

INSTRUMENT PREPARED BY
VIRGINIA GAS AND OIL BOARD

ORDER RECORDED UNDER CODE
OF VIRGINIA SECTION 45.1-361.26

VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

SUPPLEMENTAL ORDER REGARDING DOCKET NO. VGOB 08/04/15-2211-01

ELECTIONS, UNIT: BU-41 (VC-536421 / VCI-538674)

(hereinafter "Subject Drilling Unit")

TAX MAP IDENTIFICATION NUMBERS:

TAX MAP IDENTIFICATION NUMBERS FOR ALL PARCELS
AFFECTED BY THIS ORDER ARE SHOWN ON EXHIBIT (S) B, D-3 & E
WHICH IS/ARE ATTACHED TO AND A PART OF
THIS ORDER.

REPORT OF BOARD

FINDINGS AND ORDER

1. This Supplemental Order is entered by the Board sua sponte in the form authorized by the Board at its hearing held at 9:00 a.m. on October 20, 1992, Board of Supervisors Room, Courthouse, Grundy, Virginia, and pursuant to authority granted to the Board's Chairman at the hearing of the Virginia Gas and Oil Board on June 16, 1992, at 9:00 a.m. at the Rhododendron Restaurant at the Breaks Interstate Park, Breaks, Virginia; and this Supplemental Order is being recorded for the purpose of (1) complying with the requirement of the Virginia Gas and Oil Board Regulations, 4 VAC 25-160.70C by supplementing the Order previously issued by the Board for subject Docket on March 23, 2016 and recorded in Deed Book 535, Page 872 in the Office of the Clerk of Circuit Court, Dickenson County, Virginia on April 28, 2016, (herein "Board Order") to complete the record regarding elections. The Board Order re-pooled all interest in Subject Drilling Unit including those of the Respondents more particularly set forth and identified by the Designated Operator in the affidavits attached hereto and made a part hereof. The Board finds it has jurisdiction over the subject matter pursuant to the provisions of the Virginia Gas and Oil Act, § 45.1-361.1 et seq., Virginia Code, 1950 as amended.
2. Findings: The Board finds that:
 - (a) The Board Order directed EnerVest Operating LLC, (herein the Designated Operator"), to mail copies of the Board Order to all respondents whose interest, if any, were pooled by said Board Order;
 - (b) The designated operator filed its affidavit of mailing dated May 3, 2016, disclosing that it had mailed a correct copy of the Board's Order to all Respondents whose interest, if any, were re-pooled by said Board Order;

- (c) The Board Order required each Respondent whose interest, if any, were re-pooled by the terms of said Board Order to make his or her election within thirty (30) days after the date of mailing or recording, as applicable, of said Order; the Designated Operator has filed its affidavit dated June 17, 2016, in accordance with § 7.C of the Virginia Gas and Oil Board Regulations and 4 VAC 25-160.70C (herein "Affidavit of Election"), wherein it has, for each Respondent whose interest, if any, were re-pooled by said Board Order, stated: (i) whether each Respondent has made or failed to make a timely election; (ii) the nature of the election made, if any; (iii) whether, by reason of a failure to elect or to timely elect one or more Respondents are deemed, under the terms of the Board's Order, to have leased all their rights, title, interest, estates and claims in Subject Drilling Unit to the Designated Operator;
 - (d) The Board Order further required the Designated Operator, after expiration of the election period, to file with the Board a statement of the interests subject to escrow under the terms and provisions of the Board Order, in light of the elections made or deemed to have been made (herein "Statement of Interests"); that the Designated Operator furnished said Statement of Interests as part of its Affidavit of Election. A copy of which is attached hereto as Exhibit B;
 - (e) Current Board standards requiring the escrow of funds and the Board's agreement with its Escrow Agent, First Bank & Trust Company, 38 E Valley Drive, Bristol, Virginia 24201 (276) 466-9222, Attn: Jody Maney, or any successor named by the Board, require the entry of a Supplemental Order establishing of record the elections made or deemed to have been made and specifying the sums or percentage thereof subject to escrow. Current Board escrow standards were made applicable to Subject Drilling Unit by a Board Order dated December 23, 1992.
3. Order: By this Order, the Board orders the Designated Operator to tender, consistent with and in accordance with the findings set forth at paragraph 2 above and the annexed Affidavits, any funds subject to escrow and instructs the Escrow Agent, First Bank & Trust Company, 38 E Valley Drive, Bristol, Virginia 24201 (276) 466-9222, Attn: Jody Maney, or any successor named by the Board to establish interest-bearing escrow account(s), IRS Tax Identification Number 54-1629506, in accordance with the information set forth in said affidavits to receive such funds and account to the Board therefore.
4. Mailing of Order and Filing of Affidavit: The Designated Operator under the captioned Order or its Attorney shall file an affidavit with the Secretary of the Board within ten (10) days after the date of receipt of this Order stating that a true and correct copy of this Order was mailed to each person whose interest or claim is subject to escrow and whose address is known.
5. Conclusion: Therefore, the findings and all terms and provisions set forth above be and hereby are granted and IT IS SO ORDERED.
6. Effective Date: This Order shall be effective on the date of its execution.

VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

IN RE: Application of EnerVest Operating LLC, for Forced Re-Pooling of Interests in Unit Number BU-41 (VC-536421 / VCI-538674) VGOB Docket No. VGOB-08/04/15-2211-01 in the Kenady Magisterial District of Dickenson County, Virginia.

AFFIDAVIT OF WILHOIT & KAISER, Attorneys-at-Law, Agents for the Designated Operator REGARDING ELECTIONS, ESCROW ACCOUNTS AND SUPPLEMENTAL ORDER

James E. Kaiser (herein Affiant), being first duly sworn on oath, deposes and says:

1. That the Affiant is an attorney in the law firm of WILHOIT & KAISER, the Agent for the Designated Operator, with offices located at 220 Broad Street, Kingsport, Tennessee 37660, and is authorized to give this Affidavit in its behalf;
2. That the Order entered on March 23, 2016, by the Virginia Gas and Oil Board regarding the captioned coalbed methane Unit required the Applicant to mail a true and correct copy of said Order to each person pooled by said Order;
3. That within seven (7) days of the receipt of an executed copy of the Order referred to at Paragraph 2. above, the Affiant was directed to cause a true and correct copy of said Order to be mailed via the United States Postal Service to each Respondent named in the captioned Application, whose address was known, and to all persons, if any, who are added as Respondents at the hearing held in the captioned matter;
4. That the Order of the Virginia Gas and Oil Board in the captioned matter required all persons re-pooled thereby to tender their written elections to the Unit Operator within thirty (30) days of the date said Order was recorded in the county above named; that said Order was recorded on April 28, 2016.
5. That the Designated Operator, by and through their agent, Wilhoit & Kaiser, Attorneys-at-Law, have established procedures to review all mail received and all written documents received by means other than by mail to ascertain whether parties whose interest have been re-pooled have made a written election, in a timely fashion, as required by the captioned Order; that said procedures were followed to identify the elections, if any, made with regard to Subject Unit; that the following persons delivered, by mail or otherwise, written elections to the Unit Operator, within the thirty day election periods:

None

6. That the interest and/or claims of the following persons (who made timely elections, or who are deemed under the terms of the Board's Order to have leased, or who, subsequent to the pooling hearing held in the captioned matter, have leased or otherwise entered into an agreement with the Designated Operator) are subject to escrow as either unknown claimants or conflicting claimants under the Board's Order pooling the captioned Unit, Board Regulations and the Code of Virginia; that opposite the name of each person named as a Respondent listed below is set forth:

See Exhibit E

7. That after the pooling hearing held in the captioned matter, the following persons have leased or entered into a voluntary agreement with the Designated Operator with regard to their interest and/or claims.

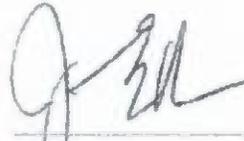
None

8. That the following persons have not made a timely election and have failed to enter into an agreement with the Designated Operator and their respective interests shall be deemed to have leased pursuant to and in accordance with paragraph 10 of the Order.

See Exhibit B-3

That pursuant to the provision of 4VAC 25-160.70C annexed hereto and incorporated herein is a proposed supplemental order to be entered to complete the record regarding elections; that said annexed supplemental order sets forth that the services of the Escrow Agent are required in this matter pursuant to the terms of §§ 45.1-361.21.D.

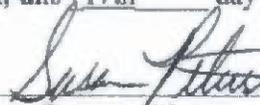
Dated at Kingsport, Tennessee, this 17th day of June, 2016.



Affiant

State of Tennessee)
County of Sullivan)

Taken, subscribed and sworn to before me by James E. Kaiser, the Agent of EnerVest Operating LLC, a corporation, on behalf of the corporation, this 17th day of June, 2016.

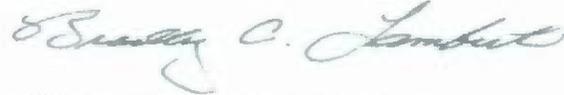


Susan Peterson, Notary



My commission expires: August 24, 2016.

DONE AND EXECUTED this 24 day of June, 2016 by a majority of the Virginia Gas and Oil Board.



Chairman, Bradley C. Lambert

DONE AND PERFORMED this 24 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 24th 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 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

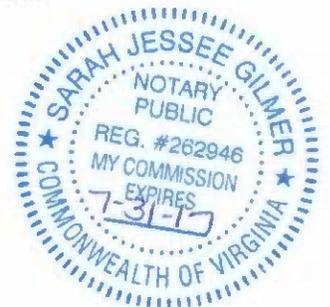


EXHIBIT PL-1

Property Ownership Information for EPCO Well # VC-536421 & VCI-538674

①

LEASE NO. 908891/ TL-223
W. T. GOODLOE T-99
1005.00 ACRES
STANDARD BANNER COAL CORP.-
coal, oil, gas & cbm
WELLMORE ENERGY COMPANY, LLC.- coal lessee
GAS 27.40 AC. 48.82%

②

LEASE NO. 908891/ TL-223
ELIJAH RASHNICK T-99
171.31 ACRES
surface, oil, & gas
ELIJAH RASHNICK T-99
217.016 ACRES
coal
STANDARD BANNER COAL CORP.-
surface, coal, oil, gas & cbm
WELLMORE ENERGY COMPANY, LLC.- coal lessee
GAS 31.03 AC. 62.85%

③

LEASE NO. 908891/ TL-223
ELIJAH RASHNICK T-99
217.016 ACRES
STANDARD BANNER COAL CORP.- coal (cbm)
WELLMORE ENERGY COMPANY, LLC.- coal lessee
UNLEASED
DWIGHT D. McCOY, et al.
0.91 ACRES
surface, oil & gas (cbm)
GAS 0.91 AC. 0.59%

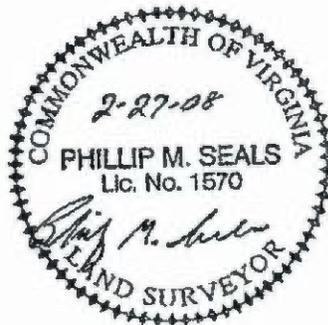


EXHIBIT "B"
VC-536421 & VCI-538674 (Unit BU-41)
VGOB-08-0415-2211
Revised - 3/14/2016

<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>				
<u>1</u>	Standard Banner Coal Corporation c/o Mike Clisso P.O. Drawer 750 Wise, VA. 24293	Leased 906889/TL-223	46.62000000%	27.40000000
Tax ID 11636				
Tract 1 Totals			46.62000000%	27.40000000
<u>2</u>	Standard Banner Coal Corporation c/o Mike Clisso P.O. Drawer 750 Wise, VA. 24293	Leased 906889/TL-223	52.85000000%	31.06000000
Tax ID 5963				
Tract 2 Totals			52.85000000%	31.06000000
<u>3</u>	Dwight D. McCoy & Bonnetta McCoy, h/w 14232 Marshalls Retreat Road Saint Paul, VA 24283	Leased	0.14133298%	0.08266646
Tax ID 6446				
	<u>Norma McCoy McGill Heirs</u> Kimberly Kay Pharris 867 Idlewild Drive Madison, TN 37115	Leased	0.01766649%	0.01033323
	Alice Kay McCoy Garrett, single 100 Kingston Road Blountville, TN 37617	Leased	0.01766649%	0.01033323
	<u>Harold G. & Barbara A. McCoy Heirs:</u> Valerie Lisa McCoy 662 Cold Springs Road Nora, VA 24272	Leased	0.00353330%	0.00206665
	Sharon Bryant 260 Old Stage Trail Bristol, TN 37620	Leased	0.00353330%	0.00206665
	Deborah R. Nelson 61 Tulip Grove Circle #3 Bristol, TN 37620	Leased	0.00353330%	0.00206665
	Daphne Booher 21147 Lynn Street Bristol, VA 24202	Leased	0.00353330%	0.00206665

EXHIBIT "B"
VC-536421 & VCI-538674 (Unit BU-41)
VGOB-08-0415-2211
Revised - 3/14/2016

<u>TR</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
<u>3</u>	Harold Gene McCoy, Jr 1900 Southside Ave, Lot 8 Bristol, TN 37620	Leased	0.00353330%	0.00206665
Tax ID 6446	Joreen Hammons, widow 5707 W. Kesslers Crossing Fredericksburg, VA 22407	Leased 907129	0.01766649%	0.01033323
	Charles Kenneth McCoy & Patricia A. McCoy, h/w 847 Cold Springs Road Nora, VA 24272	Leased	0.01325000%	0.00775000
	Laura Gerlene McCoy Taylor 21014 Lovers Lane Bristol, VA 24202-4228	Leased	0.01325000%	0.00775000
	<u>Barbara McCoy Herring Heir:</u> James P. Herring and Debra A. Herring, H/W 1431 E. State St. Lot #6 Bristol, TN 37620	Unleased	0.01325000%	0.00775000
	<u>Danny Kermit McCoy Heir:</u> Laura Elswick 546 C.M. Circle Nora, VA 24272	Leased	0.01325000%	0.00775000
	<u>Cassie Carlotta McCoy Walker Heir:</u> Pam Walker Day 1240 Flatwood Road NW Ramsey, IND 47166	Leased	0.01325000%	0.00775000
	<u>Shalor Columbus McCoy</u> UNKNOWN	Unleased	0.01325000%	0.00775000
	<u>Arthur Jerry McCoy Heirs</u> Kimberly McCoy King 8028 Hadfield Court Pasadena, MD 21122	Leased	0.00220833%	0.00129167
	Crystal Ann McCoy Williams 32628 Roxana Road Frankford, DE 19945	Leased	0.00220833%	0.00129167
	Melinda McCoy Atkinson 8200 Dogwood Drive Baltimore, MD 21222	Leased	0.00220833%	0.00129167

EXHIBIT "B"
VC-536421 & VCI-538674 (Unit BU-41)
VGOB-08-0415-2211
Revised - 3/14/2016

<u>TR</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
3 Tax ID 6446	Deborah McCoy Fried 8053 Grayhaven Road Baltimore, MD 21222	Leased	0.00220833%	0.00129167
	Jamie Krohn 1500 Division Street Evansville, IN 47711	Leased	0.00220833%	0.00129167
	Nicholas Krohn 2814 B Street Evansville, IN 47712	Leased	0.00220833%	0.00129167
	<u>Anna Sue McCoy Blevins Heirs:</u> Ferrell Doug Reed & Deirdre Leann Reed, h/w P.O. Box 2007 Clintwood, VA 24228	Leased	0.00331250%	0.00193750
	Carlotta Reed Hawkins & Ross E. Hawkins, w/h 157 Edgewater Court Clintwood, VA 24228	Leased	0.00331250%	0.00193750
	Rita & Richard Ramey P.O. Box 1631 Clintwood, VA 24228	Leased	0.00331250%	0.00193750
	Regina Reed Patterson & Ralph Patterson, w/h P.O. Box 2003 Clintwood, VA 24228	Leased	0.00331250%	0.00193750
	<u>Brownlow Grizzel Heirs</u> Teddy Ray Grizzel 17905 Sorrelwood Court Parrish, FL 34219	Unleased	0.02650000%	0.01550000
	Sammy Farrell Grizzel 819 208th Street Pasadena, MD 21122	Leased	0.02650000%	0.01550000
	Jackie Darrell Grizzel 701 Schumaker Lane Salisbury, MD 21804	Unleased	0.02650000%	0.01550000
	David Brownlow Grizzel 318 Crosswell Road Brooklyn, MD 21225	Unleased	0.02650000%	0.01550000
	Paul J. Pounders UNKNOWN	Unleased	0.02650000%	0.01550000

EXHIBIT "B"
VC-536421 & VCI-538674 (Unit BU-41)
VGOB-08-0415-2211
Revised - 3/14/2016

<u>TR</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
<u>3</u>	Anthony Paul Pounders	Unleased	0.07950000%	0.04650000
Tax ID 6446	UNKNOWN			
Tract 3 Totals			0.53000000%	0.31000000
TOTAL GAS ESTATE			100.00000000%	58.77000000
Percentage of Unit Leased			99.7880%	
Percentage of Unit Unleased			0.2120%	
Acreage in Unit Leased				58.6454
Acreage in Unit Unleased				0.1246

Coal Estate Only

<u>1</u>	Standard Banner Coal Corporation c/o Mike Clisso	Leased 906889/TL-223	46.62000000%	27.40000000
Tax ID 11636	P.O. Drawer 750 Wise, VA. 24293			
<u>2</u>	Standard Banner Coal Corporation c/o Mike Clisso	Leased 906889/TL-223	52.85000000%	31.06000000
Tax ID 11636	P.O. Drawer 750 Wise, VA. 24293			
<u>3</u>	Standard Banner Coal Corporation c/o Mike Clisso	Leased 906889/TL-223	0.53000000%	0.31000000
Tax ID 11636	P.O. Drawer 750 Wise, VA. 24293			
TOTAL COAL ESTATE			100.00000000%	58.77000000
Percentage of Unit Leased			100.00000000%	
Percentage of Unit Unleased			0.00000000%	
Acreage in Unit Leased				58.77000000
Acreage in Unit Unleased				0.00000000

EXHIBIT "B-3"
VC-536421 & VCI-538674 (Unit BU-41)
VGOB-08-0415-2211
Revised - 3/14/2016

<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>			
<u>3</u>	<u>Barbara McCoy Herring Heir:</u> James P. Herring and Debra A. Herring, H/W 1431 E. State St. Lot #6 Bristol, TN 37620	Unleased	0.01325000%	0.00775000
Tax ID 6446				
	<u>Shalor Columbus McCoy</u> UNKNOWN	Unleased	0.01325000%	0.00775000
	<u>Brownlow Grizzel Heirs</u> Teddy Ray Grizzel 17905 Sorrelwood Court Parrish, FL 34219	Unleased	0.02650000%	0.01550000
	Jackie Darrell Grizzel 701 Schumaker Lane Salisbury, MD 21804	Unleased	0.02650000%	0.01550000
	David Brownlow Grizzel 318 Cresswell Road Brooklyn, MD 21225	Unleased	0.02650000%	0.01550000
	Paul J. Pounders UNKNOWN	Unleased	0.02650000%	0.01550000
	Anthony Paul Pounders UNKNOWN	Unleased	0.07950000%	0.04650000
	TOTAL		0.21200000%	0.12400000

EXHIBIT "E"
 VC-536421 & VCI-538674 (Unit BU-41)
 VGOB-08-0415-2211
 Revised - 6/22/2016

<u>TR</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
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<u>3</u>	Dwight D. McCoy & Bonnetta McCoy, h/w 14232 Marshalls Retreat Road Saint Paul, VA 24283	Leased	0.14133298%	0.08266646
Tax ID 6446	<u>Norma McCoy McGill Heirs</u> Kimberly Kay Pharris 867 Idlewild Drive Madison, TN 37115	Leased	0.01766649%	0.01033323
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Pam Walker Day 1240 Flatwood Road NW Ramsey, IND 47166	Leased	0.01325000%	0.00775000
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Carlotta Reed Hawkins & Ross E. Hawkins, w/h 157 Edgewater Court Clintwood, VA 24228	Leased	0.00331250%	0.00193750

Rita & Richard Ramey P.O. Box 1631 Clintwood, VA 24228	Leased	0.00331250%	0.00193750
Regina Reed Patterson & Ralph Patterson, w/h P.O. Box 2003 Clintwood, VA 24228	Leased	0.00331250%	0.00193750
<u>Brownlow Grizzel Heirs</u>			
Teddy Ray Grizzel 17905 Sorrelwood Court Parrish, FL 34219	Unleased	0.02650000%	0.01550000
Sammy Farrell Grizzel c/o Lisa Carre, Agent & Attorney-in-Fact 232 Bar Harbor Road Pasadena, MD 21122	Leased	0.02650000%	0.01550000
Jackie Darrell Grizzel 701 Schumaker Lane Salisbury, MD 21804	Unleased	0.02650000%	0.01550000
David Brownlow Grizzel 318 Cresswell Road Brooklyn, MD 21225	Unleased	0.02650000%	0.01550000
<u>Shalor Columbus McCoy</u> UNKNOWN	Unleased	0.01325000%	0.00775000
Paul J. Pounders UNKNOWN	Unleased	0.02650000%	0.01550000
Anthony Paul Pounders UNKNOWN	Unleased	0.07950000%	0.04650000
Tract 3 Totals		0.52999893%	0.30999942
TOTAL GAS ESTATE		0.52999893%	0.30999942

Coal Estate Only

<u>3</u>	Standard Banner Coal Corporation c/o Mike Clisso P.O. Drawer 750 Wise, VA. 24293	Leased 906889/TL-223	0.53000000%	0.31000000
<u>Tax ID</u> 11636				
TOTAL COAL ESTATE			0.53000000%	0.31000000

INSTRUMENT #1600007768
RECORDED IN THE CLERK'S OFFICE OF
DICKENSON ON
JULY 7, 2016 AT 10:27AM

RICHARD W. EDWARDS, CLERK
RECORDED BY: CPF