

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-538567
(hereinafter "Subject Drilling Unit")

DOCKET NO. VGOB-18-1016-4189

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 December 4, 2018, and recorded in Deed Book 560, Page 486 in the Office of the Clerk of the Circuit Court for Dickenson County, Virginia on December 18, 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 February 18, 2019, disclosing that it mailed to all parties listed on Exhibit B-3 the Board Order by certified mail return receipt requested on December 21, 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 February 18, 2019, 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-538567.
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.

VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

IN RE: Application of EnerVest Operating, LLC, for the Forced Pooling of Interests in VCI-538567, Docket No. VGOB-18-1016-4189 in the Ervinton District, Nora Quadrangle, Dickenson County, Virginia.

AFFIDAVIT OF TIMOTHY E. SCOTT, Attorney-at-Law, Agent 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 December 4, 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:

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 December 4, 2018:

See Exhibit B-3

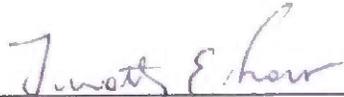
10. The Designated Operator requests that the following persons be dismissed as Respondents:

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

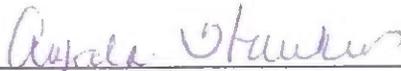
be entered to complete the record regarding elections; that said annexed supplemental order sets forth that the services of the Escrow Agent **are not required** in this matter pursuant to the terms of §§ 45.1-361.21.D and 45.1-361.22.A.3 and .4.

Dated at Kingsport, Tennessee, this 18th day of February, 2019.



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 18th day of February, 2019.



Notary Public

My commission expires: 4-6-20

[f:\msword2000\enervest\pooling.VCI-538567.supporder&aff]



DONE AND EXECUTED this 21 day of February, 2019 by a majority of the Virginia Gas and Oil Board.



Chairman, Bradley C. Lambert

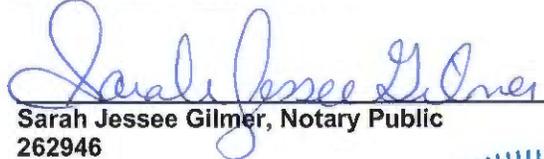
DONE AND PERFORMED this 21 day of February, 2019 by Order of the Virginia Gas and Oil Board.



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

COMMONWEALTH OF VIRGINIA
COUNTY OF RUSSELL

Acknowledged on this 21st day of February, 2019, 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



BEFORE THE VIRGINIA GAS AND OIL BOARD

IN RE:

**Application of EnerVest Operating, LLC
for the Pooling of Interests in
Well No. VCI-538567
Docket No. VGOB-18-1016-4189
Ervinton District, Nora Quadrangle,
Dickenson County, Virginia**

AFFIDAVIT OF MAILING

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

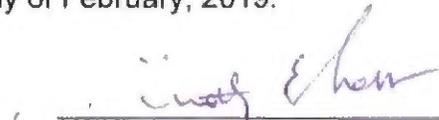
1. That the Affiant is an attorney and the Agent for EnerVest Operating, LLC, with offices located at 135 W. Main Street, Suite 200, Kingsport, Tennessee 37660; that your affiant, as one of his duties, is required to mail notices to persons required to be notified of hearings before and of decisions made by the Virginia Oil and Gas Board (hereinafter the "Board");

2. That Paragraph eighteen (18) of a Board Order made in the above-captioned matter effective as of the 4th day of December, 2018, and recorded in the Clerk's Office of the Circuit Court of Dickenson County, Virginia, on the 18th day of December, 2018 in Deed Book 560, Page 486 directed EnerVest Operating, LLC, or its Attorney to cause a copy of said Order as entered by the Board to be mailed to the last known address of each Respondent listed in Exhibit B-3 of the said Order within seven (7) days of receipt by the Unit Operator;

3. That your affiant mailed a copy of the Order referred to in Paragraph "2" above in compliance with the Board's Order by certified mail return receipt requested to the parties respondent named therein on December 21, 2018;

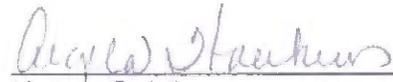
4. That Paragraph eight (8) of the Board's Order required that each owner to whom a copy of the Board's Order was mailed as described above deliver a written election to EnerVest Operating, LLC within thirty (30) days of the date on which copies of the Order were mailed by Timothy E. Scott, Agent for EnerVest Operating, LLC.

Dated at Kingsport, Tennessee, this 18th day of February, 2019.



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 18th day of February, 2019.

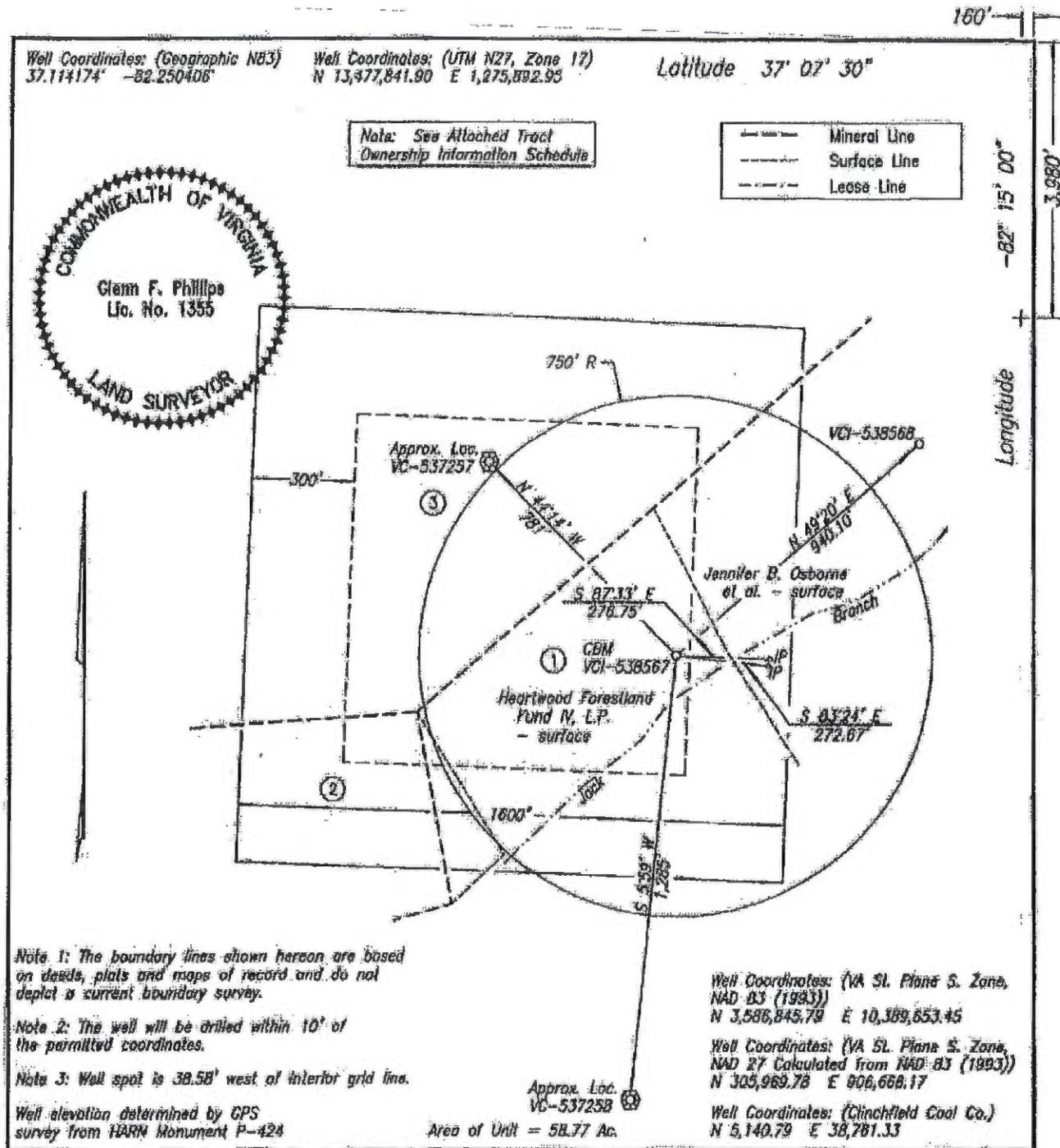


Notary Public

My commission expires: 4-6-20



[f:\msword2000\EnerVestpooling VCI-538567affidavit.mailing.elections February 18, 2019]



WELL LOCATION PLAT NORA GRID AX-61

COMPANY EnerVest Operating, LLC WELL NAME AND NUMBER VCI-538567
 TRACT NO. I-373 ELEVATION 1,804.94' QUADRANGLE Nora
 COUNTY Dickenson DISTRICT Ervinston SCALE 1" = 400' DATE 8-22-2018

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.

Form DGO-GO-7

Licensed Professional Engineer or Licensed Land Surveyor

Exhibit A

Glenn F Phillips

Digitally signed by Glenn F Phillips
 DN: cn=Glenn F Phillips, o=EnerVest Operating, LLC, email=glenn.f.phillips@enervest.com, c=US
 Date: 2018.08.22 14:04:00Z

VCI-538567 PLAT
 TRACT OWNERSHIP INFORMATION SCHEDULE
 8/22/2018

1. T-373
 J. C. Sutherland
 296.56 Acres
 ACIN LLC - coal
 Paramount 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-AI, L.P., &
 EnerVest Energy Institutional Fund XIV-WIC, L.P. - oil, gas & CBM
 Gas 23.22 Ac. 39.51%

2. Lease No.
 Theresa D. Scholz
 P/O 59.00 Acres
 Theresa D. Scholz - coal, oil & gas (CBM)
 Gas 5.58 Ac. 9.49%

3. T-372
 James H. Sutherland
 507.61 Acres
 ACIN LLC - coal
 Paramount 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-AI, L.P., &
 EnerVest Energy Institutional Fund XIV-WIC, L.P. - oil, gas & CBM
 Gas 29.97 Ac. 51.00%

Exhibit "B"
VCI-538567
Docket # 18-1016-4189

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 <i>Tax ID - Minerals Only</i>	Owner	39.51000000	23.22000000
2	<i>Tax ID - Minerals Only</i> Theresa D Sholz 6824 Bluegrass Drive Clerkston, MI 48346-1401	Unleased	9.49000000	5.58000000
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	51.00000000	29.97000000
TOTAL GAS ESTATE			100.00000000	58.77000000
Percentage of Unit Leased			90.51000000	
Percentage of Unit Unleased			9.49000000	
Acreage in Unit Leased			53.19000000	
Acreage in Unit Unleased			5.58000000	

Exhibit "B"
VCI-538567
Docket # 18-1016-4189

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 <i>Tax ID - Minerals Only</i>	Owner	39.51000000	23.22000000
2	<i>Tax ID - Minerals Only</i> Theresa D Sholz 6824 Bluegrass Drive Clarkston, MI 48346-1401	Unleased	9.49000000	5.58000000
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	51.00000000	29.97000000
TOTAL COAL ESTATE			100.00000000	58.77000000
Percentage of Unit Leased			90.51000000	
Percentage of Unit Unleased			9.49000000	
Acreage in Unit Leased			53.19000000	
Acreage in Unit Unleased			5.58000000	

Exhibit "B-3"
VCI-538567
Docket # 18-1016-4189

Tract	Lessor	Lease Status	Interest Within Unit	Gross Acreage in Unit
Gas Estate Only				
2	<i>Tax ID - Minerals Only</i> Therese D Sholz 6824 Bluegrass Drive Clarkston, MI 48346-1401	Unleased	9.49000000	5.58000000
TOTAL GAS ESTATE			9.49000000	5.58000000

INSTRUMENT 190000234
 RECORDED IN THE CLERK'S OFFICE OF
 DICKENSON CIRCUIT COURT ON
 MARCH 12, 2019 AT 08:39 AM
 RICHARD W. EDWARDS, CLERK
 RECORDED BY: CJB