

993

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 05/05/17-1456

ELECTIONS, UNIT: V-535453

(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 August 16, 2005, and recorded in Book 415, Page 782 at the Office of the Clerk of Circuit Court, Dickenson County, Virginia on August 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 October 5, 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 December 12, 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 10<sup>th</sup> day of January, 2006 by a majority of the Virginia Gas and Oil Board.

[Signature]  
Chairman, Benny R. Wampler

DONE AND PERFORMED THIS 11<sup>th</sup> day of January, 2005 by Order of this Board.

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

STATE OF VIRGINIA )  
COUNTY OF Wise )

Acknowledged on this 10<sup>th</sup> day of January, 2006, 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.

[Signature]  
Notary Public

My commission expires: 7/31/06.

STATE OF VIRGINIA )  
COUNTY OF Washington )

Acknowledged on this 11<sup>th</sup> day of January, 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.

[Signature]  
Diane J. Davis  
Notary Public

My commission expires: 9/30/09.

**VIRGINIA:**

***BEFORE THE VIRGINIA GAS AND OIL BOARD***

IN RE: Application of Equitable Production Company, for Forced Pooling of Interests in Unit Number V-535453 VGOB Docket No. VGOB-05/05/17-1456 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 August 16, 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 August 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 ownership to the gas estate:

<u>TRACT</u>	<u>LESSOR</u>	<u>NET REVENUE INTEREST</u>
<p><b>10</b> #4860</p>	<p>Ernest Kennedy &amp; Francis A. Kennedy, h/w c/o: Curtis William Kennedy 12510 San Jose Blvd Jacksonville, FL 32223</p>	<p>0.00043750</p>
 <u>OR</u>  		
<p># 5880</p>	<p>Willie Lee Rose &amp; Betty Sue Rose, h/w Rt. 2 Box 176 Coeburn, VA 24230</p>	<p>0.00043750</p>
<p><b>11</b> # 4619</p>	<p>David French &amp; Janet French, h/w 8593 Wall Triana Hwy Harvest, AL 35749</p>	<p>0.00022750</p>
	<p>Calvin French &amp; Joy B. French, h/w 3315 Lake Forest Drive Nacogdoches, TX 75961</p>	<p>0.00022750</p>
	<p>Charles French, widower 3124 Laurel Ave Cheverly, MD 20785</p>	<p>0.00022750</p>
	<p>Francis French &amp; Fern French, h/w 7382 Merriman Road Boones Mill, VA 24065</p>	<p>0.00022750</p>
	<p>Catherine Stookey, widow 775 Berry Road Wood River, IL 62095</p>	<p>0.00022750</p>
 <u>OR</u>  		

<u>TRACT</u>	<u>LESSOR</u>	<u>NET REVENUE INTEREST</u>
11 #4860	Ernest Kennedy & Francis A. Kennedy, h/w c/o: Curtis William Kennedy 12510 San Jose Blvd Jacksonville, FL 32223	0.00910000

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.

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE NUMBER</u>
4 # 5828	Odessie Rose, widow Rt. 2 Box 177 Coeburn, VA 24230	906285.00
	Brenda Stanley, single RT 2 Box 146 Coeburn, VA 24230	906285.00
	Tabatha Ann Mullins & Joey Edmund Mullins, w/h Rt 2 Box 178C Coeburn, VA 24230	906285.00
	Mary Rosalee Rose McClain & Charles T. McClain, w/h Rt 2 Box 178B Coeburn, VA 24230	906285.00
	Avie Evonia Rose & Stephen Rose w/h Rt 2 Box 179 Coeburn, VA 24230	906285.00

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>
7 # 13659	Ernest Kennedy & Francis A. Kennedy, h/w c/o: Curtis William Kennedy 12510 San Jose Blvd Jacksonville, FL 32223	1.4400 X \$5.00 = \$7.20

<u>Tract</u>	<u>Payee</u>	<u>Cash Consideration</u>
8 #4860	Ernest Kennedy & Francis A. Kennedy, h/w c/o: Curtis William Kennedy 12510 San Jose Blvd Jacksonville, FL 32223	8.3700 X \$5.00 = \$41.85
10 #4860	Ernest Kennedy & Francis A. Kennedy, h/w c/o: Curtis William Kennedy 12510 San Jose Blvd Jacksonville, FL 32223	0.3900 X \$5.00 = \$1.95
11 #4860	Ernest Kennedy & Francis A. Kennedy, h/w c/o: Curtis William Kennedy 12510 San Jose Blvd Jacksonville, FL 32223	1.030 X \$5.00 = \$5.15
15 #5840	H. Jack Rose and Lilly Texas Rose h/w Route 2 Box 180 Coeburn, VA 24230	2.4000 X \$5.00 = \$12.00

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 14th day of December 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 December 2005.

My commission expires: 11-12-08

[Signature]  
Notary



BK 421PG 544

**EXHIBIT "B"**  
**V-535453**  
**VGOB 05/05/17-1456**

<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>
<b><u>Gas Estate Only</u></b>					
1 #4823	Jean Johnson Robinson Route 4 Box 44 Clintwood, VA 24228	Leased-EPC 905895.00	12.64000000%	14.2400	0.01580000 RI
	Equitable Production Company				0.11060000 WI
<b>Tract 1 Totals</b>			<b>12.64000000%</b>	<b>14.2400</b>	<b>0.12640000</b>
2 # 21109	Joey Edmond Mullins & Tabatha Ann Mullins Rt. 2 Box 178C Coeburn, VA 24230	Leased-EPC 905954.00	8.53000000%	9.6100	0.01066250 RI
	Equitable Production Company				0.07463750 WI
<b>Tract 2 Totals</b>			<b>8.53000000%</b>	<b>9.6100</b>	<b>0.08530000</b>
3 # 21530	Terry Wayne Harris & Tabitha Harris, h/w Justin Roy Harris & Logan James Harris, minors Rt. 2 Box 179D Coeburn, VA 24230	Leased-EPC 905556.00	5.51000000%	6.2100	0.00688750 RI
	Equitable Production Company				0.04821250 WI
<b>Tract 3 Totals</b>			<b>5.51000000%</b>	<b>6.2100</b>	<b>0.05510000</b>
4 # 5828	Odessie Rose, widow Rt. 2 Box 177 Coeburn, VA 24230	Leased-EPC 906285.00	14.07000000%	15.8600	0.01758750 RI
	Brenda Stanley, single RT 2 Box 146 Coeburn, VA 24230	Leased-EPC 906285.00			
	Tabatha Ann Mullins & Joey Edmund Mullins, w/h Rt 2 Box 178C Coeburn, VA 24230	Leased-EPC 906285.00			
	Mary Rosalee Rose McClain & Charles T. McClain, w/h Rt 2 Box 178B Coeburn, VA 24230	Leased-EPC 906285.00			
	Avie Evonia Rose & Stephen Rose w/h Rt 2 Box 179 Coeburn, VA 24230	Leased-EPC 906285.00			
	Equitable Production Company				0.12311250 WI
<b>Tract 4 Totals</b>			<b>14.07000000%</b>	<b>15.8600</b>	<b>0.14070000</b>
5 # 4850 & 4851	Lon Edward Bradford & Patricia Bradford, h/w Rt. 2 Box 182 Coeburn, VA 24230	Leased-EPC 904850.00	2.47000000%	2.7850	0.00308750 RI

**EXHIBIT "B"** BK 421 PG 545  
**V-535453**  
**VGOB 05/05/17-1456**

<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>
	Oliver Kendrick, Jr & Barbara S. Kendrick, h/w P.O. Box 767 Clintwood, VA 24228	Leased-EPC 904850.00	2.47000000%	2.7850	0.00308750 RI
	Equitable Production Company				0.04322500 WI
<b>Tract 5 Totals</b>			<b>4.94000000%</b>	<b>5.5700</b>	<b>0.04940000</b>
6	Pine Mtn. Oil & Gas, Inc. Attn: Richard Brillhart PO Box 5100, Lebanon, VA 24267	Leased-EPC 244792 / 241490 / TC-152 / T-639	20.26000000%	22.8300	0.02532500 RI
	Equitable Production Company				0.17727500 WI
<b>Tract 6 Totals</b>			<b>20.26000000%</b>	<b>22.8300</b>	<b>0.20260000</b>
7 # 13659	Ernest Kennedy & Francis A. Kennedy, h/w c/o: Curtis William Kennedy 12510 San Jose Blvd Jacksonville, FL 32223	Unleased	1.28000000%	1.4400	0.00160000 RI
	Equitable Production Company				0.01120000 WI
<b>Tract 7 Totals</b>			<b>1.28000000%</b>	<b>1.4400</b>	<b>0.01280000</b>
8 #4860	Ernest Kennedy & Francis A. Kennedy, h/w c/o: Curtis William Kennedy 12510 San Jose Blvd Jacksonville, FL 32223	Unleased	7.43000000%	8.3700	0.00928750 RI
	Equitable Production Company				0.06501250 WI
<b>Tract 8 Totals</b>			<b>7.43000000%</b>	<b>8.3700</b>	<b>0.07430000</b>
9 #4821	Jean Johnson Robinson Route 4 Box 44 Clintwood, VA 24228	Leased-EPC 905895.00	2.08000000%	2.3400	0.00260000 RI
	Equitable Production Company				0.01820000 WI
<b>Tract 9 Totals</b>			<b>2.08000000%</b>	<b>2.3400</b>	<b>0.02080000</b>
10 #4860	Ernest Kennedy & Francis A. Kennedy, h/w c/o: Curtis William Kennedy 12510 San Jose Blvd Jacksonville, FL 32223	Unleased	0.35000000%	0.3900	0.00043750 RI
# 5880	OR Willie Lee Rose & Betty Sue Rose, h/w Rt. 2 Box 176 Coeburn, VA 24230	Leased-EPC 905498.00	0.35000000%	0.3900	0.00043750 RI
	Equitable Production Company				0.00306250 WI
<b>Tract 10 Totals</b>			<b>0.35000000%</b>	<b>0.3900</b>	<b>0.00350000</b>

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**EXHIBIT "B"**  
**V-535453**  
**VGOB 05/05/17-1456**

<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>
11 # 4619	David French & Janet French, h/w 8593 Wall Triana Hwy Harvest, AL 35749	Leased-EPC 242266.01	0.18200000%	0.2060	0.00022750 RI
	Calvin French & Joy B. French, h/w 3315 Lake Forest Drive Nacogdoches, TX 75961	Leased-EPC 242266.05	0.18200000%	0.2060	0.00022750 RI
	Charles French, widower 3124 Laurel Ave Cheverly, MD 20785	Leased-EPC 242266.03	0.18200000%	0.2060	0.00022750 RI
	Francis French & Fern French, h/w 7382 Merriman Road Boones Mill, VA 24065	Leased-EPC 242266.04	0.18200000%	0.2060	0.00022750 RI
	Catherine Stookey, widow 775 Berry Road Wood River, IL 62095	Leased-EPC 242266.02	0.18200000%	0.2060	0.00022750 RI
	<b>OR</b>				
#4860	Ernest Kennedy & Francis A. Kennedy, h/w c/o: Curtis William Kennedy 12510 San Jose Blvd Jacksonville, FL 32223	Unleased	0.91000000%	1.030	0.00910000 RI
	Equitable Production Company				0.00796250 WI
<b>Tract 11 Totals</b>			<b>0.91000000%</b>	<b>1.0300</b>	<b>0.00910000</b>
12 # 4619	David French & Janet French, h/w 8593 Wall Triana Hwy Harvest, AL 35749	Leased-EPC 242266.01	0.81000000%	0.9120	0.00101250 RI
	Calvin French & Joy B. French, h/w 3315 Lake Forest Drive Nacogdoches, TX 75961	Leased-EPC 242266.05	0.81000000%	0.9120	0.00101250 RI
	Charles French, widower 3124 Laurel Ave Cheverly, MD 20785	Leased-EPC 242266.03	0.81000000%	0.9120	0.00101250 RI
	Francis French & Fern French, h/w 7382 Merriman Road Boones Mill, VA 24065	Leased-EPC 242266.04	0.81000000%	0.9120	0.00101250 RI
	Catherine Stookey, widow 775 Berry Road Wood River, IL 62095	Leased-EPC 242266.02	0.81000000%	0.9120	0.00101250 RI
	Equitable Production Company				0.03543750 WI
<b>Tract 12 Totals</b>			<b>4.05000000%</b>	<b>4.5600</b>	<b>0.04050000</b>

BK 421 PG 547

**EXHIBIT "B"**  
**V-535453**  
**VGOB 05/05/17-1456**

<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>
13 # 5880	Willie Lee Rose & Betty Sue Rose, h/w Rt. 2 Box 176 Coeburn, VA 24230	Leased-EPC 905498.00	15.75000000%	17.7500	0.01968750 RI
Equitable Production Company					0.13781250 WI
<u>Tract 13 Totals</u>			<u>15.75000000%</u>	<u>17.7500</u>	<u>0.15750000</u>
14 # 5236	Lucille Mullins, widow Route 2 Box 175 Coeburn, VA 24230	Leased - EPC 905786.00	0.07000000%	0.0900	0.00008750 RI
Equitable Production Company					0.00061250 WI
<u>Tract 14 Totals</u>			<u>0.07000000%</u>	<u>0.0900</u>	<u>0.00070000</u>
15 #5840	H. Jack Rose and Lilly Texas Rose h/w Route 2 Box 180 Coeburn, VA 24230	Unleased	2.13000000%	2.4000	0.00266250 RI
Equitable Production Company					0.01863750 WI
<u>Tract 15 Totals</u>			<u>2.13000000%</u>	<u>2.4000</u>	<u>0.02130000</u>
<b>Total Gas Estate</b>			<b>100.00000000%</b>	<b>112.6900</b>	<b>1.00000000</b>

INSTRUMENT #060000055  
RECORDED IN THE CLERK'S OFFICE OF  
DICKENSON ON  
JANUARY 17, 2006 AT 09:41AM  
JOE TATE, CLERK

RECORDED BY: TJB

VIRGINIA: IN THE OFFICE OF THE CLERK OF THE CIRCUIT COURT OF DICKENSON COUNTY, Jan 17, 2006 This deed was this day presented in said office, and upon the certificate of acknowledgment thereto annexed, admitted to record at 9:41 o'clock AM, after payment of \$        tax imposed by Sec. 58.1-802.

Original returned this date to: Diane Davis

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