

BEFORE THE VIRGINIA GAS AND OIL BOARD

Applicant:	EnerVest Operating, LLC)	
)	
Relief Sought:	Establish Drilling Unit and)	
	Pooling of Well No. 900104)	
)	
Legal Description:	John H. Duty Tract)	Docket Number:
	401.73 acres, more or less)	VGOB-18-0619-4181
	Prater District)	
	Prater Quadrangle)	
	Buchanan County, Virginia)	
)	
	(See Exhibit A for Specific)	
	Description))	

APPLICATION

SECTION 1. PARTIES

1.1 Applicant herein is EnerVest Operating, LLC, whose address is 408 West Main Street, Abingdon, Virginia 24210, and whose telephone number is (276) 628-9001. The attorney for Applicant is Timothy E. Scott having an address of 135 West Main Street, Suite 200, Kingsport, Tennessee, 37660, and whose telephone number is (423) 247-9376.

1.2 Applicant has the right to investigate, explore, prospect, drill for, and produce oil and/or gas underlying the drillsite tract depicted and set forth on Exhibit A attached hereto and made a part hereof. Exhibit A is a plat prepared by a licensed land surveyor or registered professional engineer showing the boundary and acreage of the Drilling Unit within which Applicant's well is proposed to be located (hereinafter referred to as the "Unit").

1.3 The names and last-known addresses of each person identified by Applicant as owning an interest of record in the oil and gas within the Unit are listed on Exhibit B, attached hereto and made a part hereof. Every individual or entity so identified as having an interest in the oil and gas in the Unit is being made a party to this application, whether known or unknown. Each of the individuals named in Exhibit B is being made a party if living; if any such individual is deceased, then the unknown heirs, devisees, executors, administrators, personal representatives, trustees and assignees, of any such deceased individual are made parties herein. Each of the entities listed in Exhibit B that is a corporation is being made a party if such entity continues to have legal existence, and if any such corporation is dissolved, then the unknown successors and assigns of such dissolved corporation are made parties herein. Each of the parties listed in Exhibit B that is an unincorporated association is being made a party if such entity continues to have legal existence, and if any such unincorporated association is dissolved or otherwise not in existence, then the unknown successors, trustees, and assigns of such unincorporated association are made parties herein.

SECTION 2. ALLEGATION OF FACTS

A. Pooling of Interests

2.1 Applicant hereby states that it is a "gas or oil owner" within the meaning of § 45.1-361.21 of the Code of Virginia, being the lessee of the oil and gas owner of the drillsite tract within the Unit. Applicant is the owner of the right to develop and produce oil and gas from all formations, from the surface to total depth drilled, underlying said tract of land, and to appropriate the oil and gas produced therefrom.

2.2 Applicant further states that there exists within the Unit (i) two or more separately owned tracts or (ii) separately owned interests in all or part of such Unit, within the meaning of § 45.1-361.21 A of the Code of Virginia.

2.3 Applicant further states that, as of the date of the filing of this application, it has been unable to procure a voluntary agreement from each oil and gas interest owners within the Unit, and thus is entitled to file this application to pool such interests. Those parties who have not entered into a voluntary agreement with Applicant are listed on Exhibit B-3 attached hereto and made a part hereof.

2.4 Applicant has proposed a plan of development and operation of the oil and gas formations underlying the Unit, such plan to be commenced by the drilling on the Unit of Applicant's proposed well, designated as the 900104 Well, for the production of oil and gas from the Unit.

2.5 A well work permit for the 900104 Well has been or will be submitted to the Department of Mines, Minerals and Energy.

2.6 Applicant has exercised due diligence to locate each of the oil and gas interest owners named herein on Exhibit B-3 and has made or is making a bona fide effort to reach an agreement with all parties as to pooling their oil and gas interest for the development and operation of the well involved herein. Simultaneously with the filing of this application, Applicant has provided notice, by certified mail, return receipt requested, to each of the parties set forth on Exhibit B pursuant to the provisions of § 45.1-361.19 of the Code of Virginia, being all parties known to the Applicant having an interest in the oil and gas underlying the Unit. Any owners whose identities or locations are unknown at the time of the filing of this application are shown on Exhibit B. Where the identity or location of any person or entity is unknown, then Applicant is unable to provide said persons or entities with written notice or personal service of this application. Any unknown or unlocatable owners, if any, in the Subject Drilling Unit are listed in Exhibit E. The oil and gas interests of such persons or entities, whether known or unknown, should be pooled for the development and operation of the Unit, so as to safeguard, protect, and enforce the correlative rights of oil and gas owners having interests within the Unit, and to prevent waste and avoid the drilling of unnecessary wells, thus allowing the orderly development of the oil and gas resources within the Unit.

B. Costs and Production

2.7 Applicant proposes to drill at the location depicted on the plat attached hereto as Exhibit A to an approximate depth of 5,304 feet to test for oil and gas from all formations from the base of the Lee, including but not limited to: Ravencloft, Maxon, Big Lime, Weir, Berea, Devonion Shale, and other associated formations know to the Nora Gas Field. Applicant estimates the cost for a well drilled to said depth to be \$500,350.00 if completed for production. Attached hereto and made a part hereof as Exhibit C is Applicant's Authority for Expenditure (AFE) which shows the estimated cost of drilling, completing, and equipping said well.

2.8 The estimated production over the life of the proposed well is 500 mmcf. Such figures regarding estimated production and the amount of any reserves for the proposed well are, however, estimates only that are not based upon actual production and should not be relied upon for any purpose.

SECTION 3. LEGAL AUTHORITY

3.1 The relief sought by this application is authorized by Virginia Code Annotated §45.1-361.20 and § 45.1-361.21 *et seq.* of the Code of Virginia and § 4 VAC 25-160-70 *et seq.* of the Gas and Oil Board Regulations of the Commonwealth of Virginia.

SECTION 4. RELIEF SOUGHT

4.1 Applicant requests the Board to enter an order as follows:

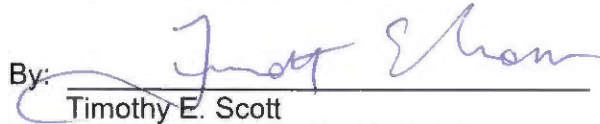
- a. Authorizing the drilling and operation of Applicant's proposed 900104 Well, as depicted on Exhibit A;
- b. Establishing a drilling unit as depicted on Exhibit A pursuant to § 45.1-361.20 of the Code of Virginia. Pooling all the interests of every individual and entity owning an interest in oil and gas within the Unit, whether known or unknown, and their known and unknown heirs, devisees, executors, administrators, personal representatives, trustees, successors, and assigns, for the drilling, development, and production of oil and gas from the Unit;
- c. Designating EnerVest Operating, LLC, Applicant herein, as the operator who will be authorized to drill, complete, and operate the well drilled in the Unit, and the right to market and sell oil and gas produced from the Unit and attributable to the interests pooled herein;
- d. Prescribing the conditions under which the parties listed on Exhibit B-3 shall have the right to elect: (i) to sell or lease his gas or oil ownership to said operator on such terms as the parties may agree, or if unable to agree, upon such terms as are set forth by the Board in its order; (ii) to become a working interest owner by participating in the risk and cost of the well; or (iii) to participate in the operation of the well as a nonparticipating operator on a carried basis;
- e. Providing that all reasonable costs and expenses of drilling, completing, equipping, operating, plugging and abandoning the well to be drilled within the Unit shall be borne, and all production therefrom shared, by all participating parties in the proportion which their working interest bears to the total acreage in the Unit;

f. Establishing a reasonable fee for the Applicant as operator for operating costs, including a reasonable supervision fee, which shall include routine maintenance of the well and all accounting necessary to pay all expenses, royalties, and amounts due working interest owners, which fee shall be borne by all parties who elect to participate as a working interest owner or as a carried interest owner; and

g. Granting such other relief as is merited by the evidence and is just and equitable, whether or not such relief has been specifically requested herein.

Dated this 18th day of May, 2018.

EnerVest Operating, LLC

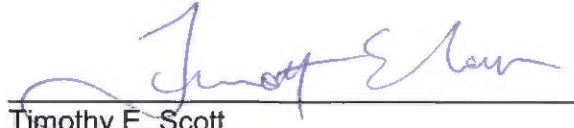
By: 

Timothy E. Scott
135 West Main Street, Suite 200
Kingsport, Tennessee 37660
(423)247-9376

Attorney for Applicant

VERIFICATION

The foregoing application to the best of my knowledge, information, and belief is true and correct.

A handwritten signature in blue ink, appearing to read "Timothy E. Scott", is written over a horizontal line.

Timothy E. Scott
Attorney at Law

[c:\msword2000\enervest\2018\pooling.well no. 900104.application June 2018]

to share in the operation (including the sharing in all reasonable costs of the drilling of the well and development of the unit) at a rate of payment mutually agreed to by the person making the election hereunder and the designated operator herein; or (3) to share in the operation of the well as a nonparticipating operator on a carried basis after the proceeds allocable to such person's share equal the following:

In the case of a leased tract, 300 percent of the share of the costs allocable to such person's interest; or

In the case of an unleased tract, 200 percent of the share of costs allocable to such person's interest;

c. Providing that any person named herein who does not make a timely written election under the terms of the Order to be entered herein shall be deemed to have leased his oil, gas and coalbed methane interest in the subject drilling unit to the operator designated herein at a rate to be established by the Board;

d. Designating Applicant, EnerVest Operating, L.L.C., as Operator; providing that the Operator shall have the right to drill, develop, produce, market and sell oil, gas and coalbed methane produced from the subject drilling unit; granting the Operator the right to market and sell oil, gas and coalbed methane produced from the subject drilling unit which is attributable to the conflicting claims and interest pooled herein; providing that the Operator shall have an operator's lien on the oil, gas and coalbed methane estate and rights owned or claimed by the unleased persons named herein in the subject drilling unit; and granting the Operator the right to drill at any legal or specially permitted location on the subject drilling unit;

e. Making any necessary provision for the escrow of funds pursuant to Va. Code Ann. § 45.1-361.22;

f. Providing that the Order to be entered herein shall expire two (2) years from the date of its issuance if operations for the development of the subject drilling unit have not commenced by said date; but further providing that if operations have commenced during said two year period, then said order shall remain in effect for so long as operations continue on the subject drilling unit;

g. Providing that the conduct of operations on any tract in the subject drilling unit shall be deemed to be the conduct of operations on all tracts in the drilling unit; and providing that the production allocated to any tract in the pooled drilling unit shall be in the same proportion as the acreage of that tract bears to the total acreage in the drilling unit; and

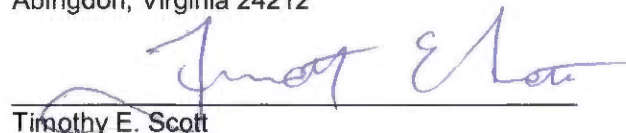
h. Granting such other relief as is merited by the evidence and is just and equitable, whether or not such relief has been specifically requested herein.

NOTICE IS FURTHER GIVEN that this cause has been set for hearing and the taking of evidence before the Board at **9:00 a.m. on June 19, 2018** at the **Russell County Conference Center, Highland Drive**, Lebanon, Virginia, and that notice will be published as required by the law and the rules of the Board.

NOTICE IS FURTHER GIVEN that you may attend this hearing, with or without an attorney, and offer evidence or state any comments you have. The Board rules require that any written objections you wish to file must be filed with the Board at least 10 days before the hearing. For further information, contact the Virginia Gas and Oil Board, State Gas and Oil Inspector, Department of Mines, Minerals and Energy, Division of Gas and Oil, 135 Highland Drive, Lebanon, Virginia, 24266, (276) 415-9650 or the Applicant at the address shown below.

DATED this 18th day of May, 2018.

EnerVest Operating, L.L.C.
408 West Main Street
Abingdon, Virginia 24212




Timothy E. Scott
Counsel for
EnerVest Operating, L.L.C.
135 West Main Street
Suite 200
Kingsport, Tennessee 37660
(423) 247-9376

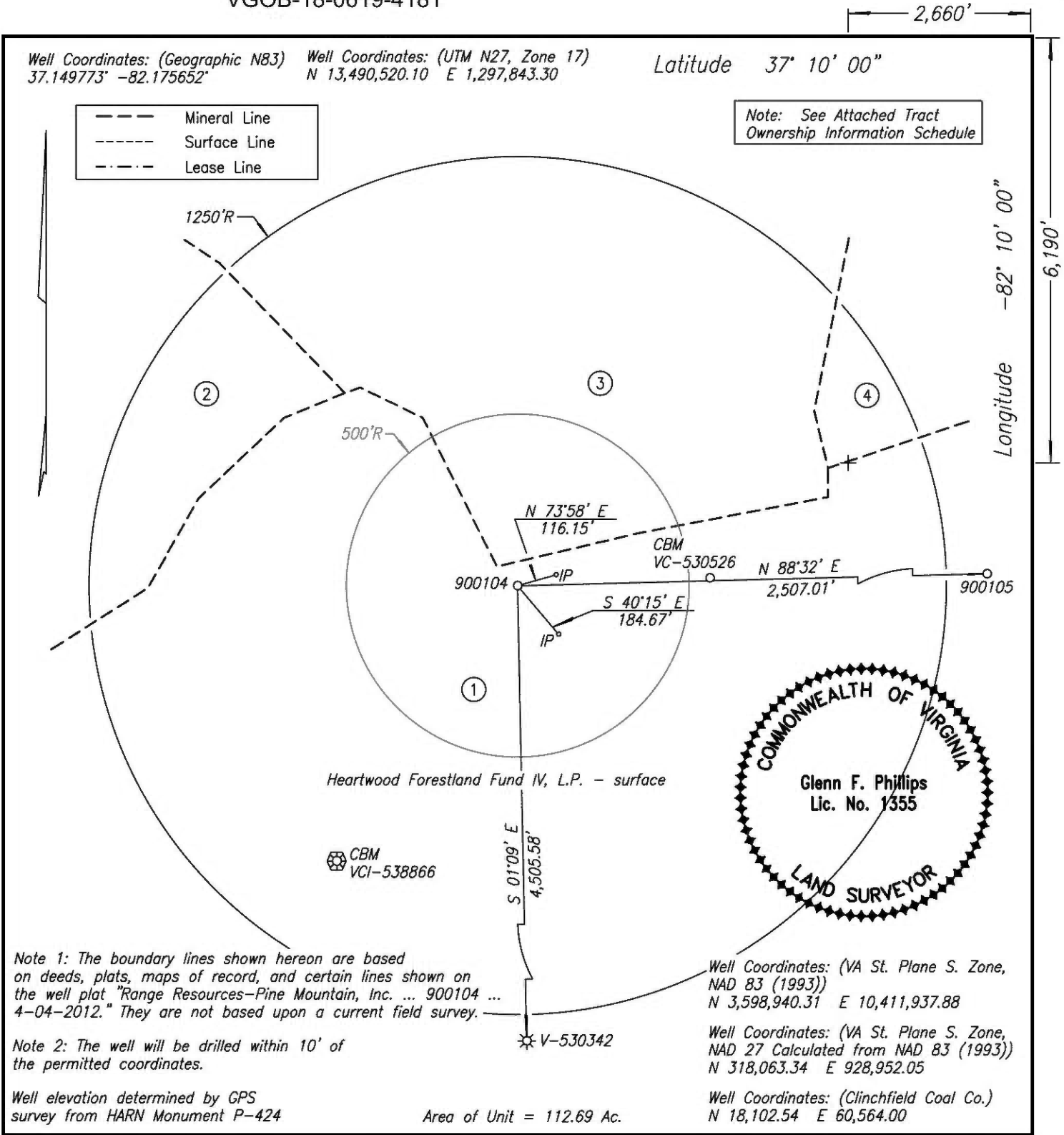
CERTIFICATE OF SERVICE

I, Timothy E. Scott, of Counsel for EnerVest Operating, L.L.C., hereby certify that I have on this, the 18th day of May, 2018, caused the foregoing notice and application to be served upon parties listed herein, at their address, by certified mail, return receipt requested.

Dated this 18th day of May, 2018.



Timothy E. Scott
Attorney at Law



WELL LOCATION PLAT NORA GRID AP-75

COMPANY EnerVest Operating, LLC WELL NAME AND NUMBER 900104
 TRACT NO. John H. Duty ELEVATION 1,961.32' QUADRANGLE Prater
 COUNTY Buchanan DISTRICT Prater SCALE 1" = 400' DATE 4-04-2018

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.

900104 PLAT
TRACT OWNERSHIP INFORMATION SCHEDULE
4/4/2018

- 1 . John H. Duty
 401.73 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-A1, L.P., &
 EnerVest Energy Institutional Fund XIV-WIC, L.P. - oil & gas
 Gas 71.47 Ac. 63.42%

- 2 . Andrew Thomas
 110.27 Acres
 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
 Gas 7.25 Ac. 6.43%

- 3 . James Thomas
 90 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-A1, L.P., &
 EnerVest Energy Institutional Fund XIV-WIC, L.P. - oil & gas
 Gas 32.04 Ac. 28.43%

- 4 . T2-42
 A. B. Nichols et al.
 2,068.22 Acres
 ACIN LLC - coal
 Paramount Contura, LLC - coal lessee
 WBRD LLC - coal
 Dickenson-Russell Contura, LLC - coal lessee
 Oil & gas:
 John M. Lamie, Esq., Trustee for Yellow Poplar Lumber Co. - 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 1.93 Ac. 1.72%

Exhibit "B"
900104
VGOB-18-0619-4181

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: Minerals Only	Owner	63.42000000	71.47000000
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 Tax ID: Minerals Only	Owner	6.43000000	7.25000000
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: Minerals Only	Owner	28.43000000	32.04000000
4	<i>Tax ID - Minerals Only</i> John M Lamie, Esq Trustee For Yellow Poplar Lumber Company PO Box 519 Abingdon, Va 24212	Unleased	0.86000000	0.96500000
	Weyerhaeuser Company PO Box 101700 Atlanta, Ga 30392	Leased	0.43000000	0.48250000
	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	0.43000000	0.48250000
	Tract 4 Totals		1.72000000	0.66000000
	TOTAL GAS ESTATE		100.00000000	112.69000000
	Percentage of Unit Leased		99.14000000	111.72500000
	Percentage of Unit Unleased		0.86000000	
	Acreage in Unit Leased		111.72500000	
	Acreage in Unit Unleased		0.96500000	

Exhibit "B-3" - Unleased Owners

900104

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Tract	Lessor	Lease Status	Interest Within Unit	Gross Acreage in Unit
Gas Estate Only				
4	<i>Tax ID - Minerals Only</i> John M Lamie, Esq Trustee For Yellow Poplar Lumber Company PO Box 519 Abingdon, Va 24212	Unleased	0.86000000	0.96500000
TOTAL GAS ESTATE			0.86000000	0.96500000

Company: EnerVest Operating, LLC.

Virginia Gas And Oil Template -- Estimate Authorization For Expenditure (AFE)

AFE #

Well Name: 900104

Location: Buchanan, VA

Expected Pay Zones: Ravencliff, Big Lime, Weir, & Berea

Proposed Work: DRILL, COMPLETE AND PLACE INTO PRODUCTION

Property #

Version # 1

Field: NORA FIELD

Completed By: TEAM

Operator: EnerVest Operating, LLC.

Date: 5/17/2018

Estimated Total Depth: 5,304 FT

AAPG Class: DEVELOPMENT

Participant(s): EnerVest Operating, LLC.

W.I. 100%

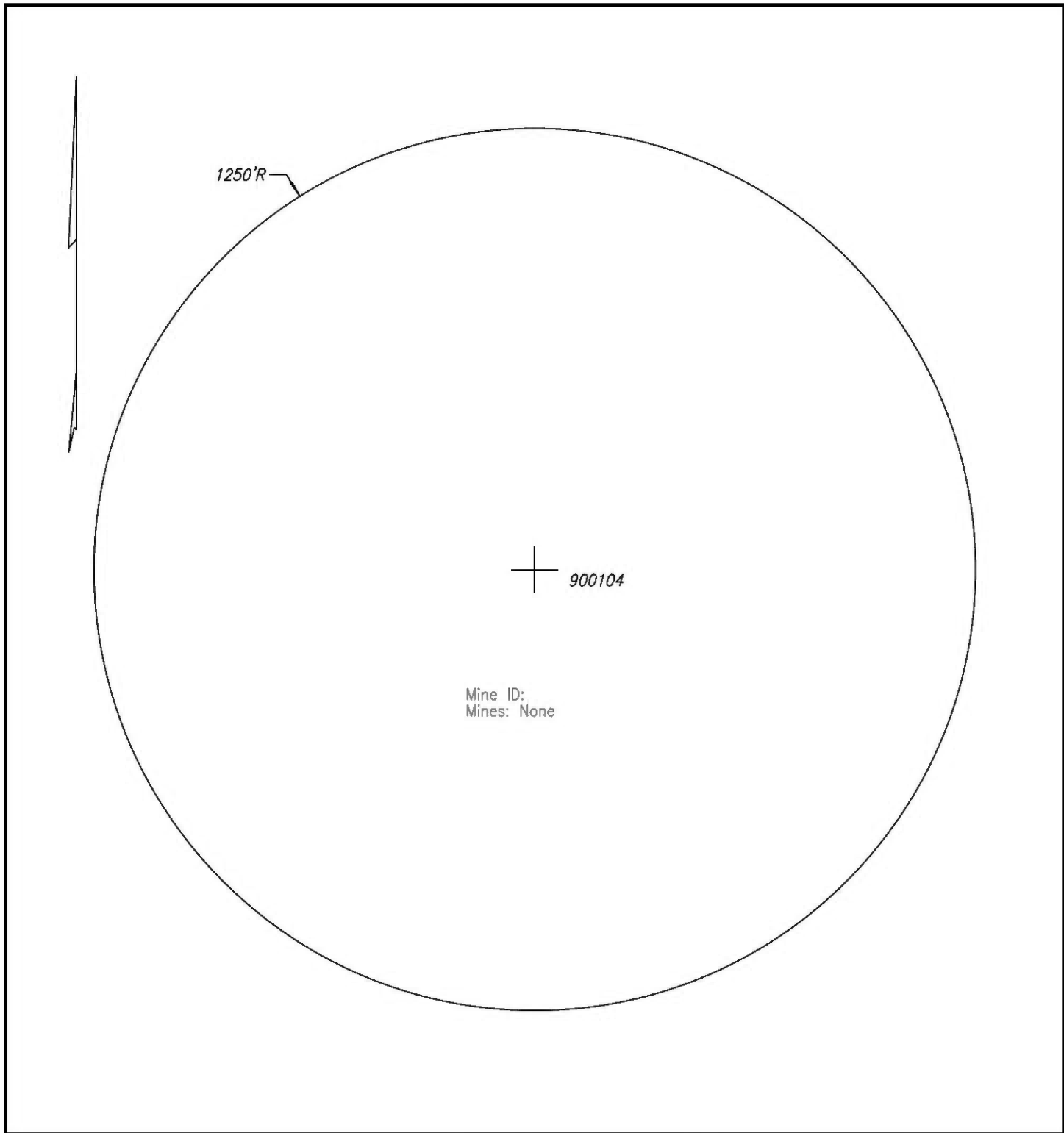
Amount:

\$500,350

	Description	Casing Point	Completion	Total Cost	
	Leasehold Costs	\$0	\$0	\$0	
	Permit / Title Opinion / Survey / Insurance	\$7,000	\$0	\$7,000	
	Building Location/Materials	\$28,000	\$5,000	\$33,000	
	Roads / Stone / Culverts	\$15,000	\$0	\$15,000	
	Surface Damages	\$0	\$0	\$0	
	Drilling - Footage	\$83,600	\$0	\$83,600	
	Drilling - Mobilization	\$0	\$0	\$0	
	Drilling - Dayrate	\$6,000	\$0	\$6,000	
	Mud & Chemicals (Drilling)	\$0	\$0	\$0	
	Fuel	\$0	\$0	\$0	
I	Cement Services	\$18,000	\$0	\$18,000	
T	Open Hole Logging & Testing	\$11,000	\$15,000	\$26,000	
A	Trucking / Dozer (Drilling)	\$4,000	\$0	\$4,000	
N	Rental Tools & Equipment (Drilling)	\$500	\$0	\$500	
G	Drilling - Bits	\$0	\$0	\$0	
I	Technical Supervision (Drilling)	\$0	\$0	\$0	
B	Fresh Water Hauling (Drilling)	\$4,000	\$0	\$4,000	
L	Overhead Rate	\$2,000	\$6,000	\$8,000	
E	Misc. & Contingencies (Insurance)	\$500	\$0	\$500	
S	Location Rds/Stone/Culverts	\$0	\$1,000	\$1,000	
	Trucking / Dozer (Completion)	\$0	\$5,500	\$5,500	
	Technical Supervision (Completion)	\$0	\$0	\$0	
	Cased Hole Logging / Perforating	\$0	\$21,000	\$21,000	
	Stimulation / Fracturing	\$0	\$85,000	\$85,000	
	Completion Rig	\$0	\$12,000	\$12,000	
	Reclamation & Damages	\$12,000	\$13,000	\$25,000	
	Haul Pit Water / Disposal	\$0	\$3,000	\$3,000	
	Cement Production Casing	\$0	\$0	\$0	
	Rental Tools & Equipment (Completion)	\$0	\$5,000	\$5,000	
	Fresh Water Hauling (Completion)	\$0	\$5,000	\$5,000	
	Roustabout Labor	\$2,500	\$5,000	\$7,500	
	Environmental & Safety	\$500	\$500	\$1,000	
	TOTAL INTANGIBLES	\$194,600	\$182,000	\$376,600	
		Casing Point	Completion	Total Cost	
T	" Conductor	Ft	\$1,100	\$0	\$1,100
A	" 26 lb/ft LS Surface Csg	Ft	\$6,000	\$0	\$6,000
N	" 19 lb/ft LS Intermediate Csg	Ft	\$25,700	\$0	\$25,700
G	4½" 9.5 lb/ft M-65 Production Csg	Ft	\$0	\$33,000	\$33,000
I	4½" 10.5 lb/ft M-65 Production Csg	Ft	\$0	\$0	\$0
B	2-3/8 " 4.7 lb/ft J55 8rd Production Tubing	Ft	\$0	\$18,900	\$18,900
L	Wellhead Equipment / Fittings	\$3,400	\$12,000	\$15,400	
E	Tank Battery	\$0	\$4,500	\$4,500	
S	Separator / Heater / Treater	\$0	\$7,050	\$7,050	
	Gas Lift Equipment	\$0	\$1,000	\$1,000	
	Rods / Stuffing Box	\$0	\$0	\$0	
	Downhole Pump	\$0	\$0	\$0	
	Pumping Unit / Motor	\$0	\$0	\$0	
	Electric Service & Equipment	\$0	\$0	\$0	
	Valves & Fittings	\$0	\$0	\$0	
	Flow Line labor/material	\$0	\$7,400	\$7,400	
	Sales line labor/mat/row	\$0	\$3,700	\$3,700	
	TOTAL TANGIBLES	\$36,200	\$87,550	\$123,750	
GRAND TOTAL WELL COST		\$230,800	\$269,550	\$500,350	
Plugging & Abandonment		\$30,000			
		Production Costs :	\$500,350	Dry Hole Costs :	
				\$260,800	

Operations	<i>Ta Lark</i>	Date	<i>5/17/18</i>
Engineering	<i>C. M. Randolph</i>	Date	<i>5/17/18</i>
Geology	<i>Gen Jan</i>	Date	<i>5/17/18</i>
Land	<i>Monte Alvar</i>	Date	<i>5/17/18</i>

THIS IS AN ESTIMATE OF PROJECTED WELL DRILLING, COMPLETION, EQUIPMENT AND PIPELINE COSTS. THESE ESTIMATES ARE PROJECTIONS ONLY AND ACTUAL BILLED COSTS MAY VARY FROM WELL TO WELL DEPENDING UPON ACTUAL FINAL DEPTH AND OTHER FACTORS INCLUDING, BUT NOT LIMITED TO, SEASONAL MATERIAL COSTS, WEATHER CONDITIONS, AND UNFORESEEN RIGHT-OF-WAY PROBLEMS.



WELL & MINE LOCATION MAP NORA GRID AP-75

COMPANY EnerVest Operating, LLC WELL NAME AND NUMBER 900104
QUADRANGLE Prater PERMIT NO. _____ SCALE 1" = 400' DATE 4-04-2018

NOTE: The mine locations are approximate locations taken from downloaded DMME data.
The maps are to be used for anticipated drilling hazards only.

Exhibit L