

170001567

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-05-0621-1467-02
ELECTIONS: VC-503721-CBM Unit 82-AS
(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. 170000858 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-503721 CBM Unit 82-AS.
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.

DONE AND EXECUTED this 1 day of July, 2017 by a majority of the Virginia Gas and Oil Board.

Bradley C. Lambert

Chairman, Bradley C. Lambert

COMMONWEALTH OF VIRGINIA
COUNTY OF RUSSELL

Acknowledged on this 1st day of July, 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, that he executed the same and was authorized to do so.

Sarah Jessee Gilmer

Sarah Jessee Gilmer, Notary Public
262942

My Commission expires: July 31, 2021



DONE AND PERFORMED this 5 day of July, 2017 by Order of the Virginia Gas and Oil Board

Rick Cooper

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

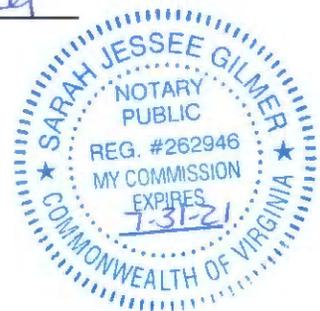
COMMONWEALTH OF VIRGINIA
COUNTY OF RUSSELL

Acknowledged on this 5th day of July, 2017, personally before me a notary public in and for the Commonwealth of Virginia, 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 he executed the same and was authorized to do so.

Sarah Jessee Gilmer

Sarah Jessee Gilmer, Notary Public
262942

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-503721 CBM Unit 82-AS Docket No. VGOB-05-0621-1467-02 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:

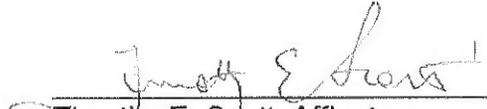
See Exhibit B-3

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.

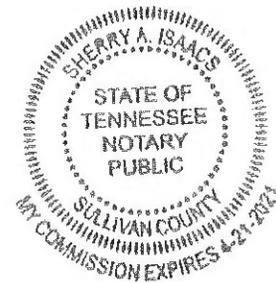

Timothy E. Scott, Affiant

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:mword2000\pinemountainoilandgas\pooling.VC-503721.supporder&aff]



170001567

3,680'

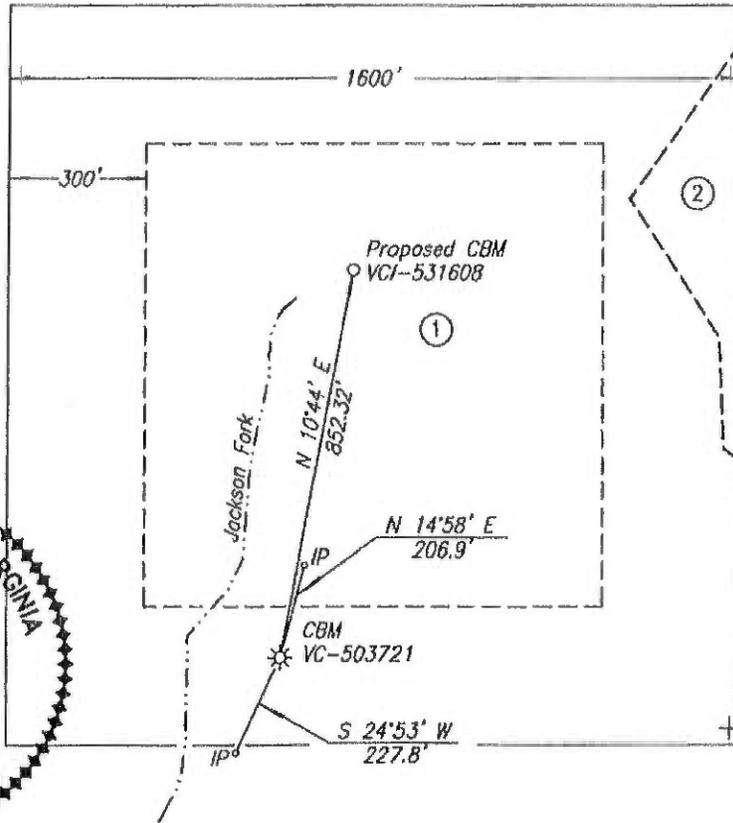
Well Coordinates: (Geographic N27)
37.134803' -82.137613'

Latitude 37° 10' 00"

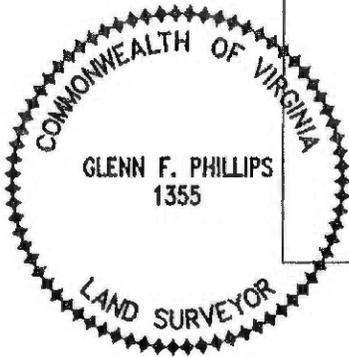
T-615
A. B. Nichols, et al.
241.49 Acres
Heartwood Forestland Fund IV, L.P. - surface
ACIN LLC - coal
Alpha Land & Reserves LLC - coal lessee
WBRD LLC - coal
Dickenson-Russell Coal Company LLC - coal lessee
EnerVest Energy Institutional Fund XIV-A, L.P.,
EnerVest Energy Institutional Fund XIV-A1, L.P., &
EnerVest Energy Institutional Fund XIV-WIC, L.P. -
oil, gas & CBM
Gas 56.61 Ac. 96.32%

Longitude 82° 07' 30"

11,615'



Partial Lease No. 2457311
R. I. Boyd Heirs - oil, gas & CBM
30 Acres
EnerVest Energy Institutional Fund XIV-A, L.P.,
EnerVest Energy Institutional Fund XIV-A1, L.P., &
EnerVest Energy Institutional Fund XIV-WIC, L.P. -
oil & gas lessee
Levisa Coal Co. - coal
Gas 2.16 Ac. 3.68%



The boundary lines shown hereon are based on deeds, plats and maps of record and do not depict a current boundary survey. The property ownership information was provided by EQT Production Company.

FINAL EQT PLAT was dated 10-05-2010

FINAL PLAT

The undersigned hereby certifies that the final location is within ten (10') feet of the location shown on the well plat dated 10-25-2004.
Area of Unit = 58.77 Ac.

Well Coordinates: (VA St. Plane S. Zone, Calculated from CCC coordinates)
N 312,226 E 939,863

Well Coordinates: (Clinchfield Coal Co.)
N 12,689.64 E 71,698.54

Well elevation determined by GPS survey from BM MCD 229

WELL LOCATION PLAT (Nora Grid AS-82)

COMPANY EnerVest Operating, LLC WELL NAME AND NUMBER VC-503721
TRACT NO. T-615 ELEVATION 1,959.9' QUADRANGLE Prater
COUNTY Buchanan DISTRICT Hurricane SCALE 1" = 400' DATE 7-13-2016

This Plat is a new plat ; an updated plat x; or a final location plat x

+ 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

170001567

Exhibit "B"
VC-503721
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	96.32000000	56.61000000
2	Levisa Coal Company Attn: John Irvin 4710 Hunterwood Circle Richmond, TX 77469 Tax # Minerals Only	CNX Lessee	3.68000000	2.16000000
TOTAL COAL ESTATE			100.00000000	58.77000000
Percentage of Unit Leased		96.32000000		
Percentage of Unit Unleased		3.68000000		
Acreage in Unit Leased		56.61000000		
Acreage in Unit Unleased		2.16000000		

170001567

Exhibit "B"
VC-503721
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	96.32000000	56.61000000
2	Tax # 2HH-190-028 Scott Boyd 210 County Line Road Cedar Bluff, VA 24609	Leased	0.065714286	0.038571429
	Larry Boyd 156 Burhead Drive Haysi, VA 24256	Leased	0.065714286	0.038571429
	Michael Boyd 518 Fish Pond Road Haysi, VA 24256	Leased	0.065714286	0.038571429
	James Boyd P.O. Box 416 Haysi, VA 24256	Leased	0.065714286	0.038571429
	Clyde Boyd P.O. Box 403 Clinchco, VA 24226	Leased	0.262857143	0.154285714
	Hazel Neely PO Box 155 Davenport, VA 24239	Leased	0.058412698	0.034285714
	Jeanette James 2371 Drill Road Honaker, VA 24260	Leased	0.058412698	0.034285714
	Judy and Jennings Boyd 3501 Boyds Ridge Road Vansant, VA 24656	Leased	0.058412698	0.034285714
	Brenda Sue Duty 1222 Boyds Ridge Road Vansant, VA 24256	Leased	0.058412698	0.034285714
	Ralph Boyd P.O. Box 122 Maxie, VA 24628	Leased	0.058412698	0.034285714
	Evelyn Coleman PO Box 97 Haysi, VA 24256	Leased	0.058412698	0.034285714

170001567

Juanita Maddox 1226 Calla Circle Fayetteville, NC 28303	Unleased	0.058412698	0.034285714
Arville Deel Heirs	Leased	0.058412698	0.034285714
Margie Wenner P.O. Box 313 Davenport, VA 24239	Leased	0.058412698	0.034285714
Arlene Deel 28131 Dickenson Hwy Haysi, VA 24256	Unleased	1.051428571	0.617142857
Jearl Fletcher 161 Dawnville Rd Apt J206 Dalton, GA 30721	Leased	0.087619048	0.051428571
Glenda Kay Fletcher 8864 Helen Henderson Highway Honaker, VA 24260	Leased	0.087619048	0.051428571
Christine M. Mack 4495 W Lynwest Dr Bloomington, IN 47404	Leased	0.087619048	0.051428571
Betty S. Fletcher 1281 Old Grissom Cr Rd Honaker, VA 24260	Leased	0.087619048	0.051428571
Bethel A. Shook 1950 SE Crowberry Dr Port St. Lucie, FL 34983	Leased	0.087619048	0.051428571
Gary T. Fletcher 5692 Deskins Rd Vansant, VA 24656	Leased	0.087619048	0.051428571
Ruby Perkins 1866 Little Prater Road Grundy, VA 24614	Leased	0.105142857	0.061714286
Laura Deel 3650 Kidder Road Almont, MI 48003	Leased	0.105142857	0.061714286
Opal Radcliffe 3460 E 75th Place Tulsa, OK 74136	Leased	0.105142857	0.061714286
Norman Boyd 1039 Controller Rd Vansant, VA 24656	Leased	0.105142857	0.061714286
Harmon Boyd 595 Dotson Ridge Ceres, VA 24318	Leased	0.105142857	0.061714286
Mary J McGlothlin Heirs: <i>Donald A. McGlothlin, Jr.</i>	Unleased	0.131428571	0.077142857

170001567

P.O. Box 580
Lebanon, VA 24266

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

Unleased

0.043809524

0.025714286

Mary Louise LaPerla
PO Box 188
Davidson, MD 21035

Unleased

0.043809524

0.025714286

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

Unleased

0.043809524

0.025714286

Leah Ann McGlothlin
2859 Kennel Gap Road
Oakwood, VA 24631

Unleased

0.131428571

0.077142857

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

Unleased

0.131428571

0.077142857

Tract 2 Totals

3.68000000

2.16000000

TOTAL GAS ESTATE

100.00000000

58.77000000

Percentage of Unit Leased
Percentage of Unit Unleased

98.36444444
1.63555556

Acreage in Unit Leased
Acreage in Unit Unleased

57.81000000
0.96000000

Exhibit "B-3"
 VC-503721
 Revised 3/3/2017

170001567

Tract	Lessor	Lease Status	Interest Within Unit	Gross Acreage in Unit
Gas Estate Only				
2	Tax # 2HH-190-028 Juanita Maddox 1226 Calla Circle Fayetteville, NC 28303	Unleased	0.058412698	0.034285714
	Arlene Deel 28131 Dickenson Hwy Haysi, VA 24256	Unleased	1.051428571	0.617142857
	Mary J McGlothlin Heirs: Donald A. McGlothlin, Jr. P.O. Box 580 Lebanon, VA 24266	Unleased	0.131428571	0.077142857
	Wayne Talbert Burton, Sr. 1010 N. Martintown Road McCormick, SC 29835	Unleased	0.043809524	0.025714286
	Mary Louise LaPerla PO Box 188 Davidson, MD 21035	Unleased	0.043809524	0.025714286
	Joseph John LaPerla 3123 Patrick Henry Dr Apt 332 Falls Church, VA 22044	Unleased	0.043809524	0.025714286
	Leah Ann McGlothlin 2859 Kennel Gap Road Oakwood, VA 24631	Unleased	0.131428571	0.077142857
	Kevin Timothy McGlothlin 2285 Clifton Farm Rd. Honaker, VA 24260	Unleased	0.131428571	0.077142857
	TOTAL GAS ESTATE		1.63555556	0.96000000

170001567

Exhibit "E" - Escrow Owners
VC-503721
Revised 2/7/2017

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

INSTRUMENT 170001567
RECORDED IN THE CLERK'S OFFICE OF
BUCHANAN COUNTY CIRCUIT COURT ON
July 31, 2017 AT 03:36 PM
BEVERLY S. TILLER, CLERK
RECORDED BY: GGB