

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-536448

TRACT(S): 3, 5

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-06-1017-1739-03

APPLICANTS: EnerVest Operating, LLC on behalf of Blaine Owens and Robin M. Owens, Charlotte Durate
Hernandez, Cynthia C. Stone, Darlene B. Johnson, Darlis A. Howard, Deborah L. Tomlinson
and Terry L Tomlinson, EnerVest Operating LLC, Gaynell Johnson Sampson and Carl Edward
Sampson, Hubert Bryant Kiser, James P. Sutherland, Janice R. Kiser Trustee, Jeffery Dale
Porter, Jeffrey Lee Patrick, Jerry Crane, Joan K. Harrington, Julia A. Bishop, Julie A. Kiser,
Karen A Peters, Kathy A Breeding Davis, Lana O Duty and Sonny Don Duty, Larry N. Kiser,
Lehan Crane, Pam Dile, Randall Carr Porter, Reecy Thomas Asbury, III, Robert Wilson Miller,
Robin Miller Cox, Ruby Marie Breeding Johnson, Samuel J. Breeding Jr., Terri A Farley, Van
Clayton Kiser

HEARING DATE AND LOCATION: Russell County Government Center, Lebanon, Virginia
July 19, 2016

APPEARANCES: James Kaiser on behalf of EnerVest Operating, LLC

PRIOR PROCEEDINGS:

1. Original Pooling Order Executed 04/17/2007, Recorded on 05/01/2007, Deed Book/Instrument No.
437, Page 322.

2. Supplemental Order, Recorded on 11/01/2007, Deed Book/Instrument No. 444, Page 770.
3. Disbursement Order -01 Executed 05/31/2012, Recorded on 07/11/2012, Deed Book/Instrument No. 498, Page 615.
4. Disbursement Order -02 Executed 04/12/2013, Recorded on 05/10/2013, Deed Book/Instrument No. 507, Page 340.

NOTICE:

The Unit Operator gave notice to the Applicants that the Board would consider its disbursement petition at the July 19, 2016 hearing and 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) 3, 5 identified in the attached petition.
- (2) Delete the requirement that the Unit Operator place future royalties attributable to Tract(s) 3, 5 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-536448, to all known owners in Tracts 3, 5. VGOB 06-1017-1739-03.

RELIEF GRANTED:

VGOB Disbursement
Unit VC-536448

VGOB-06-1017-1739-03

Table 1

Tracts: 3, 5

Item	Tract	Disbursement Table	Fractional Ownership	Net Acreage	Royalty Split	Escrowed Acres	Percent of Escrowed Funds	Adjustment Amount
			In Tract	In Tract	Agreement	Disbursed	Disbursed	
		Total acreage in escrow before disbursement				11.95666		

0.0100

3 Tract 3 (total acreage)

1	3	Robert Wilson Miller\2912 NW 25 Terrace; Gainesville; FL 32605		0.0005	100.00%	0.0005	0.0039%	
2	3	Robin Miller Cox\3728 Everglades Road; Palm Beach Gardens; FL 33410-2317		0.0005	100.00%	0.0005	0.0039%	
3	3	Reecy Thomas Asbury; ILL\P.O. Box 2386; Wise; VA 24239		0.0003	100.00%	0.0003	0.0026%	
4	3	Darlis A. Howard\304 County Line Road; Seymour; TN 37865-5638		0.0003	100.00%	0.0003	0.0026%	
5	3	Julia A. Bishop\P.O. Box 63; 6701 Old Hurricane Road; Wise; VA 24293-0063		0.0003	100.00%	0.0003	0.0026%	
6	3	Jeffrey Lee Patrick\128 Crescent Drive; Bristol; VA 24201		0.0001	100.00%	0.0001	0.0006%	
7	3	EnerVest Operating LLC\Dept. 962-1; P.O. Box 4346; Houston; TX 77210		0.0000	100.00%	0.0000	0.0002%	
8	3	Julie A. Kiser\2133 Summers Ave.; Streetsboro; OH 44241		0.0009	100.00%	0.0009	0.0078%	
9	3	Jeffery Dale Porter\P.O. Box 34; Gretna; VA 24557		0.0000	100.00%	0.0000	0.0004%	
10	3	Randall Carr Porter\409 E. Main Street; Bowling Green; MO 63334		0.0000	100.00%	0.0000	0.0004%	
11	3	Janice R. Kiser Trustee\Under the Will of Elmer Leon Kiser; 315 Hill Drive; Bristol; TN 37620		0.0004	100.00%	0.0004	0.0031%	
12	3	Gaynell Johnson Sampson and Carl Edward Sampson\1357 Jefferson Way; Forest; VA 24551		0.0001	100.00%	0.0001	0.0006%	
13	3	EnerVest Operating LLC\Dept. 962-1; P.O. Box 4346; Houston; TX 77210		0.0000	100.00%	0.0000	0.0002%	
14	3	Terri A Farley\169 Dexter Street; North Tazewell; VA 24630-9374		0.0003	100.00%	0.0003	0.0026%	
15	3	Karen A Peters\9622 Crater Creek Road; Faxon; OK 73540-4417		0.0003	100.00%	0.0003	0.0026%	
16	3	Hubert Bryant Kiser\PO Box 191; Matheny; WV 24860-0191		0.0003	100.00%	0.0003	0.0026%	

0.0100

3 Tract 3 (total acreage)

17	3	Samuel J. Breeding Jr.\2344 Louila Ave, Kingsport; TN 37660		0.0005	100.00%	0.0005	0.0039%	
18	3	Cynthia C. Stone\5062 Cobblestone Road; Winston Salem; NC 27106		0.0002	100.00%	0.0002	0.0013%	
19	3	Lehan Crane\100 Joshua Road; Smithfield; VA 23430-8518		0.0002	100.00%	0.0002	0.0013%	
20	3	Jerry Crane\244 Orchard Hill Drive; West Columbia; SC 29170		0.0002	100.00%	0.0002	0.0013%	
21	3	Darlene B. Johnson\P.O. Box 503; Montvale; VA 24122		0.0001	100.00%	0.0001	0.0006%	
22	3	EnerVest Operating LLC\Dept. 962-1; P.O. Box 4346; Houston; TX 77210		0.0000	100.00%	0.0000	0.0002%	
23	3	James P. Sutherland\114 Bates Road; Taft; TN 38488		0.0000	100.00%	0.0000	0.0003%	
24	3	Charlotte Durate Hernandez\201 Locust Street; Springfield; TN 37172		0.0000	100.00%	0.0000	0.0003%	
25	3	Pam Dille\605 4th Ave W; Springfield; TN 37172		0.0000	100.00%	0.0000	0.0003%	
26	3	Larry N. Kiser\PO Box 1565; Bristol; TN 37620		0.0001	100.00%	0.0001	0.0010%	
27	3	Van Clayton Kiser\1922 Norway Street; Bristol; VA 24201		0.0001	100.00%	0.0001	0.0010%	
28	3	Joan K. Harrington\20435 Carson Lane; Bristol; VA 24202		0.0001	100.00%	0.0001	0.0010%	
29	3	Ruby Marie Breeding Johnson\151 Lion Street; Franklin; NC 28734		0.0002	100.00%	0.0002	0.0013%	
30	3	Blaine Owens and Robin M. Owens\103 Jefferson Drive; Bristol; VA 24201		0.0001	100.00%	0.0001	0.0010%	
31	3	Deborah L. Tomlinson and Terry L Tomlinson\132 North Clay St; Coldwater; MI 49036		0.0002	100.00%	0.0002	0.0013%	
32	3	Kathy A Breeding Davis\1050 Granger Drive; Jacksonville; FL 32221		0.0002	100.00%	0.0002	0.0013%	
33	3	Lana O Duty and Sonny Don Duty\115 Melton Springs Road; Big Rock; TN 37023		0.0001	100.00%	0.0001	0.0010%	
5 Tract 5 (total acreage)			11.9500					

DB 538 PG 617

1	5	EnerVest Operating LLC\Dept. 962-1; P.O. Box 4346; Houston; TX 77210		11.9500	100.00%	11.9500	99.9443%	
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Adjustment Comments:

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

DONE AND EXECUTED this 25 day of July, 2016 by a majority of the Virginia Gas and Oil Board.



Chairman, Bradley C. Lambert

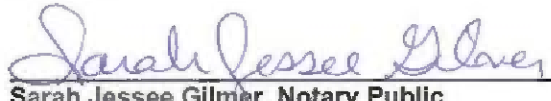
DONE AND PERFORMED this 25 day of July, 2016 by Order of the Virginia Gas and Oil Board.



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

COMMONWEALTH OF VIRGINIA
COUNTY OF RUSSELL

Acknowledged on this 25th day of July, 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 06-1017-1739-03

RELIEF SOUGHT: (1) DISBURSEMENT FROM ESCROW REGARDING TRACT(S) 3, 5 (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: July 19, 2016

DRILLING UNIT: VC-536448

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-536448, to all known owners in Tracts 3, 5. VGOB 06-1017-1739-03.

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-536448, to all known owners in Tracts 3, 5. VGOB 06-1017-1739-03.

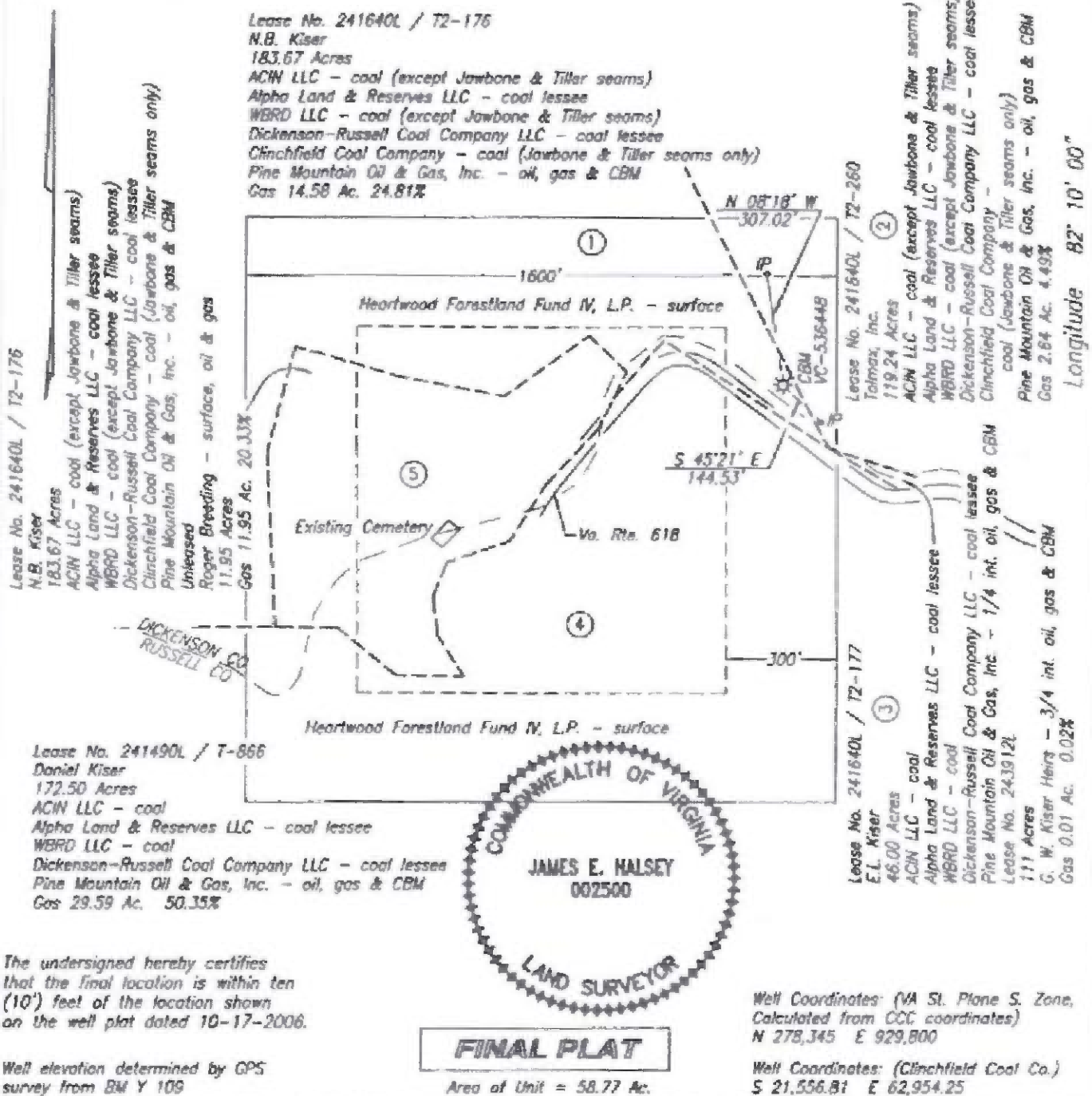
6. Attestation

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

Well Coordinates: (Geographic N27)
37.040744° -82.157594°

Latitude 37° 02' 30"

345'



The undersigned hereby certifies that the final location is within ten (10') feet of the location shown on the well plat dated 10-17-2006.

Well elevation determined by GPS survey from BM Y 109

FINAL PLAT

Area of Unit = 58.77 Ac.

WELL LOCATION PLAT

COMPANY Equitable Production Company WELL NAME AND NUMBER VC-536448
TRACT NO. Le. No. 241640L / T2-176 ELEVATION 2,530.28' QUADRANGLE Duty
COUNTY Dickenson DISTRICT Ervin SCALE 1" = 400' DATE 11-20-2006
This Plat is a new plat ; an updated plat ; 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.

James E. Halsey
Licensed Professional Engineer or Licensed Land Surveyor

EXHIBIT "E"
VGOB - 06-1017-1739-03
VC-536448
 REVISED as of 3/29/16

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
	N/A	N/A		

EXHIBIT "EE"
VGOB - 06-1017-1739-03
VC-536448
REVISED as of 3/29/16

<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>Disbursement-01</u>					
<u>3</u>	Alice B. Keen, Widow 4741 Showalter Rd NW Roanoke, VA 24017	Leased 243912L05	0.00093750%	0.00046875	100%
Minerals Only					
	TOTAL Disb-01		0.00093750%	0.00046875	
<u>Disbursement-02</u>					
<u>3</u>	Marshall Johnson P.O. Box 741175 Orange City, FL 32774	Leased 243912L11	0.00075000%	0.0003750	100%
Minerals Only					
	TOTAL Disb-02		0.000750%	0.0003750	
<u>Disbursement-03</u>					
<u>3</u>	<u>G.W. Kiser Heirs:</u>				
<u>NANCY ELIZABETH KISER COUNTS ESTATE</u>					
<u>TAX ID</u>	<u>Heirs of Mildred Miller</u>				
Mineral	Robert Wilson Miller	Leased	0.00093750%	0.0004688	
Only	2912 NW 25 Terrace Gainesville, FL 32605				
	Robin Miller Cox	Leased	0.00093750%	0.0004688	
	3728 Everglades Road Palm Beach Gardens, FL 33410-2317				
	<u>Heirs of Vivian Asbury</u>				
	Reecy Thomas Asbury, III	Leased	0.00062500%	0.0003125	
	P.O. Box 2386 Wise, VA 24239				
	Darlis A. Howard	Leased	0.00062500%	0.0003125	
	304 County Line Road Seymore, TN 37865-5638				
<u>3</u>	Julia A. Bishop	Leased	0.00062500%	0.0003125	
	P.O. Box 63 6701 Old Hurricane Road Wise, VA 24293-0063				

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VC-536448
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<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
	<u>Heir of Teresa K. Patrick</u> Jeffrey Lee Patrick 128 Cresent Drive Bristol, VA 24201 <i>* Subject to 75/25 split with Range/Enervest</i>	Leased	0.00014063%	0.0000703
3	EnerVest Operating LLC* Dept. 962-1 P.O. Box 4346 Houston, TX 77210 <i>*formerly Range Resources-Pine Mountain, Inc.</i> <i>* Subject to 75/25 split with Teresa K. Patrick</i>	Leased	0.00004688%	0.0000234
	<u>Heir of Cecil L. Kiser</u> Julie A. Kiser, H/W 2133 Summers Ave. Streetsboro, OH 44241	Leased 243912L03	0.00187500%	0.0009375
	<u>Wilma Johnson Porter and Dale C. Porter, Jr. Heirs</u> Jeffery Dale Porter P.O. Box 34 Gretna, VA 24557	Leased	0.00009375%	0.0000469
	Randall Carr Porter 409 E. Main Street Bowling Green, MD 63334	Leased	0.00009375%	0.0000469
	<u>Elmer Leon Kiser Heir</u> Janice R. Kiser Trustee Under the Will of Elmer Leon Kiser 315 Hill Drive Bristol, TN 37620	Leased	0.00075000%	0.0003750
	Gaynell Johnson Sampson and Carl Edward Sampson, W/H 1357 Jefferson Way Forest, VA 24551 <i>* Subject to 75/25 split with Range/Enervest</i>	Leased 243912L07	0.00014063%	0.0000703
3	EnerVest Operating LLC* Dept. 962-1 P.O. Box 4346 Houston, TX 77210 <i>*formerly Range Resources-Pine Mountain, Inc.</i> <i>* Subject to 75/25 split with Gaynell & Carl Sampson</i>	Leased	0.00004688%	0.0000234
	<u>Diana D. Kiser Heirs</u> Terri A Farley 169 Dexter Street North Tazewell, VA 24630-9374	Leased	0.00062500%	0.0003125

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VC-536448
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<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
	Karen A Peters 9622 Crater Creek Road Faxon, OK 73540-4417	Leased	0.00062500%	0.0003125
	Hubert Bryant Kiser PO Box 191 Matheny, WV 24860-0191	Leased	0.00062500%	0.0003125
<u>3</u>	Samuel J. Breeding Jr. 2344 Louisa Ave Kingsport, TN 37660	Leased 243912L09	0.00093750%	0.0004688
	<u>Lillian B. Crane and Percy V. Crane Heirs</u> Cynthia C. Stone 5062 Cobblestone Road Winston Salem, NC 27106	Leased	0.00031250%	0.0001563
	Lehan Crane 100 Joshua Road Smithfield, VA 23430-8518	Leased	0.00031250%	0.0001563
	Jerry Crane 244 Orchard Hill Drive West Columbia, SC 29170	Leased	0.00031250%	0.0001563
	Darlene B. Johnson P.O. Box 503 Montvale, VA 24122 <i>*Subject to 75/25 split with Range/EnerVest</i>	Leased 243912L12	0.00014063%	0.0000703
<u>3</u>	EnerVest Operating LLC* Dept. 952-1 P.O. Box 4346 Houston, TX 77210 <i>*formerly Range Resources-Pine Mountain, Inc.</i> <i>*Subject to 75/25 split with Freddy & Darlene Johnson</i>	Leased	0.00004688%	0.0000234
	<u>Sharon Dixon (a.k.a Sharon Dickson, a.k.a Anita Sharon Sutherland) Heirs</u> James P. Sutherland 114 Bates Road Taft, TN 38488	Leased	0.00008333%	0.0000417
	Charlotte Durate Hernandez 201 Locust Street Springfield, TN 37172	Leased	0.00008333%	0.0000417

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VC-536448
 REVISED as of 3/29/16

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
	Pam Dile 605 4th Ave W Springfield, TN 37172	Leased	0.00008333%	0.0000417
	<u>Nolan and Dorothy C. Kiser Heirs</u>			
	Larry N. Kiser PO Box 1565 Bristol, TN 37620	Leased	0.00025000%	0.0001250
<u>3</u>	Van Clayton Kiser 1922 Norway Street Bristol, VA 24201	Leased	0.00025000%	0.0001250
	Joan K. Harrington 20435 Carson Lane Bristol, VA 24202	Leased	0.00025000%	0.0001250
	Ruby Marie Breeding Johnson 51 Lion Street Franklin, NC 28734	Leased	0.00031250%	0.0001563
	Blaine Owens and Robin M. Owens 103 Jefferson Drive Bristol, VA 24201	Leased 243912L16	0.00025000%	0.0001250
	Deborah L. Tomlinson and Terry L. Tomlinson, W/H 132 North Clay St Coldwater, MI 49036	Leased 243912L17	0.00031250%	0.0001563
	<u>Larry D. Breeding Heir</u>			
	Kathy A Breeding Davis 1050 Granger Drive Jacksonville, FL 32221	Leased	0.00031250%	0.0001563
<u>3</u>	Lana O Duty and Sonny Don Duty, W/H 115 Melton Springs Road Big Rock, TN 37023	Leased 243912L19	0.00025000%	0.0001250
TOTAL TRACT 3			0.013313%	0.0067

EXHIBIT "EE"
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VC-536448
REVISED as of 3/29/16

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>	
<u>5</u>	Roger C. Breeding				
Minerals	P.O. Box 856				
Only	Castlewood, VA 24224				
	Surface Owner Only				
	Pursuant to Revised Title Opinion				
	EnerVest Operating LLC*	Owned	20.330000%	11.9500	100%
	Dept. 962-1				
	P.O. Box 4346				
	Houston, TX 77210				
	*formerly Range Resources-Pine Mountain, Inc.				
TOTAL TRACT 5			20.330000%	11.9500	
TOTAL DISBURSEMENTS			20.3433125%	11.9566563	
	<u>Coal Estate Only</u>				
<u>3</u>	Enervest Operating LLC*	Owned	0.020000%	0.0100	
TAX ID	Attn: Jim McKinney				
Minerals	408 West Main Street				
Only	Abingdon, VA 24210				
	*formerly Range Resources-Pine Mountain, Inc.				
Tract 3 Totals			0.020000%	0.0100	
<u>5</u>	Enervest Operating LLC*	Owned	20.330000%	11.9500	
TAX ID	Attn: Jim McKinney				
Minerals	408 West Main Street				
Only	Abingdon, VA 24210				
	*formerly Range Resources-Pine Mountain, Inc.				
Tract 5 Totals			20.330000%	11.9500	
TOTAL COAL ESTATE			20.350000%	11.9600	



ENERVEST

EnerVest Operating, L.L.C.

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

January 29, 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, LLC

INSTRUMENT #160000923
RECORDED IN THE CLERK'S OFFICE OF
DICKENSON ON
AUGUST 9, 2016 AT 09:16AM

RICHARD W. EDWARDS, CLERK
RECORDED BY: TLF