

Instrument prepared by:

VIRGINIA GAS AND OIL BOARD

Order recorded under:

CODE OF VIRGINIA
§ 45.1-361.26

BEFORE THE VIRGINIA GAS AND OIL BOARD

**RELIEF
SOUGHT:**

An Order for Disbursement of Escrowed Funds
(and Authorization for Direct Payment of Royalties)

JURISDICTION:

Code of Virginia § 45.1-351. (et seq) AND § 45.1-361.22 (et seq) AND § 45.1-361.22:2

UNIT/WELL NAME: VC-3655

TRACT(S): A portion of 3, A portion of 7

LOCATION: DICKENSON County, Virginia

TAX ID NUMBERS:

Tax Map Identification Numbers for all parcels affected by this order are shown on: Exhibit E -
Exhibit EE

DOCKET NUMBER: VGOB-97-0520-0586-04

APPLICANTS:

EnerVest Operating, LLC on behalf of Billy Garrett, Brandi Mooney Taylor, C.A. Long, Jr.,
Clara B. Wise, David A. Ledgerwood & Gail K. Ledgerwood, Dick Brown, Fred Garrett,
Joselean S. Garrett, Katrina Garrett Foster, Linda Frye Campbell, Robert E. Garrett, William
M. Garrett & Amy J. Garrett

HEARING DATE AND LOCATION:

On June 16, 2015, the Virginia Gas and Oil Board, on its own motion, granted
the Director of the Division of Gas and Oil the authority to process coal owner
dismissal disbursements that have no pending deficiencies or issues. Code of
Virginia Section 45.1-361.22:2. Effective date: July 1, 2015.

APPEARANCES: James Kaiser on behalf of EnerVest Operating, LLC

PRIOR PROCEEDINGS:

1. Original Pooling Order Executed 06/25/1997, Recorded on 07/07/1997, Deed Book/Instrument No.
327, Page 445.
2. Supplemental Order Executed 11/19/1997, Recorded on 12/02/1997, Deed Book/Instrument No.
331, Page 547.

3. Disbursement Order -01, Recorded on 01/16/2013, Deed Book/Instrument No. 503, Page 163.
4. Disbursement Order -02 Executed 05/29/2015, Recorded on 06/05/2015, Deed Book/Instrument No. 526, Page 390.
5. Disbursement Order -03 Executed 07/20/2016, Recorded on 08/09/2016, Deed Book/Instrument No. 538, Page 530.

NOTICE:

- (1) Amend the Pooling Order to provide for the disbursement of funds on deposit in the Escrow Account attributable to Tract(s) A portion of 3, A portion of 7 identified in the attached petition.
- (2) Delete the requirement that the Unit Operator place future royalties attributable to Tract(s) A portion of 3, A portion of 7 relative to the interests of the Applicants identified in the attached petition.
- (3) Continue the escrow account under this docket number.

FINDINGS: Code of Virginia § 45.1-361.22 AND § 45.1-361.22:2

Applicant has certified and represented to the Board that:

Petition to disburse funds from the escrow account for well VC-3655, to all known owners in Tracts 3,7. VGOB 09-121597-0520-0586-04.

Table 1 (pay exact dollar amount based on account balance of 9/1/2015)
Tracts: A portion of 3, A portion of 7

DB 540 PG222

1. The Escrow Agent is ordered, to within ten (10) days of receipt of this executed order, disburse funds for the unit and applicants detailed in Table 1 and 2.
2. The Escrow Agent is ordered to continue the Escrow Account for the Subject Drilling unit based on the attached Revised Exhibit E which replaces all prior Exhibit E's recorded for the Subject Drilling Unit.

CONCLUSION:

Therefore, the requested relief and all terms and provisions set forth above be and hereby are granted and IT IS SO ORDERED.

APPEALS:

Appeals of this Order are governed by the provisions of the Code of Virginia § 45.1-361.9 which provides that any order or decision of the Board may be appealed to the appropriate circuit court and that whenever a coal owner, coal operator, gas owner, gas operator, or operator of a gas storage field certificated by the State Corporation Commission is a party in such action, the court shall hear such appeal de novo.

DONE AND EXECUTED this 13 day of September, 2016 by a majority of the Virginia Gas and Oil Board.



Chairman, Bradley C. Lambert

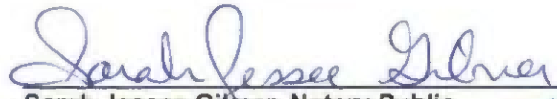
DONE AND PERFORMED this 13 day of September, 2016 by Order of the Virginia Gas and Oil Board.



Rick Cooper
Principal Executive to the
staff, Virginia Gas and Oil Board

COMMONWEALTH OF VIRGINIA
COUNTY OF RUSSELL

Acknowledged on this 13th day of September, 2016, personally before me a notary public in and for the Commonwealth of Virginia, appeared Bradley C. Lambert, being duly sworn did depose and say that he is the Chairman of the Virginia Gas and Oil Board and appeared Rick Cooper, 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 was authorized to do so.


Sarah Jessee Gilmer, Notary Public
262946

My Commission expires: July 31, 2017



BEFORE THE VIRGINIA GAS AND OIL BOARD

PETITIONER: EnerVest Operating, LLC

DIVISION OF GAS AND OIL

DOCKET NO: VGOB 97-0520-0586-04

RELIEF SOUGHT: (1) DISBURSEMENT FROM ESCROW REGARDING TRACT(S) A portion of 3, A portion of 7 (2) AND AUTHORIZATION FOR DIRECT PAYMENT OF ROYALTIES (3) AND DISMISSAL OF COAL OWNERS PURSUANT TO CODE OF VIRGINIA SECTION 45.1-361.22:2.

HEARING DATE: On June 16, 2015, the Virginia Gas and Oil Board, on its own motion, granted the Director of the Division of Gas and Oil the authority to process coal owner dismissal disbursements that have no pending deficiencies or issues. Code of Virginia Section 45.1-361.22:2. Effective date: July 1, 2015.

DRILLING UNIT: VC-3655

DICKENSON COUNTY, VIRGINIA

PETITION FOR ORDER OF DISBURSEMENT OF ESCROW FUNDS

1. Petitioner and its counsel

Petitioner is EnerVest Operating, LLC, 408 W Main Street, Abingdon, VA 24210, 276-628-9001. Petitioner's counsel is James Kaiser, Wilhoit and Kaiser Law Firm, 220 Broad Street, Suite 210, Kingsport, TN 37660.

2. Relief Sought

Petition to disburse funds from the escrow account for well VC-3655, to all known owners in Tracts 3,7. VGOB 09-121597-0520-0586-04.

3. Legal Authority

Va. Code Ann. § 45.1-361.1 et seq., 4 VAC 25-160-140., and relevant Virginia Gas and Oil Board Orders ("Board") heretofore promulgated pursuant to law.

4. Type of Well(s)

Coalbed Methane

5. Factual basis for relief requested

Petition to disburse funds from the escrow account for well VC-3655, to all known owners in Tracts 3,7. VGOB 09-121597-0520-0586-04.

6. Attestation

The foregoing Petition to the best of my knowledge, information, and belief is true and correct.

NOTE: COORDINATES ARE BASED ON CLINCHFIELD COAL COMPANY'S MINE COORDINATE SYSTEM. STATE PLANE WELL COORDINATES ARE CALCULATED FROM CLINCHFIELD COAL COMPANY COORDINATES. PROPERTY INFORMATION PROVIDED BY EQUITABLE RESOURCES ENERGY COMPANY. ELEVATIONS ARE BASED ON USGS BM LOCATED ON THE TOP OF A LARGE ROCK 280' WEST OF THE CENTER OF A DRAIN.

BOOK 327 PAGE 456

LATITUDE 37°05'00"

TOTAL UNIT AREA = 58.77 ACRES

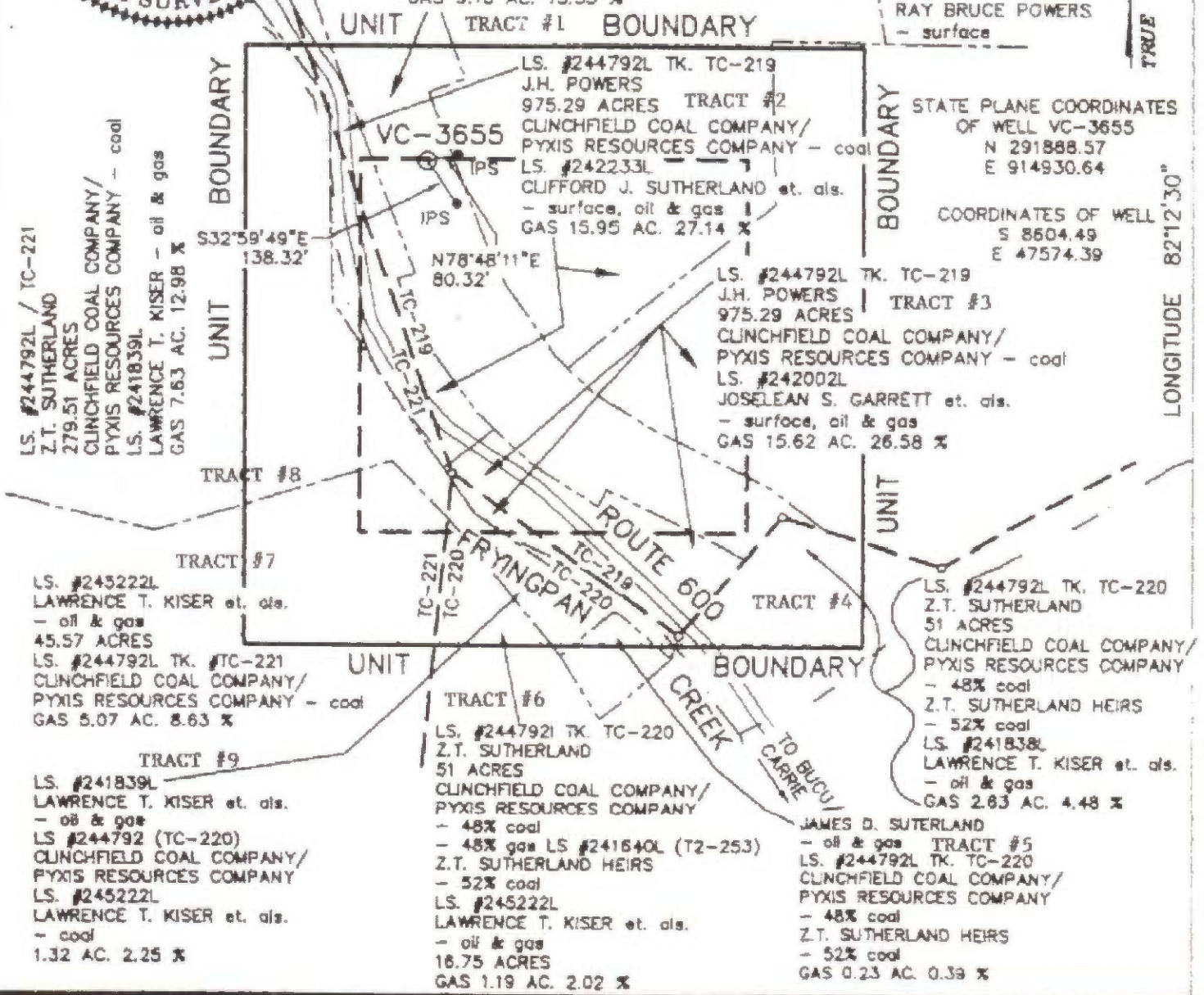
LS. #241840 / T2-243
SHERMAN WALLACE
25.67 ACRES
CLINCHFIELD COAL COMPANY/
PYXIS RESOURCES COMPANY - coal, surface
PINE MOUNTAIN OIL & GAS, INC. - oil & gas
GAS 9.13 AC. 15.53 %

RAY BRUCE POWERS
- surface

STATE PLANE COORDINATES
OF WELL VC-3655
N 291888.57
E 914930.64

COORDINATES OF WELL
S 8604.49
E 47574.39

LONGITUDE 82°12'30"



WELL LOCATION PLAT

COMPANY Equitable Resources Energy Co. WELL NAME AND NUMBER VC - 3655
TRACT No. LS. #241840/T2-243 ELEVATION 1597.29 (Trig) QUADRANGLE DUTY
COUNTY DICKENSON DISTRICT ERVINTON SCALE: 1" = 400' DATE MAY 29, 1997
THIS PLAT IS A NEW PLAT x; AN UPDATED PLAT ; OR A FINAL LOCATION PLAT
PROPOSED TOTAL DEPTH OF WELL =

+ DENOTES THE LOCATION OF A WELL ON UNITED STATES TOPOGRAPHIC MAPS, SCALE 1 TO 24,000, LATITUDE AND LONGITUDE LINES BEING REPRESENTED BY BORDER LINES AS SHOWN.

P. Allen Randall 5/29/97

(AFFIX SEAL)

LICENSED PROFESSIONAL ENGINEER OR LICENSED LAND SURVEYOR

EXHIBIT "E"
VC-3655
VGOB 97/05/20-0586-04
3/24/2016

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
<u>GAS ESTATE ONLY</u>				
<u>5</u>	James D Sutherland and Mary Sue Sutherland Unknown	Leased-RRPM 245247L01	0.3900%	0.2300
Tract 5 Totals			0.3900%	0.2300
<u>6</u>	Zellie Westmark aka Zilah Westmark Unknown	Unleased	0.3367%	0.1983
	Edna Owens Unknown	Unleased	0.1683%	0.099167
Tract 6 Totals			0.5050%	0.2975
<u>7</u>	Tassie Ballard Branstetter Unknown	Unleased	0.1798%	0.1056
	Blanche Ballard Unknown	Unleased Dower Interest		
	Frank Ballard Unknown	Unleased Subject to dower interest of Blanche Ballard	0.0449%	0.0264
	William Ballard Unknown	Unleased Subject to dower interest of Blanche Ballard	0.0449%	0.0264
	Betty Ballard Robertson Unknown	Unleased Subject to dower interest of Blanche Ballard	0.0449%	0.0264
	Robert Ballard Unknown	Unleased Subject to dower interest of Blanche Ballard	0.0449%	0.0264
	Odessa Ballard Martinez Unknown	Unleased	0.1798%	0.1056
<u>7</u>	Ethel Ballard Batterson Unknown	Unleased	0.1798%	0.1056
	James E Ballard Unknown	Unleased	0.0899%	0.0528
	Ellen N Ballard Wirth Unknown	Unleased	0.0899%	0.0528
	Lourie Esta Ballard Cross Unknown	Unleased	0.1798%	0.1056
	Zellie Westmark aka Zilah Westmark Unknown	Unleased	1.4383%	0.8450
	Maude Wise Flower Unknown	Unleased	0.2397%	0.1408
<u>7</u>	Manie Wise Swofford Unknown	Unleased	0.2397%	0.1408
	Mary A Wise Unknown	Unleased Dower interest		
	Winfred P Wise	Unleased	0.0799%	0.0469

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3/24/2016

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
	Unknown	Subject to dower interest of Mary A Wise		
<u>7</u>	Gaynell Wise Robinette	Unleased	0.0799%	0.0469
	Unknown	Subject to dower interest of Mary A Wise		
	Leapthy Wise Heirs	Leased-RRPM	0.0795%	0.0469
	Unknown	245222L09		
	Julius Wayne Wise Heirs	Leased-RRPM	0.0320%	0.0188
	Unknown	245222L10		
	Gary Eugene Wise and Jo Ann Wise Heirs	Unleased	0.1199%	0.0704
	Unknown			
	Lola Ballard Heirs	Unleased	0.1798%	0.1056
	Unknown			
<u>7</u>	Sal Delgado	Unleased	0.4794%	0.2817
	Unknown			
Tract 7 Total			4.0467%	2.3777
Total Gas Estate			4.9417%	2.9052

Exhibit "EE"
VC-3655
VGOB 97/05/20-0586-04
3/24/2016

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
<u>GAS ESTATE ONLY</u>				
Current Disbursement -04				
<u>3</u> Min Only 0856-01	Joselean S Garrett PO Box 281 Clintwood, VA 24228 <i>*1/6 interest from Jessie R. Garrett from March 2013 - present</i>	Leased-RRPM 242002L01	0.6329%	0.371905
0856-01	William M Garrett and Amy J Garrett 7039 Schwab Drive Pensacola, FL 32504 <i>*1/6 interest from Jessie R. Garrett from March 2013 - present</i>	Leased-RRPM 242002L02	0.6329%	0.371905
0856-01	David A Ledgerwood and Gail K Ledgerwood PO Box 79 Bluefield, VA 24605 <i>*1/6 interest from Jessie R. Garrett from March 2013 - present</i>	Leased-RRPM 242002L03	0.6329%	0.371905
0856-01	<u>Nellie Frye Heir</u> Linda Frye Campbell 1009 Fredrick Street Bluefield, WV 24701 <i>*1/6 interest from Jessie R. Garrett from March 2013 - present</i>	Leased-RRPM 242002L05	0.6329%	0.371905
0856-01	<u>Freddie & Shervia Garrett Heirs</u> Robert E. Garrett P.O. Box 531 Clintwood, VA 24228 <i>*1/12 interest from Jessie R. Garrett from March 2013 - present</i>	Leased-RRPM 242002L06	0.3164%	0.185952
	Brandy Mooney Taylor 134 Rife Drive Clintwood, VA 24228 <i>*1/12 interest from Jessie R. Garrett from March 2013 - present</i>		0.3164%	0.185952
0856-01	<u>Robert & Virginia Garrett Heirs</u> Fred Garrett 14908 Carroll Street Bristol, VA 24202 <i>*1/18 interest from Jessie R. Garrett from March 2013 - present</i>	Leased-RRPM 242002L07	0.2110%	0.123968
	Billy Garrett 519 6th Street Bristol, TN 37620 <i>*1/18 interest from Jessie R. Garrett from March 2013 - present</i>		0.2110%	0.123968
	Katrina Garrett Foster 14427 Lee Highway Bristol, VA 24202 <i>*1/18 interest from Jessie R. Garrett from March 2013 - present</i>		0.2110%	0.123968
Tract 3 Totals			3.7971%	2.23143
<u>7</u>	Clara B Wise 1989 Island Road Bristol, VA 24201	Unleased	0.0320%	0.0188

Note: Jessie Garrett's interest was paid out in Disbursement -01, but then continued to be paid into the escrow account after the disbursement. The above interest from Tract 3 will be paid out as direct-pay.

Exhibit "EE"
VC-3655
VGOB 97/05/20-0586-04
3/24/2016

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
	Dick Brown 410 Stone Mill Road SW Abingdon, VA 24210	Unleased	0.2397%	0.1408
<u>7</u>	C.A. Long, Sr. Heirs C.A. Long, Jr. 1697 Booker Road Castlewood, VA 24224	Unleased	0.4794%	0.2817
Tract 7 Totals			0.7511%	0.4413
Total Disbursement-04			4.5482%	2.6727
COAL ESTATE				
COAL ESTATE IS RELEASED PURSUANT TO HB2058				
<u>3</u> <u>Min Only</u>	EnerVest Operating, LLC Attn: Jim McKinney 408 West Main Street Abingdon, VA 24210 <i>*formerly Range Resources-Pine Mountain, Inc.</i>	Leased-RRPM 244792L TC-219	26.5800%	15.6200
Tract 2 Total			26.5800%	15.6200
<u>7</u> <u>Min Only</u>	EnerVest Operating, LLC Attn: Jim McKinney 408 West Main Street Abingdon, VA 24210 <i>*formerly Range Resources-Pine Mountain, Inc.</i>	Leased-RRPM 244792L TC-221	8.6300%	5.0700
Tract 7 Totals			8.6300%	5.0700
Total Coal Estate			35.2100%	20.6900



EnerVest Operating, L.L.C.

408 West Main Street
Abingdon, VA 24210
Phone (276) 628-9001

January 6, 2016

EnerVest Operating, LLC, hereby waives any claims to past or future royalties attributable to the conflicting interest herein as shown on Exhibit EE, unless subject to prior agreements.

Phil Horn
Contractor for EnerVest Operating, LLC

INSTRUMENT #160001158
RECORDED IN THE CLERK'S OFFICE OF
DICKENSON ON
OCTOBER 4, 2016 AT 11:12AM

RICHARD W. EDWARDS, CLERK
RECORDED BY: CJB