

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-537970

TRACT(S): 5

LOCATION: RUSSELL County, Virginia

DOCKET NUMBER: VGOB-07-1016-2051-01

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 12/05/2007, Recorded on 12/13/2007, Deed Book/Instrument No. 682, Page 882.

NOTICE:

(1) Amend the Pooling Order to provide for the disbursement of funds on deposit in the Escrow Account attributable to Tract(s) 5 identified in the attached petition.

(2) Delete the requirement that the Unit Operator place future royalties attributable to Tract(s) 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-537970, to all known owners in Tract 5.

RELIEF GRANTED:

VGOB Disbursement
Unit VC-537970

VGOB-07-1016-2051-01

Table 1

Tracts: 5

Item	Tract	Disbursement Table	Fractional Ownership	Net Acreage Ownership	Royalty Split	Escrowed Acres	Percent of Escrowed Funds	Adjustment Amount
			in Tract	in Tract	Agreement	Disbursed	Disbursed	
		Total acreage in escrow before disbursement				3.30000		
	5	Tract 5 (total acreage)	3.3000					
1	5	EnerVest Operating; LLC\Dept. 962-1; P.O. Box 4346; Houston; TX 72210		3.3000	100.00%	3.3000	100.0000%	

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.

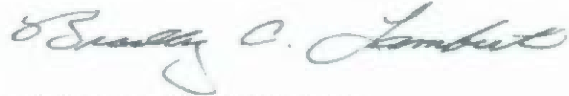
CONCLUSION:

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 22 day of June, 2016 by a majority of the Virginia Gas and Oil Board.



Chairman, Bradley C. Lambert

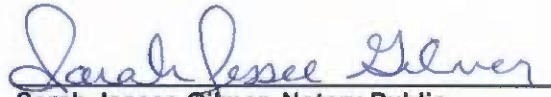
DONE AND PERFORMED this 22 day of June, 2016 by Order of the Virginia Gas and Oil Board.



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

COMMONWEALTH OF VIRGINIA
COUNTY OF RUSSELL

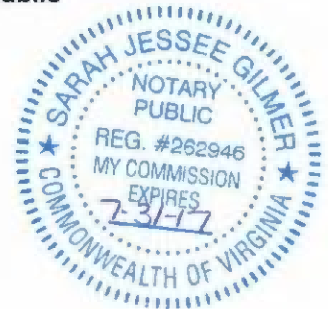
Acknowledged on this 22nd day of June, 2016, personally before me a notary public in and for the Commonwealth of Virginia, appeared Bradley C. Lambert, being duly sworn did depose and say that he is the Chairman of the Virginia Gas and Oil Board and appeared Rick Cooper, being duly sworn did depose and 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

1601289



VIRGINIA: IN THE OFFICE OF THE CLERK OF THE CIRCUIT OF RUSSELL COUNTY, 7-8, 2016. This deed was this day presented in said office, and upon the certificate of acknowledgment thereto annexed, admitted to record at 9:36 o'clock A M, after payment of \$ tax imposed by Sec. 58.1-802.

TESTE: ANN S. McREYNOLDS, CLERK

Original returned this date to: Sally Retton

BY: Shirley Retton D. CLERK

BEFORE THE VIRGINIA GAS AND OIL BOARD

PETITIONER: EnerVest Operating, LLC

DIVISION OF GAS AND OIL

DOCKET NO: VGOB 07-1016-2051-01

RELIEF SOUGHT: (1) DISBURSEMENT FROM ESCROW REGARDING TRACT(S) 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: 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-537970

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-537970, to all known owners in Tract 5.

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-537970, to all known owners in Tract 5.

6. Attestation

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

-7,300'

Well Coordinates: (Geographic N27)
37.019115° -82.108460°

Latitude 37° 02' 30"

Longitude 82° 05' 00"

8,228'

Lease No. 906889 / T-501

William Crabtree

1,162.60 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. - oil, gas & CBM

Gas 1.25 Ac. 2.13%

Cecil C. Musick - surface

Lease No. 906889 / T-500
Issac Cook
635.84 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 1.34 Ac. 2.28%

Lease No. 906889 / T-515

Alven Musick

140.58 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

Range Resources-Pine Mountain, Inc. - oil, gas & CBM

Gas 1.05 Ac. 1.78%

Lease No. 906889 / T-512

Jacob Musick

409.61 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

Range Resources-Pine Mountain, Inc. - oil, gas & CBM

Gas 51.83 Ac. 88.19%

CBM
VC-537970
S 19°03' W 151.17'
IP IP
S 10°28' E 136.18'

Unleased
C. B. Musick Heirs - coal (CBM)
97.98 Acres

Lease No. 906889 / T-511

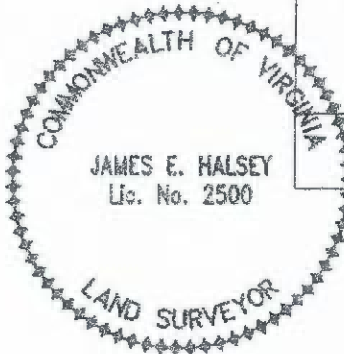
Range Resources-Pine Mountain, Inc. - oil & gas (CBM)

Gas 3.30 Ac. 5.62%

Well Coordinates: (VA St. Plane S. Zone,
NAD 83, Calculated from CCC coordinates)
N 3,550,688 E 10,429,731

Well Coordinates: (VA St. Plane S. Zone,
Calculated from CCC coordinates)
N 269,811 E 946,745

Well Coordinates: (Clinchfield Coal Co.)
S 29,431.97 E 80,201.18



The undersigned hereby certifies
that the final location is within ten
(10') feet of the location shown
on the well plat dated 9-05-2007

Well elevation determined by GPS
survey from HARN Mon. P-424

FINAL PLAT

Area of Unit = 58.77 Ac.

WELL LOCATION PLAT (Nora Grid 87-BT)

COMPANY Equitable Production Company WELL NAME AND NUMBER VC-537970
TRACT NO. Le. No. 906889/T-512 ELEVATION 2,330.37' QUADRANGLE Big A Mountain
COUNTY Russell DISTRICT New Garden SCALE 1" = 400' DATE 6-12-2008

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 07-1016-2051-01
VC-537970
REVISED as of 3/16/2015

<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 07-1016-2051-01
VC-537970
REVISED as of 3/29/2015

<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>5</u>	EnerVest Operating, LLC Dept. 962-1 P.O. Box 4346 Houston, TX 77210 <i>Formerly Range Resources-Pine Mountain, Inc.</i>	Leased 241490/T-511	5.620000%	3.3000
	Tract 5 Total		5.620000%	3.3000
	Total Gas Estate		5.620000%	3.3000

COAL ESTATE ONLY
The coal estate is released pursuant HB2058

<u>5</u>	Adalane M. Sykes 1617 East Main Street Lebanon, VA 24266	Unleased	0.93666700%	0.5500
	Evelyn M. Newman 225 Gettysburg Lane Daytona Beach, FL 32119	Unleased	0.18733300%	0.1100
	Elijah L. Musick 21144 Cardinal Pond Terrace, Apt. 318 Ashburn, VA 20147	Unleased	0.18733300%	0.1100
	Daphne J. Gurney 2270 Hickory Circle Drive Howell, MI 48855	Unleased	0.18733300%	0.1100
	Sally Ann Musick 4269 Allenhurst Drive Norcross, GA 30092	Unleased	0.18733300%	0.1100
	Robert M. Thompson 169 Barker Lane Mt. Airy, NC 27030	Unleased	0.09366700%	0.0550
	Sibyl T. Bundy 19497 Stone Mountain Road Abingdon, VA 24210	Unleased	0.09366700%	0.0550
	James W. Moses 630 Wayne Avenue Silver Spring, MD 20910	Unleased	0.18733300%	0.1100

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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>
	Sue Musick P.O. Box 91 Cleveland, VA 24225	Unleased	0.31222200%	0.1833
	Cheri Hall 301 Dulmer Drive Nokomis, FL 34275	Unleased	0.31222200%	0.1833
	Eliza M. Dobyns 870 Edgemont North Street Abingdon, VA 24210	Unleased	0.31222200%	0.1833
	Samuel C. Musick 4441 Back Valley Road Cleveland, VA 24225	Unleased	0.13381000%	0.0786
	Robert B. Musick 4441 Back Valley Road Cleveland, VA 24225	Unleased	0.13381000%	0.0786
	Byron H. Musick 4441 Back Valley Road Cleveland, VA 24225	Unleased	0.13381000%	0.0786
	Eva R. Musick 4441 Back Valley Road Cleveland, VA 24225	Unleased	0.13381000%	0.0786
	William F. Sargent P.O. Box 1018 St. Paul, VA 24283	Unleased	0.13381000%	0.0786
	Mary R. Nave 1155 Lilac Charm Road Las Vegas, NV 89183	Unleased	0.02676200%	0.0157
	Bundy Musick P.O. Box 521 Blountville, TN 37617	Unleased	0.02676200%	0.0157
	<u>Judy A. White Heirs</u> Unknown/Unlocatable	Unleased	0.02676200%	0.0157
	Sue E. Stallard 223 9th Street NW Coeburn, VA 24230	Unleased	0.02676200%	0.0157

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	Wilma J. Norris 590 County Home Road Blountville, TN 37617	Unleased	0.02676200%	0.0157
	Deborah D. Statzer 1762 Cross Roads Lebanon, VA 24266	Unleased	0.00345200%	0.0196
	Samuel Crabtree 1744 Cross Roads Lebanon, VA 24266	Unleased	0.00345200%	0.0196
	Frances Musick P.O. Box 2768 Lebanon, VA 24266	Unleased	0.00345200%	0.0196
	James G. Crabtree 1612 Cross Roads Lebanon, VA 24266	Unleased	0.00345200%	0.0196
	Mary A. Smith 100 Redwood Road Bristol, TN 37620	Unleased	0.07205100%	0.0423
	W. Annette Musick 2673 Back Valley Road Cleveland, VA 24225	Unleased	0.07205100%	0.0423
	Anthony C. Musick 600 Middle Ridge Road Callaway, VA 24067	Unleased	0.02401700%	0.0141
	Patricia Carol Musick 6903 Ridge Haven Road Greensboro, NC 27410	Unleased	0.02401700%	0.0141
	Charles Scott Musick 71 Willow Lane Waynesboro, VA 22980	Unleased	0.02401700%	0.0141
	Elmer T. Musick 4093 Back Valley Road Cleveland, VA 24225	Unleased	0.07205100%	0.0423
	Gordon L. Musick 4930 Loudon Drive Richmond, VA 23234	Unleased	0.07205100%	0.0423

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	C. Douglas Musick 2029 Holly Street Kingsport, TN 37660	Unleased	0.07205100%	0.0423
	Edith E. Isenburg 3817 Skyland Drive Kingsport, TN 37664	Unleased	0.07205100%	0.0423
	Linda S. Hite P.O. Box 77914 Fort Worth, TX 76177	Unleased	0.07205100%	0.0423
	Thomas Wayne Musick 233 Meadiw Brooke Lane Max Meadows, VA 24360	Unleased	0.01801275%	0.0106
	Gary Daniel Musick 4390 E. Lee Highway Max Meadows, VA 24360	Unleased	0.01801275%	0.0106
	Joseph Brian Musick 4394 E. Lee Highway Max Meadows, VA 24360	Unleased	0.01801275%	0.0106
	Andrew Scott Musick 460 Archer Road Max Meadows, VA 24360	Unleased	0.01801275%	0.0106
	Kenneth Ed Musick P.O. Box 2784 Lebanon, VA 24266	Unleased	0.07205100%	0.0423
	Emmitt F. Musick 4641 Back Valley Road Cleveland, VA 24225	Unleased	0.07205100%	0.0423
	Allen G. Musick 2353 John Simms Hill Road Honaker, VA 24260	Unleased	0.07205100%	0.0423
	Kathy Baker 2411 East Center Street Kingsport, TN 37664	Unleased	0.03602600%	0.0212
	Craig Swafford 2960 New Union Road Dayton, TN 37321	Unleased	0.03602600%	0.0212

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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>
	Christine M. Smith 206 E. Lawson Street Habira, GA 31632	Unleased	0.18733300%	0.1100
	Julia Belcher Musick 5886 Blue Springs Road Hiwassee, VA 24347	Unleased	0.18733300%	0.1100
	Bettye R. Price 8328 Cazenovia Road Manilus, NY 13104	Unleased	0.18733300%	0.1100
	Anna M. Shockley 802 Camellia Drive Bluefield, WV 24701	Unleased	0.18733300%	0.1100
Total Coal Estate			5.62000000%	3.3000