

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-535617

TRACT(S): 2

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-04-1019-1351-01

APPLICANTS: EnerVest Operating, LLC on behalf of EnerVest Operating; LLC

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 04/04/2005, Recorded on 04/05/2005, Deed Book/Instrument No. 410, Page 500.
2. Supplemental Order, Recorded on 08/18/2005, Deed Book/Instrument No. 416, Page 179.

NOTICE:

DB 536 PG 792

(1) Amend the Pooling Order to provide for the disbursement of funds on deposit in the Escrow Account attributable to Tract(s) 2 identified in the attached petition.

(2) Delete the requirement that the Unit Operator place future royalties attributable to Tract(s) 2 relative to the interests of the Applicants identified in the attached petition.

(3) Close 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-535617, to all known owners in Tract 2. VGOB 04-1019-1351-01.

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 close 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 certified by the State Corporation Commission is a party in such action, the court shall hear such appeal de novo.

DONE AND EXECUTED this 23 day of May, 2016 by a majority of the Virginia Gas and Oil Board.



Chairman, Bradley C. Lambert

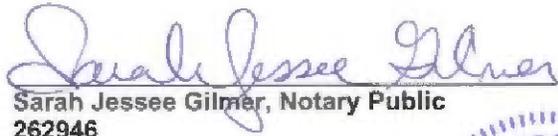
DONE AND PERFORMED this 23 day of May, 2016 by Order of the Virginia Gas and Oil Board.



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

COMMONWEALTH OF VIRGINIA
COUNTY OF RUSSELL

Acknowledged on this 23rd 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: EnerVest Operating, LLC

DIVISION OF GAS AND OIL

DOCKET NO: VGOB 04-1019-1351-01

RELIEF SOUGHT: (1) DISBURSEMENT FROM ESCROW REGARDING TRACT(S) 2 (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-535617

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-535617, to all known owners in Tract 2. VGOB 04-1019-1351-01.

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-535617, to all known owners in Tract 2. VGOB 04-1019-1351-01.

6. Attestation

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

TOTAL UNIT AREA = 58.77 ACRES

LATITUDE 37°10'00"

FINAL PLAT

The undersigned hereby certifies that the final location is within ten (10) feet of the location shown on the well plat dated SEPTEMBER 14, 2004.

(AS-DRILLED) STATE PLANE NAD 27 COORDINATES OF WELL VC-535617 N 315149.77 E 903506.27 LAT 37.136915° LON -82.262632°

- DENOTES MINERAL LINE
--- DENOTES SURFACE LINE
--- DENOTES SURFACE & MINERAL LINES

LEASE No. 241490 / T-437 FLOYD VIERS & A. OWENS 182.55 ACRES DICKENSON-RUSSELL COAL COMPANY, LLC/ALPHA LAND & RESERVES, LLC/ACIN, LLC/WBRD, LLC - coal PINE MOUNTAIN OIL & GAS, INC. - oil, gas & CBM GAS 8.08 AC. 13.75%

(AS-DRILLED) CCC COORDINATES OF WELL VC-535617 N 14186.83 E 35235.36

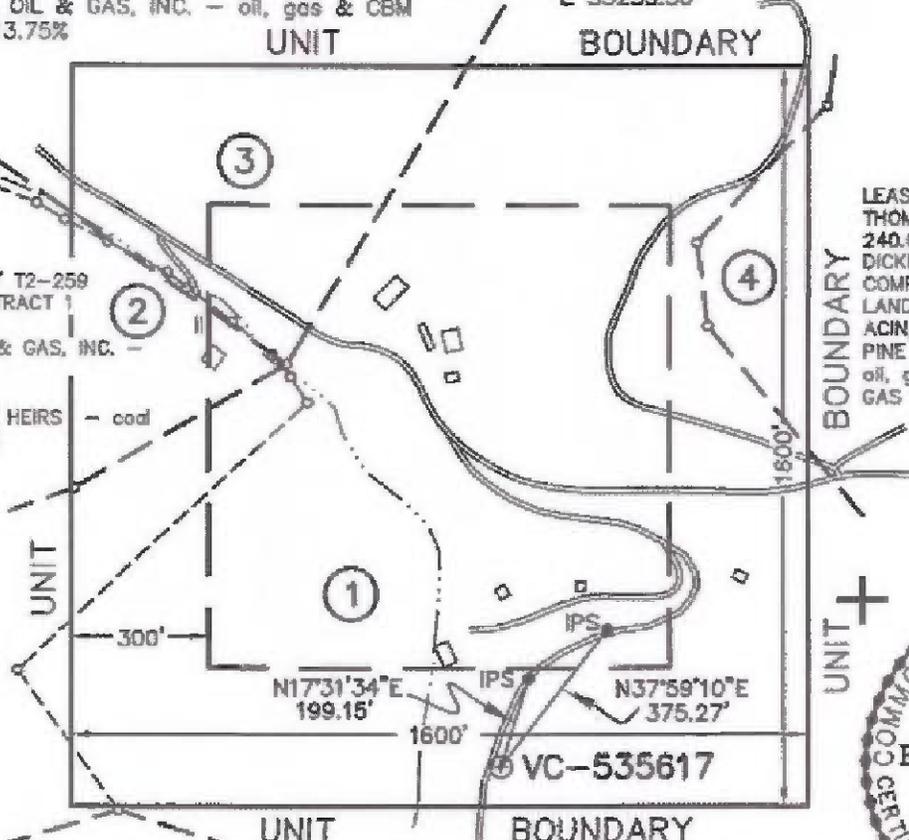


LONGITUDE 82°15'00"

10105'

LEASE No. 241640 / T2-259 BRICE H. EDWARDS TRACT 1 25.00 ACRES PINE MOUNTAIN OIL & GAS, INC. - oil, gas & CBM LEASE No. 242268 CLEMENTINE GRIZZLE HEIRS - coal GAS 3.23 AC. 5.50%

LEASE No. 241490 / T-291 THOMAS FULLER 240.08 ACRES DICKENSON-RUSSELL COAL COMPANY, LLC/ALPHA LAND & RESERVES, LLC ACIN, LLC/WBRD, LLC - coal PINE MOUNTAIN OIL & GAS, INC. - oil, gas & CBM GAS 2.30 AC. 3.91%



COORDINATES OF BENCH MARK S 77498.41 E 22826.48 ELEV. = 1754.09



NOTE !!!

WELL COORDINATES ARE BASED ON CLINCHFIELD COAL COMPANY'S COORDINATE SYSTEM CLINCHFIELD COAL COMPANY COORDINATES ARE CALCULATED FROM STATE PLANE WELL COORDINATES. PROPERTY INFORMATION PROVIDED BY EQUITABLE PRODUCTION COMPANY. ELEVATIONS ARE BASED ON NGS CONTROL ST. PAUL 2.

LEASE No. 241490 / T-438 A.A. SKEEN 75.96 ACRES WINSON RAY BOYD & SHIRLEY BOYD - surface DICKENSON-RUSSELL COAL COMPANY, LLC/ALPHA LAND & RESERVES, LLC/ACIN, LLC/WBRD, LLC - coal PINE MOUNTAIN OIL & GAS, INC. - oil, gas & CBM GAS 45.16 AC. 75.84%

WELL LOCATION PLAT

COMPANY Equitable Production Company WELL NAME AND NUMBER VC-535617 TRACT No. LEASE NO. 241490L/T-438 ELEVATION 1763.78 (GPS) QUADRANGLE HAYS COUNTY DICKENSON DISTRICT ERVINTON SCALE: 1" = 400' DATE APRIL 13, 2005 THIS PLAT IS A NEW PLAT; AN UPDATED PLAT; OR A FINAL LOCATION PLAT X 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.

[Signature] 4/13/05

(AFFIX SEAL)

LICENSED PROFESSIONAL ENGINEER OR LICENSED LAND SURVEYOR

DB 536 PG799

EXHIBIT "E"
V-535617
VGOB 04/10/19-1351-01

| <u>TRACT</u> | <u>LESSOR</u> | <u>LEASE STATUS</u> | <u>INTEREST WITHIN UNIT</u> | <u>GROSS ACREAGE IN UNIT</u> |
|--------------|---------------|-------------------------|-------------------------------------|--------------------------------------|
| | N/A | <u>Gas Estate Only</u> | N/A | |

EXHIBIT "EE"
V-535617
VGOB 04/10/19-1351-01
Revised 03-24-2016

| <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>2</u> | Enervest Operating Dept. 962-1 P.O. Box 4346 Houston, TX 72210 <i>*Formerly Range Resources-Pine Mountain, Inc.</i> | Leased - EPC 241640 T2-259 | 5.50000000% | 3.2300 |
| | Tract 2 Total | | 5.50000000% | 3.2300 |
| | Total Gas Estate | | 5.50000000% | 3.2300 |

COAL ESTATE ONLY
The coal estate is released pursuant HB2058

| | | | | |
|----------|--|---------------------------|-------------|--------|
| <u>2</u> | Terry D. Ball Lisa K. Ball h/w 577 Contractors Lane Haysi, Virginia 24256 | Unleased | 1.52781445% | 0.8973 |
| | Barbara Gail Barnwell 39 Hemlock Tract Ocala, Florida 34472 | Leased - EPC 242268L05 | 0.50925925% | 0.2991 |
| | Judy Carolyn Deel Heirs Unknown/Unlocatable | Leased - EPC 242268L06 | 0.50925925% | 0.2991 |
| | Paula Diane Brooks 39 Hemlock Tract Ocala, Florida 34472 | Leased - EPC 242268L08 | 0.50925925% | 0.2991 |
| | Nina Jean Brown 4285 N. E. 25th Street Ocala, Florida 34479 <i>*Includes 1/3 interest from Anthony Grizzle</i> | Leased - EPC 242268L04 | 0.40740741% | 0.2392 |
| | Virginia Kay Williamson Marvin E. Williamson 2991 N.E. 99th Street Anthony, Florida 32617 <i>*Includes 1/3 interest from Anthony Grizzle</i> | Leased 242268L03 | 0.40740741% | 0.2392 |
| | Daniel Edward Hay 118 Farmhill Drive Summerville, South Carolina 29483 <i>*Includes 1/3 interest from Anthony Grizzle</i> | Leased - EPC 242268L07 | 0.40740741% | 0.2392 |

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VGOB 04/10/19-1351-01
Revised 03-24-2016

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|--------------|--|---------------------------|-----------------------------|------------------------------|
| | <i>Michael Von Grizzle Heirs</i> <i>Kathleen Grizzle Heirs</i> | | | |
| | Robert E. Nuckols 25 Knight Boxx Road Apt 6301 Orange Park, FL 32065 | Leased - EPC 242268L01 | 0.05092593% | 0.0299 |
| | Kathleen Ann Hasie 104 Shelton Street Clarksville, TN 37040 | Leased - EPC 242268L01 | 0.05092593% | 0.0299 |
| | Maria Ann Goodrich 14250 SE 120th Place Ocklawaha, FL 32179 | Leased - EPC 242268L01 | 0.05092593% | 0.0299 |
| | Jackie M. Gibson 1908 Southeast Clatter Bridge Road Ocala, FL 34471 | Leased | 0.15277778% | 0.0897 |
| <u>2</u> | <i>Ruth Deel Lilley Heirs</i> Charlotte Cumbo Claude 18218 Kenwarn Lane Apt 10 Abingdon, VA 24210 | Unleased | 0.01762750% | 0.0104 |
| | Brenda Davidson 601 East 4010 South Salt Lake City, UT 84107 | Unleased | 0.01762750% | 0.0104 |
| | Larry Lambert 4017 Henna Way Columbus, OH 43228 | Unleased | 0.01762750% | 0.0104 |
| | Michael C. Deel Unknown/Unlocatable | Unleased | 0.01762750% | 0.0104 |
| | Lavona Deel Moore 1720 Parkwood Boulevard W., Apt. 3 Wilson, NC 27893 | Leased 905887.02 | 0.07051000% | 0.0414 |
| <u>2</u> | Patricia Madden, divorced 326 65th Street Newport News, Virginia 23607 | Leased | 0.01762750% | 0.0104 |
| | Gus Hulcher & Sherry Hulcher h/w 6785 Hearthiside Drive Prince George, Virginia 23875 | Leased | 0.01762750% | 0.0104 |
| | Nancy Gilmer & James Gilmer w/h 1778 Jimmy Dodd Road Buford, Georgia 30518 | Leased | 0.01762750% | 0.0104 |

EXHIBIT "EE"
V-535617
VGOB 04/10/19-1351-01
Revised 03-24-2016

| <u>TRACT</u> | <u>LESSOR</u> | <u>LEASE STATUS</u> | <u>INTEREST WITHIN UNIT</u> | <u>GROSS ACREAGE IN UNIT</u> |
|--------------|---------------|-------------------------|-------------------------------------|--------------------------------------|
|--------------|---------------|-------------------------|-------------------------------------|--------------------------------------|

EXHIBIT "EE"
V-535617
VGOB 04/10/19-1351-01
Revised 03-24-2016

| <u>TRACT</u> | <u>LESSOR</u> | <u>LEASE STATUS</u> | <u>INTEREST WITHIN UNIT</u> | <u>GROSS ACREAGE IN UNIT</u> |
|--------------|--|---------------------|-----------------------------|------------------------------|
| | Bonnie Hulcher, widow 187 River Walk Trail New Market, Alabama 35761 | Leased | 0.01762750% | 0.0104 |
| <u>2</u> | Rachel Deel Holt, widow 105 Downs Brook Drive Roanoke Rapids, North Carolina 27870 | Leased | 0.07051000% | 0.0414 |
| | Nancy Jones & Daniel Jones Jr. w/h 15830 New Kent Highway Lenexa, VA 23089 | Leased | 0.07051000% | 0.0414 |
| | Rita Deel & Archie Deel w/h 133 Semple Farm Road Hampton, Virginia 23666 | Leased | 0.07051000% | 0.0414 |
| | Patsy Battern & James Batten w/h 9121 Quail Mountain Drive Chattanooga, Tennessee 37421 | Leased | 0.07051000% | 0.0414 |
| <u>2</u> | Polly Ross & Daniel Ross w/h 591 Plantation Road North, Virginia 23128-0571 | Leased | 0.07051000% | 0.0414 |
| | <i>Barbara Ellen Deel Heirs</i> Lori Allison 219 Raleigh Avenue Hampton, VA 23661 | Leased | 0.02350333% | 0.0138 |
| | Michael C. Deel Heirs Unknown/Unlocatable | Leased | 0.02350333% | 0.0138 |
| | Jennifer Justice 29 West Preston Street Hampton, VA 23669 | Leased | 0.02350333% | 0.0138 |
| | Marie Deel, widow 907 Thorn Hill Drive Hampton, Virginia 23666 | Leased | 0.07051000% | 0.0414 |
| <u>2</u> | Barry Deel & Jackie Deel h/w 523 Scioto Road Unicoi, TN 37892 | Leased | 0.07051000% | 0.0414 |

EXHIBIT "EE"
 V-535617
 VGOB 04/10/19-1351-01
 Revised 03-24-2016

| <u>TRACT</u> | <u>LESSOR</u> | <u>LEASE STATUS</u> | <u>INTEREST WITHIN UNIT</u> | <u>GROSS ACREAGE IN UNIT</u> |
|--------------------------|---|---------------------|-----------------------------|------------------------------|
| | Danny Rolfe Deel, widower 806 Deblea Court Jacksonville, North Carolina 28540 | Leased | 0.07051000% | 0.0414 |
| <u>2</u> | Sharon Vallario & Robert Vallario w/h 608 Florence Road Westwood, New Jersey 07675 | Unleased | 0.07051000% | 0.0414 |
| Tract 2 Total | | | 5.50000000% | 3.2300 |
| Total Coal Estate | | | 5.50000000% | 3.2300 |

INSTRUMENT #160000671
 RECORDED IN THE CLERK'S OFFICE OF
 DICKENSON ON
 JUNE 17, 2016 AT 10:14AM
 RICHARD W. EDWARDS, CLERK
 RECORDED BY: CPF