BEFORE THE VIRGINIA GAS AND OIL BOARD

SUPPLEMENTAL ORDER REGARDING ELECTIONS, UNIT: P-374 (herein "Subject Drilling Unit")

DOCKET NO. VGOB 1010-42

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 requirements of § 7.C of the Virginia Gas and Oil Board Regulations, VR 480-05-22.2 by supplementing the Order previously issued by the Board for subject Docket on November 8, 1990 and recorded at Deed Book 269, Page 597 in the Office of the Clerk of the Circuit Court, Dickenson County, Virginia on November 8, 1990 (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 Resources Exploration (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) In that the Respondents to be pooled were the unknown heirs, devisees, successors or assigns of Sylvan Large, addresses unknown, the Attorney for the Designated Operator caused a Notice to be published in the Dickenson Star whereby the heirs were advised of the action of the Board and its Order.

(c) The Board Order required each Respondent whose interests, 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.

(d) Following the Board Order and Publication of Notice of the existence of said Order, the heirs of Sylvan Large have come forward and voluntarily leased their interest, thereby creating a voluntary pool.

(e) Current Board standards requiring the escrow of funds and the Board's agreement with its Escrow Agent, Tazewell National Bank, P.O. Box 909, Tazewell, VA 24651, or any successor named by the Board, require the entry of a Supplemental Order establishing of record that there are no outstanding interests in this unit which are subject to escrow by virtue of the creation of a voluntary pool. Current Board escrow standards were made applicable to Subject Drilling Unit by a Board Order dated December 23, 1992.

3. Conclusion: Therefore, the findings and all terms and provisions set forth above be and hereby are granted and IT IS SO ORDERED.

4. Effective Date: This Order shall be effective on the date of its execution.

DONE AND EXECUTED this 8th day of February, 1993 by a majority of the Virginia Gas and Oil Board.

Benny R. Wampler
Chairman, Benny R. Wampler

DONE AND PERFORMED THIS 8th day of February, 1993, by Order of this Board.

Byron T. Fulmer
Byron Thomas Fulmer
Principal Executive to the Staff
Virginia Gas and Oil Board

STATE OF VIRGINIA )
COUNTY OF WISE )

Acknowledged on this 8th day of February, 1993, 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.

Susan G. Garrett
Susan G. Garrett
Notary Public

My commission expires 7/31/94

STATE OF VIRGINIA )
COUNTY OF WISE )

Acknowledged on this 8th day of February, 1993, personally before me a notary public in and for the Commonwealth of Virginia, appeared Byron Thomas Fulmer, 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.

Susan G. Garrett
Notary Public

My commission expires 7/31/94

[regulat\erex\p-374.f&o]

V I R G I N I A:

BEFORE THE VIRGINIA GAS AND OIL BOARD

IN RE:

Application of Equitable Resources Exploration for Forced Pooling of Interest in Unit Number P-374, Docket No. VGOB-1010-42 in the Clintwood District of Dickenson County, Virginia

AFFIDAVIT OF HUNTER, SMITH & DAVIS, Attorneys-at-Law, Agents for the Designated Operator REGARDING ELECTIONS, ESCROW ACCOUNTS AND SUPPLEMENTAL ORDER

Douglas S. Tweed (herein Affiant), being first duly sworn on oath, deposes and says:

1. That the Affiant is a partner in the law firm of Hunter, Smith & Davis, the Agent for the Designated Operator, with offices located at 1212 North Eastman Road, Kingsport, Tennessee 37664, and is authorized to give this Affidavit in its behalf;

2. That the Order entered on November 8, 1990, 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 caused a notice to be published in the Dickenson Star to the unknown Heirs of Sylvan Large, a copy of which is herewith attached.

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 November 8, 1990.

5. That the Designated Operator, by and through their agent, HUNTER, SMITH & DAVIS, Attorneys-at-Law, has 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 period:

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, Board Regulations and the Code of Virginia; that opposite the name of each person named as a Respondent listed below is set forth:

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 which are not subject to escrow and should, therefore, be dismissed as Respondents:

The heirs, devisees, successors or assigns of Sylvan Large:

1) Sylvan Large, Jr.
2) Palmer Large
3) James H. Large
4) Katherine Allen
5) Dorothy Hayes
6) Rozina Large
7) R.D. Large a/k/a Ricky Large

8. That pursuant to the provision of VR 480-05-22.27.C and VR 480-05-22.2.8, 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, 45.1-361.22.A.3 and 4.;

Dated at Kingsport, Tennessee, this 2nd day of February, 1993.

Douglas S. Tweed
Affiant

Taken, subscribed and sworn to before me by Douglas S. Tweed, the agent of Equitable Resources Exploration a corporation, on behalf of the corporation, this 2nd day of February, 1993.

My commission expires: 3-12-1996.

Pamela K. Talbott
Notary

[regulat\erex\p-374.aff]

VIRGINIA: IN THE OFFICE OF THE CLERK OF THE CIRCUIT COURT OF DICKENSON COUNTY Feb. 19, 1993. This deed was this day presented in said office, and upon the certificate of acknowledgment thereto annexed, admitted to record at 12:38 o'clock P M, after payment of $ — tax imposed by Sec. 58.1-802.

Original returned this date to: Dept. of Mines, Min. & Energy

TESTE: JOE TATE, CLERK
BY: Lula Large D. CLERK

Clerk's Office Circuit Court
Dickenson County, Virginia
Filed and admitted to record,
this 19 day of Feb 19 93
at 12:38P. M

Recorded: Deed Book _____ P _____

039 State Tax $ _____

213 County Tax $ _____

212 Transfer $ _____

301 Recording $ 15.00

145 VSLF $ 1.00

038 State Tax § 58-54(b) $ _____

220 Local Tax § 58-54(b) $ _____

223 Local Tax § 58-54(b) $ 16.00

Teste: _____, Clerk

By Leila Large, D.C.