

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-537113

TRACT(S): A portion of 4

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-07-0515-1934-05

APPLICANTS: EnerVest Operating, LLC on behalf of Barbara Linkous, Bayard Duane Keene, Jane Kathleen Keene, Linda Kathleen Morse, Rocky Ratliff and Darlene Ratliff

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 03/20/2008, Recorded on 04/25/2008, Deed Book/Instrument No. 451, Page 651.
2. Modification Order -01 Executed 07/15/2008, Recorded on 08/07/2008, Deed Book/Instrument No. 456, Page 204.
3. Supplemental Order -01, Recorded on 11/14/2011, Deed Book/Instrument No. 491, Page 817.

4. Disbursement Order -02 Executed 03/08/2013, Recorded on 04/01/2013, Deed Book/Instrument No. 505, Page 612.
5. Disbursement Order -03 Executed 07/02/2014, Recorded on 07/17/2014, Deed Book/Instrument No. 518, Page 322.
6. Disbursement Order -04 Executed 07/25/2016, Recorded on 08/09/2016, Deed Book/Instrument No. 538, Page 629.

NOTICE:

- (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 4 identified in the attached petition.
- (2) Delete the requirement that the Unit Operator place future royalties attributable to Tract(s) A portion of 4 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:

Petition to disburse funds from the escrow account for well VC-537113 to all known owners in Tract 4 VGOB 07-0515-1934-05.

RELIEF GRANTED:

VGOB Disbursement
Unit VC-537113
VGOB-07-0515-1934-05

Table 1
Tracts: A portion of 4

Item	Tract	Disbursement Table	Fractional Ownership in Tract	Net Acreage Ownership in Tract	Royalty Split Agreement	Escrowed Acres Disbursed	Percent of Escrowed Funds Disbursed	Adjustment Amount
		Total acreage in escrow before disbursement				2.12372		
4		Tract 4 (total acreage)	6.8400					
1	4	Rocky Ratliff and Darlene Ratliff\498 Cowpath Road; Haysi; VA 24256		0.0013	100.00%	0.0013	0.0612%	
2	4	Bayard Duane Keene\12021 Old Salem Church Road; Fredericksburg; VA 22407		0.0102	100.00%	0.0102	0.4787%	
3	4	Linda Kathleen Morse\1347 Chanelka Road; Norfolk; VA 23503		0.0102	100.00%	0.0102	0.4787%	
4	4	Jane Kathleen Keene\15835 Fern Lake Drive; Lanexa; VA 23089		0.0102	100.00%	0.0102	0.4787%	
5	4	Barbara Linkous\3814 Westerham Drive; Clermont; FL 34711-6956		0.0267	100.00%	0.0267	1.2581%	

Adjustment Comments:

DB 539 PGL 13

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.

DONE AND EXECUTED this 16 day of August, 2016 by a majority of the Virginia Gas and Oil Board.



Chairman, Bradley C. Lambert

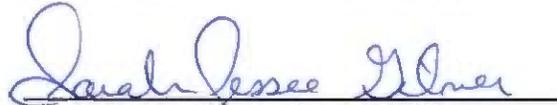
DONE AND PERFORMED this 16 day of August, 2016 by Order of the Virginia Gas and Oil Board.



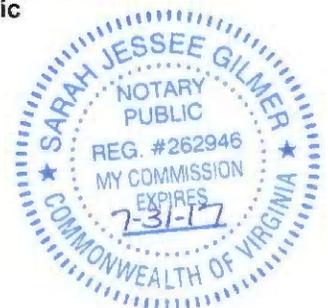
Rick Cooper
Principal Executive to the
staff, Virginia Gas and Oil Board

COMMONWEALTH OF VIRGINIA
COUNTY OF RUSSELL

Acknowledged on this 16th day of August, 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 07-0515-1934-05

RELIEF SOUGHT: (1) DISBURSEMENT FROM ESCROW REGARDING TRACT(S) A portion of 4 (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-537113

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-537113 to all known owners in Tract 4 VGOB 07-0515-1934-05.

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)

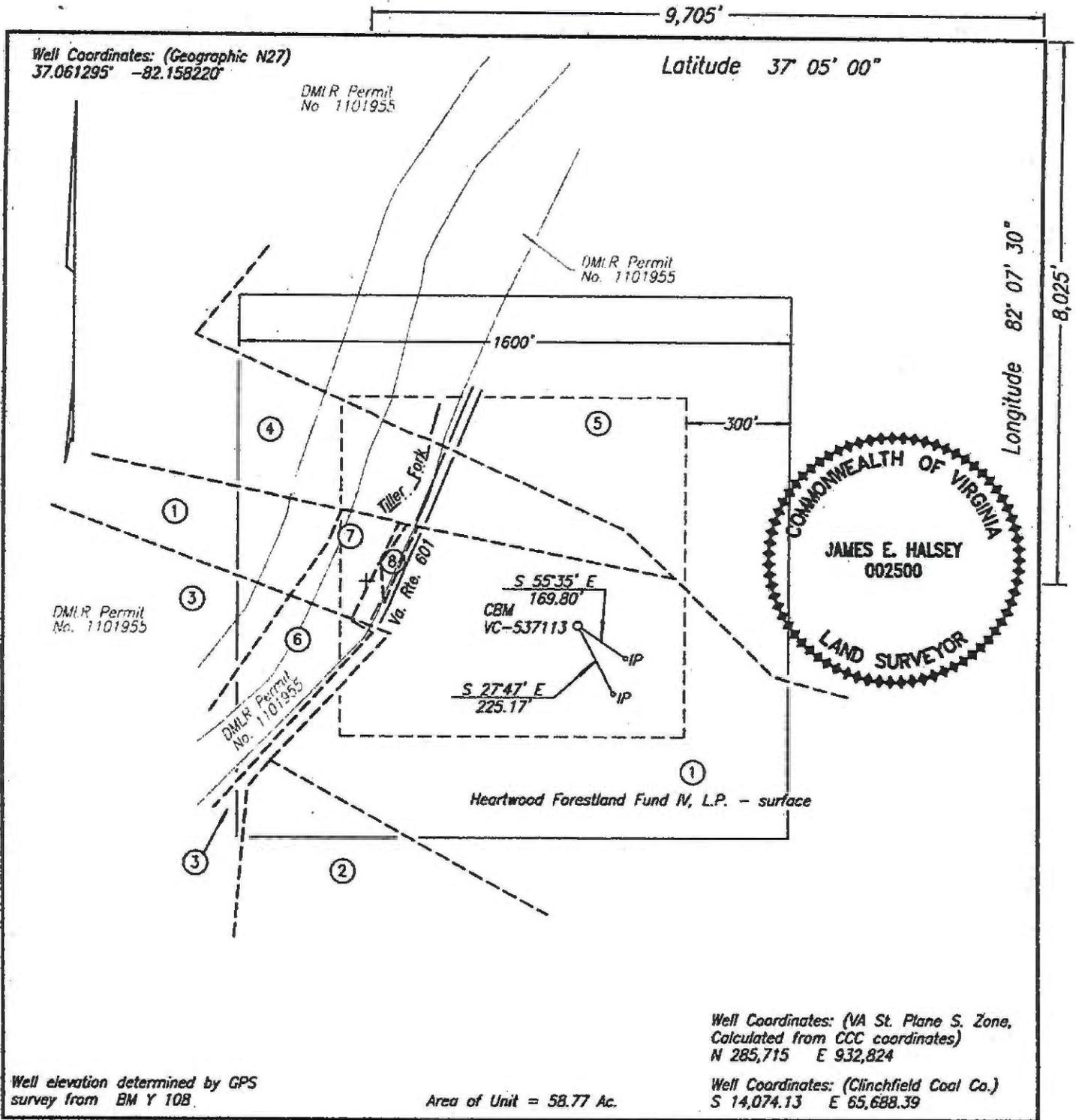
Coalbed Methane

5. Factual basis for relief requested

Petition to disburse funds from the escrow account for well VC-537113 to all known owners in Tract 4 VGOB 07-0515-1934-05.

6. Attestation

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



WELL LOCATION PLAT

COMPANY Equitable Production Company WELL NAME AND NUMBER VC-537113
 TRACT NO. T2-166 ELEVATION 1,820.90' QUADRANGLE Duty
 COUNTY Dickenson DISTRICT Ervinton SCALE 1" = 400' DATE 11-12-2007

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.

James E. Halsey
 Licensed Professional Engineer or Licensed Land Surveyor

VC-537113 PLAT
 TRACT OWNERSHIP INFORMATION SCHEDULE
 11/13/2007

- 1 . Lease No. 906889 / T2-166
 Elaine Duty
 51.27 Acres
 ACIN LLC - coal
 Alpha Land & Reserves LLC - coal lessee
 WBRD LLC - coal
 Dickenson-Russell Coal Company LLC - coal lessee
 Range Resources-Pine Mountain, Inc. - (CBM)
 Lease No. 245255L
 Charlton Tiller - oil & gas (CBM)
 51.27 Acres
 Gas 24.52 Ac. 41.72%

- 2 . Lease No. 906889 / T2-173
 Rebecca Deel
 27.36 Acres
 ACIN LLC - coal
 Alpha Land & Reserves LLC - coal lessee
 WBRD LLC - coal
 Dickenson-Russell Coal Company LLC - coal lessee
 Range Resources-Pine Mountain, Inc. - oil & gas (CBM)
 Gas 1.37 Ac. 2.33%

- 3 . Lease No. 906889 / T2-167
 H.M.C. Tiller
 30.60 Acres
 ACIN LLC - coal
 Alpha Land & Reserves LLC - coal lessee
 WBRD LLC - coal
 Dickenson-Russell Coal Company LLC - coal lessee
 Range Resources-Pine Mountain, Inc. - (CBM)
 Unleased
 Eivens Tiller Heirs - oil & gas (CBM)
 Gas 1.08 Ac. 1.84%

- 4 . Lease No. 906889 / T2-165
 Radford Powers
 14.00 Acres
 ACIN LLC - coal
 Alpha Land & Reserves LLC - coal lessee
 WBRD LLC - coal
 Dickenson-Russell Coal Company LLC - coal lessee
 Range Resources-Pine Mountain, Inc. - (CBM)
 Unleased
 S. J. Tiller Heirs-oil, gas (CBM)
 Gas 6.84 Ac. 11.64%

- 5 . Lease No. 906889 / T2-164
Julia Fletcher
91.00 Acres
ACIN LLC - coal
Alpha Land & Reserves LLC - coal lessee
WBRD LLC - coal
Dickenson-Russell Coal Company LLC - coal lessee
Range Resources-Pine Mountain, Inc. - oil & gas (CBM)
Gas 21.27 Ac. 36.19%
- 6 . Lease No. 906889 / T2-167
H.M.C. Tiller
30.60 Acres
ACIN LLC - coal
Alpha Land & Reserves LLC - coal lessee
WBRD LLC - coal
Dickenson-Russell Coal Company LLC - coal lessee
WBRD LLC - coal
Range Resources-Pine Mountain, Inc. - (CBM)
Unleased
Norfolk & Southern Railway Company - surface, oil, & gas (CBM)
6.93 Acres
Gas 2.29 Ac. 3.90%
- 7 . Lease No. 906889 / T2-166
Elaine Duty
51.27 Acres
ACIN LLC - coal
Alpha Land & Reserves LLC - coal lessee
WBRD LLC - coal
Dickenson-Russell Coal Company LLC - coal lessee
Range Resources-Pine Mountain, Inc. - (CBM)
Unleased
Norfolk & Southern Railway Company - surface, oil, & gas (CBM)
1.6 Acres
Gas 1.20 Ac. 2.04%
- 8 . Lease No. 906889 / T2-166
Elaine Duty
0.13 Acres, p/o 51.27 Acres
ACIN LLC - coal
Alpha Land & Reserves LLC - coal lessee
WBRD LLC - coal
Dickenson-Russell Coal Company LLC - coal lessee
Range Resources-Pine Mountain, Inc. - oil & gas (CBM)
Gas 0.20 Ac. 0.34%

EXHIBIT "E"
VC-537113
VGOB - 07-0515-1934-05
REVISED 6/16/2016

<u>TR</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
4	SAMUEL J. TILLER HEIRS			
	<u>Hiram Tiller Heirs (1/8):</u>			
	<u>Noel Dean Fletcher Heirs</u> Unknown	Leased	0.727500%	0.4275
	<u>Mary Ann Tiller Heirs (1/8th):</u>			
	<u>Blanche Ratliff Heirs</u> Unknown	Leased	0.022734%	0.0134
	Beth A. Fish (Unlocatable)	Unleased	0.001624%	0.0010
	<u>Peggy E. Cox & Danny Cox Heirs</u> Unknown	Leased	0.007423%	0.0044
	<u>Ella E. Sabol Heirs</u> Unknown	Leased	0.051964%	0.0305
	<u>Lena B. Keen Heirs</u> Unknown	Leased	0.051964%	0.0305
	<u>Howell & Gola Presley Heirs</u> Unknown	Unleased	0.030313%	0.0178
	<u>Franklin Tiller Heirs (1/8):</u>			
	<u>William L. Tiller Heirs</u> (Unknown)	Unleased	0.181875%	0.1069
	<u>George & Barbara Linkous Heirs</u> Unknown	Unleased	0.045469%	0.0267
	<u>Sheila Linkous Heirs</u> Unknown	Unleased	0.045469%	0.0267
	<u>Hiram Tiller Heirs</u> (Unknown)	Unleased	0.181875%	0.1069
	<u>Dewey Tiller Heirs</u> (Unknown)	Unleased	0.181875%	0.1069
	<u>Ellen Tiller Heirs (1/8th):</u> (Unknown)	Unleased	1.455000%	0.8550
	<u>Rebecca Tiller Heirs (1/8):</u>			
	<u>Cecil & Virginia Rose Heirs</u> Unknown	Unleased Elected Cash Consideration	0.024250%	0.0143
	<u>Samuel J. Rose Heirs</u> (Unknown)	Unleased	0.291000%	0.1710

EXHIBIT "E"
 VC-537113
 VGOB - 07-0515-1934-05
 REVISED 6/16/2016

<u>TR</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
	<u>Rebecca Tiller Heirs (1/8):</u>			
	Lowell Barton (Unlocatable)	Unleased	0.032333%	0.0190
	<u>James Rasnake Tiller Heirs (1/8):</u>			
	Richard Eugene Patterson (Unlocatable)	Unleased	0.060625%	0.0356
	Donald Lee Clevenger (Unlocatable)	Unleased	0.060625%	0.0356
<u>4</u>	David Wayne Clevenger (Unlocatable)	Unleased	0.060625%	0.0356
	Tract 4 Totals		3.514544%	2.0652

Exhibit EE
 537113
 07-0515-1934-05
 Revised 06/16/2016

TR	LESSOR	LEASE STATUS	INTEREST WITHIN UNIT	GROSS ACREAGE IN UNIT
	Gas Estate			
4 3410	SAMUEL J. TILLER HEIRS			
	<u>Mary Ann Tiller Heirs (1/8)</u>			
	Rocky Ratliff and Darlene Ratliff h/w 498 Cowpath Road Haysi, VA 24256	Unleased	0.002165%	0.0013
	<u>Arville Keen Heirs</u>			
	Bayard Duane Keene 12021 Old Salem Church Road Fredericksburg, VA 22407	Leased	0.017321%	0.01017
	Linda Kathleen Morse 1347 Chanelka Road Norfolk, VA 23503	Leased	0.017321%	0.01017
	Jane Kathleen Keene 15835 Fern Lake Drive Lanexa, VA 23089	Leased	0.017321%	0.01017
	<u>Franklin Tiller Heirs (1/8)</u>			
	Barbara Linkous 3814 Westerham Drive Clermont, FL 34711-6956	Unleased	0.045469%	0.02672
	Tract 4 Totals		0.099598%	0.05851875

Coal Estate

4	EnerVest Operating, LLC Attn: Jim McKinney 408 West Main Street Abingdon, VA 24210 <i>formerly Range Resources-Pine Mountain, Inc.</i>	Leased	10.621500%	6.2415
	Tract 4 Totals		10.621500%	6.2415



EnerVest Operating, L.L.C.

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

January 6, 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.

A handwritten signature in cursive script that reads 'Phil Horn'.

Phil Horn
Contractor for EnerVest Operating, LLC

INSTRUMENT #160001017
RECORDED IN THE CLERK'S OFFICE OF
DICKENSON ON
AUGUST 30, 2016 AT 12:10PM

RICHARD W. EDWARDS, CLERK
RECORDED BY: CPF