

MINUTES

STATE MINERAL AND ENERGY BOARD

REGULAR MEETING AND LEASE SALE

JANUARY 13, 2016

STATE MINERAL AND ENERGY BOARD
REGULAR MEETING AND LEASE SALE MINUTES
JANUARY 13, 2016

A Regular Meeting and Lease Sale of the State Mineral and Energy Board was held on Wednesday, January 13, 2016, beginning at 11:06 a.m. in the LaBelle Room, First Floor, LaSalle Office Building, Baton Rouge, Louisiana, subject to the call of the Governor and Ex-Officio Chairman.

Mr. Thomas L. Arnold, Jr., Chairman, called the meeting to order. He then requested Ms. Stacey Talley, Deputy Assistant Secretary, to call the roll for the purpose of establishing a quorum.

Thomas L. Arnold, Jr., Chairman
W. Paul Segura, Jr., Vice-Chairman
Beverly Hodges on behalf of Stephen Chustz, DNR Secretary
Emile B. Cordaro
Darryl D. Smith
Dan Brouillette
Theodore M. "Ted" Haik, Jr.

The following members of the Board were recorded as absent:

Governor John Bel Edwards
Thomas W. Sanders
Robert "Michael" Morton
Louis J. Lambert

Ms. Talley announced that seven (7) members of the Board were present and that a quorum was established.

Also recorded as present were:

Victor Vaughn, Geologist Administrator-Geological & Engineering Division, and
Executive Officer to the State Mineral and Energy Board
Stacey Talley, Deputy Assistant Secretary of the Office of Mineral Resources
Rachel Newman, Director-Mineral Income Division
Frederick Heck, Director-Petroleum Lands Division
Emile Fontenot, Assistant Director-Petroleum Lands Division
James Devitt, Deputy General Counsel-Department of Natural Resources
Ryan Seidemann, Assistant Attorney General

The Chairman stated that the first order of business was the approval of the December 9, 2015 Minutes. A motion was made by Mr. Segura to adopt the Minutes as submitted and to waive reading of same. His motion was seconded by Mr. Haik and unanimously adopted by the Board. (No public comment was made at this time.)

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The Chairman then stated that the next order of business would be the adoption of the Committee recommendations. Upon motion of Mr. Segura, seconded by Mr. Haik, the recommendations of the following respective Committees regarding their reports were unanimously adopted by resolutions of the Board. (No public comment was made at this time.)

Lease Review Committee
Nomination and Tract Committee
Audit Committee
Legal and Title Controversy Committee
Docket Review Committee

The reports and resolutions are hereby attached and made a part of the Minutes by reference.

Upon motion of Mr. Segura, seconded by Mr. Smith, and unanimously adopted by the Board, the Board recessed its regular meeting at 11:07 a.m. to go into executive session for technical briefing in order to consider matters before the Board which were confidential in nature.

Mr. Cordaro recused himself from executive session in reference to any discussion concerning the lignite lease received at today's lease sale.

During the technical briefing, the Board conferred with staff personnel concerning the merit of the bids that were submitted and opened earlier today at a public meeting*, based on geological, engineering and other confidential data and analyses available to the Board and staff, after which, upon motion of Mr. Segura, seconded by Mr. Smith, and unanimously adopted by the Board, the Board reconvened in open session at 11:33 a.m.

***The Minutes of the Opening of the Bids Meeting are hereby attached and made a part of the Minutes by reference.**

The Chairman stated that the next order of business was the awarding of the leases and called on Mr. Victor Vaughn to present the staff's recommendations to the Board.

Mr. Cordaro again recused himself in reference to any discussion concerning the lignite lease received at today's lease sale.

Mr. Victor Vaughn reported that Staff recommends the lignite lease be accepted and all bids be accepted on all other tracts.

Based upon recommendations announced by Mr. Victor Vaughn, the following action was then taken by the Board. Leases awarded were conditioned on tract descriptions being accurate, overlapped prior leases being subtracted from acreage bid on, acreage amount being verified and agreed between bidder and state and portion bids verified as being located within advertised boundary of tracts. (No public comment was made at this time.)

Upon motion of Mr. Segura, seconded by Mr. Haik, the Board voted unanimously to accept the staff's recommendations for the following:

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1. Award a lease on a portion of Tract 44487, said portion being 69.480 acres, more particularly described in said bid and outlined on accompanying plat, to Krewe Energy, LLC.
2. Award a lease on a portion of Tract 44488, said portion being 60.470 acres, more particularly described in said bid and outlined on accompanying plat, to Krewe Energy, LLC.
3. Award a lease on Tract 44489 to Acadian Land Services, L.L.C.
4. Award a lease on Tract 44490 to Square Mile Energy, L.L.C.
5. Award a lease on a portion of Tract 44491, said portion being 6.087 acres, more particularly described in said bid and outlined on accompanying plat, to Hilcorp Energy I, L.P.
6. Award a lease on Tract 44497 to Antrim Exploration, L.L.C.
7. Award a lignite lease on Tract 44498 to Oxbow Lignite Company, LLC
8. Award a lease on Tract 44499 to JM Exploration Company, L.L.C.

This concluded the awarding of the leases.

The following announcements were then made:

Ms. Talley stated that "the total for today's Lease Sale is \$307,629.73, bringing the fiscal year total to just under \$4.5 million."

Happy birthday was wished for Mr. Chustz on his upcoming January 28th birthday.

The Chairman then stated there being no further business to come before the Board, upon motion of Mr. Segura, seconded by Mr. Brouillette, the meeting was adjourned at 11:36 a.m.

Respectfully submitted,



Victor M. Vaughn
Executive Officer
State Mineral and Energy Board

THE FOLLOWING OPENING OF SEALED
BIDS MEETING MINUTES, COMMITTEE
REPORTS AND RESOLUTIONS WERE
MADE A PART OF THE JANUARY 13,
2016 STATE MINERAL AND ENERGY
BOARD REGULAR MEETING AND LEASE
SALE MINUTES BY REFERENCE

STATE MINERAL AND ENERGY BOARD
OPENING OF SEALED BIDS MINUTES
JANUARY 13, 2016

A public meeting for the purpose of opening sealed bids was held on Wednesday, January 13, 2016, beginning at 8:34 a.m. in the LaBelle Room, First Floor, LaSalle Office Building, Baton Rouge, Louisiana.

Recorded as present were:

Victor Vaughn, Geologist Administrator-Geological & Engineering Division, and
Executive Officer to the State Mineral and Energy Board
Stacey Talley, Deputy Assistant Secretary of the Office of Mineral Resources
Rachel Newman, Director-Mineral Income Division
Frederick Heck, Director-Petroleum Lands Division
Emile Fontenot, Assistant Director-Petroleum Lands Division
James Devitt, Attorney-DNR Office of the Secretary

Mr. Victor Vaughn presided over the meeting. He then read the letter of notification certifying the legal sufficiency of the advertisement of tracts which had been published for lease by the Board at today's sale. Mr. Vaughn read the letter as follows:

January 13, 2016

**TO: MEMBERS OF THE STATE MINERAL AND ENERGY BOARD AND
REPRESENTATIVES OF THE OIL AND GAS INDUSTRY**

Ladies and Gentlemen:

Certified proofs of publication have been received in the Office of Mineral Resources on behalf of the State Mineral and Energy Board for the State of Louisiana from the "Advocate," official journal for the State of Louisiana, and from the respective parish journals as evidence that Tract Nos. 44487 through 44499, have been advertised in accordance with and under the provisions of Chapter 2, Title 30 of the Revised Statutes of 1950, as amended.

Yours very truly,

(Original signed)

Emile Fontenot
Assistant Director
Petroleum Lands Division

Mr. Vaughn then stated that there were no letters of protest received for today's Lease Sale.

For the record, Mr. Vaughn stated that there were no tracts to be withdrawn from today's Lease Sale.

The following bids were then opened and read aloud to the assembled public by Mr. Emile Fontenot.

OFFSHORE TRACTS

Tract 44487
 (Portion – 69.480 acres)

Bidder	:	Krewe Energy, LLC
Primary Term	:	Five (5) years
Cash Payment	:	\$14,250.00
Annual Rental	:	\$7,125.00
Royalties	:	22.000% on oil and gas
	:	22.000% on other minerals
Additional Consideration	:	None

Tract 44488
 (Portion – 60.470 acres)

Bidder	:	Krewe Energy, LLC
Primary Term	:	Five (5) years
Cash Payment	:	\$12,400.00
Annual Rental	:	\$6,200.00
Royalties	:	22.000% on oil and gas
	:	22.000% on other minerals
Additional Consideration	:	None

INLAND TRACTS

Tract 44489

Bidder	:	Acadian Land Services, L.L.C.
Primary Term	:	Three (3) years
Cash Payment	:	\$8,700.00
Annual Rental	:	\$4,350.00
Royalties	:	25.000% on oil and gas
	:	25.000% on other minerals
Additional Consideration	:	None

Tract 44490

Bidder	:	Square Mile Energy, L.L.C.
Primary Term	:	Three (3) years
Cash Payment	:	\$4,510.00
Annual Rental	:	\$2,255.00
Royalties	:	23.000% on oil and gas
	:	23.000% on other minerals
Additional Consideration	:	None

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Tract 44491
 (Portion – 6.087 acres)

Bidder	:	Hilcorp Energy I, L.P.
Primary Term	:	Three (3) years
Cash Payment	:	\$1,065.23
Annual Rental	:	\$532.62
Royalties	:	21.000% on oil and gas
	:	21.000% on other minerals
Additional Consideration	:	None

Tract 44492

No Bids

Tract 44493

No Bids

STATE AGENCY TRACTS

Tract 44494

No Bids

Tract 44495

No Bids

Tract 44496

No Bids

Tract 44497

Bidder	:	Antrim Exploration, L.L.C.
Primary Term	:	Three (3) years
Cash Payment	:	\$81,268.00
Annual Rental	:	\$40,634.00
Royalties	:	21.000% on oil and gas
	:	21.000% on other minerals
Additional Consideration	:	None

Tract 44498

Bidder	:	Oxbow Lignite Company, LLC
Primary Term	:	Ten (10) years
Maximum Term	:	Forty (40) years
Initial Rental Payment	:	\$245,772.00
Annual Rental	:	\$245,772.00
Bonus Payment	:	\$184,329.00
Coal Bed Gas Royalties (Lessee Sells)	:	16.670% value of sale
Coal Bed Gas Royalties (Lessee Uses)	:	16.670% of fair market value at time of production
Liquidated Damages	:	\$500.00 per acre
Additional Consideration	:	None

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	Tract 44499	
Bidder	:	JM Exploration Company, L.L.C.
Primary Term	:	Three (3) years
Cash Payment	:	\$1,107.50
Annual Rental	:	\$553.75
Royalties	:	22.500% on oil and gas
	:	22.500% on other minerals
Additional Consideration	:	None

This concluded the reading of the bids.

There being no further business, the meeting was concluded at 8:48 a.m.

Respectfully submitted,



Victor M. Vaughn
Executive Officer
State Mineral and Energy Board



State of Louisiana

DEPARTMENT OF NATURAL RESOURCES OFFICE OF MINERAL RESOURCES STATE MINERAL AND ENERGY BOARD

Lease Review Committee Report

A meeting of the Lease Review Committee of the State Mineral and Energy Board convened on Wednesday, January 13, 2016 at 9:55 a.m. with the following members of the Board in attendance: Mr. Dan R. Brouillette, Mr. Emile B. Cordaro, Mr. Theodore M. "Ted" Haik, Jr., Mr. W. Paul Segura, Jr., Mr. Darryl D. Smith and Ms. Beverly Hodges, Undersecretary, Department of Natural Resources.

I. Geological and Engineering Staff Review

The staff of the Office of Mineral Resources reported to the Committee that according to the SONRIS database, there were 1,541 active State Leases containing approximately 640,000 acres. Since the last Lease Review Committee meeting, the Geological and Engineering Division reviewed 123 leases covering approximately 33,000 acres for lease maintenance and development issues.

II. Committee Review

1. A staff report on State Lease 724, Four Isle Dome Field, Terrebonne Parish. Hilcorp Energy I, L.P. is the operator.
Upon motion of Mr. Segura, seconded by Mr. Smith, the Committee voted to accept Hilcorp's report to grant Hilcorp until December 14, 2016 to provide a status update on their activities on the lease.
2. A staff report on State Lease 797, Grand Isle Block 18 Field, Plaquemines Parish. Energy XXI GOM, LLC is the lessee.
Upon motion of Mr. Segura, seconded by Mr. Smith, the Committee voted to accept Energy XXI's report and grant Energy XXI until December 14, 2016 to provide a status update on activities affecting the lease.
3. A staff report on State Lease 799, Grand Isle Block 16 Field, Jefferson Parish. Energy XXI GOM, LLC is the lessee.
Upon motion of Mr. Segura, seconded by Mr. Smith, the Committee voted to accept Energy XXI's report to grant Energy XXI until December 14, 2016 to provide a status update on activities affecting the lease.

III. Force Majeure Report

Force Majeure Report Summary - Updated December 30, 2015

Company Name	Lease Numbers
Leases Off Production Due to Non-Storm Related Force Majeure Events	
Energy Properties Inc.	725 (May, 2016)

Upon motion of Mr. Segura, seconded by Mr. Smith, the Committee adjourned the January 13, 2016 meeting at 10:04 a.m.

Respectfully submitted,



Mr. Dan R. Brouillette, Chairman
Lease Review Committee
Louisiana State Mineral and Energy Board

Refer to Board Meeting Minutes for any action taken by the Board regarding matters in this report.



Louisiana Department of Natural Resources (DNR)

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Staff Reviews

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01794	COX BAY	BN-1/BN-8 RA SUA; 07/31/2007 198-B	674	674	JAN. AR 12/14/15 DP HBP - 2 UNITS
01958	MAIN PASS BLOCK 35	983.262 10/10/2000	830	1506.828	JAN AR DP 12/14/15 HBP - 4 UNITS; 4 SL WELLS
03508	MAIN PASS BLOCK 69	414.265 01/17/2013	683	2517.01	JAN AR DP 12/14/15 HBP - 3 UNITS, 1 SL WELL
03770	BRETON SOUND BLOCK 53		624	624	JAN AR DP 12/14/15 HBP -2 SL WELLS
16442	BRETON SOUND BLOCK 18	64.39 09/16/2002	142.93	142.93	JAN SAR DP 12/14/15- HBP- ALL WELLS RECENTLY SHUT-IN, REVIEW IN APRIL
16543	BRETON SOUND BLOCK 18	72.63 09/16/2002	0	20.57	JAN QR 12/15/15 DP HBP- ALL WELLS RECENTLY SHUT-IN, CHECK AGAIN IN APRIL
16569	BRETON SOUND BLOCK 47		0	288.74	JAN QR 12/15/15 DP HBP- ALL WELLS RECENTLY SHUT-IN, REVIEW AGAIN IN APRIL
16594	BRETON SOUND BLOCK 18	480.07 11/18/2002	0	18.66	JAN QR 12/15/15 DP BHP- ALL WELLS RECENTLY SHUT-IN, REVIEW AGAIN IN APRIL
16799	CHANDELEUR SOUND BLOCK 69		1346.95	1346.95	JAN QR 12/15/15 DP HBP- ALL WELLS RECENTLY SHUT-IN, REVIEW AGAIN IN APRIL
17073	LAKE BORGNE		631.34	631.34	JAN AR 12/15/15 DP HBP- 1 SL WELL
17074	LAKE BORGNE		945.36	945.36	JAN. AR 12/15/15 DP HBP- 1 SL WELL
17674	BRETON SOUND BLOCK 53	VUD; 12/10/2014	50.57	50.57	JAN AR 12/15/15 DP HBP- 2 VU'S
17675	BRETON SOUND BLOCK 53	VUD; 12/10/2014	207.26	207.26	JAN AR 12/15/15 DP BHP- 2 VU'S
19502	CHIPOLA	2.145 12/10/2010	5.855	5.855	JAN AR 12/15/15 DP HBP- 1 UNIT
20769	BAKER CREEK	TMS RA SUA;MURPHY 63 H 01/10/2012 1538	3.761	28.44	JAN. PT 10/12/14 SCHOOL INDEMNITY AR 12/10/15 DP, ROUTE SHEET, SL PARTIALLY HBP IN TMS RA SUA, 24.679 AC. OUTSIDE OF UNIT EXP. DUE TO NO DD PAYMENT;; 12/12/14 JMB HBP - 1 UNIT;; 8/4/14 JMB/JPT APPD DD PAYMENT OF \$3,669.47 ON 24.679 ACRES FOR PERIOD 10/12/14 TO 10/12/15, REFUND OF \$485.14 DUE
21269			0	289.28	JAN. PT 10/9/2016 12/15/15 DP - HELD BY RENTAL PAYMENT 9/14/15
21284	COQUILLE BAY	11000 RB SUA; 06/16/2015 890-X-4 15-364	25.77	98.38	JAN. PT 10/9/2016 AR 12/15/15 DP - HBP - 1 UNIT AND DD PAYMENT 9/18/15



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21285	0	319.79	JAN. PT 10/9/2016 AR 12/15/15 DP- HELD BY RENTAL PAYMENT 9/14/15
21494	0	276	JAN. PT 10/8/2017 AR 12/15/15 DP- HELD BY RENTAL PAYMENT 9/28/15



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00797	GRAND ISLE BLOCK 18	245 03/15/2010	480	1264.53	DEC. LRC 12/14/15 MLS SA, LEASE HELD BY LEASE WELL PRODUCTION. LRC, ENERGY XXI HAS TILL 12/9/2015 TO GIVE UPDATE ON OPERATION EFFECTING THIS LEASE
00799	GRAND ISLE BLOCK 16	259 10/12/2007	1300	3606	JAN. LRC 12/14/15 MLS SA, LEASE HELD BY UNIT PRODUCTION FROM GI16 VOL COMP UNIT AND LEASE WELLS LRC, ENERGY XXI HAS TILL 12/9/2015 TO GIVE UPDATE ON OPERATION EFFECTING THIS LEASE
02203	WEST BAY	R 40 SUA;PPG A 04/01/2014 396-L-10 14-144	40	55	JAN. AR 12/14/15 MLS AR, LEASE IS HELD BY UNIT PRODUCTION FROM WB 8AL RA SU, WB 2MKR RH SU, 12 MKR RA SUA AND PLAQUEMINES PARISH GOVRMT A
02593	WEST DELTA BLOCK 83	WDB 83 10100 CSU 11/01/1977	129.44	129.44	JAN. AR 12/14/15 MLS AR, LEASE IS HELD BY UNIT PRODUCTION FROM WDB83 10100 C SU
04043	WEST LAKE PONTCHARTRAIN EAST BLK 41	7400 SUA; S.L. 4041 03/01/1982	100.38	100.38	JAN. AR 12/14/15 MLS LAKE PONTCHATRAIN LEASE, HBP
04518	ST JOHN		.56	.56	JAN. AR 12/14/15 MLS AR, LEASE IS HELD BY UNIT PRODUCTION FROM STJ OPERC SU
06121	FALSE RIVER	51.411 02/12/1979	109	109	JAN. AR 12/14/15 MLS AR, LEASE IS HELD BY UNIT PRODUCTION FROM 19800 TUSC RA SUA
09570	BAY BATISTE	74.466 01/23/2007	25.54	25.54	JAN. AR 12/14/15 MLS AR, LEASE IS HELD BY UNIT PRODUCTION FROM 29 RC SUA
09571	BAY BATISTE	28 RA SUA;SL 9570 04/01/1996	57	77.091	JAN. AR 12/14/15 MLS AR, LEASE IS HELD BY UNIT PRODUCTION FROM 29 RC SUA
09572	BAY BATISTE	260.649 09/18/1986	43.421	43.421	JAN. AR 12/14/15 MLS AR, LEASE IS HELD BY UNIT PRODUCTION FROM 29 RC SUA
14645	BASTIAN BAY	7950 RA SUA;SL 14645 339-WWW-5 99-316	0	147.519	JAN AR 12/14/15 MLS AR, THIS LEASE HAS EXPIRED
17344	VENICE	42.483 01/13/2006	14.517	14.517	JAN. AR 12/14/15 MLS AR, LEASE IS HELD BY UNIT PRODUCTION FROM B-13 RB SUA
18015	LAKE WASHINGTON	3000 RB SUA;COCKRELL- MORAN	.52	.52	JAN. AR 12/14/15 MLS AR, LEASE IS HELD BY UNIT PRODUCTION FROM 3000 RB



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Table with columns for ID, Name, Dates, Values, and Review Notes. Includes entries for LITTLE LAKE, DIAMOND, LAKE WASHINGTON, and various lease/production details.



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Staff Reviews

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District Code 2 Lafayette
Get Review Date January 13, 2016

Table with columns for ID, Name, Details, and Review Dates. Rows include BAYOU SALE, FOUR ISLE DOME, LAKE LA ROSE, SHIP SHOAL BLOCK 45, EUGENE ISLAND BLOCK 18, and POINT CHEVREUIL.



Louisiana Department of Natural Resources (DNR)

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Staff Reviews

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00112	CADDO PINE ISLAND		40	40	JAN. AR 12/8/15 SKR AR - HBP - 1 ACTIVE UNIT. 11 PRODUCING WELLS
00249	SLIGO	HOSS 2 SUL;SKANNAL 01/01/1989	49	49	JAN. AR 12/8/15 SKR AR - HBP - 1 ACTIVE UNIT. 2 PRODUCING WELLS
00543	LUCKY	VUW;NEBO OIL CO	130	130	JAN. AR 12/8/15 SKR AR - HBP - 2 ACTIVE UNITS. 2 PRODUCING WELLS
00598	HAYNESVILLE	HA P SU 07/01/1976	.138	.138	JAN. AR 12/8/15 SKR AR - HBP - ONE ACTIVE UNIT. 1 PRODUCING WELL
04481	PARKER LAKE	MINTER SU 49 A T HUNT 07/07/2010 712-A-4 10-771	15.79	43.28	JAN. AR 12/8/15 SKR AR - HBP - 2 ACTIVE UNITS. 2 PRODUCING WELLS
04652	BRYCELAND, WEST	HOSS B SUE;CRAWFORD F 09/01/1995	3.1	3.5	JAN. AR 12/8/15 SKR AR - HBP - 2 ACTIVE UNITS. 8 PRODUCING WELLS
04653	BRYCELAND, WEST	HOSS B SU H; SIMMONS 07/01/1976	1.4	1.4	JAN. AR 12/8/15 SKR AR - HBP 1 ACTIVE UNIT. 2 PRODUCING WELLS
04654	BRYCELAND, WEST	HOSS B SU H; SIMMONS 07/01/1976	.4	.4	JAN. AR 12/8/15 SKR AR - HBP 1 ACTIVE UNIT. 2 PRODUCING WELLS
06815	GREENWOOD-WASKOM	G W H.L. SU 12/01/1993	5.158	5.158	JAN. AR 12/8/15 SKR AR - 100% HBP - 1 ACTIVE UNIT. 1 PRODUCING WELL
07029	CHEMARD LAKE	HA RA SUA;PRIEST 12 H 04/28/2009 700-G 09-452	29.202	29.202	JAN. AR 12/8/15 SKR AR - 100% HBP 2 ACTIVE UNITS. 2 PRODUCING WELLS
11155	CEDAR GROVE , ELM GROVE	VUB;L A COWLEY	73	117.3	JAN. AR 12/8/15 SKR AR - HBP - 2 ACTIVE UNITS. 3 PRODUCING WELLS. WAITING ON PR. HA RA SUZ
11855	ELM GROVE	VUB;L A COWLEY	30.83	30.83	JAN. AR 12/8/15 SKR AR - 100% HBP - 1 ACTIVE UNITS.1 PRODUCING WELL
15448	PITKIN	AUS C RA SUG;EXXON MINERALS 13 07/29/1997 1412-A-2 97-494	40	40	JAN. AR 12/8/15 SKR AR - 100% HBP - 1 ACTIVE UNIT. 1 PRODUCING WELL
15459	MASTERS CREEK, WEST	AUS C RA SUG;TEMPLE 22 02/01/1997	8	8	JAN. AR 12/8/15 SKR AR -100% HBP - 1 ACTIVE UNIT. 1 PRODUCING WELL
15461	MASTERS CREEK, WEST	AUS C RA SUF;TEMPLE A 24 04/01/1997	68.238	68.238	JAN. AR 12/8/15 SKR AR - 100% HBP - 1 ACTIVE UNIT. 1 PRODUCING WELL
15873	SUGARTOWN	17.348 12/17/2009	12.908	12.908	JAN. AR 12/8/15 SKR SEMI - AR 100% HBP 2 ACTIVE UNITS. 2



Louisiana Department of Natural Resources (DNR)

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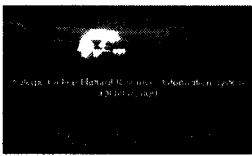
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					PRODUCING WELLS. BARELY PRODUCING
16305	ELM GROVE	HA RA SU98;MOON LAKE 10 10/20/2009 361-L-64 09-1112	26	26	JAN. AR 12/8/15 SKR AR - 100% HBP - 3 ACTIVE UNITS. 18 PRODUCING WELLS. NO ROYALTY PD ON 616352, 612887
16623	MASTERS CREEK	AUS C RA SUVV;SWENCO MIN A22 02/04/1997 1386-A-11 97-43	40	40	JAN. AR 12/8/15 SKR AR -100% HBP - 1 ACTIVE UNIT. 1 PRODUCING WELL
17947	CASPIANA	HA RB SUO;ZIMMERMAN 36- 15-12 H 12/09/2008 191-H-26 08-1817	15.08	15.08	JAN. AR 12/8/15 SKR AR - 100% HBP - 8 ACTIVE UNITS. 30 PRODUCING WELLS
18243	ELM GROVE	112.84 12/02/2010	126.26	126.26	JAN. AR 12/8/15 SKR AR -100% HBP - 1 ACTIVE UNIT. 1 PRODUCING WELL
19121	ELM GROVE	CV RA SU88;HARTER 15 361-B-5	8.531	8.5	JAN. AR 12/8/15 SKR AR - 100% HBP - 4 ACTIVE UNITS. 4 PRODUCING WELLS
19122	CASPIANA	CV RA SUW;BROYLES 2 04/24/2007 191-A-1	83.741	83.741	JAN. AR 12/8/15 SKR AR -100% HBP - 1 ACTIVE UNIT. 1 PRODUCING WELL
19125	RED RIVER-BULL BAYOU	HA RD SUI;J T BOLAN ETAL 34H 06/25/2009 109-X 08-858	79.501	79.501	JAN. AR 12/8/15 SKR AR - 100% HBP - 8 ACTIVE UNITS. 30 PRODUCITN WELLS
19501	DIXIE	68 01/25/2010	25.558	25.558	JAN. AR 12/8/15 SKR AR -100% HBP - 1 ACTIVE UNIT. 1 PRODUCING WELL
19838	RED RIVER-BULL BAYOU	36 03/19/2012	23.417	23.417	JAN. AR 12/8/15 SKR AR 100% HBP - 3 ACTIVE UNITS. 3 PRODUCING WELLS
19958	CARLTON, NORTH	CV PRUDY RB SUA;B L MAZA 03/06/2007 746-C-2 07-164	40	40	JAN. AR TAX ADJUDICATED LANDS 12/8/15 SKR AR - 100% HBP - 1 ACTIVE UNIT. 1 PRODUCING WELL
20147	ELM GROVE	HA RA SU90;MAMIE ELSTON 13 H 09/10/2009 361-L-58 09-970	61.536	61.536	JAN. AR 12/8/15 SKR AR -100% HBP - 1 ACTIVE UNIT. 1 PRODUCING WELL
20150	THORN LAKE	HA RA SUF;WAERSTAD 07/15/2008 1145-B	3	3	JAN. AR 12/8/15 SKR AR -100% HBP - 1 ACTIVE UNIT. 1 PRODUCING WELL
20152	CASPIANA	HA RA SU139;GUY FARMS 9 H 12/01/2009 191-H-71 09-1242	1	1	JAN. AR 12/8/15 SKR AR - 100% HBP - 2 ACTIVE UNITS. 2 PRODUCING WELLS
20153	BRACKY BRANCH	HA RA SUA;BROWN SW MIN 9H 09/16/2008	11.727	11.727	JAN. AR 12/8/15 SKR AR - 100% HBP - 2 ACTIVE UNITS. 2 PRODUCING WELLS



Louisiana Department of Natural Resources (DNR)

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Staff Reviews

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917-L						
20154	RED RIVER-BULL BAYOU	HA RB SU67;WELLMAN 29-13- 11 H 10/13/2009 109-X-66 09-1107	4	4		JAN. AR 12/8/15 SKR AR -100% HBP - 1 ACTIVE UNIT. 1 PRODUCING WELL
20155	RED RIVER-BULL BAYOU	HA RB SU73;FORTSON ETAL 4 01/05/2010 109-X-74 10-13	1	1		JAN. AR 12/8/15 SKR AR -100% HBP - 1 ACTIVE UNIT. 2 PRODUCING WELL
20159	CHEMARD LAKE , RED RIVER-BULL BAYOU	HA RA SUA;PRIEST 12 H 04/28/2009 700-G 09-452	11.631	11.631		JAN. AR 12/8/15 SKR AR - 100% HBP - 2 ACTIVE UNITS. 2 PRODUCING WELLS
20173	RED RIVER-BULL BAYOU	HA RB SUVV;WELLMAN 20- 13-11 H 07/21/2009 109-X-54 09-767	39.716	39.716		JAN. AR TAX ADJUDICATED 12/8/15 SKR AR -100% HBP - 1 ACTIVE UNIT. 1 PRODUCING WELL
20256	BAYOU SAN MIGUEL	HA RA SUA;ROBERT BOZEMAN 29 H 10/28/2009 1513-B 08-1673	160.344	160.344		JAN. AR TAX ADJUDICATED LANDS 12/8/15 SKR AR -100% HBP - 1 ACTIVE UNIT. 1 PRODUCING WELL
20446	ELM GROVE	HA RA SUNN;BENBOW 4-15-11 H 01/27/2009 361-L-22 09-93	1	1		JAN. AR 12/8/15 SKR AR -100% HBP - 2 ACTIVE UNIT. 4 PRODUCING WELL
20467	GREENWOOD-WASKOM	HA RA SU81;CHC 34- 17-15 H 05/18/2010 270-MM-48 10-550	4.961	4.961		JAN. AR TAX ADJUDICATED 12/8/15 SKR AR -100% HBP - 1 ACTIVE UNIT. 1 PRODUCING WELL
20468	GREENWOOD-WASKOM	HA RA SU81;CHC 34- 17-15 H 05/18/2010 270-MM-48 10-550	20.007	20.007		JAN. AR TAX ADJUDICATED 12/8/15 SKR AR -100% HBP - 1 ACTIVE UNIT. 1 PRODUCING WELL
20469	CEDAR GROVE	HA RA SUL;SHREVE 2- 16-14 H 01/11/2010 967-C-6 09-1202	4.901	5		JAN. AR TAX ADJUDICATED 12/8/15 SKR AR -100% HBP - 1 ACTIVE UNIT. 1 PRODUCING WELL
20471	GREENWOOD-WASKOM	HA RA SU78;LCD&S 23-17-15 H 06/03/2010 270-MM-51 10-586	53.723	53.723		JAN. AR VACANT STATE LAND 12/8/15 SKR AR -100% HBP - 1 ACTIVE UNIT. 1 PRODUCING WELL
20669	SENTELL	CV RA SUF;L MOORE 20 02/03/2009 251-F-2	28.92	129		JAN. AR 12/8/15 SKR AR - HBP - 5 ACTIVE UNIT.5 PRODUCING WELL. WAITING ON PR 7/15/2015
20757	BRACKY BRANCH	6.118 12/18/2012	8.882	8.882		JAN. AR 12/8/15 SKR AR 100% HBP 1 ACTIVE UNIT. 1 ACTIVE WELL
21490			0	50		JAN. PT 10/8/2017 12/8/15 SKR RENTAL PAID
21491			0	53		JAN. PT 10/8/2017 12/8/15 SKR RENTAL PAID



Louisiana Department of Natural Resources (DNR)

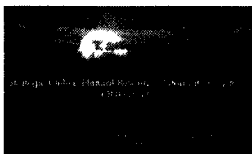
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21492			0	36	JAN. PT 10/8/2017 12/8/15 SKR RENTAL PAID
21499	LARTO LAKE, EAST	ELTL FARRIER RA SU 01/01/1983 1191-A	57	57	JAN. PT 10/8/2017 12/8/15 SKR AR - HBP RESERVOIR WIDE UNIT 8 PRODUCING WELLS NO ROYALTIES OR PRODUCTION REPORTED



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00517	REDDELL	6620 RA SUA;JM HAAS ETAL 08/09/2011 98-S 11-208	35.02	50	JAN AR 12/15/15 CS - HBP BY NINE WELLS IN FIVE UNITS
00517	REDDELL	6620 RA SUA;JM HAAS ETAL 08/09/2011 98-S 11-208	35.02	50	JAN AR 12/15/15 CS - HBP BY NINE WELLS IN FIVE UNITS
02038	DEEP LAKE	430.71 05/10/2013	26	1914	JAN LRC 12/15/15 CS- AR; HBP BY ONE WELL IN UNIT 13250 RA SUA. HOWEVER, PLANS TO DRILL NEW PROSPECT ON THIS LEASE IN 2016
03306	REDFISH POINT	I-K RA SUA;SL 3306 05/08/2012 834-J 12-261	800	1527.39	JAN. LRC AR 12/15/15 CS -AR; HBP BY ONE LEASE WELL AND TWO WELLS IN UNIT 15500 RA SU
04011	REDFISH POINT	187.35 10/01/2014	460	1078.3	JAN. LRC AR 12/12/15 CS AR- HBP BY ONE WELL IN UNIT 15500 RA SU. PRODUCTIVE ACREAGE IS 377.04, NOT 460
04218	LAWSON	12900 RA SUA;RH SCHUH ETAL 02/22/2000 660-N 00-83	13.2	42	JAN AR 12/15/15 CS AR; HBP BY TWO WELLS IN UNITS MARG H RA SUA AND 12900 RA SUA
07584	LAKE ARTHUR, SOUTH	48.756 12/29/2008	36.592	81.816	JAN. AR 1/4/16 CS QR; NO PRODUCTION REPORTED SINCE JUNE 2015, WORKING ON RESOLUTION WITH OPERATOR
12239	COWARDS GULLY	27.44 10/05/1990	35.56	35.56	JAN AR 12/15/15 CS - AR; HBP BY ONE WELL IN UNIT WX B RA SUL
12725	WEST CAMERON BLOCK 1	9850 RA SUA;SL 12848 12/19/2006 1358-G 06-1428	104.29	104.29	JAN AR 12/15/15 CS - AR; HBP BY TWO WELLS IN UNITS U CRIS A RA SUA AND 9850 RA SUA
15690	GILLIS-ENGLISH BAYOU	11.01 09/10/2015	0	11.01	JAN. AR 12/12/15 CS RELEASE RECEIVED-CURRENTLY IN PROCESSING; 12/23/14 MLS AR, LEASE DEAD NO PRODUCTION. WAITING FOR SAMSON ENERGY TO CORRECT LANGUAGE IN SUBMITTED RELEASE
15691	GILLIS-ENGLISH BAYOU	3.98 09/10/2015	17.98	17.98	JAN AR 12/15/15 CS AR; HBP BY ONE WELL IN CH 12 RE SUA
18423	CREOLE OFFSHORE	247159-VUB;SL 18521- 012 10/24/2013	401.36	401.36	JAN. AR 12/16/15 CS AR; HBP BY 16 WELLS IN THE VUB
18429	BEACONS GULLY	33.432 07/12/2007	2.568	2.568	JAN AR 12/16/15 CS AR; HBP BY ONE WELL IN UNIT W-1 RA SUA



Louisiana Department of Natural Resources (DNR)

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Staff Reviews

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Table with 7 columns: ID, Location, Description, Value 1, Value 2, Date, and Notes. Rows include CREOLE OFFSHORE, GRAND LAKE, and ELBA.

Summary row with values 14,644.012 and 52,566.012

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

**Resolution #16-01-001
(LEASE REVIEW COMMITTEE)**

WHEREAS, the Lease Review Committee last reviewed State Lease 724 in the Four Isle Dome Field, Terrebonne Parish, on January 14, 2015, whereby the State Energy and Mineral Board (SMEB) accepted Hilcorp Energy Company's (Hilcorp) status update and required that Hilcorp provide a status update of their activities on the lease to staff by December 9, 2015; and

WHEREAS, by letter dated December 9, 2015, Hilcorp provided a status update of lease activities on State Lease 724, Four Isle Dome Field, Terrebonne Parish;

ON MOTION of Mr. Segura, seconded by Mr. Smith, the following recommendation was offered and adopted by the Lease Review Committee after discussion and careful consideration:

That the SMEB accept Hilcorp's report and grant Hilcorp until December 14, 2016, to submit an updated status report on lease development activity.

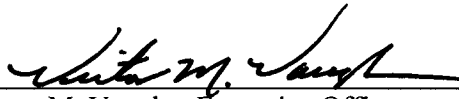
WHEREAS, after discussion and careful consideration by the SMEB, a decision has been reached:

ON MOTION of Mr. Brouillette, seconded by Mr. Haik, the following resolution was offered and unanimously adopted by the SMEB:

NOW THEREFORE BE IT RESOLVED that the SMEB accept Hilcorp's report and grant Hilcorp until December 14, 2016 to submit an updated status report on lease development activity.

CERTIFICATE

I hereby certify that the above is true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board in the City of Baton Rouge, Louisiana, on the 13th day of January, 2016, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



Victor M. Vaughn, Executive Officer
Louisiana State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

**Resolution #16-01-002
(LEASE REVIEW COMMITTEE)**

WHEREAS, the Lease Review Committee last reviewed State Lease 797 in the Grand Isle Block 18 Field, Plaquemines Parish, on December 11, 2014, whereby the State Energy and Mineral Board (SMEB) accepted Energy XXI GOM, LLC's (Energy XXI) status update and required that Energy XXI provide a status update of their activities on the lease to staff by December 9, 2015; and

WHEREAS, by letter dated November 30, 2015, Energy XXI provided a status update of lease activities on State Lease 797, Grand Isle Block 18 Field, Plaquemines Parish;

ON MOTION of Mr. Segura, seconded by Mr. Smith, the following recommendation was offered and adopted by the Lease Review Committee after discussion and careful consideration:

That the SMEB accept Energy XXI's report and grant Energy XXI until December 14, 2016, to submit an updated status report on lease development activity.

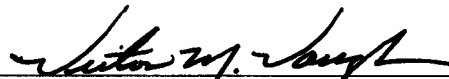
WHEREAS, after discussion and careful consideration by the SMEB, a decision has been reached:

ON MOTION of Mr. Brouillette, seconded by Mr. Haik, the following resolution was offered and unanimously adopted by the SMEB:

NOW THEREFORE BE IT RESOLVED that the SMEB accept Energy XXI's report and grant Energy XXI until December 14, 2016 to submit an updated status report on lease development activity.

CERTIFICATE

I hereby certify that the above is true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board in the City of Baton Rouge, Louisiana, on the 13th day of January, 2016, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



Victor M. Vaughn, Executive Officer
Louisiana State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

**Resolution #16-01-003
(LEASE REVIEW COMMITTEE)**

WHEREAS, the Lease Review Committee last reviewed State Lease 799 in the Grand Isle Block 16 Field, Plaquemines Parish, on June 10, 2015, whereby the State Energy and Mineral Board (SMEB) accepted Energy XXI GOM, LLC's (Energy XXI) status update and required that Energy XXI provide a status update of their activities on the lease to staff by December 9, 2015; and

WHEREAS, by letter dated November 30, 2015, Energy XXI provided a status update of lease activities on State Lease 799, Grand Isle Block 16 Field, Plaquemines Parish;

ON MOTION of Mr. Segura, seconded by Mr. Smith, the following recommendation was offered and adopted by the Lease Review Committee after discussion and careful consideration:

That the SMEB accept Energy XXI's report and grant Energy XXI until December 14, 2016, to submit an updated status report on lease development activity.

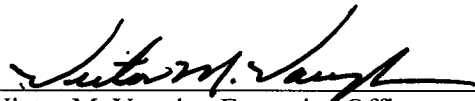
WHEREAS, after discussion and careful consideration by the SMEB, a decision has been reached:

ON MOTION of Mr. Brouillette, seconded by Mr. Haik, the following resolution was offered and unanimously adopted by the SMEB:

NOW THEREFORE BE IT RESOLVED that the SMEB accept Energy XXI's report and grant Energy XXI until December 14, 2016 to submit an updated status report on lease development activity.

CERTIFICATE

I hereby certify that the above is true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board in the City of Baton Rouge, Louisiana, on the 13th day of January, 2016, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



Victor M. Vaughn, Executive Officer
Louisiana State Mineral and Energy Board



State of Louisiana
DEPARTMENT OF NATURAL RESOURCES
OFFICE OF MINERAL RESOURCES
STATE MINERAL AND ENERGY BOARD

NOMINATION AND TRACT COMMITTEE REPORT

The Nomination and Tract Committee, convened at **9:56 a.m.** on Wednesday, **January 13, 2016** with the following members of the Board in attendance:

Ms. Beverly Hodges Mr. Paul Segura, Jr. Mr. Dan R. Brouillette
Mr. Theodore M. Haik, Jr. Mr. Darryl D. Smith Mr. Emile B. Cordaro

The Committee heard the report of Mr. Emile Fontenot, relative to nominations received for the March 9, 2016 Mineral Lease Sale and other matters. Based upon the staff's recommendation, on motion of **Mr. Brouillette**, duly seconded by **Mr. Haik**, the Committee voted unanimously to recommend to the Board the granting of authority to the staff to advertise all such tracts as have been reviewed by the State Land Office and the staff of the Office of Mineral Resources as well as any tracts that have been previously advertised and rolled over and otherwise approve the Nomination and Tract Report presented by Mr. Fontenot.

The Committee, on the motion of **Mr. Brouillette**, seconded by **Mr. Segura**, voted to adjourn at **9:58 a.m.**

Respectfully Submitted,

by *E.B.*

Emile B. Cordaro.

Chairman

Nomination and Tract Committee

Refer to Board Meeting Minutes for any action taken by the Board regarding matters in this report.

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Tracts to Be
Advertised

Resolution #16-01-004

(NOMINATION AND TRACT COMMITTEE)

WHEREAS, Mr. Emile Fontenot reported that 7 tracts had been nominated for the March 9, 2016 Mineral Lease Sale, and requests that same are to be advertised pending staff review;

WHEREAS, the staff of the Office of Mineral Resources, upon further review and consideration, recommended that the foregoing request be approved by the Nomination and Tract Committee;

ON MOTION of *Mr. Brouillette*, seconded by *Mr. Haik*, the following recommendation was offered and unanimously adopted by the Nomination and Tract Committee after discussion and careful consideration:

That the State Mineral and Energy Board grant final approval to advertise all such tracts for the March 9, 2016 Mineral Lease Sale;

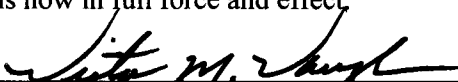
WHEREAS, after discussion and careful consideration of the foregoing request and recommendation by the Nomination and Tract Committee;

ON MOTION of *Mr. Brouillette*, seconded by *Mr. Haik*, the following Resolution was offered and unanimously adopted by the State Mineral and Energy Board:

NOW, BE IT THEREFORE RESOLVED, that the State Mineral and Energy Board does hereby approve and authorize the advertising of all such tracts reviewed by the State Land Office and the staff of the Office of Mineral Resources, as well as any tracts that have been previously advertised and rolled over, and to otherwise approve the Nomination and Tract Committee Report.

CERTIFICATE

I HEREBY CERTIFY that the above is a true and correct copy of a Resolution adopted at a meeting of the Louisiana State Mineral and Energy Board in the City of Baton Rouge, Louisiana, on the 13th day of January 2016, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.


Victor M. Vaughn, Executive Officer

LOUISIANA STATE MINERAL AND ENERGY BOARD



State of Louisiana
DEPARTMENT OF NATURAL RESOURCES
OFFICE OF MINERAL RESOURCES
STATE MINERAL AND ENERGY BOARD

AUDIT COMMITTEE REPORT

The regular meeting of the Audit Committee of the State Mineral and Energy Board was held on Wednesday, January 13, 2016, immediately following the Nomination and Tract Committee Meeting, in the LaBelle Room, First Floor, LaSalle Building, located at 617 North Third Street, Baton Rouge, Louisiana. Committee Members present were:

Dan R. Brouillette
Emile B. Cordaro

Theodore M. "Ted" Haik, Jr.
Beverly Hodges

W. Paul Segura, Jr.
Darryl D. Smith

Mr. Darryl D. Smith convened the Committee at 9:58 a.m.

The first matter considered by the Committee was a recoupment request from Gulfport Energy Corporation.

Upon recommendation of the staff and upon motion of Mr. Cordaro, seconded by Mr. Haik, the Committee voted unanimously to approve the recoupment request of \$35,753.61.

The second matter considered by the Committee was a recoupment request from Gulfport Energy Corporation.

Upon recommendation of the staff and upon motion of Mr. Segura, seconded by Mr. Cordaro, the Committee voted unanimously to approve the recoupment request of \$81,457.02.

The third matter considered by the Committee was staff's report on the Swift Energy Operating, LLC Bankruptcy.

No action required.

The fourth matter considered by the Committee was a proposed Resolution disallowing recoupments during an open audit.

Upon recommendation of the staff and upon motion of Mr. Segura, seconded by Mr. Haik, the Committee voted unanimously to approve the Resolution.

The fifth matter considered by the Committee was the election of the January 2016 gas royalty to be paid on a processed basis at the Discovery Plant at Larose and the Sea Robin Plant at Henry per the terms of the State Texaco Global Settlement Agreement.

No action required.

On motion of Mr. Cordaro, seconded by Mr. Segura, the Board voted unanimously to adjourn the Audit Committee at 10:05 a.m.



Darryl D. Smith, Chairman
Audit Committee

Refer to State Mineral and Energy Board Meeting Minutes for additional information on actions taken by the Board regarding matters in this report.

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

**Resolution #16-01-005
(AUDIT COMMITTEE)**

WHEREAS, a letter of application was made by Gulfport Energy Corporation for a credit adjustment of \$40,105.89 for the Cote Blanche Bay, West Field, State Lease 340; and this amount was based on Gulfport Energy Corporation submitting oil royalties based on incorrect volumes and values for the period of September 2015.

WHEREAS, the Staff of the Office of Mineral Resources, upon thorough review and consideration, recommended that the foregoing request be approved by the Audit Committee;

ON MOTION of Mr. Cordaro, seconded by Mr. Haik, the following recommendation was offered and unanimously adopted by the Audit Committee after discussion and careful consideration:

WHEREAS, that the applicant is entitled to an adjustment, does recommend that the State allow Gulfport Energy Corporation to recoup the \$35,753.61 overpayment.


WHEREAS, after discussion and careful consideration of the foregoing request and the recommendation of the Audit Committee;

ON MOTION of Mr. Brouillette, seconded by Mr. Haik, the following Resolution was offered and unanimously adopted by the State Mineral and Energy Board:

NOW, BE IT THEREFORE RESOLVED that the State Mineral and Energy Board does authorize and direct the Mineral Income Director to effectuate the credit adjustment of \$35,753.61 to Gulfport Energy Corporation on a one-time or lump sum basis or on such terms deemed necessary by the Director, which are legally permissible, and without prejudice to any other rights of the state.

CERTIFICATE

I HEREBY CERTIFY that the above is a true and correct copy of a Resolution adopted at a meeting of the Louisiana State Mineral and Energy Board in the City of Baton Rouge, Louisiana, on the 13th day of January, 2016, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.



**Victor M. Vaughn, Executive Officer
Louisiana State Mineral and Energy Board**

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

**Resolution #16-01-006
(AUDIT COMMITTEE)**

WHEREAS, a letter of application was made by Gulfport Energy Corporation for a credit adjustment of \$93,847.67 for the Cote Blanche Bay, West Field, State Lease 340; and this amount was based on Gulfport Energy Corporation submitting oil royalties based on incorrect volumes and values for the period of October 2014 and January 2015.

WHEREAS, the Staff of the Office of Mineral Resources, upon thorough review and consideration, recommended that the foregoing request be approved by the Audit Committee;

ON MOTION of Mr. Segura, seconded by Mr. Cordaro, the following recommendation was offered and unanimously adopted by the Audit Committee after discussion and careful consideration:

WHEREAS, that the applicant is entitled to an adjustment, does recommend that the State allow Gulfport Energy Corporation to recoup the \$81,457.02 overpayment.

WHEREAS, after discussion and careful consideration of the foregoing request and the recommendation of the Audit Committee;

ON MOTION of Mr. Brouillette, seconded by Mr. Haik, the following Resolution was offered and unanimously adopted by the State Mineral and Energy Board:

NOW, BE IT THEREFORE RESOLVED that the State Mineral and Energy Board does authorize and direct the Mineral Income Director to effectuate the credit adjustment of \$81,457.02 to Gulfport Energy Corporation on a one-time or lump sum basis or on such terms deemed necessary by the Director, which are legally permissible, and without prejudice to any other rights of the state.

CERTIFICATE

I HEREBY CERTIFY that the above is a true and correct copy of a Resolution adopted at a meeting of the Louisiana State Mineral and Energy Board in the City of Baton Rouge, Louisiana, on the 13th day of January, 2016, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.



**Victor M. Vaughn, Executive Officer
Louisiana State Mineral and Energy Board**

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION #16-01-007
(AUDIT COMMITTEE)

WHEREAS, the State Mineral and Energy Board, through the Office of Mineral Resources, regularly conducts audits of lessees, payors, and other obligees of the State of Louisiana to ensure the proper payment of mineral royalties; and

WHEREAS, the State Mineral and Energy Board has previously adopted resolutions pertaining to the payment of royalties and recoupments or adjustments; and

WHEREAS, pursuant to La. Const. Art. VII, Sec. 9, payments received by the State Mineral and Energy Board or the Office of Mineral Resources in the form of royalties or other payments for mineral production or extraction on lands or water bottoms claimed by the State of Louisiana are State Funds that are required to be deposited with the state treasury within the time limits prescribed by law; and

WHEREAS, pursuant to La. R.S. 30:129, the State Mineral and Energy Board, to ensure compliance with obligations under mineral leases and other mineral agreements issued pursuant to its authority, "has general authority to take any action for the protection of the interests of the State;" and

WHEREAS, pursuant to La. R.S. 30:136(A)(1)(b), the State Mineral and Energy Board is charged to hold royalty payments or other payments for mineral production or extraction on lands or water bottoms claimed by the State of Louisiana until such time as it can determine that it has been paid properly according to the terms of its leases and the law; and

WHEREAS, the State Mineral and Energy Board has long interpreted La. R.S. 30:136(A)(1)(b) as a legislative embodiment of the prohibition against the donation, loan, or pledge of public credit contained in La. Const. Art. VII, Sec. 14(A), thus prohibiting any automatic return of royalty payments or other payments for mineral production or extraction on lands or water bottoms claimed by the State of Louisiana that are alleged by the lessee, payor, or obligee of the State of Louisiana to represent overpayments until such time as it can determine that it has been paid properly according to the terms of its leases and the law; and

WHEREAS, pursuant to this constitutional and statutory authority and obligations, the State Mineral and Energy Board has long interpreted such legal charges to mandate the withholding of alleged royalty overpayments from any single lessee, payor, or other obligee of the State of Louisiana from any lease or attributable to any LUW code until the completion of audits and verifications of amounts owed in order to ensure that the State is properly paid; and

WHEREAS, this interpretation has led to the longstanding policy by which recoupment requests for alleged overpayment by lessees, payors, or other obligees of the State of Louisiana are denied until the Office of Mineral Resources has completed open audits and has determined the actual amounts owed by such lessees, payors, or other obligees in order to offset future royalty payments; and

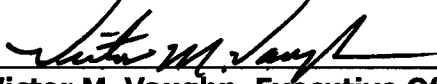
WHEREAS, such policy and interpretation was embodied in a resolution adopted by the State Mineral Board on April 11, 2007.

On motion of Mr. Segura, seconded by Mr. Haik, the following Resolution was offered and unanimously adopted by the State Mineral and Energy Board:

NOW, BE IT THEREFORE RESOLVED, without modifying or rescinding the Resolution adopted on April 11, 2007, and made a part hereof as Exhibit A, that the State Mineral and Energy Board officially and explicitly expresses its longstanding interpretation of La. R.S. 30:136(A)(1)(b) to require the Office of Mineral Resources and the State Mineral and Energy Board to deny recoupment requests for alleged overpayments and to withhold such alleged overpayments from any particular lease or attributable to any LUW code as an offset against future royalty payments until the completion of open audits of lessees, payors, and other obligees of the State of Louisiana. Only after the completion of such open audits shall the Office of Mineral Resources and the State Mineral and Energy Board consider recoupment requests for alleged overpayments and, if such allegations are found to be valid, allow the appropriate party or parties to offset overpayment against future royalties for the balance of the verified overpayments.

CERTIFICATE

I HEREBY CERTIFY that the above is a true and correct copy of a Resolution adopted at a meeting of the Louisiana State Mineral and Energy Board in the City of Baton Rouge, Louisiana, on the 13th day of January, 2016, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.



Victor M. Vaughn, Executive Officer
State Mineral and Energy Board



State of Louisiana
DEPARTMENT OF NATURAL RESOURCES
OFFICE OF MINERAL RESOURCES
STATE MINERAL AND ENERGY BOARD

LEGAL AND TITLE CONTROVERSY COMMITTEE REPORT

The regular meeting of the Legal and Title Controversy Committee of the State Mineral and Energy Board was held on January 13, 2016, following the Audit Committee Meeting, in the LaBelle Room, First Floor, LaSalle Building located at 617 North Third Street, Baton Rouge, Louisiana. Committee Members present were:

Ms. Beverly Hodges
Mr. Emile B. Cordaro
Mr. Darryl David Smith
Mr. Thomas L. Arnold, Jr.

Mr. Theodore M. "Ted" Haik, Jr.
Mr. W. Paul Segura, Jr.
Mr. Dan R. Brouillette

The Legal and Title Controversy Committee was called to order by Mr. Segura at 10:06 a.m.

The first matter considered by the Committee was a request for final approval of the following Lease Extensions and Amendments:

- a) By and between the State Mineral and Energy Board and Freeport-McMoran Oil & Gas LLC, Stone Energy Offshore, L.L.C. and ORX Exploration, Inc., whereas said parties desire to amend said lease noting that the current annual rental payment of \$13,505.00 applicable to each of years 1, 2 and 3 of the current Primary Term shall be increased to \$27,010.00 for each of years 4 and 5 of the extended primary term, and the current royalty percentage of 22.5% shall be increased to 23.0%, affecting State Lease No. 21326, Lafourche Parish, Louisiana, with further particulars being stipulated in the instrument, on the Docket as Item No. 16-01;
- b) By and between the State Mineral and Energy Board and Freeport-McMoran Oil & Gas LLC, Stone Energy Offshore, L.L.C. and ORX Exploration, Inc., whereas said parties desire to amend said lease noting that the current annual rental payment of \$6,290.00 applicable to each of years 1, 2 and 3 of the current Primary Term shall be increased to \$12,580.00 for each of years 4 and 5 of the extended primary term, and the current royalty percentage of 22.5% shall be increased to 23.0%,

affecting State Lease No. 21327, Lafourche Parish, Louisiana, with further particulars being stipulated in the instrument, on the Docket as Item No. 16-02;

- c) By and between the State Mineral and Energy Board and Freeport-McMoran Oil & Gas LLC, Stone Energy Offshore, L.L.C. and ORX Exploration, Inc., whereas said parties desire to amend said lease noting that the current annual rental payment of \$9,872.00 applicable to each of years 1, 2 and 3 of the current Primary Term shall be increased to \$19,743.20 for each of years 4 and 5 of the extended primary term, and the current royalty percentage of 22.5% shall be increased to 23.0%, affecting State Lease No. 21334, Lafourche Parish, Louisiana, with further particulars being stipulated in the instrument, on the Docket as Item No. 16-03;
- d) By and between the State Mineral and Energy Board and Freeport-McMoran Oil & Gas LLC, Stone Energy Offshore, L.L.C. and ORX Exploration, Inc., whereas said parties desire to amend said lease noting that the current annual rental payment of \$11,137.00 applicable to each of years 1, 2 and 3 of the current Primary Term shall be increased to \$22,274.00 for each of years 4 and 5 of the extended primary term, and the current royalty percentage of 22.5% shall be increased to 23.0%, affecting State Lease No. 21335, Lafourche Parish, Louisiana, with further particulars being stipulated in the instrument, on the Docket as Item No. 16-04;
- e) By and between the State Mineral and Energy Board and Freeport-McMoran Oil & Gas LLC, Stone Energy Offshore, L.L.C. and ORX Exploration, Inc., whereas said parties desire to amend said lease noting that the current annual rental payment of \$9,199.00 applicable to each of years 1, 2 and 3 of the current Primary Term shall be increased to \$18,396.40 for each of years 4 and 5 of the extended primary term, and the current royalty percentage of 22.5% shall be increased to 23.0%, affecting State Lease No. 21336, Lafourche Parish, Louisiana, with further particulars being stipulated in the instrument, on the Docket as Item No. 16-05;
- f) By and between the State Mineral and Energy Board and Freeport-McMoran Oil & Gas LLC, Stone Energy Offshore, L.L.C. and ORX Exploration, Inc., whereas said parties desire to amend said lease noting that the current annual rental payment of \$1,488.00 applicable to each of years 1, 2 and 3 of the current Primary Term shall be increased to

\$2,974.80 for each of years 4 and 5 of the extended primary term, and the current royalty percentage of 22.5% shall be increased to 23.0%, affecting State Lease No. 21337, Lafourche Parish, Louisiana, with further particulars being stipulated in the instrument, on the Docket as Item No. 16-06; and

- g) By and between the State Mineral and Energy Board and Sunnyside Resources, Inc., whereas said parties desire to amend said lease noting that the current annual rental payment of \$23,887.50 applicable to each of years 1, 2 and 3 of the current Primary Term shall be increased to \$47,775.00 for each of years 4 and 5 of the extended primary term, and the current royalty percentage of 20.5% shall be increased to 21.0%, affecting State Lease No. 21107, East and West Baton Rouge Parishes, Louisiana, with further particulars being stipulated in the instrument, on the Docket as Item No. 16-07.

Upon motion of Mr. Smith, seconded by Ms. Hodges, and by unanimous vote of the Committee and Board, the State Mineral and Energy Board granted final approval of the Lease Extensions and Amendments on the Docket as Item Nos. 16-01, 16-02, 16-3, 16-04, 16-05, 16-06, and 16-07. No comments were made by the public.

The second matter considered by the Committee was a request for final approval of a Settlement and Release Agreement by and between Occidental Chemical Corporation and the State of Louisiana relative the value of the salt produced and extracted from the cavern associated with the OXY Well #1 located in Section 41, Township 12 South, Range 13 East in the Parish of Assumption, State of Louisiana, with further particulars being stipulated in the instrument, on the Docket as Item No. 16-08.

Upon motion of Mr. Brouillette, seconded by Mr. Haik, and by unanimous vote of the Committee and Board, the State Mineral and Energy Board granted final approval of the Settlement and Release Agreement by and between Occidental Chemical Corporation and the State of Louisiana, on the Docket as Item No. 16-08. No comments were made by the public.

The third matter being considered by the Committee was a request by Shoreline Southeast LLC for authority to escrow royalties on production from the Shoreline-LL&E No. 1 Well: Upper Discorbis 12 RA SUA, Bastian Bay Field, Plaquemines Parish, Louisiana, attributable to the disputed acreage, subject to the conditions set forth in Resolution No. 15-06-016. The U DISC 12 RA SUA includes water bottoms covered by State Lease No. 21436 that are owned of record, and are claimed adversely to the State by The Louisiana Land and Exploration Company, LLC and Plaquemines Parish Government.

Upon motion of Mr. Brouillette, seconded by Mr. Cordaro, and by unanimous vote of the Committee and Board, the State Mineral and Energy Board granted Shoreline Southeast LLC's request for escrow authority effective December 1, 2015 and continuing through the June 8, 2016 Board meeting, or the date of the next meeting of the Board thereafter, should it not meet that month, to allow for evaluation and resolution of the adverse claims. No comments were made by the public.

The fourth matter being considered by the Committee was a request by Staff for approval of the Proposed New Lease Form.

Upon motion of Mr. Haik, seconded by Mr. Brouillette, and by unanimous vote of the Committee and Board, the State Mineral and Energy Board deferred approval of the Proposed New Lease Form until the next meeting of the Board on February 10, 2016. On request by the Board for public comment, comments were made by Cynthia Nicholson and C. Peck Hayne Jr. of Gordon Arata McCollam Duplantis & Eagan, LLC and Thomas Smart of Onebane Law Firm.

Upon motion of Mr. Brouillette, seconded by Mr. Haik, the Legal and Title Controversy Committee meeting adjourned at 10:47 a.m.

W. Paul Segura, Jr.

Mr. W. Paul Segura, Jr.

Legal and Title Controversy Committee
Louisiana State Mineral and Energy Board

by G.F.

Refer to the State Mineral and Energy Board Meeting Minutes for additional information on actions taken by the Board regarding matters listed in this Report.

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION # 16-01-008

Freeport-McMoran Oil & Gas
LLC, Stone Energy Offshore,
L.L.C. and ORX Exploration, Inc.
Lease Extension & Amendment
SL#21326
Docket Item No. 16-01

(LEGAL & TITLE CONTROVERSY COMMITTEE)

WHEREAS, a request was made for final approval of a Lease Extension and Amendment by and between the State Mineral and Energy Board and Freeport-McMoran Oil & Gas LLC, Stone Energy Offshore, L.L.C. and ORX Exploration, Inc., whereas said parties desire to amend said lease noting that the current annual rental payment of \$13,505.00 applicable to each of years 1, 2 and 3 of the current Primary Term shall be increased to \$27,010.00 for each of years 4 and 5 of the extended primary term, and the current royalty percentage of 22.5% shall be increased to 23.0%, affecting State Lease No. 21326, Lafourche Parish, Louisiana, with further particulars being stipulated in the instrument, on the Docket as Item No. 16-01;

WHEREAS, the Staff of the Office of Mineral Resources, upon thorough review and consideration, recommended that the foregoing request be approved by the Legal and Title Controversy Committee;

ON MOTION of Mr. Smith, seconded by Ms. Hodges, the following recommendation was offered and unanimously adopted by the Legal and Title Controversy Committee after discussion and careful consideration:

That the State Mineral and Energy Board grant final approval of the Lease Extension and Amendment by and between the State Mineral and Energy Board and Freeport-McMoran Oil & Gas LLC, Stone Energy Offshore, L.L.C. and ORX Exploration, Inc., on the Docket as Item No. 16-01;

WHEREAS, after discussion and careful consideration of the foregoing request and the recommendation of the Legal and Title Controversy Committee;

ON MOTION of Mr. Brouillette, seconded by Mr. Haik, the following Resolution was offered and unanimously adopted by the State Mineral and Energy Board:

NOW THEREFORE, BE IT RESOLVED that the State Mineral and Energy Board does hereby grant final approval of the Lease Extension and Amendment by and between the State Mineral and Energy Board and Freeport-McMoran Oil & Gas LLC, Stone Energy Offshore, L.L.C. and ORX Exploration, Inc., on the Docket as Item No. 16-01.

CERTIFICATE

I HEREBY CERTIFY that the above is a true and correct copy of a Resolution adopted at a meeting on the 13th day of January, 2016 of the State Mineral and Energy Board in the City of Baton Rouge, State of Louisiana, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said State Mineral and Energy Board and is now in full force and effect.



Victor M. Vaughn, Executive Officer
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION # 16-01-009

Freeport-McMoran Oil & Gas
LLC, Stone Energy Offshore,
L.L.C. and ORX Exploration, Inc.
Lease Extension & Amendment
SL#21327
Docket Item No. 16-02

(LEGAL & TITLE CONTROVERSY COMMITTEE)

WHEREAS, a request was made for final approval of a Lease Extension and Amendment by and between the State Mineral and Energy Board and Freeport-McMoran Oil & Gas LLC, Stone Energy Offshore, L.L.C. and ORX Exploration, Inc., whereas said parties desire to amend said lease noting that the current annual rental payment of \$6,290.00 applicable to each of years 1, 2 and 3 of the current Primary Term shall be increased to \$12,580.00 for each of years 4 and 5 of the extended primary term, and the current royalty percentage of 22.5% shall be increased to 23.0%, affecting State Lease No. 21327, Lafourche Parish, Louisiana, with further particulars being stipulated in the instrument, on the Docket as Item No. 16-02;

WHEREAS, the Staff of the Office of Mineral Resources, upon thorough review and consideration, recommended that the foregoing request be approved by the Legal and Title Controversy Committee;

ON MOTION of Mr. Smith, seconded by Ms. Hodges, the following recommendation was offered and unanimously adopted by the Legal and Title Controversy Committee after discussion and careful consideration:

That the State Mineral and Energy Board grant final approval of the Lease Extension and Amendment by and between the State Mineral and Energy Board and Freeport-McMoran Oil & Gas LLC, Stone Energy Offshore, L.L.C. and ORX Exploration, Inc., on the Docket as Item No. 16-02;

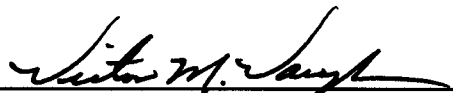
WHEREAS, after discussion and careful consideration of the foregoing request and the recommendation of the Legal and Title Controversy Committee;

ON MOTION of Mr. Brouillette, seconded by Mr. Haik, the following Resolution was offered and unanimously adopted by the State Mineral and Energy Board:

NOW THEREFORE, BE IT RESOLVED that the State Mineral and Energy Board does hereby grant final approval of the Lease Extension and Amendment by and between the State Mineral and Energy Board and Freeport-McMoran Oil & Gas LLC, Stone Energy Offshore, L.L.C. and ORX Exploration, Inc., on the Docket as Item No. 16-02.

CERTIFICATE

I HEREBY CERTIFY that the above is a true and correct copy of a Resolution adopted at a meeting on the 13th day of January, 2016 of the State Mineral and Energy Board in the City of Baton Rouge, State of Louisiana, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said State Mineral and Energy Board and is now in full force and effect.



**Victor M. Vaughn, Executive Officer
State Mineral and Energy Board**

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION # 16-01-010

Freeport-McMoran Oil & Gas
LLC, Stone Energy Offshore,
L.L.C. and ORX Exploration, Inc.
Lease Extension & Amendment
SL#21334
Docket Item No. 16-03

(LEGAL & TITLE CONTROVERSY COMMITTEE)

WHEREAS, a request was made for final approval of a Lease Extension and Amendment by and between the State Mineral and Energy Board and Freeport-McMoran Oil & Gas LLC, Stone Energy Offshore, L.L.C. and ORX Exploration, Inc., whereas said parties desire to amend said lease noting that the current annual rental payment of \$9,872.00 applicable to each of years 1, 2 and 3 of the current Primary Term shall be increased to \$19,743.20 for each of years 4 and 5 of the extended primary term, and the current royalty percentage of 22.5% shall be increased to 23.0%, affecting State Lease No. 21334, Lafourche Parish, Louisiana, with further particulars being stipulated in the instrument, on the Docket as Item No. 16-03;

WHEREAS, the Staff of the Office of Mineral Resources, upon thorough review and consideration, recommended that the foregoing request be approved by the Legal and Title Controversy Committee;

ON MOTION of Mr. Smith, seconded by Ms. Hodges, the following recommendation was offered and unanimously adopted by the Legal and Title Controversy Committee after discussion and careful consideration:

That the State Mineral and Energy Board grant final approval of the Lease Extension and Amendment by and between the State Mineral and Energy Board and Freeport-McMoran Oil & Gas LLC, Stone Energy Offshore, L.L.C. and ORX Exploration, Inc., on the Docket as Item No. 16-03;

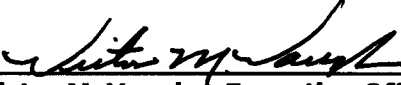
WHEREAS, after discussion and careful consideration of the foregoing request and the recommendation of the Legal and Title Controversy Committee;

ON MOTION of Mr. Brouillette, seconded by Mr. Haik, the following Resolution was offered and unanimously adopted by the State Mineral and Energy Board:

NOW THEREFORE, BE IT RESOLVED that the State Mineral and Energy Board does hereby grant final approval of the Lease Extension and Amendment by and between the State Mineral and Energy Board and Freeport-McMoran Oil & Gas LLC, Stone Energy Offshore, L.L.C. and ORX Exploration, Inc., on the Docket as Item No. 16-03.

CERTIFICATE

I HEREBY CERTIFY that the above is a true and correct copy of a Resolution adopted at a meeting on the 13th day of January, 2016 of the State Mineral and Energy Board in the City of Baton Rouge, State of Louisiana, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said State Mineral and Energy Board and is now in full force and effect.



Victor M. Vaughn, Executive Officer
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION # 16-01-011

Freeport-McMoran Oil & Gas
LLC, Stone Energy Offshore,
L.L.C. and ORX Exploration, Inc.
Lease Extension & Amendment
SL#21335
Docket Item No. 16-04

(LEGAL & TITLE CONTROVERSY COMMITTEE)

WHEREAS, a request was made for final approval of a Lease Extension and Amendment by and between the State Mineral and Energy Board and Freeport-McMoran Oil & Gas LLC, Stone Energy Offshore, L.L.C. and ORX Exploration, Inc., whereas said parties desire to amend said lease noting that the current annual rental payment of \$11,137.00 applicable to each of years 1, 2 and 3 of the current Primary Term shall be increased to \$22,274.00 for each of years 4 and 5 of the extended primary term, and the current royalty percentage of 22.5% shall be increased to 23.0%, affecting State Lease No. 21335, Lafourche Parish, Louisiana, with further particulars being stipulated in the instrument, on the Docket as Item No. 16-04;

WHEREAS, the Staff of the Office of Mineral Resources, upon thorough review and consideration, recommended that the foregoing request be approved by the Legal and Title Controversy Committee;

ON MOTION of Mr. Smith, seconded by Ms. Hodges, the following recommendation was offered and unanimously adopted by the Legal and Title Controversy Committee after discussion and careful consideration:

That the State Mineral and Energy Board grant final approval of the Lease Extension and Amendment by and between the State Mineral and Energy Board and Freeport-McMoran Oil & Gas LLC, Stone Energy Offshore, L.L.C. and ORX Exploration, Inc., on the Docket as Item No. 16-04;

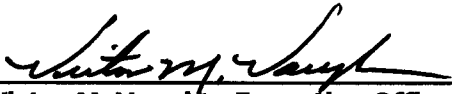
WHEREAS, after discussion and careful consideration of the foregoing request and the recommendation of the Legal and Title Controversy Committee;

ON MOTION of Mr. Brouillette, seconded by Mr. Haik, the following Resolution was offered and unanimously adopted by the State Mineral and Energy Board:

NOW THEREFORE, BE IT RESOLVED that the State Mineral and Energy Board does hereby grant final approval of the Lease Extension and Amendment by and between the State Mineral and Energy Board and Freeport-McMoran Oil & Gas LLC, Stone Energy Offshore, L.L.C. and ORX Exploration, Inc., on the Docket as Item No. 16-04.

CERTIFICATE

I HEREBY CERTIFY that the above is a true and correct copy of a Resolution adopted at a meeting on the 13th day of January, 2016 of the State Mineral and Energy Board in the City of Baton Rouge, State of Louisiana, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said State Mineral and Energy Board and is now in full force and effect.



Victor M. Vaughn, Executive Officer
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION # 16-01-012

Freeport-McMoran Oil & Gas
LLC, Stone Energy Offshore,
L.L.C. and ORX Exploration, Inc.
Lease Extension & Amendment
SL#21336
Docket Item No. 16-05

(LEGAL & TITLE CONTROVERSY COMMITTEE)

WHEREAS, a request was made for final approval of a Lease Extension and Amendment by and between the State Mineral and Energy Board and Freeport-McMoran Oil & Gas LLC, Stone Energy Offshore, L.L.C. and ORX Exploration, Inc., whereas said parties desire to amend said lease noting that the current annual rental payment of \$9,199.00 applicable to each of years 1, 2 and 3 of the current Primary Term shall be increased to \$18,396.40 for each of years 4 and 5 of the extended primary term, and the current royalty percentage of 22.5% shall be increased to 23.0%, affecting State Lease No. 21336, Lafourche Parish, Louisiana, with further particulars being stipulated in the instrument, on the Docket as Item No. 16-05;

WHEREAS, the Staff of the Office of Mineral Resources, upon thorough review and consideration, recommended that the foregoing request be approved by the Legal and Title Controversy Committee;

ON MOTION of Mr. Smith, seconded by Ms. Hodges, the following recommendation was offered and unanimously adopted by the Legal and Title Controversy Committee after discussion and careful consideration:

That the State Mineral and Energy Board grant final approval of the Lease Extension and Amendment by and between the State Mineral and Energy Board and Freeport-McMoran Oil & Gas LLC, Stone Energy Offshore, L.L.C. and ORX Exploration, Inc., on the Docket as Item No. 16-05;

WHEREAS, after discussion and careful consideration of the foregoing request and the recommendation of the Legal and Title Controversy Committee;

ON MOTION of Mr. Brouillette, seconded by Mr. Haik, the following Resolution was offered and unanimously adopted by the State Mineral and Energy Board:

NOW THEREFORE, BE IT RESOLVED that the State Mineral and Energy Board does hereby grant final approval of the Lease Extension and Amendment by and between the State Mineral and Energy Board and Freeport-McMoran Oil & Gas LLC, Stone Energy Offshore, L.L.C. and ORX Exploration, Inc., on the Docket as Item No. 16-05.

CERTIFICATE

I HEREBY CERTIFY that the above is a true and correct copy of a Resolution adopted at a meeting on the 13th day of January, 2016 of the State Mineral and Energy Board in the City of Baton Rouge, State of Louisiana, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said State Mineral and Energy Board and is now in full force and effect.



Victor M. Vaughn, Executive Officer
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION # 16-01-013

Freeport-McMoran Oil & Gas
LLC, Stone Energy Offshore,
L.L.C. and ORX Exploration, Inc.
Lease Extension & Amendment
SL#21337
Docket Item No. 16-06

(LEGAL & TITLE CONTROVERSY COMMITTEE)

WHEREAS, a request was made for final approval of a Lease Extension and Amendment by and between the State Mineral and Energy Board and Freeport-McMoran Oil & Gas LLC, Stone Energy Offshore, L.L.C. and ORX Exploration, Inc., whereas said parties desire to amend said lease noting that the current annual rental payment of \$1,488.00 applicable to each of years 1, 2 and 3 of the current Primary Term shall be increased to \$2,974.80 for each of years 4 and 5 of the extended primary term, and the current royalty percentage of 22.5% shall be increased to 23.0%, affecting State Lease No. 21337, Lafourche Parish, Louisiana, with further particulars being stipulated in the instrument, on the Docket as Item No. 16-06;

WHEREAS, the Staff of the Office of Mineral Resources, upon thorough review and consideration, recommended that the foregoing request be approved by the Legal and Title Controversy Committee;

ON MOTION of Mr. Smith, seconded by Ms. Hodges, the following recommendation was offered and unanimously adopted by the Legal and Title Controversy Committee after discussion and careful consideration:

That the State Mineral and Energy Board grant final approval of the Lease Extension and Amendment by and between the State Mineral and Energy Board and Freeport-McMoran Oil & Gas LLC, Stone Energy Offshore, L.L.C. and ORX Exploration, Inc., on the Docket as Item No. 16-06;

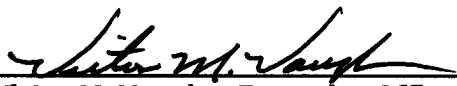
WHEREAS, after discussion and careful consideration of the foregoing request and the recommendation of the Legal and Title Controversy Committee;

ON MOTION of Mr. Brouillette, seconded by Mr. Haik, the following Resolution was offered and unanimously adopted by the State Mineral and Energy Board:

NOW THEREFORE, BE IT RESOLVED that the State Mineral and Energy Board does hereby grant final approval of the Lease Extension and Amendment by and between the State Mineral and Energy Board and Freeport-McMoran Oil & Gas LLC, Stone Energy Offshore, L.L.C. and ORX Exploration, Inc., on the Docket as Item No. 16-06.

CERTIFICATE

I HEREBY CERTIFY that the above is a true and correct copy of a Resolution adopted at a meeting on the 13th day of January, 2016 of the State Mineral and Energy Board in the City of Baton Rouge, State of Louisiana, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said State Mineral and Energy Board and is now in full force and effect.


Victor M. Vaughn, Executive Officer
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION # 16-01-014

(LEGAL & TITLE CONTROVERSY COMMITTEE)

Sunnyside Resources, Inc.
Lease Extension & Amendment
SL#21107
Docket Item No. 16-07

WHEREAS, a request was made for final approval of a Lease Extension and Amendment by and between the State Mineral and Energy Board and Sunnyside Resources, Inc., whereas said parties desire to amend said lease noting that the current annual rental payment of \$23,887.50 applicable to each of years 1, 2 and 3 of the current Primary Term shall be increased to \$47,775.00 for each of years 4 and 5 of the extended primary term, and the current royalty percentage of 20.5% shall be increased to 21.0%, affecting State Lease No. 21107, East and West Baton Rouge Parishes, Louisiana, with further particulars being stipulated in the instrument, on the Docket as Item No. 16-07;

WHEREAS, the Staff of the Office of Mineral Resources, upon thorough review and consideration, recommended that the foregoing request be approved by the Legal and Title Controversy Committee;

ON MOTION of Mr. Smith, seconded by Ms. Hodges, the following recommendation was offered and unanimously adopted by the Legal and Title Controversy Committee after discussion and careful consideration:

That the State Mineral and Energy Board grant final approval of the Lease Extension and Amendment by and between the State Mineral and Energy Board and Sunnyside Resources, Inc., on the Docket as Item No. 16-07;

WHEREAS, after discussion and careful consideration of the foregoing request and the recommendation of the Legal and Title Controversy Committee;

ON MOTION of Mr. Brouillette, seconded by Mr. Haik, the following Resolution was offered and unanimously adopted by the State Mineral and Energy Board:

NOW THEREFORE, BE IT RESOLVED that the State Mineral and Energy Board does hereby grant final approval of the Lease Extension and Amendment by and between the State Mineral and Energy Board and Sunnyside Resources, Inc., on the Docket as Item No. 16-07.

CERTIFICATE

I HEREBY CERTIFY that the above is a true and correct copy of a Resolution adopted at a meeting on the 13th day of January, 2016 of the State Mineral and Energy Board in the City of Baton Rouge, State of Louisiana, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said State Mineral and Energy Board and is now in full force and effect.



Victor M. Vaughn, Executive Officer
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION # 16-01-015

(LEGAL & TITLE CONTROVERSY COMMITTEE)

Occidental Chemical Corporation
Settlement & Release Agreement
OXY Well #1 Assumption Parish
Docket Item No. 16-08

WHEREAS, a request was made for final approval of a Settlement and Release Agreement by and between Occidental Chemical Corporation and the State of Louisiana relative the value of the salt produced and extracted from the cavern associated with the OXY Well #1 located in Section 41, Township 12 South, Range 13 East in the Parish of Assumption, State of Louisiana, with further particulars being stipulated in the instrument, on the Docket as Item No. 16-08;

WHEREAS, the Staff of the Office of Mineral Resources, upon thorough review and consideration, recommended that the foregoing request be approved by the Legal and Title Controversy Committee;

ON MOTION of Mr. Brouillette, seconded by Mr. Haik, the following recommendation was offered and unanimously adopted by the Legal and Title Controversy Committee after discussion and careful consideration:

That the State Mineral and Energy Board grant final approval of the Settlement and Release Agreement by and between Occidental Chemical Corporation and the State of Louisiana, on the Docket as Item No. 16-08;


WHEREAS, after discussion and careful consideration of the foregoing request and the recommendation of the Legal and Title Controversy Committee;

ON MOTION of Mr. Brouillette, seconded by Mr. Haik, the following Resolution was offered and unanimously adopted by the State Mineral and Energy Board:

NOW THEREFORE, BE IT RESOLVED that the State Mineral and Energy Board does hereby grant final approval of the Lease Extension and Amendment by and between Occidental Chemical Corporation and the State of Louisiana, on the Docket as Item No. 16-08.

CERTIFICATE

I HEREBY CERTIFY that the above is a true and correct copy of a Resolution adopted at a meeting on the 13th day of January, 2016 of the State Mineral and Energy Board in the City of Baton Rouge, State of Louisiana, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said State Mineral and Energy Board and is now in full force and effect.



Victor M. Vaughn, Executive Officer
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

SHORELINE SOUTHEAST LLC
ESCROW AUTHORIZATION
Shoreline-LL&E No. 1 Well
Bastian Bay Field
State Lease No. 21436

RESOLUTION # 16-01-016

(LEGAL & TITLE CONTROVERSY COMMITTEE)

WHEREAS, pursuant to La. R.S. 30:121, the State Mineral and Energy Board (Board) shall administer the State of Louisiana's (State) proprietary interest in the minerals in and upon the lands and water bottoms belonging to the State or the title to which is in the public trust; and

WHEREAS, pursuant to La. R.S. 30:124, the Board has authority to lease such lands and water bottoms for the development and production of minerals, oil, gas or alternative energy sources; and

WHEREAS, pursuant to La. R.S. 30:129, the Board has full supervision over all mineral leases granted by the State, and is authorized to take any action necessary to protect the interests of the State and enter into agreements or amend leases in the manner most beneficial to the State; and

WHEREAS, disputes regarding the ownership of minerals to which the State claims title periodically occur and Lessees are required to promptly notify the Office of Mineral Resources (OMR) of adverse claims by any individual or entity not a party to a State Lease; and

WHEREAS, by Resolution #15-06-016, dated June 10, 2015, the Board continued the practice of permitting Lessees to request authority to escrow royalties on title disputed lands under lease by the State; and

WHEREAS, on December 1, 2015, Shoreline Southeast LLC notified OMR that a *bona fide* dispute exists due to an adverse claim regarding the ownership or title to all or a portion of the premises under lease by the State related to the Shoreline-LL&E No. 1 Well: Upper Discorbis 12 RA SUA, Bastian Bay Field, Plaquemines Parish, Louisiana, including water bottoms covered by State Lease No. 21436 that are owned of record, and are claimed adversely to the State by The Louisiana Land and Exploration Company, LLC and Plaquemines Parish Government. Shoreline Southeast LLC requested authorization to deposit the royalty payments due on the production attributable to the disputed acreage into an escrow account in lieu of making such payments directly to OMR as required by the State Lease; and

WHEREAS, it is advantageous to the State for the Board to grant this request for escrow authority for a fixed duration of time, as an alternative to litigation, during which the adverse claim will be evaluated by the interested parties and effort made to negotiate an amicable resolution; and

WHEREAS, in response to this request for escrow authority, OMR Staff offered the following recommendation for consideration by the Legal & Title Controversy Committee:

That the State Mineral and Energy Board approve Lessee's request for escrow authority, commencing December 1, 2015 and continuing through the June 8, 2016 Board Meeting (or the date of the next meeting of the Board thereafter, should it not meet that month), to allow the interested parties time to evaluate and resolve the adverse claim, which authority should be granted subject to the standard escrow procedure and requirements established by OMR.

ON MOTION of Mr. Brouillette, seconded by Mr. Cordaro, after discussion and careful consideration, the foregoing OMR Staff recommendation was offered and unanimously accepted by the Legal & Title Controversy Committee.

Resolution #16-01-016
(Legal & Title Controversy Committee)

WHEREAS, in response to the foregoing OMR Staff recommendation and action of the Legal & Title Controversy Committee;

ON MOTION of Mr. Brouillette, seconded by Mr. Haik, after discussion and careful consideration, the following Resolution was offered and unanimously adopted by the Board:

NOW THEREFORE, BE IT RESOLVED that Lessee's request for escrow authority is hereby granted:

BE IT FURTHER RESOLVED:

- 1) Lessee is hereby authorized to suspend the direct payment of royalties to OMR on the disputed acreage related to the Shoreline-LL&E No. 1 Well: Upper Discorbis 12 RA SUA, Bastian Bay Field, Plaquemines Parish, State of Louisiana including water bottoms covered by State Lease No. 21436 that are owned of record, and are claimed adversely to the State by The Louisiana Land and Exploration Company, LLC and Plaquemines Parish Government;
- 2) The escrow authority granted hereby is effective December 1, 2015 and continuing through the June 8, 2016 Board meeting (or the date of the next meeting of the Board thereafter, should it not meet that month), to allow the interested parties time to evaluate and resolve the adverse claim;
- 3) The escrow authority granted hereby is contingent upon Lessee's compliance with the standard escrow procedure and requirements established by OMR;
- 4) The deposit of royalties into the escrow account shall be accepted by the Board as the royalty payments required by the State Lease, and Lessee shall not be held in default of payment of its royalty obligation owed the State as long as deposits are timely and properly made as required by the State Lease into the escrow account; and
- 5) The Board reserves the right to audit the royalty payments deposited into the escrow account and further reserves all audit rights authorized by the State Lease.

BE IT FURTHER RESOLVED:

- 1) Within fifteen (15) calendar days of adoption of this Resolution, Lessee shall open and maintain a separate, interest bearing escrow account at a FDIC insured financial institution having a presence in the State of Louisiana, and provide satisfactory documentary proof of having done so to OMR;
- 2) Throughout the authorized escrow period, Lessee shall continue to timely provide fully completed SR-9 Reports (and any other requested documents) to OMR;
- 3) Throughout the authorized escrow period, Lessee shall timely deposit the properly calculated and reported royalty payments attributable to the disputed acreage into the escrow account;
- 4) Throughout the authorized escrow period, Lessee shall provide documentation (copies of deposited checks, deposit receipts or monthly bank statements) of the timely deposit of royalty payments into the escrow account;
- 5) Throughout the authorized escrow period, Lessee shall in good faith cooperate with OMR's efforts to negotiate a royalty sharing agreement or other amicable resolution of the title dispute with the adverse claimant(s);
- 6) If the ownership/title dispute is amicably resolved prior to expiration of the authorized escrow period, the royalty payments on deposit and interest thereon accumulating in the escrow account shall be timely distributed in accordance with the negotiated resolution;

Resolution #16-01-016
(Legal & Title Controversy Committee)

- 7) If the ownership/title dispute is not amicably resolved prior to expiration of the escrow period or any authorized extension thereof, Lessee shall, within fifteen (15) calendar days of expiration:
 - a) Resume direct payment of royalties to OMR and transfer all royalty payments, including interest, on deposit in the escrow account to OMR; or
 - b) Invoke a concursus proceeding, transfer all royalty payments, including interest, on deposit in the escrow account into the Registry of the Court and continue the direct payment of royalties into the Registry of the Court through adjudication of the dispute;
- 8) Lessee shall not transfer nor release any funds, including interest, on deposit in the escrow account authorized by this Resolution without the knowledge and written approval of OMR; and
- 9) All charges and expenses in connection with the creation and maintenance of the escrow account authorized hereby are to be borne by Lessee.


BE IT FURTHER RESOLVED that Lessee is obligated to strictly comply with the requirements applicable to this escrow authority as set forth herein and as required by OMR. Lessee's failure to:

- 1) Timely create the escrow account; or
- 2) Timely deposit royalty payments into the escrow account; or
- 3) Timely provide required reports and documentary proof of deposits; or
- 4) Timely invoke a concursus proceeding or resume direct payment of royalties to OMR upon expiration of the escrow authority;

may result in the escrow authority granted hereby being rendered null and void *ab initio* by the Board, thus subjecting Lessee to the penalties and interest authorized by law and the State Lease.

CERTIFICATE

I HEREBY CERTIFY that the above is a true and correct copy of a Resolution adopted at a meeting on the 13th day of January, 2016 of the State Mineral and Energy Board in the City of Baton Rouge, State of Louisiana, pursuant to due notice and in compliance with law, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Board and is now in full force and effect.



**Victor M. Vaughn, Executive Officer
State Mineral and Energy Board**

Resolution #16-01-016
(Legal & Title Controversy Committee)

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Proposed New Lease Form for
Oil, Gas, and Other Liquid or
Gaseous Hydrocarbon Minerals

RESOLUTION # 16-01-017

(LEGAL & TITLE CONTROVERSY COMMITTEE)

WHEREAS, Staff requested approval of the Proposed New Lease Form;

ON MOTION of Mr. Haik, seconded by Mr. Brouillette, the following recommendation was offered and unanimously adopted by the Legal and Title Controversy Committee after discussion and careful consideration:

That the State Mineral and Energy Board approve the Proposed New Lease Form;


WHEREAS, after discussion and careful consideration of the foregoing request and the recommendation of the Legal and Title Controversy Committee;

ON MOTION of Mr. Brouillette, seconded by Mr. Haik, the following Resolution was offered and unanimously adopted by the State Mineral and Energy Board:

NOW THEREFORE, BE IT RESOLVED that the State Mineral and Energy Board does hereby defer approval of the Proposed New Lease Form until the next meeting of the Board on February 10, 2016.

CERTIFICATE

I HEREBY CERTIFY that the above is a true and correct copy of a Resolution adopted at a meeting on the 13th day of January, 2016 of the State Mineral and Energy Board in the City of Baton Rouge, State of Louisiana, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said State Mineral and Energy Board and is now in full force and effect.



**Victor M. Vaughn, Executive Officer
State Mineral and Energy Board**



State of Louisiana

DEPARTMENT OF NATURAL RESOURCES
OFFICE OF MINERAL RESOURCES
STATE MINERAL AND ENERGY BOARD

DOCKET REVIEW COMMITTEE REPORT

The Docket Review Committee convened at 10:48 a.m. on Wednesday, January 13, 2016. Board Members present were Mr. W. Paul Segura, Jr., Ms. Beverly Hodges, Mr. Thomas L. Arnold, Jr., Mr. Emile Cordaro, Mr. Darryl D. Smith, Mr. Dan R. Brouillette and Mr. Theodore M. "Ted" Haik Jr.

The Committee made the following recommendations:

Approve all Assignments on pages 2 through 14;

Approve the following items upon recommendation of the Legal and Title Controversy Committee: Docket Item Nos. 16-01, 16-02, 16-03, 16-04, 16-05, 16-06, 16-07 and 16-08 on pages 15, 16 and 17;

Upon Motion of Mr. Arnold, seconded by Mr. Segura, the committee voted unanimously to accept the staff's recommendations.

There being no further business to come before the committee, upon motion of Mr. Cordaro, and seconded by Ms. Hodges, the committee voted unanimously to adjourn the meeting at 11:00 a.m.

Respectfully submitted,

Darryl D. Smith / cw
Darryl D. Smith
Docket Review Committee

Refer to Board Meeting Minutes for any action taken by the Board regarding matters in this report.

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #16-01-18 (DOCKET REVIEW COMMITTEE)

On motion of Mr. Arnold seconded by Mr. Segura, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 1 from the January 13, 2016 Meeting be approved, said instrument being an Assignment from Allen & Kirmse, Ltd. of all of Assignor's right, title and interest to the following in the proportions set out below:

Shoreline Southeast LLC	60%
White Marlin Oil and Gas Company, LLC	40%

in and to State Lease Nos. 21367, 21368 and 21369, Lafourche Parish, Louisiana, with further particulars being stipulated in the instrument.

Shoreline Southeast LLC is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.

This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

1) That all terms and conditions of the basic lease will be fulfilled, including but not limited to the full payment of rentals and royalties, regardless of the division of leasehold interests resulting from the instrument;

2) That failure to comply with the terms and conditions of the basic lease by the original lessee, or by any assignee, sublessor or sublessee, prior or subsequent hereto, shall not be deemed waived by the approval of said instrument by the State Mineral and Energy Board for the State of Louisiana, it being distinctly understood that the State Mineral and Energy Board for the State of Louisiana does not recognize said instrument as creating a novation, as regards any right or interest of the State or Board;

3) That in the event ownership of the basic mineral lease is or becomes vested in two or more lessees responsible to the lessor for compliance with indivisible obligations to maintain the lease, then said lessees shall designate in writing to the State Mineral and Energy Board the lessee representing the joint account of all lessees, who shall be accountable to the Board for discharge of indivisible obligations under the lease for all lessees or for release in lieu of compliance therewith, provided that in the event of failure of said lessees to comply with such condition, then the Board may withhold approval of and thereby deny validity to any pending or future assignment or transfer of an interest in the lease, and, provided further, that if any lessee should agree to release the lease or any segregated portion thereof in lieu of complying with an indivisible lease obligation to maintain the lease and no other lessee desires to assume and undertake the indivisible obligation, then all lessees agree to join in a release or to otherwise execute a similar release of their rights to lessor, relegating any nonsignatory lessee to such remedy, if any, as such party may have against the lessee or lessees, who may execute a release purporting to cover the entirety of the lease or of a segregated portion thereof;

4) That this approval is given merely for the purpose of validating the assignment or transfer under the provisions of R.S. 30.128, but by giving its approval, the Board does not recognize the validity of any other instrument referred to therein that has not also been considered and approved by the Board in its entirety nor of any descriptions nor adopt any of the terms and conditions in the assignment or transfer, including but not limited to any election to convert an overriding royalty interest to a working interest, and any such election shall not be effective until written notice thereof is given to the Board and assignment or transfer of such working interest in recordable form is docketed for approval and approved by the Board, and, furthermore, that this approval may not operate as the Board's approval of any sales contract, which may have been entered into by the parties to the assignment or transfer, inasmuch as the Board specifically reserves the right to take its royalty oil, gas and other minerals in kind;

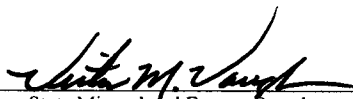
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

6) That nothing herein shall be construed as approval for any assignment, sublease or transfer to or from any individual, partnership, corporation or other legal entity who has filed bankruptcy proceedings unless such status is specifically recognized in this resolution

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 13th day of January, 2016, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

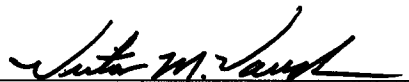
Resolution #16-01-019
(DOCKET REVIEW COMMITTEE)

On motion of Mr. Arnold, seconded by Mr. Segura, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 2 from the January 13, 2016, Meeting be approved, said instrument being a Correction of Resolution No. 7 from the March 8, 1995 Meeting, being a Change of Name whereby PaineWebber/Geodyne Energy Income Production Partnership I-B is changing its name to Geodyne Energy Income Production Partnership I-B, whereas State Lease No. 8702 was inadvertently added to said Resolution and is hereby being deleted, affecting State Lease Nos. 7969, 8702, 9344, 9346, 10590 and 11179, Beauregard, Orleans, St. Bernard and St. Mary Parishes, Louisiana.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 13th day of January, 2016, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #16-01-20 (DOCKET REVIEW COMMITTEE)

On motion of Mr. Arnold seconded by Mr. Segura, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 3 from the January 13, 2016 Meeting be approved, said instrument being an Assignment from PaineWebber/Geodyne Energy Income Production Partnership I-B to Diverse GP III of all of Assignor's right, title and interest in and to State Lease No. 8702, Beauregard Parish, Louisiana, with further particulars being stipulated in the instrument

Diverse GP III is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975

This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

1) That all terms and conditions of the basic lease will be fulfilled, including but not limited to the full payment of rentals and royalties, regardless of the division of leasehold interests resulting from the instrument,

2) That failure to comply with the terms and conditions of the basic lease by the original lessee, or by any assignee, sublessor or sublessee, prior or subsequent hereto, shall not be deemed waived by the approval of said instrument by the State Mineral and Energy Board for the State of Louisiana, it being distinctly understood that the State Mineral and Energy Board for the State of Louisiana does not recognize said instrument as creating a novation, as regards any right or interest of the State or Board;

3) That in the event ownership of the basic mineral lease is or becomes vested in two or more lessees responsible to the lessor for compliance with indivisible obligations to maintain the lease, then said lessees shall designate in writing to the State Mineral and Energy Board the lessee representing the joint account of all lessees, who shall be accountable to the Board for discharge of indivisible obligations under the lease for all lessees or for release in lieu of compliance therewith, provided that in the event of failure of said lessees to comply with such condition, then the Board may withhold approval of and thereby deny validity to any pending or future assignment or transfer of an interest in the lease, and, provided further, that if any lessee should agree to release the lease or any segregated portion thereof in lieu of complying with an indivisible lease obligation to maintain the lease and no other lessee desires to assume and undertake the indivisible obligation, then all lessees agree to join in a release or to otherwise execute a similar release of their rights to lessor, relegating any nonsignatory lessee to such remedy, if any, as such party may have against the lessee or lessees, who may execute a release purporting to cover the entirety of the lease or of a segregated portion thereof;

4) That this approval is given merely for the purpose of validating the assignment or transfer under the provisions of R.S. 30:128, but by giving its approval, the Board does not recognize the validity of any other instrument referred to therein that has not also been considered and approved by the Board in its entirety nor of any descriptions nor adopt any of the terms and conditions in the assignment or transfer, including but not limited to any election to convert an overriding royalty interest to a working interest, and any such election shall not be effective until written notice thereof is given to the Board and assignment or transfer of such working interest in recordable form is docketed for approval and approved by the Board, and, furthermore, that this approval may not operate as the Board's approval of any sales contract, which may have been entered into by the parties to the assignment or transfer, inasmuch as the Board specifically reserves the right to take its royalty oil, gas and other minerals in kind;

5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

6) That nothing herein shall be construed as approval for any assignment, sublease or transfer to or from any individual, partnership, corporation or other legal entity who has filed bankruptcy proceedings unless such status is specifically recognized in this resolution.

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 13th day of January, 2016, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #16-01-21
(DOCKET REVIEW COMMITTEE)

On motion of Mr. Arnold seconded by Mr. Segura, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 4 from the January 13, 2016 Meeting be approved, said instrument being a Change of Name whereby Diverse GP III is changing its name to FNRC DIII GP, affecting State Lease No. 8702, Beauregard Parish, Louisiana, with further particulars being stipulated in the instrument.

This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

1) That all terms and conditions of the basic lease will be fulfilled, including but not limited to the full payment of rentals and royalties, regardless of the division of leasehold interests resulting from the instrument;

2) That failure to comply with the terms and conditions of the basic lease by the original lessee, or by any assignee, sublessor or sublessee, prior or subsequent hereto, shall not be deemed waived by the approval of said instrument by the State Mineral and Energy Board for the State of Louisiana, it being distinctly understood that the State Mineral and Energy Board for the State of Louisiana does not recognize said instrument as creating a novation, as regards any right or interest of the State or Board;

3) That in the event ownership of the basic mineral lease is or becomes vested in two or more lessees responsible to the lessor for compliance with indivisible obligations to maintain the lease, then said lessees shall designate in writing to the State Mineral and Energy Board the lessee representing the joint account of all lessees, who shall be accountable to the Board for discharge of indivisible obligations under the lease for all lessees or for release in lieu of compliance therewith, provided that in the event of failure of said lessees to comply with such condition, then the Board may withhold approval of and thereby deny validity to any pending or future assignment or transfer of an interest in the lease, and, provided further, that if any lessee should agree to release the lease or any segregated portion thereof in lieu of complying with an indivisible lease obligation to maintain the lease and no other lessee desires to assume and undertake the indivisible obligation, then all lessees agree to join in a release or to otherwise execute a similar release of their rights to lessor, relegating any nonsignatory lessee to such remedy, if any, as such party may have against the lessee or lessees, who may execute a release purporting to cover the entirety of the lease or of a segregated portion thereof,

4) That this approval is given merely for the purpose of validating the assignment or transfer under the provisions of R.S. 30.128, but by giving its approval, the Board does not recognize the validity of any other instrument referred to therein that has not also been considered and approved by the Board in its entirety nor of any descriptions nor adopt any of the terms and conditions in the assignment or transfer, including but not limited to any election to convert an overriding royalty interest to a working interest, and any such election shall not be effective until written notice thereof is given to the Board and assignment or transfer of such working interest in recordable form is docketed for approval and approved by the Board, and, furthermore, that this approval may not operate as the Board's approval of any sales contract, which may have been entered into by the parties to the assignment or transfer, inasmuch as the Board specifically reserves the right to take its royalty oil, gas and other minerals in kind;

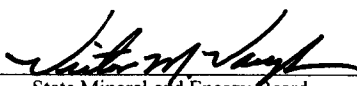
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

6) That nothing herein shall be construed as approval for any assignment, sublease or transfer to or from any individual, partnership, corporation or other legal entity who has filed bankruptcy proceedings unless such status is specifically recognized in this resolution

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 13th day of January, 2016, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #16-01-22 (DOCKET REVIEW COMMITTEE)

On motion of Mr. Arnold seconded by Mr. Segura, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 5 from the January 13, 2016 Meeting be approved, said instrument being a Merger whereby FNRC DII is merging with and into Fortune Natural Resources Corporation affecting State Lease No. 8702, Beauregard Parish, Louisiana, with further particulars being stipulated in the instrument.

This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

1) That all terms and conditions of the basic lease will be fulfilled, including but not limited to the full payment of rentals and royalties, regardless of the division of leasehold interests resulting from the instrument;

2) That failure to comply with the terms and conditions of the basic lease by the original lessee, or by any assignee, sublessor or sublessee, prior or subsequent hereto, shall not be deemed waived by the approval of said instrument by the State Mineral and Energy Board for the State of Louisiana, it being distinctly understood that the State Mineral and Energy Board for the State of Louisiana does not recognize said instrument as creating a novation, as regards any right or interest of the State or Board;

3) That in the event ownership of the basic mineral lease is or becomes vested in two or more lessees responsible to the lessor for compliance with indivisible obligations to maintain the lease, then said lessees shall designate in writing to the State Mineral and Energy Board the lessee representing the joint account of all lessees, who shall be accountable to the Board for discharge of indivisible obligations under the lease for all lessees or for release in lieu of compliance therewith, provided that in the event of failure of said lessees to comply with such condition, then the Board may withhold approval of and thereby deny validity to any pending or future assignment or transfer of an interest in the lease, and, provided further, that if any lessee should agree to release the lease or any segregated portion thereof in lieu of complying with an indivisible lease obligation to maintain the lease and no other lessee desires to assume and undertake the indivisible obligation, then all lessees agree to join in a release or to otherwise execute a similar release of their rights to lessor, relegating any nonsignatory lessee to such remedy, if any, as such party may have against the lessee or lessees, who may execute a release purporting to cover the entirety of the lease or of a segregated portion thereof,

4) That this approval is given merely for the purpose of validating the assignment or transfer under the provisions of R.S. 30:128, but by giving its approval, the Board does not recognize the validity of any other instrument referred to therein that has not also been considered and approved by the Board in its entirety nor of any descriptions nor adopt any of the terms and conditions in the assignment or transfer, including but not limited to any election to convert an overriding royalty interest to a working interest, and any such election shall not be effective until written notice thereof is given to the Board and assignment or transfer of such working interest in recordable form is docketed for approval and approved by the Board, and, furthermore, that this approval may not operate as the Board's approval of any sales contract, which may have been entered into by the parties to the assignment or transfer, inasmuch as the Board specifically reserves the right to take its royalty oil, gas and other minerals in kind;

5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

6) That nothing herein shall be construed as approval for any assignment, sublease or transfer to or from any individual, partnership, corporation or other legal entity who has filed bankruptcy proceedings unless such status is specifically recognized in this resolution.

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 13th day of January, 2016, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #16-01-023
(DOCKET REVIEW COMMITTEE)

On motion of Mr. Arnold, seconded by Mr. Segura, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 6 from the January 13, 2016, Meeting be approved, said instrument being a Correction of Resolution No. 31 from the May 11, 2005 Meeting being a Merger whereby UMC Petroleum Corporation is merging with and into Ocean Energy, Inc., whereas State Lease No. 346 was omitted from said resolution and is hereby being added, affecting State Lease Nos. 346, 4041, 4043, 8063 and 12820, Assumption, Jefferson, Plaquemines, St. Charles, St. John the Baptist, St. Martin, St. Tammany and Tangipahoa Parishes, Louisiana.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 13th day of January, 2016, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

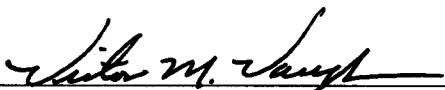
Resolution #16-01-024
(DOCKET REVIEW COMMITTEE)

On motion of Mr. Arnold, seconded by Mr. Segura, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 7 from the January 13, 2016, Meeting be approved, said instrument being a Correction of Resolution No. 6 from the December 10, 2003 Meeting being an Change of Name whereby Ocean Energy, Inc. is changing its name to Devon Louisiana Corporation, whereas State Lease Nos. 346, 378, 4041 and 4043 were omitted from said Resolution and are hereby being added, affecting State Lease Nos. 346, 378, 988, 1277, 1278, 1353, 1354, 1355, 1357, 1359, 1388, 1927, 2090, 2091, 2557, 3508, 3851, 3942, 4041, 4043, 4477, 5003, 6060, 10643, 10920, 12820, 12415, 14795, 14832, 14860, 14861, 15087, 15339, 15386, 15763, 15764, 15840, 16194, 16412, 16413, 16414, 16415, 16676, 16709, 17348, 17350, 17696, 17697 and Operating Agreement "A0195", Assumption, Caddo, Catahoula, Iberia, Jefferson, Lafourche, Plaquemines, Red River, St. Bernard, St. Charles, St. John the Baptist, St. Martin, St. Tammany, Tangipahoa and Terrebonne Parishes, Louisiana.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 13th day of January, 2016, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #16-01-025
(DOCKET REVIEW COMMITTEE)

On motion of Mr. Arnold, seconded by Mr. Segura, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 8 from the January 13, 2016, Meeting be approved, said instrument being a Correction of Resolution No. 18 from the December 13, 2006 Meeting being a Merger whereby Devon Louisiana Corporation is merging with and into Devon Energy Production Company, L.P., whereas State Lease Nos. 346, 378, 4041 and 4043 were omitted from said Resolution and are hereby being added, affecting State Lease Nos. 346, 378, 988, 1277, 1278, 1353, 1354, 1355, 1357, 1359, 1927, 2090, 2091, 2557, 3508, 3851, 4041, 4043, 4477, 5003, 14795, 14832, 15339 and Operating Agreement "A0195", Assumption, Caddo, Catahoula, Iberia, Jefferson, Lafourche, Plaquemines, Red River, St. Bernard, St. Charles, St. John the Baptist, St. Martin, St. Tammany, Tangipahoa and Terrebonne Parishes, Louisiana.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 13th day of January, 2016, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #16-01-26 (DOCKET REVIEW COMMITTEE)

On motion of Mr. Arnold seconded by Mr. Segura, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 9 from the January 13, 2016 Meeting be approved, said instrument being an Assignment from Long Petroleum, L.L.C. to Winchester Production Company of an undivided 54.0% interest in and to State Lease No 6760, DeSoto Parish, Louisiana, with further particulars being stipulated in the instrument

Winchester Production Company is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975

This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

1) That all terms and conditions of the basic lease will be fulfilled, including but not limited to the full payment of rentals and royalties, regardless of the division of leasehold interests resulting from the instrument;

2) That failure to comply with the terms and conditions of the basic lease by the original lessee, or by any assignee, sublessor or sublessee, prior or subsequent hereto, shall not be deemed waived by the approval of said instrument by the State Mineral and Energy Board for the State of Louisiana, it being distinctly understood that the State Mineral and Energy Board for the State of Louisiana does not recognize said instrument as creating a novation, as regards any right or interest of the State or Board;

3) That in the event ownership of the basic mineral lease is or becomes vested in two or more lessees responsible to the lessor for compliance with indivisible obligations to maintain the lease, then said lessees shall designate in writing to the State Mineral and Energy Board the lessee representing the joint account of all lessees, who shall be accountable to the Board for discharge of indivisible obligations under the lease for all lessees or for release in lieu of compliance therewith, provided that in the event of failure of said lessees to comply with such condition, then the Board may withhold approval of and thereby deny validity to any pending or future assignment or transfer of an interest in the lease, and, provided further, that if any lessee should agree to release the lease or any segregated portion thereof in lieu of complying with an indivisible lease obligation to maintain the lease and no other lessee desires to assume and undertake the indivisible obligation, then all lessees agree to join in a release or to otherwise execute a similar release of their rights to lessor, relegating any nonsignatory lessee to such remedy, if any, as such party may have against the lessee or lessees, who may execute a release purporting to cover the entirety of the lease or of a segregated portion thereof,

4) That this approval is given merely for the purpose of validating the assignment or transfer under the provisions of R.S. 30.128, but by giving its approval, the Board does not recognize the validity of any other instrument referred to therein that has not also been considered and approved by the Board in its entirety nor of any descriptions nor adopt any of the terms and conditions in the assignment or transfer, including but not limited to any election to convert an overriding royalty interest to a working interest, and any such election shall not be effective until written notice thereof is given to the Board and assignment or transfer of such working interest in recordable form is docketed for approval and approved by the Board, and, furthermore, that this approval may not operate as the Board's approval of any sales contract, which may have been entered into by the parties to the assignment or transfer, inasmuch as the Board specifically reserves the right to take its royalty oil, gas and other minerals in kind,

5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

6) That nothing herein shall be construed as approval for any assignment, sublease or transfer to or from any individual, partnership, corporation or other legal entity who has filed bankruptcy proceedings unless such status is specifically recognized in this resolution.

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 13th day of January, 2016, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #16-01-027
(DOCKET REVIEW COMMITTEE)

On motion of Mr. Arnold, seconded by Mr. Segura, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 10 from the January 13, 2016, Meeting be approved, said instrument being a Correction of Resolution No. 43 from the July 9, 2014 Meeting being a Change of Name from Winchester Production Company to Winchester Production Company, Ltd., whereas State Lease No. 6760 was omitted from said Resolution and is hereby being added, affecting State Lease Nos. 6760 and 18353, DeSoto Parish, Louisiana.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 13th day of January, 2016, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #16-01-28 (DOCKET REVIEW COMMITTEE)

On motion of Mr. Arnold seconded by Mr. Segura, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 11 from the January 13, 2016 Meeting be approved, said instrument being an Assignment from Williams Production Company, LLC to Cohort Energy Company of all of Assignor's right, title and interest in and to State Lease No. 6760, DeSoto Parish, Louisiana, with further particulars being stipulated in the instrument

Cohort Energy Company is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975

This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

1) That all terms and conditions of the basic lease will be fulfilled, including but not limited to the full payment of rentals and royalties, regardless of the division of leasehold interests resulting from the instrument,

2) That failure to comply with the terms and conditions of the basic lease by the original lessee, or by any assignee, sublessor or sublessee, prior or subsequent hereto, shall not be deemed waived by the approval of said instrument by the State Mineral and Energy Board for the State of Louisiana, it being distinctly understood that the State Mineral and Energy Board for the State of Louisiana does not recognize said instrument as creating a novation, as regards any right or interest of the State or Board,

3) That in the event ownership of the basic mineral lease is or becomes vested in two or more lessees responsible to the lessor for compliance with indivisible obligations to maintain the lease, then said lessees shall designate in writing to the State Mineral and Energy Board the lessee representing the joint account of all lessees, who shall be accountable to the Board for discharge of indivisible obligations under the lease for all lessees or for release in lieu of compliance therewith, provided that in the event of failure of said lessees to comply with such condition, then the Board may withhold approval of and thereby deny validity to any pending or future assignment or transfer of an interest in the lease, and, provided further, that if any lessee should agree to release the lease or any segregated portion thereof in lieu of complying with an indivisible lease obligation to maintain the lease and no other lessee desires to assume and undertake the indivisible obligation, then all lessees agree to join in a release or to otherwise execute a similar release of their rights to lessor, relegating any nonsignatory lessee to such remedy, if any, as such party may have against the lessee or lessees, who may execute a release purporting to cover the entirety of the lease or of a segregated portion thereof;

4) That this approval is given merely for the purpose of validating the assignment or transfer under the provisions of R.S. 30:128, but by giving its approval, the Board does not recognize the validity of any other instrument referred to therein that has not also been considered and approved by the Board in its entirety nor of any descriptions nor adopt any of the terms and conditions in the assignment or transfer, including but not limited to any election to convert an overriding royalty interest to a working interest, and any such election shall not be effective until written notice thereof is given to the Board and assignment or transfer of such working interest in recordable form is docketed for approval and approved by the Board, and, furthermore, that this approval may not operate as the Board's approval of any sales contract, which may have been entered into by the parties to the assignment or transfer, inasmuch as the Board specifically reserves the right to take its royalty oil, gas and other minerals in kind,

5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

6) That nothing herein shall be construed as approval for any assignment, sublease or transfer to or from any individual, partnership, corporation or other legal entity who has filed bankruptcy proceedings unless such status is specifically recognized in this resolution.

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 13th day of January, 2016, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #16-01-29
(DOCKET REVIEW COMMITTEE)

On motion of Mr. Arnold seconded by Mr. Segura, the following Resolution was offered and adopted.

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 12 from the January 13, 2016 Meeting be approved, said instrument being an Assignment from Cohort Energy Company to Winchester Energy Company, Ltd. of all of Assignor's right, title and interest in and to State Lease No. 6760, DeSoto Parish, Louisiana, with further particulars being stipulated in the instrument

Winchester Energy Company, Ltd. is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975

This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows.

1) That all terms and conditions of the basic lease will be fulfilled, including but not limited to the full payment of rentals and royalties, regardless of the division of leasehold interests resulting from the instrument;

2) That failure to comply with the terms and conditions of the basic lease by the original lessee, or by any assignee, sublessor or sublessee, prior or subsequent hereto, shall not be deemed waived by the approval of said instrument by the State Mineral and Energy Board for the State of Louisiana, it being distinctly understood that the State Mineral and Energy Board for the State of Louisiana does not recognize said instrument as creating a novation, as regards any right or interest of the State or Board,

3) That in the event ownership of the basic mineral lease is or becomes vested in two or more lessees responsible to the lessor for compliance with indivisible obligations to maintain the lease, then said lessees shall designate in writing to the State Mineral and Energy Board the lessee representing the joint account of all lessees, who shall be accountable to the Board for discharge of indivisible obligations under the lease for all lessees or for release in lieu of compliance therewith, provided that in the event of failure of said lessees to comply with such condition, then the Board may withhold approval of and thereby deny validity to any pending or future assignment or transfer of an interest in the lease, and, provided further, that if any lessee should agree to release the lease or any segregated portion thereof in lieu of complying with an indivisible lease obligation to maintain the lease and no other lessee desires to assume and undertake the indivisible obligation, then all lessees agree to join in a release or to otherwise execute a similar release of their rights to lessor, relegating any nonsignatory lessee to such remedy, if any, as such party may have against the lessee or lessees, who may execute a release purporting to cover the entirety of the lease or of a segregated portion thereof;

4) That this approval is given merely for the purpose of validating the assignment or transfer under the provisions of R.S. 30:128, but by giving its approval, the Board does not recognize the validity of any other instrument referred to therein that has not also been considered and approved by the Board in its entirety nor of any descriptions nor adopt any of the terms and conditions in the assignment or transfer, including but not limited to any election to convert an overriding royalty interest to a working interest, and any such election shall not be effective until written notice thereof is given to the Board and assignment or transfer of such working interest in recordable form is docketed for approval and approved by the Board, and, furthermore, that this approval may not operate as the Board's approval of any sales contract, which may have been entered into by the parties to the assignment or transfer, inasmuch as the Board specifically reserves the right to take its royalty oil, gas and other minerals in kind,

5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

6) That nothing herein shall be construed as approval for any assignment, sublease or transfer to or from any individual, partnership, corporation or other legal entity who has filed bankruptcy proceedings unless such status is specifically recognized in this resolution.

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 13th day of January, 2016, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #16-01-030
(DOCKET REVIEW COMMITTEE)

On motion of Mr. Arnold, seconded by Mr. Segura, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 13 from the January 13, 2016, Meeting be approved, said instrument being a Correction of Resolution No. 44 from the July 9, 2014 Meeting being a Change of Name from Winchester Production Company to EXCO Production Company, LP, whereas State Lease No. 6760 was omitted from said Resolution and is hereby being added, affecting State Lease Nos. 6760 and 18353, DeSoto Parish, Louisiana.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 13th day of January, 2016, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #16-01-31 (DOCKET REVIEW COMMITTEE)

On motion of Mr. Arnold seconded by Mr. Segura, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 14 from the January 13, 2016 Meeting be approved, said instrument being a Merger whereby Winchester Energy Company, Ltd is merging with and into EXCO Production Company, LP, affecting State Lease No 6760, DeSoto Parish, Louisiana, with further particulars being stipulated in the instrument.

This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

1) That all terms and conditions of the basic lease will be fulfilled, including but not limited to the full payment of rentals and royalties, regardless of the division of leasehold interests resulting from the instrument,

2) That failure to comply with the terms and conditions of the basic lease by the original lessee, or by any assignee, sublessor or sublessee, prior or subsequent hereto, shall not be deemed waived by the approval of said instrument by the State Mineral and Energy Board for the State of Louisiana, it being distinctly understood that the State Mineral and Energy Board for the State of Louisiana does not recognize said instrument as creating a novation, as regards any right or interest of the State or Board;

3) That in the event ownership of the basic mineral lease is or becomes vested in two or more lessees responsible to the lessor for compliance with indivisible obligations to maintain the lease, then said lessees shall designate in writing to the State Mineral and Energy Board the lessee representing the joint account of all lessees, who shall be accountable to the Board for discharge of indivisible obligations under the lease for all lessees or for release in lieu of compliance therewith, provided that in the event of failure of said lessees to comply with such condition, then the Board may withhold approval of and thereby deny validity to any pending or future assignment or transfer of an interest in the lease, and, provided further, that if any lessee should agree to release the lease or any segregated portion thereof in lieu of complying with an indivisible lease obligation to maintain the lease and no other lessee desires to assume and undertake the indivisible obligation, then all lessees agree to join in a release or to otherwise execute a similar release of their rights to lessor, relegating any nonsignatory lessee to such remedy, if any, as such party may have against the lessee or lessees, who may execute a release purporting to cover the entirety of the lease or of a segregated portion thereof,

4) That this approval is given merely for the purpose of validating the assignment or transfer under the provisions of R S. 30.128, but by giving its approval, the Board does not recognize the validity of any other instrument referred to therein that has not also been considered and approved by the Board in its entirety nor of any descriptions nor adopt any of the terms and conditions in the assignment or transfer, including but not limited to any election to convert an overriding royalty interest to a working interest, and any such election shall not be effective until written notice thereof is given to the Board and assignment or transfer of such working interest in recordable form is docketed for approval and approved by the Board, and, furthermore, that this approval may not operate as the Board's approval of any sales contract, which may have been entered into by the parties to the assignment or transfer, inasmuch as the Board specifically reserves the right to take its royalty oil, gas and other minerals in kind,

5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

6) That nothing herein shall be construed as approval for any assignment, sublease or transfer to or from any individual, partnership, corporation or other legal entity who has filed bankruptcy proceedings unless such status is specifically recognized in this resolution.

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 13th day of January, 2016, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #16-01-32 (DOCKET REVIEW COMMITTEE)

On motion of Mr. Arnold seconded by Mr. Segura, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 15 from the January 13, 2016 Meeting be approved, said instrument being a Merger whereby EXCO Production Company, LP is merging with and into EXCO Operating Company, LP, affecting State Lease No. 6760, DeSoto Parish, Louisiana, with further particulars being stipulated in the instrument

This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

1) That all terms and conditions of the basic lease will be fulfilled, including but not limited to the full payment of rentals and royalties, regardless of the division of leasehold interests resulting from the instrument;

2) That failure to comply with the terms and conditions of the basic lease by the original lessee, or by any assignee, sublessor or sublessee, prior or subsequent hereto, shall not be deemed waived by the approval of said instrument by the State Mineral and Energy Board for the State of Louisiana, it being distinctly understood that the State Mineral and Energy Board for the State of Louisiana does not recognize said instrument as creating a novation, as regards any right or interest of the State or Board;

3) That in the event ownership of the basic mineral lease is or becomes vested in two or more lessees responsible to the lessor for compliance with indivisible obligations to maintain the lease, then said lessees shall designate in writing to the State Mineral and Energy Board the lessee representing the joint account of all lessees, who shall be accountable to the Board for discharge of indivisible obligations under the lease for all lessees or for release in lieu of compliance therewith, provided that in the event of failure of said lessees to comply with such condition, then the Board may withhold approval of and thereby deny validity to any pending or future assignment or transfer of an interest in the lease, and, provided further, that if any lessee should agree to release the lease or any segregated portion thereof in lieu of complying with an indivisible lease obligation to maintain the lease and no other lessee desires to assume and undertake the indivisible obligation, then all lessees agree to join in a release or to otherwise execute a similar release of their rights to lessor, relegating any nonsignatory lessee to such remedy, if any, as such party may have against the lessee or lessees, who may execute a release purporting to cover the entirety of the lease or of a segregated portion thereof;

4) That this approval is given merely for the purpose of validating the assignment or transfer under the provisions of R.S. 30.128, but by giving its approval, the Board does not recognize the validity of any other instrument referred to therein that has not also been considered and approved by the Board in its entirety nor of any descriptions nor adopt any of the terms and conditions in the assignment or transfer, including but not limited to any election to convert an overriding royalty interest to a working interest, and any such election shall not be effective until written notice thereof is given to the Board and assignment or transfer of such working interest in recordable form is docketed for approval and approved by the Board, and, furthermore, that this approval may not operate as the Board's approval of any sales contract, which may have been entered into by the parties to the assignment or transfer, inasmuch as the Board specifically reserves the right to take its royalty oil, gas and other minerals in kind,

5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

6) That nothing herein shall be construed as approval for any assignment, sublease or transfer to or from any individual, partnership, corporation or other legal entity who has filed bankruptcy proceedings unless such status is specifically recognized in this resolution.

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 13th day of January, 2016, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

**Resolution #16-01-33
(DOCKET REVIEW COMMITTEE)**

On motion of Mr. Arnold seconded by Mr. Segura, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 16 from the January 13, 2016 Meeting be approved, said instrument being an Assignment from EXCO Operating Company, LP to BG US Production Company, LLC an undivided 50% of Assignor's right, title and interest in and to State Lease Nos 6760, 9312, 18353 and 18764, DeSoto Parish, Louisiana, with further particulars being stipulated in the instrument.

BG US Production Company, LLC is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.

This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

1) That all terms and conditions of the basic lease will be fulfilled, including but not limited to the full payment of rentals and royalties, regardless of the division of leasehold interests resulting from the instrument,

2) That failure to comply with the terms and conditions of the basic lease by the original lessee, or by any assignee, sublessor or sublessee, prior or subsequent hereto, shall not be deemed waived by the approval of said instrument by the State Mineral and Energy Board for the State of Louisiana, it being distinctly understood that the State Mineral and Energy Board for the State of Louisiana does not recognize said instrument as creating a novation, as regards any right or interest of the State or Board,

3) That in the event ownership of the basic mineral lease is or becomes vested in two or more lessees responsible to the lessor for compliance with indivisible obligations to maintain the lease, then said lessees shall designate in writing to the State Mineral and Energy Board the lessee representing the joint account of all lessees, who shall be accountable to the Board for discharge of indivisible obligations under the lease for all lessees or for release in lieu of compliance therewith, provided that in the event of failure of said lessees to comply with such condition, then the Board may withhold approval of and thereby deny validity to any pending or future assignment or transfer of an interest in the lease, and, provided further, that if any lessee should agree to release the lease or any segregated portion thereof in lieu of complying with an indivisible lease obligation to maintain the lease and no other lessee desires to assume and undertake the indivisible obligation, then all lessees agree to join in a release or to otherwise execute a similar release of their rights to lessor, relegating any nonsignatory lessee to such remedy, if any, as such party may have against the lessee or lessees, who may execute a release purporting to cover the entirety of the lease or of a segregated portion thereof;

4) That this approval is given merely for the purpose of validating the assignment or transfer under the provisions of R.S. 30:128, but by giving its approval, the Board does not recognize the validity of any other instrument referred to therein that has not also been considered and approved by the Board in its entirety nor of any descriptions nor adopt any of the terms and conditions in the assignment or transfer, including but not limited to any election to convert an overriding royalty interest to a working interest, and any such election shall not be effective until written notice thereof is given to the Board and assignment or transfer of such working interest in recordable form is docketed for approval and approved by the Board, and, furthermore, that this approval may not operate as the Board's approval of any sales contract, which may have been entered into by the parties to the assignment or transfer, inasmuch as the Board specifically reserves the right to take its royalty oil, gas and other minerals in kind;

5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

6) That nothing herein shall be construed as approval for any assignment, sublease or transfer to or from any individual, partnership, corporation or other legal entity who has filed bankruptcy proceedings unless such status is specifically recognized in this resolution.

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 13th day of January, 2016, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #16-01-34 (DOCKET REVIEW COMMITTEE)

On motion of Mr. Arnold seconded by Mr. Segura, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 17 from the January 13, 2016 Meeting be approved, said instrument being an Assignment from EXCO Operating Company, LP to EXCO/HGI JV Assets, LLC, of all of Assignor's right, title and interest in and to State Lease Nos. 6760, 9312, 19122, 19767 and 20356, Caddo, DeSoto and Red River Parishes, Louisiana, **INSOFAR AND ONLY INSOFAR AS** said leases cover or relate to depths from the surface of the earth down to the stratigraphic equivalent of the base of the Cotton Valley formation at a measured depth of 9,650', as identified by the Jonesville North A-17 Well, with further particulars being stipulated in the instrument

EXCO/HGI JV Assets, LLC is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.

This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows.

1) That all terms and conditions of the basic lease will be fulfilled, including but not limited to the full payment of rentals and royalties, regardless of the division of leasehold interests resulting from the instrument;

2) That failure to comply with the terms and conditions of the basic lease by the original lessee, or by any assignee, sublessor or sublessee, prior or subsequent hereto, shall not be deemed waived by the approval of said instrument by the State Mineral and Energy Board for the State of Louisiana, it being distinctly understood that the State Mineral and Energy Board for the State of Louisiana does not recognize said instrument as creating a novation, as regards any right or interest of the State or Board,

3) That in the event ownership of the basic mineral lease is or becomes vested in two or more lessees responsible to the lessor for compliance with indivisible obligations to maintain the lease, then said lessees shall designate in writing to the State Mineral and Energy Board the lessee representing the joint account of all lessees, who shall be accountable to the Board for discharge of indivisible obligations under the lease for all lessees or for release in lieu of compliance therewith, provided that in the event of failure of said lessees to comply with such condition, then the Board may withhold approval of and thereby deny validity to any pending or future assignment or transfer of an interest in the lease, and, provided further, that if any lessee should agree to release the lease or any segregated portion thereof in lieu of complying with an indivisible lease obligation to maintain the lease and no other lessee desires to assume and undertake the indivisible obligation, then all lessees agree to join in a release or to otherwise execute a similar release of their rights to lessor, relegating any nonsignatory lessee to such remedy, if any, as such party may have against the lessee or lessees, who may execute a release purporting to cover the entirety of the lease or of a segregated portion thereof;

4) That this approval is given merely for the purpose of validating the assignment or transfer under the provisions of R S 30.128, but by giving its approval, the Board does not recognize the validity of any other instrument referred to therein that has not also been considered and approved by the Board in its entirety nor of any descriptions nor adopt any of the terms and conditions in the assignment or transfer, including but not limited to any election to convert an overriding royalty interest to a working interest, and any such election shall not be effective until written notice thereof is given to the Board and assignment or transfer of such working interest in recordable form is docketed for approval and approved by the Board, and, furthermore, that this approval may not operate as the Board's approval of any sales contract, which may have been entered into by the parties to the assignment or transfer, inasmuch as the Board specifically reserves the right to take its royalty oil, gas and other minerals in kind;

5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

6) That nothing herein shall be construed as approval for any assignment, sublease or transfer to or from any individual, partnership, corporation or other legal entity who has filed bankruptcy proceedings unless such status is specifically recognized in this resolution

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 13th day of January, 2016, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #16-01-35 (DOCKET REVIEW COMMITTEE)

On motion of Mr. Arnold seconded by Mr. Segura, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 18 from the January 13, 2016 Meeting be approved, said instrument being an Assignment from BG US Production Company LC to EXCO/HGI JV Assets, LLC, of all of Assignor's right, title and interest in and to State Lease Nos 6760, 9312, 18353, 19122, 19767 and 20356, Caddo, DeSoto and Red River Parishes, Louisiana, **INSOFAR AND ONLY INSOFAR AS** said leases cover or relate to depths from the surface of the earth down to the stratigraphic equivalent of the base of the Cotton Valley formation at a measured depth of 9,650', as identified by the Jonesville North A-17 Well, with further particulars being stipulated in the instrument.

EXCO/HGI JV Assets, LLC is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975

This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

1) That all terms and conditions of the basic lease will be fulfilled, including but not limited to the full payment of rentals and royalties, regardless of the division of leasehold interests resulting from the instrument,

2) That failure to comply with the terms and conditions of the basic lease by the original lessee, or by any assignee, sublessor or sublessee, prior or subsequent hereto, shall not be deemed waived by the approval of said instrument by the State Mineral and Energy Board for the State of Louisiana, it being distinctly understood that the State Mineral and Energy Board for the State of Louisiana does not recognize said instrument as creating a novation, as regards any right or interest of the State or Board;

3) That in the event ownership of the basic mineral lease is or becomes vested in two or more lessees responsible to the lessor for compliance with indivisible obligations to maintain the lease, then said lessees shall designate in writing to the State Mineral and Energy Board the lessee representing the joint account of all lessees, who shall be accountable to the Board for discharge of indivisible obligations under the lease for all lessees or for release in lieu of compliance therewith, provided that in the event of failure of said lessees to comply with such condition, then the Board may withhold approval of and thereby deny validity to any pending or future assignment or transfer of an interest in the lease, and, provided further, that if any lessee should agree to release the lease or any segregated portion thereof in lieu of complying with an indivisible lease obligation to maintain the lease and no other lessee desires to assume and undertake the indivisible obligation, then all lessees agree to join in a release or to otherwise execute a similar release of their rights to lessor, relegating any nonsignatory lessee to such remedy, if any, as such party may have against the lessee or lessees, who may execute a release purporting to cover the entirety of the lease or of a segregated portion thereof;

4) That this approval is given merely for the purpose of validating the assignment or transfer under the provisions of R.S. 30.128, but by giving its approval, the Board does not recognize the validity of any other instrument referred to therein that has not also been considered and approved by the Board in its entirety nor of any descriptions nor adopt any of the terms and conditions in the assignment or transfer, including but not limited to any election to convert an overriding royalty interest to a working interest, and any such election shall not be effective until written notice thereof is given to the Board and assignment or transfer of such working interest in recordable form is docketed for approval and approved by the Board, and, furthermore, that this approval may not operate as the Board's approval of any sales contract, which may have been entered into by the parties to the assignment or transfer, inasmuch as the Board specifically reserves the right to take its royalty oil, gas and other minerals in kind,

5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

6) That nothing herein shall be construed as approval for any assignment, sublease or transfer to or from any individual, partnership, corporation or other legal entity who has filed bankruptcy proceedings unless such status is specifically recognized in this resolution

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 13th day of January, 2016, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #16-01-36 (DOCKET REVIEW COMMITTEE)

On motion of Mr. Arnold seconded by Mr. Segura, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 19 from the January 13, 2016 Meeting be approved, said instrument being an Assignment from EXCO Operating Company, LP to EXCO/HGI JV Assets, LLC, of all of Assignor's right, title and interest in and to State Lease Nos. 19831 and 19929, Caddo and DeSoto Parishes, Louisiana, **INSOFAR AND ONLY INSOFAR AS** said leases cover or relate to depths from the surface of the earth down to the stratigraphic equivalent of the base of the Cotton Valley Formation as found on the electric log at the measured depth of 10,418' for the Winchester Prod-Means No. 16 Well, with further particulars being stipulated in the instrument

EXCO/HGI JV Assets, LLC is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.

This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

1) That all terms and conditions of the basic lease will be fulfilled, including but not limited to the full payment of rentals and royalties, regardless of the division of leasehold interests resulting from the instrument,

2) That failure to comply with the terms and conditions of the basic lease by the original lessee, or by any assignee, sublessor or sublessee, prior or subsequent hereto, shall not be deemed waived by the approval of said instrument by the State Mineral and Energy Board for the State of Louisiana, it being distinctly understood that the State Mineral and Energy Board for the State of Louisiana does not recognize said instrument as creating a novation, as regards any right or interest of the State or Board;

3) That in the event ownership of the basic mineral lease is or becomes vested in two or more lessees responsible to the lessor for compliance with indivisible obligations to maintain the lease, then said lessees shall designate in writing to the State Mineral and Energy Board the lessee representing the joint account of all lessees, who shall be accountable to the Board for discharge of indivisible obligations under the lease for all lessees or for release in lieu of compliance therewith, provided that in the event of failure of said lessees to comply with such condition, then the Board may withhold approval of and thereby deny validity to any pending or future assignment or transfer of an interest in the lease, and, provided further, that if any lessee should agree to release the lease or any segregated portion thereof in lieu of complying with an indivisible lease obligation to maintain the lease and no other lessee desires to assume and undertake the indivisible obligation, then all lessees agree to join in a release or to otherwise execute a similar release of their rights to lessor, relegating any nonsignatory lessee to such remedy, if any, as such party may have against the lessee or lessees, who may execute a release purporting to cover the entirety of the lease or of a segregated portion thereof;

4) That this approval is given merely for the purpose of validating the assignment or transfer under the provisions of R.S. 30.128, but by giving its approval, the Board does not recognize the validity of any other instrument referred to therein that has not also been considered and approved by the Board in its entirety nor of any descriptions nor adopt any of the terms and conditions in the assignment or transfer, including but not limited to any election to convert an overriding royalty interest to a working interest, and any such election shall not be effective until written notice thereof is given to the Board and assignment or transfer of such working interest in recordable form is docketed for approval and approved by the Board, and, furthermore, that this approval may not operate as the Board's approval of any sales contract, which may have been entered into by the parties to the assignment or transfer, inasmuch as the Board specifically reserves the right to take its royalty oil, gas and other minerals in kind.

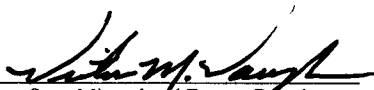
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

6) That nothing herein shall be construed as approval for any assignment, sublease or transfer to or from any individual, partnership, corporation or other legal entity who has filed bankruptcy proceedings unless such status is specifically recognized in this resolution.

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 13th day of January, 2016, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #16-01-037
(DOCKET REVIEW COMMITTEE)

On motion of Mr. Arnold, seconded by Mr. Segura, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 20 from the January 13, 2016, Meeting be approved, said instrument being a Correction of Resolution No. 11 from the September 10, 2014 Meeting being a Change of Name from EXCO/HGI JV Assets, LLC to Compass Energy Operating, LLC, whereas State Lease Nos. 6760, 9312, 18353, 18764, 19122, 19767, 19779, 19831 and 19929 were omitted from said resolution and are hereby being added, affecting State Lease Nos. 6760, 9312, 18353, 18764, 19122, 19767, 19779, 19831, 19929, 20356 and 20370, Caddo, DeSoto and Red River Parishes, Louisiana.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 13th day of January, 2016, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #16-01-038
(DOCKET REVIEW COMMITTEE)

On motion of Mr. Arnold, seconded by Mr. Segura, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 21 from the January 13, 2016, Meeting be approved, said instrument being a Correction of Resolution No. 6 from the June 10, 2015 Meeting, being a Judgment of Possession of the Succession of Barbara Jean Smith, whereas Charles J. Smith and Vicki A. Smith are recognized as the universal legatees and are hereby sent into possession in equal proportions of all the Decedent's property, whereas State Lease No. 11384 was omitted from said Resolution and is hereby being added, affecting State Lease Nos. 7584, 7712, 11384, 11859 and 14531, Cameron, Jefferson Davis and Vermilion Parishes, Louisiana.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 13th day of January, 2016, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

**Resolution #16-01-39
(DOCKET REVIEW COMMITTEE)**

On motion of Mr. Arnold seconded by Mr. Segura, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 22 from the January 13, 2016 Meeting be approved, said instrument being a Reassignment from Swift Energy Operating, LLC to Algernon P Ryland, III, et al (Burton Successors) of all of Assignor's right, title and interest in and to State Lease No. 340, Cote Blanche Island, St Mary Parish, Louisiana, **INSOFAR AND ONLY INSOFAR AS** to lands described on "Exhibit A" attached hereto and shown on the plat attached hereto as "Exhibit A-1", with further particulars being stipulated in the instrument

This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows

1) That all terms and conditions of the basic lease will be fulfilled, including but not limited to the full payment of rentals and royalties, regardless of the division of leasehold interests resulting from the instrument;

2) That failure to comply with the terms and conditions of the basic lease by the original lessee, or by any assignee, sublessor or sublessee, prior or subsequent hereto, shall not be deemed waived by the approval of said instrument by the State Mineral and Energy Board for the State of Louisiana, it being distinctly understood that the State Mineral and Energy Board for the State of Louisiana does not recognize said instrument as creating a novation, as regards any right or interest of the State or Board;

3) That in the event ownership of the basic mineral lease is or becomes vested in two or more lessees responsible to the lessor for compliance with indivisible obligations to maintain the lease, then said lessees shall designate in writing to the State Mineral and Energy Board the lessee representing the joint account of all lessees, who shall be accountable to the Board for discharge of indivisible obligations under the lease for all lessees or for release in lieu of compliance therewith, provided that in the event of failure of said lessees to comply with such condition, then the Board may withhold approval of and thereby deny validity to any pending or future assignment or transfer of an interest in the lease, and, provided further, that if any lessee should agree to release the lease or any segregated portion thereof in lieu of complying with an indivisible lease obligation to maintain the lease and no other lessee desires to assume and undertake the indivisible obligation, then all lessees agree to join in a release or to otherwise execute a similar release of their rights to lessor, relegating any nonsignatory lessee to such remedy, if any, as such party may have against the lessee or lessees, who may execute a release purporting to cover the entirety of the lease or of a segregated portion thereof;

4) That this approval is given merely for the purpose of validating the assignment or transfer under the provisions of R.S. 30:128, but by giving its approval, the Board does not recognize the validity of any other instrument referred to therein that has not also been considered and approved by the Board in its entirety nor of any descriptions nor adopt any of the terms and conditions in the assignment or transfer, including but not limited to any election to convert an overriding royalty interest to a working interest, and any such election shall not be effective until written notice thereof is given to the Board and assignment or transfer of such working interest in recordable form is docketed for approval and approved by the Board, and, furthermore, that this approval may not operate as the Board's approval of any sales contract, which may have been entered into by the parties to the assignment or transfer, inasmuch as the Board specifically reserves the right to take its royalty oil, gas and other minerals in kind;

5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

6) That nothing herein shall be construed as approval for any assignment, sublease or transfer to or from any individual, partnership, corporation or other legal entity who has filed bankruptcy proceedings unless such status is specifically recognized in this resolution.

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 13th day of January, 2016, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #16-01-40 (DOCKET REVIEW COMMITTEE)

On motion of Mr. Arnold seconded by Mr. Segura, the following Resolution was offered and adopted.

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 23 from the January 13, 2016 Meeting be approved, said instrument being an Assignment from Chesapeake Louisiana LP of all of Assignor's interest to the following in the proportions set out below

Encana Oil & Gas (USA) Inc.	50%
SWEPI LP	50%

in and to State Lease No 20037, Red River Parish, Louisiana, with further particulars being stipulated in the instrument.

Encana Oil & Gas (USA), Inc. is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975

This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows

1) That all terms and conditions of the basic lease will be fulfilled, including but not limited to the full payment of rentals and royalties, regardless of the division of leasehold interests resulting from the instrument,

2) That failure to comply with the terms and conditions of the basic lease by the original lessee, or by any assignee, sublessor or sublessee, prior or subsequent hereto, shall not be deemed waived by the approval of said instrument by the State Mineral and Energy Board for the State of Louisiana, it being distinctly understood that the State Mineral and Energy Board for the State of Louisiana does not recognize said instrument as creating a novation, as regards any right or interest of the State or Board,

3) That in the event ownership of the basic mineral lease is or becomes vested in two or more lessees responsible to the lessor for compliance with indivisible obligations to maintain the lease, then said lessees shall designate in writing to the State Mineral and Energy Board the lessee representing the joint account of all lessees, who shall be accountable to the Board for discharge of indivisible obligations under the lease for all lessees or for release in lieu of compliance therewith, provided that in the event of failure of said lessees to comply with such condition, then the Board may withhold approval of and thereby deny validity to any pending or future assignment or transfer of an interest in the lease, and, provided further, that if any lessee should agree to release the lease or any segregated portion thereof in lieu of complying with an indivisible lease obligation to maintain the lease and no other lessee desires to assume and undertake the indivisible obligation, then all lessees agree to join in a release or to otherwise execute a similar release of their rights to lessor, relegating any nonsignatory lessee to such remedy, if any, as such party may have against the lessee or lessees, who may execute a release purporting to cover the entirety of the lease or of a segregated portion thereof;

4) That this approval is given merely for the purpose of validating the assignment or transfer under the provisions of R.S 30:128, but by giving its approval, the Board does not recognize the validity of any other instrument referred to therein that has not also been considered and approved by the Board in its entirety nor of any descriptions nor adopt any of the terms and conditions in the assignment or transfer, including but not limited to any election to convert an overriding royalty interest to a working interest, and any such election shall not be effective until written notice thereof is given to the Board and assignment or transfer of such working interest in recordable form is docketed for approval and approved by the Board, and, furthermore, that this approval may not operate as the Board's approval of any sales contract, which may have been entered into by the parties to the assignment or transfer, inasmuch as the Board specifically reserves the right to take its royalty oil, gas and other minerals in kind;

5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

6) That nothing herein shall be construed as approval for any assignment, sublease or transfer to or from any individual, partnership, corporation or other legal entity who has filed bankruptcy proceedings unless such status is specifically recognized in this resolution

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 13th day of January, 2016, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

**Resolution #16-01-41
(DOCKET REVIEW COMMITTEE)**

On motion of Mr. Arnold seconded by Mr. Segura, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 24 from the January 13, 2016 Meeting be approved, said instrument being an Assignment from Equity Oil Company to Encana Oil & Gas (USA), Inc., of all of Assignor's right, title and interest in and to State Lease No. 18858, Bossier and Caddo Parishes, Louisiana, with further particulars being stipulated in the instrument.

Encana Oil & Gas (USA), Inc. is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.

This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

1) That all terms and conditions of the basic lease will be fulfilled, including but not limited to the full payment of rentals and royalties, regardless of the division of leasehold interests resulting from the instrument;

2) That failure to comply with the terms and conditions of the basic lease by the original lessee, or by any assignee, sublessor or sublessee, prior or subsequent hereto, shall not be deemed waived by the approval of said instrument by the State Mineral and Energy Board for the State of Louisiana, it being distinctly understood that the State Mineral and Energy Board for the State of Louisiana does not recognize said instrument as creating a novation, as regards any right or interest of the State or Board;

3) That in the event ownership of the basic mineral lease is or becomes vested in two or more lessees responsible to the lessor for compliance with indivisible obligations to maintain the lease, then said lessees shall designate in writing to the State Mineral and Energy Board the lessee representing the joint account of all lessees, who shall be accountable to the Board for discharge of indivisible obligations under the lease for all lessees or for release in lieu of compliance therewith, provided that in the event of failure of said lessees to comply with such condition, then the Board may withhold approval of and thereby deny validity to any pending or future assignment or transfer of an interest in the lease, and, provided further, that if any lessee should agree to release the lease or any segregated portion thereof in lieu of complying with an indivisible lease obligation to maintain the lease and no other lessee desires to assume and undertake the indivisible obligation, then all lessees agree to join in a release or to otherwise execute a similar release of their rights to lessor, relegating any nonsignatory lessee to such remedy, if any, as such party may have against the lessee or lessees, who may execute a release purporting to cover the entirety of the lease or of a segregated portion thereof;

4) That this approval is given merely for the purpose of validating the assignment or transfer under the provisions of R.S. 30:128, but by giving its approval, the Board does not recognize the validity of any other instrument referred to therein that has not also been considered and approved by the Board in its entirety nor of any descriptions nor adopt any of the terms and conditions in the assignment or transfer, including but not limited to any election to convert an overriding royalty interest to a working interest, and any such election shall not be effective until written notice thereof is given to the Board and assignment or transfer of such working interest in recordable form is docketed for approval and approved by the Board, and, furthermore, that this approval may not operate as the Board's approval of any sales contract, which may have been entered into by the parties to the assignment or transfer, inasmuch as the Board specifically reserves the right to take its royalty oil, gas and other minerals in kind,

5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

6) That nothing herein shall be construed as approval for any assignment, sublease or transfer to or from any individual, partnership, corporation or other legal entity who has filed bankruptcy proceedings unless such status is specifically recognized in this resolution.

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 13th day of January, 2016, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #16-01-42 (DOCKET REVIEW COMMITTEE)

On motion of Mr. Arnold seconded by Mr. Segura, the following Resolution was offered and adopted.

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 25 from the January 13, 2016 Meeting be approved, said instrument being an Assignment from Cypress Energy Corporation to Talos Energy Offshore LLC of all of Assignor's right, title and interest in and to State Lease No 21624, Terrebonne Parish, Louisiana, with further particulars being stipulated in the instrument

Talos Energy Offshore LLC is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975

This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows.

1) That all terms and conditions of the basic lease will be fulfilled, including but not limited to the full payment of rentals and royalties, regardless of the division of leasehold interests resulting from the instrument,

2) That failure to comply with the terms and conditions of the basic lease by the original lessee, or by any assignee, sublessor or sublessee, prior or subsequent hereto, shall not be deemed waived by the approval of said instrument by the State Mineral and Energy Board for the State of Louisiana, it being distinctly understood that the State Mineral and Energy Board for the State of Louisiana does not recognize said instrument as creating a novation, as regards any right or interest of the State or Board,

3) That in the event ownership of the basic mineral lease is or becomes vested in two or more lessees responsible to the lessor for compliance with indivisible obligations to maintain the lease, then said lessees shall designate in writing to the State Mineral and Energy Board the lessee representing the joint account of all lessees, who shall be accountable to the Board for discharge of indivisible obligations under the lease for all lessees or for release in lieu of compliance therewith, provided that in the event of failure of said lessees to comply with such condition, then the Board may withhold approval of and thereby deny validity to any pending or future assignment or transfer of an interest in the lease, and, provided further, that if any lessee should agree to release the lease or any segregated portion thereof in lieu of complying with an indivisible lease obligation to maintain the lease and no other lessee desires to assume and undertake the indivisible obligation, then all lessees agree to join in a release or to otherwise execute a similar release of their rights to lessor, relegating any nonsignatory lessee to such remedy, if any, as such party may have against the lessee or lessees, who may execute a release purporting to cover the entirety of the lease or of a segregated portion thereof;

4) That this approval is given merely for the purpose of validating the assignment or transfer under the provisions of R.S. 30.128, but by giving its approval, the Board does not recognize the validity of any other instrument referred to therein that has not also been considered and approved by the Board in its entirety nor of any descriptions nor adopt any of the terms and conditions in the assignment or transfer, including but not limited to any election to convert an overriding royalty interest to a working interest, and any such election shall not be effective until written notice thereof is given to the Board and assignment or transfer of such working interest in recordable form is docketed for approval and approved by the Board, and, furthermore, that this approval may not operate as the Board's approval of any sales contract, which may have been entered into by the parties to the assignment or transfer, inasmuch as the Board specifically reserves the right to take its royalty oil, gas and other minerals in kind,

5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

6) That nothing herein shall be construed as approval for any assignment, sublease or transfer to or from any individual, partnership, corporation or other legal entity who has filed bankruptcy proceedings unless such status is specifically recognized in this resolution

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 13th day of January, 2016, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #16-01-43 (DOCKET REVIEW COMMITTEE)

On motion of Mr. Arnold seconded by Mr. Segura, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 26 from the January 13, 2016 Meeting be approved, said instrument being an Assignment from Hilcorp Energy I LP to McGowan Working Partners, Inc of all of Assignor's right, title and interest in and to State Lease Nos 17265, 17714, 17716, 17717, 17718, 17720 and 18233, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument

McGowan Working Partners, Inc is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975

This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows.

1) That all terms and conditions of the basic lease will be fulfilled, including but not limited to the full payment of rentals and royalties, regardless of the division of leasehold interests resulting from the instrument;

2) That failure to comply with the terms and conditions of the basic lease by the original lessee, or by any assignee, sublessor or sublessee, prior or subsequent hereto, shall not be deemed waived by the approval of said instrument by the State Mineral and Energy Board for the State of Louisiana, it being distinctly understood that the State Mineral and Energy Board for the State of Louisiana does not recognize said instrument as creating a novation, as regards any right or interest of the State or Board;

3) That in the event ownership of the basic mineral lease is or becomes vested in two or more lessees responsible to the lessor for compliance with indivisible obligations to maintain the lease, then said lessees shall designate in writing to the State Mineral and Energy Board the lessee representing the joint account of all lessees, who shall be accountable to the Board for discharge of indivisible obligations under the lease for all lessees or for release in lieu of compliance therewith, provided that in the event of failure of said lessees to comply with such condition, then the Board may withhold approval of and thereby deny validity to any pending or future assignment or transfer of an interest in the lease, and, provided further, that if any lessee should agree to release the lease or any segregated portion thereof in lieu of complying with an indivisible lease obligation to maintain the lease and no other lessee desires to assume and undertake the indivisible obligation, then all lessees agree to join in a release or to otherwise execute a similar release of their rights to lessor, relegating any nonsignatory lessee to such remedy, if any, as such party may have against the lessee or lessees, who may execute a release purporting to cover the entirety of the lease or of a segregated portion thereof;

4) That this approval is given merely for the purpose of validating the assignment or transfer under the provisions of R.S. 30.128, but by giving its approval, the Board does not recognize the validity of any other instrument referred to therein that has not also been considered and approved by the Board in its entirety nor of any descriptions nor adopt any of the terms and conditions in the assignment or transfer, including but not limited to any election to convert an overriding royalty interest to a working interest, and any such election shall not be effective until written notice thereof is given to the Board and assignment or transfer of such working interest in recordable form is docketed for approval and approved by the Board, and, furthermore, that this approval may not operate as the Board's approval of any sales contract, which may have been entered into by the parties to the assignment or transfer, inasmuch as the Board specifically reserves the right to take its royalty oil, gas and other minerals in kind,

5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

6) That nothing herein shall be construed as approval for any assignment, sublease or transfer to or from any individual, partnership, corporation or other legal entity who has filed bankruptcy proceedings unless such status is specifically recognized in this resolution

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 13th day of January, 2016, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #16-01-44 (DOCKET REVIEW COMMITTEE)

On motion of Mr. Arnold seconded by Mr. Segura, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 27 from the January 13, 2016 Meeting be approved, said instrument being an Assignment from McGowan Working Partners, Inc. to Plaquemines Oil & Gas, LLC of all of Assignor's right, title and interest in and to State Lease Nos. 17265, 17714, 17716, 17717, 17718, 17720 and 18233, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument

Plaquemines Oil & Gas, LLC is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.

This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

1) That all terms and conditions of the basic lease will be fulfilled, including but not limited to the full payment of rentals and royalties, regardless of the division of leasehold interests resulting from the instrument,

2) That failure to comply with the terms and conditions of the basic lease by the original lessee, or by any assignee, sublessor or sublessee, prior or subsequent hereto, shall not be deemed waived by the approval of said instrument by the State Mineral and Energy Board for the State of Louisiana, it being distinctly understood that the State Mineral and Energy Board for the State of Louisiana does not recognize said instrument as creating a novation, as regards any right or interest of the State or Board;

3) That in the event ownership of the basic mineral lease is or becomes vested in two or more lessees responsible to the lessor for compliance with indivisible obligations to maintain the lease, then said lessees shall designate in writing to the State Mineral and Energy Board the lessee representing the joint account of all lessees, who shall be accountable to the Board for discharge of indivisible obligations under the lease for all lessees or for release in lieu of compliance therewith, provided that in the event of failure of said lessees to comply with such condition, then the Board may withhold approval of and thereby deny validity to any pending or future assignment or transfer of an interest in the lease, and, provided further, that if any lessee should agree to release the lease or any segregated portion thereof in lieu of complying with an indivisible lease obligation to maintain the lease and no other lessee desires to assume and undertake the indivisible obligation, then all lessees agree to join in a release or to otherwise execute a similar release of their rights to lessor, relegating any nonsignatory lessee to such remedy, if any, as such party may have against the lessee or lessees, who may execute a release purporting to cover the entirety of the lease or of a segregated portion thereof;

4) That this approval is given merely for the purpose of validating the assignment or transfer under the provisions of R S 30:128, but by giving its approval, the Board does not recognize the validity of any other instrument referred to therein that has not also been considered and approved by the Board in its entirety nor of any descriptions nor adopt any of the terms and conditions in the assignment or transfer, including but not limited to any election to convert an overriding royalty interest to a working interest, and any such election shall not be effective until written notice thereof is given to the Board and assignment or transfer of such working interest in recordable form is docketed for approval and approved by the Board, and, furthermore, that this approval may not operate as the Board's approval of any sales contract, which may have been entered into by the parties to the assignment or transfer, inasmuch as the Board specifically reserves the right to take its royalty oil, gas and other minerals in kind,

5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

6) That nothing herein shall be construed as approval for any assignment, sublease or transfer to or from any individual, partnership, corporation or other legal entity who has filed bankruptcy proceedings unless such status is specifically recognized in this resolution.

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 13th day of January, 2016, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #16-01-45 (DOCKET REVIEW COMMITTEE)

On motion of Mr. Arnold seconded by Mr. Segura, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 28 from the January 13, 2016 Meeting be approved, said instrument being an Assignment from Encana Oil and Gas (USA) Inc. to GEP Haynesville, LLC of all of Assignor's right, title and interest in and to State Lease Nos 18858, 19124, 19125, 19576, 19693, 19694, 19765, 19769, 19795, 19796, 20014, 20015, 20037, 20256, 20354, 20403, 20404, 20424, 20757 and Operating Agreements "A0158" and "A0275", Bienville, Bossier, Caddo, DeSoto, Natchitoches, Red River and Sabine Parishes, Louisiana, with further particulars being stipulated in the instrument

GEP Haynesville, LLC is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.

This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows

1) That all terms and conditions of the basic lease will be fulfilled, including but not limited to the full payment of rentals and royalties, regardless of the division of leasehold interests resulting from the instrument;

2) That failure to comply with the terms and conditions of the basic lease by the original lessee, or by any assignee, sublessor or sublessee, prior or subsequent hereto, shall not be deemed waived by the approval of said instrument by the State Mineral and Energy Board for the State of Louisiana, it being distinctly understood that the State Mineral and Energy Board for the State of Louisiana does not recognize said instrument as creating a novation, as regards any right or interest of the State or Board;

3) That in the event ownership of the basic mineral lease is or becomes vested in two or more lessees responsible to the lessor for compliance with indivisible obligations to maintain the lease, then said lessees shall designate in writing to the State Mineral and Energy Board the lessee representing the joint account of all lessees, who shall be accountable to the Board for discharge of indivisible obligations under the lease for all lessees or for release in lieu of compliance therewith, provided that in the event of failure of said lessees to comply with such condition, then the Board may withhold approval of and thereby deny validity to any pending or future assignment or transfer of an interest in the lease, and, provided further, that if any lessee should agree to release the lease or any segregated portion thereof in lieu of complying with an indivisible lease obligation to maintain the lease and no other lessee desires to assume and undertake the indivisible obligation, then all lessees agree to join in a release or to otherwise execute a similar release of their rights to lessor, relegating any nonsignatory lessee to such remedy, if any, as such party may have against the lessee or lessees, who may execute a release purporting to cover the entirety of the lease or of a segregated portion thereof;

4) That this approval is given merely for the purpose of validating the assignment or transfer under the provisions of R S 30:128, but by giving its approval, the Board does not recognize the validity of any other instrument referred to therein that has not also been considered and approved by the Board in its entirety nor of any descriptions nor adopt any of the terms and conditions in the assignment or transfer, including but not limited to any election to convert an overriding royalty interest to a working interest, and any such election shall not be effective until written notice thereof is given to the Board and assignment or transfer of such working interest in recordable form is docketed for approval and approved by the Board, and, furthermore, that this approval may not operate as the Board's approval of any sales contract, which may have been entered into by the parties to the assignment or transfer, inasmuch as the Board specifically reserves the right to take its royalty oil, gas and other minerals in kind,

5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

6) That nothing herein shall be construed as approval for any assignment, sublease or transfer to or from any individual, partnership, corporation or other legal entity who has filed bankruptcy proceedings unless such status is specifically recognized in this resolution

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 13th day of January, 2016, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

**Resolution #16-01-46
(DOCKET REVIEW COMMITTEE)**

On motion of Mr. Arnold seconded by Mr. Segura, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 29 from the January 13, 2016 Meeting be approved, said instrument being an Assignment from Falconer Resources 1999 Limited Partnership, LLC of an undivided interest to the following in the proportions

Crutcher-Tufts Corporation	5.00000%
JMA Oil Properties, Ltd	4.07312%
Costero, LLC	16.29250%

in and to State Lease No 18803, Evangeline Parish, Louisiana, with further particulars being stipulated in the instrument.

Falconer Resources 1999 Limited Partnership, LLC is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975

This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

1) That all terms and conditions of the basic lease will be fulfilled, including but not limited to the full payment of rentals and royalties, regardless of the division of leasehold interests resulting from the instrument;

2) That failure to comply with the terms and conditions of the basic lease by the original lessee, or by any assignee, sublessor or sublessee, prior or subsequent hereto, shall not be deemed waived by the approval of said instrument by the State Mineral and Energy Board for the State of Louisiana, it being distinctly understood that the State Mineral and Energy Board for the State of Louisiana does not recognize said instrument as creating a novation, as regards any right or interest of the State or Board;

3) That in the event ownership of the basic mineral lease is or becomes vested in two or more lessees responsible to the lessor for compliance with indivisible obligations to maintain the lease, then said lessees shall designate in writing to the State Mineral and Energy Board the lessee representing the joint account of all lessees, who shall be accountable to the Board for discharge of indivisible obligations under the lease for all lessees or for release in lieu of compliance therewith, provided that in the event of failure of said lessees to comply with such condition, then the Board may withhold approval of and thereby deny validity to any pending or future assignment or transfer of an interest in the lease, and, provided further, that if any lessee should agree to release the lease or any segregated portion thereof in lieu of complying with an indivisible lease obligation to maintain the lease and no other lessee desires to assume and undertake the indivisible obligation, then all lessees agree to join in a release or to otherwise execute a similar release of their rights to lessor, relegating any nonsignatory lessee to such remedy, if any, as such party may have against the lessee or lessees, who may execute a release purporting to cover the entirety of the lease or of a segregated portion thereof,

4) That this approval is given merely for the purpose of validating the assignment or transfer under the provisions of R.S. 30:128, but by giving its approval, the Board does not recognize the validity of any other instrument referred to therein that has not also been considered and approved by the Board in its entirety nor of any descriptions nor adopt any of the terms and conditions in the assignment or transfer, including but not limited to any election to convert an overriding royalty interest to a working interest, and any such election shall not be effective until written notice thereof is given to the Board and assignment or transfer of such working interest in recordable form is docketed for approval and approved by the Board, and, furthermore, that this approval may not operate as the Board's approval of any sales contract, which may have been entered into by the parties to the assignment or transfer, inasmuch as the Board specifically reserves the right to take its royalty oil, gas and other minerals in kind,

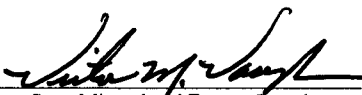
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

6) That nothing herein shall be construed as approval for any assignment, sublease or transfer to or from any individual, partnership, corporation or other legal entity who has filed bankruptcy proceedings unless such status is specifically recognized in this resolution.

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 13th day of January, 2016, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #16-01-47
(DOCKET REVIEW COMMITTEE)

On motion of Mr. Arnold seconded by Mr. Segura, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 30 from the January 13, 2016 Meeting be approved, said instrument being an Assignment from BHP Billiton Petroleum Properties (N.A.), LP, BHP Billiton Petroleum (KCS Resources), LLC and Winwell Resources, LLC to J-W Operating Company of all of Assignor's right, title and interest in and to State Lease Nos. 13190, 16397, 16503, 16833, 17216, 17217, 18370, 18635, 18641, 18741, 18768, 19760 and Operating Agreement "A0297", Bienville, Bossier, Caddo, DeSoto, Red River and Webster Parishes, Louisiana, **INSOFAR AND ONLY INSOFAR AS** said leases cover lands lying within the geographic boundaries of the drilling and production units set forth in Exhibits A-001 through Exhibits A-104A as referenced in the Assignment, Sublease, Bill of Sale and Conveyance dated the 17th day of November 2014, **AND FURTHER INSOFAR AND ONLY INSOFAR AS** said leases cover all sands, intervals, formations, strata zones and depths from the surface of the earth to the subsurface depth specified in Exhibits A-001 through Exhibits A-104A as referenced in the Assignment, Sublease, Bill of Sale and Conveyance dated the 17th day of November 2014, with further particulars being stipulated in the instrument.

J-W Operating Company is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.


This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

- 1) That all terms and conditions of the basic lease will be fulfilled, including but not limited to the full payment of rentals and royalties, regardless of the division of leasehold interests resulting from the instrument,
- 2) That failure to comply with the terms and conditions of the basic lease by the original lessee, or by any assignee, sublessor or sublessee, prior or subsequent hereto, shall not be deemed waived by the approval of said instrument by the State Mineral and Energy Board for the State of Louisiana, it being distinctly understood that the State Mineral and Energy Board for the State of Louisiana does not recognize said instrument as creating a novation, as regards any right or interest of the State or Board,
- 3) That in the event ownership of the basic mineral lease is or becomes vested in two or more lessees responsible to the lessor for compliance with indivisible obligations to maintain the lease, then said lessees shall designate in writing to the State Mineral and Energy Board the lessee representing the joint account of all lessees, who shall be accountable to the Board for discharge of indivisible obligations under the lease for all lessees or for release in lieu of compliance therewith, provided that in the event of failure of said lessees to comply with such condition, then the Board may withhold approval of and thereby deny validity to any pending or future assignment or transfer of an interest in the lease, and, provided further, that if any lessee should agree to release the lease or any segregated portion thereof in lieu of complying with an indivisible lease obligation to maintain the lease and no other lessee desires to assume and undertake the indivisible obligation, then all lessees agree to join in a release or to otherwise execute a similar release of their rights to lessor, relegating any nonsignatory lessee to such remedy, if any, as such party may have against the lessee or lessees, who may execute a release purporting to cover the entirety of the lease or of a segregated portion thereof;
- 4) That this approval is given merely for the purpose of validating the assignment or transfer under the provisions of R S. 30.128, but by giving its approval, the Board does not recognize the validity of any other instrument referred to therein that has not also been considered and approved by the Board in its entirety nor of any descriptions nor adopt any of the terms and conditions in the assignment or transfer, including but not limited to any election to convert an overriding royalty interest to a working interest, and any such election shall not be effective until written notice thereof is given to the Board and assignment or transfer of such working interest in recordable form is docketed for approval and approved by the Board, and, furthermore, that this approval may not operate as the Board's approval of any sales contract, which may have been entered into by the parties to the assignment or transfer, inasmuch as the Board specifically reserves the right to take its royalty oil, gas and other minerals in kind;
- 5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and
- 6) That nothing herein shall be construed as approval for any assignment, sublease or transfer to or from any individual, partnership, corporation or other legal entity who has filed bankruptcy proceedings unless such status is specifically recognized in this resolution.

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 13th day of January, 2016, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

**Resolution #16-01-48
(DOCKET REVIEW COMMITTEE)**

On motion of Mr. Arnold seconded by Mr. Segura, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 1 from the January 13, 2016 Meeting be approved, said instrument being an Assignment from EXCO Operating Company, LP to BG US Production Company, LLC an undivided 50% of Assignor's right, title and interest in and to State Lease No 18764, DeSoto and Red River Parishes, Louisiana, with further particulars being stipulated in the instrument.

BG US Production Company, LLC is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975

This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows.

1) That all terms and conditions of the basic lease will be fulfilled, including but not limited to the full payment of rentals and royalties, regardless of the division of leasehold interests resulting from the instrument,

2) That failure to comply with the terms and conditions of the basic lease by the original lessee, or by any assignee, sublessor or sublessee, prior or subsequent hereto, shall not be deemed waived by the approval of said instrument by the State Mineral and Energy Board for the State of Louisiana, it being distinctly understood that the State Mineral and Energy Board for the State of Louisiana does not recognize said instrument as creating a novation, as regards any right or interest of the State or Board;

3) That in the event ownership of the basic mineral lease is or becomes vested in two or more lessees responsible to the lessor for compliance with indivisible obligations to maintain the lease, then said lessees shall designate in writing to the State Mineral and Energy Board the lessee representing the joint account of all lessees, who shall be accountable to the Board for discharge of indivisible obligations under the lease for all lessees or for release in lieu of compliance therewith, provided that in the event of failure of said lessees to comply with such condition, then the Board may withhold approval of and thereby deny validity to any pending or future assignment or transfer of an interest in the lease, and, provided further, that if any lessee should agree to release the lease or any segregated portion thereof in lieu of complying with an indivisible lease obligation to maintain the lease and no other lessee desires to assume and undertake the indivisible obligation, then all lessees agree to join in a release or to otherwise execute a similar release of their rights to lessor, relegating any nonsignatory lessee to such remedy, if any, as such party may have against the lessee or lessees, who may execute a release purporting to cover the entirety of the lease or of a segregated portion thereof,

4) That this approval is given merely for the purpose of validating the assignment or transfer under the provisions of R S 30:128, but by giving its approval, the Board does not recognize the validity of any other instrument referred to therein that has not also been considered and approved by the Board in its entirety nor of any descriptions nor adopt any of the terms and conditions in the assignment or transfer, including but not limited to any election to convert an overriding royalty interest to a working interest, and any such election shall not be effective until written notice thereof is given to the Board and assignment or transfer of such working interest in recordable form is docketed for approval and approved by the Board, and, furthermore, that this approval may not operate as the Board's approval of any sales contract, which may have been entered into by the parties to the assignment or transfer, inasmuch as the Board specifically reserves the right to take its royalty oil, gas and other minerals in kind,

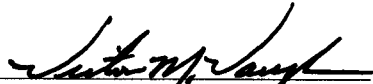
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

6) That nothing herein shall be construed as approval for any assignment, sublease or transfer to or from any individual, partnership, corporation or other legal entity who has filed bankruptcy proceedings unless such status is specifically recognized in this resolution.

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 13th day of January, 2016, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #16-01-49 (DOCKET REVIEW COMMITTEE)

On motion of Mr. Arnold seconded by Mr. Segura, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 2 from the January 13, 2016 Meeting be approved, said instrument being an Assignment from BG US Production Company LC to EXCO/HGI JV Assets, LLC, of all of Assignor's right, title and interest in and to State Lease Nos. 18764 and 19779, DeSoto and Red River Parishes, Louisiana, **INSOFAR AND ONLY INSOFAR AS** said leases cover or relate to depths from the surface of the earth down to the stratigraphic equivalent of the base of the Cotton Valley formation at a measured depth of 9,650', as identified by the Jonesville North A-17 Well, with further particulars being stipulated in the instrument

EXCO/HGI JV Assets, LLC is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975

This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows.

1) That all terms and conditions of the basic lease will be fulfilled, including but not limited to the full payment of rentals and royalties, regardless of the division of leasehold interests resulting from the instrument;

2) That failure to comply with the terms and conditions of the basic lease by the original lessee, or by any assignee, sublessor or sublessee, prior or subsequent hereto, shall not be deemed waived by the approval of said instrument by the State Mineral and Energy Board for the State of Louisiana, it being distinctly understood that the State Mineral and Energy Board for the State of Louisiana does not recognize said instrument as creating a novation, as regards any right or interest of the State or Board,

3) That in the event ownership of the basic mineral lease is or becomes vested in two or more lessees responsible to the lessor for compliance with indivisible obligations to maintain the lease, then said lessees shall designate in writing to the State Mineral and Energy Board the lessee representing the joint account of all lessees, who shall be accountable to the Board for discharge of indivisible obligations under the lease for all lessees or for release in lieu of compliance therewith, provided that in the event of failure of said lessees to comply with such condition, then the Board may withhold approval of and thereby deny validity to any pending or future assignment or transfer of an interest in the lease, and, provided further, that if any lessee should agree to release the lease or any segregated portion thereof in lieu of complying with an indivisible lease obligation to maintain the lease and no other lessee desires to assume and undertake the indivisible obligation, then all lessees agree to join in a release or to otherwise execute a similar release of their rights to lessor, relegating any nonsignatory lessee to such remedy, if any, as such party may have against the lessee or lessees, who may execute a release purporting to cover the entirety of the lease or of a segregated portion thereof;

4) That this approval is given merely for the purpose of validating the assignment or transfer under the provisions of R.S. 30:128, but by giving its approval, the Board does not recognize the validity of any other instrument referred to therein that has not also been considered and approved by the Board in its entirety nor of any descriptions nor adopt any of the terms and conditions in the assignment or transfer, including but not limited to any election to convert an overriding royalty interest to a working interest, and any such election shall not be effective until written notice thereof is given to the Board and assignment or transfer of such working interest in recordable form is docketed for approval and approved by the Board, and, furthermore, that this approval may not operate as the Board's approval of any sales contract, which may have been entered into by the parties to the assignment or transfer, inasmuch as the Board specifically reserves the right to take its royalty oil, gas and other minerals in kind;

5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

6) That nothing herein shall be construed as approval for any assignment, sublease or transfer to or from any individual, partnership, corporation or other legal entity who has filed bankruptcy proceedings unless such status is specifically recognized in this resolution.

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 13th day of January, 2016, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

**Resolution #16-01-50
(DOCKET REVIEW COMMITTEE)**

On motion of Mr. Arnold seconded by Mr. Segura, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 3 from the January 13, 2016 Meeting be approved, said instrument being an Assignment from EXCO Operating Company, LP to EXCO/HGI JV Assets, LLC, of all of Assignor's right, title and interest in and to State Lease No. 19779, DeSoto Parishes, Louisiana, **INSOFAR AND ONLY INSOFAR AS** said leases cover or relate to depths from the surface of the earth down to the stratigraphic equivalent of the base of the Cotton Valley Formation as found on the electric log at the measured depth of 10,418' for the Winchester Prod-Means No. 16 Well, with further particulars being stipulated in the instrument.

EXCO/HGI JV Assets, LLC is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.

This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows.

1) That all terms and conditions of the basic lease will be fulfilled, including but not limited to the full payment of rentals and royalties, regardless of the division of leasehold interests resulting from the instrument;

2) That failure to comply with the terms and conditions of the basic lease by the original lessee, or by any assignee, sublessor or sublessee, prior or subsequent hereto, shall not be deemed waived by the approval of said instrument by the State Mineral and Energy Board for the State of Louisiana, it being distinctly understood that the State Mineral and Energy Board for the State of Louisiana does not recognize said instrument as creating a novation, as regards any right or interest of the State or Board;

3) That in the event ownership of the basic mineral lease is or becomes vested in two or more lessees responsible to the lessor for compliance with indivisible obligations to maintain the lease, then said lessees shall designate in writing to the State Mineral and Energy Board the lessee representing the joint account of all lessees, who shall be accountable to the Board for discharge of indivisible obligations under the lease for all lessees or for release in lieu of compliance therewith, provided that in the event of failure of said lessees to comply with such condition, then the Board may withhold approval of and thereby deny validity to any pending or future assignment or transfer of an interest in the lease, and, provided further, that if any lessee should agree to release the lease or any segregated portion thereof in lieu of complying with an indivisible lease obligation to maintain the lease and no other lessee desires to assume and undertake the indivisible obligation, then all lessees agree to join in a release or to otherwise execute a similar release of their rights to lessor, relegating any nonsignatory lessee to such remedy, if any, as such party may have against the lessee or lessees, who may execute a release purporting to cover the entirety of the lease or of a segregated portion thereof;

4) That this approval is given merely for the purpose of validating the assignment or transfer under the provisions of R.S. 30.128, but by giving its approval, the Board does not recognize the validity of any other instrument referred to therein that has not also been considered and approved by the Board in its entirety nor of any descriptions nor adopt any of the terms and conditions in the assignment or transfer, including but not limited to any election to convert an overriding royalty interest to a working interest, and any such election shall not be effective until written notice thereof is given to the Board and assignment or transfer of such working interest in recordable form is docketed for approval and approved by the Board, and, furthermore, that this approval may not operate as the Board's approval of any sales contract, which may have been entered into by the parties to the assignment or transfer, inasmuch as the Board specifically reserves the right to take its royalty oil, gas and other minerals in kind.

5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

6) That nothing herein shall be construed as approval for any assignment, sublease or transfer to or from any individual, partnership, corporation or other legal entity who has filed bankruptcy proceedings unless such status is specifically recognized in this resolution

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 13th day of January, 2016, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #16-01-051
(DOCKET REVIEW COMMITTEE)

On motion of Mr. Arnold, seconded by Mr. Segura, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 4 from the January 13, 2016, Meeting be approved, said instrument being A Correction of Resolution No. 11 from the September 10, 2014 Meeting being a Change of Name from EXCO/HGI JV Assets, LLC to Compass Energy Operating, LLC, whereas State Lease Nos. 18764 and 19779 were omitted from said resolution and are hereby being added, affecting State Lease Nos. 6760, 9312, 18353, 18764, 19122, 19767, 19779, 19831, 19929, 20356 and 20370, Caddo, DeSoto and Red River Parishes, Louisiana.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 13th day of January, 2016, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #16-01-52
(DOCKET REVIEW COMMITTEE)

On motion of Mr. Arnold, seconded by Mr. Segura, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 16-01 from the January 13, 2016, Meeting be approved, said instrument being a Lease Extension and Amendment by and between the State Mineral and Energy Board and Freeport-McMoran Oil & Gas LLC, Stone Energy Offshore, L.L.C. and ORX Exploration, Inc., whereas said parties desire to amend said lease noting that the current annual rental payment of \$13,505.00 applicable to each of years 1, 2 and 3 of the current Primary Term shall be increased to \$27,010.00 for each of years 4 and 5 of the extended primary term, and the current royalty percentage of 22.5% shall be increased to 23.0%, affecting State Lease No. 21326, Lafourche Parish, Louisiana, with further particulars being stipulated in the instrument.

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the instrument by signing said instrument for the Board.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 13th day of January, 2016 pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #16-01-53
(DOCKET REVIEW COMMITTEE)

On motion of Mr. Arnold, seconded by Mr. Segura, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 16-02 from the January 13, 2016, Meeting be approved, said instrument being a Lease Extension and Amendment by and between the State Mineral and Energy Board and Freeport-McMoran Oil & Gas LLC, Stone Energy Offshore, L.L.C. and ORX Exploration, Inc., whereas said parties desire to amend said lease noting that the current annual rental payment of \$6,290.00 applicable to each of years 1, 2 and 3 of the current Primary Term shall be increased to \$12,580.00 for each of years 4 and 5 of the extended primary term, and the current royalty percentage of 22.5% shall be increased to 23.0%, affecting State Lease No. 21327, Lafourche Parish, Louisiana, with further particulars being stipulated in the instrument.

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the instrument by signing said instrument for the Board.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 13th day of January, 2016 pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #16-01-54
(DOCKET REVIEW COMMITTEE)

On motion of Mr. Arnold, seconded by Mr. Segura, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 16-03 from the January 13, 2016, Meeting be approved, said instrument being a Lease Extension and Amendment by and between the State Mineral and Energy Board and Freeport-McMoran Oil & Gas LLC, Stone Energy Offshore, L.L.C. and ORX Exploration, Inc., whereas said parties desire to amend said lease noting that the current annual rental payment of \$9,872.00 applicable to each of years 1, 2 and 3 of the current Primary Term shall be increased to \$19,743.20 for each of years 4 and 5 of the extended primary term, and the current royalty percentage of 22.5% shall be increased to 23.0%, affecting State Lease No. 21334, Lafourche Parish, Louisiana, with further particulars being stipulated in the instrument.

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the instrument by signing said instrument for the Board.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 13th day of January, 2016 pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #16-01-055
(DOCKET REVIEW COMMITTEE)

On motion of Mr. Arnold, seconded by Mr. Segura, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 16-04 from the January 13, 2016, Meeting be approved, said instrument being a Lease Extension and Amendment by and between the State Mineral and Energy Board and Freeport-McMoran Oil & Gas LLC, Stone Energy Offshore, L.L.C. and ORX Exploration, Inc., whereas said parties desire to amend said lease noting that the current annual rental payment of \$11,137.00 applicable to each of years 1, 2 and 3 of the current Primary Term shall be increased to \$22,274.00 for each of years 4 and 5 of the extended primary term, and the current royalty percentage of 22.5% shall be increased to 23.0%, affecting State Lease No. 21335, Lafourche Parish, Louisiana, with further particulars being stipulated in the instrument.

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the instrument by signing said instrument for the Board.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 13th day of January, 2016 pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #16-01-056
(DOCKET REVIEW COMMITTEE)

On motion of Mr. Arnold, seconded by Mr. Segura, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 16-05 from the January 13, 2016, Meeting be approved, said instrument being a Lease Extension and Amendment by and between the State Mineral and Energy Board and Freeport-McMoran Oil & Gas LLC, Stone Energy Offshore, L.L.C. and ORX Exploration, Inc., whereas said parties desire to amend said lease noting that the current annual rental payment of \$9,199.00 applicable to each of years 1, 2 and 3 of the current Primary Term shall be increased to \$18,396.40 for each of years 4 and 5 of the extended primary term, and the current royalty percentage of 22.5% shall be increased to 23.0%, affecting State Lease No. 21336, Lafourche Parish, Louisiana, with further particulars being stipulated in the instrument.

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the instrument by signing said instrument for the Board.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 13th day of January, 2016 pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #16-01-057
(DOCKET REVIEW COMMITTEE)


On motion of Mr. Arnold, seconded by Mr. Segura, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 16-06 from the January 13, 2016, Meeting be approved, said instrument being a Lease Extension and Amendment by and between the State Mineral and Energy Board and Freeport-McMoran Oil & Gas LLC, Stone Energy Offshore, L.L.C. and ORX Exploration, Inc., whereas said parties desire to amend said lease noting that the current annual rental payment of \$1,488.00 applicable to each of years 1, 2 and 3 of the current Primary Term shall be increased to \$2,974.80 for each of years 4 and 5 of the extended primary term, and the current royalty percentage of 22.5% shall be increased to 23.0%, affecting State Lease No. 21337, Lafourche Parish, Louisiana, with further particulars being stipulated in the instrument.

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the instrument by signing said instrument for the Board.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 13th day of January, 2016 pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #16-01-058
(DOCKET REVIEW COMMITTEE)

On motion of Mr. Arnold, seconded by Mr. Segura, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 16-07 from the January 13, 2016, Meeting be approved, said instrument being a Lease Extension and Amendment by and between the State Mineral and Energy Board and Sunnyside Resources, Inc., whereas said parties desire to amend said lease noting that the current annual rental payment of \$23,887.50 applicable to each of years 1, 2 and 3 of the current Primary Term shall be increased to \$47,775.00 for each of years 4 and 5 of the extended primary term, and the current royalty percentage of 20.5% shall be increased to 21.0%, affecting State Lease No. 21107, East Baton Rouge and West Baton Rouge Parishes, Louisiana, with further particulars being stipulated in the instrument.

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the instrument by signing said instrument for the Board.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 13th day of January, 2016 pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #16-01-059
(DOCKET REVIEW COMMITTEE)

On motion of Mr. Arnold, seconded by Mr. Segura, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 16-08 from the January 13, 2016, Meeting be approved, said instrument being a Settlement and Release Agreement by and between Occidental Chemical Corporation and the State of Louisiana relative the value of the salt produced and extracted from the cavern associated with the OXY Well #1 located in Section 41, Township 12 South, Range 13 East in the Parish of Assumption, State of Louisiana, with further particulars being stipulated in the instrument.

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the instrument by signing said instrument for the Board.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 13th day of January, 2016 pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board