

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-17-0117-4109
ELECTIONS: VC-537193-CBM Unit BP-22
(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 February 7, 2017, and recorded in Deed Book 545, Page 244 in the Office of the Clerk of the Circuit Court for Dickenson, Virginia on February 28, 2017 (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 17, 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 required** with regard to Well No. VC-537193 CBM Unit BP-22.
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 1 day of July, 2017 by a majority of the Virginia Gas and Oil Board.

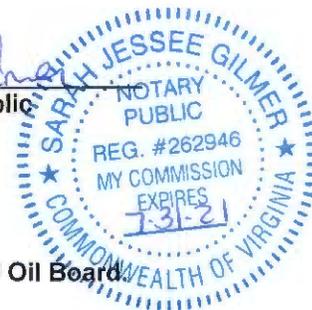
Bradley C. Lambert

Chairman, Bradley C. Lambert

COMMONWEALTH OF VIRGINIA
COUNTY OF RUSSELL

Acknowledged on this 1st day of July, 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, that he executed the same and was authorized to do so.

Sarah Jessee Gilmer
Sarah Jessee Gilmer, Notary Public
262942



My Commission expires: July 31, 2021

DONE AND PERFORMED this 5 day of July, 2017 by Order of the Virginia Gas and Oil Board

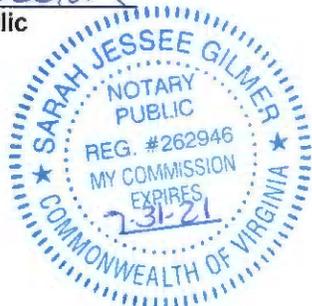
Rick Cooper

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

COMMONWEALTH OF VIRGINIA
COUNTY OF RUSSELL

Acknowledged on this 5th day of July, 2017, personally before me a notary public in and for the Commonwealth of Virginia, 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 he executed the same and was authorized to do so.

Sarah Jessee Gilmer
Sarah Jessee Gilmer, Notary Public
262942



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 VC-537193 CBM Unit BP-22 Docket No. VGOB-17-0117-4109 in the Kenady District, Caney Ridge 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 February 7, 2017, 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:

See Exhibit E

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 February 7, 2017:

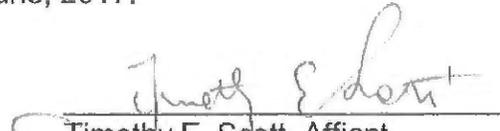
See Exhibit B-3

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

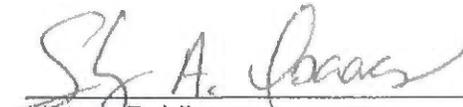
None

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 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.

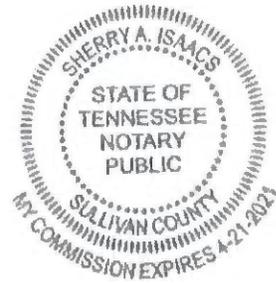

Timothy E. Scott, Affiant

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:m sword2000\pinemountainoilandgas\pooling.VC-537193.supportorder&aff]



1,990'
1,900'
Longitude -82° 27' 30"

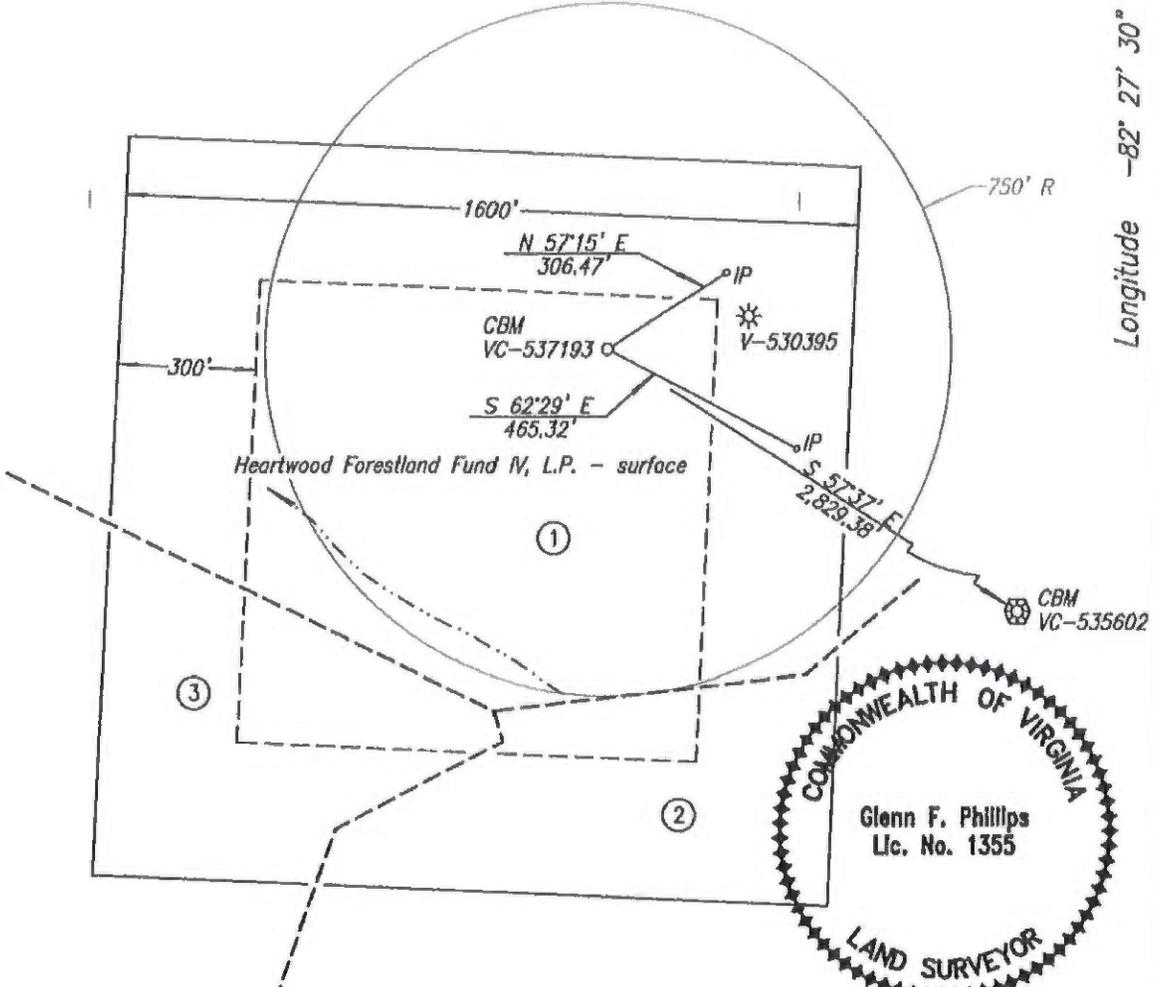
Well Coordinates: (Geographic N83)
37.036560° -82.465026°

Well Coordinates: (UTM N27, Zone 17)
N 13,450,487.79 E 1,212,896.68

Latitude 37° 02' 30"

Note: See Attached Tract Ownership Information Schedule

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



Note 1: The boundary lines shown hereon are based on deeds, plats maps of record, and certain lines shown on the well plat "EQT Production Co. ... VC-537193 ... 1-20-10." They are not based upon a current field survey.

Note 2: The well will be drilled within 10' of the permitted coordinates.

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 3,561,168.66 E 10,325,940.25

Well Coordinates: (VA St. Plane S. Zone, NAD 27 Calculated from NAD 83 (1993))
N 280,294.79 E 842,955.87

Well Coordinates: (Clinchfield Coal Co.)
S 23,116.67 W 23,833.50

WELL LOCATION PLAT NORA GRID BP-22

COMPANY EnerVest Operating, LLC WELL NAME AND NUMBER VC-537193
TRACT NO. I-692 ELEVATION 1,947.47' QUADRANGLE Coney Ridge
COUNTY Dickenson DISTRICT Kenady SCALE 1" = 400' DATE 10-17-2016

This Plat is a new plat x; an updated plat x; 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

VC-537193 PLAT
TRACT OWNERSHIP INFORMATION SCHEDULE
10/17/2016

1. T-692
Redwine & Culberson
200 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
Gas 40.12 Ac. 68.27%
2. DI-38
Daniel Salyer
94.526 Acres
ACIN LLC - coal
Paramont Contura, LLC - coal lessee
KRP Marcellus I, LLC et al. - oil, gas & CBM
Lease No. 904576L or Unleased
EQT Production Company - oil & gas lessee
Gas 9.35 Ac. 15.91%
3. DI-38
Daniel Salyer
94.526 Acres
ACIN LLC - coal
Paramont Contura, LLC - coal lessee
Lease No. 450513526
John Greever Revocable Trust -oil, gas & CBM (1/2 int.)
Joan C. Trivett et al. - oil, gas & CBM (1/2 int.)
± 35 Acres
Gas 9.30 Ac. 15.82%

Docket No: VGOB-17-0117-4109

Exhibit "B"
VC-537193 Revised 5/31/2017

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	68.27000000	40.12000000
2	Tax Card ID - Minerals Only KRP Marcellus I, LLC 777 Taylor Street, Suite 810 Fort Worth, TX 76102	Unleased	6.07030140	3.56739900
	Rivercrest Royalties II, LLC 777 Taylor Street, Suite 810 Fort Worth, TX 76102	Unleased	4.21551360	2.47737600
	Diversified Rox Minerals, LLC C/O MSW Royalties, LLC 306 West 7th Street, Suite 901 Fort Worth, TX 76102	Unleased	4.13930470	2.43258950
	BRD Royalty Holdings, LLC 2777 Stemmons Freeway, Suite 1133 Dallas, TX 75207	Unleased	0.50912000	0.29920000
	Amon G Carter Foundation PO Box 1036 Fort Worth, TX 76101	Unleased	0.97576030	0.57343550
	Tract 2 Totals		15.91000000	9.35000000
	OR			
	EQT Production Company Attn: Tracy Coyne PO Box 23536 Pittsburgh, PA 15222	Lessee	15.91000000	9.35000000
3	Tax Card ID - Minerals Only Joan C Trivett 462 Hilledge Drive Laguna Beach, CA 92651	Leased	3.95500000	2.32500000
	James C Trivett III 10495 State Route 550 Athens, OH 45701	Leased	1.97750000	1.16250000
	Christina Trivett Russin 21515 81st Street Bristol, WI 53104	Unleased	1.97750000	1.16250000
	John Greever Revocable Trust	Leased	7.91000000	4.65000000

DB 549 PG297

Docket No: VGOB 17-0117-4109

c/o John Greever
45040 8th Ave NE, Unit 1501
Seattle, WA 98105

Tract 3 Totals	15.82000000	9.30000000
TOTAL GAS ESTATE	100.00000000	58.77000000
Percentage of Unit Leased	82.11250000	
Percentage of Unit Unleased	17.88750000	
Acreage in Unit Leased	48.25750000	
Acreage in Unit Unleased	10.51250000	

OR - subject to lease agreement between KRP Marcellus I, LLC et al and EQT

Exhibit "B"
VC-537193 Revised 5/31/2017

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	68.27000000	40.12000000
2	Tax Card ID - Minerals Only KRP Marcellus I, LLC 777 Taylor Street, Suite 810 Fort Worth, TX 76102	Unleased	6.07030140	3.56739900
	Rivercrest Royalties II, LLC 777 Taylor Street, Suite 810 Fort Worth, TX 76102	Unleased	4.21551360	2.47737600
	Diversified Rox Minerals, LLC C/O MSW Royalties, LLC 306 West 7th Street, Suite 901 Fort Worth, TX 76102	Unleased	4.13930470	2.43258950
	BRD Royalty Holdings, LLC 2777 Stemmons Freeway, Suite 1133 Dallas, TX 75207	Unleased	0.50912000	0.29920000
	Amon G Carter Foundation PO Box 1036 Fort Worth, TX 76101	Unleased	0.97576030	0.57343550
	Tract 2 Totals		15.91000000	9.35000000
3	Tax Card ID - Minerals Only KRP Marcellus I, LLC 777 Taylor Street, Suite 810 Fort Worth, TX 76102	Unleased	6.03596280	3.54832200
	Rivercrest Royalties II, LLC 777 Taylor Street, Suite 810 Fort Worth, TX 76102	Unleased	4.19166720	2.46412800
	Diversified Rox Minerals, LLC C/O MSW Royalties, LLC 306 West 7th Street, Suite 901 Fort Worth, TX 76102	Unleased	4.11588940	2.41958100
	BRD Royalty Holdings, LLC 2777 Stemmons Freeway, Suite 1133 Dallas, TX 75207	Unleased	0.50624000	0.29760000
	Amon G Carter Foundation PO Box 1036 Fort Worth, TX 76101	Unleased	0.97024060	0.57036900
	Tract 3 Totals		15.82000000	9.30000000
	TOTAL COAL ESTATE		100.00000000	58.77000000
	Percentage of Unit Leased		68.27000000	
	Percentage of Unit Unleased		31.73000000	
	Acreage in Unit Leased		40.12000000	
	Acreage in Unit Unleased		18.65000000	

Docket No: VA08 17-0119-4109

Exhibit "B-3"

VC-537193 Revised 5/31/2017

Tract	Lessor	Lease Status	Interest Within Unit	Gross Acreage in Unit
Gas Estate Only				
2	Tax Card ID - Minerals Only KRP Marcellus I, LLC 777 Taylor Street, Suite 810 Fort Worth, TX 76102	Unleased	6.07030140	3.56739900
	Rivercrest Royalties II, LLC 777 Taylor Street, Suite 810 Fort Worth, TX 76102	Unleased	4.21551360	2.47737600
	Diversified Rox Minerals, LLC C/O MSW Royalties, LLC 306 West 7th Street, Suite 901 Fort Worth, TX 76102	Unleased	4.13930470	2.43258950
	BRD Royalty Holdings, LLC 2777 Stemmons Freeway, Suite 1133 Dallas, TX 75207	Unleased	0.50912000	0.29920000
	Amon G Carter Foundation PO Box 1036 Fort Worth, TX 76101	Unleased	0.97576030	0.57343550
	Tract 2 Total		15.91000000	9.35000000
3	Tax Card ID - Minerals Only Christina Trivett Russin 21515 81st Street Bristol, WI 53104	Unleased	1.97750000	1.16250000
	TOTAL GAS ESTATE UNLEASED		17.88750000	10.51250000

VAGOB-17-0117-4109

Coal Estate Only

2	Tax Card ID - Minerals Only			
	KRP Marcellus I, LLC	Unleased	6.07030140	3.56739900
	777 Taylor Street, Suite 810			
	Fort Worth, TX 76102			
	Rivercrest Royalties II, LLC	Unleased	4.21551360	2.47737600
	777 Taylor Street, Suite 810			
	Fort Worth, TX 76102			
	Diversified Rox Minerals, LLC	Unleased	4.13930470	2.43258950
	C/O MSW Royalties, LLC			
	306 West 7th Street, Suite 901			
	Fort Worth, TX 76102			
	BRD Royalty Holdings, LLC	Unleased	0.50912000	0.29920000
	2777 Stemmons Freeway, Suite 1133			
	Dallas, TX 75207			
	Amon G Carter Foundation	Unleased	0.97576030	0.57343550
	PO Box 1036			
	Fort Worth, TX 76101			
	Tract 2 Totals		15.91000000	9.35000000
3	Tax Card ID - Minerals Only			
	KRP Marcellus I, LLC	Unleased	6.03596280	3.54832200
	777 Taylor Street, Suite 810			
	Fort Worth, TX 76102			
	Rivercrest Royalties II, LLC	Unleased	4.19166720	2.46412800
	777 Taylor Street, Suite 810			
	Fort Worth, TX 76102			
	Diversified Rox Minerals, LLC	Unleased	4.11588940	2.41958100
	C/O MSW Royalties, LLC			
	306 West 7th Street, Suite 901			
	Fort Worth, TX 76102			
	BRD Royalty Holdings, LLC	Unleased	0.50624000	0.29760000
	2777 Stemmons Freeway, Suite 1133			
	Dallas, TX 75207			
	Amon G Carter Foundation	Unleased	0.97024060	0.57036900
	PO Box 1036			
	Fort Worth, TX 76101			
	Tract 3 Totals		15.82000000	9.30000000
	TOTAL COAL ESTATE UNLEASED		31.73000000	18.65000000

Exhibit "E" - Escrow Owners
VC-537193 Revised 5/31/2017

Tract	Lessor	Lease Status	Interest Within Unit	Gross Acreage in Unit
Gas Estate				
2	Tax Card ID - Minerals Only KRP Marcellus I, LLC 777 Taylor Street, Suite 810 Fort Worth, TX 76102	Unleased	6.07030140	3.56739900
	Rivercrest Royalties II, LLC 777 Taylor Street, Suite 810 Fort Worth, TX 76102	Unleased	4.21551360	2.47737600
	Diversified Rox Minerals, LLC C/O MSW Royalties, LLC 306 West 7th Street, Suite 901 Fort Worth, TX 76102	Unleased	4.13930470	2.43258950
	BRD Royalty Holdings, LLC 2777 Stemmons Freeway, Suite 1133 Dallas, TX 75207	Unleased	0.50912000	0.29920000
	Amon G Carter Foundation PO Box 1036 Fort Worth, TX 76101	Unleased	0.97576030	0.57343550
	Tract 2 Totals		15.91000000	9.35000000
	OR			
	EQT Production Company Attn: Tracy Coyne PO Box 23536 Pittsburgh, PA 15222	Lessee	15.91000000	9.35000000
	TOTAL GAS ESTATE		15.91000000	9.35000000

INSTRUMENT 170000859
 RECORDED IN THE CLERK'S OFFICE OF
 DICKENSON CIRCUIT COURT ON
 August 1, 2017 AT 02:32 PM
 RICHARD W. EDWARDS, CLERK
 RECORDED BY: CJB