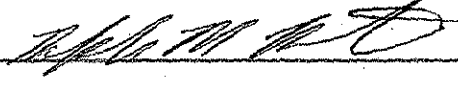


DEC. 5, 2007

THIS IS RECORDED IN

RECORD BOOK 1375 PG 263

WARREN CO. COURTHOUSE



Azco Bankruptcy

5/10/04

SO ORDERED.



Christopher R. Kaup, Esq.
State Bar No. 014820

Dated: May 10, 2004

TIFFANY & BOSCO
P.A.

THIRD FLOOR CAMELBACK ESPLANADE II
2525 EAST CAMELBACK ROAD
PHOENIX, ARIZONA 85016-4237
TELEPHONE: (602) 255-6000
FACSIMILE: (602) 255-0103

CHARLES G. CASE, II
U.S. Bankruptcy Judge

Attorneys for the Corporate Debtors

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF ARIZONA**

In re:

THOMAS & PATRICIA MAY,

Debtors.

Chapter 11 Proceedings

Case No. 02-17432-CGC

(Jointly Administered with Case Nos. 02-20797-GBN and 02-20798-CGC and 03-07513-RJH and 03-08855-RJB)

THIS FILING APPLIES TO:

In re:

AZCO OPERATING COMPANY,
an Arizona corporation,

Debtor.

Case No. 02-20797-PHX-CGC

ORDER CONFIRMING JOINT PLAN OF REORGANIZATION

In re:

AZCO OIL COMPANY, INC.,
an Arizona corporation,

Debtor.

Case No. 02-20798-PHX-CGC

In re:

PENNECO PRODUCTION
COMPANY, INC., an Arizona
corporation,

Debtor.

Case No. 03-8855-PHX-CGC

In re:

CHERRY RUN TRANS-COUNTY,
L.L.C.,
an Arizona limited liability company,

Case No. 03-07513-PHX-CGC

Debtor.

The Joint Plan of Reorganization (the "Plan") under Chapter 11 of the Bankruptcy Code filed on or about January 3, 2004, as modified by the Immaterial Modifications to Joint Plan of Reorganization on April 16, 2004, and the Second Immaterial Modifications to Joint Plan of Reorganization filed on April 19, 2004, (hereinafter collectively referred to as the "Plan") by AZCO OPERATING COMPANY ("AZCO OPERATING"), AZCO OIL COMPANY, INC. ("AZCO OIL"), PENNECO PRODUCTION COMPANY, INC. ("Penneco"), and CHERRY RUN TRANS. COUNTY, L.L.C. ("Cherry Run"), the Debtors and Debtors-in-Possession in the above-captioned Bankruptcy Cases (collectively, the "Corporate Debtors"), and the Plan and Disclosure Statement approved by the Court having been served on holders of all claims and equity security interests in the cases of the Corporate Debtors (the "Corporate Cases"); and copies of the Notice of Hearing on Confirmation of Chapter 11 Plan having been served upon all creditors, equity security holders and parties-in-interest, in accordance with the Special Procedures Order; and

It having been found and determined by this Court, after notice and hearing pursuant to 11 U.S.C. §1128(a) and Rule 2002(b), Fed.R.Bankr.P., that:

1. The Plan complies with the applicable provisions of the Code;
2. The Corporate Debtors have complied with the applicable provisions of the Code;
3. The Plan has been proposed in good faith and not by any means forbidden by law;
4. Any payment made or to be made by the Corporate Debtors or any person issuing securities or acquiring property under the Plan, for services or for costs

and expenses in or in connection with the case, or in connection with the Plan and incident to the case, has been approved by, or is subject to the approval of, the Court as reasonable;

5. The Corporate Debtors have disclosed the identity and affiliations of any individual proposed to serve, after Confirmation of the Plan, as a director, officer or voting trustee of the Corporate Debtors, the appointment to or continuance in such office of such persons is consistent with the interest of creditors and equity security holders and with public policy; and the Corporate Debtors have further disclosed the identity of all insiders who will be employed by the Debtors and the nature of any compensation for said insiders;

6. With respect to each impaired class of claims or interests, each holder of a claim or interest of such class has accepted the Plan or will receive or retain under the Plan on account of such claim or interest, property of a value, as of the Effective Date of the Plan, that is not less than the amount that such holder would receive or retain if the Corporate Debtors were liquidated under Chapter 7 of the Bankruptcy Code;

7. With respect to each class of claims or interests, each such class has accepted the Plan or the applicable elements of 11 U.S.C. §1129(b)(2) have been satisfied as to that class;

8. Except to the extent that the holder of a particular claim has agreed to a different treatment of such claim, the Plan provides that:

A. With respect to each claim of a kind specified in 11 U.S.C. §§507(a)(1) or 507(a)(2) of the Code, on the Effective Date of the Plan, the holder of each such claim will receive on account of such claim cash equal to the allowed

amount of such claim;

B. With respect to a class of claims of a kind specified in 11 U.S.C. §§507(a)(3), 507(a)(4), 507(a)(5), 507(a)(6) or 507(a)(7) of the Code, each holder of a claim of such class will receive, if such class has accepted the Plan, deferred cash payments of a value, as of the Effective Date of the Plan, equal to the allowed amount of such claim; or, if such class has not accepted the Plan, cash on the Effective Date of the Plan, equal to the allowed amount of such claim; and

C. With respect to a claim of a kind specified in 11 U.S.C. §507(a)(8) of the Code, the holder of each such claim will receive on account of such claim deferred cash payments, over a period not exceeding six years following the date of assessment of such claim, of a value, as of the Effective Date of the Plan, equal to the allowed amount of such claim.

9. Nine classes of claims that are impaired under the Plan have accepted the Plan, determined without including any acceptance of the Plan by an insider holding a claim of such class;

10. Confirmation of the Plan is not likely to be followed by the liquidation, or the need for further financial reorganization, of the Corporate Debtors or the Reorganized Debtor under the Plan;

11. All fees payable, pursuant to 28 U.S.C. §1930, have been paid or the Plan provides for the payment of all such fees on the Effective Date of the Plan;

12. The Corporate Debtors provided no retiree benefits, as that term is defined in 11 U.S.C. §1114; therefore, the requirements of 11 U.S.C. §1129(a)(13) are inapplicable to the case at bar and the Plan; and

13. The Plan meets the requirements of 11 U.S.C. §§1122 & 1123.

IT IS HEREBY ORDERED that the findings set forth above and conclusions of law stated herein below shall constitute the Court's findings of fact and conclusions of law, pursuant to Rule 7052, Fed.R.Bankr.P., made applicable to this proceeding pursuant to Rule 9014, Fed.R.Bankr.P. To the extent that any findings of fact shall be determined to be a conclusion of law, it shall be so deemed and *vice versa*;

IT IS FURTHER ORDERED that all objections to confirmation of the Plan have been resolved as set forth below, have been withdrawn or to the extent necessary are, hereby, overruled for the reasons stated on the record on April 20, 2004;

IT IS FURTHER ORDERED that the Disclosure Statement approved by Order of the Court dated February 26, 2004 contains adequate information for the Plan proposed by the Debtors;

IT IS FURTHER ORDERED that the modifications to the Plan set forth in the Immaterial Modifications to Joint Plan of Reorganization filed by the Corporate Debtors on April 16, 2004, and the Second Immaterial Modifications to Joint Plan of Reorganization filed by the Debtors on April 19, 2002 are not material and do not modify the Plan so that it fails, as so modified, to meet the requirements of 11 U.S.C. §§1122 & 1123, and those modifications are incorporated into and are a part of the Plan;

IT IS FURTHER ORDERED that pursuant to Bankruptcy Code §§ 365, 1123(a)(5)(D), 1123(b)(2) and 1123(b)(4), the Debtors are authorized to transfer all of their property and assets free and clear of all liens, claims, charges, assignments and interests, and all liens on such assets shall attach to the proceeds thereof, with the same validity, priority, force and effect to the extent expressly provided for under the Plan.

IT IS FURTHER ORDERED that upon the Effective Date of the Plan,

the [REDACTED],
[REDACTED] which description is incorporated by reference, AZCO's (including its Affiliates)
[REDACTED] (the Business Assets, Plans and Claims) and any other property or assets described as
[REDACTED] from New AZCO in the Plan shall be transferred to [REDACTED]
[REDACTED] (the entity which will fill the role of New AZCO) free and clear of all claims,
[REDACTED] assignments and interests of parties asserting such interests, including
[REDACTED]
[REDACTED] other parties asserting such interests.

IT IS FURTHER ORDERED that upon the Effective Date of the Plan,

the Cherry Run Pipeline, the Pipeline Lease and any other property or assets described as
being transferred to New Cherry Run in the Plan, shall be transferred to Tionesta
Valley Pipeline Co. (the entity which will fill the role of New Cherry Run) free and clear
of all claims, liens, charges, assignments and interests of parties asserting such interests,
including creditors, co-owners, assignees or the like arising prior to Confirmation, except
as otherwise expressly provided for in the Plan.

IT IS FURTHER ORDERED that the Plan and Order is binding on all

persons or entities described in the Plan and served with copies of the Plan and
Disclosure Statement, including, but not limited to, the persons and entities listed on the
Plan's Schedules or on Exhibit "A" attached to this Order. Duhring Resource Company
(New AZCO) and/or Tionesta Valley Pipeline Co. (New Cherry Run) (collectively,
Duhring Resource Company and Tionesta Valley Pipeline Co. are hereinafter referred to
as the "Transferees") may cause the Plan and this Order to be indexed in any appropriate

jurisdiction as against one or more of those persons or entities as the Transferees shall see fit.

IT IS FURTHER ORDERED that (a) the Transferees shall not assume any responsibility for any liabilities, obligations or claims against the Debtors except as expressly provided for in the Plan; (b) the Transferees are not successors to the Debtors under any contracts that are not assumed under the Plan; and (c) except as otherwise expressly provided in the Plan or this Order, all persons or entities who have held, hold, or may hold claims against, or interests in, the Debtors or their Estates will be permanently enjoined on and after the Effective Date, from (i) the enforcement, attachment, collection or recovery by any manner or means of any judgment, award, decree or order against the assets or property of the Estates, against the Estates or against the proceeds of such property or assets, including without limitation property or assets transferred to the Transferees (except as expressly provided for in the Plan), on account of any such claim or interest, (ii) creating, perfecting or enforcing any encumbrance of any kind against the property, assets or interests of the Debtors transferred to the Transferees, and (iii) asserting any claim or interest against the Transferees.

IT IS FURTHER ORDERED that the aggregate amount of the allowed priority claims of the United States Internal Revenue Service (the "IRS") in the Corporate Cases is \$168,553.88 (AZCO OIL priority claim of \$138,691.16, AZCO Operating priority claim of \$25,661.14 and Penneco priority claim of \$3,200.88) and the aggregate amount of the IRS' allowed administrative claim of \$3,753.94, pursuant to the Second Immaterial Modifications, shall be paid in full on the Effective Date of the Plan and all other claims of the IRS are general unsecured claims which shall be treated in Class 4 of

the Plan;

IT IS FURTHER ORDERED that the Corporate Debtors and Vernon Schwigert, the Trustee in the bankruptcy case of Thomas and Patricia May, shall implement a procedure for the determination of the value of the assets to be transferred from the May bankruptcy estate under the terms of the Plan; that is, either a valuation hearing or a motion to approve the sale of those assets and shall reserve the sum of \$15,539.81 in the estates of the Corporate Debtors in order to preserve the ability to pay the fees and costs of Dale Ulrich and Terry Dake, if and when allowed by this Court as administrative claims in the Corporate Cases. The creation of the reserve is without prejudice to seek allowance of additional fees and costs incurred in responding to the objections to their fee applications. ;

IT IS FURTHER ORDERED that the Corporate Debtors shall reserve the sum of \$12,000 in the estates of the Corporate Debtors in order to pay an unsecured claim of Snyder Brothers, Inc., if and when allowed by the Court as an administrative claim under 11 U.S.C. §502(f) or other applicable provisions the Bankruptcy Code; and

IT IS FURTHER ORDERED that the Joint Plan of Reorganization filed by the Debtors on January 3, 2004, a copy of which is attached hereto as Exhibit "B," as modified by the Immaterial Modifications to Joint Plan of Reorganization filed by the Corporate Debtors on April 16, 2004, and the Second Immaterial Modifications to Joint Plan of Reorganization filed by the Debtors on April 19, 2002 and further by the incorporation of the above-referenced language, is confirmed.

DATED this ___th day of April, 2004.

Honorable Charles G. Case
United States Bankruptcy Judge

APPROVED AS TO FORM AND CONTENT:

UNITED STATES INTERNAL REVENUE SERVICE

By: _____
Stephen Ash, Esq.
District Counsel

SNYDER BROTHERS, INC.

By: _____
Michael Carmel, Esq.
Counsel for Snyder Brothers

APPROVED AS TO FORM:

LAW OFFICES OF TERRY DAKE, LTD.

By: _____
Terry Dake, Esq.
For the firm and himself and as
Counsel for Dale Ulrich

GRANTED

APPROVED AS TO FORM AND CONTENT:

UNITED STATES INTERNAL REVENUE SERVICE

By: Stephen Ash
Stephen Ash, Esq.
District Counsel

SNYDER BROTHERS, INC.

By: _____
Michael Carmel, Esq.
Counsel for Snyder Brothers

APPROVED AS TO FORM:

LAW OFFICES OF TERRY DAKE, LTD.

By: _____
Terry Dake, Esq.
For the firm and himself and as
Counsel for Dale Ulrich

GRANTED


Honorable Charles G. Case
United States Bankruptcy Judge

APPROVED AS TO FORM AND CONTENT:

UNITED STATES INTERNAL REVENUE SERVICE

By: _____
Stephen Ash, Esq.
District Counsel

SNYDER BROTHERS, INC.

By:  #7356 (4/30/04)
Michael Carmel, Esq.
Counsel for Snyder Brothers

APPROVED AS TO FORM:

LAW OFFICES OF TERRY DAKE, LTD.

By: _____
Terry Dake, Esq.
For the firm and himself and as
Counsel for Dale Ulrich

GRANTED

Honorable Charles G. Case
United States Bankruptcy Judge

APPROVED AS TO FORM AND CONTENT:

UNITED STATES INTERNAL REVENUE SERVICE

By: _____
Stephen Ash, Esq.
District Counsel

SNYDER BROTHERS, INC.

By: _____
Michael Carmel, Esq.
Counsel for Snyder Brothers

APPROVED AS TO FORM:

~~XXXXXXXXXX~~ TERRY DAKE, LTD.

By: _____
Terry Dake, Esq.
For the firm and himself and as
Counsel for Dale Ulrich

GRANTED

02-17432 (Jointly Administered)
AZCO Operating/AZCO Oil
Penneco
Cherry Run/Trans-County

Robert Green, CPA, PC
2308 West 29th Street, #200
Greeley, CO 80631

American Express Small Business
3739-994551-81000
American Express Centurion
Chicago, IL 60679-0002

Caterpillar Financial Services
105173-000
2120 West End Avenue
POB 340001
Nashville, TN 37203-0001

Snyder Brothers, Inc.
One Glade Park, East
POB 1022
Kittanning, PA 16201

Larry Watson, Esq.
United States Trustee Office
P. O. Box 36170
Phoenix, Arizona 85067-6170

Cellular One
4783.15
POB 17308
Baltimore, MD 21297-1308

Al Lander
Greco & Lander, P.C.
1390 E. Main Street, Suite 2
PO Box 667
Clarion, PA 16241

Duhring Resource Company
Arthur Stewart & Associates, P.C.
600 Market Street
Warren, PA 16365

Citibank USA
0002011583601446783
c/o Citicorp Credit Service
POB 90298
Des Moines, IA 50368-9098

T&W Financial
c/o Paul Rome
NCO Financial
POB 7768
Metairie, LA 70010

Timothy D. McNair, Esq.
821 State Street
Erie, PA 16501-1316

Curtis Well Service
Attn: Bud Curtis, President
POB 367
Sugar Grove, PA 16350

The St. Paul Insurance Corp.
Dept. CH9072
Palatine, IL 60055-9072

Suzelle Creditor Group
c/o Schian Walker, P.L.C.
3550 N. Central, #1500
Phoenix, AZ 85012-2113

Duhring Resource Company
Attn: Arthur Stewart
7 Branch Street
Warren, PA 16365

Verizon Wireless, Bellevue
1001452127
POB 2210
Englewood, CA 90313-2210

Bank One
000-240700-0240700-024762
PO Box 0599
Columbus OH 45271

Fedex
134322551
POB 1140
Memphis, TN 38101-1140

Wells Fargo
WF Business Payment Processing
POB 29491
Phoenix, AZ 85038-9491

BP Oil
49930440771429594
PO Box 9076
Des Moines, IA 50368-9076

Internal Revenue Service
86-0516736
Attn: Daniel L. Kapp
POB 217
Bradford, PA 16701

William Fair/Richard Elam
John J. Mead, Esq.
1001 State Street, Suite 800
Erie, PA 16501

T & W Financial, D49310
c/o Lease Dimensions
222 SW Columbia Street, Suite 1000
Portland, OR 97201-6602

Licor Keystone, Inc.
POB 82
Clymer, NY 14724

American Express
3783-407485-54007
Box 0001
Los Angeles, CA 900196-0001

Collection Company of America
1001452127
PO Box 441110
Aurora, CO 80044

Mercedes-Benz Credit
500-2114-842112-41997
POB 530052
Atlanta, GA 30353-0052

American Express
3739-994551-81000
POB 804247
Chicago, IL 60680-4104

Dean C. Huya
Northwest Savings Bank
225 Second Avenue
Warren, PA 16365

J.N.K. Machine Corp. and
Smethport Auto Parts
25 Briggs Street
Jamestown, NY 14701

Joe Haines
OSI Collection Services, Inc.
P.O. Box 965
Brookfield, WI 53008

Richard H. Lee
Richard H. Lee, P.A.
P.O. Box 7749
Phoenix, AZ 85011-0749

David S. Klett, Esq.
Klett & Associates
Suite 1300, Four Gateway Center
Pittsburgh, PA 15222-1223

John R. O'Keefe, Jr., Esq.
Metz Lewis LLC
11 Stanwix Street, 18th Floor
Pittsburgh, PA 15222

Victoria Stevens
Shughart Thomson & Kilroy
3636 North Central, Suite 1200
Phoenix, AZ 85012

Daniel L. Kloberdanz, Esq.
Berens, Kozub, Lord & Kloberdanz
7047 E. Greenway Pkwy.
Suite 140
Scottsdale, Arizona 85254

Don C. Fletcher, Esq.
The Cavanagh Law Firm P.A.
1850 North Central Avenue,
Suite 2400
Phoenix, AZ 85004-0001

Internal Revenue Service (11)
Special Procedure MS #5013 PX
210 E. Earll Dr.
Phoenix, AZ 85012

AZCO Oil Company
AZCO Operating Company
433 E. Windmere
Phoenix, AZ 85048

AT&T
PO Box 78522
Phoenix, AZ 85062-8522

AT&T
PO Box 9001309
Louisville, KY 40290-1309

AZ. Department of Revenue
Bankruptcy & Litigation
1600 W. Monroe, 7th fl.
Phoenix, AZ 85007-2650

Scott K. Brown, Esq.
Lewis & Roca, LLP
40 N. Central Avenue
Phoenix, AZ 85004-4429

SoRelie Creditors Group
Schian Walker, P.L.C.
3550 N. Central, Suite 1500
Phoenix, AZ 85012

Vern Schweigert
Biltmore Associates
1121 E. Missouri Avenue
#100
Phoenix, AZ 85014

Bank One, NA
Patricia Doyle-Kossick, P.L.C.
4500 S. Lakeshore Drive, Suite 575
Tempe, AZ 85282-7032

Snyder Brothers
c/o Michael W. Carmel, Ltd.
80 East Columbus Avenue
Phoenix, AZ 85012-2366

TAX CLAIM BUREAU
204 FOURTH AVENUE
WARREN PA 16563

Caterpillar Financial Services
C/O Edward J Marko, Esq.
2525 W Greenway Rd, Suite 320
Phoenix AZ 85023

Security Trust Company
2390 E. Camelback
Phoenix, AZ 85016

Penneco Production Company
433 E. Windmere
Phoenix, AZ 85048

Terry A. Dake, Ltd.
11811 N. Tatum Boulevard
Suite 3031
Phoenix, AZ 85028

Shaboon Oil, Inc.
c/o George Basch
1197 East Oak Street
Phoenix, AZ 85006

Charles R. Weidler
c/o Michael J. LaVelle
2525 E. Camelback Road, Suite 888
Phoenix, AZ 85016

Robert J. Sapanaro
6201 E. Lafayette Blvd.
Scottsdale, AZ 85251

G. Bruce Hemmings, et al
c/o Robert McAllister, Esq.
455 Sherman Street, #300
Denver, CO 80203

Wild Bear Resources
1102 W. Glendale, Unit 108
Phoenix, AZ 85021

Nancy May Bowerman
2290 W. Mulberry
Chandler, AZ 85248

Joseph Corriero
3049 River Road
New Hope, PA 18938

Steve Dick
409 E. Windmere Drive
Phoenix, AZ 85048

Devitis Family Trust
c/o Florian Devitis
11 Leatherwood Court
Coto de Caza, CA 92679

Charles A. Dill
807 South Warson Road
St. Louis, MO 63124

Garth Fort
31 Briar Cliff
St. Louis, MO 63124

Dave & Kim McGinnis
445 E. Windmere Drive
Phoenix, AZ 85048

James T. Larson
21 Buchanan Street
Warren, PA 16365

Marc T. Lobdell
1298 C Keenan Street
Clarendon, PA 16313

Patricia May
11 Leatherwood Court
Coto de Caza, CA 92679

Thomas R. May
1102 W. Glendale, Unit 108
Phoenix, AZ 85021

Sarah K. Peterson
PO Box 245
James City, PA 16734

Steve Simkins
10 School Street
N Warren, PA 16365

Scott L. Southwell
PO Box 177
Garland, PA 16416

Mark Grosch
1065 Dunham Mills Road
Clarendon, PA 16313

Wells Fargo Home Mortgage
Norwest Mortgage
5024 Parkway Plaza, Bld 7, UN 2407
Charlotte, NC 28217

ADT Security Service
PO Box 371490
Pittsburgh, PA 15250-7490

ADT Security Systems
PO Box 551200
Jacksonville, FL 32255

Anthony W Hard
2222 E. Highland, Ste 430
Phoenix, AZ 85016

A&T
POB 78628
Phoenix, AZ 85062

AZ DOR
BK & Litigation
1600 W. Monroe, 7th Fl.
Phoenix, AZ 85007

Bonton
POB 17598
Baltimore, MD 21297

Capital One
POB 60000
Seattle, WA 98190

Chase
POB 52195
Phoenix, AZ 85072

Chicard
POB 6417
The Lakes, NV 88901

City of Phoenix
POB 29663
Phoenix, AZ 85038

Direct TV
POB 78626
Phoenix, AZ 85062

Doylestown Hospital
595 W. State St.
Doylestown, PA 18901

East Valley Primary Care Physicians
4515 S. McClintock, No. 100
Tempe, AZ 85282

ECast Settlement Corp.
GE Prostate Label/Suzuki
POB 35480
Newark, NJ 07193

George Leonard
Harris Trust
2929 N. Central, Ste 100
Phoenix, AZ 85012

Harley-Davidson Credit
c/o Nicholas Spallas
3936 E. Ft. Lowell Rd., Ste 200
Tucson, AZ 85712

Harley-Davidson Credit
4150 Technology Way
Carson City, NV 89706

Harris Trust Bank of Arizona
c/o Robert J. Miller
Two North Central, Ste 2200
Phoenix, AZ 85004

Lease Dimensions, Inc.
c/o Brian M. Born
950 Pacific Ave., #1050
Tacoma, WA 98402

Ma Habib MD
7331 E. Osborn, No. 430
Scottsdale, AZ 85251

Macy's
PO Box 1201
St. Cloud, MN 56396

Macy's PO Box 4562
Carol Stream, IL 60197

MBNA America
POB 15137
Wilmington, DE 19886

Minnesota Life
Group Universal Life
POB 64546
St Paul, MN 55164

Monty Brothers
Landscaping & Maintenance
POB 51171
Phoenix, AZ 85076

National Financial Services
6851 Jericho Turnpike
POB 91013
Syosset, NY 11791

Nordstrom Bank
POB 79134
Phoenix, AZ 85062

Providian
POB 30176
Los Angeles, CA 90030

Qwest
POB 29060
Phoenix, AZ 85038

Sears Premier Card
86 Annex
Atlanta, GA 30386

Sparklets
18 S. Roosevelt Ave.
Chandler, AZ 85226

SRP
POB 2950
Phoenix, AZ 85062

Sears, Roebuck & CO.
POB 3671
Des Moines, IA 50322

The Barton
POB 740966
Dallas, TX 75374

The GM Card
POB 60119
City of Industry, CA 91716

US Attorney
2 Renaissance Square
40 N. Central, #1200
Phoenix, AZ 85004

US Securities & Exchange Comm.
Attn: Sarah D. Moyed
5670 Wilshire Blvd, 11th Floor
Los Angeles, CA 90036

Warren General Hospital
POB 68
Warren, PA 16365

Wells Fargo Bank
c/o Thomas J. Prenovost, Jr.
2122 N. Broadway, Ste 200-HK
Santa Ana, CA 92706

Thomas J. O'Neal
901 St. Louis, #1200
Springfield, MO 65806

American Express
c/o Becket & Lcc LLP
POB 3001
Malvern, PA 19355

Andy's Truck Service
POB 378, North Main Street
Clarendon, PA 16313

Angie May
1102 W. Glendale, #102
Phoenix, AZ 85021

Bryan Hupt
23400 E. Truman Rd.
Independence, MO 64056

Bamford Reporting Service
5125 N. 16th St., Ste A-114
Phoenix, AZ 85016

Bank One
First USA Bank
POB 50882
Henderson, NV 89016

Bank One, NA
POB 94015
Palatine, IL 60094

Bradford Pipe & Supply
POB 156
140 Chestnut Street
Bradford, PA 16701

Bureau of Employer Tax Operations
POB 60127
Harrisburg, PA 17106

C.P.G., LLC
12946 WCR 78
Eaton, CO 810615

Carroll Sorelle
POB 336430
Greeley, CO 80633

Charles Tool & Supply
18783 Paint Blvd.
Shippenville, PA 16254

Culligan Water Cond.
207 Fifth Avenue East
Warren, PA 16365

Diane Bennett
8308 E. Edgemont
Scottsdale, AZ 85257

Donna Clare Buzard
Rt. 1 Box 201
Kane, PA 16735

Exxon
c/o Universal Fidelity Corp.
POB 941911
Houston, TX 77094

Fred Roukema
1013 48th Avenue
Greeley, CO 80631

Forty Nine Fifty, LLC
POB ox 1150
Greeley, CO 80631

Howess True Value Hardware
60A Kinzua Rd., South 6 East
Warren, PA 16365

Jane Roukema
1013 48th Ave.
Greeley, CO 80631

Jackie Lyons
86755 E. Sharon Dr.
Scottsdale, AZ 85260

Joseph Donofrio
6131 E. Calle Rosa
Scottsdale, AZ 85251

Kenneth M. Olds
1212 50th Ave.
Greeley, CO 80634

Keith or Barbara Hoffman or
Successor as Trust of Living Trust
1346 E. Palomine Dr.
Tempe, AZ 85284

Keystone Diesel Eng. Co.
7790 Meadville Rd.
Girard, PA 16424

Kingsley Compression, Inc
12705 Parliament Dr., NW
Baltimore, MD 43105

Lease Dimensions (T&W Defaults)
c/o NCO Financial Systems
POB 41953
Philadelphia, PA 19101

Lincoln Center Travel
7100 E. Lincoln Dr., Suite A108
Scottsdale, AZ 85253

Marineville Pro home Imp. Cntr
HC#1 Box 195B, R# 66
Marineville, PA 16239

McBee
Attn: A/R
500 Main Street
Groton, MA 01471

Neill Family Trust
11078 E. Skinner Dr.
Scottsdale, AZ 85262

Northwest Savings Bank
222 Second Ave.
POB 128
Warren, PA 16365

Oilrus, LLC
12946 WCR 78
Greeley, CO 80615

Officemax Credit Plan
POB 9020
Des Moines, IA 50368

Penelec
POB 3687
Akron, OH 44309

Pope & Drayer
Ten Grant Street
Clarion, PA 16214

Probsts Battery Co.
RD #1, Box 1193A
Clarendon, PA 16313

Qwest
c/o FR Solutions
POB 9004
Renton, WA 98057

Reliable Office Supply
c/o Corporate Collection Servs.
POB 22630
Cleveland, OH 44122

Richard Elam
9514 E. Mariposa Grande Drive
Scottsdale, AZ 85255

Robert & Susie Hawkins
8515 S. Willow
Tempe, AZ 85284

Roells Machine & Fabrication
200 Pickering Street
Sheffield, PA 16347

Steven Lundvall
2308 First Ave., #3
Sheffield, PA 16347

Saybrook Diesel
698 West Main Street
Sheffield, PA 16347

Steve Worrell
606 Harvard Dr.
Glenwood Springs, CO 81601

Strate Welding Supply Co.
POB 570
Buffalo, NY 14207

TRI State Measurement
1688 Shannon Rd.
Girard, OH 44420

Thomas J. Morgan
5205 N. 41st Place
Phoenix, AZ 85018

US Trustee
POB 36170
Phoenix, AZ 85067

USPS/Dun & Bradstreet
Receivable Management Servs.
POB 523
Richfield, OH 44286

United Refining Co. of PA
c/o JAL, Inc.
300 E. Madison Ave.
POB 162
Clifton Heights, PA 19018

Vern & Patricia Miller
1715 38th Avenue Ct.
Greeley, CO 80631

Viking Office Products
POB 30488
Los Angeles, CA 90030

William Fehr
30 Melon Lane
Reading, PA 16735

Patricia Miller
1771 Arrowhead Dr.
Bullhead City, AZ 86442

C. Taylor Ashworth
Osborn Maledon
2929 N. Central, Ste 2100
Phoenix, AZ 85012

East Resources
POB 907
Wexford, PA 15090

Farmers National Bank
POB 929
Kittanning, PA 16201

IRS
Mail Code Cats: SPF-B
4750 W. Oakey
Las Vegas, NV 8902

John J. Jarzab
725 Pleasant Drive
Warren, PA 16365

Commonwealth of PA
Bureau of Employer Tax Oprtns
Harrisburg BK & Compliance Off.
1171 S. Cameron St.
Harrisburg, PA 17104

McBee Systems
POB 4270
Athens, OH 45701

Northwest Savings Bank
c/o Mark G. Claypool
Knox McLaughlin et al
120 W. 10th Street
Erie, PA 16501

Terry Huffman
dba Huffman & Son
c/o Stephen H. Hutzelman
305 W. Sixth Street
Erie, PA 16507

Wells Fargo Bank
c/o Cameron McMurtrey
POB 53476
Phoenix, AZ 85072

Frank Corino
World-Wide Drilling & Service Co.
2828 Grand Ave.
Bellmore, N. Y. 11710

Neil Cumsky, Esq.
Princeton Resorts Group, LLC
4000 N. Central, Suite 320
Phoenix, AZ 85012

John May
1920 W. Lindner #222
Mesa, AZ 85202

Richard G. Patrick
United States Attorney
40 N. Central, Suite 1200
Phoenix, AZ 85004

GRANTED

**AZCO - Add'l Creditors per
Arthur Stewart - assignees who
received interests in the Phase I
wells in 1990 & Class 12 DEP**

Claudia Cumsky
c/o Princeton Resorts Group
4000 N. Central, Suite 320
Phoenix, AZ 85012

Robert Newstead
c/o Oak Creek Funding
7900 East Greenway Road
Scottsdale, AZ 85260

Elliot Pollack
8241 East Del Camino
Scottsdale, AZ 85258

Warren Siegal & Alexandria Siegal
9100 South 56th Street
Tempe, AZ 85284

Jeffrey B. Weeks
& Christine A. Weeks
5905 24th Street
Greeley, CO 80634-8949

June J. Shapiro
& Richard W. Shapiro
5333 East Mercer Lane
Scottsdale, AZ 85254

Robert Nefsky
4717 Goldenrod Lane
Lincoln, NE 68512

Steven R. Bristol
5603 25th Street
Greeley, CO 80634

Robert Graves
11222 South Shoshoni
Phoenix, AZ 85044

Leslie Snyder
2521 East Eighth Street
Tucson, AZ 85716

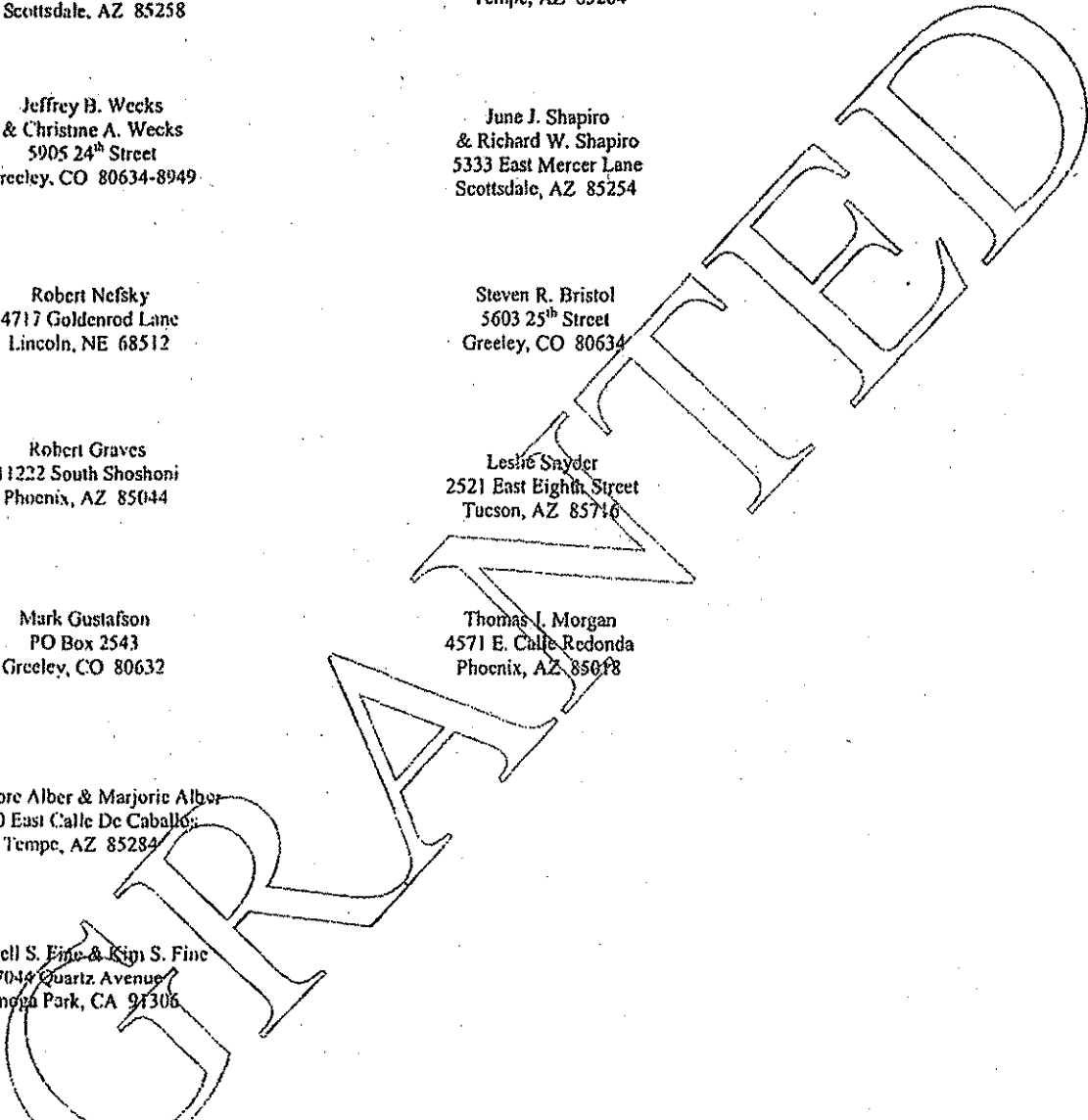
Mark Gustafson
PO Box 2543
Greeley, CO 80632

Thomas J. Morgan
4571 E. Calle Redonda
Phoenix, AZ 85018

Theodore Alber & Marjorie Alber
1930 East Calle De Caballo
Tempe, AZ 85284

Mitchell S. Fine & Kim S. Fine
7044 Quartz Avenue
Canoga Park, CA 91306

PA Dept. of Environmental Protection
230 Chestnut St.
Meadville, PA 16335



13

LOT 9

January 30th, 1990