

INSTRUMENT NO. 050001749
Recorded in the Clerk's Office
of Dickenson County

BK 416 PG 128

INSTRUMENT PREPARED BY
VIRGINIA GAS AND OIL BOARD

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 04/10/19-1356

ELECTIONS, UNIT: V-505249

(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 April 4, 2005, and recorded in Book 410, Page 546 at the Office of the Clerk of Circuit Court, Dickenson County, Virginia on April 6, 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 April 28, 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 July 27, 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 17th 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

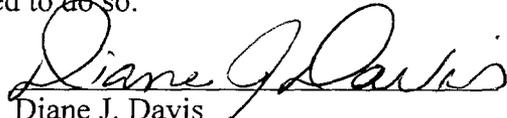
Acknowledged on this 11th day of August, 2005, personally before me a notary public in and for the Commonwealth of Virginia, appeared Benny R. Wampler, being duly sworn did depose and say that he is Chairman of the Virginia Gas and Oil Board, that he executed the same and was authorized to do so.


Notary Public

My commission expires: 9/30/05.

STATE OF VIRGINIA)
COUNTY OF Washington

Acknowledged on this 17th 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-505249 VGOB Docket No. VGOB-04/10/19-1356 in the Kenady Magisterial District of Dickenson 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 April 4, 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 April 6, 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:

<u>TRACT</u>	<u>LESSOR</u>	<u>ELECTED</u>
5	Ray Stallard Dorothy Stallard H/W	Cash Consideration
	Betty Sue Stallard Pack	Cash Consideration

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.

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>NET REVENUE INTEREST</u>
5	June Perry Unknown	Unleased	0.00000562
	Glenda S. Richardson Unknown	Unleased	0.00000563
	Sandra S. Hoopengartner Harlan Hoopengartner Unknown	Unleased	0.00000563
	Conley Darrell Stallard Unknown	Unleased	0.00000563
	Ferbie Josephine Miller Unknown	Unleased	0.00000563
	Unknown Heirs of Patsy S. Turner Unknown	Unleased	0.00001124

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.

<u>Tract</u>	<u>Payee</u>	<u>Cash Consideration</u>
5	June Perry Unknown	0.005000 X \$5.00 = \$0.03
	Glenda S. Richardson ✓ Unknown	0.005000 X \$5.00 = \$0.03

<u>Tract</u>	<u>Payee</u>	<u>Cash Consideration</u>
	Sandra S. Hoopengartner Harlan Hoopengartner Unknown	0.005000 X \$5.00 = \$0.03
	Conley Darrell Stallard Unknown	0.005000 X \$5.00 = \$ 0.03
	Ferbie Josephine Miller Unknown	0.005000 X \$5.00 = \$0.03
	Bernis Hammons 3892 West US 40 Greenfield, IND 46140	0.002000 X \$5.00 = \$0.01
	Unknown Heirs of Patsy S. Turner Unknown	0.010000 X \$5.00 = \$0.05
	Bureda Stallard, widow C/O: Gary L. Stallard 408 Lewis Lane Kingsport, TN 37660	0.003300 X \$5.00 = \$0.02
	Betty Sue Stallard Pack, widow 1826 31st Avenue Vero Beach, FL 32960	0.003300 X \$5.00 = \$0.02
	Ray Stallard Dorothy Stallard 37 Greystone Blvd Cabot, AR 72023-8175	0.003300 X \$5.00 = \$0.02
	Joseph Randall Stallard & Peggy M. Stallard 10109 Elys Ford Road Fredericksburg, VA 22409	0.001100 X \$5.00 = \$0.01

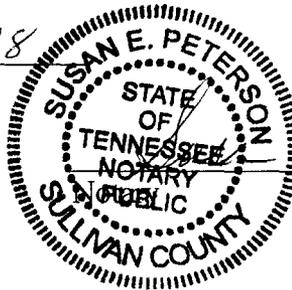
That pursuant to the provision of 4VAC 25-160.70C annexed hereto and incorporated herein is a proposed supplemental order to be entered to complete the record regarding elections; that said annexed supplemental order sets forth that the services of the Escrow Agent are required in this matter pursuant to the terms of §§ 45.1-361.21.D.

Dated at Kingsport, Tennessee, this 27th day of July 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 27th day of July 2005.

My commission expires: 11-12-08



[Signature]

OK 416PG 135
EXHIBIT "B"
V-505249
VGOB 04/10/19-1356

<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>
<u>Gas Estate Only</u>					
1 ID 11666	Pine Mountain Oil & Gas, Inc. Attn: Richard Brillhart P.O. Box 2136 Abingdon, VA 24212	Leased - EPC 241640 Tract T2-256	17.96000000%	20.240000	0.02245000 RI
	Equitable Production Company				0.15715000 WI
Tract 1 Totals			17.96000000%	20.240000	0.17960000
2 ID 20222	Pine Mountain Oil & Gas, Inc. Attn: Richard Brillhart P.O. Box 2136 Abingdon, VA 24212	Leased - EPC 241490 Tract T-684	3.93000000%	4.428000	0.00491250 RI
	ACIN LLC P.O. Box 2827 Huntington, WV 25727	Leased - EPC 904576L DI-41	2.62000000%	2.952000	0.00327500 RI
	Equitable Production Company				0.05731250 WI
Tract 2 Totals			6.55000000%	7.380000	0.06550000
3 ID 2057 ID 4199	Elizabeth Ann Cox Berkeley Cox w/h 146 Fern Street, Hartford, CT 06105	Leased - EPC 241574	3.18666667%	3.590067	0.00398334 RI
	Ms. Emily P. Baker Canterbury Court # 558 3750 Peachtree Road NE Atlanta, GA 30319	Leased - EPC 241574	3.18666667%	3.590067	0.00398333 RI
	Mrs. Pauline B. LeGard c/o: Edwin F. LeGard, Jr. 64 Canoe Hill Road, New Canaan, CT 06840	Leased - EPC 241574	3.18666667%	3.590067	0.00398333 RI
	Equitable Production Company				0.08365000 WI
Tract 3 Totals			9.56000000%	10.770200	0.09560000
4 ID 20157	Pine Mountain Oil & Gas, Inc. Attn: Richard Brillhart P.O. Box 2136 Abingdon, VA 24212	Leased - EPC 241490 Tract T-625	43.54000000%	49.070000	0.05442500 RI
	Equitable Production Company				0.38097500 WI
Tract 4 Totals			43.54000000%	49.070000	0.43540000

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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>
5 ID 6039	Virginia Hall, widow 14830 Sandy Ridge Road St. Paul, VA 24283	Leased -EPC 905658.08	0.00450000%	0.005000	0.00000563 RI
	June Perry Unknown	Unleased	0.00450000%	0.005000	0.00000562 RI
	Joyce C. Stallard, widow Box 729, Clintwood, VA 24228	Leased 905658.10	0.00450000%	0.005000	0.00000563 RI
	Melvinia B. Stallard, widow P.O. Box 1442 Coeburn, VA 24230	Leased 905658.14	0.00450000%	0.005000	0.00000563 RI
	Glenda S. Richardson Unknown	Unleased	0.00450000%	0.005000	0.00000563 RI
	Sandra S. Hoopengarner Harlan Hoopengarner Unknown	Unleased	0.00450000%	0.005000	0.00000563 RI
	Marie Yates, widow Rt. 5 Box 728, Coeburn, VA 24230	Leased 905658.13	0.00450000%	0.005000	0.00000563 RI
	James Gleason Yates Rt. 5 Box 419, Coeburn, VA 24230	Leased 905658.02	0.00225000%	0.002500	0.00000281 RI
	Allen Junior Yates Linda Gail Yates Rt. 5 Box 421, Coeburn. VA 24230	Leased 905658.01	0.00225000%	0.002500	0.00000281 RI
	Conley Darrell Stallard Unknown	Unleased	0.00450000%	0.005000	0.00000563 RI
	Ferbie Josephine Miller Unknown	Unleased	0.00450000%	0.005000	0.00000563 RI
	Bobby Hammonds Ada Hammonds 3787 Halifax Circle, Morristown, TN 37813	Leased 905658.09	0.00180000%	0.002000	0.00000225 RI
	Norman Hammons 99 S 200 West Greenfield, Ind 46140	Leased 905658.06	0.00180000%	0.002000	0.00000225 RI
	Carl Hammonds 99 S 200 West Greenfield, Ind 46140	Leased 905658.16	0.00180000%	0.002000	0.00000225 RI

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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>
	Blanche Patton, widow HC05 Box 669 Coeburn, VA 24230	Leased 905658.11	0.00180000%	0.002000	0.00000225 RI
	Bernis Hammons 3892 West US 40 Greenfield, IND 46140	Unleased	0.00180000%	0.002000	0.00000225 RI
	Unknown Heirs of Patsy S. Turner Unknown	Unleased	0.00900000%	0.010000	0.00001124 RI
	Bureda Stallard, widow C/O: Gary L. Stallard 408 Lewis Lane Kingsport, TN 37660	Unleased	0.00300000%	0.003300	0.00000375 RI
	Betty Sue Stallard Pack, widow 1826 31st Avenue Vero Beach, FL 32960	Unleased	0.00300000%	0.003300	0.00000374 RI
	Ray Stallard Dorothy Stallard 37 Greystone Blvd Cabot, AR 72023-8175	Unleased	0.00300000%	0.003300	0.00000375 RI
	Glenn Stallard, widow HCO5 Box 558 Coeburn, VA 24230	Leased 905658.03	0.00900000%	0.010000	0.00001124 RI
	Opal Stallard, widow 1576 Whitley Branch Road North Tazewell, VA 24630	Leased 905658.04	0.00300000%	0.003300	0.00000375 RI
	Verlin Stallard, widower C/O: Roger Stallard 1906 Gettysburg Drive Lorain, OH 44053	Leased 905658.15	0.00100000%	0.001100	0.00000125 RI
	Clynis H. Stallard, widower 909 South Main Street Huron, OH 44839	Leased 905658.17	0.00100000%	0.001100	0.00000125 RI
	James B. Stallard, widower 2126 Katie Lane Dandridge, TN 37725	Leased 905658.07	0.00100000%	0.001100	0.00000125 RI
	Gerald M. White Ruth A. White h/w 345 Troy Drive Dayton, TN 37321-5202	Leased 905658.12	0.00100000%	0.001100	0.00000125 RI

EXHIBIT "B"
V-505249
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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>
	Diana S. Coulthard & Danny Coulthard P.O. Box 576 North Tazewell, VA 24630-0576	Leased 905658.05	0.00100000%	0.001100	0.00000125 RI
	Joseph Randall Stallard & Peggy M. Stallard 10109 Elys Ford Road Fredericksburg, VA 22409	Unleased	0.00100000%	0.001100	0.00000125 RI
	Equitable Production Company				0.00078750 WI
Tract 5 Totals			0.09000000%	0.099800	0.00090000
6 ID 20611	Pine Mountain Oil & Gas, Inc. Attn: Richard Brillhart P.O. Box 2136 Abingdon, VA 24212	Leased - EPC 241490 T-2	0.08000000%	0.090000	0.00010000 RI
	Equitable Production Company				0.00070000 WI
Tract 6 Totals			0.08000000%	0.090000	0.00080000
7 ID 12496	ACIN LLC P.O. Box 2827 Huntington, WV 25727	Leased - EPC DI-43	22.22000000%	25.040000	0.02777500 RI
	Equitable Production Company				0.19442500 WI
Tract 7 Totals			22.22000000%	25.040000	0.22220000
TOTAL GAS ESTATE			100.00000000%	112.690000	1.00000000

INSTRUMENT #050001749
RECORDED IN THE CLERK'S OFFICE OF
DICKENSON ON
AUGUST 18, 2005 AT 03:04PM
JOE TATE, CLERK

RECORDED BY: TJB

VIRGINIA: IN THE OFFICE OF THE CLERK OF THE CIRCUIT COURT OF DICKENSON COUNTY, August 18, 2005. This deed was this day presented in said office, and upon the certificate of acknowledgment thereto annexed, admitted to record at 3:04 o'clock P.M, after payment of \$ tax imposed by Sec. 58.1-802.

Original returned this date to: Diane Davis

TESTE: JOE TATE, CLERK
 BY: Tracey Baker D. CLERK