

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: VCI-537521

TRACT(S): A portion of 6

LOCATION: RUSSELL County, Virginia

DOCKET NUMBER: VGOB-09-0616-2541-06

APPLICANTS:

EnerVest Operating, LLC on behalf of Alicia Rosenbaum, Alma Simerly, Anna Claudine Breeding Parsons, Billy Ball, Carol Peacoe and Jack Peacoe, Curtis Wilson, 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 Lee Breeding Rasnake, Michelle Ball, Ronald Scott Mullins, Samuel Musick, Sharon Lynn Jones Vipperman, Sheryl Mullins Blise, 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 08/31/2009, Recorded on 09/04/2009, Deed Book/Instrument No. 710, Page 967.
2. Modification Order -01, Recorded on 09/26/2011, Deed Book/Instrument No. 739, Page 857.

3. Supplemental Order, Recorded on 03/15/2012, Deed Book/Instrument No. 745, Page 0629.
4. Disbursement Order -02, Recorded on 08/02/2012, Deed Book/Instrument No. 750, Page 781.
5. Disbursement Order -03, Recorded on 08/02/2012, Deed Book/Instrument No. 750, Page 0836.
6. Disbursement Order -04, Recorded on 12/13/2012, Deed Book/Instrument No. 0755, Page 0907.
7. Disbursement Order -05 Executed 03/23/2016, Recorded on 04/15/2016, Deed Book/Instrument No. 0801, Page 0486.

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 6 identified in the attached petition.
- (2) Delete the requirement that the Unit Operator place future royalties attributable to Tract(s) A portion of 6 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 VCI-537521, to all known owners in Tracts 6. VGOB 09-0616-2541-06.

RELIEF GRANTED:

VGOB Disbursement

Unit VCI-537521

VG0B-09-0616-2541-06

Table 1

Tracts: A portion of 6

VGOB Disbursement Unit VCI-537521									
VGOB-09-0616-2541-06									
Table 1									
Tracts: A portion of 6									
Item	Tract	Disbursement Table	Fractional Ownership	Net Acreage Ownership	Royalty Split	Escrowed Acres	Percent of Escrowed Funds	Adjustment Amount	
		Total acreage in escrow before disbursement				2.93490			
	6	Tract 6 (total acreage)	9.0000						
1	6	Ina Fern Breeding\P.O. Box 2; Davenport; VA 24239		0.0303	100.00%	0.0303	1.0325%		
2	6	Billy Ball\3623 Jims CT; Green Cove Springs; FL 32043		0.0303	100.00%	0.0303	1.0325%		
3	6	Ronald Scott Mullins\425 Good Hope Church Road; Aroda; VA 22709		0.0076	100.00%	0.0076	0.2581%		
4	6	Sheryl Mullins Bise\888 Ramsey Ridge; Clinchco; VA 24226		0.0076	100.00%	0.0076	0.2581%		
5	6	Lois Lee Breeding Rasnake\P.O. Box 731; Jonesborough; TN 37659		0.5000	100.00%	0.5000	17.0364%		
6	6	Anna Claudine Breeding Parsons\4184 Majestic Oak Drive; Randleman; NC 27317		0.5000	100.00%	0.5000	17.0364%		
7	6	Samuel Musick\1085 Bellamy Lane; Portsmouth; OH 45663		0.0182	100.00%	0.0182	0.6195%		
8	6	Keith Allen Musick\21105 Currie Avenue; Warren; MI 48091-4314		0.0091	100.00%	0.0091	0.3098%		
9	6	Wanda Whitt and Randall Whitt\1068 Wood Mill Road; Stephenson; VA 22656-2036		0.0040	100.00%	0.0040	0.1352%		
10	6	Carol Peacoe and Jack Peacoe\418 S Kent Street; Winchester; VA 22601		0.0040	100.00%	0.0040	0.1352%		
11	6	Diane Howell\PO Box 414; Hebron; VA 21830		0.0040	100.00%	0.0040	0.1352%		
12	6	Kevin Howell\140 Cline Drive; Gore; VA 22637		0.0040	100.00%	0.0040	0.1352%		
13	6	Franklin Farmer & Karen Farmer\8566 Burlington Court; Manassas; VA 20110		0.0040	100.00%	0.0040	0.1352%		
14	6	Alma Simerly\PO Box 1624; Honaker; VA 24260		0.1667	100.00%	0.1667	5.6788%		
15	6	Curtis Wilson and Connie Wilson\10 Theresa Avenue; Rising Sun; MD 21911-2704		0.0238	100.00%	0.0238	0.8113%		
16	6	Wiley J. Canter\464 Brown Street; Bluff City; TN 37618		0.0079	100.00%	0.0079	0.2704%		
17	6	Johnny Lee Rosenbaum\14446 Black Hollow Road; Abingdon; VA 24210		0.0079	100.00%	0.0079	0.2704%		

6 Tract 6 (total acreage) 9.0000

18	6	Alicia Rosenbaum\30166 Lee Highway; Glade Spring; VA 24340		0.0079	100.00%	0.0079	0.2704%	
19	6	Sharon Lynn Jones Vippermant\8 Pinder Avenue; Elkton; MD 21921		0.0048	100.00%	0.0048	0.1623%	
20	6	Jack Kelvin Head\89 Tolmax Lane; Elkton; MD 21921		0.0048	100.00%	0.0048	0.1623%	
21	6	Katherine Brooks Dillon\981 Vallant Drive; Statesville; NC 28677		1.0000	100.00%	1.0000	34.0727%	
22	6	Destia Puckett\PO Box 103; Cleveland; VA 24225		0.0417	100.00%	0.0417	1.4197%	
23	6	Michelle Ball\1529 Bankbury Way; Chesapeake; VA 23322		0.1250	100.00%	0.1250	4.2591%	
24	6	Dave Craft\2700 Willimar Street; Richmond; VA 23234		0.0625	100.00%	0.0625	2.1295%	
25	6	Wanda Jean Bryan\P.O. Box 1295; Scott Depot; WV 25560		0.0625	100.00%	0.0625	2.1295%	
26	6	Alma Simerly\PO Box 1624; Honaker; VA 24260		0.0111	100.00%	0.0111	0.3786%	
27	6	Curtis Wilson\10 Theresa Avenue; Rising Sun; MD 21911-2704		0.0022	100.00%	0.0022	0.0757%	

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 certified 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

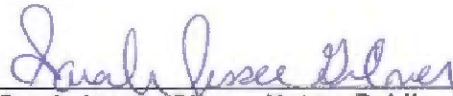
DONE AND PERFORMED this 6 day of July, 2016 by Order of the Virginia Gas and Oil Board.



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 09-0616-2541-06

RELIEF SOUGHT: (1) DISBURSEMENT FROM ESCROW REGARDING TRACT(S) A portion of 6 (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: VCI-537521

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 VCI-537521, to all known owners in Tracts 6. VGOB 09-0616-2541-06.

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 VCI-537521, to all known owners in Tracts 6. VGOB 09-0616-2541-06.

6. Attestation

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

①

Lease No. 906889/T-856

DANIEL KISER

172.50 ACRES

HEARTWOOD FORESTLAND FUND IV, LLC - Surface

DICKENSON-RUSSELL COAL COMPANY, LLC/ALPHA LAND

& RESERVES, LLC/ACIN, LLC/WBRD, LLC - Coal

RANGE RESOURCES-PINE MOUNTAIN, INC. - Oil, Gas &

CBM

GAS 18.21 AC. - 32.59%

②

Lease No. 243912L

G. W. KISER HEIRS - 3/4 Int. Oil, Gas (CBM)

46.00 ACRES

Lease No. 906889 / T2-177

HEARTWOOD FORESTLAND FUND IV, LLC - Surface

DICKENSON-RUSSELL COAL COMPANY, LLC/ALPHA LAND &

RESERVES, LLC/ACIN, LLC/WBRD, LLC - Coal

RANGE RESOURCES-PINE MOUNTAIN, INC. - 1/4 Int. Oil,

Gas (CBM)

GAS 25.35 AC. - 43.13%

③

Lease No. 243912L

G. W. KISER HEIRS - 3/4 Int. Oil, Gas (CBM)

7.52 ACRES

Lease No. 906889 / T2-177

DICKENSON-RUSSELL COAL COMPANY, LLC/ALPHA LAND

& RESERVES, LLC/ACIN, LLC/WBRD, LLC - Coal

RANGE RESOURCES-PINE MOUNTAIN, INC. - 1/4 Int. Oil,

Gas (CBM)

GAS 1.78 AC. - 3.03%

④

Lease No. 906889 / T-430

S. J. MILLER

164.31 ACRES

DICKENSON-RUSSELL COAL COMPANY, LLC/ALPHA LAND &

RESERVES, LLC/ACIN, LLC/WBRD, LLC - Coal

RANGE RESOURCES-PINE MOUNTAIN, INC. - Oil, Gas & CBM

GAS 0.14 AC. - 0.24%

⑤

Lease No. 243912L

G. W. KISER HEIRS - 3/4 Int. Oil, Gas (CBM)

111.00 ACRES

Lease No. 906889 / T2-177

DICKENSON-RUSSELL COAL COMPANY, LLC/ALPHA LAND

& RESERVES, LLC/ACIN, LLC/WBRD, LLC - Coal

RANGE RESOURCES-PINE MOUNTAIN, INC. - 1/4 Int. Oil,

Gas (CBM)

GAS 3.20 AC. - 5.60%

⑥

Lease No. 244332L

H. F. KISER HEIRS - Oil & Gas (CBM)

87.50 ACRES

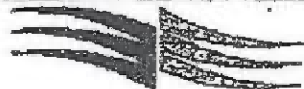
Lease No. 906889 / TC-214

DICKENSON-RUSSELL COAL COMPANY, LLC/ALPHA LAND &

RESERVES, LLC/ACIN, LLC/WBRD, LLC - Coal

RANGE RESOURCES-PINE MOUNTAIN, INC. - (CBM)

GAS 9.00 AC. - 15.31%



THOMPSON & LITTON

312 Clarendon Main Street

Box 201

P.O. Box 1869

Clarendon, Virginia 24728

EQT PRODUCTION COMPANY

WELL No. YCI-537521

WELL PLAT SUPPLEMENT

SHEET 2

PROJECT No.:

9227 PLAT

SCALE: 1" = 400'

DATE: MARCH 29, 2010

EXHIBIT "E"
VCI-537521

VGOB 09-0616-2541-06
Revised 3/28/16

<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>				
6				
	H.F. Kiser Heirs			
	Dora Bell Musick Heirs:			
	<i>Kenneth Wilson Heirs:</i>			
	Freddy Wilson	Leased-RRPM	0.019331%	0.011364
	Unknown	244332		
	Burl Gilbert Heirs:			
	Steven Howell	Unleased	0.006750%	0.003968
	Unknown & unlocatable			
	Nellie Kiser Wells Heirs:			
	Unknown/Unlocatable	Leased-RRPM	0.212639%	0.125000
		244332		
	Ama Kiser Vance Heirs			
	Heirs Betty Lou Vance Phillips	Unleased	0.030377%	0.017857
	Unknown/Unlocatable			
	Heirs of Joyce Nell Vance Smith	Unleased	0.030377%	0.017857
	Unknown/Unlocatable			
	Heirs of Edward Farley Vance, Jr.	Unleased	0.030377%	0.017857
	Unknown/Unlocatable			
	Heirs of Mary Sue Vance Cummings	Unleased	0.030377%	0.017857
	Unknown/Unlocatable			
	Lila Elizabeth Kiser Heirs			
	Ama Kiser Vance Heirs:			
	Heirs Betty Lou Vance Phillips	Leased-RRPM	0.03038%	0.017857
	Unknown/Unlocatable	244332		
	Heirs of Joyce Nell Vance Smith	Leased-RRPM	0.03038%	0.017857
	Unknown/Unlocatable	244332		
	Heirs of Edward Farley Vance, Jr.	Leased-RRPM	0.03038%	0.017857
	Unknown/Unlocatable	244332		
	Heirs of Mary Sue Vance Cummings	Leased-RRPM	0.03038%	0.017857
	Unknown/Unlocatable	244332		
TOTAL REMAINING IN ESCROW			0.481736%	0.2832

EXHIBIT "EE"
VCI-537521
VG0B 09-0616-2541-06
Revised 3/28/16

<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>				
6	H.F. Kiser Heirs			
	<u>Dora Bell Musick Heirs:</u>			
	<u>Heirs of Delphia Cynthia Bell</u>			
	Ina Fern Breeding P.O. Box 2 Davenport, VA 24239	Leased-RRPM 244332	0.051549%	0.030303
	Billy Bell 3623 Jims CT Green Cove Springs, FL 32043	Leased-RRPM 244332	0.051549%	0.030303
	<u>Wanda M. Mullins Heirs:</u>			
	Sheryl Mullins Bise 888 Ramsey Ridge Clinchco, VA 24226	Leased-RRPM 244332	0.012887%	0.007576
	Ronald Scott Mullins 425 Good Hope Church Road Aroda, VA 22709	Leased-RRPM 244332	0.012887%	0.007576
	<u>Clayton Musick Heirs:</u>			
	Samuel Musick 1035 Bellamy Lane Portsmouth, OH 45663	Unleased	0.030929%	0.018182
	<u>Roger M. Musick Heirs:</u>			
	Keith Allen Musick 21105 Currie Avenue Warren, MI 48091-4314	Leased-RRPM 244332	0.015465%	0.009091
	<u>Frank P. Kiser Heirs:</u>			
	<u>Velva Lee Breeding Heirs</u>			
	Lois Lee Breeding Rasnake PO Box 731 Jonesborough, TN 37659	Leased	0.850556%	0.500000
	Anna Claudine Breeding Parsons 4184 Majestic Oak Drive Randleman, NC 27317	Leased	0.850556%	0.500000
	<u>Burl Gilbert Heirs:</u>			
	Wanda Whitt and Randall Whitt W/H 1068 Wood Mill Road Stephenson, VA 22656-2036	Unleased	0.006750%	0.003968
	Carol Peacoe and Jackie Peacoe 418 S Kent Street Winchester, VA 22601	Unleased	0.006750%	0.003968
	Diane Howell, single PO Box 414 Hebron, VA 21830	Unleased	0.006750%	0.003968
	Kevin Howell 140 Cline Drive Gore, VA 22637	Unleased	0.006750%	0.003968

EXHIBIT "EE"
VCI-537521
VGOS 09-0616-2541-06
 Revised 3/28/16

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
	Franklin Farmer Karen Farmer H/W 8566 Burlington Court Manassas, VA 20110	Unleased	0.006750%	0.003968
	<u>Heirs of Luther M. Kiser</u> <u>Heirs of Bonnie Kiser</u> Alma Simerly, single P.O. Box 1624 Honaker, VA 24260	Leased 244332.15	0.283519%	0.166667
	Curtis Wilson 10 Theresa Avenue Rising Sun, MD 21911-2704	Leased-RRPM	0.040503%	0.023810
	<u>Kathy Wilson Rosenbaum Canter Heirs:</u> Wiley J. Canter 464 Brown Street Bluff City, TN 37618	Unleased	0.013501%	0.007937
	Johnny Lee Rosenbaum 14446 Black Hollow Road Abingdon, VA 24210	Unleased	0.013501%	0.007937
	Alicia Rosenbaum, single 30166 Lee Highway Glade Spring, VA 24340	Unleased	0.013501%	0.007937
	<u>Zelma Head Heirs</u> Sharon Lynn Jones Vipperman 8 Pinder Avenue Elkton, MD 21921-7108	Unleased	0.008101%	0.004762
	Jack Kelvin Head 89 Tolmax Lane Elkton, MD 21921	Unleased	0.008101%	0.004762
	<u>Nettie Glenn Wilson Heirs:</u> Curtis Wilson 10 Theresa Avenue Rising Sun, MD 21911-2704	Leased-RRPM	0.003780%	0.002222
	<u>Heir of Bonnie Kiser</u> Alma Simerly P.O. Box 1624 Honaker, VA 24260	Leased-RRPM 244332	0.018901%	0.011111
	<u>Bascom Kiser and Dallas Brooks Kiser Heir:</u> <u>Brady Brooks Heir</u> Katherine Brooks Dillon 981 Valiant Drive Statesville, NC 28677	Leased-RRPM 244332	1.701111%	1.000000
	Destia Puckett PO Box 103 Cleveland, VA 24225	Leased-RRPM 244332	0.070880%	0.041667
	<u>Rufus C. Kiser Heirs:</u> <u>William Arthur Kiser and</u> <u>Sylvia Kiser Heir:</u> Michelle Kiser Ball 1529 Bankbury Way Chesapeake, VA 23322	Unleased	0.212639%	0.125000

EXHIBIT "EE"
VCI-537521
VGOB 09-0616-2541-06
 Revised 3/28/16

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
	<u>Elaine Hankins Craft Heirs:</u> Dave Craft 2700 Willmar Street Richmond, VA 23234	Unleased	0.106319%	0.062500
	<u>Feba Claire Bryan (Childs Heirs)</u> Wanda Jean Bryan, single PO Box 1295 Scott Depot, WV 25560	Leased-RRPM 244332	0.106319%	0.062500
	TRACT 6 TOTAL		4.5108%	2.6517
	TOTAL CURRENT DISBURSEMENT		4.5108%	2.6517
	<u>COAL ESTATE ONLY*</u>			
	*COAL ESTATE IS RELEASED PURSUANT TO HB2058			
6	Enervest Operating, LLC Attn: Jim McKinney 408 West Main Street Abingdon, VA 24210 <i>Formerly Range Resources-Pine Mountain, Inc.</i>	Leased 906889L TC-214	15.310000%	9.0000
	TOTAL COAL ESTATE		15.3100%	9.0000



ENERVEST

EnerVest Operating, L.L.C.

408 West Main Street
 Abingdon, VA 24210
 Phone (276) 628-9001

January 29, 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, LLC

1601373

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 9:47 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: D. CLERK