

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-537811

TRACT(S): 6, 7

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-08-0415-2205-02

APPLICANTS: EnerVest Operating, LLC on behalf of Dean Defratis, Loretta Bartley

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 05/30/2008, Recorded on 07/10/2008, Deed Book/Instrument No. 455, Page 28.
2. Supplemental Order, Recorded on 02/24/2011, Deed Book/Instrument No. 484, Page 474.
3. Disbursement Order -01 Executed 03/16/2016, Recorded on 03/30/2016, Deed Book/Instrument No. 534, Page 092.

NOTICE:

(1) Amend the Pooling Order to provide for the disbursement of funds on deposit in the Escrow Account attributable to Tract(s) 6, 7 identified in the attached petition.

(2) Delete the requirement that the Unit Operator place future royalties attributable to Tract(s) 6, 7 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-537811, to all known owners in Tracts 6 & 7. VGOB 08-0415-2205-02.

538 PG084

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.

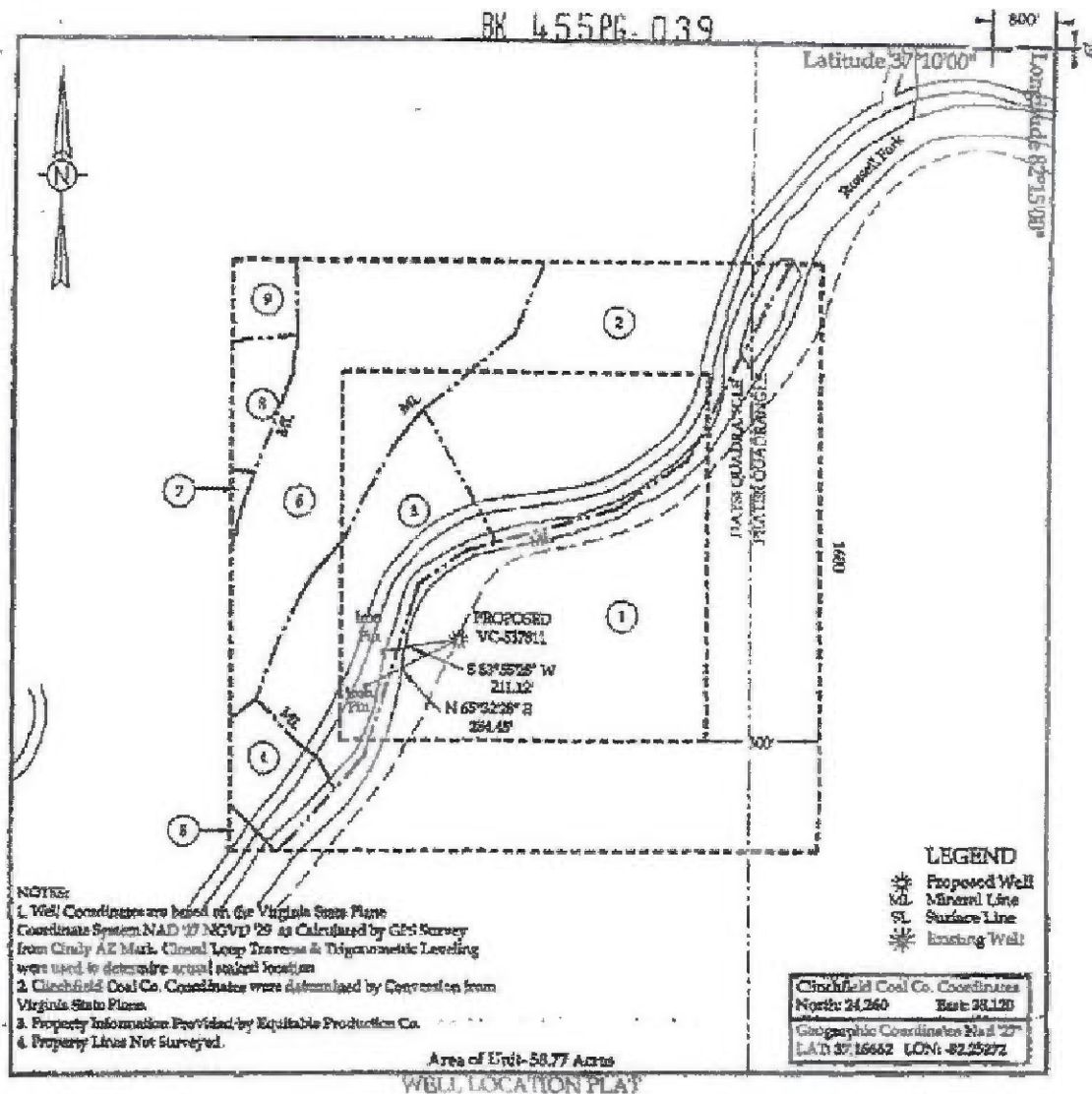
CONCLUSION:

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.

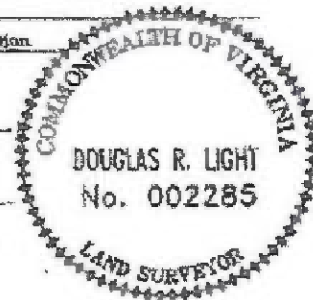
538 PG086



Company EQUITABLE PRODUCTION CO. Well Name or Number VC-517811
 Tract No. LEASE NO. 241690 / T-338 Quadrangle HAYS
 District SANDHICK
 Well Coordinates (Virginia State Plane) N: 325,112.12 E: 906,793.68
 Elevation: 1256.68 Method Used to Determine Elevation: Orig. Levels from GPS derived elevation
 County DICKENSON Scale: 1" = 400' Date 5-08-07
 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.

Form DGG-GO-7
 Rev. 1-98

Douglas R. Light
 Licensed Professional Engineer or Licensed Land Surveyor



DB 534 PG090

DGO-7 Supplement
WELL UNIT PROPERTY OWNER INDEX
VC-537811

(1)

Lease No. 241490/T-333

Andy & Hardin Owens

194.87 Acres

Heartwood Forestland Fund IV, LP ~ Surface

Dickenson-Russell Coal Company, LLC/Alpha Land & Reserves, LLC/ACIN Land & Reserves, LLC/WBRD, LLC ~ Coal

Pine Mountain Oil & Gas, Inc. ~ Oil, Gas & CBM

28.51 Acres ~ 48.52%

(2)

Lease No. 241490/T-270

Richard Deel

47.09 Acres

Heartwood Forestland Fund IV, LP ~ Surface

Dickenson-Russell Coal Company, LLC/Alpha Land & Reserves, LLC/ACIN Land & Reserves, LLC/WBRD, LLC ~ Coal

Pine Mountain Oil & Gas, Inc. ~ Oil, Gas, & CBM

10.58 Acres ~ 18%

(3)

Unleased

Tammy P. Davis ~ Surface, Oil & Gas (CBM)

6.43 Acres

Lease No. 244972L/TC-183

D.E. Mullins

137.23 Acres

Heartwood Forestland Fund IV, LP ~ Surface

Dickenson-Russell Coal Company, LLC/Alpha Land & Reserves, LLC/ACIN Land & Reserves, LLC/WBRD, LLC ~ Coal

Pine Mountain Oil & Gas, Inc. ~ CBM

6.13 Acres ~ 10.42%

(4)

Unleased

William K. Davis & Tammie P. Davis ~ Surface, Oil & Gas (CBM)

1.69 Acres

Lease No. 244972L/TC-183

D.E. Mullins

137.23 Acres

ACTN, LLC, et al ~ Coal

Pine Mountain Oil & Gas, Inc. (CBM)

1.63 Acres ~ 2.78%

(5)

Unleased

Frank Edward Ratliff ~ Surface, Oil & Gas (CBM)

1.02 Acres

Lease No. 244972L/TC-183

D.E. Mullins

137.23 Acres

ACTN, LLC, et al ~ Coal

Pine Mountain Oil & Gas, Inc. (CBM)

0.19 Acres ~ 0.32%

1

DB 534 PG099

(6)

Unleased

Granville F. Rathin, et al - Oil & Gas (CBM)

9.09 Acres

Lease No. 244972L/TC-183

D.E. Mullins

137.23 Acres

ACIN, LLC, et al - Coal

Pine Mountain Oil & Gas, Inc. (CBM)

Michael J. Sutherland, et ux - Surface

9.66 Acres - 16.43%

(7)

Unleased

Melanie Sutherland - Surface, Oil & Gas (CBM)

3.35 Acres

Lease No. 244972L/TC-183

D.E. Mullins

137.23 Acres

ACIN, LLC, et al - Coal

Pine Mountain Oil & Gas, Inc. (CBM)

0.14 Acres - 0.24%

(8)

Unleased

Blanche Sutherland, et al - Surface, Oil & Gas (CBM)

3.60 Acres

Lease No. 244972L/TC-183

D.E. Mullins

137.23 Acres

ACIN, LLC, et al - Coal

Pine Mountain Oil & Gas, Inc. (CBM)

1.08 Acres - 1.84%

(9)

Unleased

Michael J. Sutherland - Surface, Oil & Gas (CBM)

2.79 Acres

Lease No. 244972L/TC-183

D.E. Mullins

137.23 Acres

ACIN, LLC, et al - Coal

Pine Mountain Oil & Gas, Inc. (CBM)

0.85 Acres - 1.45%

EXHIBIT "E"
VC-537811
VGOB 08-0415-2205-02

Revised 05/04/16

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
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Gas Estate Only

EXHIBIT "EE"
VC-537811
VGOB 08-0415-2205-02

Revised 05/04/16

<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>6</u>	Dean Defraties, widower 208 Hidden Bay Drive Cedar Point, NC 28584	Leased	2.053750%	1.2075
	Tract 6 Total		2.053750%	1.2075
<u>7</u>	Loretta Bartley 1284 The Lake Road Clintwood, VA 24228	Leased	0.060000%	0.0350
	Tract 7 Total		0.060000%	0.0350
	Total Disbursed-02		2.113750%	1.2425

Coal Estate Only
Coal estate is released pursuant to HB2058

<u>6</u>	EnerVest Operating, LLC Attn: Jim McKinney 408 West Main Street Abingdon, VA 24210 <i>formerly Range Resources-Pine Mountain, Inc.</i>		16.4300%	9.6600
	Tract 6 Total		16.4300%	9.6600
<u>7</u>	EnerVest Operating, LLC Attn: Jim McKinney 408 West Main Street Abingdon, VA 24210 <i>formerly Range Resources-Pine Mountain, Inc.</i>		0.2400%	0.1400
	Tract 7 Total		0.2400%	0.1400
	Total Coal Estate		16.6700%	9.8000



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 #160000839
RECORDED IN THE CLERK'S OFFICE OF
DICKENSON ON
JULY 26, 2016 AT 10:39AM

RICHARD W. EDWARDS, CLERK
RECORDED BY: CPF