

INSTRUMENT PREPARED BY
VIRGINIA GAS AND OIL BOARD

ORDER RECORDED UNDER CODE
OF VIRGINIA SECTION 45.1-361-26

952
VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

SUPPLEMENTAL ORDER REGARDING DOCKET NO. VGOB-04/10/19-1353

ELECTIONS, UNIT: V-507920

(hereinafter "Subject Drilling Unit")

REPORT OF BOARD

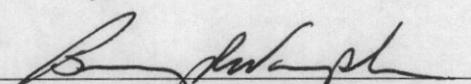
FINDINGS AND ORDER

1. This Supplemental Order is entered by the Board sua sponte in the form authorized by the Board at its hearing held at 9:00 a.m. on October 20, 1992, Board of Supervisors Room, Courthouse, Grundy, Virginia, and pursuant to authority granted to the Board's Chairman at the hearing of the Virginia Gas and Oil Board on June 16, 1992, at 9:00 a.m. at the Rhododendron Restaurant at the Breaks Interstate Park, Breaks, Virginia; and this Supplemental Order is being recorded for the purpose of (1) complying with the requirement of the Virginia Gas and Oil Board Regulations, 4 VAC 25-160.70C by supplementing the Order previously issued by the Board for subject Docket on **February 15, 2005**, and recorded in **Book 612, Page 263** at the Office of the Clerk of Circuit Court, Buchanan County, Virginia on **February 18, 2005**, (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 **March 1, 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;
 - (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 **April 4, 2005**, in accordance

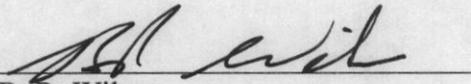
with § 7.C of the Virginia Gas and Oil Board Regulations and 4 VAC 25-160.70C (herein "Affidavit of Election"), wherein it has, for each Respondent whose interest, if any, were pooled by said Board Order, stated: (i) whether each Respondent has made or failed to make a timely election; (ii) the nature 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.

DONE AND EXECUTED this 11th day of August, 2005 by a majority of the Virginia Gas and Oil Board.

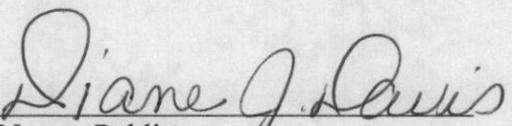

Chairman, Benny R. Wampler

DONE AND PERFORMED THIS 12th day of August, 2005 by Order of this Board.


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

STATE OF VIRGINIA)
COUNTY OF WASHINGTON)

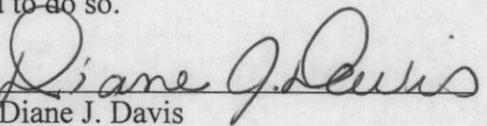
Acknowledged on this 11th day of August, 2005, personally before me a notary public in and for the Commonwealth of Virginia, appeared Benny R. Wampler, being duly sworn did depose and say that he is Chairman of the Virginia Gas and Oil Board, that he executed the same and was authorized to do so.


Notary Public

My commission expires: 9/30/05.

STATE OF VIRGINIA)
COUNTY OF WASHINGTON)

Acknowledged on this 12th day of August, 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 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.

VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

IN RE: Application of Equitable Production Company, for Forced Pooling of Interests in Unit Number V-507920 VGOB Docket No. VGOB-04/10/19-1353 in the North Grundy Magisterial District of Buchanan 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 **February 15, 2005**, 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 **February 18, 2005**.
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.

NONE

- 8. That the following persons have not made a timely election and have failed to enter into an agreement with the Designated Operator and their respective interests shall be deemed to have leased pursuant to and in accordance with paragraph 10 of the Order.

NONE

- 9. That the purpose of the above referenced hearing and subsequent Order was to allow for the pooling of the leased interest within the unit where the voluntary leases did not provide for pooling in the lease itself.

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 14 day of April 2005.

[Signature]
Affiant

Taken, subscribed and sworn to before me by James E. Kaiser, the Agent of Equitable Production Company, a corporation, on behalf of the corporation, this 14th day of April 2005.

My commission expires: 11-12-08

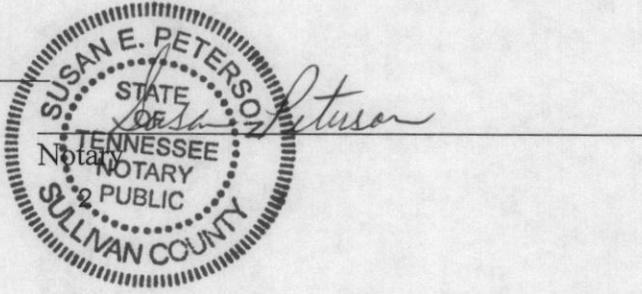


EXHIBIT "B"

V-507920

VGOB 04/10/19-1353

<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	Pine Mountain Oil & Gas, Inc. Attn: Richard Brillhart P.O. Box 2136 Abingdon, VA 24212	Leased - EPC 241640L T2-257	62.02000000%	111.640000	0.07752500 RI
	Equitable Production Company				0.54267500 WI
Tract 1 Totals			62.02000000%	111.640000	0.62020000
2	LBR Holdings, LLC Fon Rogers II, Manager P.O. Box 22427 Lexington, KY 40522-2427	Leased - EPC 245280L 005859L	4.61903391%	8.309500	0.00577379 RI
	* Gregory Poulos Karen Poulos, h/w 48 Azalee Avenue Inglis, FL 33176	Leased - EPC 245280L 005859L	0.15849435%	0.285100	0.00019812 RI
	* Pamela Poulos, single 1444 Mendavia Avenue Coral Gables, FL 33146	Leased - EPC 245280L 005859L	0.15849435%	0.285100	0.00019812 RI
	* Jason Poulos, single 10870 SW 95th Street Miami, FL 33176	Leased - EPC 245280L 005859L	0.15849435%	0.285100	0.00019812 RI
	* Talmage G. Rogers III Tracey Rogers h/w 14229 Ballantyne Country Club Drive Charlotte, NC 28277	Leased - EPC 245280L 005859L	0.11887076%	0.213800	0.00014859 RI
	* Shaun D. Rogers Nadine Davey Rogers h/w 121 NE 100th Street Miami Shores, FL 33128	Leased - EPC 245280L 005859L	0.11887076%	0.213800	0.00014859 RI
	* Kevin H. Rogers Katherine Rogers h/w 139 Wickham Road Garden City, NY 11530	Leased - EPC 245280L 005859L	0.11887076%	0.213800	0.00014859 RI
	* Derek B. Rogers Anne Rogers h/w 2001 Sablewood Drive Charlotte, NC 28205	Leased - EPC 245280L 005859L	0.11887076%	0.213800	0.00014858 RI
	Equitable Production Company				0.04873750 WI
Tract 2 Totals			5.57000000%	10.020000	0.05570000

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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>
3	Plum Creek Timber Company 330 Harper Park Drive Suite A Beckley, WV 25801	Leased - EPC 005693L	32.41000000%	58.340000	0.04051250 RI
	Equitable Production Company				0.28358750 WI
Tract 3 Totals			32.41000000%	58.340000	0.32410000
Total Gas Estate			100.00000000%	180.000000	1.00000000

* Leased, Force-pooled to allow Unitization

VIRGINIA: In the Clerk's Office of the Circuit Court of Buchanan County. The foregoing instrument was this day presented in the office aforesaid and is together with the certificate of acknowledgment annexed, admitted to record this 18th day of August, 20 05 12:18P M. The tax imposed by §587.1-802 of the Code has been paid in the amount of \$.
 Deed Book No. and Page No. . TESTE: James M. Bevins, Jr., Clerk
 Returned to: DMME TESTE: Shirley S. Jones Deputy Clerk

RECORDED BY: WML
 JAMES M. BEVINS, JR., CLERK
 AUGUST 18, 2005 9:15:19 AM
 BUCHANAN COUNTY, VA
 RECORDED IN THE CLERK'S OFFICE OF
 BUCHANAN COUNTY, VA