

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: VC-536324
(hereinafter "Subject Drilling Unit")

DOCKET NO. VGOB-18-0220-4159

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 March 1, 2018, and recorded as Instrument No. 180000525 in the Office of the Clerk of the Circuit Court for Buchanan County, Virginia on March 26, 2018, (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 14, 2018, disclosing that it mailed to all parties listed on Exhibit B-3 the

Board Order by certified mail return receipt requested on April 4, 2018;

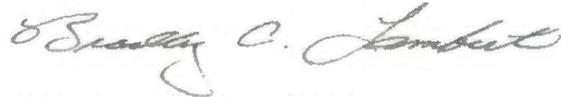
- (c) The Board Order required each Respondent whose interests, if any, were pooled by the terms of said Board Order to make his or her election within thirty (30) days after the date of mailing or recording, as applicable, of said Order; the Designated Operator has filed its affidavit dated May 14, 2018, 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. VC-536324.
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.

180000938

DONE AND EXECUTED this 15 day of May, 2018 by a majority of the Virginia Gas and Oil Board.



Chairman, Bradley C. Lambert

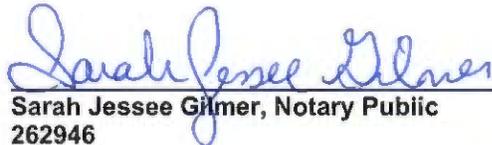
DONE AND PERFORMED this 15 day of May, 2018 by Order of the Virginia Gas and Oil Board.



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

COMMONWEALTH OF VIRGINIA
COUNTY OF RUSSELL

Acknowledged on this 15th day of May, 2018, 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 VC-536324, Docket No. VGOB-18-0220-4159 in the Prater District, Prater Quadrangle, Buchanan County, Virginia.

AFFIDAVIT OF TIMOTHY E. SCOTT, Attorney-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 and 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 March 1, 2018, 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, Timothy E. Scott, Attorney-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:

<u>Owner and Tract:</u>	<u>Election:</u>	<u>Interest:</u>
<u>Tract No. 1:</u>		
John M. Lamie, Esq. Trustee for Yellow Poplar Lumber Company	Carried Pursuant to Paragraph 9.3 of the March 1, 2018 Order	48.47500%

- 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 March 1, 2018:

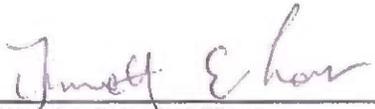
See Exhibit B-3

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

NONE

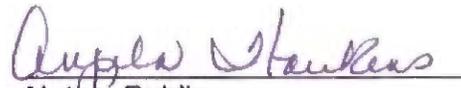
That pursuant to the provisions of 4VAC 25-160.70.A.10 and .C and VAC 25-160-80, annexed hereto and incorporated herein is a proposed supplemental order to be entered to complete the record regarding elections; that said annexed supplemental order sets forth that the services of the Escrow Agent are 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 14th day of May, 2018.



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 14th day of May, 2018.

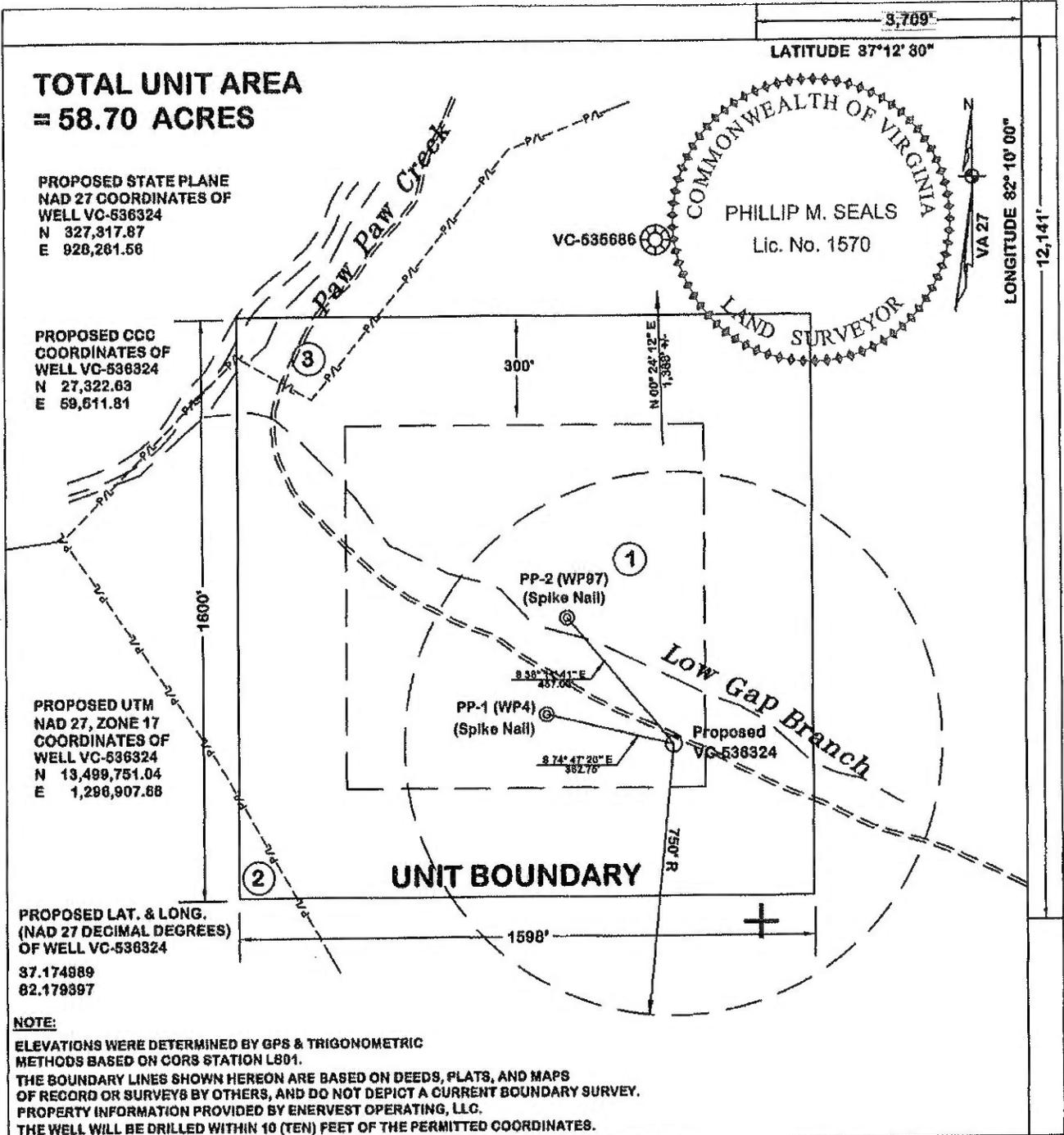


Notary Public

My commission expires: 4-16-20

[f:\msword2000\enervest\pooling.VC-536324.supporder&aff]





NOTE:

ELEVATIONS WERE DETERMINED BY GPS & TRIGONOMETRIC METHODS BASED ON CORS STATION L801.
 THE BOUNDARY LINES SHOWN HEREON ARE BASED ON DEEDS, PLATS, AND MAPS OF RECORD OR SURVEYS BY OTHERS, AND DO NOT DEPICT A CURRENT BOUNDARY SURVEY.
 PROPERTY INFORMATION PROVIDED BY ENERVEST OPERATING, LLC.
 THE WELL WILL BE DRILLED WITHIN 10 (TEN) FEET OF THE PERMITTED COORDINATES.

WELL LOCATION PLAT (Nora Grid AJ-74)

COMPANY EnerVest Operating, LLC WELL NAME OR NUMBER VC-536324
 TRACT NO. T2-42 QUADRANGLE Proter
 DISTRICT Proter
 WELL COORDINATES (VIRGINIA STATE PLANE 83) N 3,608,196.32 E 10,411,246.84
 ELEVATION 1610.53 METHOD USED TO DETERMINE ELEVATION: GPS & TRIG.
 COUNTY Buchanan SCALE: 1" = 400' DATE 1-16-18
 THIS PLAT IS A NEW PLAT ; 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.

[Signature]
 LICENSED LAND SURVEYOR

(AFFIX SEAL)

EXHIBIT PL-1**Property Ownership Information for EnerVest Operating LLC Well # VC-536324**

①

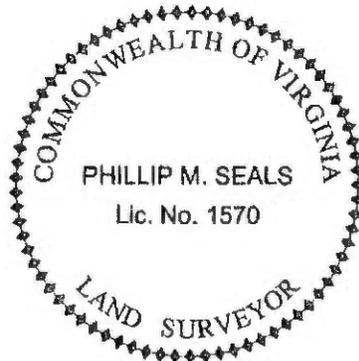
T2-42
 A.B. Nichols, et al.
 2066.22 ACRES
 HEARTWOOD FORESTLAND FUND IV, L.P. -Surface
 ACIN LLC - coal
 PARAMONT CONTURA, LLC - coal lessee
 WBRD LLC - coal
 DICKENSON--RUSSELL CONTURA, LLC - coal lessee
 OIL, GAS & CBM PARTIALLY LEASED:
 JOHN M. LAMIE, ESQ., TRUSTEE FOR THE YELLOW
 POPLAR LUMBER COMPANY - 1/2 Interest (unleased)
 ENERVEST ENERGY INSTITUTIONAL FUND XIV-A, L.P.,
 ENERVEST ENERGY INSTITUTIONAL FUND XIV-A1, L.P. &
 ENERVEST ENERGY INSTITUTIONAL FUND XIV-WIC, L.P. - 1/4 Interest
 WEYERHAEUSER COMPANY- 1/4 Interest (Lease No. 10089585)
 GAS 56.91 AC. 98.95 %

②

AGREEMENT NO. 00133
 CONTRACT NO. 30469
 J.E. ARRINGTON 165.85 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 0.51 AC. 0.87 %

③

LEASE NO. 243344L
 FURL NEWBERRY
 225.60 ACRES
 HEARTWOOD FORESTLAND FUND IV, L.P. -Surface
 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 1.28 AC. 2.18 %



180000933

Exhibit "B"
VC-536324
VGOB-18-0220-4159

Tract	Lessor	Lease Status	Interest Within Unit	Gross Acreage in Unit
Coal Estate Only				
1	<i>Tax ID - Minerals Only</i> 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	Owner	96.95000000	56.91000000
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 <i>Tax ID - Minerals Only</i>	Owner	0.87000000	0.51000000
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 <i>Tax ID - Minerals Only</i>	Owner	2.18000000	1.28000000
TOTAL COAL ESTATE			100.00000000	58.70000000
Percentage of Unit Leased		100.00000000	58.70000000	
Percentage of Unit Unleased		0.00000000		
Acreage in Unit Leased		58.70000000		
Acreage in Unit Unleased		0.00000000		

Exhibit "B"
VC-536324
VGOB-18-0220-4159

Tract	Lessor	Lease Status	Interest Within Unit	Gross Acreage in Unit
Gas Estate Only				
1	<i>Tax ID - Minerals Only</i> John M Lamie, Esq Trustee For Yellow Poplar Lumber Company PO Box 519 Abingdon, Va 24212	Unleased	48.47500000	28.45500000
	Weyerhaeuser Company PO Box 101700 Atlanta, Ga 30392	Leased	24.23750000	14.22750000
	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	Owner	24.23750000	14.22750000
	Tract 1 Totals		96.95000000	56.91000000
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 <i>Tax ID - Minerals Only</i>	Owner	0.87000000	0.51000000
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 <i>Tax ID - Minerals Only</i>	Owner	2.18000000	1.28000000
	TOTAL GAS ESTATE		100.00000000	58.70000000
	Percentage of Unit Leased		51.52500000	
	Percentage of Unit Unleased		48.47500000	
	Acreage in Unit Leased		30.24500000	
	Acreage in Unit Unleased		28.45500000	

180000933

Exhibit "B-3"
VC-536324
VGOB-18-0220-4159

Tract	Lessor	Lease Status	Interest Within Unit	Gross Acreage in Unit
Gas Estate Only				
1	<i>Tax ID - Minerals Only</i> John M Lamie, Esq Trustee For Yellow Poplar Lumber Company PO Box 519 Abingdon, Va 24212	Unleased	48.47500000	28.45500000
TOTAL GAS ESTATE			48.47500000	28.45500000

INSTRUMENT 180000933
RECORDED IN THE CLERK'S OFFICE OF
BUCHANAN COUNTY CIRCUIT COURT ON
May 30, 2018 AT 11:55 AM
BEVERLY S. TILLER, CLERK
RECORDED BY: VAH