

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

IN RE:

SUPPLEMENTAL ORDER REGARDING DOCKET NO. VGOB-16-1115-4102
ELECTIONS: VCI-537504-CBM Unit BG-69
(hereinafter "Subject Drilling Unit")

REPORT OF BOARD

FINDINGS AND ORDER

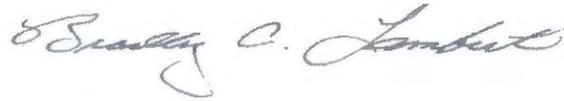
1. This Supplemental Order is entered by the Board *sua sponte* in the form authorized by the Board at its hearing held at 9:00 a.m. on October 20, 1992, Board of Supervisors Room, Courthouse, Grundy, Virginia, and pursuant to authority granted to the Board's Chairman at the hearing of the Virginia Gas 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 requirements 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 November 30, 2016, and recorded in Deed Book 543, Page 679 in the Office of the Clerk of the Circuit Court for Dickenson County, Virginia on December 20, 2016 (herein "Board Order") and (2) to complete the record regarding elections. The Board Order established a drilling unit and pooled all interests 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 interests, if any, were pooled by said Board Order;

- (b) The Designated Operator filed its affidavit of mailing dated May 25, 2017, disclosing that it mailed a correct copy of the Board's Order to all Respondents whose interests, if any, were pooled by said Board Order on May 5, 2017;
 - (c) The Board Order required each Respondent whose interests, if any, were 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 26, 2017, in accordance with § 7.C of the Virginia Gas and Oil Board Regulations and 4 VAC 25-160.7C (herein "Affidavit of Elections" annexed hereto), wherein it has, for each Respondent whose interests, if any, were 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(s) made, if any; and (iii) whether, by reason of 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, interests, estates and claims in Subject Drilling Unit to the Designated Operator;
 - (d) Current Board standards requiring the escrow of funds and the Board's agreement with its Escrow Agent, First Bank and Trust Company, Trust Division, 38 East Valley Street, Bristol, Virginia 24201; Tel: (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 July 18, 2006. The Affidavit of Elections indicates that the escrow of funds is **not required** with regard to Well No. VCI-537504 CBM Unit BG-69.
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, to the extent escrow was required and to the extent it pertained to the elections and interests of the Respondents who have entered into a royalty split agreement and no longer require escrow of any funds, the Applicant is hereby directed to provide the Board with reconciliation of its and the Escrow Agent's records so that any funds affected by this Order may be disbursed in an appropriate manner.
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 Supplemental Order stating that a true and correct copy of this Supplemental Order was mailed within seven (7) days from the date of receipt of this Supplemental Order to each Respondent 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 as of the date of the Board's approval of this Application, which is set forth at Paragraph 1 above.

DONE AND EXECUTED this 28 day of June, 2017 by a majority of the Virginia Gas and Oil Board.



Chairman, Bradley C. Lambert

DONE AND PERFORMED this 28 day of June, 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 28th day of June, 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 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



VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

IN RE: Application of EnerVest Operating, LLC, for the Pooling of Interests in VCI-537504 CBM Unit BG-69 Docket No. VGOB-16-1115-4102 in the Ervinton District, Duty Quadrangle, Dickenson County, Virginia.

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

Timothy E. Scott (herein Affiant), being duly sworn on oath, deposes and says:

1. That the Affiant is an attorney in the law firm of MCKINNIS & SCOTT, the Agent for the Designated Operator, with offices located at 135 W. Main Street, Suite 200, Kingsport, Tennessee 37660, and is authorized to give this Affidavit in its behalf;
2. That the Order entered on November 30, 2016, by the Virginia Gas and Oil Board regarding the captioned coalbed methane gas 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 and recorded 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, if known and locatable, 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; that proof of such mailing has previously been tendered to the Division of Gas and Oil, the Office of the Gas and Oil Inspector, at Lebanon, Virginia;
4. That the Order of the Virginia Gas and Oil Board in the captioned matter required all persons pooled thereby to tender written notice of their election of the option selected under Paragraph 9 of the Order to the Designated Operator within thirty (30) days from the date of receipt of a copy of the recorded Order;
5. That the Designated Operator, by and through its agent, McKinnis & Scott, Attorneys-at-Law, has established procedures to review all mail received and all written documents received by means other than by mail to ascertain whether parties whose interests have been 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 Drilling Unit; that the following persons or entities delivered, by mail or otherwise, written elections to the Unit Operator, within the thirty day elections period:

None

6. That the interest and/or claims of the following persons or entities (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 under the Board's Order pooling the captioned Unit, are in conflict and/or unknown or unlocatable:

None

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

None

8. That the Designated Operator with regard to persons previously requiring the services of the Escrow Agent have now reached an agreement regarding their interests or claims that allows Applicant/Designated Operator to make royalty distribution without the need to escrow funds which would otherwise be in conflict:

None

9. That the Respondents identified in Exhibit B-3 hereto have not made a timely election and have failed to enter into an agreement with the Designated Operator and their respective oil and gas rights, interests and claims shall be deemed to have leased to Applicant/Designated Operator pursuant to and in accordance with Paragraph 10 of the Board Order dated November 30, 2016:

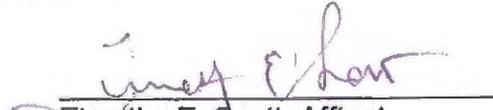
See Exhibit B-3

10. The Designated Operator requests that the following persons be dismissed as Respondents:

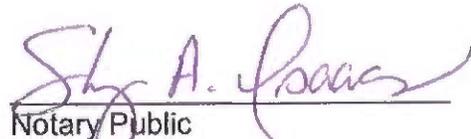
None

That pursuant to the provisions of 4VAC 25-160.70.A.10 and .C and VAC 25-160-80, 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 is not required in this matter pursuant to the terms of §§ 45.1-361.21.D and 45.1-361.22.A.3 and .4.

Dated at Kingsport, Tennessee, this 26th day of June, 2017.

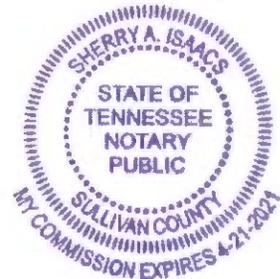

Timothy E. Scott, Affiant

Taken, subscribed and sworn to before me by Timothy E. Scott, the Agent for EnerVest Operating, LLC, a limited liability company, on behalf of the limited liability company, this 26th day of June, 2017.


Notary Public

My commission expires: 4/21/2021

[f:\msword2000\pinemountainoilandgas\pooling.VCI-537504.supportorder&aff]

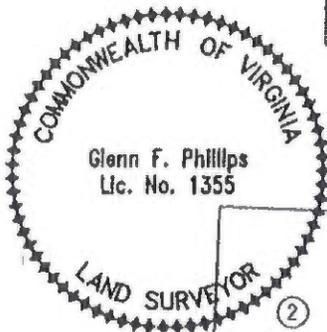


175'

Well Coordinates: (Geographic N83)
37.074155° -82.208791°

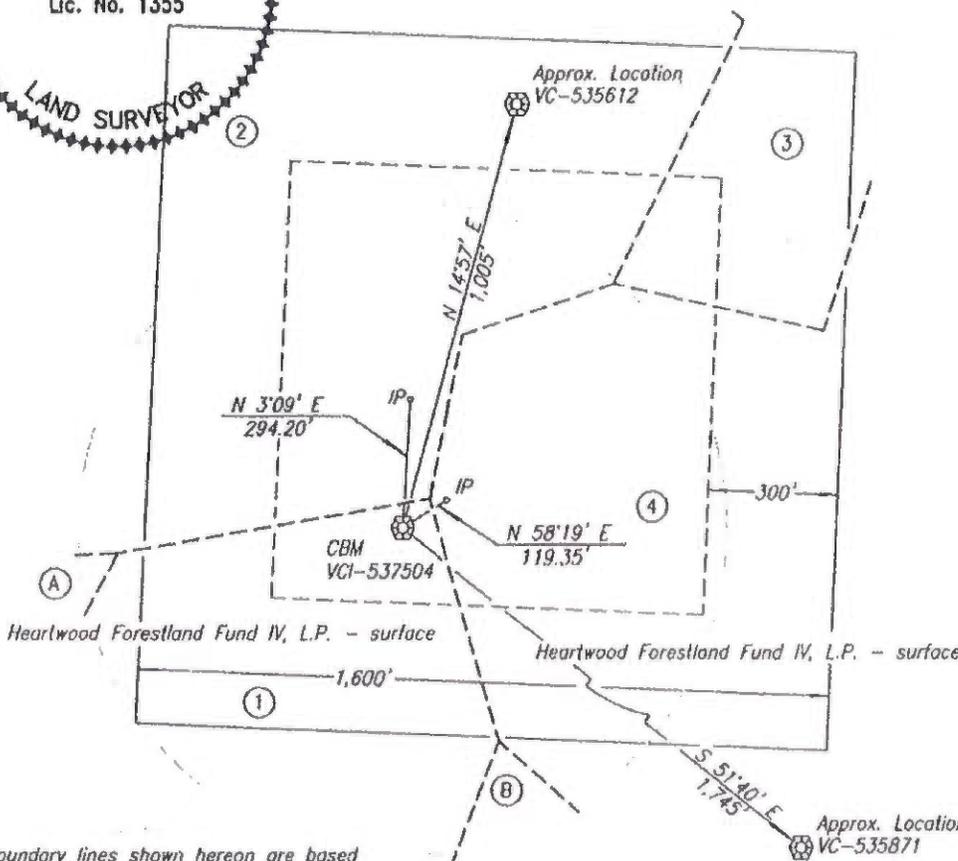
Well Coordinates: (UTM N27, Zone 17)
N 13,463,118.90 E 1,287,837.49

Latitude 37° 05' 00"



Note: See Attached Tract Ownership Information Schedule

- Mineral Line
- - - Surface Line
- · - Lease Line



Gas 5.79 ac. 9.85%

Longitude -82° 12' 30"

3,390'

Note 1: The boundary lines shown hereon are based on deeds, plats maps of record, and certain lines shown on the well plat "EQI Production Co. ... VC-535612 ... 5-3-2004." They are not based upon a current field survey.

The undersigned hereby certifies that the final location is within ten (10') feet of the location shown on the well plat dated 9-15-2015.

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

Area of Unit = 58.77 Ac.

Well Coordinates: (VA St. Plane S. Zone, NAD 83 (1993))
N 3,571,807.12 E 10,401,205.57

Well Coordinates: (VA St. Plane S. Zone, NAD 27 Calculated from NAD 83 (1993))
N 290,931.58 E 918,219.89

Well Coordinates: (Clinchfield Coal Co.)
S 9,430.66 E 50,897.97

WELL LOCATION PLAT NORA GRID BG-69

COMPANY EnerVest Operation, LLC WELL NAME AND NUMBER VCI-537504
 TRACT NO. T-390 ELEVATION 2,259.70' QUADRANGLE Duty
 COUNTY Dickenson DISTRICT Ervinton SCALE 1" = 400' DATE 9-25-2016

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.

Glenn F. Phillips
 Licensed Professional Engineer or Licensed Land Surveyor

Exhibit A

VCI-537504 PLAT
 TRACT OWNERSHIP INFORMATION SCHEDULE
 9/25/2016

1. T-390

S.D. Sutherland

117.90 Acres

ACIN LLC - coal (except for Jawbone & Tiller seams)

Paramont Contura, LLC - coal lessee

WBRD LLC - coal (except for Jawbone & Tiller seams)

Dickenson -Russell Contura, LLC - coal lessee

Mullins Land & Mineral - coal (Jawbone & Tiller seams only)

EnerVest Energy Institutional Fund XIV-A, L.P., EnerVest Energy Institutional Fund XIV-A1, L.P., &
EnerVest Energy Institutional Fund XIV-WIC, L.P. - oil, gas & CBM

Gas 8.19 Ac. 13.94%

2. TC-219

J.H. Powers

975.29 Acres

ACIN LLC - coal (except for Jawbone & Tiller seams)

Paramont Contura, LLC - coal lessee

WBRD LLC - coal (except for Jawbone & Tiller seams)

Dickenson -Russell Contura, LLC - coal lessee

Mullins Land & Mineral - coal (Jawbone & Tiller seams only)

EnerVest Energy Institutional Fund XIV-A, L.P., EnerVest Energy Institutional Fund XIV-A1, L.P., &
EnerVest Energy Institutional Fund XIV-WIC, L.P. - (CBM)

Lease No. 244427L

Clarence Truax Jr. & Debra Truax - surface, oil & gas

63.96 Acres

Gas 24.71 Ac. 42.04%

3. T-408

E. Sutherland

382.22 Acres

ACIN LLC - coal (except for Jawbone & Tiller seams)

Paramont Contura, LLC - coal lessee

WBRD LLC - coal (except for Jawbone & Tiller seams)

Dickenson -Russell Contura, LLC - coal lessee

Mullins Land & Mineral - coal (Jawbone & Tiller seams only)

EnerVest Energy Institutional Fund XIV-A, L.P., EnerVest Energy Institutional Fund XIV-A1, L.P., &
EnerVest Energy Institutional Fund XIV-WIC, L.P. - (CBM)

Lease No.

B.S. Powers Heirs - surface, oil & gas (CBM)

53.15 Acres

Gas 5.79 Ac. 9.85%

4 . T-408

E. Sutherland

382.22 Acres

ACIN LLC - coal (except for Jawbone & Tiller seams)

Paramont Contura, LLC - coal lessee

WBRD LLC - coal (except for Jawbone & Tiller seams)

Dickenson -Russell Contura, LLC - coal lessee

Mullins Land & Mineral - coal (Jawbone & Tiller seams only)

EnerVest Energy Institutional Fund XIV-A, L.P., EnerVest Energy Institutional Fund XIV-A1, L.P., &

EnerVest Energy Institutional Fund XIV-WIC, L.P. - oil, gas & CBM

Gas 20.08 Ac. 34.17%

A . TC-220

ACIN LLC - 48% coal (except for Jawbone & Tiller seams)

Paramont Contura, LLC - coal lessee

WBRD LLC - 48% coal (except for Jawbone & Tiller seams)

Dickenson -Russell Contura, LLC - coal lessee

Mullins Land & Mineral - coal (Jawbone & Tiller seams only)

EnerVest Energy Institutional Fund XIV-A, L.P., EnerVest Energy Institutional Fund XIV-A1, L.P., &

EnerVest Energy Institutional Fund XIV-WIC, L.P. - (CBM)

Z.T. Sutherland Heirs - 52% coal (except for Jawbone & Tiller seams)

EnerVest Energy Institutional Fund XIV-A, L.P., EnerVest Energy Institutional Fund XIV-A1, L.P., &

EnerVest Energy Institutional Fund XIV-WIC, L.P. - (CBM)

Lease No. 241838L

Norma K. Sutherland, et al - surface, oil & gas

28.5 Acres

B . T2-223

E. Sutherland

178.67 Acres

ACIN LLC - coal

Paramont Contura, LLC - coal lessee

WBRD LLC - coal

Dickenson -Russell Contura, LLC - coal lessee

EnerVest Energy Institutional Fund XIV-A, L.P., EnerVest Energy Institutional Fund XIV-A1, L.P., &

EnerVest Energy Institutional Fund XIV-WIC, L.P. - oil, gas & CBM

Exhibit "B"

VCI-537504

Docket No: VGOB-16-1115-4102 1

Tract	Lessor	Lease Status	Interest Within Unit	Gross Acreage in Unit
Coal Estate Only				
1	EnerVest Energy Institutional Fund XIV-A, L.P. & EnerVest Energy Institutional Fund XIV-WIC, L.P. Attn: Jim McKinney 408 West Main Street Abingdon, VA 24210 Tax # Minerals Only	Owner	13.94000000	8 19000000
2	EnerVest Energy Institutional Fund XIV-A, L.P. & EnerVest Energy Institutional Fund XIV-WIC, L.P. Attn: Jim McKinney 408 West Main Street Abingdon, VA 24210 Tax # Minerals Only	Owner	42.04000000	24.71000000
3	EnerVest Energy Institutional Fund XIV-A, L.P. & EnerVest Energy Institutional Fund XIV-WIC, L.P. Attn: Jim McKinney 408 West Main Street Abingdon, VA 24210 Tax # Minerals Only	Owner	9.85000000	5.79000000
4	EnerVest Energy Institutional Fund XIV-A, L.P. & EnerVest Energy Institutional Fund XIV-WIC, L.P. Attn: Jim McKinney 408 West Main Street Abingdon, VA 24210 Tax # 20571	Owner	34.17000000	20.08000000
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"

VCI-537504

Docket No: VGOB-16-1115-4102

Tract	Lessor	Lease Status	Interest Within	Gross Acreage
-------	--------	--------------	-----------------	---------------

Gas Estate Only

1	EnerVest Energy Institutional Fund XIV-A, L.P. & EnerVest Energy Institutional Fund XIV-WIC, L.P. Attn: Jim McKinney 408 West Main Street Abingdon, VA 24210 Tax # Minerals Only	Owner	13.94000000	8.19000000
2	Clarence W. Truax, Jr. & Debra June Truax 238 Bugle Hill Lane Luray, VA 22835 Tax # 2084	Leased	42.04000000	24.71000000
3	Tax # 3505 Elizabeth Ann Powers 1972 Rose Ridge Road Clintwood, VA 24228	Unleased	2.46250000	1.44750000
	Darrell Wayne Powers P.O. Box 199 Clinchco, VA 24226	Unleased	2.46250000	1.44750000
	Gaynell Sykes & Claire Sykes 4845 Glen Ivy Lane SW #318 Roanoke, VA 24018	Unleased	2.46250000	1.44750000
	Jerry Wayne Powers 337 Whispering Woods Bluff City, TN 37618	Leased Life Estate	0.00000000	0.00000000
	Rebecca Powers Sydnor 975 Dixie Road Greeneville, TN 37743	Leased Remainderman	2.46250000	1.44750000
	TRACT 3 TOTALS		9.85000000	5.79000000
4	EnerVest Energy Institutional Fund XIV-A, L.P. & EnerVest Energy Institutional Fund XIV-WIC, L.P. Attn: Jim McKinney 408 West Main Street Abingdon, VA 24210 Tax # 20571		34.17000000	20.08000000
	TOTAL GAS ESTATE		100.00000000	58.77000000
	Percentage of Unit Leased		92.61250000	
	Percentage of Unit Unleased		7.38750000	
	Acreage in Unit Leased		54.42750000	
	Acreage in Unit Unleased		4.34250000	

Exhibit "B-3"

VCI-537504

Docket NO: VGOB-16-1115-4102

Tract	Lessor	Lease Status	Interest Within Unit	Gross Acreage in Unit
Gas Estate Only				
3	Tax # 3505 Elizabeth Ann Powers 1972 Rose Ridge Road Clintwood, VA 24228	Unleased	2.46250000	1.44750000
	Darrell Wayne Powers P.O. Box 199 Clinchco, VA 24226	Unleased	2.46250000	1.44750000
	Gaynell Sykes & Claire Sykes 3719 Grandin Road Roanoke, VA 24018	Unleased	2.46250000	1.44750000
TOTAL GAS ESTATE			7.38750000	4.34250000

Exhibit "E" - Escrow Owners

VCI-537504

Docket No: VGOB-16-1115-4102

Tract	Lessor	Lease Status	Interest Within Unit	Gross Acreage in Unit
-------	--------	--------------	----------------------	-----------------------

None

INSTRUMENT 170000860
RECORDED IN THE CLERK'S OFFICE OF
DICKENSON CIRCUIT COURT ON
August 1, 2017 AT 02:33 PM
RICHARD W. EDWARDS, CLERK
RECORDED BY: CJB