

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: X36

TRACT(S): A portion of 1E

LOCATION: BUCHANAN County, Virginia

DOCKET NUMBER: VGOB-98-0324-0628-03

APPLICANTS:

CNX Gas Company LLC on behalf of Charles Dewain Bohon, III, Dorothy E. Lowe, Harty
Loria, Jennilyn Quillen, Joe Bohon, Paul Bohon, Phyllis Jean Estep, Ruth Stump

HEARING DATE AND LOCATION:

Russell County Government Center, Lebanon, Virginia
April 19, 2016 and May 10, 2016

APPEARANCES:

Mark A. Swartz on behalf of CNX Gas Company LLC

PRIOR PROCEEDINGS:

1. Original Pooling Order Executed 05/26/1998, Recorded on 06/05/1998, Deed Book/Instrument No. 477, Page 87.
2. Supplemental Order Executed 08/28/1998, Recorded on 09/02/1998, Deed Book/Instrument No. 481, Page 175.
3. Disbursement Order -01 Executed 10/18/2007, Recorded on 10/29/2007, Deed Book/Instrument No. 70004027.
4. Disbursement Order -02 Executed 05/27/2015, Recorded on 06/05/2015, Deed Book/Instrument No. 150000902.

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NOTICE:

The Unit Operator gave notice to the Applicants that the Board would consider its disbursement petition at the April 19, 2016 hearing and was continued to May 10, 2016 where the Board considered whether to:

- (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 1E identified in the attached petition.
- (2) Delete the requirement that the Unit Operator place future royalties attributable to Tract(s) A portion of 1E 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:

- a. Paul Bohon, Harty Loria, Jennilyn Quillen, Joe Bohon, Charles Dewain Bohon, III., Phyllis Jean Estep, Dorothy E. Lowe, Ruth Slump is the gas claimant in Tracts 1E. As such Paul Bohon, Harty Loria, Jennilyn Quillen, Joe Bohon, Charles Dewain Bohon, III., Phyllis Jean Estep, Dorothy E. Lowe, Ruth Slump are entitled to 100% of the CBM royalties now in escrow and as may be hereafter payable. See Va. Code Ann. § 45.1-361.22:2.A.
- b. That CNX Gas Company LLC has given the notice(s) required by § 45.1-361.22:2.A to all conflicting claimants identified in the above referenced pooling Order and any supplemental Orders pertaining thereto.
- c. That none of the conflicting claimants noticed have provided, within 45 days of the notice(s) given as provided in b. above, the Board, its designated agent the Director of the Division of Gas and Oil, the Operator and/or the Applicant evidence of either an agreement regarding the escrowed funds/royalties or a proceeding regarding same.
- d. That a detailed accounting in accordance with the applicable provisions of § 45.1-361.22 is submitted herewith and identified as Exhibit J.
- e. That an Exhibit identified as Table 1 is annexed hereto, and it specifies how the disbursement(s) is to be calculated and paid by the escrow agent.
- f. That Va. Code Ann. § 45.1-361.22:2.A. further provides that the Operator shall pay such royalties as may hereafter be payable directly to the gas claimant Paul Bohon, Harty Loria, Jennilyn Quillen, Joe Bohon, Charles Dewain Bohon, III., Phyllis Jean Estep, Dorothy E. Lowe, Ruth Slump and not escrow same. See Exhibit EE annexed hereto.

Tracks: A portion of 1E

	Fractional Ownership	Net Acreage Ownership	Royalty Split Agreement	Escrowed Acres Disbursed	Percent of Escrowed Funds Disbursed	Adjustment Amount
VGOB Disbursement Unit X36	in Tract	inTract				
VGOB-98-0324-0628-03						
Total acreage in escrow before disbursement				1.27000		

	1E	Tract 1E (total acreage)	1-2700			
1	1E	Paul Bohon\22287 Benhams Road, Bristol, VA 24202	1/35	0.0363	100.00%	2.8571%
2	1E	Harty Loria\111 Lazy Trail, Penfield, NY 14526-1705	1/35	0.0363	100.00%	2.8571%
3	1E	Jennilyn Quillen\816 Hamilton Road, Blountville TN 27617	1/35	0.0363	100.00%	2.8571%
4	1E	Joe Bohon\1723 Cindy Dr., Greenville, TN 37743-5805	1/35	0.0363	100.00%	2.8571%
5	1E	Charles Dewain Bohon, III\12635 Gov. George C. Peery Highway, Pounding Mill, VA 24637	1/35	0.0363	100.00%	2.8571%
6	1E	Phyllis Jean Estep\PO Box 515, Gordonsville, VA 22942	1/7	0.1814	100.00%	14.2857%
7	1E	Dorothy E. Lowe\P.O. Box 436, Cedar Bluff, VA 24609	1/7	0.1814	100.00%	14.2857%
8	1E	Ruth Stump\PO Box 36, Faith Hill, NC 28041	1/7	0.1814	100.00%	14.2857%

Adjustment Comments:

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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.

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.

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DONE AND EXECUTED this 11 day of May, 2016 by a majority of the Virginia Gas and Oil Board.



Chairman, Bradley C. Lambert

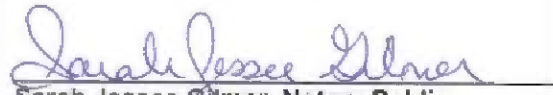
DONE AND PERFORMED this 11 day of May, 2016 by Order of the Virginia Gas and Oil Board.



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

COMMONWEALTH OF VIRGINIA
COUNTY OF RUSSELL

Acknowledged on this 11th day of May, 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:** CNX Gas Company LLC**DIVISION OF GAS AND OIL****DOCKET NO:** VGOB 98-0324-0628-03

RELIEF SOUGHT: (1) DISBURSEMENT FROM ESCROW REGARDING TRACT(S) A portion of 1E (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: April 19, 2016**DRILLING UNIT:** X36**BUCHANAN COUNTY, VIRGINIA****PETITION FOR ORDER OF DISBURSEMENT OF ESCROW FUNDS****1. Petitioner and its counsel**

Petitioner is CNX Gas Company LLC, P. O. Box 570, Pounding Mill, VA 24637, (276)596-5075. Petitioner's counsel is Mark A. Swartz, Hillard & Swartz, LLP, 122 Capital Street, Suite 201, Charleston, WV 25301.

2. Relief Sought

(1) the disbursement of escrowed funds heretofore deposited with the Board's Escrow Agent, attributable to Tract 1E, as depicted upon the annexed table; and (2) authorization to begin paying royalties directly to Paul Bohon, Harty Loria, Jennilyn Quillen, Joe Bohon, Charles Dewain Bohon, III., Phyllis Jean Estep, Dorothy E. Lowe & Ruth Stump.

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

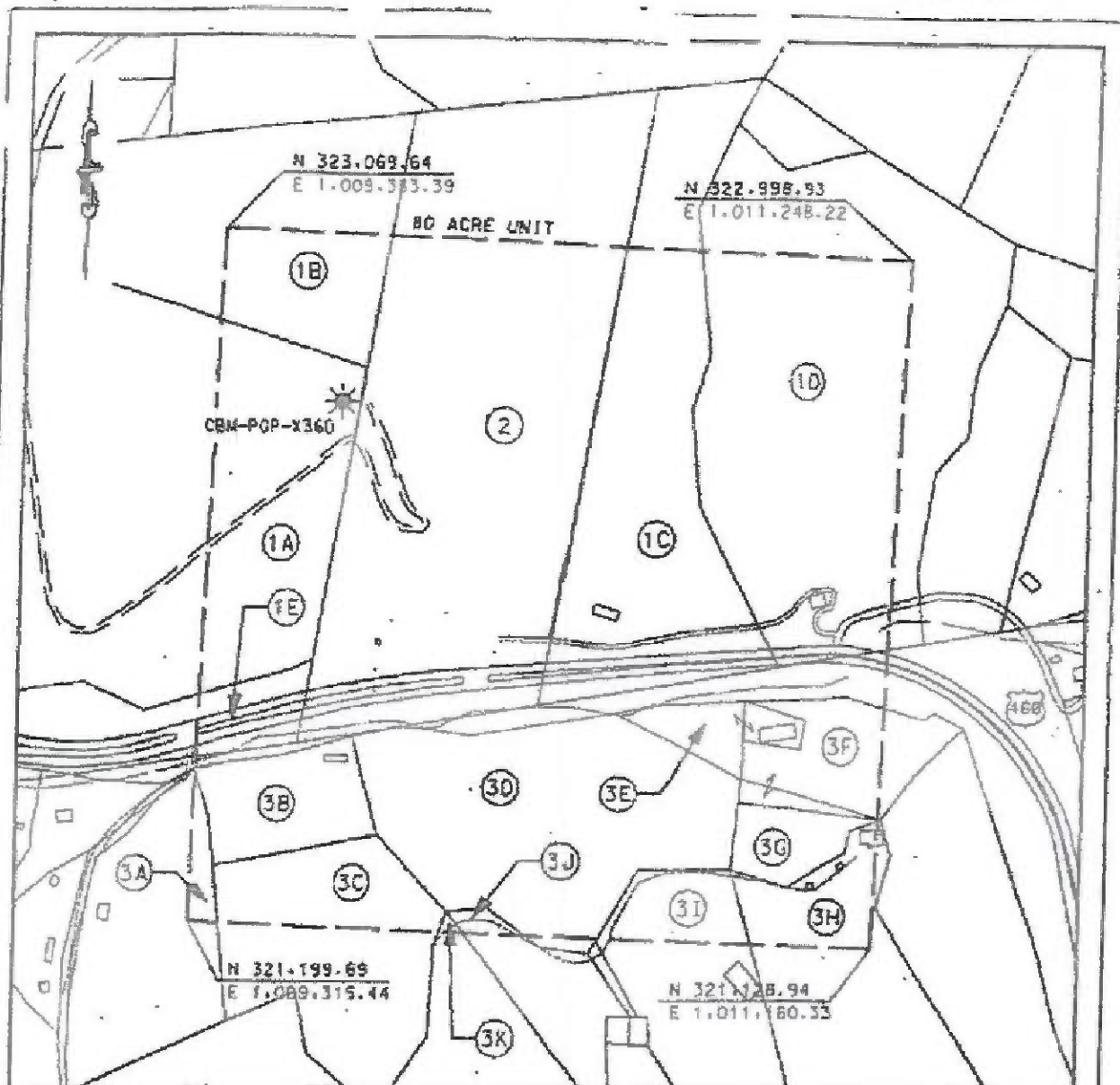
5. Factual basis for relief requested

- a. Paul Bohon, Harty Loria, Jennilyn Quillen, Joe Bohon, Charles Dewain Bohon, III., Phyllis Jean Estep, Dorothy E. Lowe, Ruth Stump is the gas claimant in Tracts 1E. As such Paul Bohon, Harty Loria, Jennilyn Quillen, Joe Bohon, Charles Dewain Bohon, III., Phyllis Jean Estep, Dorothy E. Lowe, Ruth Stump are entitled to 100% of the CBM royalties now in escrow and as may be hereafter payable. See Va. Code Ann. § 45.1-361.22:2.A.
- b. That CNX Gas Company LLC has given the notice(s) required by § 45.1-361.22:2.A to all conflicting claimants identified in the above referenced pooling Order and any supplemental Orders pertaining thereto.
- c. That none of the conflicting claimants noticed have provided, within 45 days of the notice(s) given as provided in b. above, the Board, its designated agent the Director of the Division of Gas and Oil, the Operator and/or the Applicant evidence of either an agreement regarding the escrowed funds/royalties or a proceeding regarding same.
- d. That a detailed accounting in accordance with the applicable provisions of § 45.1-361.22 is submitted herewith and identified as Exhibit J.
- e. That an Exhibit identified as Table 1 is annexed hereto, and it specifies how the disbursement (s) is to be calculated and paid by the escrow agent.
- f. That Va. Code Ann. § 45.1-361.22:2.A. further provides that the Operator shall pay such royalties as may hereafter be payable directly to the gas claimant Paul Bohon, Harty Loria, Jennilyn Quillen, Joe Bohon, Charles Dewain Bohon, III., Phyllis Jean Estep, Dorothy E. Lowe, Ruth Stump and not escrow same. See Exhibit EE annexed hereto.

6. Attestation

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

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LEGEND

- TRACT LAND HOOK
- TRACT LAND ID'S

EXHIBIT A
OAKWOOD FIELD UNIT X-36
FORCE POOLING
VGDB-98-0324-0628

Company Pacahontas Gas Partnership Well Name and Number UNIT X-36
Tract No. _____ Elevation _____ Quadrangle Keen 85 at 60.34
County Buchanan District Garden Scale: 1" = 400' Date 2/2/98
This plat is a new plat X ; an updated plat _____ ; or a final plat _____

Form DGG-00-7
Rev. 9/91

Licensed Professional Engineer or Licensed Land Surveyor

30228
Affix Seal

POCAHONTAS GAS PARTNERSHIP
UNIT X-36
 Tract Identifications

- 1A. Hurt & McGuire - Coal
 Consolidation Coal Co. - Coal below Tiller seam Leased
 Jewell Smokeless Coal - Tiller & above coal Leased
 Consolidation Coal Company - Surface, Oil & Gas
 7.53 acres 9.4125%
- 1B. Hurt & McGuire - Coal
 Consolidation Coal Co. - Coal below Tiller seam Leased
 Jewell Smokeless Coal - Tiller & above coal Leased
 Daisy Burke - Surface, Oil & Gas
 3.03 acres 3.7875%
- 1C. Hurt & McGuire - Coal
 Consolidation Coal Co. - Coal below Tiller seam Leased
 Jewell Smokeless Coal - Tiller & above coal Leased
 Pocahontas Gas Partnership - Oil & Gas Leased
 Pocahontas Gas Partnership - CBM Leased
 Elmer Pruitt - Surface, Oil & Gas
 9.81 acres 12.2825%
- 1D. Hurt & McGuire - Coal
 Consolidation Coal Co. - Coal below Tiller seam Leased
 Jewell Smokeless Coal - Tiller & above coal Leased
 Pocahontas Gas Partnership - Oil & Gas Leased
 Pocahontas Gas Partnership - CBM Leased
 Rosella Pruitt - Surface, Oil & Gas
 12.84 acres 15.8000%
- 1E. Hurt & McGuire - Coal
 Consolidation Coal Co. - Coal below Tiller seam Leased
 Jewell Smokeless Coal - Tiller & above coal Leased
 Ord Wade heirs - Oil & Gas
 VDOT - Surface
 1.27 acres 1.5875%
2. Yukon Pocahontas - TR. 31 - Surface, Coal, Oil & Gas
 Island Creek Coal Co. - Coal below Tiller seam Leased
 Consolidation Coal Co. - P3 seam Leased
 Jewell Smokeless Coal - Tiller & above coal Leased
 Pocahontas Gas Partnership - CBM Leased
 19.03 acres 23.7875%
3. Commonwealth Coal Co. Tr 2 - Coal, Oil & Gas
 Consolidation Coal Co. - Below drainage coal Leased
 United Coal Company - Above drainage coal Leased
 Pocahontas Gas Partnership - CBM Leased
 26.69 acres 33.3825%

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POCAHONTAS GAS PARTNERSHIP
UNIT X-36
Tract Identifications

3A.	James Cook - Surface
3B.	James Cook - Surface
3C.	Raleigh Shortt - Surface
3D.	Mac Construction - Surface
3E.	Mark Taylor - Surface
3F.	Coy Taylor - Surface
3G.	Hubert Carter - Surface
3H.	Hubert Carter - Surface
3I.	Windell Shortt - Surface
3J.	Ed Whited - Surface
3K.	Raleigh Shortt - Surface

Exhibit E
Unit X-36
Docket #VGOB-98-0324-0628-03
List of Respondents in Escrow

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	Net Acres in Unit	Interest in Unit
<u>Tract #1E - 1.27 acres</u>		
<u>COAL FEE OWNERSHIP</u>		
(1) Hurt McGuire Land Trust c/o Charles Green P.O. Box 1067 Bluefield, VA 24605	1.27 acres	1.5875%
<u>OIL & GAS OWNERSHIP</u>		
(1) Ord Wade Heirs, Devisees, Successors or Assigns	1.27 acres	1.58750%
<i>The respondents listed below did not respond timely to the W9 request and will continue to be escrowed</i>		
(a) Curtis E. Wade Heirs, Devisees, Successors or Assigns		
(a.1) Laura Beth Lundy Wade Heirs, Devisees, Successors or Assigns		
(a.1.1) Barbara W. Hendrix 135 Corey St Baxley, GA 31513-7171	0.0259 acres 1/49 of 1.27 acres	0.03240%
(a.1.2) Susan J. Wade 222 E. Pearson St Apt 1001 Chicago, IL 60611-2321	0.0259 acres 1/49 of 1.27 acres	0.03240%
(a.1.3) Lydia R. Freund 734 Norton Ave Mundelein, IL 60060-1924	0.0259 acres 1/49 of 1.27 acres	0.03240%
(a.1.4) Thelma (Josie) Wade 16330 Old Timber Rd Abingdon, VA 24210-4888	0.0259 acres 1/49 of 1.27 acres	0.02551%
(a.1.5) Julia W. Beckman 12500 Virtudes Street Coral Gables, FL 33156	0.0259 acres 1/49 of 1.27 acres	0.02551%
(a.1.6) Curtis R. Wade 629 High Point Drive Mount Dora, FL 32757	0.0259 acres 1/49 of 1.27 acres	0.02551%
(a.1.7) Nathan Wade P.O. Box 371 Duncan, SC 29334	0.0259 acres 1/49 of 1.27 acres	0.02551%
(b) Madge Patricia Wade Dillon Heirs, Devisees, Successors or Assigns		
<u>W9/Affidavit Pending</u>		
(b.1) Pamela Leigh Scout 4128 Sorrento Drive Chesapeake, VA 23321	0.0363 acres 1/35 of 1.27 acres	0.04536%

Exhibit E
Unit X-36
Docket #VGOB-98-0324-0628-03
List of Respondents in Escrow

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	Net Acres in Unit	Interest in Unit
(b.2) Kris Ann Hardison 38112 Owens Grove Road Wakefield, VA 23888	0.0363 acres 1/35 of 1.27 acres	0.04536%
(b.3) Jodi Lynn Dixon 6253 Hillmare Drive Westerville, OH 43082	0.0363 acres 1/35 of 1.27 acres	0.04536%
(b.4) David Patrick Dillon 711 Peppercorn Way Chesapeake, VA 23321	0.0363 acres 1/35 of 1.27 acres	0.04536%
(b.5) Michael Anthony Dillon 5692 SW Longspur Lane Palm City, FL 34990	0.0363 acres 1/35 of 1.27 acres	0.04536%
(g) Kenneth Wade Heirs, Devisees, Successors or Assigns <i>Documentation requested 12/9/2015</i>	0.18 acres 1/7 of 1.27 acres	0.22679%

The ownership listed below is currently being reviewed and documentation is being requested to verify title.

- (g.1) Richard Wade
Rt. 1 Box 189C
Cedar Bluff, VA 24609
- (g.2) Serena McManahan
P.O. Box 1233
Cedar Bluff, VA 24609

Total tract acres 0.5443
Total tract percent 0.6528%

Exhibit EE
Unit X-36
Docket #VGOB-98-0324-0628-03
List of Respondents with Royalty Split Agreements/Court Orders/HB2058

160000886

	Net Acres in Unit	Interest in Unit	Percent of Escrow
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Tract #1A - 7.53 acres

COAL OWNERSHIP

(1) Hurt McGuire Land Trust c/o Charles Green P.O. Box 1067 Bluefield, VA 24605	7.53 acres	9.4125%	n/a
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OIL & GAS OWNERSHIP

(1) Consolidation Coal Company 10545 Riverside Dr. Oakwood, VA 24631 (Royalties Paid to CNX Gas Company LLC)	7.53 acres	9.4125%	n/a
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Tract #1B - 3.03 acres

COAL OWNERSHIP

(1) Hurt McGuire Land Trust c/o Charles Green P.O. Box 1067 Bluefield, VA 24605	3.03 acres	3.7875%	n/a
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OIL & GAS OWNERSHIP

(1) Daisy Burke 1145 Hidden Acre Rd. Vansant, VA 24656	3.03 acres	3.7875%	n/a
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Tract #1C - 9.81 acres

COAL OWNERSHIP

(1) Hurt McGuire Land Trust c/o Charles Green P.O. Box 1067 Bluefield, VA 24605	9.81 acres	12.2625%	n/a
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OIL & GAS OWNERSHIP

(1) Elmer & Tammy Pruitt	Deeded to CNX Gas Company LLC on December 5, 2008 recorded under Instrument # 080004400 Tammy Pruitt assigned CBM Royalties related to accumulations prior to the conveyance to CNX Gas Company LLC to Elmer R. Pruitt 3/31/2015		
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(a) CNX Gas Company, LLC 1000 Consol Energy Drive Canonsburg, PA 15317	9.81 acres	12.2625%	n/a
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Elmer Pruitt will receive a one time payout from escrow of the royalties that have accumulated to the date of the deed to CNX Gas Company LLC December 5, 2008. Elmer Pruitt will be paid 70% of the funds in escrow up until the date of the deed. CNX will receive 30% up until the date of the deed, then 100% after.

Royalties to be paid as follows:

Elmer R. Pruitt 2734 Riverside Dr. Raven, VA 24639-8540	9.81 acres	12.2625%	n/a
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Per Settlement Agreement dated September 1, 2014, Hurt McGuire Land Trust waived and disclaimed all potential boundary ownership of the CBM in the 57 acre contained in Units W36, W37, X36 & X37

Tract #1D - 12.64 acres

COAL OWNERSHIP

(1) Hurt McGuire Land Trust c/o Charles Green P.O. Box 1067 Bluefield, VA 24605	12.64 acres	15.8000%	n/a
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	Net Acres in Unit	Interest in Unit	Percent of Escrow
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OIL & GAS OWNERSHIP

Rosella Pruitt Heirs, Devisees,
Successors or Assigns

Rosella Pruitt died testate on December 6, 2002, per WB26 / PG411 she devised the property to her five children; Thelma P. Justice, Estil Pruitt, Wanda P. McGlothlin, Elmer Randolph Pruitt and Bertha Joy Rampley. On January 12, 2005, Elmer Pruitt together with the heirs, conveyed their interest to Elmer & Tammy Pruitt (T/E) and recorded at DB611 / PG257 on February 1, 2005.

(1) Elmer & Tammy Pruitt
2734 Riverside Drive
Raven, VA 24639
*Deeded to CNX Gas Company LLC on December 5, 2008 recorded under Instrument # 080004400
Tammy Pruitt assigned CBM Royalties related to accumulations prior to the conveyance to
CNX Gas Company LLC to Elmer R. Pruitt 3/31/2015*

(a) CNX Gas Company, LLC 1000 Consol Energy Drive Canonsburg, PA 15317	12.64 acres	15.8000%	n/a
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Elmer Pruitt will receive a one time payout from escrow of the royalties that have accumulated to the date of the deed to CNX Gas Company LLC December 5, 2008. Elmer Pruitt will be paid 70% of the funds in escrow up until the date of the deed. CNX will receive 30% up until the date of the deed, then 100% after.

Royalties to be paid as follows:

Elmer R. Pruitt 2734 Riverside Dr. Raven, VA 24639-8540	12.64 acres	15.8000%	n/a
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Per Settlement Agreement dated September 1, 2014, Hurt McGuire Land Trust waived and disclaimed all potential boundary ownership of the CBM in the 57 acre contained in Units W36, W37, X36 & X37

Tract #1E - 1.27 acres

COAL FEE OWNERSHIP

(1) Hurt McGuire Land Trust c/o Charles Green P.O. Box 1067 Bluefield, VA 24805	1.27 acres	1.5875%	
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OIL & GAS OWNERSHIP

(1) Ord Wade Heirs, Devisees, Successors or Assigns	1.27 acres	1.58750%	
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(c) Ann Laura Bohon Heirs, Devisees,
Successors or Assigns

(c.1) Paul Bohon 22287 Benhams Rd Bristol, VA 24202	0.0363 acres 1/35 of 1.27 acres	0.04536%	2.8571% HB2058
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(c.2) Harty Loris 111 Lazy Trail Penfield, NY 14526-1705	0.0363 acres 1/35 of 1.27 acres	0.04536%	2.8571% HB2058
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(c.3) Jennilyn Quillen 816 Hamilton Road Blountville, TN 27617	0.0363 acres 1/35 of 1.27 acres	0.04536%	2.8571% HB2058
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(c.4) Joe Bohon 1723 Cindy Dr Greenville, TN 37743-5805	0.0363 acres 1/35 of 1.27 acres	0.04536%	2.8571% HB2058
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(c.5) Charles Dewaine Bohon, Jr. Heirs, Devisees,
Successors or Assigns

(c.5.1) Charles Dewain Bohon, III 12835 Gov. George C. Per Pounding Mill, VA 24637	0.0363 acres 1/35 of 1.27 acres	0.04536%	2.8571% HB2058
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(d) Phyllis Jean Estep PO Box 515 Gordonville, VA 22942	0.1814 acres 1/7 of 1.27 acres	0.22679%	14.2857% HB2058
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Exhibit EE
Unit X-36
Docket #VGOB-98-0324-0628-03
List of Respondents with Royalty Split Agreements/Court Orders/HB2058

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	Net Acres in Unit	Interest In Unit	Percent of Escrow
(e) Dorothy E. Lowe P.O. Box 438 Cedar Bluff, VA 24609	0.1814 acres 1/7 of 1.27 acres	0.22679%	14.2857% HB2058
(f) Ruth Stump P.O. Box 36 Faith Hill, NC 28041	0.1814 acres 1/7 of 1.27 acres	0.22679%	14.2857% HB2058

TOTAL CONFLICTS RESOLVED:

Acreage in Unit	33.74
Percentage of Unit	42.1696%

INSTRUMENT #160000886
RECORDED IN THE CLERK'S OFFICE OF
BUCHANAN COUNTY ON
MAY 19, 2016 AT 04:24PM

BEVERLY S. TILLER, CLERK
RECORDED BY: SLP