

INSTRUMENT PREPARED BY
VIRGINIA GAS AND OIL BOARD

ORDER RECORDED UNDER CODE
OF VIRGINIA SECTION 45.1-361.26

VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

IN RE:

SUPPLEMENTAL ORDER REGARDING DOCKET NO. VGOB-00-1121-0848-02
ELECTIONS: VC-504527-CBM Unit 83-AT
(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 requirements 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 April 12, 2017, and recorded as Instrument No. 170000855 in the Office of the Clerk of the Circuit Court for Buchanan, Virginia on May 2, 2017 (herein "Board Order") and (2) to complete the record regarding elections. The Board Order established a drilling unit and pooled all interests 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 EnerVest Operating, LLC, (herein the "Designated Operator"), to mail copies of the Board Order to all Respondents whose interests, if any, were pooled by said Board Order;

- (b) The Designated Operator filed its affidavit of mailing dated May 25, 2017, disclosing that it mailed a correct copy of the Board's Order to all Respondents whose interests, if any, were pooled by said Board Order on May 17, 2017;
 - (c) The Board Order required each Respondent whose interests, 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 June 26, 2017, in accordance with § 7.C of the Virginia Gas and Oil Board Regulations and 4 VAC 25-160.7C (herein "Affidavit of Elections" annexed hereto), wherein it has, for each Respondent whose interests, 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(s) made, if any; and (iii) whether, by reason of 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, interests, estates and claims in Subject Drilling Unit to the Designated Operator;
 - (d) Current Board standards requiring the escrow of funds and the Board's agreement with its Escrow Agent, First Bank and Trust Company, Trust Division, 38 East Valley Street, Bristol, Virginia 24201; Tel: (276) 466-9222; Attn: Jody Maney, 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 July 18, 2006. The Affidavit of Elections indicates that the escrow of funds **is not required** with regard to Well No. VC-504527 CBM Unit 83-AT.
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, to the extent escrow was required and to the extent it pertained to the elections and interests of the Respondents who have entered into a royalty split agreement and no longer require escrow of any funds, the Applicant is hereby directed to provide the Board with reconciliation of its and the Escrow Agent's records so that any funds affected by this Order may be disbursed in an appropriate manner.
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 Supplemental Order stating that a true and correct copy of this Supplemental Order was mailed within seven (7) days from the date of receipt of this Supplemental Order to each Respondent 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 as of the date of the Board's approval of this Application, which is set forth at Paragraph 1 above.

170001570

DONE AND EXECUTED this 28 day of June, 2017 by a majority of the Virginia Gas and Oil Board.



Chairman, Bradley C. Lambert

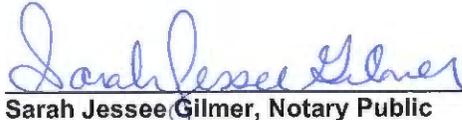
DONE AND PERFORMED this 28 day of June, 2017 by Order of the Virginia Gas and Oil Board.



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

COMMONWEALTH OF VIRGINIA
COUNTY OF RUSSELL

Acknowledged on this 28th day of June, 2017, 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 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, 2021



VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

IN RE: Application of EnerVest Operating, LLC, for the Pooling of Interests in VC-504527 CBM Unit 82-AT Docket No. VGOB-00-1121-0848-02 in the Hurricane District, Prater Quadrangle, Buchanan County, Virginia.

AFFIDAVIT OF MCKINNIS & SCOTT, Attorneys-at-Law, Agents for the Designated Operator REGARDING ELECTIONS, ESCROW ACCOUNTS AND SUPPLEMENTAL ORDER

Timothy E. Scott (herein Affiant), being duly sworn on oath, deposes and says:

1. That the Affiant is an attorney in the law firm of MCKINNIS & SCOTT, the Agent for the Designated Operator, with offices located at 135 W. Main Street, Suite 200, Kingsport, Tennessee 37660, and is authorized to give this Affidavit in its behalf;
2. That the Order entered on April 12, 2017, by the Virginia Gas and Oil Board regarding the captioned coalbed methane gas 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 and recorded 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, if known and locatable, 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; that proof of such mailing has previously been tendered to the Division of Gas and Oil, the Office of the Gas and Oil Inspector, at Lebanon, Virginia;
4. That the Order of the Virginia Gas and Oil Board in the captioned matter required all persons pooled thereby to tender written notice of their election of the option selected under Paragraph 9 of the Order to the Designated Operator within thirty (30) days from the date of receipt of a copy of the recorded Order;
5. That the Designated Operator, by and through its agent, McKinnis & Scott, Attorneys-at-Law, has established procedures to review all mail received and all written documents received by means other than by mail to ascertain whether parties whose interests 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 Drilling Unit; that the following persons or entities delivered, by mail or otherwise, written elections to the Unit Operator, within the thirty day elections period:

None

6. That the interest and/or claims of the following persons or entities (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 under the Board's Order pooling the captioned Unit, are in conflict and/or unknown or unlocatable:

None

7. That after the pooling hearing held in the captioned matter, the following persons or entities have leased or entered into a voluntary agreement with the Designated Operator with regard to their interest and/or claims:

None

8. That the Designated Operator with regard to persons previously requiring the services of the Escrow Agent have now reached an agreement regarding their interests or claims that allows Applicant/Designated Operator to make royalty distribution without the need to escrow funds which would otherwise be in conflict:

None

9. That the Respondents identified in Exhibit B-3 hereto have not made a timely election and have failed to enter into an agreement with the Designated Operator and their respective oil and gas rights, interests and claims shall be deemed to have leased to Applicant/Designated Operator pursuant to and in accordance with Paragraph 10 of the Board Order dated April 12, 2017:

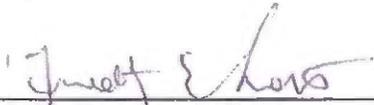
See Exhibit B-3

10. The Designated Operator requests that the following persons be dismissed as Respondents:

None

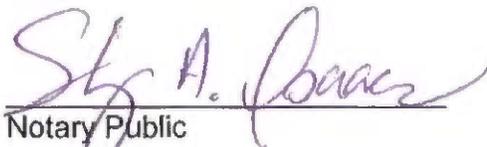
That pursuant to the provisions of 4VAC 25-160.70.A.10 and .C and VAC 25-160-80, annexed hereto and incorporated herein is a proposed supplemental order to be entered to complete the record regarding elections; that said annexed supplemental order sets forth that the services of the Escrow Agent is not required in this matter pursuant to the terms of §§ 45.1-361.21.D and 45.1-361.22.A.3 and .4.

Dated at Kingsport, Tennessee, this 26th day of June, 2017.



Timothy E. Scott, Affiant

Taken, subscribed and sworn to before me by Timothy E. Scott, the Agent for EnerVest Operating, LLC, a limited liability company, on behalf of the limited liability company, this 26th day of June, 2017.

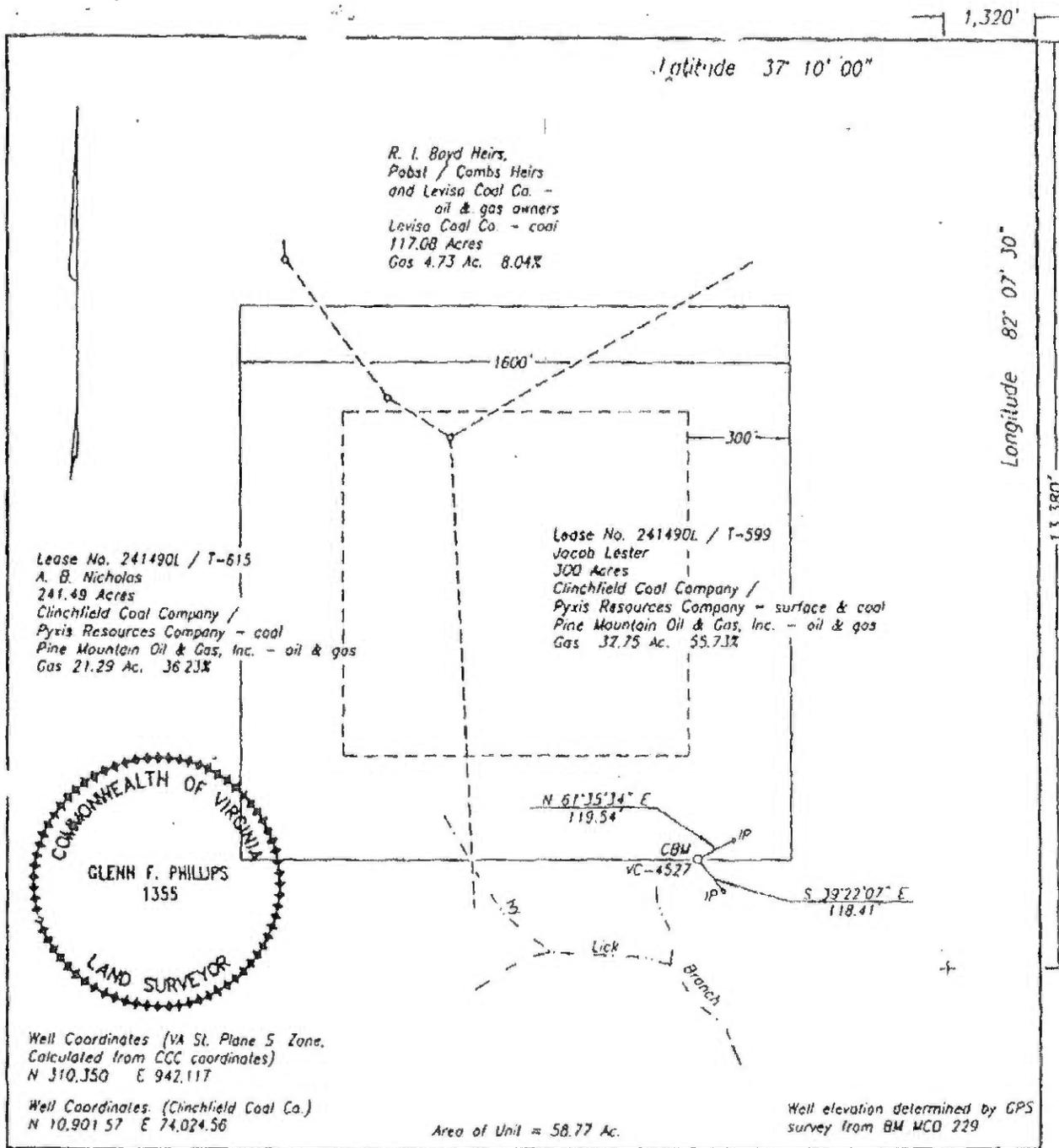


Notary Public

My commission expires: 4/21/2021

[f:\msword2000\pinemountainoilandgas\pooling.VC-504527.suporder&aff]





WELL LOCATION PLAT

COMPANY Equitable Production Company WELL NAME AND NUMBER VC-4527
 TRACT NO. T-599 ELEVATION 1705.33 QUADRANGLE Prater
 COUNTY Buchanan DISTRICT Hurricane SCALE 1" = 400' DATE 5-24-2001
 This Plat is a new plat x; an updated plat ; or a final location plat
 + 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.

Glenn F. Phillips
 Licensed Professional Engineer or Licensed Land Surveyor

jrm DCQ-GO-7

REVISION

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Exhibit "B"
VC-504527
Revised 2/7/2017

Tract	Lessor	Lease Status	Interest Within Unit	Gross Acreage in Unit
Coal Estate Only				
1	EnerVest Energy Institutional Fund XIV-A, L.P. & EnerVest Energy Institutional Fund XIV-WIC, L.P. Attn: Jim McKinney 408 West Main Street Abingdon, VA 24210 Tax # Minerals Only	Owner	55.73000000	32.75000000
2	EnerVest Energy Institutional Fund XIV-A, L.P. & EnerVest Energy Institutional Fund XIV-WIC, L.P. Attn: Jim McKinney 408 West Main Street Abingdon, VA 24210 Tax # Minerals Only	Owner	36.23000000	21.29000000
3	Levisa Coal Company Attn: John Irvin 4710 Hunterwood Circle Richmond, TX 77469 Tax # Minerals Only	CNX Lessee	8.04000000	4.73000000
TOTAL COAL ESTATE			100.00000000	58.77000000
Percentage of Unit Leased		91.96000000		
Percentage of Unit Unleased		8.04000000		
Acreage in Unit Leased		54.04000000		
Acreage in Unit Unleased		4.73000000		

170001570

Exhibit "B"
VC-504527
Revised 3/3/2017

Tract	Lessor	Lease Status	Interest Within Unit	Gross Acreage in Unit
	Gas Estate Only			
1	EnerVest Energy Institutional Fund XIV-A, L.P. & EnerVest Energy Institutional Fund XIV-WIC, L.P. Attn: Jim McKinney 408 West Main Street Abingdon, VA 24210 Tax # Minerals Only	Owner	55.73000000	32.75000000
2	EnerVest Energy Institutional Fund XIV-A, L.P. & EnerVest Energy Institutional Fund XIV-WIC, L.P. Attn: Jim McKinney 408 West Main Street Abingdon, VA 24210 Tax # Minerals Only	Owner	36.23000000	21.29000000
3	Tax # 2HH-190-028 Scott Boyd 210 County Line Road Cedar Bluff, VA 24609	Leased	0.143571429	0.084464286
	Larry Boyd 156 Burhead Drive Haysi, VA 24256	Leased	0.143571429	0.084464286
	Michael Boyd 518 Fish Pond Road Haysi, VA 24256	Leased	0.143571429	0.084464286
	James Boyd P.O. Box 416 Haysi, VA 24256	Leased	0.143571429	0.084464286
	Clyde Boyd P.O. Box 403 Clinchco, VA 24226	Leased	0.574285714	0.337857143
	Hazel Neely PO Box 155 Davenport, VA 24239	Leased	0.127619048	0.075079365
	Jeanette James 2371 Drill Road Honaker, VA 24260	Leased	0.127619048	0.075079365

Judy and Jennings Boyd 3501 Boyds Ridge Road Vansant, VA 24656	Leased	0.127619048	0.075079365
Brenda Sue Duty 1222 Boyds Ridge Road Vansant, VA 24256	Leased	0.127619048	0.075079365
Ralph Boyd P.O. Box 122 Maxie, VA 24628	Leased	0.127619048	0.075079365
Evelyn Coleman PO Box 97 Haysi, VA 24256	Leased	0.127619048	0.075079365
Juanita Maddox 1226 Calla Circle Fayetteville, NC 28303	Unleased	0.127619048	0.075079365
Arville Deel Heirs	Leased	0.127619048	0.075079365
Margie Wenner P.O. Box 313 Davenport, VA 24239	Leased	0.127619048	0.075079365
Arlene Deel 28131 Dickenson Hwy Haysi, VA 24256	Unleased	2.297142857	1.351428571
Jearl Fletcher 161 Dawnville Rd Apt J206 Dalton, GA 30721	Leased	0.191428571	0.112619048
Glenda Kay Fletcher 8864 Helen Henderson Highway Honaker, VA 24260	Leased	0.191428571	0.112619048
Christine M. Mack 4495 W Lynwest Dr Bloomington, IN 47404	Leased	0.191428571	0.112619048
Betty S. Fletcher 1281 Old Grissom Cr Rd Honaker, VA 24260	Leased	0.191428571	0.112619048
Bethel A. Shook 1950 SE Crowberry Dr Port St. Lucie, FL 34983	Leased	0.191428571	0.112619048
Gary T. Fletcher	Leased	0.191428571	0.112619048

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5692 Deskins Rd
Vansant, VA 24656

Ruby Perkins
1866 Little Prater Road
Grundy, VA 24614

Laura Deel
3650 Kidder Road
Almont, MI 48003

Opal Radcliffe
3460 E 75th Place
Tulsa, OK 74136

Norman Boyd
1039 Controller Rd
Vansant, VA 24656

Harmon Boyd
595 Dotson Ridge
Ceres, VA 24318

Mary J McGlothlin Heirs:
Donald A. McGlothlin, Jr.
P.O. Box 580
Lebanon, VA 24266

Wayne Talbert Burton, Sr.
1010 N. Martintown Road
McCormick, SC 29835

Mary Louise LaPerla
PO Box 188
Davidson, MD 21035

Joseph John LaPerla
3123 Patrick Henry Dr Apt 332
Falls Church, VA 22044

Leah Ann McGlothlin
2859 Kennel Gap Road
Oakwood, VA 24631

Kevin Timothy McGlothlin
2285 Clifton Farm Rd.
Honaker, VA 24260

Tract 3 Totals

TOTAL GAS ESTATE

Leased

Leased

Leased

Leased

Leased

Unleased

Unleased

Unleased

Unleased

Unleased

Unleased

0.229714286

0.229714286

0.229714286

0.229714286

0.229714286

0.287142857

0.095714286

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0.168928571

0.056309524

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0.056309524

0.168928571

0.168928571

4.73000000

58.77000000

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Percentage of Unit Leased	96.4266667
Percentage of Unit Unleased	3.5733333
Acreage in Unit Leased	56.6677778
Acreage in Unit Unleased	2.1022222

Exhibit "B-3"
 VC-504527
 Revised 3/3/2017

170001570

Tract	Lessor	Lease Status	Interest Within Unit	Gross Acreage in Unit
Gas Estate Only				
3	Tax # 2HH-190-028 Juanita Maddox 1226 Calla Circle Fayetteville, NC 28303	Unleased	0.127619048	0.075079365
	Arlene Deel 28131 Dickenson Hwy Haysi, VA 24256	Unleased	2.297142857	1.351428571
	Mary J McGlothlin Heirs: <i>Donald A. McGlothlin, Jr.</i> P.O. Box 580 Lebanon, VA 24266	Unleased	0.287142857	0.168928571
	Wayne Talbert Burton, Sr. 1010 N. Martintown Road McCormick, SC 29835	Unleased	0.095714286	0.056309524
	Mary Louise LaPerla PO Box 188 Davidson, MD 21035	Unleased	0.095714286	0.056309524
	Joseph John LaPerla 3123 Patrick Henry Dr Apt 332 Falls Church, VA 22044	Unleased	0.095714286	0.056309524
	Leah Ann McGlothlin 2859 Kennel Gap Road Oakwood, VA 24631	Unleased	0.287142857	0.168928571
	Kevin Timothy McGlothlin 2285 Clifton Farm Rd. Honaker, VA 24260	Unleased	0.287142857	0.168928571
TOTAL GAS ESTATE			3.57333333	2.10222222

Exhibit "E" - Escrow Owners
VC-504527
Revised 2/7/2017

170001570

Tract	Lessor	Lease Status	Interest Within Unit	Gross Acreage In Unit
None				

INSTRUMENT 170001570
RECORDED IN THE CLERK'S OFFICE OF
BUCHANAN COUNTY CIRCUIT COURT ON
July 31, 2017 AT 03:40 PM
BEVERLY S. TILLER, CLERK
RECORDED BY: GGB