

INSTRUMENT PREPARED BY
VIRGINIA GAS AND OIL BOARD

ORDER RECORDED UNDER CODE
OF VIRGINIA SECTION 45.1-361.26

1320

VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

SUPPLEMENTAL ORDER REGARDING DOCKET NO. VGOB 08/02/19-2149

ELECTIONS, UNIT: VC-505189

(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 March 20, 2008, and recorded in Instrument # 080001187 in the Office of the Clerk of Circuit Court, Buchanan County, Virginia on March 27, 2008, (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 22, 2008, 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 4, 2008, 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, N. A., VA7515, P.O. Box 14061, Roanoke, VA 24038, (540) 563-7764, Attn: Judy Barger, 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 N. A., VA7515, P.O. Box 14061, Roanoke, VA 24038, (540) 563-7764, Attn: Judy Barger, 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 4th day of February, 2009 by a majority of the Virginia Gas and Oil Board.

Bradley Lambert
Bradley Lambert, Chairman

DONE AND EXECUTED this 4th day of February, 2009 by Order of this Board.

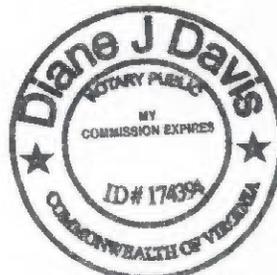
David E. Asbury, Jr.
David E. Asbury, Jr.
Principal Executive to the Staff
Virginia Gas and Oil Board

STATE OF VIRGINIA)
COUNTY OF WASHINGTON)

Acknowledged on this 4th day of February, 2009, personally before me a notary public in and for the Commonwealth of Virginia, appeared Bradley Lambert, being duly sworn did depose and say that he is Chairman of the Virginia Gas and Oil Board, and David E. Asbury, Jr., being duly sworn did depose and say that he is Principal Executive to the Staff of the Virginia Gas and Oil Board, that they executed the same and were so authorized to do.

Diane J. Davis
Diane J. Davis, Notary 174394

My commission expires September 30, 2009



VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

IN RE: Application of Equitable Production Company, for Forced Pooling of Interests in Unit Number VC-505189 VGOB Docket No. VGOB-08/02/19-2149 in the Hurricane 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 March 20, 2008, by the Virginia Gas and Oil Board regarding the captioned coalbed methane 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 March 27, 2008.
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 as either unknown claimants or conflicting claimants 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.

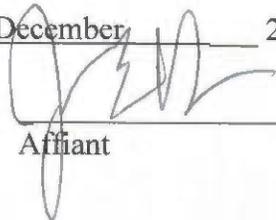
NONE

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>Lessor</u>	<u>Cash Consideration</u>
4	Belisha Compton Deel, single Rt. 1 Box 272 Vansant, VA 24656	0.3888 x \$5.00 \$1.94

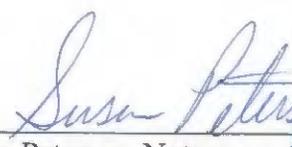
That pursuant to the provision of 4VAC 25-160.70C annexed hereto and incorporated herein is a proposed supplemental order to be entered to complete the record regarding elections; that said annexed supplemental order sets forth that the services of the Escrow Agent are not required in this matter pursuant to the terms of §§ 45.1-361.21.D.

Dated at Kingsport, Tennessee, this 4th day of December 2008.



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 4th day of December, 2008.



Susan Peterson, Notary



My commission expires: October 24, 2012.

EXHIBIT "B"
VC-505189
VGOB - 08/02/19-2149
 REVISED 07/29/08

<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>	
Gas Estate Only						
1	Range Resources-Pine Mountain, Inc. ATTN: Jerry Grantham P.O. Box 2136 Abingdon, VA. 24212	Leased 906889 T-569	63.010000%	37.03	0.07876250	RI
	Equitable Production				0.55133750	WI
Tract 1 Totals			63.010000%	37.03	0.63010000	
2	Range Resources-Pine Mountain, Inc. ATTN: Jerry Grantham P.O. Box 2136 Abingdon, VA. 24212	Leased 906889 TC-237	16.950000%	9.96	0.0211875	RI
	Equitable Production				0.14831250	WI
Tract 2 Totals			16.950000%	9.96	0.16950000	
3	Vivian Wanda Boyd, single Rt. 1 Box 300A Vansant, VA 24656	Leased 904974	1.123333%	0.6600	0.001404167	RI
	Tivis Boyd, Jr., single Route 1 Box 300A Vansant, VA 24656	Leased 904974	1.123333%	0.6600	0.001404167	RI
	Raymond Guy Boyd & Barbara Boyd, h/w Box 441 Honaker, VA 24260	Leased 904974	1.123333%	0.6600	0.001404167	RI
	Equitable Production				0.02948750	WI
Tract 3 Totals			3.370000%	1.9800	0.03370000	
4	W.R. Compton Heirs Hattie Compton May, widow 24 Overlook Street Englewood, OH 45322	Leased 905839	1.322500%	0.7775	0.001653125	RI
	Ellen Compton Miller, widow 5731 Durand Dayton, OH 45414	Leased 905839	1.322500%	0.7775	0.001653125	RI
	Bill Compton & Thelma J. Compton, h/w 2329 Eden Lane Dayton, OH 45431	Leased 905839	1.322500%	0.7775	0.001653125	RI
	Donald Compton, widower 1190 West Spring Valley Road Dayton, OH 45458	Leased 905839	1.322500%	0.7775	0.001653125	RI
	Linda Jackson & Charles Jackson, w/h 2350 Peebles Road Troy, OH 45373	Leased 905839	0.440833%	0.2592	0.000551042	RI

	Marcia Pearson & Gary Pearson, w/h 286 S Dorset Road Apt. # 301 Troy, OH 45373	Leased 905839	0.440833%	0.2592	0.000551042	RI
	James Caldwell, single 213 Red Fox Run Sequin, TX 78155-9433	Leased 905839	0.440833%	0.2592	0.000551042	RI
	Kim E. Ray & Cindy Ray, h/w 801 Lynnhaven Court Columbus, OH 43228	Leased 905839	0.330625%	0.1944	0.000413281	RI
	Mary C. Compton, widow State Route 502 Box 3727 Greenville, OH 45331	Leased 905839	1.322500%	0.7775	0.001853125	RI
	Reba K. Haney, single East State Rt. 41 Box 4125 Troy, OH 45373	Leased 905839	0.330625%	0.1944	0.000413281	RI
	Barbara F. Workman & Harry Workman, w/h 139 South Street Belleville, MI 48111	Leased 905839	0.330625%	0.1944	0.000413281	RI
	Linda D. Rozell, single 1361 Sheridan Court Troy, OH 45373	Leased 905839	0.330625%	0.1944	0.000413281	RI
	Timothy Compton, single P.O. Box 1883 Lebanon, VA 24266	Leased 905839	0.661250%	0.3888	0.000826563	RI
	Belisha Compton Deel, single Rt. 1 Box 272 Vansant, VA 24656	Unleased	0.661250%	0.3888	0.000826563	RI
	Equitable Production				0.09257500	WI
Tract 4 Totals			10.580000%	6.2200	0.10580000	
5	Maxie Compton, widow HC4 Box 176A Bee, VA 24217	Leased 907292	5.330000%	3.1300	0.0066625	RI
	Equitable Production				0.04663750	WI
Tract 5 Totals			5.330000%	3.1300	0.05330000	
6	Willis Compton, single c/o: J.W. Compton 244 Bateman Lane Loudon, TN 37774 Life Estate	Leased 907538	0.760000%	0.4500	0.00095	RI
	Phillip Compton P.O. Box 123 Davenport, VA 24239 Remainderman					
	Equitable Production				0.00665000	WI
Tract 6 Totals			0.760000%	0.4500	0.00760000	
TOTAL GAS ESTATE			100.000000%	58.7700	1.0000	

SUPPLEMENTAL ORDER

DOCKET# 08-0219-2149

OPERATIONS VC-505189

DEED BOOK _____ PAGE # _____ INSTRUMENT # 08000187

COUNTY BV

ESCROWING NO TRACTS _____

POOLING ONLY yes TRACTS 4

ORDER AGREES WITH ORIGINAL yes

AFFIDAVIT OF OPERATOR SIGNED & NOTARIZED WITH SEAL yes

ORIGINAL ORDER DATED 3-20-08

REVIEWED BY D Davis DATE 1-29-09

recorded 3-27-08

\$20