

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-19-0618-4214
ELECTIONS: VCI-538691
(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 July 26, 2019, and recorded as Instrument No. 190001090 in the Office of the Clerk of the Circuit Court for Buchanan County, Virginia on August 5, 2019, (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 September 18, 2019, disclosing that it mailed to all parties listed on

Exhibit B-3 the Board Order by certified mail return receipt requested on August 8, 2019;

- (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 19, 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-538691.
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-538691, Docket No. VGOB-19-0618-4214 in the Prater District, Prater Quadrangle, Buchanan 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 July 26, 2019, 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 July 26, 2019:

See Exhibit B-3

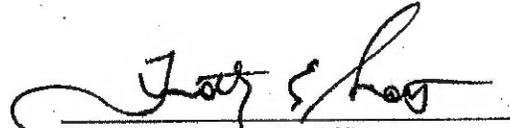
10. The Designated Operator requests that the following persons be dismissed as Respondents:

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 19th day of September, 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 19th day of September, 2019.


Notary Public

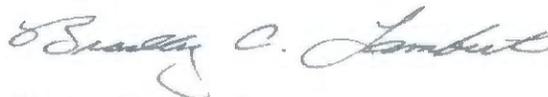
My commission expires: 4/1/2023

[f:\msword2000\enervest\2019\VC1-538691.supportorder&aff]



190001452

DONE AND EXECUTED this 30 day of September, 2019 by a majority of the Virginia Gas and Oil Board.



Chairman, Bradley C. Lambert

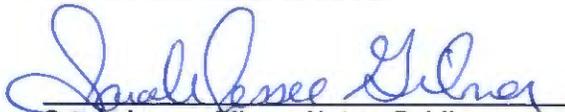
DONE AND PERFORMED this 30 day of September, 2019 by Order of the Virginia Gas and Oil Board.



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

COMMONWEALTH OF VIRGINIA
COUNTY OF RUSSELL

Acknowledged on this 30th day of September, 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-538691
Docket No. VGOB-19-0618-4214
Prater District, Prater Quadrangle,
Buchanan 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");

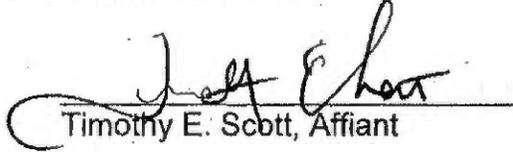
2. That Paragraph eighteen (18) of a Board Order made in the above-captioned matter effective as of the 26th day of July, 2019, and recorded in the Clerk's Office of the Circuit Court of Buchanan County, Virginia, on the 5th day of August 2019 as Instrument No. 190001090 directed EnerVest Operating, 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 August 8, 2019;

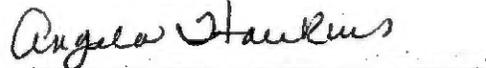
190001452

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 September, 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 September, 2019.

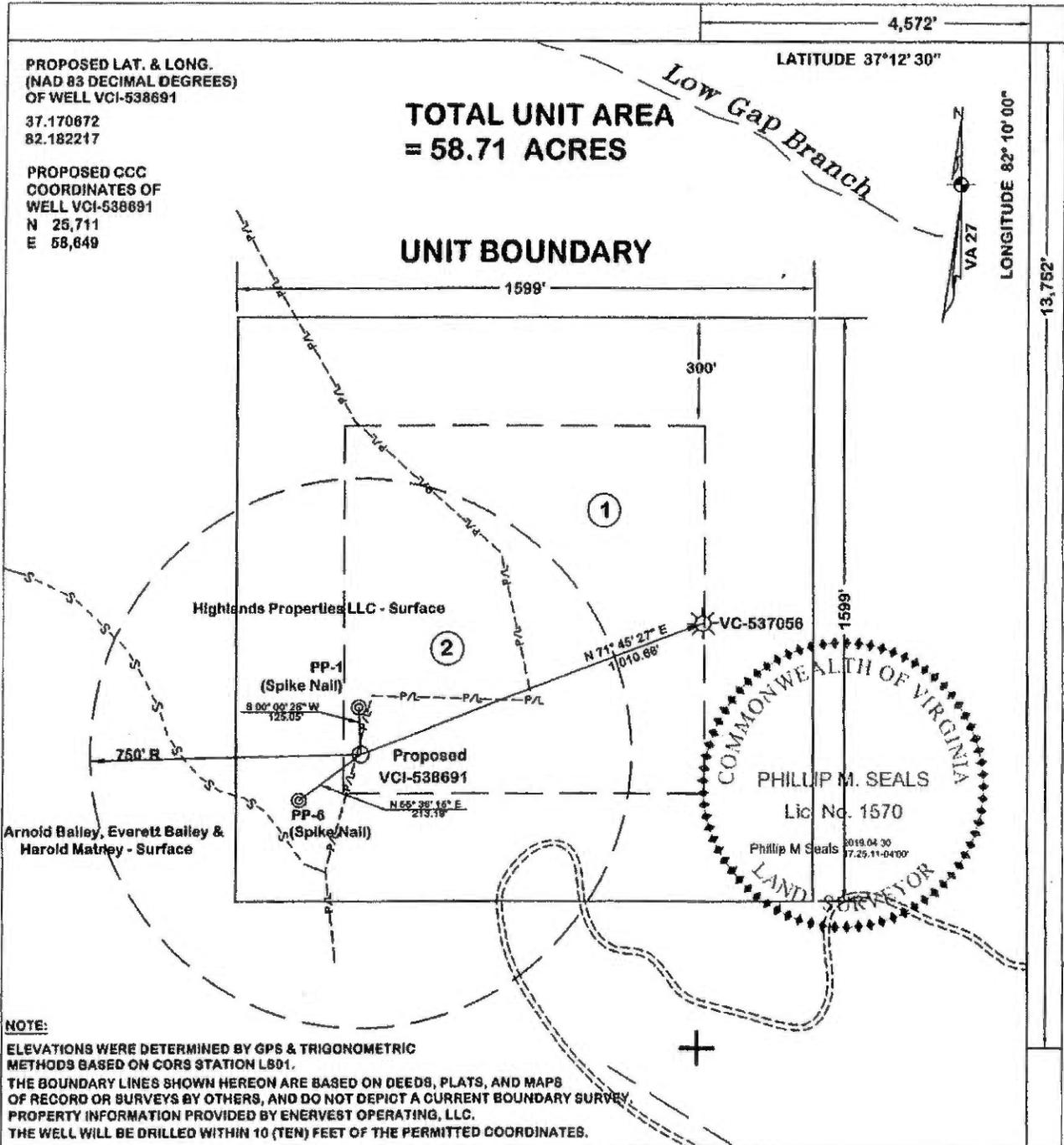

Notary Public

My commission expires: 4-6-20



[f:\msword2000\EnerVestpooling VCI-538691 affidavit.mailing.elections September 18, 2019]

SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY																
<ul style="list-style-type: none"> ■ Complete items 1, 2, and 3. ■ Print your name and address on the reverse so that we can return the card to you. ■ Attach this card to the back of the mailpiece, or on the front if space permits. 	<p>A. Signature <input checked="" type="checkbox"/> <i>Hamara Perkins</i> <input type="checkbox"/> Agent Addressee</p>																
<p>1. Article Addressed to:</p> <p style="text-align: center;">John M. Lamie, Esq. Trustee for Yellow Poplar Lumber Company PO Box 519 Abingdon, Virginia 24212</p>	<p>B. Received by (Printed Name) <i>G. Perkins</i> C. Delivery Date <i>8/12/19</i></p>																
<p>2400-R-549, 2400-R-550, 2400-R-551  9590 9402 4858 0032 3888 53</p>	<p>D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No</p>																
<p>2. Article Number (Transfer from service label) 7018 3090 0001 2923 7839</p>	<p>3. Service Type</p> <table border="0"> <tr> <td><input type="checkbox"/> Adult Signature</td> <td><input type="checkbox"/> Registered Mail™</td> </tr> <tr> <td><input type="checkbox"/> Adult Signature Restricted Delivery</td> <td><input type="checkbox"/> Registered Mail Restricted Delivery</td> </tr> <tr> <td><input type="checkbox"/> Certified Mail</td> <td><input checked="" type="checkbox"/> Return Receipt for Merchandise</td> </tr> <tr> <td><input type="checkbox"/> Certified Mail Restricted Delivery</td> <td><input type="checkbox"/> Signature Confirmation™</td> </tr> <tr> <td><input type="checkbox"/> Collect on Delivery</td> <td><input type="checkbox"/> Signature Confirmation Restricted Delivery</td> </tr> <tr> <td><input type="checkbox"/> Collect on Delivery Restricted Delivery</td> <td></td> </tr> <tr> <td><input type="checkbox"/> Insured Mail</td> <td></td> </tr> <tr> <td><input type="checkbox"/> Insured Mail Restricted Delivery (over \$500)</td> <td></td> </tr> </table>	<input type="checkbox"/> Adult Signature	<input type="checkbox"/> Registered Mail™	<input type="checkbox"/> Adult Signature Restricted Delivery	<input type="checkbox"/> Registered Mail Restricted Delivery	<input type="checkbox"/> Certified Mail	<input checked="" type="checkbox"/> Return Receipt for Merchandise	<input type="checkbox"/> Certified Mail Restricted Delivery	<input type="checkbox"/> Signature Confirmation™	<input type="checkbox"/> Collect on Delivery	<input type="checkbox"/> Signature Confirmation Restricted Delivery	<input type="checkbox"/> Collect on Delivery Restricted Delivery		<input type="checkbox"/> Insured Mail		<input type="checkbox"/> Insured Mail Restricted Delivery (over \$500)	
<input type="checkbox"/> Adult Signature	<input type="checkbox"/> Registered Mail™																
<input type="checkbox"/> Adult Signature Restricted Delivery	<input type="checkbox"/> Registered Mail Restricted Delivery																
<input type="checkbox"/> Certified Mail	<input checked="" type="checkbox"/> Return Receipt for Merchandise																
<input type="checkbox"/> Certified Mail Restricted Delivery	<input type="checkbox"/> Signature Confirmation™																
<input type="checkbox"/> Collect on Delivery	<input type="checkbox"/> Signature Confirmation Restricted Delivery																
<input type="checkbox"/> Collect on Delivery Restricted Delivery																	
<input type="checkbox"/> Insured Mail																	
<input type="checkbox"/> Insured Mail Restricted Delivery (over \$500)																	
<p>PS Form 3811, July 2015 PSN 7530-01-000-9053</p>	<p>Domestic Return Receipt</p>																



WELL LOCATION PLAT (Nora Grid AK-74)

COMPANY ENERVEST OPERATING, LLC WELL NAME OR NUMBER VCI-538691
TRACT NO. T2-42 QUADRANGLE Prater
DISTRICT Prater
WELL COORDINATES (VIRGINIA STATE PLANE 83) N 3,606,619.44 E 10,410,322.35
ELEVATION 2,106.05 METHOD USED TO DETERMINE ELEVATION: GPS & TRIG.
COUNTY Buchanan SCALE: 1" = 400' DATE 04-30-2019
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.

1585.25
Form DGO-GO-7
Rev. 1-98

[Signature]
LICENSED LAND SURVEYOR (AFFIX SEAL)

EXHIBIT PL-1
Property Ownership Information for Well # VCI-538691
PRELIMINARY

①

T2-42
A.B. Nichols, et al.
2068.22 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. 10089565)
GAS 41.68 AC. 70.99 %

②

LEASE NO. 450270005
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 17.03 AC. 29.01%

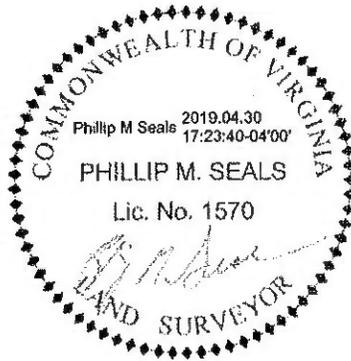


Exhibit "B"
VCI-538691
Docket Number: 19-0618-4214

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	35.49500000	20.84000000
	Weyerhaeuser Company PO Box 101700 Atlanta, Ga 30392	Leased	17.74750000	10.42000000
	EnerVest Energy Institutional Fund XIV-A, L.P. & EnerVest Energy Institutional Fund XIV-WIC, L.P. Attn: Kevin Miller 408 West Main Street Abingdon, VA 24210	Owner	17.74750000	10.42000000
	Tract 1 Totals		70.99000000	41.68000000
2	EnerVest Energy Institutional Fund XIV-A, L.P. & EnerVest Energy Institutional Fund XIV-WIC, L.P. Attn: Kevin Miller 408 West Main Street Abingdon, VA 24210 <i>Tax ID - Minerals Only</i>	Owner	29.01000000	17.03000000
	TOTAL GAS ESTATE		100.00000000	58.71000000
	Percentage of Unit Leased		64.50500000	
	Percentage of Unit Unleased		35.49500000	
	Acreage in Unit Leased		37.87000000	
	Acreage in Unit Unleased		20.84000000	

190001452

Exhibit "B"
VCI-538691
Docket Number: 19-0618-4214

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: Kevin Miller 408 West Main Street Abingdon, VA 24210	Owner	70.99000000	41.68000000
2	EnerVest Energy Institutional Fund XIV-A, L.P. & EnerVest Energy Institutional Fund XIV-WIC, L.P. Attn: Kevin Miller 408 West Main Street Abingdon, VA 24210 <i>Tax ID - Minerals Only</i>	Owner	29.01000000	17.03000000
TOTAL COAL ESTATE			100.00000000	58.71000000
Percentage of Unit Leased		100.00000000		
Percentage of Unit Unleased		0.00000000		
Acreage in Unit Leased		58.71000000		
Acreage in Unit Unleased		0.00000000		

Exhibit "B-3"
VCI-538691
Docket Number: 19-0618-4214

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	35.49500000	20.84000000
TOTAL GAS ESTATE			35.49500000	20.84000000

190001452

Exhibit "E" - Escrow Owners
VCI-538691
Docket Number: 19-0618-4214

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

None

TOTAL GAS ESTATE

0.00000000

0.00000000

INSTRUMENT 190001452
RECORDED IN THE CLERK'S OFFICE OF
BUCHANAN COUNTY CIRCUIT COURT ON
OCTOBER 7, 2019 AT 03:38 PM
BEVERLY S. TILLER, CLERK
RECORDED BY: CXE