

# SECURITIES AND EXCHANGE COMMISSION

## FORM S-8

Initial registration statement for securities to be offered to employees pursuant to employee benefit plans

Filing Date: **1999-09-10**  
SEC Accession No. **0000905729-99-000168**

([HTML Version](#) on [secdatabase.com](#))

### FILER

#### **ENERGY SEARCH INC**

CIK: **932181** | IRS No.: **621423071** | State of Incorpor.: **TN** | Fiscal Year End: **1231**  
Type: **S-8** | Act: **33** | File No.: **333-86849** | Film No.: **99709105**  
SIC: **1381** Drilling oil & gas wells

Mailing Address  
*280 FORT SNADERS BLVD  
SUITE 200  
KNOXVILLE TN 37922*

Business Address  
*280 FORT SANDERS WEST  
BLVD STE 200  
KNOXVILLE TN 37922  
8005515810*

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SECURITIES AND EXCHANGE COMMISSION<BR>  
Washington, D.C. 20549<BR>  
<BR>  
<B>FORM S-8</B><BR>  
<B>REGISTRATION STATEMENT</B><BR>  
<B>UNDER THE SECURITIES ACT OF 1933</B><P>  
<FONT SIZE="1"><B>ENERGY SEARCH, INCORPORATED</B></FONT><BR>  
(Exact Name of Registrant as Specified in Its Charter)<BR>  
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<TD WIDTH="50%" ALIGN="CENTER">(I. S. Employer</TD>  
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<TR>  
<TD WIDTH="50%" ALIGN="CENTER">(Address of Principal Executive Offices)</TD>  
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<FONT SIZE="1"><B>ENERGY SEARCH, INCORPORATED</B></FONT><BR>  
<FONT SIZE="1"><B>STOCK OPTION AND RESTRICTED STOCK PLAN OF 1998</B></FONT><BR>  
(Full Title of the Plan)<P>  
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<TD WIDTH="45%" ALIGN="CENTER"><B>Patrick R. Sughrue</B></TD>  
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<TR>  
<TD WIDTH="45%" ALIGN="CENTER"><B>President</B></TD>  
<TD WIDTH="10%" ALIGN="CENTER"><BR>  
<TD WIDTH="45%" ALIGN="CENTER"><B>Patrick R. Sughrue, F.C.C.</B></TD>  
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<TD WIDTH="45%" ALIGN="CENTER"><B>Energy Search, Incorporated</B></TD>  
<TD WIDTH="10%" ALIGN="CENTER"><BR>  
<TD WIDTH="45%" ALIGN="CENTER"><B>3777 Sparks Drive, Suite 130</B></TD>  
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(Name and Address of Agent For Service)<P>  
<B>(423) 531-6562</B><BR>  
(Telephone Number, including Area Code, of Agent For Service)<P>  
<B>CALCULATION OF REGISTRATION FEE</B><BR>  
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<TD WIDTH="200" ALIGN="CENTER"><BR>  
<FONT SIZE="1">Amount To Be<BR>Registered</FONT></TD>  
<TD WIDTH="200" ALIGN="CENTER"><FONT SIZE="1">Proposed Maximum<BR>Offering Price<BR>Per Share (1) (2)</FONT></TD>  
<TD WIDTH="200" ALIGN="CENTER"><FONT SIZE="1">Proposed Maximum<BR>Aggregate<BR>Offering Price (1) (2)</FONT></TD>  
<TD WIDTH="200" ALIGN="CENTER"><BR>  
<FONT SIZE="1">Amount Of<BR>Registration Fee</FONT></TD>  
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<TR>  
<TD WIDTH="200" ALIGN="CENTER"><FONT SIZE="1">Common Stock,<BR>no par value</FONT></TD>  
<TD WIDTH="200" ALIGN="CENTER"><FONT SIZE="1">700,000 shares</FONT></TD>  
<TD WIDTH="200" ALIGN="CENTER"><FONT SIZE="1">\$3.8125</FONT></TD>  
<TD WIDTH="200" ALIGN="CENTER"><FONT SIZE="1">\$2,668,750</FONT></TD>  
<TD WIDTH="200" ALIGN="CENTER"><FONT SIZE="1">\$741.91</FONT></TD>  
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<TD WIDTH="78" ALIGN="LEFT" VALIGN="TOP"><FONT SIZE="1">(1)</FONT></TD>  
<TD WIDTH="93" ALIGN="LEFT" VALIGN="TOP"><FONT SIZE="1">Estimated solely for the purpose of calculating the registration fee.</FONT></TD>  
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<TD WIDTH="93" ALIGN="LEFT" VALIGN="TOP"><FONT SIZE="1">On September 7, 1999, the last price of the Common Stock of Energy Search, Incorporated was \$3.8125 per share. The registration fee is computed in accordance with Rule 457(h) and (c).</FONT></TD>  
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<TD WIDTH="78" ALIGN="LEFT" VALIGN="TOP"><FONT SIZE="1">(3)</FONT></TD>  
<TD WIDTH="93" ALIGN="LEFT" VALIGN="TOP"><FONT SIZE="1">In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described above, plus an indeterminate number of additional shares as may be required to be issued in the event of an adjustment as a result of an increase in the number of issued shares of Common Stock resulting from a subdivision of such shares, the payment of stock dividends or certain other capital adjustments.</FONT></TD>  
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<B>PART II</B><P>  
<B>INFORMATION REQUIRED IN THE REGISTRATION STATEMENT</B><P>  
</CENTER>  
<P><B>On June 14, 1999 the Registrant filed a Registration Statement on Form S-8 (Registration Statement No. 333-80649) with the Securities and Exchange Commission. The previously filed Registration Statement registered 300,000 shares of the Registrant's common stock authorized for issuance under the Stock Option and Restricted Stock Plan of 1998 (the "Plan"). Registration Statement No. 333-80649 is incorporated herein by reference. On June 17, 1999, the Registrant's shareholders approved an amendment to the Plan which increased the number of shares authorized for issuance under the Plan to 1,000,000 shares of the Registrant's common stock. This current Registration Statement on Form S-8 is registering the additional 700,000 authorized shares under the Plan.</P>  
<P>Item 8. Exhibits</P>  
<P>The following exhibits are filed or incorporated by reference as part of this registration statement:</P>  
<TABLE BORDER="0" CELSPACING="0" CELLSPACING="0" WIDTH="100%">  
<TR>  
<TD WIDTH="13%" ALIGN="LEFT">Exhibit</TD>  
<TD WIDTH="87%" ALIGN="LEFT"><U>Number</U></TD>  
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<TR>  
<TD WIDTH="13%" ALIGN="LEFT" VALIGN="TOP">4.1</TD>  
<TD WIDTH="87%" ALIGN="LEFT" VALIGN="TOP">Amended and Restated Charter.</TD>  
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<TR>  
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<TR>  
<TD WIDTH="13%" ALIGN="LEFT" VALIGN="TOP">4.2</TD>  
<TD WIDTH="87%" ALIGN="LEFT" VALIGN="TOP">Bylaws. Previously filed as an exhibit to the Registrant's Quarterly Report on Form 10-QSB for the quarter ended June 30, 1998, and incorporated herein by reference.</TD>  
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<TD WIDTH="13%" ALIGN="LEFT" VALIGN="TOP">4.3</TD>  
<TD WIDTH="87%" ALIGN="LEFT" VALIGN="TOP">Specimen of Common Stock Certificate. Previously filed as an exhibit to the Registrant's Registration Statement on Form SB-2 (333-12755), and incorporated herein by reference.</TD>  
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<TD WIDTH="13%" ALIGN="LEFT" VALIGN="TOP">4.4</TD>  
<TD WIDTH="87%" ALIGN="LEFT" VALIGN="TOP">Specimen of Redeemable Series A Common Stock Purchase Warrant Certificate. Previously filed as an exhibit to the Registrant's Registration Statement on Form SB-2 (333-12755), and incorporated herein by reference.</TD>  
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<TD WIDTH="13%" ALIGN="LEFT" VALIGN="TOP">4.5</TD>  
<TD WIDTH="87%" ALIGN="LEFT" VALIGN="TOP">Specimen of Underwriters' Warrant Certificate. Previously filed as an exhibit to the Registrant's Registration Statement on Form SB-2 (333-12755), and incorporated herein by reference.</TD>  
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<TD WIDTH="13%" ALIGN="LEFT" VALIGN="TOP">5</TD>  
<TD WIDTH="87%" ALIGN="LEFT" VALIGN="TOP">Opinion of Patrick R. Sughrue, P.C.</TD>  
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<TD WIDTH="13%" ALIGN="LEFT" VALIGN="TOP">23.1</TD>  
<TD WIDTH="87%" ALIGN="LEFT" VALIGN="TOP">Consent of Plante & Moran, LLP.</TD>  
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<TD WIDTH="13%" ALIGN="LEFT" VALIGN="TOP">23.2</TD>  
<TD WIDTH="87%" ALIGN="LEFT" VALIGN="TOP">Consent of Patrick R. Sughrue, P.C. Included in Exhibit 5 above.</TD>  
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<B>SIGNATURES</B><P>  
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<P><B>The Registrant</B>. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Knoxville, state of Tennessee, on this 3rd day of September, 1999.</P>  
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<TR>  
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<TR>  
<TD WIDTH="50%" ALIGN="LEFT"></TD>  
<TD WIDTH="50%" ALIGN="LEFT">By /s/ Richard S. Cooper</TD>  
</TR>  
<TR>  
<TD WIDTH="50%" ALIGN="LEFT"></TD>  
<TD WIDTH="50%" ALIGN="LEFT">Richard S. Cooper</TD>  
</TR>  
<TR>  
<TD WIDTH="50%" ALIGN="LEFT"></TD>  
<TD WIDTH="50%" ALIGN="LEFT">President</TD>  
</TR>  
</TABLE>  
<BR>  
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<P><B>Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.</B>  
<TABLE BORDER="0" CELSPACING="0" CELLSPACING="0" WIDTH="100%">  
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<TD WIDTH="58%" ALIGN="LEFT"></TD>  
<TD WIDTH="33%" ALIGN="LEFT"><U>Title</U></TD>  
<TD WIDTH="27%" ALIGN="LEFT"><U>Date</U></TD>  
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<TR>  
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Charles P. Torrey, Jr.			
Director (Principal)			
September 3, 1999			
Charles P. Torrey, Jr.			
Executive Officer			
September 3, 1999			
Richard S. Cooper			
Director			
September 3, 1999			
Richard S. Cooper			
Financial and Accounting			
September 3, 1999			
Robert L. Remine			
Director (Principal)			
September 3, 1999			
Robert L. Remine			
Financial and Accounting			
September 3, 1999			
Robert L. Remine			
Officer			
September 3, 1999			

3

NO SHADE

INDEX TO EXHIBITS

Exhibit	Number	Description
		Amended and Restated Charter.
		Specimen of Common Stock Certificate. Previously filed as an exhibit to the Registrant's Quarterly Report on Form 10-QSB for the quarter ended June 30, 1999, and incorporated herein by reference.
		Specimen of Common Stock Certificate. Previously filed as an exhibit to the Registrant's Registration Statement on Form SB-2 (333-12755), and incorporated herein by reference.
		Specimen of Redeemable Series A Common Stock Purchase Warrant Certificate. Previously filed as an exhibit to the Registrant's Registration Statement on Form SB-2 (333-12755), and incorporated herein by reference.
		Opinion of Patrick R. Sughrue, P.C.
		Consent of Plante & Moran, LLP.
		Consent of Patrick R. Sughrue, P.C. Included in Exhibit 5 above.

</TABLE></TR>  
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<TR>  
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<TD WIDTH="90">(vii) The voting powers, full and/or limited, if any, of the shares of such series, and whether and under what conditions the shares of such series (alone or together with the shares of one or more other series having similar provisions) shall be entitled to vote separately as a single class, for the election of one or more additional Directors of the Corporation in case of dividend arrearages or other specified events, or upon other matters.</TD>  
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<TR>  
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<TD WIDTH="90">(viii) Whether the issuance of any additional shares of such series, or of any shares of any other series, shall be subject to restrictions as to issuance, or as to the powers, preferences or rights of any such other series.</TD>  
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<TD WIDTH="90">(ix) Any other preferences, privileges and powers and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of such series, as the Board of Directors may deem advisable and as shall not be inconsistent with the provisions of these Articles.</TD>  
</TR>  
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<P><B>For Profit Corporation.</B> The Corporation is for profit.</P>  
<P><B>Purposes.</B> The purpose of the Corporation is to explore, prospect, drill for, produce, market, sell, and deal in and with petroleum, mineral animal, vegetable, and other oils, asphaltum, natural gas, gasoline, naphthalene, hydrocarbons, oil shales, sulfur, salt, clay, coal, minerals, mineral substances, metals, ores of every kind or other mineral or non-mineral, liquid, solid, or volatile substances and products, by-products, combinations and derivatives thereof, and to buy, lease, hire, contract for, invest in, and otherwise acquire, and to own, hold, maintain, equip, operate, manage, mortgage, create security interests in, deal in and with, and to sell, lease, exchange, and otherwise dispose of oil gas, mineral, and mining lands, wells, mines, quarries, rights, royalties, overriding royalties, oil payments, and other oil, gas, and mineral interests, claims, locations, patents,</P>  
<P><B>3- NOSHADE</B>  
<P><B>4- NOSHADE</B>  
<P>concessions, easements, rights-of-way, franchises, real and personal property, and all interests therein, tanks, reservoirs, warehouses, storage facilities, elevators, terminals, markets, docks, piers, wharves, dry-docks, bulkheads, pipelines, pumping stations, tank cars, trains, automobiles, trucks, cars, tankers, ships, tugs, barges, boats, vessels, aircraft, and other vehicles, crafts, or machinery for use on land, water, or air, for prospecting, exploring, and drilling for, producing, gathering, manufacturing, refining, purchasing, leasing, exchanging, or otherwise acquiring, selling, transporting, or otherwise disposing of such mineral and non-mineral substances; and to do engineering and contracting and to design, construct, drill, bore, sink, develop, improve, extend, maintain, operate, and repair wells, mines, plants, works, machinery, appliances, rigging, casing, tools, storage, and transportation lines and systems for this Corporation and other persons, associations, or corporations. To establish and maintain a drilling business with authority to own and operate drilling rigs, machinery, tools, or apparatus necessary in the boring or otherwise sinking of wells for the production of oil, gas, or water; to construct or acquire by lease or otherwise and to maintain and operate pipelines for the conveyance of oil and natural gas, oil storage tanks and reservoirs, and tank cars of all kinds tank steamers, and other vessels, wharves, docks, warehouses, storage houses, loading racks, and all other convenient instrumentalities for the shipping and transportation of crude or refined petroleum or natural gas and all other volatile, solid, or liquid mineral substances in any and all forms; to manufacture, buy, sell, lease, let, and hire machines and machinery, equipment, tools, implements, and all other property, real and personal, useful or available in prospecting for, or in producing, storing, refining, or preparing for market, petroleum and natural gas and all other volatile and mineral substances and their products and by-products and of all articles and materials in any way resulting from or connected therewith; to purchase, lease, construct, or otherwise acquire, exchange, sell, let, or otherwise dispose of, own, maintain, develop, and improve any and property, real or personal, plants, refineries, factories, warehouses, stores, and buildings of all kinds useful in connection with the business of the Corporation including the drilling for oil and gas wells or mining in any manner or by any method permitted by law on such real property; and to conduct any other business enterprises not contrary to the laws of the state of Tennessee.</P>  
<P><B>8. Directors.</B> Members of the Board of Directors of the Corporation shall be elected, replaced, and removed as follows:</P>  
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<TD WIDTH="38">(a) Number of Directors.</TD>  
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<TD WIDTH="38">(b) Classification.</TD>  
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<P>The Board of Directors shall be divided into three classes as nearly equal in number as possible, with the term of office of one class expiring each year. At each annual meeting of the shareholders, the successors of the class of Directors whose term expires at that meeting shall be elected to hold office for a term expiring at the annual meeting of shareholders held in the third year following the year of their election.</P>  
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<TD WIDTH="38">(c) Nominations of Director Candidates.</TD>  
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<TD WIDTH="90">(i) Nominations of candidates for election for Directors of the Corporation at any meeting of shareholders called for election of Directors (an "Election Meeting") may be made by the Board of Directors or by any shareholder entitled to vote at such Election Meeting.</TD>  
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<TD WIDTH="90">(ii) Nominations made by the Board of Directors shall be made at a meeting of the Board of Directors, or by written consent of the Directors in lieu of a meeting, not less than 20 days prior to the date of the Election Meeting, and such nominations shall be reflected in the minute books of the Corporation as of the date made.</TD>  
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<TD WIDTH="90">(iii) Any shareholder who intends to make a nomination at the Election Meeting shall deliver, not less than 120 days prior to the date of the Election Meeting in the case of an annual meeting, and not more than 7 days following the date of notice of the meeting in the case of a special meeting, a notice to the Secretary of the Corporation setting forth (A) the name, age, business address and residence address of each nominee proposed in such notice; (B) the principal occupation or employment of each such nominee; (C) the number of shares of capital stock of the Corporation which are beneficially owned by each such nominee; (D) a statement that each such nominee is willing to be nominated; and (E) such other information concerning each such nominee as would be required under the rules of the Securities and Exchange Commission in a proxy statement soliciting proxies for the election of such nominees.</TD>  
</TR>  
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<TD WIDTH="90">(iv) If the chairman of the Election Meeting determines that a nomination was not made in accordance with the foregoing procedures, such nomination shall be void and, upon the chairman's instruction, all votes cast in favor of a person so nominated shall be disregarded.</TD>  
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<TD WIDTH="38">(d) Vacancies and Newly Created Directorships.</TD>  
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<TD WIDTH="38">(e) Removal.</TD>  
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<TD WIDTH="38">(i) The Director whose removal is proposed has been convicted of a felony by a court of competent jurisdiction and such conviction is no longer subject to direct appeal; (ii) such Director has been adjudicated by a court of competent jurisdiction to be liable for negligence or misconduct in the performance of his duty to the Corporation









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<P ALIGN="RIGHT"><B>EXHIBIT 5</B></P>
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<CENTER>
<B><FONT SIZE="+2">Law Offices<BR>
Patrick R. Sughroue, P.C.</FONT></B>
</CENTER>
<P>

<CENTER><I>A Primerus Law Firm</I></CENTER><P>

<CENTER>Sparks Drive S.E.</CENTER>
<CENTER>Suite 130</CENTER>
<CENTER>Grand Rapids, MI 49546</CENTER>
<BR>

<TABLE BORDER="0" CELLSPACING="0" CELLPADDING="0" WIDTH="100%">
  <TR>
    <TD WIDTH="35%" ALIGN="LEFT">Patrick R. Sughroue</TD>
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    <TD WIDTH="35%" ALIGN="LEFT">Angela J. Sughroue, Legal Asst.</TD>
    <TD WIDTH="35%" ALIGN="CENTER">&nbsp;</TD>
    <TD WIDTH="30%" ALIGN="RIGHT">E-Mail: prspc@aol.com</TD>
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Securities and Exchange Commission<BR>

450 Fifth Street, NW<BR>

Judiciary Plaza<BR>

Washington, D.C. 20549<P>

Re: Registration on Form S-8; 700,000 Shares of Common Stock<P>

Gentlemen:<P>

I have acted as counsel to Energy Search, Incorporated (the "Company") in connection with the Company's Registration Statement on Form S-8 (the "Registration Statement") filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, relating to the registration of 700,000 shares (the "Shares") of Common Stock, no par value, of the Company in connection with the Energy Search, Incorporated Stock Option and Restricted Stock Plan of 1998, as amended.<P>

I have examined the Company's Charter and Bylaws and such other corporate records of the Company, documents and certificates of public officials and others as I have deemed necessary as a basis for the opinion hereinafter expressed.<P>

Based on the foregoing and having regard for such legal considerations as I deem relevant, I am of the opinion that the Shares have been duly authorized and are validly issued, fully paid and nonassessable.<P>

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement.<P>

Sincerely,<P>

PATRICK R. SUGHROUE, P.C.<P>

/s/ Patrick R. Sughroue

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<B>INDEPENDENT AUDITOR'S CONSENT</B><P>

<BR>

Energy Search, Incorporated<BR>

Knoxville, Tennessee<P>

<BR>

We consent to the incorporation by reference in this Registration Statement of Energy Search, Incorporated on Form S-8 of our report dated March 12, 1999, relating to the consolidated financial statements of Energy Search, Incorporated appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 1998.<P>

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<TD WIDTH="50%">Plante & Moran, LLP</TD>

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<TD WIDTH="50%">/s/ Plante & Moran, LLP</TD>

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Grand Rapids, Michigan<BR>

September 8, 1999<BR>

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