

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
ELECTIONS: VCI-530448
(hereinafter "Subject Drilling Unit")

DOCKET NO. VGOB-17-0718-4139

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 July 28, 2017, and recorded as in Deed Book 549, Page 570 in the Office of the Clerk of the Circuit Court for Dickenson County, Virginia on August 14, 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 October 3, 2017, disclosing that it mailed to all parties listed on Exhibit B-3

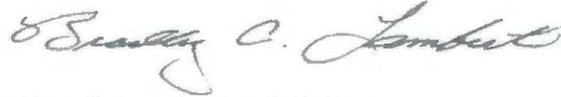
the Board Order by certified mail return receipt requested on August 23, 2017;

- (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 September 18, 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, 38 East Valley Street, Bristol, VA 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-530448.
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 Supplemental 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 12 day of October, 2017 by a majority of the Virginia Gas and Oil Board.



Chairman, Bradley C. Lambert

DONE AND PERFORMED this 12 day of October, 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 12th day of October, 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 Forced Pooling of Interests in VCI-530448, Docket No. VGOB-17-0718-4139 in the Ervinton District, Nora 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 July 28, 2017, by the Virginia Gas and Oil Board regarding the captioned conventional 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 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 Abingdon, 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, as unknown or unlocatable or such interest is the subject of a conflict:

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 coalbed methane 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 July 28, 2017:

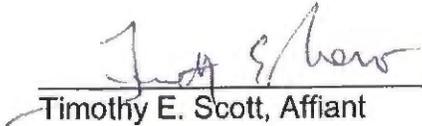
See Exhibit B-3

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 **are 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 3rd day of October, 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 3rd day of October, 2017.

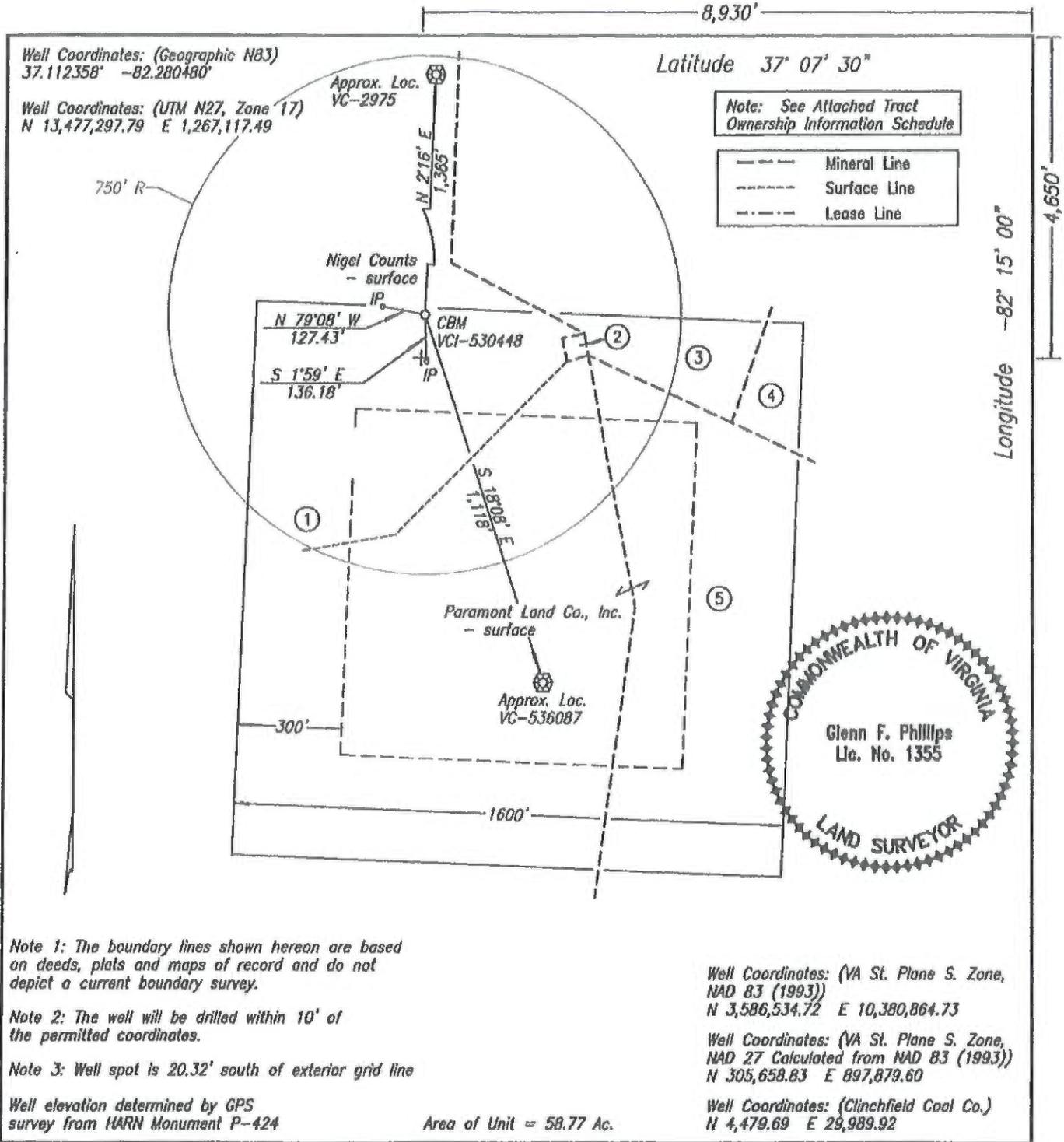


Notary Public

My commission expires: 5-19-2021

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WELL LOCATION PLAT NORA GRID AY-56

COMPANY EnerVest Operating, LLC WELL NAME AND NUMBER VCI-530448
 TRACT NO. T-261 ELEVATION 2,206.87' QUADRANGLE Nora
 COUNTY Dickenson DISTRICT Ervinton SCALE 1" = 400' DATE 5-05-2017

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

VCI-530448 PLAT
PRELIMINARY TRACT OWNERSHIP INFORMATION SCHEDULE
5/5/2017

1. T-261
 - E. S. Counts
 - 1500 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 39.34 Ac. 66.94%

2. Unleased
 - Dickenson County, Virginia - coal, oil, gas & CBM
 - 0.25 Acres
 - Gas 0.10 Ac. 0.17%

3. TC-180
 - Hagan & Rasnake
 - 1,388.30 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. - (CBM)
 - Lease No. 241710L
 - Jack Counts, et ux
 - Madeline Counts - oil & gas (CBM)
 - 32.00 Acres
 - Gas 2.52 Ac. 4.29%

4. TC-180
 - Hagan & Rasnake
 - 1,388.30 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. - (CBM)
 - Lease No. 241591L
 - Charles B. Counts et al. - oil & gas (CBM)
 - 32.42 Acres /140.58 Acres
 - Gas 1.27 Ac. 2.16%

5. T-352
 - E. J. Rasnick
 - 91.83 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 15.54 Ac. 26.44%

Exhibit "B"
VCI-530448

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 ID: 20441	Owner	66.94000000	39.34000000
2	Dickenson County Virginia School Board P.O. Box 1127 Clintwood, VA 24228 Tax ID: Minerals Only	Unleased	0.17000000	0.10000000
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 ID: 2538, 2537	Owner	4.29000000	2.52000000
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 ID: 2506	Owner	2.16000000	1.27000000
5	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 ID: 20532	Owner	26.44000000	15.54000000
TOTAL COAL ESTATE			100.00000000	58.77000000
Percentage of Unit Leased		99.83000000		
Percentage of Unit Unleased		0.17000000		
Acreage in Unit Leased		58.67000000		
Acreage in Unit Unleased		0.10000000		

Exhibit "B"
VCI-530448

Tract	Lessor	Lease Status	Interest Within Unit	Gross Acreage in Unit
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 ID: 20441	Owner	66.94000000	39.34000000
2	Dickenson County Virginia School Board P.O. Box 1127 Clintwood, VA 24228 Tax ID: Minerals Only	Unleased	0.17000000	0.10000000
3	Nigel Counts 7825 Laurinburg Rd Raeford, NC 28376 Tax ID: 2538, 2537	Leased	4.29000000	2.52000000
4	Tax ID: 2506 Charles B Counts 48359 Silver Lake Rd Macomb, MI 48042	Leased	1.08000000	0.63500000
	Cheri Lyn Simonenko 1516 Highland Dr Alvin, TX 77511	Leased	0.27000000	0.15875000
	Nicole Lyn Simonenko Connolly 5302 Huepers St Alvin, TX 77511	Leased	0.27000000	0.15875000
	Connie Counts Godfrey 1280 W Oro Grande Dr Pueblo West, CO 81007	Leased	0.54000000	0.31750000
	Tract 4 Totals		2.16000000	1.27000000
5	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 ID: 20532	Owner	26.44000000	15.54000000
	TOTAL GAS ESTATE		100.00000000	58.77000000
	Percentage of Unit Leased		99.83000000	
	Percentage of Unit Unleased		0.17000000	
	Acreage in Unit Leased		58.67000000	
	Acreage in Unit Unleased		0.10000000	

**Exhibit "B-3"
VCI-530448**

Tract	Lessor	Lease Status	Interest Within Unit	Gross Acreage in Unit
Gas Estate Only				
2	Dickenson County Virginia School Board P.O. Box 1127 Clintwood, VA 24228 Tax ID: Minerals Only	Unleased	0.17000000	0.10000000
TOTAL GAS ESTATE			0.17000000	0.10000000
Coal Estate Only				
2	Dickenson County Virginia School Board P.O. Box 1127 Clintwood, VA 24228 Tax ID: Minerals Only	Unleased	0.17000000	0.10000000
TOTAL COAL ESTATE			0.17000000	0.10000000

**Exhibit "E" - Escrow Owners
VCI-530448**

Tract	Lessor	Lease Status	Interest Within Unit	Gross Acreage in Unit
		Gas Estate Only		

NONE

INSTRUMENT 170001231
RECORDED IN THE CLERK'S OFFICE OF
DICKENSON CIRCUIT COURT ON
October 31, 2017 AT 11:34 AM
RICHARD W. EDWARDS, CLERK
RECORDED BY: CJB