraph 9.2, when so made, shall be satisfaction in full for the right, interests, and claims of such electing person in any well development and operation covered hereby and such electing person shall be deemed to have and hereby does 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** who has not reached a voluntary agreement with the Unit Operator may elect to share in the well development and operation in 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 and operation.

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 Applicant for the period of time during which its 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 has not reached a voluntary agreement with the Applicant or Unit Operator and fails to elect within the time, in the manner, and in accordance with the terms of this Order, one of the alternatives set forth in Paragraph 9 above for which his interest qualifies, then such person shall be deemed to have elected not to participate in the proposed 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 said Gas produced from Subject Formation in Subject Drilling Unit to the Unit Operator. Persons who fail to properly elect shall be deemed to have accepted the compensation and terms set forth herein at Paragraph 9.2 in satisfaction in full for the right, interests, and claims of such person in and to the Gas produced from Subject Formation underlying Subject Lands.

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

13. Unit Operator (or Operator): **Equitable Production Company** shall be and hereby is designated as Unit Operator authorized to drill and operate the Well(s) 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; §§ 4 VAC 25-160 et seq., Virginia Gas and Oil Board Regulations; Oil and Gas Conservation Board ("OGCB") Order establishing the Nora Coal Bed Gas Field Rules entered March 26, 1989; 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 25328  
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 within Subject Drilling Unit within seven hundred thirty (730) days from the date of this Order, and shall prosecute the same with due diligence. If the Unit Operator has not so commenced and/or prosecuted, then this order shall terminate, except for any cash sums then 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 even at 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(s) has been paid the full amounts due under the terms of this Order.

16. Escrow Provisions:

The Applicant represented to the Board that there **are** unknown or unlocatable claimants in Subject Drilling Unit whose payments are subject to the provisions of Paragraph 16; and, the Unit Operator has represented to the Board that there **are** conflicting claimants in the Subject Drilling Unit whose payments are subject to the provisions of Paragraph 16.2 hereof. Therefore, by this Order, the Escrow Agent named herein or any successor named by the Board, **is** required to establish an interest-bearing escrow account for the Subject Drilling Unit (herein "Escrow Account"), and to receive and account to the Board pursuant to its agreement for the escrowed funds hereafter described in Paragraphs 16.1 and 16.2:

Wachovia Bank  
 Corporate Trust PA1328  
 123 South Broad Street  
 Philadelphia, PA 19109-1199  
 Attn: Rachel Rafferty

16.1.

Escrow Provisions For Unknown or Unlocatable Persons: If any payment of bonus, royalty payment or other payment due and owing under this Order cannot be made because the person entitled thereto cannot be located or is unknown, then such cash bonus, royalty payment, or other payment shall not be commingled with any funds of the Unit Operator and, pursuant to Va. Code § 45.1-361.21.D, said sums shall be deposited by the Unit Operator into the Escrow Account, commencing within one hundred twenty (120) days of recording of this Order, and continuing thereafter on a monthly basis with each deposit to be made, by use of a report format approved by the Inspector, by a date which is no later than sixty (60) days after the last day of the month being reported and/or for which funds are being deposited. 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** has made a delegation of authority to **Equitable Production Company** to explore, develop and

- maintain the properties and assets of Applicant, now owned or hereafter acquired, and **Equitable Production Company** has accepted this delegation of authority and agreed to explore, develop and maintain those properties and assets, and has consented to serve as Coalbed Methane Gas Unit Operator for Subject Drilling Unit and to faithfully discharge the duties imposed upon it as Unit Operator by statute and regulations;
- 17.3. Applicant **Equitable Production Company** is an operator in the Commonwealth of Virginia, and has satisfied the Board's requirements for operations in Virginia;
- 17.4 Applicant **Equitable Production Company** claims ownership of gas leases, Coalbed Methane Gas leases, and/or coal leases representing **90.80080450%** percent of the oil and gas interest/claims in and to Coalbed Methane Gas and **100%** percent of the coal interest/claims in and to Coalbed Methane Gas in Subject Drilling Unit; and, Applicant claims the right to explore for, develop and produce Coalbed Methane Gas from Subject Formations in Subject Drilling Unit in **Russell County**, Virginia, which Subject Lands are more particularly described in **Exhibit A**;
- 17.5. The estimated total production from Subject Drilling Unit is **250 MMCG**. The estimated amount of reserves from the Subject Drilling Unit is **250 MMCG**;
- 17.6. Set forth in **Exhibit B-3**, is the name and last known address of each Owner or Claimant identified by the Applicant as having or claiming an interest in the Coalbed Methane Gas in Subject Formation in Subject Drilling Unit underlying and comprised of Subject Lands, 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. The interests of the Respondents listed in **Exhibit B-3** comprise **9.19919550%** percent of the oil and gas interests/claims in and to Coalbed Methane Gas and **0%** percent of the coal interests/claims in and to Coalbed Methane Gas in 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 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 Coalbed Methane 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 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 4<sup>th</sup> day of April, 2005, by a majority of the Virginia Gas and Oil Board.

  
Chairman, Benny R. Wampler

DONE AND PERFORMED this 4<sup>th</sup> day of April, 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 4<sup>th</sup> day of April, 2005, 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.

*Diane J. Davis*

Notary Public

My commission expires: 9/30/05

STATE OF VIRGINIA )  
COUNTY OF WASHINGTON )

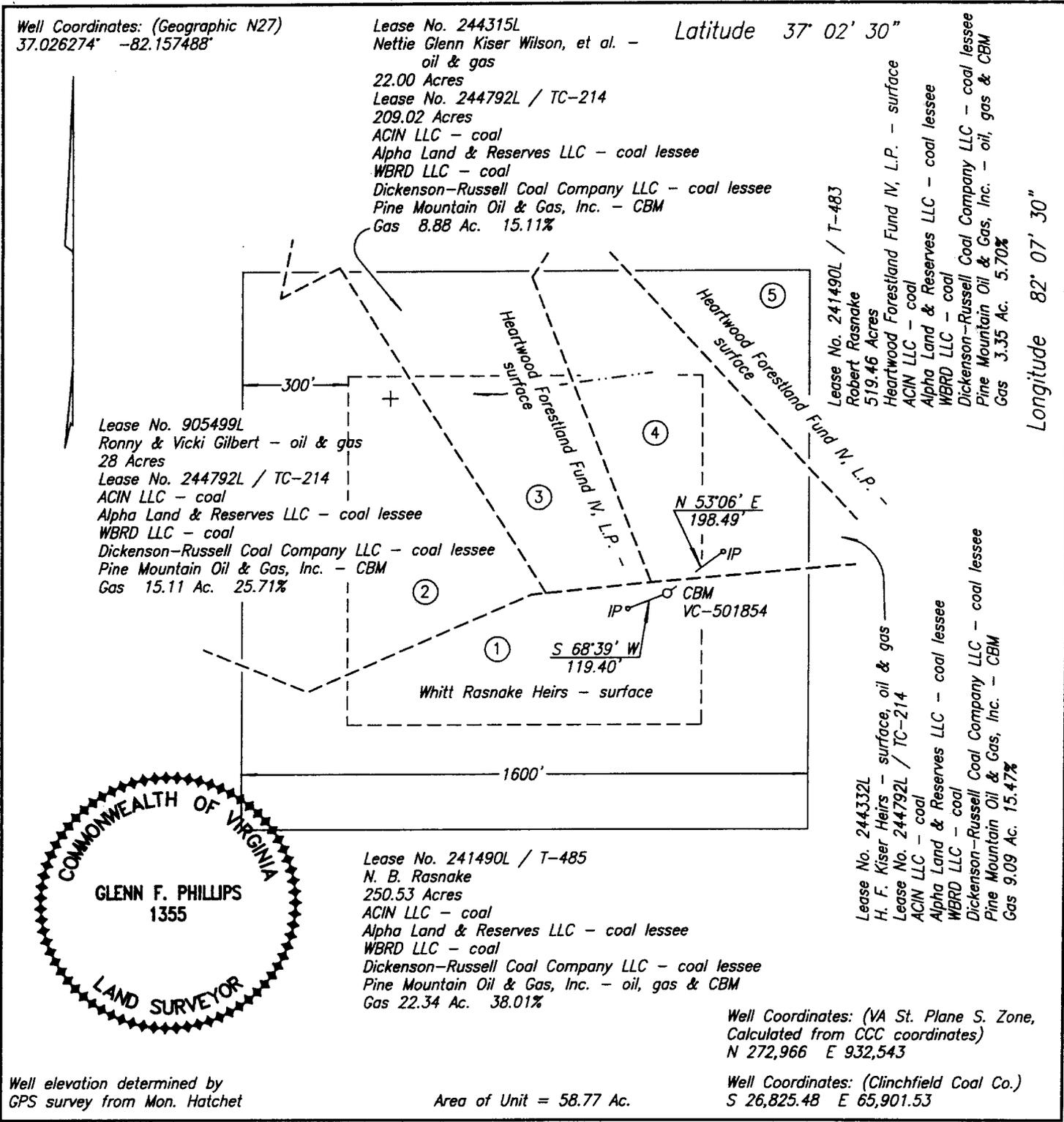
Acknowledged on this 4<sup>th</sup> day of April, 2005, personally before me a notary public in and for the Commonwealth of Virginia, appeared B. R. Wilson, being duly sworn did depose and say that he is Principal Executive to the Staff of the Virginia Gas and Oil Board, that he executed the same and was authorized to do so.

*Diane J. Davis*

Notary Public

My commission expires: 9/30/05

Order Recorded Under Code of  
Virginia Section 45.1-361.26



WELL LOCATION PLAT

COMPANY Equitable Production Company WELL NAME AND NUMBER VC-501854  
TRACT NO. T-485 ELEVATION 2,527.98' QUADRANGLE Duty  
COUNTY Russell DISTRICT Castlewood SCALE 1" = 400' DATE 7-08-2004

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

**EXHIBIT "B-3"**

BOOK

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**VC-501854**

Revised 8/16/2004

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
<b><u>Gas Estate Only</u></b>				
3	Roland Delmar Kiser PO Box 194 Cleveland, VA 24225	Unleased	3.02200000%	1.7760
	Giles Wilson Charlotte Wilson H/W Rt. 1 Box 338 Cleveland, VA 24225	Unleased	0.43169270%	0.2537
	Roy Lee Wilson HC 4 Box 304 Bee, VA 24217	Unleased	0.43169270%	0.2537
	Alden Wilson 1335 E Old Philadelphia Road Elkton, MD 21921	Unleased	0.43169270%	0.2537
	Curtis Wilson 1867 E Old Philadelphia Road Elkton, MD 21921	Unleased	0.43169270%	0.2537
	Lonnie G. Wilson 3748 Cunningham Road Thomasville, NC 27360	Unleased	0.43169270%	0.2537
	Wiley J. Canter Unknown	Unleased	0.14384720%	0.0845
	Johnny Rosenbaum Melanie Rosenbaum H/W 126 Thru Drive Pounding Mill, VA 24637	Unleased	0.14384720%	0.0845
	Alecia Rosenbaum Unknown	Unleased	0.14384720%	0.0845
	Wanda K. Jones 995 E Old Philadelphia Rd Elkton, MD 21921	Unleased	0.08627810%	0.0507

**EXHIBIT "B-3"**  
**VC-501854**

Revised 8/16/2004

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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>
	Sharon Lynn Fox 4 N Main Street Northeast, MD 21901	Unleased	0.08627810%	0.0507
	Jack Kelvin Head 89 Tolmax Lane Elkton, MD 21921	Unleased	0.08627810%	0.0507
	Fred Musick, Jr. Allie Musick H/W P.O. Box 315 Northeast, Maryland 21901	Unleased	0.02598960%	0.0153
	Raymond Musick Patsy Musick H/W Box 1245, Stuart, VA 24171	Unleased	0.03124940%	0.0184
	Samuel Musick 1085 Bellamy, Portsmouth, OH 45663	Unleased	0.03124940%	0.0184
	Charlotte Lewis 8698 Carlton Drive, Manassas, VA 20112	Unleased	0.04780230%	0.0281
	Sharon Peacher & Edward L. Peacher W/H 10807 Warwick Avenue, Fairfax, VA 22030	Unleased	0.04780230%	0.0281
	Gladys Crawford Carl Crawford W/H 9017 Richmond Avenue, Manassas, VA 20110	Unleased	0.04780230%	0.0281
	Wanda Whitt Randall Whitt W/H 140 Cline Drive Gore, VA 22637	Unleased	0.06822270%	0.0401

**EXHIBIT "B-3"**  
**VC-501854**

Revised 8/16/2004

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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>
	Carol Peacoe Jackie Peacoe W/H PO Box 2, Stephenson, VA 22656	Unleased	0.06822270%	0.0401
	Diane Howell PO Box 414, Hebron, VA 21830	Unleased	0.06822270%	0.0401
	Steven Howell unknown	Unleased	0.06822270%	0.0401
	Kevin Howell 140 Cline Drive, Gore, VA 22637	Unleased	0.06822270%	0.0401
	Franklin Farmer Karen Farmer H/W 8566 Burlington Court, Manassas, VA 20110	Unleased	0.06822270%	0.0401
	Pridemore Zientek Virginia Zientek H/W Unknown	Unleased	0.42975660%	0.2525
	Maynard Powers Unknown	Unleased	0.42975660%	0.2525
	Roland Delmar Kiser PO Box 194 Cleveland, VA 24225	Unleased	0.34374340%	0.2020
	Giles Wilson Charlotte Wilson H/W Rt. 1 Box 338 Cleveland, VA 24225	Unleased	0.04903990%	0.0288
	Wiley J. Canter Unknown	Unleased	0.01639820%	0.0096

**EXHIBIT "B-3"**  
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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>
	Johnny Rosenbaum Melanie Rosenbaum H/W 126 Thru Drive Pounding Mill, VA 24637	Unleased	0.01639820%	0.0096
	Alecia Rosenbaum Unknown	Unleased	0.01639820%	0.0096
	Sharon Lynn Fox 4 N Main Street Northeast, MD 21901	Unleased	0.00974610%	0.0057
	Jack Kelvin Head 89 Tolmax Lane Elkton, MD 21921	Unleased	0.00974610%	0.0057
	William Arthur Kiser 421 Beauregard Drive Chesapeake, VA 23322	Unleased	0.24550890%	0.1443
	Christine Kiser 719 Paul St Newport News, VA 23605	Unleased	0.24550890%	0.1443
	Ama Agnus Vance 409 West Main St, Apt 4 Tazewell, VA 24651	Unleased	0.24550890%	0.1443
	Dave Craft 2700 Willimar Street Richmond, VA 23234	Unleased	0.12283180%	0.0722
	Charles Hankins Lorraine Hankins H/W 1694 Royal Gate Drive New Braunfels, TX 78132	Unleased	0.12283180%	0.0722

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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>
	Ada karen Hayes Clarence Hayes W/H 1542 Holly Hills Road Powhatan, VA 23139	Unleased	0.12283180%	0.0722
	Oakley Eugene Perkins 2416 Lamberts Avenue Richmond, VA 23234	Unleased	0.08183630%	0.0481
	Unknown Heirs of H.F. Kiser	Unleased	0.17928290%	0.1049
	<b>TOTAL GAS ESTATE</b>		<b>9.19919550%</b>	<b>5.4056</b>

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<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
<b><u>Gas Estate Only</u></b>				
2	Ronnie Gilbert & Vicki Gilbert H/W Rt. 2 Box 28A, Cleveland, VA 24225	Leased-EPC	25.71000000%	15.1100
3	Alma Simerly PO Box 1624 Honaker, VA 24260	Leased-EPC 244315	3.02200000%	1.7760
	Roland Delmar Kiser PO Box 194 Cleveland, VA 24225	Unleased	3.02200000%	1.7760
	Nettie Wilson PO Box 294 Cleveland, VA 24225	Leased-EPC 244315	3.02200000%	1.7760
	Kennie O'Dell Kiser PO Box 62 Cleveland, VA 24225	Leased-EPC 244315L	3.02200000%	1.7760
	Giles Wilson Charlotte Wilson H/W Rt. 1 Box 338 Cleveland, VA 24225	Unleased	0.43169270%	0.2537
	Roy Lee Wilson HC 4 Box 304 Bee, VA 24217	Unleased	0.43169270%	0.2537
	Alden Wilson 1335 E Old Philadelphia Road Elkton, MD 21921	Unleased	0.43169270%	0.2537
	Curtis Wilson 1867 E Old Philadelphia Road Elkton, MD 21921	Unleased	0.43169270%	0.2537
	Lonnie G. Wilson 3748 Cunningham Road Thomasville, NC 27360	Unleased	0.43169270%	0.2537

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	Wiley J. Canter Unknown	Unleased	0.14384720%	0.0845
	Johnny Rosenbaum Melanie Rosenbaum H/W 126 Thru Drive Pounding Mill, VA 24637	Unleased	0.14384720%	0.0845
	Alecia Rosenbaum Unknown	Unleased	0.14384720%	0.0845
	Randall Head 1279 Old Neck Road Elkton, MD 21921	Leased-EPC 244332.43	0.08627810%	0.0507
	Wanda K. Jones 995 E Old Philadelphia Rd Elkton, MD 21921	Unleased	0.08627810%	0.0507
	Sharon Lynn Fox 4 N Main Street Northeast, MD 21901	Unleased	0.08627810%	0.0507
	Carolyn Sue Rinehart PO Box 1054 Rising Sun, MD 21911	Leased-EPC	0.08627810%	0.0507
	Jack Kelvin Head 89 Tolmax Lane Elkton, MD 21921	Unleased	0.08627810%	0.0507
4	Delphia Ball PO Box 58 Davenport, VA 24239	Leased-EPC 244332.3	0.15624700%	0.0918
	Thurman E. Musick PO Box 1392 Lebanon, VA 24266	Leased-EPC 244332.1	0.15624700%	0.0918
	Betty Musick Rt. 2 Box 167 Cleveland, VA 24225	Leased-EPC 244332.14	0.15624700%	0.0918
	Theilma Musick 950-L-39, Hillman HWY Abingdon, VA 24210	Leased-EPC	0.15624700%	0.0918
	Ralph Elwood Musick Box 15177 Douglasa Street Culpeper, VA 22701	Leased-EPC 244332.31	0.15624700%	0.0918

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Dorothy Johnson Rt. 4 Box 177-B Lebanon, VA 24266	Leased-EPC 244332.16	0.15624700%	0.0918
Hubert C. Musick PO Box 2A Castlewood, VA 24224	Leased-EPC 244332.18	0.15624700%	0.0918
Ina Musick 667 Hunting Hill Road Piney Flats, TN 37686	Leased-EPC 244332.53	0.03913910%	0.0230
Ronald Lewis Wilson Rt. 1 Box 91 Honaker, VA 24260	Leased-EPC 244332.12	0.03913910%	0.0230
Lakie Nears Box 1864 Pace St. Bristol, VA 24203	Leased-EPC 244332.12	0.03913910%	0.0230
Trudie Damron Rt. 2 Box 332 Cleveland, VA 24225	Leased-EPC 244332.12	0.03913910%	0.0230
Freddy Wilson Rt. 2 Box 332 Cleveland, VA 24225	Leased-EPC 244332.12	0.01949220%	0.0115
Patricia C. Fields Rt. 3 Box 198A Lebanon, VA 24266	Leased-EPC 244332.12	0.01949220%	0.0115
Mildred Kendrick Claude Kendrick W/H Star Route Box 94 Dublin, VA 24084	Leased-EPC	0.02598960%	0.0153
Edith Matson William B. Matson W/H 5678 State Route 133 Batavia, Ohio 45103	Leased-EPC	0.02598960%	0.0153
Sally Musick Route 1 Box 710 Cleveland, VA 24225	Leased-EPC 244332.17	0.02598960%	0.0153
Cecil C. Musick Route 2 Box 114 Cleveland, VA 24225	Leased-EPC 24433.07	0.02598960%	0.0153

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James Harold Musick Rt. 2 Box 76B Cleveland, VA 24225	Leased-EPC 244332.08	0.02598960%	0.0153
Fred Musick, Jr. Allie Musick H/W P.O. Box 315 Northeast, Maryland 21901	Unleased	0.02598960%	0.0153
Scarlette Baker PO Box 2374 Lebanon, VA 24266	Leased-EPC 244332.27	0.03124940%	0.0184
Sparker Floyd Musick 17085 Brumley Gap Rd, Abingdon, VA 24210	Leased-EPC 244332.28	0.03124940%	0.0184
Raymond Musick Patsy Musick H/W Box 1245, Stuart, VA 24171	Unleased	0.03124940%	0.0184
Samuel Musick 1085 Bellamy, Portsmouth, OH 45663	Unleased	0.03124940%	0.0184
Keith Allen Musick 25005 Lawrence, Apt. 126 Center Line, MI 48015	Leased-EPC 244332.22	0.01562470%	0.0092
Patrick Fitzgerald Musick 25005 Lawrence, Apt. 126, Center Line, MI 48015	Leased-EPC 244332.22	0.01562470%	0.0092
Velva Lee Breeding Cloid Breeding W/H Route 1 Box 441 Cleveland, VA 24225	Leased-EPC 244332.23	1.71887170%	1.0100
Billie Mason Gilbert Catherine L. Gilbert H/W 7442 SE 114 Lane, Bellevue, Florida 34420-4746	Leased-EPC	0.04780230%	0.0281
Violet Combs Arlen Combs W/H 8122 Sinclair Mill Road, Manassas, VA 20112-3509	Leased-EPC	0.04780230%	0.0281

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Charlotte Lewis 8698 Carlton Drive, Manassas, VA 20112	Unleased	0.04780230%	0.0281
Sharon Peacher & Edward L. Peacher W/H 10807 Warwick Avenue, Fairfax, VA 22030	Unleased	0.04780230%	0.0281
Gladys Crawford Carl Crawford W/H 9017 Richmond Avenue, Manassas, VA 20110	Unleased	0.04780230%	0.0281
Lorraine Crutchfield Meredith Crutchfield W/H P.O. Box 632, South Hill, VA 23970	Leased-EPC	0.04780230%	0.0281
Phyllis Keene 497A Washington Street, Romney, WVA 26757	Leased-EPC	0.04780230%	0.0281
Ronnie Gilbert Vicki Gilbert H/W Rt. 2 Box 28A, Cleveland, VA 24225	Leased-EPC	0.02382380%	0.0140
Regina Gilbert Rt. 2 Box 127A, Cleveland, VA 24225	Leased-EPC	0.02382380%	0.0140
Brenda Whitt Ferrell Whitt W/H 255 Brill Road Star Tannery, VA 22654	Leased-EPC	0.00680680%	0.0040
Wanda Whitt Randall Whitt W/H 140 Cline Drive Gore, VA 22637	Unleased	0.06822270%	0.0401
Carol Peacoe Jackie Peacoe W/H PO Box 2, Stephenson, VA 22656	Unleased	0.06822270%	0.0401
Diane Howell PO Box 414, Hebron, VA 21830	Unleased	0.06822270%	0.0401

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Steven Howell unknown	Unleased	0.06822270%	0.0401
Kevin Howell 140 Cline Drive, Gore, VA 22637	Unleased	0.06822270%	0.0401
Franklin Farmer Karen Farmer H/W 8566 Burlington Court, Manassas, VA 20110	Unleased	0.06822270%	0.0401
Alma Pauline Butler 334 S Roger Street, Aberdeen, MD 21001	Leased-EPC 244332.05	0.42975660%	0.2525
Pridemore Zientek Virginia Zientek H/W Unknown	Unleased	0.42975660%	0.2525
Maynard Powers Unknown	Unleased	0.42975660%	0.2525
Alma Simerly PO Box 1624 Honaker, VA 24260	Leased-EPC	0.34374340%	0.2020
Roland Delmar Kiser PO Box 194 Cleveland, VA 24225	Unleased	0.34374340%	0.2020
Nettie Wilson PO Box 294 Cleveland, VA 24225	Leased-EPC 244332.01	0.34374340%	0.2020
Kennie O'Dell Kiser PO Box 62 Cleveland, VA 24225	Leased-EPC 244332.11	0.34374340%	0.2020
Giles Wilson Charlotte Wilson H/W Rt. 1 Box 338 Cleveland, VA 24225	Unleased	0.04903990%	0.0288
Roy Lee Wilson HC 4 Box 304 Bee, VA 24217	Leased-EPC 244332.29	0.04903990%	0.0288

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Alden Wilson 1335 E Old Philadelphia Road Elkton, MD 21921	Leased-EPC 244332.33	0.04903990%	0.0288
Curtis Wilson 1867 E Old Philadelphia Road Elkton, MD 21921	Leased-EPC 244332.34	0.04903990%	0.0288
Lonnie G. Wilson 3748 Cunningham Road Thomasville, NC 27360	Leased-EPC 244332.35	0.04903990%	0.0288
Wiley J. Canter Unknown	Unleased	0.01639820%	0.0096
Johnny Rosenbaum Melanie Rosenbaum H/W 126 Thru Drive Pounding Mill, VA 24637	Unleased	0.01639820%	0.0096
Alecia Rosenbaum Unknown	Unleased	0.01639820%	0.0096
Randall Head 1279 Old Neck Road Elkton, MD 21921	Leased-EPC 244332	0.00974610%	0.0057
Wanda K. Jones 995 E Old Philadelphia Rd Elkton, MD 21921	Leased-EPC 244332.4	0.00974610%	0.0057
Sharon Lynn Fox 4 N Main Street Northeast, MD 21901	Unleased	0.00974610%	0.0057
Carolyn Sue Rinehart PO Box 1054 Rising Sun, MD 21911	Leased - EPC	0.00974610%	0.0057
Jack Kelvin Head 89 Tolmax Lane Elkton, MD 21921	Unleased	0.00974610%	0.0057
Vadie Kiser Tiller Blankenship Edwin Blankenship H/W 26934 Watuaga Road Abingdon, VA 24211-7356	Leased-EPC	0.42975660%	0.2525
Anita Conway HCR 01 Box 409 Birchleaf, VA 24220	Leased-EPC 244332.19	0.21487830%	0.1263

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Donnie Kiser 220 Shelby Road Lawndale, NC 28090	Leased-EPC 244332.26	0.21487830%	0.1263
Bertie Counts James Albert Counts W/H 814 Shamrock Drive Fredricks, VA 22407	Leased-EPC 244332.24	0.06141590%	0.0361
Marvin Eugene Counts PO Box 178 Castlewood, VA 24224	Leased-EPC 244332.24	0.06141590%	0.0361
Hancel Wayne Counts 16486 S St. Paul St Castlewood, VA 24283	Leased-EPC 244332.24	0.06141590%	0.0361
Lyndon Carrol Counts 16486 S St. Paul St Castlewood, VA 24283	Leased-EPC 244332.24	0.06141590%	0.0361
Virginia Dare Turner Rt. 1 Box 682 Clinchco, VA 24226	Leased-EPC 244332.24	0.06141590%	0.0361
Glenda Sue Turner 4316 Kentland Drive Woodbridge, VA 22193	Leased-EPC 244332.24	0.06141590%	0.0361
Lois Ann Phipps HC 67 Box 153-A Dante, VA 24237	Leased-EPC 244332.24	0.06141590%	0.0361
Brady Brooks HC 67 Box 245 Dante, VA 24237	Leased-EPC 244332.13	1.71887170%	1.0100
Rayford Counts Rt. 1 Box 696 Dante, VA 24237	Leased-EPC 244332.25	0.28650440%	0.1683
James E. Counts Rt. 1 Box 344 Clintwood, VA 24228	Leased-EPC 244332.25	0.28650440%	0.1683

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Christopher Darrell Counts 5256 Blacksburgs Road Troutville, VA 24175	Leased-EPC 244332.25	0.28650440%	0.1683
Linda Gail Chafin Rt. 1 Box 276 Cleveland, VA 24225	Leased-EPC 244332.25	0.28650440%	0.1683
William Larry Counts Rt. 2 Box 70 Cleveland, VA 24225	Leased-EPC 244332.25	0.28650440%	0.1683
Lora Lee Counts Rt. 1 Box 630 Dante, VA 24237	Leased-EPC 244332.25	0.07162610%	0.0421
Kevin J. Counts Rt. 1 Box 630 Dante, VA 24237	Leased-EPC 244332.25	0.07162610%	0.0421
Anthony Counts PO Box 91 Cleveland, VA 24225	Leased-EPC 244332.25	0.07162610%	0.0421
Destia Puckett PO Box 91 Cleveland, VA 24225	Leased-EPC 244332.25	0.07162610%	0.0421
Anne Campbell Rt. 1 Box 42 Cleveland, VA 24225	Leased-EPC 244332.03	0.57300880%	0.3367
Inas Counts PO Box 2995 Lebanon, VA 24226-2995	Leased-EPC 244332.02	0.57300880%	0.3367
Delphia Counts PO Box 303 Cleveland, VA 24225	Leased-EPC 244332.04	0.57300880%	0.3367
William Arthur Kiser 421 Beauregard Drive Chesapeake, VA 23322	Unleased	0.24550890%	0.1443
Christine Kiser 719 Paul St Newport News, VA 23605	Unleased	0.24550890%	0.1443

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Nellie Wells 2128 A Street Augusta, GA 30904-3010	Leased-EPC 244332.46	0.24550890%	0.1443
Ama Agnus Vance 409 West Main St, Apt 4 Tazewell, VA 24651	Unleased	0.24550890%	0.1443
Dave Craft 2700 Willimar Street Richmond, VA 23234	Unleased	0.12283180%	0.0722
Charles Hankins Lorraine Hankins H/W 1694 Royal Gate Drive New Braunfels, TX 78132	Unleased	0.12283180%	0.0722
Ada karen Hayes Clarence Hayes W/H 1542 Holly Hills Road Powhatan, VA 23139	Unleased	0.12283180%	0.0722
Jean Bryan 4009 Kanawha Turnpike South Charleston, WVA 25309	Leased-EPC 244332L	0.12283180%	0.0722
Brenda Courtney Jack Courtney W/H 1904 Graves Road Sandston, VA 23150	Leased-EPC 244332.61	0.08183630%	0.0481
Greta Shaw Robert L. Shaw W/H 14010 North Carriage Lane Midlothian, VA 23313-4325	Leased-EPC 244332L	0.08183630%	0.0481
Oakley Eugene Perkins 2416 Lamberts Avenue Richmond, VA 23234	Unleased	0.08183630%	0.0481
Unknown Heirs of H.F. Kiser	Unleased	0.17928290%	0.1049
<b>TOTAL GAS ESTATE</b>		<b>56.29000000%</b>	<b>33.0800</b>

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**COAL ESTATE ONLY**

2	Pine Mountain Oil & Gas, Inc. Attn: Richard Brillhart P.O. Box 2136 Abingdon, VA 24212	Leased - EPC 244792L Tract TC-214	25.71000000%	15.1100
3	Pine Mountain Oil & Gas, Inc. Attn: Richard Brillhart P.O. Box 2136 Abingdon, VA 24212	Leased - EPC 244792L Tract TC-214	15.11000000%	8.8800
4	Pine Mountain Oil & Gas, Inc. Attn: Richard Brillhart P.O. Box 2136 Abingdon, VA 24212	Leased - EPC 244792L Tract TC-214	15.47000000%	9.0900
	<b>TOTAL COAL ESTATE</b>		<b>56.29000000%</b>	<b>33.0800</b>

**0501077**

VIRGINIA: IN THE OFFICE OF THE CLERK OF THE CIRCUIT COURT OF RUSSELL COUNTY, 4-5, 2005. This deed was this day presented in said office, and upon the certificate of acknowledgment thereto annexed, admitted to record at 11:08 o'clock A.M, after payment of \$      tax imposed by Sec. 58.1-802.

TESTE: DOLLIE M. COMPTON, CLERK  
BY: Jennifer Kendrick D. CLERK

Original returned this date to: Diane Davis