

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-537965

TRACT(S): A portion of 2

LOCATION: RUSSELL County, Virginia

DOCKET NUMBER: VGOB-07-0821-1988-04

APPLICANTS: EnerVest Operating, LLC on behalf of Alicia Rosenbaum, Alma Simerly, Anna Claudine Breeding Parsons, Billy Ball, Carol Peacoe and Jack Peacoe, Curtis Wilson and Connie Wilson, Dave Craft, Destia Puckett, Diane Howell, Franklin Farmer & Karen Farmer, Ina Fern Breeding, Jack Kelvin Head, Johnny Lee Rosenbaum, Katherine Brooks Dillon, Keith Allen Musick, Kevin Howell, Lois P. Rasnake, Michelle Ball, Ronald Scott Mullins, Samuel Musick, Sharon Lynn Jones Vipperman, Sheryl Mullins Bise, Wanda Jean Bryan, Wanda Whitt and Randall Whitt, Wiley J. Canter

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 10/18/2007, Recorded on 10/29/2007, Deed Book/Instrument No. 680, Page 652.
2. Supplemental Order, Recorded on 04/02/2008, Deed Book/Instrument No. 688, Page 468.

3. Disbursement Order -01 Executed 06/20/2013, Recorded on 07/15/2013, Deed Book/Instrument No. 0764, Page 0500.
4. Disbursement Order -02 Executed 01/10/2014, Recorded on 02/10/2014, Deed Book/Instrument No. 772, Page 645.
5. Disbursement Order -03 Executed 03/07/2016, Recorded on 03/21/2016, Deed Book/Instrument No. 800, Page 18.

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 2 identified in the attached petition.
- (2) Delete the requirement that the Unit Operator place future royalties attributable to Tract(s) A portion of 2 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-537965, to all known owners in Tracts 2. VGOB 07-0821-1988-04.

RELIEF GRANTED:

VGOB Disbursement
Unit VC-537965

VGOB-07-0821-1988-04

Table 1

Tracts: A portion of 2

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				2.13420		
			6.3800					
		2 Tract 2 (total acreage)						
1	2	Ina Fern Breeding\P.O. Box 2; Davenport; VA 24239		0.0215	100.00%	0.0215	1.0065%	
2	2	Billy Ball\3623 Jims CT; Green Cove Springs; FL 32043		0.0215	100.00%	0.0215	1.0065%	
3	2	Ronald Scott Mullins\425 Good Hope Church Road; Aroda; VA 22709		0.0054	100.00%	0.0054	0.2530%	
4	2	Sherly Mullins Bise\888 Ramsey Ridg; Clinchco; VA 24226		0.0054	100.00%	0.0054	0.2516%	
5	2	Lois P. Rasnake\P.O. Box 731; Jonesborough; TN 37659		0.3545	100.00%	0.3545	16.6081%	
6	2	Anna Claudine Breeding Parsons\4184 Majestic Oak Drive; Randleman; NC 27317		0.3545	100.00%	0.3545	16.6081%	
7	2	Samuel Musick\1085 Bellamy Lane; Portsmouth; OH 45663		0.0129	100.00%	0.0129	0.6039%	
8	2	Keith Allen Musick\21105 Currie Avenue; Warren; MI 48091-4314		0.0064	100.00%	0.0064	0.3020%	
9	2	Wanda Whitt and Randall Whit\1102 Woods Mill Road; Stephenson; VA 22656-2036		0.0028	100.00%	0.0028	0.1312%	
10	2	Carol Peacoe and Jack Peacoe\418 S Kent Street; Winchester; VA 22601		0.0028	100.00%	0.0028	0.1318%	
11	2	Diane Howell\PO Box 414; Hebron; VA 21830		0.0028	100.00%	0.0028	0.1318%	
12	2	Kevin Howell\140 Cline Drive; Gore; VA 22637		0.0028	100.00%	0.0028	0.1318%	
13	2	Franklin Farmer & Karen Farmer\8566 Burlington Court; Manassas; VA 20110		0.0028	100.00%	0.0028	0.1318%	
14	2	Alma Simerly\PO Box 1624; Honaker; VA 24260		0.1497	100.00%	0.1497	7.0143%	
15	2	Curtis Wilson and Connie Wilson\10 Theresa Avenue; Rising Sun; MD 21911-2704		0.0232	100.00%	0.0232	1.0871%	
16	2	Wiley J. Canter\464 Brown Street; Bluff City; TN 37618		0.0056	100.00%	0.0056	0.2624%	
17	2	Johnny Lee Rosenbaum\14446 Black Hollow Road; Abingdon; VA 24210		0.0056	100.00%	0.0056	0.2624%	

6.3800

2 Tract 2 (total acreage)

18	2	Alicia Rosenbaum\30166 Lee Highway; Glade Spring; VA 24340	0.0056	100.00%	0.0056	0.2624%
19	2	Sharon Lynn Jones Vipperman\8 Plinder Avenue; Elkton; MD 21921	0.0034	100.00%	0.0034	0.1582%
20	2	Jack Kelvin Head\89 Tolmax Lane; Elkton; MD 21921	0.0034	100.00%	0.0034	0.1582%
21	2	Katherine Brooks Dillon\981 Valiant Drive; Statesville; NC 28677	0.7089	100.00%	0.7089	33.2157%
22	2	Destia Pucket\PO Box 103; Cleveland; VA 24225	0.0295	100.00%	0.0295	1.3840%
23	2	Michelle Ball\1529 Bankbury Way; Chesapeake; VA 23322	0.1181	100.00%	0.1181	5.5337%
24	2	Dave Craft\2700 Willimar Street; Richmond; VA 23234	0.0443	100.00%	0.0443	2.0760%
25	2	Wanda Jean Bryan\P.O. Box 1295; Scott Depot; WV 25560	0.0443	100.00%	0.0443	2.0760%

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 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 6 day of July, 2016 by a majority of the Virginia Gas and Oil Board.



Chairman, Bradley C. Lambert

DONE AND PERFORMED this 6 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 6th 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 07-0821-1988-04

RELIEF SOUGHT: (1) DISBURSEMENT FROM ESCROW REGARDING TRACT(S) A portion of 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-537965

RUSSELL 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-537965, to all known owners in Tracts 2. VGOB 07-0821-1988-04.

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

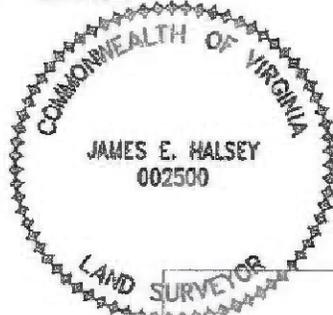
Petition to disburse funds from the escrow account for well VC-537965, to all known owners in Tracts 2. VGOB 07-0821-1988-04.

6. Attestation

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

Well Coordinates: (Geographic N27)
37.024783° -82.166521°

Latitude 37° 02' 30"



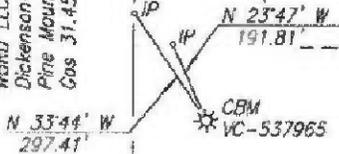
Lease No. 906889 / TC-214
Elihu L. Kiser
209.02 Acres
ACIN LLC - coal
Alpha Land & Reserves LLC - coal lessee
WBRD LLC - coal
Dickenson-Russell Coal Company LLC - coal lessee
Pine Mountain Oil & Gas, Inc. - (CBM)
Lease No. 244332L
H.F. Kiser Heirs - oil & gas (CBM)
87.50 Acres
Gas 6.38 Ac. 10.86%

Lease No. 906889 / T-459
Breeding Brothers
314.51 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
Pine Mountain Oil & Gas, Inc. - oil, gas & CBM
Gas 31.45 Ac. 53.51%

Lease No. 906889 / TC-214
Elihu L. Kiser
209.02 Acres
ACIN LLC - coal
Alpha Land & Reserves LLC - coal lessee
WBRD LLC - coal
Dickenson-Russell Coal Company LLC - coal lessee
Pine Mountain Oil & Gas, Inc. - (CBM)
Lease No. 905499L
Ronny & Vicki Gilbert - oil & gas (CBM)
28 Acres
Gas 11.62 Ac. 19.77%

Lease No. 906889 / T-485
N. B. Rasnake
250.53 Acres
ACIN LLC - coal
Alpha Land & Reserves LLC - coal lessee
WBRD LLC - coal
Dickenson-Russell Coal Company LLC - coal lessee
Pine Mountain Oil & Gas, Inc. - oil, gas & CBM
Gas 9.32 Ac. 15.86%
Whitt Rasnake Heirs - surface

Heartwood Forestland Fund IV, L.P. - surface



FINAL PLAT

Area of Unit = 58.77 Ac.

Well Coordinates: (VA St. Plane S. Zone,
Calculated from CCC coordinates)
N 272,526 E 925,887

Well Coordinates: (Cinchfield Coal Co.)
S 27,368.16 E 63,267.17

The undersigned hereby certifies
that the final location is within ten
(10') feet of the location shown
on the well plat dated 6-23-2007.

Well elevation determined by GPS
survey from P-424

WELL LOCATION PLAT

COMPANY Equitable Production Company WELL NAME AND NUMBER VC-537965
TRACT NO. Le. No. 906889/T-459 ELEVATION 2,294.30' QUADRANGLE Duty
COUNTY Russell DISTRICT Castlewood SCALE 1" = 400' DATE 10-03-2007

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"
VC-537965
VGOB 07-0821-1988-04
3/28/2016

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
2	Steven Howell Unknown/Unlocatable	Unleased	0.004788%	0.0028
	Heirs Betty Lou Vance Phillips Unknown/Unlocatable	Unleased	0.028730%	0.0169
	Heirs of Joyce Nell Vance Smith Unknown/Unlocatable	Unleased	0.028730%	0.0169
	Heirs of Edward Farley Vance, Jr. Unknown/Unlocatable	Unleased	0.028730%	0.0169
	Heirs of Mary Sue Vance Cummings Unknown/Unlocatable	Unleased	0.028730%	0.0169
	Nellie Kiser Wells Heirs Unknown/Unlocatable	Leased - RRPM 244332	0.201111%	0.1181
	<u>Kenneth Wilson Heirs:</u> Freddy Wilson Unknown/Unlocatable	Leased - RRPM 244332	0.013712%	0.0081
		TOTAL	0.320819%	0.1966

EXHIBIT "EE"
VC-537965
VGOB 07-0821-1988-04
3/28/2016

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
<u>Current Disbursement -04</u>				
<u>2</u>	<u>H.F. Kiser Heirs</u> <u>Dora Bell Musick Heirs:</u> <u>Delphia Synthia Ball Heirs</u>			
	Ina Fern Breeding P.O. Box 2 Davenport, VA 24239	Leased-RRPM 244332	0.036566%	0.0215
	Billy Ball 3623 Jims CT Green Cove Springs, FL 32043	Leased-RRPM 244332	0.036566%	0.0215
	<u>Wanda M. Mullins Heirs</u> Ronald Scott Mullins 425 Good Hope Church Road Aorda, VA 22709	Unleased	0.009141%	0.0054
	<u>Wanda M. Mullins Heirs</u> Sheryl Mullins Bise 888 Ramsey Ridge Clinchco, VA 24226	Unleased	0.009141%	0.0054
<u>2</u>	<u>Frank P. Kiser Heirs</u> <u>Velva Lee Breeding Heirs</u>			
	Lois P. Rasnake P.O. Box 731 Jonesborough, TN 37659	Leased - RRPM 244332	0.603334%	0.3545
	Anna Claudine Breeding Parsons 4184 Majestic Oak Drive Randleman, NC 27317	Leased - RRPM 244332	0.603334%	0.3545
	<u>Clayton Musick Heirs:</u> Samuel Musick 1085 Bellamy Lane Portsmouth, OH 45663	Unleased	0.021939%	0.0129
<u>2</u>	<u>Roger M. Musick Heirs:</u> Keith Allen Musick 21105 Currie Avenue Warren, MI 48091-4314	Leased-RRPM 244332	0.010970%	0.0064

EXHIBIT "EE"
VC-537965
VGOB 07-0821-1988-04
3/28/2016

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
	<u>Gaynell Howell Heirs</u> Wanda Whitt and Randall Whitt W/H 1102 Woods Mill Road Stephenson, VA 22656-2036	Unleased	0.004788%	0.0028
	Carol Peacoe and Jackie Peacoe 418 S Kent Street Winchester, VA 22601	Unleased	0.004788%	0.0028
	Diane Howell, single PO Box 414 Hebron, VA 21830	Unleased	0.004788%	0.0028
	Kevin Howell 140 Cline Drive, Gore, VA 22637	Unleased	0.004788%	0.0028
	Franklin Farmer Karen Farmer H/W 8566 Burlington Court, Manassas, VA 20110	Unleased	0.004788%	0.0028
<u>2</u>	<u>Luther M. Kiser Heirs</u> <u>Bonnie Kiser Heir</u> Alma Simerly, single PO Box 1624 Honaker, VA 24260	Leased - RRPM 244332	0.254741%	0.1497
	<u>Alden Wilson and Ella Wilson Estate</u> Curtis Wilson and Connie Wilson, H/W 10 Theresa Avenue Rising Sun, MD 21911-2704	Leased - RRPM 244332	0.039456%	0.0232
	<u>Kathy Wilson Rosenbaum Canter Heirs:</u> Wiley J. Canter 464 Brown Street Bluff City, TN 37618	Unleased	0.009577%	0.0056
<u>2</u>	Johnny Lee Rosenbaum 14446 Black Hollow Road Abingdon, VA 24210	Unleased	0.009577%	0.0056
	Alicia Rosenbaum, single 30166 Lee Highway Glade Spring, VA 24340	Unleased	0.009577%	0.0056

EXHIBIT "EE"
VC-537965
VGOB 07-0821-1988-04
 3/28/2016

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
	<u>Zelma Head Heirs:</u> Sharon Lynn Jones Vipperman 8 Pinder Avenue Elkton, MD 21921	Unleased	0.005746%	0.0034
	Jack Kelvin Head 89 Tolmax Lane Elkton, MD 21921	Unleased	0.005746%	0.0034
	<u>Bascom & Dallas Brooks Kiser Heir:</u> Brady Brooks Heir Katherine Brooks Dillon 981 Vallant Drive Statesville, NC 28677	Leased - RRPM 244332	1.206667%	0.7089
<u>2</u>	<u>Junior Lee Counts Heirs</u> Destia Puckett PO Box 103 Cleveland, VA 24225	Leased - RRPM 244332	0.050278%	0.0295
	<u>William Arthur Kiser and Sylvia Kiser Heir:</u> Michelle Ball 1529 Bankbury Way Chesapeake, VA 23322	Unleased	0.201111%	0.1181
	Dave Craft 2700 Willimar Street Richmond, VA 23234	Unleased	0.075417%	0.0443
<u>2</u>	<u>Feba Clair Bryan (Childs) Heirs:</u> Wanda Jean Bryan, single P.O. Box 1295 Scott Depot, WV 25560	Leased - RRPM 244332	0.075417%	0.0443
	Tract 2 Total		3.298240%	1.9376
	Total Current Disbursement 1988-04		3.298240%	1.9376

COAL ESTATE ONLY

The coal estate is released pursuant HB2058

<u>2</u>	Enervest Operating LLC Attn: James McKinney 408 West Main Street Abingdon, VA 24210 <i>Formerly Range Resources</i>	Leased-RRPM 244792 TC-214	10.860000%	6.3800
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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.

Phil Horn
Contractor for EnerVest Operating, LLC

1601371

VIRGINIA: IN THE OFFICE OF THE CLERK OF THE CIRCUIT OF RUSSELL COUNTY, 7-22 2016. This deed was this day presented in said office, and upon the certificate of acknowledgment thereto annexed, admitted to record at 9:43 o'clock A M, after payment of \$ _____ tax imposed by Sec. 58.1-802.

Original returned this date to: Sally Ketron

TESTE: ANN S. McREYNOLDS, CLERK
BY: Ann S. McReynolds D. CLERK