

Instrument prepared by

VIRGINIA GAS AND OIL BOARD

Order recorded under

**CODE OF VIRGINIA
§ 45.1-361.26**

DB 549 PG556

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: 536121

TRACT(S): 001

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-11-0614-29688-01

APPLICANTS:

EnerVest Operating, LLC on behalf of John M. Lamie; Esq., Range Resources Corporation

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 08/26/2011, Recorded on 09/22/2011, Deed Book/Instrument No. 490, Page 310.
2. Supplemental Order, Recorded on 04/24/2012, Deed Book/Instrument No. 496, Page 426.

NOTICE:

- (1) Amend the Pooling Order to provide for the disbursement of funds on deposit in the Escrow Account attributable to Tract(s) 001 identified in the attached petition.
- (2) Delete the requirement that the Unit Operator place future royalties attributable to Tract(s) 001 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 536121 to all known owners in Tract 1, VGOB 11-0614-2968 pursuant to Order Approving Settlement and Quieting Title as to Yellow Poplar Lumber Company Tract 4.

RELIEF GRANTED:

VGOB Disbursement
Unit 536121

VGOB-11-0614-2968-01

Table 1

Tracts: 001

Item	Tract	Disbursement Table	Fractional Ownership		Net Acreage		Royalty Split		Escrowed Acres		Percent of Escrowed Funds		Adjustment Amount
			in Tract	in Tract	in Tract	in Tract	Agreement	Disbursed	Disbursed	Disbursed	Disbursed		
		Total acreage in escrow before disbursement							68.08000				

001 Tract 001 (total acreage) 68.0800

1	001	John M. Lamie; Esq.\Trustee for Yellow Poplar Lumber Co.; Browning; Lamie & Gifford; PC; PO Box 519; Abingdon; VA 24212			45.6136		100.00%	45.6136	67.00000%				
2	001	Range Resources Corporation\Attn: David Poole; Esq.; 100 Throckmorton Street; Suite 1200; Ft. Worth; TX 76102			22.4664		100.00%	22.4664	33.00000%				

Adjustment Comments:

DB 549 PG558

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.

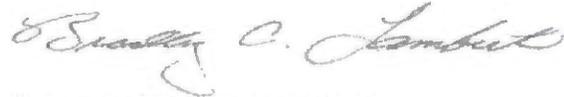
CONCLUSION:

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 3 day of August, 2017 by a majority of the Virginia Gas and Oil Board.



Chairman, Bradley C. Lambert

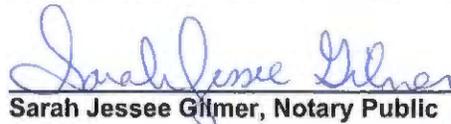
DONE AND PERFORMED this 3 day of August, 2017 by Order of the Virginia Gas and Oil Board.



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

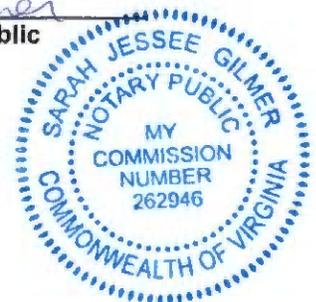
COMMONWEALTH OF VIRGINIA
COUNTY OF RUSSELL

Acknowledged on this 3rd 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 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, 2021



BEFORE THE VIRGINIA GAS AND OIL BOARD

PETITIONER: EnerVest Operating, LLC

DIVISION OF GAS AND OIL

DOCKET NO: VGOB 11-0614-2968-01

RELIEF SOUGHT: (1) DISBURSEMENT FROM ESCROW REGARDING TRACT(S) 001 (2) AND AUTHORIZATION FOR DIRECT PAYMENT OF ROYALTIES.

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: 536121

DICKENSON 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 536121, to all known owners in Tract 1, VGOB 11-0614-2968, 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)

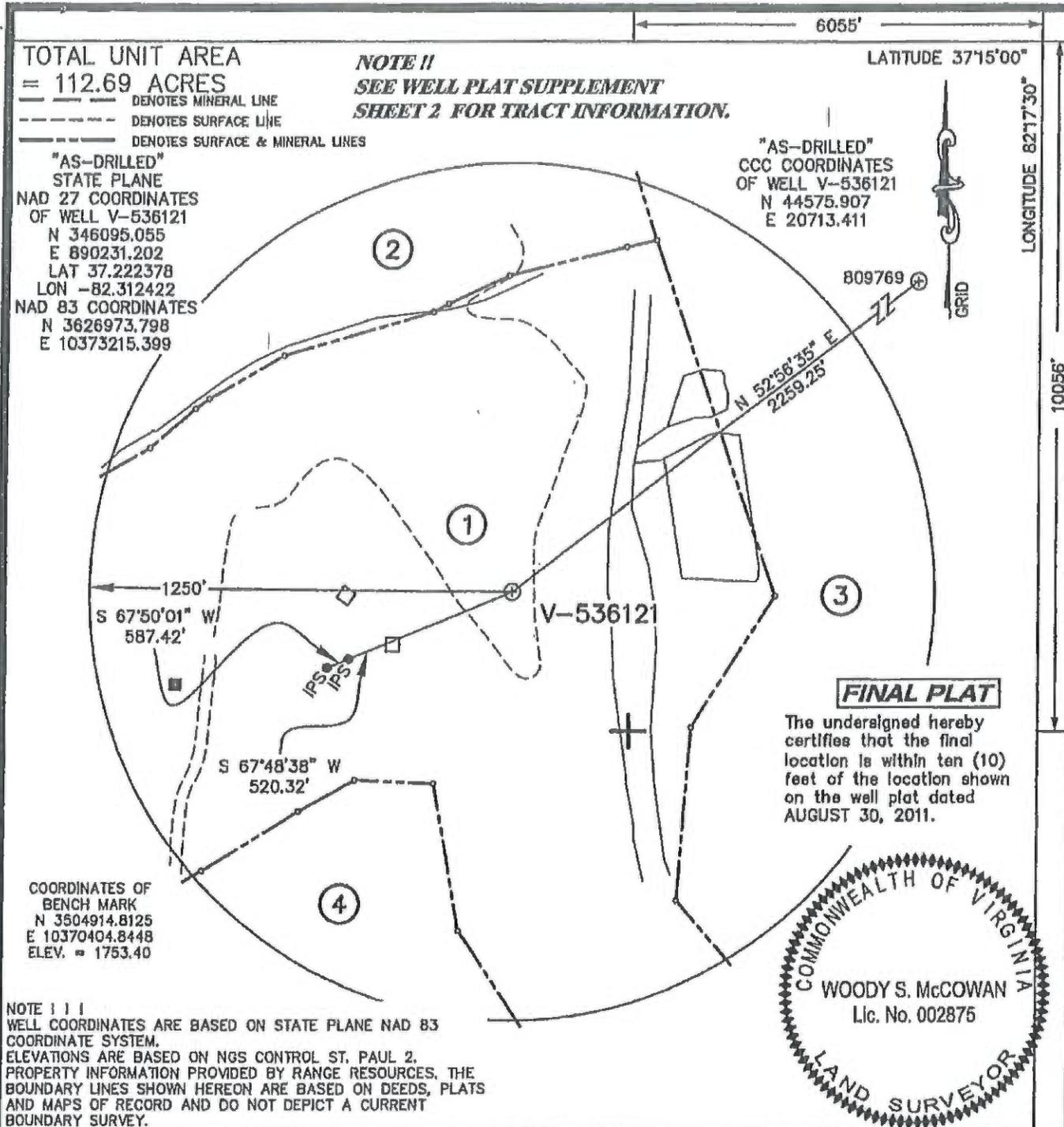
Conventional

5. Factual basis for relief requested

Petition to disburse funds from the escrow account for well 536121 to all known owners in Tract 1, VGOB 11-0614-2968 pursuant to Order Approving Settlement and Quieting Title as to Yellow Poplar Lumber Company Tract 4.

6. Attestation

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



TOTAL UNIT AREA
= 112.69 ACRES

NOTE !!
SEE WELL PLAT SUPPLEMENT
SHEET 2 FOR TRACT INFORMATION.

LATITUDE 37°15'00"

LONGITUDE 82°17'30"

--- DENOTES MINERAL LINE
- - - DENOTES SURFACE LINE
- - - DENOTES SURFACE & MINERAL LINES

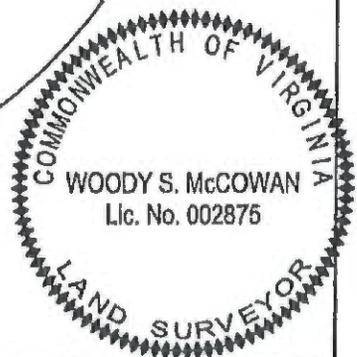


"AS-DRILLED"
CCC COORDINATES
OF WELL V-536121
N 44575.907
E 20713.411

"AS-DRILLED"
STATE PLANE
NAD 27 COORDINATES
OF WELL V-536121
N 346095.055
E 890231.202
LAT 37.222378
LON -82.312422
NAD 83 COORDINATES
N 3626973.798
E 10373215.399

FINAL PLAT

The undersigned hereby certifies that the final location is within ten (10) feet of the location shown on the well plat dated AUGUST 30, 2011.



COORDINATES OF BENCH MARK
N 3504914.8125
E 10370404.8448
ELEV. = 1753.40

NOTE !!!
WELL COORDINATES ARE BASED ON STATE PLANE NAD 83 COORDINATE SYSTEM.
ELEVATIONS ARE BASED ON NGS CONTROL ST. PAUL 2.
PROPERTY INFORMATION PROVIDED BY RANGE RESOURCES. THE BOUNDARY LINES SHOWN HEREON ARE BASED ON DEEDS, PLATS AND MAPS OF RECORD AND DO NOT DEPICT A CURRENT BOUNDARY SURVEY.

WELL LOCATION PLAT

COMPANY Range Resources WELL NAME AND NUMBER V-536121
TRACT No. Big Sandy Fuel Corp. ELEVATION 1381.47 (GPS) QUADRANGLE HAYSI
COUNTY DICKENSON DISTRICT WILLIS SCALE: 1" = 400' DATE NOVEMBER 15, 2011
THIS PLAT IS A NEW PLAT ; AN UPDATED PLAT ; OR A FINAL LOCATION PLAT x
PROPOSED TOTAL DEPTH OF WELL =

+ 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.

W. S. McCowan 11-15-11 (AFFIX SEAL)
LICENSED PROFESSIONAL ENGINEER OR LICENSED LAND SURVEYOR

①

Lease No.
 BIG SANDY FUEL CORPORATION
 134.58 ACRES
 HEARTWOOD FORESTLAND FUND IV, LLC - Surface
 DICKENSON-RUSSELL COAL COMPANY, LLC/ALPHA
 LAND & RESERVES, LLC/ACIN, LLC/WBRD, LLC- Coal
 YELLOW POPLAR LUMBER COMPANY - Gas
 RANGE RESOURCES-PINE MOUNTAIN, INC.-Oil
 GAS 58.08 AC. - 60.41%

②

Lease No. 906889 / T-805
 DREWRY BARTLEY
 32.93 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
 GAS 11.70 AC. - 10.38%

③

Lease No.
 J. W. PUCKETT
 56.97 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
 GAS 24.53 AC. - 21.77%

④

Lease No. 244769
 FON HILL
 26.00 ACRES
 ROCKY L. & DEBRA BAKER - Surface
 DICKENSON-RUSSELL COAL COMPANY, LLC/ALPHA
 LAND & RESERVES, LLC/ACIN, LLC/WBRD, LLC - Coal
 FON HILL, ET AL - Oil, Gas
 GAS 8.38 AC. - 7.44%



THOMPSON & LITTON

312 Clintwood Main Street
 Suite 201
 P.O. Box 1869
 Clintwood, Virginia 24228

RANGE RESOURCES
WELL No. V-536121
WELL PLAT SUPPLEMENT
SHEET 2

PROJECT No.:
 9731 AS-D

SCALE: 1" = 400'

DATE: NOVEMBER 15, 2011

EXHIBIT "E"
V-536121
11-0614-2968-01

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE</u> <u>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"
V-536121
11-0614-2968-01

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
5 Minerals Only	**John M. Lamie, Esq., Trustee for Yellow Poplar Lumber Co. Browning, Lamie & Gifford, PC PO Box 519 Abingdon, VA 24212	Unleased	40.47470000%	45.6136
	**Range Resources Corporation Attn: David Poole, Esq. 100 Throckmorton Street Suite 1200 Ft. Worth, TX 76102	Unleased	19.93530000%	22.4664
	**Fmly Gallie Friend, Trustee of the Estate of Yellow Poplar Lumber Company Unknown			
TOTAL GAS ESTATE			60.41000000%	68.0800

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

CLERK'S OFFICE U.S. DIST. COURT
AT ABINGDON, VA
FILED

JUN 07 2017

JULIA C. DUDAHEY, CLERK
BY: *J. Alatt*
DEPUTY CLERK

WEYERHAEUSER COMPANY and)
WEYERHAEUSER NR COMPANY,)

Plaintiffs,)

v.)

Case No. 1:13CV00062

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

Defendants,)

IN RE YELLOW POPLAR LUMBER)
COMPANY)

Case No. 1:15CV00037

Debtor)

**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

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 170000901
RECORDED IN THE CLERK'S OFFICE OF
DICKENSON CIRCUIT COURT ON
August 14, 2017 AT 02:30 PM
RICHARD W. EDWARDS, CLERK
RECORDED BY: CPF