

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 06/02/21-1588

ELECTIONS, UNIT: V-536781

(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 18, 2006, and recorded in Book 424, Page 590 at the Office of the Clerk of Circuit Court, Dickenson County, Virginia on April 25, 2006, (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 May 3, 2006, 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 May 31, 2006, 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 15th day of November, 2006 by a majority of the Virginia Gas and Oil Board.

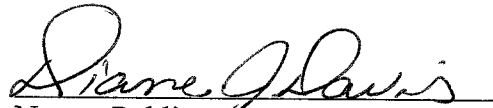

Chairman, Benny R. Wampler

DONE AND PERFORMED THIS 15th day of November, 2006 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 15th day of November, 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.


Notary Public

My commission expires: 9-30-09.

STATE OF VIRGINIA)
COUNTY OF Washington

Acknowledged on this 15th day of November, 2006, 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: 9-30-09.

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

IN RE: Application of Equitable Production Company, for Forced Pooling of Interests in Unit Number V-536781 VGOB Docket No. VGOB-06/02/21-1588 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 18, 2006, 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 25, 2006.
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>LEASE STATUS</u>	<u>NET REVENUE INTEREST</u>
10	W. B. Powers Heirs Unknown	Unleased	0.00031250
11	W. B. Powers Heirs Unknown	Unleased	0.00157500

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>
10	W. B. Powers Heirs Unknown	0.2800 X \$5.00 = \$1.40
11	W. B. Powers Heirs Unknown	1.4200 X \$5.00 = \$7.10

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 31st day of May 2006.

[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 31st day of May 2006.

My commission expires: 11-12-08

[Signature]
Notary

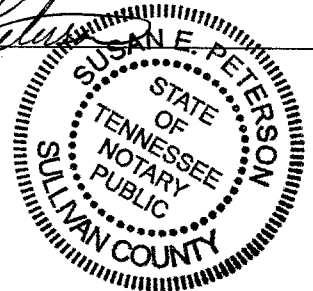


EXHIBIT 1 PG 275
V-536781
VGOB 06/02/21-1588

<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	Palmer Theo Yates and Mildred Yates, H/W Route 1, Box 305A Clintwood, VA 24228 TAX ID #612	Leased-EPC 905951	34.15000000%	38.49	0.04268750	RI
	Equitable Production Company				0.29881250	WI
Tract 1 Totals			34.15000000%	38.4900	0.34150000	
2	Palmer Theo Yates and Mildred Yates, H/W Route 1, Box 305A Clintwood, VA 24228 TAX ID #1464	Leased-EPC 905950	14.82000000%	16.7000	0.01852500	RI
	Equitable Production Company				0.12967500	WI
Tract 2 Totals			14.82000000%	16.7000	0.14820000	
3	Gregory B. Salyer, single Route 1, Box 304 Clintwood, VA 24228 TAX ID #5910 and #5897	Leased-EPC 906096	26.73000000%	30.1200	0.03341250	RI
	Equitable Production Company				0.23388750	WI
Tract 3 Totals			26.73000000%	30.1200	0.26730000	
4	Gregory B. Salyer, single Route 1, Box 304 Clintwood, VA 24228 TAX ID #5910 and #5897	Leased-EPC 906096	1.37000000%	1.5500	0.00171250	RI
	Equitable Production Company				0.01198750	WI
Tract 4 Totals			1.37000000%	1.5500	0.01370000	
5	George F. Lothery and Rebecca D. Lothery Route 1, Box 299 Clintwood, VA 24228	Leased-EPC 906086	0.19000000%	0.2100	0.00023750	RI
	Equitable Production Company				0.00166250	WI
Tract 5 Totals			0.19000000%	0.2100	0.00190000	

BK 432PG 276
EXHIBIT "B"
V-536781
VGOB 06/02/21-1588

<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>	
6	Glenn M. Lawrence and Beth Ann Lawrence H/W Route 1, Box 249K Clintwood, VA 24228 TAX ID # 4917	Leased 906345	0.28000000%	0.3100	0.00035000	RI
	Equitable Production Company				0.00245000	WI
Tract 6 Totals			0.28000000%	0.3100	0.00280000	
7	Alfred L. Yates and Harriet Joan Yates H/W Route 1, Box 266 Clintwood, VA 24228 TAX ID #13812	Leased 906346	4.22000000%	4.7500	0.00527500	RI
	Equitable Production Company				0.03692500	WI
Tract 7 Totals			4.22000000%	4.7500	0.04220000	
8	Agnes Evelyn Salyer Route 1, Box 304 Clintwood, VA 24228 TAX ID #11025	Leased 906341	5.01000000%	5.6500	0.00626250	RI
	Equitable Production Company				0.04383750	WI
Tract 8 Totals			5.01000000%	5.6500	0.05010000	
9	Johnny Stanley and Kathryn Stanley, H/W Route 1, Box 652 Clintwood, VA 24228 TAX ID #11933	Leased 906343	11.72000000%	13.2100	0.01465000	RI
	Equitable Production Company				0.10255000	WI
Tract 9 Totals			11.72000000%	13.2100	0.11720000	
10	W. B. Powers Heirs Unknown TAX ID #13653	Unleased	0.25000000%	0.2800	0.00031250	RI
	Equitable Production Company				0.00218750	WI
Tract 10 Totals			0.25000000%	0.2800	0.00250000	
11	W. B. Powers Heirs Unknown TAX ID #13653	Unleased	1.26000000%	1.4200	0.00157500	RI
	Equitable Production Company				0.01102500	WI
Tract 11 Totals			1.26000000%	1.4200	0.01260000	
INSTRUMENT NO. STATE 000002116			100.00000000%	112.6900	1.00000000	

**Recorded in the Clerk's Office
of Dickenson County**

Page 2 of 2

VIRGINIA: IN THE OFFICE OF THE CLERK OF THE CIRCUIT COURT OF DICKENSON COUNTY, Nov. 30, 2006 This deed was this day presented in said office, and upon the certificate of acknowledgment thereto annexed, admitted to record at 2:08 o'clock PM, after payment of \$ — tax imposed by Sec. 58.1-802.

Original returned this date to: Diane Davis

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

BK 432PG 276
EXHIBIT "B"
V-536781
VGOB 06/02/21-1588

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INSTRUMENT NO. 060002116
Recorded in the Clerk's Office
of Dickenson County

Page 2 of 2

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Original returned this date to: Diane Davis

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