

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

**UNITWELL NAME:** Haysi 142

**TRACT(S):** 002

**LOCATION:** BUCHANAN County, Virginia

**DOCKET NUMBER:** VGOB-08-0219-2158-01

**APPLICANTS:** EnerVest Operating, LLC on behalf of Furl & Lydie Newberry, John M. Lamie; Esq., Range Resources Corporation, Weyerhaeuser Company

**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:** Tim Scott on behalf of EnerVest Operating, LLC

**PRIOR PROCEEDINGS:**

1. Original Pooling Order Executed 10/01/2008, Recorded on 10/16/2008, Deed Book/Instrument No. 80003930.
2. Supplemental Order Executed 06/12/2013, Recorded on 08/26/2013, Deed Book/Instrument No. 130001633.

**NOTICE:**

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(1) Amend the Pooling Order to provide for the disbursement of funds on deposit in the Escrow Account attributable to Tract(s) 002 identified in the attached petition.

(2) Delete the requirement that the Unit Operator place future royalties attributable to Tract(s) 002 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 Haysi 142 to all known owners in Tract 2, VGOB 08-0219-2158 pursuant to Order Approving Settlement and Quieting Title as to Yellow Poplar Lumber Company Tract 11.

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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 16 day of August, 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 16th day of August, 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  
262946



My Commission expires: July 31, 2021

DONE AND PERFORMED this 17 day of August, 2017 by Order of the Virginia Gas and Oil Board.

*Rick Cooper*

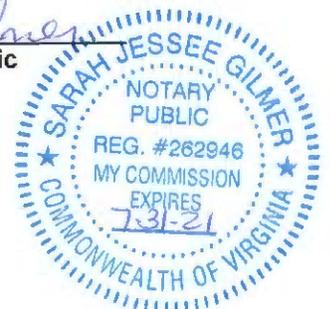
Rick Cooper  
Principal Executive to the  
staff, Virginia Gas and Oil Board

COMMONWEALTH OF VIRGINIA  
COUNTY OF RUSSELL

Acknowledged on this 17th day of August, 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 the 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  
262946



My Commission expires: July 31, 2021

BEFORE THE VIRGINIA GAS AND OIL BOARD

PETITIONER: EnerVest Operating, LLC

DIVISION OF GAS AND OIL

DOCKET NO: VGOB 08-0219-2158-01

**RELIEF SOUGHT: (1) DISBURSEMENT FROM ESCROW REGARDING TRACT(S) 002 (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:** Haysi 142

**BUCHANAN 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 Tim Scott, McKinnis & Scott Law Firm, 135 W. Main St., Kingsport, TN 37660.

**2. Relief Sought**

Petition to disburse funds from the escrow account for well Haysi 142 to all known owners in Tract 2, VGOB 08-0219-2158 pursuant to Order Approving Settlement and Quieting Title as to Yellow Poplar Lumber Company Tracts 4 and 11

**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 Haysi 142 to all known owners in Tract 2, VGOB 08-0219-2158 pursuant to Order Approving Settlement and Quieting Title as to Yellow Poplar Lumber Company Tract 11.

**6. Attestation**

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

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6,860'

Latitude 37° 12' 30"

Longitude 82° 10' 00"

8,380'

Well Coordinates: (Geographic N27)  
37.185360° -82.190248°

Haysi-138 \*

--- Mineral Line  
- - - Surface Line

War Fork Coals Partnership - coal, oil & gas  
410 Acres  
Range Resources-Pine Mountain, Inc. - Lessee  
Gas 40.79 Ac. 69.41%

William Edmond Boyd - surface

Jerry Owens - surface

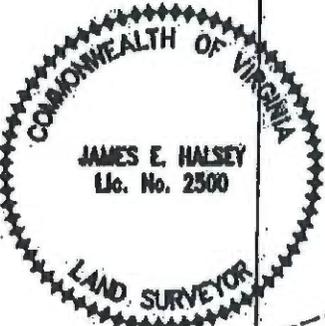
Heartwood Forestland Fund  
N, L.P. - surface

Lease No. 243344L  
Furl & Lydia Newberry - gas  
225.6 Acres  
P/O Big Sandy Fuel Corporation  
3,764.41 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 & CBM  
Gas 17.31 Ac. 29.43%

Well Coordinates: (VA St. Plane S, Zone, NAD 83)  
N 3,612,091.82 E 10,408,236.53

Well Coordinates: (VA St. Plane NAD27, S. Zone,  
Calculated from NAD 83 coordinates)  
N 331,214.31 E 925,250.87

Well Coordinates: (Climchfield Coal Co., Calculated  
from NAD 83 coordinates)  
N 31,099.95 E 56,348.31



Yellow Poplar Lumber Company  
P/O 3764.41 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 & CBM  
Callie Friend Trustee of the Estate of Yellow Poplar Lumber Co. - gas  
Gas 0.67 Ac. 1.14%

The undersigned hereby certifies  
that the final location is within ten  
(10') feet of the location shown  
on the well plat dated 10-02-2008.

Well elevation determined by GPS  
survey from HARN Monument P-424

**FINAL PLAT**

Area of Unit = 58.77 Ac.

WELL LOCATION PLAT (Nora. Grid AH-72)

COMPANY Range Resources-Pine Mountain, Inc. WELL NAME AND NUMBER Haysi-142  
TRACT NO. Lease No. 243344L ELEVATION 2,061.40' QUADRANGLE Prater  
COUNTY Buchanan DISTRICT Prater SCALE 1" = 400' DATE 12-18-2008

This Plat is a new plat ; 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

**EXHIBIT "E"**  
**Haysi 142**  
**VGOB 08-0219-2158-01**

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

**EXHIBIT "EE"**  
**Haysi 142**  
**VGOB 08-0219-2158-01**

**170001801**

<u>TR</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
<u>Gas Estate Only</u>				
1	Furl & Lydie Newberry 14810 West Calavar Sunrise, AZ 85379	Leased	29.450000%	17.3100

**Range Resources - Pine Mountain and the Newberry's reached a settlement of the above tract and no funds were ever deposited into the escrow account on behalf of the Newberry's interest. The Newberry's have been paid directly for their interest in this well unit from first production.**

2	**John M. Lamie, Esq., Trustee for Yellow Poplar Lumber Co. Browning, Lamie & Gifford, PC PO Box 519 Abingdon, VA 24212	Unleased	0.570000%	0.3350
	**Range Resources Corporation Attn: David Poole, Esq. 100 Throckmorton Street Suite 1200 Ft. Worth, TX 76102	Unleased	0.285000%	0.1675
	**Weyerhaeuser Company Attn: Pamela J. Reed, CPL Sr. Land Manager Energy & Natural Resources 220 Occidental Ave S Seattle, WA 98104	Unleased	0.285000%	0.1675
	<b>Total</b> <i>** Frimly Gallie Friend, Trustee of the Estate of Yellow Poplar Lumber Company Unknown</i>		1.140000%	0.6700
	<b>Total Tracts 1 &amp; 2</b>		30.590000%	17.9800

Coal Estate Only

1	**EnerVest Operating, L.L.C. Attn: Jim McKinney 408 West Main Street Abingdon, VA 24210 <i>**Fmly Range Resources-Pine Mountain</i>	Owner	29.450000%	17.3100
2	Range Resources Corporation Attn: David Poole, Esq. 100 Throckmorton Street Suite 1200 Ft. Worth, TX 76102	Owner	1.140000%	0.6700
	<b>Total Tracts 1 &amp; 2</b>		30.590000%	17.9800

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IN THE UNITED STATES DISTRICT COURT  
FOR THE WESTERN DISTRICT OF VIRGINIA  
ABINGDON DIVISION

CLERKS OFFICE U.S. DIST. COURT  
AT ABINGDON, VA  
FILED

JUN 07 2017

JULIA C. DUDLEY, CLERK  
BY: *J. Allee*  
DEPUTY CLERK

WEYERHAEUSER COMPANY and )  
WEYERHAEUSER NR COMPANY, )

Plaintiffs, )

v. )

YELLOW POPLAR LUMBER )  
COMPANY, INC., et al. )

Defendants, )

Case No. 1:13CV00062

IN RE YELLOW POPLAR LUMBER )  
COMPANY )

Debtor )

Case No. 1:15CV00037

ORDER APPROVING SETTLEMENT AND QUIETING TITLE  
AS TO YELLOW POPLAR LUMBER COMPANY TRACTS 4 AND 11

On February 8, 2017, John M. Lamie, Trustee for the Estate of Yellow Poplar Lumber Company ("Trustee") moved the Court to approve a settlement by and among the Trustee, Weyerhaeuser Company and Weyerhaeuser NR Company (together, "Weyerhaeuser"), Range Resources-Pine Mountain, Inc. ("Range") and Range Resources-Appalachia, LLC, and EQT Production Company and EQT Production Nora, LLC (together, "EQT"). [ECF No. 520.] The terms of the settlement are memorialized in the proposed agreement between the parties dated January 25, 2017 ("Settlement Agreement"). [ECF No. 520-1.]

The dispute between the parties involves the ownership of the gas estate on Tracts 4 and 11 in a deed dated January 5, 1906, from Excelsior Coal and Lumber Corporation to Yellow Poplar Lumber Company, recorded in Buchanan County, Virginia, Deed Book 30, page 226, and

Dickenson County, Virginia, Deed Book 25, page 476. Tract 10 in this deed overlies a portion of Tract 11. The Court has previously entered an Order quieting title to the gas estate under Tract 10. As used in this Order, Tract 11 means that portion of Tract 11 that lies outside of Tract 10.

Among other things, the proposed Settlement Agreement resolves the competing claims of ownership as follows:

*Title to Tract 11:* The parties agree that they are undivided owners of the gas estate on Tract 11 in the following percentages: 25% Weyerhaeuser Company, 25% Range, 50% Trustee.

*Title to Tract 4:* The parties agree that Range and the Trustee are undivided owners of the gas estate on Tract 4 in the following percentages: 33% Range, 67% Trustee.

The Trustee having published the proposed settlement as ordered by the Court, there being no objections filed with the Court, and it otherwise appearing proper to approve the proposed settlement for all the reasons set forth in the Trustee's pleadings and the pleadings of the other parties, it is hereby ORDERED that the proposed Settlement Agreement is APPROVED and EFFECTIVE.

It is therefore ORDERED as follows:

1. The gas estate on Tract 11 is owned as follows:
  - Weyerhaeuser Company: 25% undivided interest;
  - Range: 25% undivided interest; and
  - Trustee: 50% undivided interest.
2. The gas estate on Tract 4 is owned as follows:
  - Range: 33% undivided interest; and

Trustee: 67% undivided interest.

As used in this Order, the term "gas estate" means all gas, including both conventional gas and coalbed methane gas.

It is further ORDERED that, except for claims reserved to Weyerhaeuser and the Trustee as stated in paragraphs 5 and 6 of the Settlement Agreement, all claims, counterclaims, and crossclaims brought by Weyerhaeuser, Range, Range Resources-Appalachia, LLC, EQT, and the Trustee in Case No. 1:13CV00062 are hereby dismissed with prejudice. Claims reserved in paragraphs 5 and 6 of the Settlement Agreement are dismissed without prejudice. Case No. 1:15CV00037 shall remain pending for further bankruptcy proceedings consistent with this Order.

This Order is a final decision of a court of competent jurisdiction adjudicating ownership of gas for purposes of Virginia Code § 45-361.22(5)(i) and allowing distribution of funds in escrow.

The Clerks of the Circuit Court of Buchanan County, Virginia, and the Circuit Court of Dickenson County, Virginia, are requested to record this Order in the land records of the Counties in the Grantor Index under the following names: YELLOW POPLAR LUMBER COMPANY, JOHN M. LAMIE, TRUSTEE OF THE ESTATE OF YELLOW POPLAR LUMBER COMPANY, W.M. RITTER LUMBER COMPANY, PLUM CREEK TIMBERLANDS, LP, PLUM CREEK MARKETING, INC., PLUM CREEK MANUFACTURING HOLDING COMPANY, INC., HIGHLAND RESOURCES, INC., WEYERHAEUSER COMPANY, WEYERHAEUSER NR COMPANY, BIG SANDY FUEL CORPORATION, RANGE RESOURCES-PINE MOUNTAIN, INC., and RANGE RESOURCES-APPALACHIA, LLC; and in the

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Grantee Index under the following names: WEYERHAEUSER COMPANY, RANGE  
RESOURCES-PINE MOUNTAIN, INC., and JOHN M. LAMIE, TRUSTEE OF THE  
ESTATE OF YELLOW POPLAR LUMBER COMPANY.

Each party shall bear their own costs and expenses unless otherwise separately  
ordered by the Court.

ENTER this 7th day of June, 2017.

  
UNITED STATES DISTRICT JUDGE

INSTRUMENT 170001801  
RECORDED IN THE CLERK'S OFFICE OF  
BUCHANAN COUNTY CIRCUIT COURT ON  
August 28, 2017 AT 04:16 PM  
BEVERLY S. TILLER, CLERK  
RECORDED BY: NKE