

MINUTES

**STATE MINERAL AND
ENERGY BOARD**

**REGULAR MEETING
AND
LEASE SALE**

JANUARY 13, 2010

A Regular Meeting and Lease Sale of the State Mineral and Energy Board was held on Wednesday, January 13, 2010, beginning at 11:00 a.m. in the La Belle Room, First Floor, LaSalle Office Building, Baton Rouge, Louisiana, subject to the call of the Governor and Ex-Officio Chairman.

Mr. W. Paul Segura, Jr., acting as Chairman in the absence of Chairman Scott A. Angelle, called the meeting to order. He then requested Ms. Monique M. Edwards, Secretary to the State Mineral and Energy Board, to call the roll for the purpose of establishing a quorum.

W. Paul Segura, Jr., Vice-Chairman
Thomas L. Arnold, Jr.
Emile B. Cordaro
John C. "Juba" Diez
Bay E. Ingram
Robert "Michael" Morton
Thomas W. Sanders
Darryl D. Smith
Chip Kline (representing Garret Graves, Governor Bobby Jindal's designee)
Robert Harper (DNR Undersecretary representing Secretary Scott A. Angelle)

The following members of the Board were recorded as absent:

Scott A. Angelle, Chairman
Helen G. Smith

Ms. Edwards announced that ten (10) members of the Board were present and that a quorum was established.

Also recorded as present were:

Monique M. Edwards, Assistant Secretary of the Office of Mineral Resources, and
Secretary to the State Mineral and Energy Board
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
Frederick Heck, Director-Petroleum Lands Division
Rachel Newman, Director-Mineral Income Division
Emile Fontenot, Assistant Director-Petroleum Lands Division
Isaac Jackson, DNR General Counsel
Ryan Seidemann, Assistant Attorney General

The Chairman stated that the next order of business was the approval of the December 9, 2009 Minutes. A motion was made by Mr. Sanders to adopt the Minutes as submitted by the Executive Officer of the State Mineral and Energy Board and to waive reading of same. His motion was seconded by Mr. Arnold and unanimously adopted by the Board.

The Chairman then stated that the next order of business would be the adoption of the Committee recommendations. Upon motion of Mr. Arnold, seconded by Mr. Ingram, the recommendations of the following respective Committees regarding their reports were unanimously adopted by resolutions of the Board.

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

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

At this time, the Chairman asked if there was anyone who would like to make public comments. Ms. Anne Rheams, Executive Director of the Lake Pontchartrain Basin Foundation, came forward and made the following comments: I appreciate the opportunity to be here today. Basically, I just want to request that if the Lake Pontchartrain moratorium is brought up or is potentially going to be on any agenda, that we be advised of that. Ms. Edwards has been very, very helpful prior to this meeting on that and all of you have been great to accept the e-mails that I have been sending. I really appreciate it and, just again, if we could just be notified prior to any meeting that it would be brought up on the agenda, we would appreciate that. Thank you.

Upon motion of Mr. Arnold, seconded by Mr Sanders, and unanimously adopted by the Board, a short break was taken at 11:08 a.m.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, and unanimously adopted by the Board, the Board reconvened in open session at 11:20 a.m.

The Chairman then announced that the Board would recess its regular meeting at 11:21 a.m. and go into executive session for technical briefing in order to consider matters before the Board which were confidential in nature. A motion was made by Mr. Arnold, seconded by Mr. Cordaro, and unanimously adopted by the Board.

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. Arnold, seconded by Mr. Sanders, and unanimously adopted by the Board, the Board reconvened in open session at 11:28 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 then stated that the next order of business was the awarding of the leases. 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.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on Tract 41259 to Theophilus Oil, Gas & Land Services, LLC.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on a portion of Tract 41261, said portion being 796.34 acres more particularly described in said bid and outlined on accompanying plat, to Theophilus Oil, Gas & Land Services, LLC.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on a portion of Tract 41264, said portion being 588.04 acres more particularly described in said bid and outlined on accompanying plat, to Theophilus Oil, Gas & Land Services, LLC.

Mr. Arnold made a motion to award a lease on a portion of Tract 41266, said portion being 989.13 acres more particularly described in said bid and outlined on accompanying plat, to Theophilus Oil, Gas & Land Services, LLC. His motion was seconded by Mr. Sanders and unanimously adopted by the Board.

Mr. Arnold made a motion to award a lease on Tract 41267 to Theophilus Oil, Gas & Land Services, LLC. His motion was seconded by Mr. Sanders and unanimously adopted by the Board.

Mr. Arnold made a motion to award a lease on Tract 41268 to Theophilus Oil, Gas & Land Services, LLC. His motion was seconded by Mr. Sanders and unanimously adopted by the Board.

A motion was made by Mr. Arnold to award a lease on Tract 41271 to Theophilus Oil, Gas & Land Services, LLC. His motion was seconded by Mr. Sanders and unanimously adopted by the Board.

A motion was made by Mr. Arnold to award a lease on Tract 41273 to Classic Petroleum, Inc. His motion was seconded by Mr. Sanders and unanimously adopted by the Board.

A motion was made by Mr. Arnold to award a lease on a portion of Tract 41275, said portion being 1,280.0 acres more particularly described in said bid and outlined on accompanying plat, to Ric Bajon & Associates. His motion was seconded by Mr. Sanders and unanimously adopted by the Board.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to reject the bid on Tract 41276 for insufficient consideration and to re-advertise the tract with a minimum royalty and price per acre.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on a portion of Tract 41277, said portion being 132.23 acres more particularly described in said bid and outlined on accompanying plat, to Cypress Energy Corporation.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on a portion of Tract 41283, said portion being 496.0 acres more particularly described in said bid and outlined on accompanying plat, to Cypress Energy Corporation.

Mr. Arnold made a motion to award a lease on a portion of Tract 41287, said portion being 311.0 acres more particularly described in said bid and outlined on accompanying plat, to Hilcorp Energy 1, L.P. As to the bid by Cypress Energy Corporation, the bid overlapped the bid by Hilcorp Energy 1, L.P. on 311.0 acres. Therefore, Cypress Energy Corporation, after the property descriptions were finalized, was granted the option to take the lease on the property which it bid at its bid price, less and except the overlapped area which was in the bid containing 311.0 acres by Hilcorp Energy 1, L.P. His motion was seconded by Mr. Sanders and unanimously adopted by the Board.

Mr. Arnold made a motion to award a lease on a portion of Tract 41288, said portion being 71.0 acres more particularly described in said bid and outlined on accompanying plat, to Hilcorp Energy 1, L.P. His motion was seconded by Mr. Sanders and unanimously adopted by the Board.

Mr. Arnold made a motion to award a lease on Tract 41289 to Questar Exploration and Production Company. His motion was seconded by Mr. Sanders and unanimously adopted by the Board.

A motion was made by Mr. Arnold to award a lease on Tract 41290 to Matador Resources Company. His motion was seconded by Mr. Sanders and unanimously adopted by the Board.

A motion was made by Mr. Arnold to award a lease on Tract 41291 to Matador Resources Company. His motion was seconded by Mr. Sanders and unanimously adopted by the Board.

A motion was made by Mr. Arnold to award a lease on Tract 41292 to BP America Production Company. His motion was seconded by Mr. Sanders and unanimously adopted by the Board.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on Tract 41293 to BP America Production Company.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on Tract 41294 to BP America Production Company.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on Tract 41297 to Patrick L. Donohue Petroleum Properties, Inc.

Mr. Arnold made a motion to award a lease on Tract 41298 to Patrick L. Donohue Petroleum Properties, Inc. His motion was seconded by Mr. Sanders and unanimously adopted by the Board.

Mr. Arnold made a motion to award a lease on Tract 41299 to Patrick L. Donohue Petroleum Properties, Inc. His motion was seconded by Mr. Sanders and unanimously adopted by the Board.

Mr. Arnold made a motion to award a lease on Tract 41300 to Patrick L. Donohue Petroleum Properties, Inc. His motion was seconded by Mr. Sanders and unanimously adopted by the Board.

A motion was made by Mr. Arnold to award a lease on Tract 41301 to Patrick L. Donohue Petroleum Properties, Inc. His motion was seconded by Mr. Sanders and unanimously adopted by the Board.

A motion was made by Mr. Arnold to award a lease on Tract 41302 to Patrick L. Donohue Petroleum Properties, Inc. His motion was seconded by Mr. Sanders and unanimously adopted by the Board.

A motion was made by Mr. Arnold to award a lease on Tract 41303 to Patrick L. Donohue Petroleum Properties, Inc. His motion was seconded by Mr. Sanders and unanimously adopted by the Board.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on Tract 41304 to Patrick L. Donohue Petroleum Properties, Inc.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on Tract 41305 to Patrick L. Donohue Petroleum Properties, Inc.

January 13, 2010

5

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on a portion of Tract 41307, said portion being 1,075.53 acres more particularly described in said bid and outlined on accompanying plat, to Zeneco, Inc.

Mr. Arnold made a motion to award a lease on Tract 41309 to Audubon Oil and Gas Corporation. His motion was seconded by Mr. Sanders and unanimously adopted by the Board.

Mr. Arnold made a motion to award a lease on Tract 41310 to Patrick L. Donohue Petroleum Properties, Inc. His motion was seconded by Mr. Sanders and unanimously adopted by the Board.

This concluded the awarding of the leases.

Ms. Edwards gave the following results of the lease sale: "Today's Lease Sale results came to 16 state leases. The number of acres leased is 7,755.402. Cash payments are \$3,047,432.18 for an average price per acre of \$392.94. There were 15 state agency leases granted. The number of acres leased is 354.057. Cash payments are \$1,052,233.31 for an average price per acre of \$2,971.93. Total cash payments for January 13, 2010 are \$4,099,665.49. Fiscal year-to-date cash payments are \$38,921,053.36."

The Chairman then stated there being no further business to come before the Board, upon motion of Mr. Cordaro, seconded by Mr. Smith, the meeting was adjourned at 11:33 a.m.

Respectfully submitted,



Victor M. Vaughn
Executive Officer
State Mineral and Energy Board

THE FOLLOWING BID OPENING MEETING REPORT,
COMMITTEE REPORTS AND RESOLUTIONS
WERE MADE A PART OF THE JANUARY 13, 2010 MINUTES
BY REFERENCE

A public meeting for the purpose of opening sealed bids was held on Wednesday, January 13, 2010, beginning at 8:30 a.m. in the La Belle Room, First Floor, LaSalle Office Building, Baton Rouge, Louisiana.

Recorded as present were:

Thomas L. Arnold, Jr., Mineral and Energy Board member
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
Frederick Heck, Director-Petroleum Lands Division
Rachel Newman, Director-Mineral Income Division
Emile Fontenot, Assistant Director-Petroleum Lands Division
Ryan Seidemann, Assistant Attorney General

Mr. Victor Vaughn, at the request of Secretary Monique M. Edwards, 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, 2010

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

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. 41258 through 41310 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)

Monique M. Edwards
Secretary

January 13, 2010

2

For the record, there were no letters of protest received for today's Lease Sale.

For the record, 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 41258

No Bids

Tract 41259

Bidder	:	Theophilus Oil, Gas & Land Services, LLC
Primary Term	:	Five (5) years
Cash Payment	:	\$244,960.75
Annual Rental	:	\$122,480.38
Royalties	:	23.25% on oil and gas
	:	23.25% on other minerals
Additional Consideration	:	None

Tract 41260

No Bids

Tract 41261
(Portion - 796.34 acres)

Bidder	:	Theophilus Oil, Gas & Land Services, LLC
Primary Term	:	Five (5) years
Cash Payment	:	\$242,883.70
Annual Rental	:	\$121,441.85
Royalties	:	23.25% on oil and gas
	:	23.25% on other minerals
Additional Consideration	:	None

Tract 41262

No Bids

Tract 41263

No Bids

January 13, 2010

3

Tract 41264
(Portion - 588.04 acres)

Bidder	:	Theophilus Oil, Gas & Land Services, LLC
Primary Term	:	Five (5) years
Cash Payment	:	\$117,608.00
Annual Rental	:	\$58,804.00
Royalties	:	23.25% on oil and gas
	:	23.25% on other minerals
Additional Consideration	:	None

Tract 41265

No Bids

Tract 41266
(Portion - 989.13 acres)

Bidder	:	Theophilus Oil, Gas & Land Services, LLC
Primary Term	:	Five (5) years
Cash Payment	:	\$173,097.75
Annual Rental	:	\$86,548.88
Royalties	:	23.25% on oil and gas
	:	23.25% on other minerals
Additional Consideration	:	None

Tract 41267

Bidder	:	Theophilus Oil, Gas & Land Services, LLC
Primary Term	:	Five (5) years
Cash Payment	:	\$12,692.00
Annual Rental	:	\$6,346.00
Royalties	:	23.25% on oil and gas
	:	23.25% on other minerals
Additional Consideration	:	None

Tract 41268

Bidder	:	Theophilus Oil, Gas & Land Services, LLC
Primary Term	:	Five (5) years
Cash Payment	:	\$35,930.00
Annual Rental	:	\$17,965.00
Royalties	:	23.25% on oil and gas
	:	23.25% on other minerals
Additional Consideration	:	None

January 13, 2010

4

Tract 41269

No Bids

Tract 41270

No Bids

Tract 41271

Bidder	:	Theophilus Oil, Gas & Land Services, LLC
Primary Term	:	Five (5) years
Cash Payment	:	\$239,498.20
Annual Rental	:	\$119,749.10
Royalties	:	23.25% on oil and gas
	:	23.25% on other minerals
Additional Consideration	:	None

Tract 41272

No Bids

INLAND TRACTS

Tract 41273

Bidder	:	Classic Petroleum, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$168,696.00
Annual Rental	:	\$84,348.00
Royalties	:	25.00% on oil and gas
	:	25.00% on other minerals
Additional Consideration	:	None

Tract 41274

No Bids

Tract 41275
(Portion - 1,280.00 acres)

Bidder	:	Ric Bajon & Associates
Primary Term	:	Three (3) years
Cash Payment	:	\$256,000.00
Annual Rental	:	\$128,000.00
Royalties	:	22.0% on oil and gas
	:	22.0% on other minerals
Additional Consideration	:	None

January 13, 2010

5

Tract 41276
(Portion - 24.0 acres)

Bidder	:	Davis Petroleum Corp.
Primary Term	:	Three (3) years
Cash Payment	:	\$7,200.00
Annual Rental	:	\$3,600.00
Royalties	:	20.5% on oil and gas
	:	20.5% on other minerals
Additional Consideration	:	None

Tract 41277
(Portion - 132.23 acres)

Bidder	:	Cypress Energy Corporation
Primary Term	:	Three (3) years
Cash Payment	:	\$29,090.60
Annual Rental	:	\$14,545.30
Royalties	:	22% on oil and gas
	:	22% on other minerals
Additional Consideration	:	None

Tract 41278

No Bids

Tract 41279

No Bids

Tract 41280

No Bids

Tract 41281

No Bids

Tract 41282

No Bids

January 13, 2010

6

Tract 41283
(Portion - 496.0 acres)

Bidder	:	Cypress Energy Corporation
Primary Term	:	Three (3) years
Cash Payment	:	\$151,280.00
Annual Rental	:	\$75,640.00
Royalties	:	22% on oil and gas
	:	22% on other minerals
Additional Consideration	:	None

Tract 41284

No Bids

Tract 41285

No Bids

Tract 41286

No Bids

Tract 41287
(Portion - 311.0 acres)

Bidder	:	Hilcorp Energy 1, L.P.
Primary Term	:	Three (3) years
Cash Payment	:	\$101,075.00
Annual Rental	:	\$50,537.50
Royalties	:	25% on oil and gas
	:	25% on other minerals
Additional Consideration	:	None

Tract 41287
(Portion - 319.4 acres)

Bidder	:	Cypress Energy Corporation
Primary Term	:	Three (3) years
Cash Payment	:	\$130,634.60
Annual Rental	:	\$65,317.30
Royalties	:	22.5% on oil and gas
	:	22.5% on other minerals
Additional Consideration	:	None

January 13, 2010

7

Tract 41288
(Portion - 71.0 acres)

Bidder	:	Hilcorp Energy 1, L.P.
Primary Term	:	Three (3) years
Cash Payment	:	\$19,525.00
Annual Rental	:	\$9,762.50
Royalties	:	23.5% on oil and gas
	:	23.5% on other minerals
Additional Consideration	:	None

STATE AGENCY TRACTS

Tract 41289

Bidder	:	Questar Exploration and Production Company
Primary Term	:	Three (3) years
Cash Payment	:	\$795,330.00
Annual Rental	:	\$4,500.00
Royalties	:	25% on oil and gas
	:	25% on other minerals
Additional Consideration	:	None

Tract 41289

Bidder	:	Goodrich Petroleum Company, L.L.C.
Primary Term	:	One (1) year
Cash Payment	:	\$225,000.00
Annual Rental	:	N/A
Royalties	:	25% on oil and gas
	:	25% on other minerals
Additional Consideration	:	None

Tract 41289

Bidder	:	Classic Petroleum, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$433,985.07
Annual Rental	:	\$216,992.54
Royalties	:	25.00% on oil and gas
	:	25.00% on other minerals
Additional Consideration	:	None

January 13, 2010

8

Tract 41290

Bidder	:	Matador Resources Company
Primary Term	:	Three (3) years
Cash Payment	:	\$94,605.00
Annual Rental	:	\$47,302.50
Royalties	:	25% on oil and gas
	:	25% on other minerals
Additional Consideration	:	None

Tract 41290

Bidder	:	Questar Exploration and Production Company
Primary Term	:	Three (3) years
Cash Payment	:	\$67,500.00
Annual Rental	:	\$4,500.00
Royalties	:	25% on oil and gas
	:	25% on other minerals
Additional Consideration	:	None

Tract 41290

Bidder	:	Classic Petroleum, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$49,530.00
Annual Rental	:	\$24,765.00
Royalties	:	25.00% on oil and gas
	:	25.00% on other minerals
Additional Consideration	:	None

Tract 41291

Bidder	:	Matador Resources Company
Primary Term	:	Three (3) years
Cash Payment	:	\$63,070.00
Annual Rental	:	\$31,535.00
Royalties	:	25% on oil and gas
	:	25% on other minerals
Additional Consideration	:	None

Tract 41291

Bidder	:	Questar Exploration and Production Company
Primary Term	:	Three (3) years
Cash Payment	:	\$45,000.00
Annual Rental	:	\$4,500.00
Royalties	:	25% on oil and gas
	:	25% on other minerals
Additional Consideration	:	None

January 13, 2010

9

Tract 41291

Bidder	:	Classic Petroleum, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$33,020.00
Annual Rental	:	\$16,510.00
Royalties	:	25.00% on oil and gas
	:	25.00% on other minerals
Additional Consideration	:	None

Tract 41292

Bidder	:	BP America Production Company
Primary Term	:	Three (3) years
Cash Payment	:	\$31,372.00
Annual Rental	:	\$15,686.00
Royalties	:	26% on oil and gas
	:	26% on other minerals
Additional Consideration	:	BP America Production Company will spud, or cause to be spud, a well inside the geographic boundary of either the 18000' TUSC RB SU A or in the 18000' TUSC RB SU O within one year from the date of the lease or will pay liquidated damages in the amount of \$100,000.

Tract 41293

Bidder	:	BP America Production Company
Primary Term	:	Three (3) years
Cash Payment	:	\$12,048.00
Annual Rental	:	\$6,024.00
Royalties	:	25% on oil and gas
	:	25% on other minerals
Additional Consideration	:	None

Tract 41294

Bidder	:	BP America Production Company
Primary Term	:	Three (3) years
Cash Payment	:	\$18,574.00
Annual Rental	:	\$9,287.00
Royalties	:	25% on oil and gas
	:	25% on other minerals
Additional Consideration	:	None

Tract 41295

No Bids

January 13, 2010

10

Tract 41296

No Bids

Tract 41297

Bidder	:	Patrick L. Donohue Petroleum Properties, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$2,079.00
Annual Rental	:	\$1,039.50
Royalties	:	23% on oil and gas
	:	23% on other minerals
Additional Consideration	:	None

Tract 41298

Bidder	:	Patrick L. Donohue Petroleum Properties, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$2,298.45
Annual Rental	:	\$1,149.23
Royalties	:	23% on oil and gas
	:	23% on other minerals
Additional Consideration	:	None

Tract 41299

Bidder	:	Patrick L. Donohue Petroleum Properties, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$25,994.43
Annual Rental	:	\$12,997.22
Royalties	:	23% on oil and gas
	:	23% on other minerals
Additional Consideration	:	None

Tract 41300

Bidder	:	Patrick L. Donohue Petroleum Properties, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$153.86
Annual Rental	:	\$76.94
Royalties	:	23% on oil and gas
	:	23% on other minerals
Additional Consideration	:	None

January 13, 2010

11

Tract 41301

Bidder	:	Patrick L. Donohue Petroleum Properties, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$37.42
Annual Rental	:	\$18.72
Royalties	:	23% on oil and gas
	:	23% on other minerals
Additional Consideration	:	None

Tract 41302

Bidder	:	Patrick L. Donohue Petroleum Properties, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$63.53
Annual Rental	:	\$31.77
Royalties	:	23% on oil and gas
	:	23% on other minerals
Additional Consideration	:	None

Tract 41303

Bidder	:	Patrick L. Donohue Petroleum Properties, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$526.68
Annual Rental	:	\$263.35
Royalties	:	23% on oil and gas
	:	23% on other minerals
Additional Consideration	:	None

Tract 41304

Bidder	:	Patrick L. Donohue Petroleum Properties, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$326.73
Annual Rental	:	\$163.37
Royalties	:	23% on oil and gas
	:	23% on other minerals
Additional Consideration	:	None

January 13, 2010

12

Tract 41305

Bidder	:	Patrick L. Donohue Petroleum Properties, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$5,754.21
Annual Rental	:	\$2,877.11
Royalties	:	23% on oil and gas
	:	23% on other minerals
Additional Consideration	:	None

ATCHAFALAYA DELTA WMA TRACTS

Tract 41306

No Bids

Tract 41307
(Portion - 1,075.53 acres)

Bidder	:	Zeneco, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$454,949.19
Annual Rental	:	\$227,474.60
Royalties	:	25% on oil and gas
	:	25% on other minerals
Additional Consideration	:	None

Tract 41308

No Bids

TAX ADJUDICATED LANDS TRACTS

Tract 41309

Bidder	:	Audubon Oil and Gas Corporation
Primary Term	:	Three (3) years
Cash Payment	:	\$800,000.00
Annual Rental	:	\$400,000.00
Royalties	:	1/4th on oil and gas
	:	1/4th on other minerals
Additional Consideration	:	None

January 13, 2010

13

Tract 41310

Bidder	:	Patrick L. Donohue Petroleum Properties, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$145.99
Annual Rental	:	\$73.00
Royalties	:	23% on oil and gas
	:	23% on other minerals
Additional Consideration	:	None

This concluded the reading of the bids.

There being no further business, the meeting was concluded at 9:12 a.m.

Respectfully submitted,



Victor M. Vaughn
Executive Officer
State Mineral and Energy Board

BOBBY JINDAL
GOVERNOR



SCOTT A. ANGELLE
SECRETARY

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, 2010 at 9:40 a.m. with the following members of the board in attendance: Mr. Thomas L. Arnold, Jr., Mr. Emile B. Cordaro, Mr. Robert "Michael" Morton, and Mr. Thomas W. Sanders.

Items on the Lease Review Committee Agenda submitted to the Board by Mr. Gregory J. Dugas, Geologist Supervisor, were as follows

I. Geological and Engineering Staff Review

According to SONRIS there are 1862 active State Leases covering 895,792 acres. The Geological and Engineering Division has reviewed 142 leases covering 102,443 acres.

II. Committee Reviews

1.) A staff report on **State Leases 195-C**, Quarantine Bay Field, and **SLs 2220, 2221, 4039, and 4147**, Eloi Bay and or Half Moon Lake Fields, Plaquemines and St. Bernard Parishes. Cox Operating L.L.C. is the operator.

The staff recommends that Cox be granted until June 9, 2010 to submit a plan of development for the non-productive acreage, specifically, the drilling of a new well or the sidetracking of an existing well.

2.) A staff report on **State Lease 199-A-1**, Bay St. Elaine Field Selection, Designated Area located in Terrebonne Parish. Burlington Resources Oil & Gas Co., LP is the lessee.

The staff recommends that the proposed 440 acre partial release be accepted, when tendered, and that Burlington be granted until June 9, 2010 to submit a status report on the activities and future plans on this designated area.

3.) A staff report on **State Lease 5097**, Little Bay Field, located in Iberia, St. Mary and Terrebonne Parishes. The Harvest Group, LLC is the operator.

The staff recommends that SL 5097 be removed from the Lease Review Committee Agenda and be placed on the staff review list until the full release is final.

4.) A staff report on **State Lease 2038**, Deep Lake Field located in Cameron Parish. ExxonMobil is the operator.

The staff recommends deferring action on this lease at this time pending the results of the 1/14/10 meeting.

III. Report on Force Majeure

Last Updated: 1/4/2010		Leases Off Production Due to Gustav/Ike/Ida	
Company Name	Lease Numbers		
Hilcorp	16529		
Yuma (IDA)	16170, 16299, 16300, 16732, 17277, 17278, 17279, 17451, 18034, 18194, 18654(P)		
Total Companies Reporting:	2		
Total Leases Affected by Force Majeure (Hurricane Related):	12		
Non-Hurricane Related Force Majeure			
Forza	19131		

(P) – Portion of lease still under force majeure.

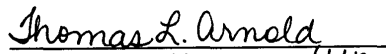
IV. Report on actions exercised by the Staff under delegated authority:

1. Royalty Escrow Request for BOPCO, L.P. for the State Lease 1212 No. 1 Well - SN 240381 located in Pointe a la Hache Field, Plaquemines Parish, Louisiana.
2. Royalty Escrow Request for Texas Petroleum Investment Company for the Avery Island M-7 Well – SN 240218 located in Avery Island Field, Iberia Parish, Louisiana affecting State Lease 532.

On motion of Mr. Sanders, seconded by Mr. Cordaro, the Committee moved to accept and approve all reviews and recommendations by the staff.

On motion of Mr. Sanders, seconded by Mr. Cordaro, the Committee moved to adjourn its January 13, 2010 meeting at 9:46 a.m.

Respectfully submitted,


Thomas L. Arnold
Acting Chairman, Lease Review Committee

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



Louisiana Department of Natural Resources (DNR)

SONRIS

Staff Reviews

Report run on: January 8, 2010 6:34 AM

Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
00195C		QUARANTINE BAY	QB 3 RB SU	9200	15357	JAN. OB RCD COX FIELD STUDY UPDATE BY 12/9/09
00195C		QUARANTINE BAY, SOUTH	QB 3 RB SU	9200	15357	JAN. OB RCD COX FIELD STUDY UPDATE BY 12/9/09
01230		BRETON SOUND BLOCK 20 , BRETON SOUND BLOCK 36 , BRETON SOUND BLOCK 37	228447-SL 1230-002 10/11/2003	951.419	3800	JAN. AR
01237		BRETON SOUND BLOCK 36	BRS36 4900 RA NVU 11/01/1990	647	647	JAN. AR
01794		COX BAY	BN-1/BN-8 RA SUA; 07/31/2007 198-B	674	674	JAN. AR 12/22/09 JMB:OOC RCD PLAT 3/10/09 2ND REQ SURVEY PLAT BEPCO
01958		MAIN PASS BLOCK 35	983.262 10/10/2000	220	1506.828	JAN. 12/07/09 RCD XPLOR STATUS RPT;
01997		BRETON SOUND BLOCK 20	622.2 10/17/1990	626.886	626.886	JAN. AR
01998		BRETON SOUND BLOCK 20	221452-SL 1998-063 02/07/1998	2000	3214.83	JAN. AR
01999		BRETON SOUND BLOCK 20	10200 RA SUA;SL 1999 10/07/2003 255-R 03-753	3000	4173.84	JAN. AR
02000		BRETON SOUND BLOCK 20	10200 RA SUA;SL 1999 10/07/2003 255-R 03-753	3066	3539.07	JAN. AR
02001		BRETON SOUND BLOCK 36	BRS36 4900 RA NVU 11/01/1990	601.5	601.5	JAN. AR
02220		ELOI BAY , HALF MOON LAKE , RABBIT ISLAND	4650 RA SUA;LED SL 17002 07/15/2003 659-N 03-530	2800	4163	JAN. OB RCD COX FIELD STUDY RPT BY 12/9/09
02221		ELOI BAY	215867-SL 2221-064-D 06/23/1993	1600	2621	JAN. OB RCD COX FIELD STUDY RPT BY 12/9/09
02326		BRETON SOUND BLOCK 20	832.43 06/29/2004	2800	4162.12	JAN. AR
04039		HALF MOON LAKE	228302-SL 4039-027 07/30/2003	400	670	JAN. OB RCD COX FIELD STUDY RPT BY 12/9/09
04147		ELOI BAY , HALF MOON LAKE	6020 SUA;SL 2220 11/01/1992	500	1383.61	JAN. OB RCD COX FIELD STUDY RPT BY 12/9/09
04409		BRETON SOUND BLOCK 20 , BRETON SOUND BLOCK 36 , BRETON SOUND BLOCK 37	1267.76 07/22/2005	449	449	JAN. AR
04574		BRETON SOUND BLOCK 20	SL 15958 11/08/2000	1300	2057.49	JAN. AR
06646		FORT PIKE , RIGOLETS	43.126 01/23/1995	834.874	834.874	JAN. AR



Louisiana Department of Natural Resources (DNR)

SONRIS

Staff Reviews

Report run on: January 8, 2010 6:34 AM

District Code 1 New Orleans- East

Get Review Date January 13, 2010

Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
16569		BRETON SOUND BLOCK 47		288.74	471.35	JAN. AR 12/9/09 RCD UNOFL PR OF 182.610, RTNG 288.74 AC, ADVISED DEBBIE THAT OUTDATED PLAT WAS ATTACHED.
17073		LAKE BORGNE		631.34	631.34	JAN. AR
17074		LAKE BORGNE		945.36	945.36	JAN. AR
17620		PELICAN POINT	319.71 10/07/2004	77.29	77.29	JAN. AR CONCURSUS - ROYALTIES TO COURT REGISTRY
17674		BRETON SOUND BLOCK 53	TEX W-CRIS I VUA;SL 19050 07/08/2009	50.57	50.57	JAN. 8/25/09 CK 3 MOS PER. JMB ; 2/6/09 JMB: RE-CK PRD 6 MOS. 3AR
17675		BRETON SOUND BLOCK 53	TEX W-CRIS I VUA;SL 19050 07/08/2009	207.26	207.26	JAN. 8/25/09 CK 3 MOS PER JMB ; 2/6/09 JMB: RE-CK PRD 6 MOS. MAR AR
18011		BRETON SOUND BLOCK 48		61.01	61.01	JAN. AR 01/05/10 CHECK 3 MOS PER MIKE B
18826		MAIN PASS BLOCK 66	BIG A RA SUA;SL 18826 10/07/2008 1437-C	140.522	458.91	JAN. SUGGEST AR 12/8/09 RCD UNOFL PR OF 318, RTNG 140.522 AC DD 12/14/09 PT 12/14/08 OFFSHORE, 3 YR PT
19054		BRETON SOUND BLOCK 53		160	637.35	JAN. 12/29/09 306078 PRDG 5-10/09 < 2 ND ILR TO 10/26/09 PT 8/9/11
19165				0	389	JAN. 12/16/09 RS JMB:WAITING ON 90 DAY CLOCK PT 11/8/09
19166				0	1111	JAN. 12/16/09 RS JMB:WAITING ON 90 DAY CLOCK PT 11/8/09
19502		CHIPOLA	B CARTER ETUX 08/14/2007 1511	5.855	8	JAN. DD APPROVED TO 10/10/10 PT 10/10/10
19503				0	72	JAN. PT 10/10/10
19504				0	23	JAN. PT 10/10/10



Louisiana Department of Natural Resources (DNR)

SONRIS

Staff Reviews

Report run on: January 8, 2010 6:34 AM

District Code	1W	New Orleans- West				
Get Review Date	January 13, 2010					
Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
02203		WEST BAY	7B RB SUA;PPG 11/18/2003 396-GGG-2 03-895	40	55	JAN. AR
02593		WEST DELTA BLOCK 83	WDB 83 10100 CSU 11/01/1977	129.44	129.44	JAN. AR
02869		WEST DELTA BLOCK 27	WDB27 SU	1480	1527	JAN. AR / ANN POD
03528		WEST DELTA BLOCK 27	WDB27 SU	1904	2135	JAN. AR / ANN POD
03529		WEST DELTA BLOCK 27	WDB27 SU	1676	1834	JAN. AR / ANN POD
03978		WEST DELTA BLOCK 27	WDB27 SU	571	1234	JAN. AR / JAN A/POD 1
04043		WEST LAKE PONTCHARTRAIN EAST BLK 41	7400 SUA; S.L. 4041 03/01/1982	100.38	100.38	JAN. AR
04242		WEST DELTA BLOCK 27	WDB27 SU	75.72	75.72	JAN. AR/ ANN POD
04518		ST JOHN		.56	.56	JAN. AR
05986		BAYOU BLEU	32.85 02/08/1984	12.15	12.15	JAN. AR
06121		FALSE RIVER	51.411 02/12/1979	109	109	JAN. AR
09570		BAY BATISTE	74.466 01/23/2007	25.54	25.54	JAN. AR
09571		BAY BATISTE	28 RA SUA;SL 9570 04/01/1996	57	77.091	JAN. AR
09572		BAY BATISTE	260.649 09/18/1986	43.421	43.421	JAN. AR
10215		LITTLE LAKE		160	160	JAN. AR
15016		SOUTH PASS BLOCK 27	232490-SL 15016-007 12/15/2005	480	2484.84	JAN. 9/24/09 RCD > EPL:POD/REL BY 10/14/09
15421		MORGANZA	335 01/24/2000	243	243	JAN. AR
15631		SATURDAY ISLAND	VUA;SL 15744	342.661	342.661	JAN. AR 303657 BEGAN PRDG AGAIN 10/09
15744		SATURDAY ISLAND	VUA;SL 15744	297.339	297.339	JAN. AR 303657 BEGAN PRDG AGAIN 10/09
16625		LAKE VERRET	225287-VUA;SL 16625- 001 01/26/2001	310.77	310.77	JAN. AR
16626		LAKE VERRET	VUA;SL 16625 01/10/2001	435.6	435.6	JAN. AR



Louisiana Department of Natural Resources (DNR)

SONRIS

Staff Reviews

Report run on: January 8, 2010 6:34 AM

District Code 1W New Orleans- West

Get Review Date January 13, 2010

Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
17339		GOLDEN MEADOW	11400 RA SUA;LL&E 01/28/2003 14-KKK 03-38	11.109	35	JAN. AR 11/13/09 NOBLE:ROYALTY LATE DUE TO ORACLE REC'D PR, NEED PR FROM BLUE MOON & ASSIGN. APPROVED 7-15-08
17344		VENICE	42.483 01/13/2006	14.517	14.517	JAN. AR
17990		LAKE WASHINGTON	L 9600 RA SUA;SL 17990 07/01/2009 149-PPPP	187.636	1051	JAN. 12/15/09 SS: WHAT'S HOLDING 9600 RA, LAST PRD 7/09 12/1/09 RCD UNOFL PR OF 750, RTNG 301AC, GIVEN TO SS FOR EVAL SUGGEST AR PR RQD 11/5/09
18015		LAKE WASHINGTON	3000 RB SUA;COCKRELL- MORAN 11/16/2005 149-DDD-2 05-889	.52	.52	JAN. AR
18441		THREE BAYOU BAY	234871-VUA;SL 18441- 001 01/21/2007	143.866	143.866	JAN. AR
18868		BAYOU PEROT	VUA;SL 18748 10/10/2007	15.98	15.98	JAN. AR
19464				0	24	JAN. 11/19/09 FUL RR 9/1/09 REL RQD 8/27/09 RS STEVE: APP EXP PT 8/8/10
19505				0	5	JAN. PT 10/10/10



Louisiana Department of Natural Resources (DNR)

SONRIS

Staff Reviews

Report run on: January 8, 2010 6:34 AM

District Code 2 Lafayette

Get Review Date January 13, 2010

Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
00199A	1	BAY ST ELAINE	VU12;BSE U12	159	935	JAN. OB RCD 12/4/09 CHELSEA THORNBURGH OF BRLGTN UPDATE ON ACTIVITIES & FUTURE PLANS BY 12/9/09. 12/3/09 JJ: 305703 PRDG 9/09, \$9/09
00301A	0	CAILLOU ISLAND	235521-SL 301 TERREBONNE BAY-398 05/15/2007	2345	5765.47	JAN. AR 12/15/09 JPT: APPROX 10 PRDG WELLS. LATEST WELL ACTIVITY AFFECTING WAS RECOMP OF 301 #293 ON 11/19/09. HLCP DESIGNATED AS OPERATOR. 12/3/09 JJ: 527115 PRDG 9/09, \$9/09
00340H	0	COTE BLANCHE BAY, EAST		2810	6240	JAN. 12/30/09 JPT: SWIFT MUST RE-ASSIGN TO LAWTON HEIRS, TAKES TIME. JPT ADVISED SHE CONTACT BUBBA SANCHEZ OF LABAY FOR ASSISTANCE. <CK 265 AC 10/09 OB PR OF 265 AC.
00340H	0	COTE BLANCHE BAY, WEST		2810	6240	JAN. 12/30/09 JPT: SWIFT MUST RE-ASSIGN TO LAWTON HEIRS, TAKES TIME. JPT ADVISED SHE CONTACT BUBBA SANCHEZ OF LABAY FOR ASSISTANCE. <CK 265 AC 10/09 OB PR OF 265 AC.
00340H	0	COTE BLANCHE ISLAND		2810	6240	JAN. 12/30/09 JPT: SWIFT MUST RE-ASSIGN TO LAWTON HEIRS, TAKES TIME. JPT ADVISED SHE CONTACT BUBBA SANCHEZ OF LABAY FOR ASSISTANCE. <CK 265 AC 10/09 OB PR OF 265 AC.
00346		GRAVEYARD ISLAND , LAKE VERRET, WEST	VU C;	132	383	JAN. AR 12/3/09 JJ: 049885 PRDG 10/09, \$9/09
00368		BAYOU SALE	BS ROB 6 RJ SU	200	400	JAN. AR 12/3/09 JJ: PRDG 9/09, \$9/09
00724		FOUR ISLE DOME , MARTIN	VU18;LL&E U18	764	2854	JAN. RCD BR 12/4/09 LTR RE PR PROBLEMS (7/09 DEFER'D PNDG RCT OF 5/08 PR)
02034		BRANCH, NORTHWEST , CHURCH POINT	NWB SU 06/01/1988	12	12	JAN. AR 12/3/09 JJ: 700300 PRDG 10/09, \$10/08
03435		LAKE LA ROSE	155.4 12/16/1992	.76	.76	JAN. AR 12/3/09 JJ: 603433 PRDG 9/09, \$10/09
03475		LAKE PAGIE	CC2 RA VUA;LATERRE CO INC B	573	657	JAN. AR 12/3/09 JJ: 607522 PRDG 9/09, \$10/09
03763		VERMILION BLOCK 16	VUA:SL 3762 07/09/2008	912	1279.14	JAN. AR 12/3/09 JJ: 953880 PRDG 9/09, \$9/09
03897		JEANERETTE	PLAN 4-A SU A; C. B. CAUSEY 12/01/1986	9	11.19	JAN. AR 12/3/09 JJ: 602397 PRDG 9/09, \$8/09



Louisiana Department of Natural Resources (DNR)

SONRIS

Staff Reviews

Report run on: January 8, 2010 6:34 AM

District Code 2 Lafayette

Get Review Date January 13, 2010

Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
05097		ATCHAFALAYA BAY , LITTLE BAY	500 04/01/2009	160	2196.66	JAN. OB (MTG 11/19/09 @10AM) DEFERRED 10/09 PNDG POSSIBLE RELEASE OF LEASE. 12/28/09 RQD REL
10830		SHIP SHOAL BLOCK 66	59.985 11/06/2009	67.13	67.13	JAN. AR 12/1/09 RCD OFL PR OF 59.985, RTNG 67.136 EFF 11/6/09 GIVEN TO JPT FOR EVAL.OK
12608		CROCODILE BAYOU	10350 RA SUA;ST MARTIN PSB (L) 01/01/1990	16.444	16.444	JAN. 12/15/09 RS JPT: APP EXP, 90 DAY LAPSE OF PROD, REL RQD. 10/1/09:SPOTTY PRD, LAST 5/09. ZEROS 6 &7/09 RECK 3MOS 10AR
14310		SHIP SHOAL BLOCK 45	191.067 09/23/1999	274.073	274.073	JAN. AR 12/3/09 JJ: 303680 PRDG 9/09, \$10/09
14311		SHIP SHOAL BLOCK 45	145.449 09/23/1999	387.771	387.771	JAN. AR 12/3/09 JJ: 048599 PRDG 9/09, \$10/09
14807		JEFFERSON ISLAND		240	442	JAN. 12/11/09 RQD STATUS OF WELL BY 6/9/10 <RCD CONTINENTAL RESOURCES POD BY 12/15/09. 11 AR
15074		SOUTH PELTO BLOCK 1		160	333.03	JAN. SAR 12/15/09 JPT: PRD CONT TO WANE, RECK 6 MOS. 12/3/09 JJ: 303800 PRDG 9/09, \$6/09
16944		SOUTH TIMBALIER BLOCK 8		205.53	205.53	JAN. AR 12/3/09 JJ: 304381 PRDG 9/09, \$9/09
16945		CAILLOU ISLAND	228153-SL 16945-001 05/05/2003	7.169	705.41	JAN. SAR 12/8/09 RCD UNOFL PR OF 698.241, RTNG 7.169 AC 10/20/09 RQD PR
17208		INTRACOASTAL CITY	SL 16995 06/24/2004 04-20	37.532	37.532	JAN. AR 12/3/09 JJ: 305192 PRDG 9/09, \$9/09
17290		BAYOU CARLIN	MA 7 RA SUD;KEARNEY 570-C-3	50	50	JAN. AR 12/3/09 JJ: 614583 PRDG 8/09, \$8/09
17595		SHIP SHOAL BLOCK 66	SL 10830 03/15/2005	68.87	68.87	JAN. AR 12/15/09 JPT: LAST POSTED OC PRD WAS 9/09. OIL PROD INCREASED SIGNIFICANTLY. LEASE HBP, LOOK AT IT NEXT YEAR!! 12/3/09 JJ: 050271 PRDG 9/09, \$9/09.
18860		EUGENE ISLAND BLOCK 6	SL 18860 02/13/2008	244.08	335.91	JAN. 12/29/09 JPT APPROVED DDPMT- TO GJD(OUT) DD 1/11/10 PT 1/11/11
19141		ISLES DERNIERES		251.38	251.38	JAN. SUGGEST AR 12/3/09 JJ: 305961, 235981 PRDG 9/09, \$9/09 PT 10/11/09 7/9/09 JPT: LOG RQD FOR SN 235981
19440		BATEMAN LAKE	9600 RC SUA;EMERALD LAND CORP	13.9	45	JAN. 11/19/09 PR RQD 12/8/09 CDH PER CCB: 1ST SI PYMT 7/11/09, HOLDS LEASE UNTIL



Louisiana Department of Natural Resources (DNR)

SONRIS

Staff Reviews

Report run on: January 8, 2010 6:34 AM

District Code 2 Lafayette

Get Review Date January 13, 2010

Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
			89-V-2 08-909			1/11/10. PT 7/11/10
19500				0	1421.81	JAN. PT 10/10/12 12/3/09 JJ: 2009 RNTL PD
19506				0	99.56	JAN. 12/3/09 JJ: 2009 RNTL PD PT 10/10/10
19514				0	176.63	JAN. 12/3/09 JJ: 2009 RNTL PD PT 10/10/12
19524				0	151	JAN. 12/3/09 REC'D REL BUT NEED CORRECTED RELEASE AND PRINTED NOTARY NAME 2-11-09. 12/19/08 REL RQD PT 11/14/10
19528				0	302.92	JAN. 12/16/09 RS JPT: APP EXP, REL RQD PT 11/14/10



Louisiana Department of Natural Resources (DNR)

SONRIS

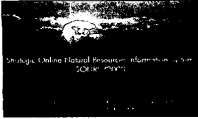
Staff Reviews

Report run on: January 8, 2010 6:34 AM

District Code 3 Lake Charles- North

Get Review Date January 13, 2010

Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
00112		CADDO PINE ISLAND		40	40	JAN. AR 12/3/09 JJ: 039919 PRDG 9/09, \$ 10/09
00249		SLIGO	HOSS 2 SUL;SKANNAL 01/01/1989	49	49	JAN. AR 12/3/09 JJ: 614284 PRDG 9/09, \$ 9/09
00543		LUCKY	VUV;NEBO OIL CO	130	130	JAN. AR 12/3/09 JJ: 303236 PRDG 10/09, \$ 9/09
00598		HAYNESVILLE	HA P SU 07/01/1976	.138	.138	JAN. AR 12/3/09 JJ: 007182 PRDG 9/09, \$ 9/09
04481		PARKER LAKE	31.1 11/07/1990	15.79	43.28	JAN. AR 12/3/09 JJ: 021197 PRDG 9/09, \$ 9/09
04652		BRYCELAND, WEST	HOSS B SUE;CRAWFORD F 09/01/1995	3.1	3.5	JAN. AR 12/3/09 JJ: 612013 PRDG 9/09, \$ 9/09
04653		BRYCELAND, WEST	HOSS B SU H; SIMMONS 07/01/1976	1.4	1.4	JAN. AR 12/3/09 JJ: 601490 PRDG 9/09, \$ 9/09
04654		BRYCELAND, WEST	HOSS B SU H; SIMMONS 07/01/1976	.4	.4	JAN. AR 12/3/09 JJ: 601490 PRDG 9/09, \$ 9/09
06815		GREENWOOD-WASKOM	G W H.L. SU 12/01/1993	5.158	5.158	JAN. AR 12/3/09 JJ: 033927 PRDG 9/09, \$ 10/09
11613		LISMORE LANDING, EAST	4.7 04/20/1988	21.2	21.2	JAN. 11/19/09 FUL RR 7/16/09 REL RQD 7/15/09 RS SAM: APP EXP 6/23/09 JJ: NO CURRENT DATA
15448		PITKIN	AUS C RA SUG;EXXON MINERALS 13 07/29/1997 1412-A-2 97-494	40	40	JAN. AR 12/3/09 JJ: 048463 PRDG 9/09, \$ 9/09
15459		MASTERS CREEK, WEST	AUS C RA SUG;TEMPLE 22 02/01/1997	8	8	JAN. AR 12/3/09 JJ: 048597 PRDG 9/09, \$ 8/09
15461		MASTERS CREEK, WEST	AUS C RA SUF;TEMPLE A 24 04/01/1997	68.238	68.238	JAN. AR 12/3/09 JJ: 048687 PRDG 9/09, \$ 9/09
16305		ELM GROVE	LCV RA SUNN;MICIOTTO PROP LP10 05/18/1999 361-E-21 99-269	26	26	JAN. AR 12/3/09 JJ: 612887 PRDG 9/09, \$ 9/09
16623		MASTERS CREEK	AUS C RA SUVV;SWENCO MIN A22 02/04/1997 1386-A-11 97-43	40	40	JAN. AR 12/3/09 JJ: 048937 PRDG 9/09, \$ 9/09
17732		ELM GROVE	CV RA SU107;BROWN 4	16.567	116.46	JAN. 12/1/09 RCD UNOFL PR OF 61, RTNG 60 (AC MAY CHANGE



Louisiana Department of Natural Resources (DNR)

SONRIS

Staff Reviews

Report run on: January 8, 2010 6:34 AM

District Code 3 Lake Charles- North

Get Review Date January 13, 2010

Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
						AFTER GIS EVAL)
17947		CASPIANA	HA RB SUA;CLD 23-15-12 H 05/28/2008 191-H--6 08-729	15.08	15.08	JAN. AR 12/3/09 JJ: 615596 PRDG 9/09, \$ 9/09
18368		CASPIANA	HOSS RA SU129;CHANDLER 01/17/2007 191-B-158 07-35	159.709	159.709	JAN. AR 12/16/09 RCD UNOFL PR OF 13, RTNG 146.709 AC (AC CHANGED FROM 160 TO 159.709)
18371		CASPIANA	HOSS RA SU129;CHANDLER 01/17/2007 191-B-158 07-35	120.27	629	JAN. SUGGEST AR UPON RCT OF PR, RQD PR 12-17-09 FINAL DD PD TO 11/10/09 PT 11/10/07
18863		RED RIVER-BULL BAYOU	83.84 07/27/2008	28.16	28.16	JAN. AR 12/3/09 JJ: SN 192547 LUW 023561 PROD THRU 09/09, \$10/09
19121		ELM GROVE	CV RA SU88;HARTER 15 361-B-5	8.5	8.5	JAN. SUGGEST AR PT 12/3/09 12/3/09 JJ: SN 237638 LUW 615338 PROD THRU 09/09, \$9/09
19122				71	71	JAN. SUGGEST AR PT 10/11/09 12/3/09 JJ: 239170 615496 PRD 9/09 11/23/09 RS KAM: NOT EXP - PROD THRU 11/09
19123				0	51	JAN. PT 10/11/09 11/3/09 LEASE NOT EXP SN 240063 SPUD DATE 8/7/09 PER SAM R :::11/2/09 RS TO SAM
19501		DIXIE	HA RA SUL;TRI-STATE RLTY CO 28 11/06/2008 1505-C-1 08-1740	25.558	94	JAN. 12/21/09 PR RQD 12/18/09 RS SAM: 25.558 HBP, REQ PR ?DD/RNTL/ADD'L DRLG? PT 10/10/10
19513				0	41.3	JAN. 12/3/09 RENTAL PAID 9/18/09 PT 10/10/10 VACANT STATE LAND
19765				0	549	JAN. 11/19/09 FUL PR 9/1/09 PR RQD 8/27/09 RS SAM: LEASE PARTIALLY HB SN 239685 PT 8/13/11
19769				0	420	JAN. 11/19/09 FUL RR 9/1/09 REL RQD 8/27/09 RS SAM: APP EXP PT 8/13/11
19771				0	51	JAN. 11/19/09 FUL RR 9/1/09 REL RQD 8/27/09 RS SAM: APP EXP PT 8/13/11
19830				0	353	JAN. 12/7/09 SURVEY PLAT RQD FROM PETROHAWK RE LUW 615750 PT 12/10/11 10/8/11
19831				22.789	80	JAN. 12/17/09 GJD APPROVED DDPMT 12/9/09 DDPMT TO GAD-RECOMMEND APPROVAL PT 12/10/11 10/8/11
19833				5.101	39	JAN. 12/17/09 DDPMT



Louisiana Department of Natural Resources (DNR)

SONRIS

Staff Reviews

Report run on: January 8, 2010 6:34 AM

District Code 3 Lake Charles- North

Get Review Date January 13, 2010

Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
19838				0	70	APPROVED 12/1/09 RCD OFL PR OF 13, RTNG 39 AC EFF 11/24/09 PT 12/10/11 10/8/11
19839				6	179	JAN. 12/17/09 DDPMTAPPROVED 12/1/09 RCD UNOFL PR OF 169, RTNG 10 AC PT 12/10/11 10/8/11
19840				15	20	JAN. 12/17/09 SAM: SN 239298 PRDG 10/09 DD 12/10/10 PT 12/10/11 10/8/11
19841				34.174	150	JAN. 12/17/09 GJD & GAD APPROVED DDPMT TO 12/10/10 PT 12/10/11 10/8/11
19847				90.49	117	JAN. 12/17/09 GJD DDPMT APPROVED 12/9/09 GAD RECOMMEND DDPMT APPROVAL PT 12/10/11 10/8/11



Louisiana Department of Natural Resources (DNR)

SONRIS

Staff Reviews

Report run on: January 8, 2010 6:34 AM

District Code 3S Lake Charles- South

Get Review Date January 13, 2010

Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
00517		REDDELL	U WX RB SUA; PARDEE C 03/01/1988	43.18	50	JAN. AR 12/3/09 JJ: SN 135607 LUW 604364 PROD THRU 09/09, \$9/09
02038		DEEP LAKE	VUA;SL 2038 06/14/2006	1400	3144.71	JAN. OB EXMOB POD BY 12/9/09. (10/26/09 GDJ:D.ADAMS SENT PLAT OF PROPOSED 400 AC PR. ; 400 AC PR ACCEPTED 6/09, NOTHING YET 10/20/09, FUL & FUPHONCALL)
07584		LAKE ARTHUR, SOUTH	48.756 12/29/2008	81.816	81.816	JAN. AR 12/11/09 KAM: 81.816 AC HBP, SN 168414, LUW 612273, CAM 4 RA SUA
11384		LAKE ARTHUR, SOUTH	48.728 12/29/2008	112.612	112.612	JAN. AR 12/3/09 JJ: SN 203792 LUW 610038 PROD THRU 09/09, \$9/09
12239		COWARDS GULLY	27.44 10/05/1990	35.56	35.56	JAN. AR 12/3/09 JJ: SN 202351 LUW 042695 PROD THRU 09/09, \$10/09
12725		WEST CAMERON BLOCK 1	9850 RA SUA;SL 12848 12/19/2006 1358-G 06-1428	104.29	104.29	JAN. AR 12/3/09 JJ: SN 208831 LUW 048765 PROD THRU 10/09, \$9/09
13944		WELSH	SL 13944 07/01/1992	0	1	JAN. AR 12/21/09 REL RQD 12/11/09 KAM: FORMERLY HBP SN 213584, LUW 047048: LAST PRD 3/1/09. START ROUTE SHEET, LEASE EXPIRED, NO PRD.
15690		GILLIS-ENGLISH BAYOU	140.22 09/26/2001	11.01	11.01	JAN. AR 12/3/09 JJ: SN 223696 LUW 049001 PROD THRU 09/09, \$9/09
15691		GILLIS-ENGLISH BAYOU	17.04 09/26/2001	21.96	21.96	JAN. AR 12/3/09 JJ: SN 223934 LUW 613103 PROD THRU 09/09, \$9/09
16286		LOCKPORT	4150 RA SUA;SL 16286 337-C-C 01-835	1.288	6.257	JAN. AR 1/5/10 RCD UNOFL PR OF 5.046, RTNG 1.288 AC
16874		GRAND CHENIERE, SOUTH	6400 RA SUA;THERIOT HEIRS 01/29/2004	10.956	10.956	JAN. AR 12/3/09 JJ: SN 227227 LUW 613658 PROD THRU 10/09, \$9/09
18429		BEACONS GULLY	33.432 07/12/2007	2.568	2.568	JAN. AR 12/3/09 JJ: SN 231159 LUW 614507 PROD THRU 09/09, \$9/09
19497				0	197.48	JAN. 12/3/09 JJ: RENTAL PAID 09/01/09 PT 10/10/12
19512				0	247.358	JAN. 12/3/09 JJ: RENTAL PAID 09/21/09 PT 10/10/2010 TAX ADJUDICATED LAND
19895				4.812	49	JAN. 12/9/09 DDPMT APPROVED, OIL PRD 10/09 PT 12/10/11 10/8/11 11/23/09 SRVY PLAT RQD 615591, 239545

143

56,103.348

102,449.203

BOBBY JINDAL
GOVERNOR



SCOTT A. ANGELLE
SECRETARY

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

NOMINATION AND TRACT COMMITTEE REPORT

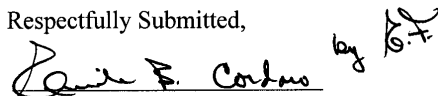
The Nomination and Tract Committee, upon motion of *Mr. Arnold*, seconded by *Mr. Sanders*, convened at **9:50 a.m.** on Wednesday, *January 13, 2010* with the following members of the Board in attendance:

Mr. Thomas L. Arnold, Jr. Mr. Emile B. Cordaro
Mr. Thomas W. Sanders Mr. Robert M. Morton

The Committee heard the report of Mr. Emile Fontenot, relative to nominations received for the March 10, 2010 Mineral Lease Sale and other matters. Based upon the staff's recommendation, on motion of *Mr. Arnold*, duly seconded by *Mr. Sanders*, 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 motion of *Mr. Sanders*, seconded by *Mr. Morton*, voted to adjourn at **9:52 a.m.**

Respectfully Submitted,


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

NOMINATION AND TRACT COMMITTEE

ON MOTION of *Mr. Arnold*, seconded by, *Mr. Sanders*, the following Resolution was offered and adopted:

WHEREAS, Mr. Emile Fontenot presented to the State Mineral and Energy Board 23 tracts that had been nominated for the March 10, 2010 Mineral Lease Sale, and that same are to be advertised pending staff review; now therefore

WHEREAS, after discussion and careful consideration by the State Mineral and Energy Board, a decision has been reached:

NOW, BE IT THEREFORE RESOLVED, that the State Mineral and Energy Board does hereby approve and authorize the advertising of 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 to otherwise approve the Nomination and Tract Report presented by Mr. Heck and Mr. Fontenot.

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 2010, 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.



LOUISIANA STATE MINERAL AND ENERGY BOARD

BOBBY JINDAL
GOVERNOR



SCOTT A. ANGELLE
SECRETARY

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

AUDIT COMMITTEE REPORT

The regular meeting of the Audit Committee of the State Mineral and Energy Board was held on Wednesday, January 13, 2010, 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:

Thomas L. Arnold, Jr. Emile B. Cordaro John C. "Juba" Diez
Robert "Michael" Morton Thomas W. Sanders

Mr. Arnold convened the Committee at 9:47 a.m.

The first matter considered by the Committee was a penalty waiver requested by Energy XXI Gulf Coast, Inc.

Upon recommendation of the staff and upon motion of Mr. Sanders, seconded by Mr. Cordaro, the Committee voted to approve 75% penalty waiver of \$188,493.22.

The second matter considered by the Committee was a recoupment requested by ChevronTexaco.

Upon recommendation of the staff and upon motion of Mr. Sanders, seconded by Mr. Cordaro, the Committee voted unanimously to approve the recoupment request in the amount of \$64,604.70.

The third matter considered by the Committee was a recoupment requested by ChevronTexaco.

Upon recommendation of the staff and upon motion of Mr. Sanders, seconded by Mr. Cordaro, the Committee voted unanimously to approve the recoupment request in the amount of \$72,322.28.

The fourth matter considered by the Committee was a recoupment requested by ChevronTexaco.

Upon recommendation of the staff and upon motion of Mr. Sanders, seconded by Mr. Cordaro, the Committee voted unanimously to approve the recoupment request in the amount of \$74,762.05.

The fifth matter considered by the Committee was a recoupment requested by The Louisiana Land and Exploration Company.

Upon recommendation of the staff and upon motion of Mr. Sanders, seconded by Mr. Cordaro, the Committee voted unanimously to approve the recoupment request in the amount of \$37,672.00.

Audit Committee Report
January 13, 2010
Page 2

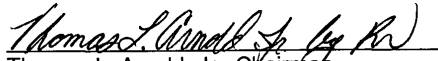
The sixth matter considered by the Committee was a recoupment requested by Union Oil Company of California.

Upon recommendation of the staff and upon motion of Mr. Sanders, seconded by Mr. Morton, the Committee voted unanimously to approve the recoupment request in the amount of \$214,565.28.

The seventh matter considered by the Committee was the election of the January 2010 Texaco 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. Sanders, seconded by Mr. Morton, the Board voted unanimously to adjourn the Audit Committee at 9:56 a.m.



Thomas L. Arnold, Jr., 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

AUDIT COMMITTEE

ON MOTION of Mr. Sanders, seconded by Mr. Cordaro, the following Resolution was offered and adopted:

WHEREAS, Energy XXI Gulf Coast, Inc. has made a letter application for reduction of penalties assessed in the amount of \$251,324.29 due to late royalty payments in the Main Pass Block 74, Chandeleur Sound Block 69, West Delta Block 54, and Main Pass Block 69 Fields, State Leases 6706, 6894, 16798, 16799, 17379 and 17814; and

WHEREAS, the Mineral Income Division has verified that the underpayment of royalties was discovered and paid by Energy XXI Gulf Coast, Inc. and does recommend that a portion of the penalty be waived;

THEREFORE BE IT RESOLVED, that the Board does waive seventy-five percent (75%), which amounts to \$188,493.22 of the total penalty assessed to Energy XXI Gulf Coast, Inc.

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, 2010, 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.



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

AUDIT COMMITTEE

ON MOTION of Mr. Sanders, seconded by Mr. Cordaro, the following resolution was offered and unanimously adopted:

WHEREAS, ChevronTexaco has made a letter application for an adjustment of \$64,604.70 for the West Cameron Block 21 Field, State Leases 17774, 17775, 18284, 18292, 18356; and

WHEREAS, this amount was based on ChevronTexaco submitting an overpayment of gas royalties based on a reclassification of volume from unprocessed gas to processed gas for the period of January 2007 in the West Cameron Block 21 Field; and

WHEREAS, the Mineral Income Division has verified that an overpayment in the amount of \$64,604.70 was made and that the applicant is entitled to a credit adjustment; and

WHEREAS, the State Mineral and Energy Board after reviewing the work of the Mineral Income Division, agrees that the applicant is entitled to an adjustment, does recommend that the State allow ChevronTexaco to recoup the \$64,604.70 overpayment.

NOW, BE IT THEREFORE RESOLVED, that the Board does authorize and direct the Mineral Income Director to effectuate the credit adjustment of \$64,604.70 to ChevronTexaco 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, 2010, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Louisiana State Mineral and Energy Board and is now in full force and effect.



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

AUDIT COMMITTEE

ON MOTION of Mr. Sanders, seconded by Mr. Cordaro, the following resolution was offered and unanimously adopted:

WHEREAS, ChevronTexaco has made a letter application for an adjustment of \$72,322.28 for the Bay Marchand Block 2 Offshore Field, State Lease 1367; and

WHEREAS, this amount was based on ChevronTexaco submitting an overpayment of gas royalties based on royalty paid under an incorrect law code for the period of August and September 2007 in the Bay Marchand Block 2 Offshore Field; and

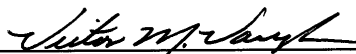
WHEREAS, the Mineral Income Division has verified that an overpayment in the amount of \$72,322.28 was made and that the applicant is entitled to a credit adjustment; and

WHEREAS, the State Mineral and Energy Board after reviewing the work of the Mineral Income Division, agrees that the applicant is entitled to an adjustment, does recommend that the State allow ChevronTexaco to recoup the \$72,322.28 overpayment.

NOW, BE IT THEREFORE RESOLVED, that the Board does authorize and direct the Mineral Income Director to effectuate the credit adjustment of \$72,322.28 to ChevronTexaco 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, 2010, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Louisiana State Mineral and Energy Board and is now in full force and effect.



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

AUDIT COMMITTEE

ON MOTION of Mr. Sanders, seconded by Mr. Cordaro, the following resolution was offered and unanimously adopted:

WHEREAS, ChevronTexaco has made a letter application for an adjustment of \$74,762.05 for the Vermilion Bay Field, State Lease 334; and

WHEREAS, this amount was based on ChevronTexaco submitting an overpayment of gas royalties based on royalty paid under an incorrect low code for the period of April and May 2008 in the Vermilion Bay Field; and

WHEREAS, the Mineral Income Division has verified that an overpayment in the amount of \$74,762.05 was made and that the applicant is entitled to a credit adjustment; and

WHEREAS, the State Mineral and Energy Board after reviewing the work of the Mineral Income Division, agrees that the applicant is entitled to an adjustment, does recommend that the State allow ChevronTexaco to recoup the \$74,762.05 overpayment.

NOW, BE IT THEREFORE RESOLVED, that the Board does authorize and direct the Mineral Income Director to effectuate the credit adjustment of \$74,762.05 to ChevronTexaco 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, 2010, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Louisiana State Mineral and Energy Board and is now in full force and effect.



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

AUDIT COMMITTEE

ON MOTION of Mr. Sanders, seconded by Mr. Cordaro, the following resolution was offered and unanimously adopted:

WHEREAS, The Louisiana Land and Exploration Company has made a letter application for an adjustment of \$37,672.00 for the Caillou Island Field, State Lease 301; and

WHEREAS, this amount was based on The Louisiana Land and Exploration Company submitting an overpayment of oil royalties based on an overstated volume for the period of September 2006 in the Caillou Island Field; and

WHEREAS, the Mineral Income Division has verified that an overpayment in the amount of \$37,672.00 was made and that the applicant is entitled to a credit adjustment; and

WHEREAS, the State Mineral and Energy Board after reviewing the work of the Mineral Income Division, agrees that the applicant is entitled to an adjustment, does recommend that the State allow The Louisiana Land and Exploration Company to recoup the \$37,672.00 overpayment.

NOW, BE IT THEREFORE RESOLVED, that the Board does authorize and direct the Mineral Income Director to effectuate the credit adjustment of \$37,672.00 to The Louisiana Land and Exploration Company 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, 2010, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Louisiana State Mineral and Energy Board and is now in full force and effect.



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

AUDIT COMMITTEE

ON MOTION of Mr. Sanders, seconded by Mr. Morton, the following resolution was offered and unanimously adopted:

WHEREAS, Union Oil Company of California has made a letter application for an adjustment of \$214,565.28 for the Eugene Island Block 10 Field, State Leases 18640, 19266; and

WHEREAS, this amount was based on Union Oil Company of California submitting an overpayment of gas royalties based on a reclassification of volume from unprocessed gas to processed gas for the period of September and October 2008 and February and March 2009 in the Eugene Island Block 10 Field; and

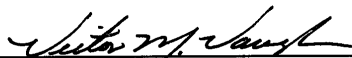
WHEREAS, the Mineral Income Division has verified that an overpayment in the amount of \$214,565.28 was made and that the applicant is entitled to a credit adjustment; and

WHEREAS, the State Mineral and Energy Board after reviewing the work of the Mineral Income Division, agrees that the applicant is entitled to an adjustment, does recommend that the State allow Union Oil Company of California to recoup the \$214,565.28 overpayment.

NOW, BE IT THEREFORE RESOLVED, that the Board does authorize and direct the Mineral Income Director to effectuate the credit adjustment of \$214,565.28 to Union Oil Company of California 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, 2010, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Louisiana State Mineral and Energy Board and is now in full force and effect.



LOUISIANA STATE MINERAL AND ENERGY BOARD

BOBBY JINDAL
GOVERNOR



SCOTT A. ANGELLE
SECRETARY

State of Louisiana
DEPARTMENT OF NATURAL RESOURCES
OFFICE OF MINERAL RESOURCES
STATE MINERAL 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, 2010, 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:

Mr. Thomas W. Sanders
Mr. W. Paul Segura, Jr.
Mr. Robert "Michael" Morton
Mr. Chip Cline for Mr. Garret Graves
(Governor Jindal's Designee)

Mr. Emile B. Cordaro
Mr. Thomas L. Arnold, Jr.
Mr. John C. "Juba" Diez

The Legal and Title Controversy Committee was called to order by Mr. Sanders at 9:57 a.m.

The first matter considered by the Committee was a request by Sylvan Energy, LLC for the waiver of all or a portion of the liquidated damage assessment levied on the late partial release of State Lease No. 19595 in the amount of \$10,600.00, Allen Parish, Louisiana.

Upon recommendation of the staff and upon motion of Mr. Arnold, seconded by Mr. Diez, the Committee voted unanimously to recommend that the State Mineral and Energy Board grant a complete waiver to Sylvan Energy, LLC for the liquidated damage assessment levied on the late partial release of State Lease No. 19565.

The second matter considered by the Committee was a request by Starks Oil Corporation for the waiver of all or a portion of the liquidated damage assessment levied on the late partial release of State Lease No. 19704 in the amount of \$3,500.00, Lafourche Parish, Louisiana.

Upon recommendation of the staff and upon motion of Mr. Diez, seconded by Mr. Arnold, the Committee voted unanimously to recommend that the State Mineral and Energy Board grant a complete waiver to Starks Oil Corporation for the liquidated damage assessment levied on the late release of State Lease No. 19704.

The third matter considered by the Committee was a request for final approval of an Act of Correction by and between the State of Louisiana, acting by and through the State Mineral and Energy Board and Hilcorp Energy I, L.P., whereas said parties desire to

Post Office Box 2827 • Baton Rouge, Louisiana 70821-2827 • 617 North Third Street • 8th Floor • Baton Rouge, Louisiana 70802-5428
Phone (225) 342-4615 • Fax (225) 342-4527 • omr@dnr.state.la.us • <http://www.dnr.state.la.us/mineral.htm>

An Equal Opportunity Employer

correct the acreage, cash payment and rental of said State Lease, affecting State Lease No. 20009, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument, on the docket as Item No. 10-1.

Upon recommendation of the staff and upon motion of Mr. Arnold, seconded by Mr. Diez, the Committee voted unanimously to recommend that the Louisiana State Mineral and Energy Board grant final approval of the Act of Correction by and between the State of Louisiana, acting by and through the State Mineral and Energy Board and Hilcorp Energy I, L.P., which is on the Docket as Item 10-1.

The fourth matter considered by the Committee was a request for final approval of an Act of Correction by and between the State of Louisiana, acting by and through the State Mineral and Energy Board and Hilcorp Energy I, L.P., whereas said parties desire to correct the acreage, cash payment and rental of said State Lease, affecting State Lease No. 20010, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument, on the docket as Item No. 10-2.

Upon recommendation of the staff and upon motion of Mr. Arnold, seconded by Mr. Diez, the Committee voted unanimously to recommend that the Louisiana State Mineral and Energy Board grant final approval of the Act of Correction by and between the State of Louisiana, acting by and through the State Mineral and Energy Board and Hilcorp Energy I, L.P., which is on the Docket as Item 10-2.

The fifth matter considered by the Committee was a request by The Harvest Group LLC to negotiate an Operating Agreement affecting State Lease No. 5097, Little Bay Field, St. Mary Parish, and that the acreage in question be deemed unavailable for leasing while negotiations are ongoing.

Upon recommendation of the staff and upon motion of Mr. Arnold, seconded by Mr. Morton, the Committee voted unanimously to recommend that The Harvest Group LLC be allowed to negotiate an Operating Agreement affecting State Lease No. 5097, Little Bay Field, St. Mary Parish, and that the acreage in question be deemed unavailable for leasing while negotiations are ongoing for a period of ninety (90) days or until the Operating Agreement is perfected.

The sixth matter considered by the Committee was a request by Sweet Bay Exploration LLC for consideration of an extension of the primary term of State Lease No. 18501 with the option to pay the sum of \$106,395.30 on or before March 9, 2010 which would extend the lease for a period of six months or until September 9, 2010. Should drilling not commence on or before September 9, 2010, Sweet Bay is requesting at that time the option to make another payment of \$106,395.30 which payment would extend the lease for another six month period. Should Sweet Bay exercise either of these options, it also agrees to amend the terms of the original lease to provide for an increase in royalty from 21.5% to 22%.

Legal and Title Controversy Committee Report

January 13, 2010

Page - 3 -

Upon recommendation of the staff and upon motion of Mr. Arnold, seconded by Mr. Morton, the Committee voted unanimously to recommend that the Board approve amending the lease, subject to drafting an acceptable instrument, execution and signing and advertising, allowing Sweet Bay Exploration, LLC the option to extend the primary term of State Lease No. 18501 for six months by paying the sum of \$106,395.30 on or before March 9, 2010, and, should it be necessary to maintain the lease, an additional option to extend the primary term of said lease for an additional six months beyond March 9, 2010, until September 9, 2010, by payment of an additional \$106,395.30 on or before March 9, 2010; and further, upon the exercise of the first option by Sweet Bay, the royalty shall increase from 21.5% to 22% for the remainder of the time this lease is in force.

Upon motion of Mr. Arnold, seconded by Mr. Morton, the Committee went into Executive Session at 10:08 a.m.

Upon motion of Mr. Arnold, seconded by Mr. Morton, the Legal and Title Controversy Committee returned to open session at 10:49 a.m.

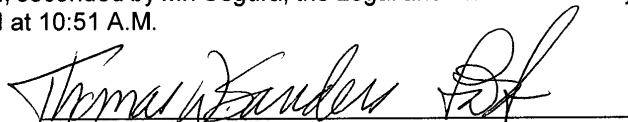
The seventh matter considered by the Committee was a discussion in executive session of the litigation entitled: **Davis Petroleum Corp. v. State of Louisiana, et al.**, No. 10-18571, 38th Judicial District Court, Cameron Parish.

This matter was merely a discussion and required no action.

The eighth matter considered by the Committee was a discussion in executive session of the litigation entitled: **Devon Energy Production Company, L.P. vs. Gail Norton, Secretary, Department of the Interior, et al. vs. State of Louisiana**, Civil Action No. 04-2093, United States District Court, Western District of Louisiana.

This matter was merely a discussion and required no action.

On motion of Mr. Arnold, seconded by Mr. Segura, the Legal and Title Controversy Committee meeting adjourned at 10:51 A.M.



Mr. Thomas W. Sanders, Chairman
Legal and Title Controversy Committee
Louisiana State Mineral and Energy Board

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

LEGAL AND TITLE CONTROVERSY COMMITTEE

ON MOTION of Mr. Arnold, seconded by Mr. Diez, the following resolution was offered and unanimously adopted:

WHEREAS, a request was made by Sylvan Energy, LLC for the waiver of all or a portion of the liquidated damage assessment levied on the late partial release of State Lease No. 19595 in the amount of \$10,600.00, Allen Parish, Louisiana;

WHEREAS, after discussion and careful consideration by the State Mineral and Energy Board, a decision has been reached:

NOW, BE IT THEREFORE RESOLVED, that the Committee recommends that the Board grant a complete waiver to Sylvan Energy, LLC for the liquidated damage assessment levied on the late partial release of State Lease No. 19565.

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, 2010, 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.



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

LEGAL AND TITLE CONTROVERSY COMMITTEE

ON MOTION of Mr. Diez, seconded by Mr. Arnold, the following resolution was offered and unanimously adopted:

WHEREAS, a request was made by Starks Oil Corporation for the waiver of all or a portion of the liquidated damage assessment levied on the late partial release of State Lease No. 19704 in the amount of \$3,500.00, Lafourche Parish, Louisiana;

WHEREAS, after discussion and careful consideration by the State Mineral and Energy Board, a decision has been reached:

NOW, BE IT THEREFORE RESOLVED, that the Committee recommends that the Board grant a complete waiver to Starks Oil Corporation for the liquidated damage assessment levied on the late release of State Lease No. 19704.

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, 2010, 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.



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

LEGAL AND TITLE CONTROVERSY COMMITTEE

ON MOTION of Mr. Arnold, seconded by Mr. Diez, the following resolution was offered and unanimously adopted:

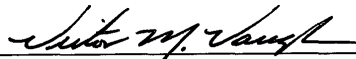
WHEREAS, a request was made for final approval of an Act of Correction by and between the State of Louisiana, acting by and through the State Mineral and Energy Board and Hilcorp Energy I, L.P., whereas said parties desire to correct the acreage, cash payment and rental of said State Lease, affecting State Lease No. 20009, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument, on the docket as Item No. 10-1;

WHEREAS, after discussion and careful consideration by the State Mineral and Energy Board, a decision has been reached:

NOW, BE IT THEREFORE RESOLVED, that the Committee recommends that the Louisiana State Mineral and Energy Board grant final approval of the Act of Correction by and between the State of Louisiana, acting by and through the State Mineral and Energy Board and Hilcorp Energy I, L.P., which is on the Docket as Item 10-1.

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, 2010, 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.



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

LEGAL AND TITLE CONTROVERSY COMMITTEE

ON MOTION of Mr. Arnold, seconded by Mr. Diez, the following resolution was offered and unanimously adopted:

WHEREAS, a request was made for final approval of an Act of Correction by and between the State of Louisiana, acting by and through the State Mineral and Energy Board and Hilcorp Energy I, L.P., whereas said parties desire to correct the acreage, cash payment and rental of said State Lease, affecting State Lease No. 20010, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument, on the docket as Item No. 10-2;

WHEREAS, after discussion and careful consideration by the State Mineral and Energy Board, a decision has been reached:

NOW, BE IT THEREFORE RESOLVED, that the Committee recommends that the Louisiana State Mineral and Energy Board grant final approval of the Act of Correction by and between the State of Louisiana, acting by and through the State Mineral and Energy Board and Hilcorp Energy I, L.P., which is on the Docket as Item 10-2.

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, 2010, 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.



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

LEGAL AND TITLE CONTROVERSY COMMITTEE

ON MOTION of Mr. Arnold, seconded by Mr. Morton, the following resolution was offered and unanimously adopted:

WHEREAS, a request was made by The Harvest Group LLC to negotiate an Operating Agreement affecting State Lease No. 5097, Little Bay Field, St. Mary Parish, and that the acreage in question be deemed unavailable for leasing while negotiations are ongoing;

WHEREAS, after discussion and careful consideration by the State Mineral and Energy Board, a decision has been reached:

NOW, BE IT THEREFORE RESOLVED, that the Committee recommends that the Louisiana State Mineral and Energy Board grant the request of The Harvest Group LLC to negotiate an Operating Agreement affecting State Lease No. 5097, Little Bay Field, St. Mary Parish, and that the acreage in question be deemed unavailable for leasing while negotiations are ongoing for a period of ninety (90) days or until the Operating Agreement is completed.

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, 2010, 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.



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

LEGAL AND TITLE CONTROVERSY COMMITTEE

ON MOTION of Mr. Arnold, seconded by Mr. Morton, the following resolution was offered and unanimously adopted:

WHEREAS, a request was made by Sweet Bay Exploration LLC for consideration of an extension of the primary term of State Lease No. 18501 with the option to pay the sum of \$106,395.30 on or before March 9, 2010 which would extend the lease for a period of six months or until September 9, 2010. Should drilling not commence on or before September 9, 2010, Sweet Bay is requesting at that time the option to make another payment of \$106,395.30 which payment would extend the lease for another six month period. Should Sweet Bay exercise either of these options, it also agrees to amend the terms of the original lease to provide for an increase in royalty from 21.5% to 22%;

WHEREAS, after discussion and careful consideration by the State Mineral and Energy Board, a decision has been reached:

NOW, BE IT THEREFORE RESOLVED, that the Committee recommends that the Louisiana State Mineral and Energy Board approve amending the lease, subject to drafting an acceptable instrument, execution and signing and advertising, allowing Sweet Bay Exploration, LLC the option to extend the primary term of State Lease No. 18501 for six months by paying the sum of \$106,395.30 on or before March 9, 2010, and, should it be necessary to maintain the lease, an additional option to extend the primary term of said lease for an additional six months beyond March 9, 2010, until September 9, 2010, by payment of an additional \$106,395.30 on or before March 9, 2010; and further, upon the exercise of the first option by Sweet Bay, the royalty shall increase from 21.5% to 22% for the remainder of the time this lease is in force.

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, 2010, 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.



LOUISIANA STATE MINERAL AND ENERGY BOARD

BOBBY JINDAL
GOVERNOR



SCOTT A. ANGELLE
SECRETARY

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 10:50 a.m. on Wednesday January 13, 2010. Board Members present were Mr. W. Paul Segura, Jr., Mr. Bay E. Ingram, Mr. Thomas L. Arnold, Jr., Mr. Emile Cordaro, Mr. Thomas W. Sanders, Mr. John C. "Juba" Diez, Mr. Robert "Michael" Morton and Chip Kline (representing Garrett Graves, Governor Bobby Jindal's designee)

The Committee made the following recommendations:

Approve all Assignments on pages 2 through 30 with the following exceptions: Nos. 1, 2, 3, 9, 16, 17, 18, 24, 25, 26, 27 and 30 on pages 2, 3, 6, 8, 9, 11, 12 and 13 would be deferred for thirty days, Nos. 11, 13 and 15 on pages 6, 7 and 8 would be withdrawn at the request of the staff and Nos. 5, 48, 49, 50, 51, 52, 53, 54, 56, 57, 58, 59, 60 and 61 on pages 4, 24, 25, 26, 27, 28 and 29 would be approved subject to the approval of the Governor of Louisiana.

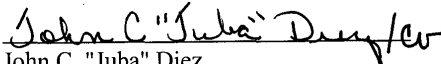
Approve the following items upon recommendation of the Legal and Title Controversy Committee: Docket Item Nos. 10-01 and 10-02 on page 31;

Approve the following item: Docket Item No. 10-03 on page 31.

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

There being no further business to come before the committee, upon motion of Mr. Ingram, and seconded by Mr. Segura, the committee voted unanimously to adjourn the meeting at 10:55 a.m.

Respectfully submitted,


John C. "Juba" Diez
Chairman
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

On motion of Mr. Sanders, seconded by Mr. Ingram, 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, 2010, Meeting be deferred until the next Board meeting, said instrument being an Assignment from Merit Energy Partners D-III, L.P., Merit Energy Partners III, L.P. and Merit Management Partners I, L.P. to Energy Production Corporation, of all of Assignor's right, title and interest in and to State Lease Nos. 6121 and 14674, East and West Baton Rouge Parishes, Louisiana, with further particulars being stipulated in the instrument.

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

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, 2010, 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

On motion of Mr. Sanders, seconded by Mr. Ingram, 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, 2010, Meeting be deferred until the next Board meeting, said instrument being an Assignment from Energy Production Corporation to Flagstone 1992, L.P., of all of Assignor's right, title and interest in and to State Lease Nos. 6121 and 14674, East and West Baton Rouge Parishes, Louisiana, with further particulars being stipulated in the instrument.

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

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, 2010, 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

On motion of Mr. Sanders, seconded by Mr. Ingram, 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, 2010, Meeting be deferred until the next Board meeting, said instrument being an Assignment from Davis Petroleum Corp., an undivided 69.5% of 8/8ths interest to the following in the proportions set out below:

Venture Exploration Corp.	25.00%
d/b/a Combined Resources Group	
Stephens Production Company, LLC	22.50%
Gregco Resources Inc.	2.00%
Opal Investments LP	2.00%
Steele Creek Investment Company	1.00%
The Chalkley Exploration Group, LLC	15.00%
K.C. Whittemore	1.00%
Petroquest Resources, Inc.	1.00%

in and to State Lease No. 19354, Cameron Parish, Louisiana, with further particulars being stipulated in the instrument.

Davis Petroleum Corp. is designated as the joint account Lessee (contact person) pursuant to State Mineral Board Resolution dated September 10, 1975.

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, 2010, 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

On motion of Mr. Sanders seconded by Mr. Ingram, 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, 2010 Meeting be approved, said instrument being an Assignment from Kare-Sue Energy, Inc. to Century Exploration New Orleans, Inc., of all of Assignor's right, title and interest in and to State Lease No. 19948, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument.

Century Exploration New Orleans, Inc. is designated as the joint account Lessee (contact person) pursuant to State Mineral 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;

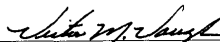
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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, 2010, 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

On motion of Mr. Sanders seconded by Mr. Ingram, 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, 2010 Meeting be approved subject to the approval of the Governor of Louisiana, said instrument being an Assignment from Denbury Onshore, LLC to BP America Production Company, of all of Assignor's right, title and interest in and to State Lease Nos. 192, 2869, 3528, 3529, 3978 and 4242, Jefferson and Plaquemines Parishes, Louisiana, **INSOFAR AND ONLY INSOFAR AS** said leases cover and bear upon those depths below the depth of 18,000' subsea down to a depth of 100,000' subsea, with further particulars being stipulated in the instrument.

BP America Production Company is designated as the joint account Lessee (contact person) pursuant to State Mineral 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;

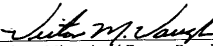
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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.

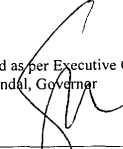
BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument.

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, 2010, 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

Approved as per Executive Order BJ 2008-10
Bobby Jindal, Governor

By: 
Scott A. Angelle
Chairman, State Mineral Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

On motion of Mr. Sanders, seconded by Mr. Ingram, 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, 2010 Meeting be approved, said instrument being an Assignment from JGC Energy Development (USA) Inc. to Shoreline Southeast LLC, an undivided 25% working interest in and to State Lease No. 20102, Jefferson Parish, Louisiana, with further particulars being stipulated in the instrument.

JGC Energy Development (USA) Inc. is designated as the joint account Lessee (contact person) pursuant to State Mineral 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, 2010, 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

On motion of apples seconded by oranges, 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, 2010 Meeting be approved, said instrument being an Assignment from The Clare Dean Wyrick Trust to Desco Oil Company, an undivided 25% of Assignor's interest in and to State Lease Nos. 13893 and 14357, Cameron Parish, Louisiana, with further particulars being stipulated in the instrument.

Desco Oil Company is designated as the joint account Lessee (contact person) pursuant to State Mineral 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, 2109, 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

On motion of Mr. Sanders seconded by Mr. Ingram, 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, 2010 Meeting be approved, said instrument being an Assignment from Cypress Energy Corporation, of all of Assignor's interest to the following in the proportions set out below:

	Shallow Interest(1)	Deep Interest(2)
Quarantine Bay, L.L.C.	0.510000	0.420000
Cox Interests, L.L.C.	0.420000	0.000000
Southern Bay Louisiana, L.L.C.	0.070000	0.300000
Cox Oil, LLC	0.000000	0.210000
BHST, LLC	0.000000	0.010000
Vlasic Fal, L.P.	0.000000	0.050000
Texoil Energy, Inc.	0.000000	0.010000

in and to State Lease Nos. 20019 and 20021, Plaquemines Parish, Louisiana, (1) Shallow Interest being all depths down to and including 500' below the base of the Ten Sand in Quarantine Bay Field and (2) Deep Interest being all depths below 500' below the base of the Ten Sand in the Quarantine Bay Field, with further particulars being stipulated in the instrument.

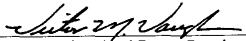
Cox Operating, LLC is designated as the joint account Lessee (contact person) pursuant to State Mineral Board Resolution dated September 10, 1975.

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, 2010, 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

On motion of Mr. Sanders, seconded by Mr. Ingram, 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, 2010, Meeting be deferred until the next Board meeting, said instrument being an Assignment from Chesapeake Operating, Inc. to Indigo Minerals LLC, of all of Assignor's right, title and interest in and to State Lease No. 15421, Pointe Coupee Parish, Louisiana, **INSOFAR AND ONLY INSOFAR AS** to the depths from the surface of the earth to the stratigraphic equivalent of the depth of 21,200' as seen in the electric log for the SL 15421 #1 Well, with further particulars being stipulated in the instrument.

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

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, 2010, 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

On motion of Mr. Sanders, seconded by Mr. Ingram, 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, 2010 Meeting be approved, said instrument being an Assignment from Chesapeake Operating, Inc. to Indigo Minerals LLC, of all of Assignor's right, title and interest in and to State Lease Nos. 14988 and 14990, Rapides Parish, Louisiana, **INSOFAR AND ONLY INSOFAR AS** to the depths from the surface of the earth to the stratigraphic equivalent of the depth of 18,581' as seen in the electric log for the CARRUTH #3-1, pka TRUSTLAND well, with further particulars being stipulated in the instrument.

Indigo Minerals LLC is designated as the joint account Lessee (contact person) pursuant to State Mineral 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 non-signatory 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, 2010, 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.


Linda M. Vaughn
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

On motion of Mr. Sanders, seconded by Mr. Ingram, 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, 2010, Meeting be withdrawn at the request of the staff, said instrument being an Assignment from Chesapeake Operating, Inc. to Indigo Minerals LLC, of all of Assignor's right, title and interest in and to State Lease No. 15221, Vernon Parish, Louisiana, **INSOFAR AND ONLY INSOFAR AS** to the depths from the surface of the earth to the stratigraphic equivalent of the depth of 17,815' as seen in the electric log for the Scobee 34-1 well, with further particulars being stipulated in the instrument.

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

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, 2010, 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

On motion of Mr. Sanders seconded by Mr. Ingram, 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, 2010 Meeting be approved, said instrument being an Assignment from Chesapeake Operating, Inc. to Indigo Minerals LLC, of all of Assignor's right, title and interest in and to State Lease Nos. 15718, 15719, 15720, 15721, 15773, 15808 and 15809, Vernon Parish, Louisiana, **INSOFAR AND ONLY INSOFAR AS** to the depths from the surface of the earth to the stratigraphic equivalent of the depth of 18,581' as seen in the electric log for the CARRUTH #3-1, pka TRUSTLAND well, with further particulars being stipulated in the instrument.

Indigo Minerals LLC is designated as the joint account Lessee (contact person) pursuant to State Mineral 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 non-signatory 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, 2010, 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

On motion of Mr. Sanders, seconded by Mr. Ingram, 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, 2010, Meeting be withdrawn at the request of the staff, said instrument being an Assignment from Chesapeake Operating, Inc. to Indigo Minerals LLC, of all of Assignor's right, title and interest in and to State Lease No. 15724, Vernon Parish, Louisiana, **INSOFAR AND ONLY INSOFAR AS** to the depths from the surface of the earth to the stratigraphic equivalent of the depth of 18,514' as seen in the electric log for the Collins 15-1 well, with further particulars being stipulated in the instrument.

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

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, 2010, 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

On motion of Mr. Sanders seconded by Mr. Ingram, 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, 2010 Meeting be approved, said instrument being an Assignment from Chesapeake Operating, Inc. to Indigo Minerals LLC, of all of Assignor's right, title and interest in and to State Lease Nos. 15771 and 15928, Vernon Parish, Louisiana, **INSOFAR AND ONLY INSOFAR AS** to the depths from the surface of the earth to the stratigraphic equivalent of the depth of 19,643' as seen in the electric log for the CROSBY #34-1 well, with further particulars being stipulated in the instrument.

Indigo Minerals LLC is designated as the joint account Lessee (contact person) pursuant to State Mineral 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 non-signatory 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;

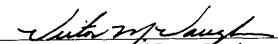
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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, 2010, 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

On motion of Mr. Sanders, seconded by Mr. Ingram, 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, 2010, Meeting be withdrawn at the request of the staff, said instrument being an Assignment from Chesapeake Louisiana, L.P. to Indigo Minerals LLC, of all of Assignor's right, title and interest in and to State Lease Nos. 19822 and 19823, Caddo Parish, Louisiana, **INSOFAR AND ONLY INSOFAR AS** to the depths from the surface of the earth to the stratigraphic equivalent of the depth of 10,000' as seen in the electric log for the WOOLWORTH25-1 well, with further particulars being stipulated in the instrument.

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

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, 2010, 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

On motion of Mr. Sanders, seconded by Mr. Ingram, 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, 2010, Meeting be deferred until the next Board meeting, said instrument being an Assignment from Chesapeake Louisiana, L.P. to Indigo Minerals LLC, of all of Assignor's right, title and interest in and to State Lease Nos. 16878 and 17806, Evangeline Parish, Louisiana, **INSOFAR AND ONLY INSOFAR AS** to the depths from the surface of the earth to the stratigraphic equivalent of the depth of 18,581' as seen in the electric log for the CARRUTH #3-1, pka TRUSTLAND well, with further particulars being stipulated in the instrument.

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

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, 2010, 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

On motion of Mr. Sanders, seconded by Mr. Ingram, 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, 2010, Meeting be deferred until the next Board meeting, said instrument being an Assignment from Chesapeake Louisiana, L.P. to Indigo Minerals LLC, of all of Assignor's right, title and interest in and to State Lease Nos. 14999, 15000, 15088, 16877 and 16878, Rapides Parish, Louisiana, **INSOFAR AND ONLY INSOFAR AS** to the depths from the surface of the earth to the stratigraphic equivalent of the depth of 18,581' as seen in the electric log for the CARRUTH #3-1, pka TRUSTLAND well, with further particulars being stipulated in the instrument.

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

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, 2010, 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

On motion of Mr. Sanders, seconded by Mr. Ingram, 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, 2010, Meeting be deferred until the next Board meeting, said instrument being an Assignment from Chesapeake Louisiana, L.P. to Indigo Minerals LLC, of all of Assignor's right, title and interest in and to State Lease Nos. 17064, 17748, 17749 and 17750, Vernon Parish, Louisiana, **INSOFAR AND ONLY INSOFAR AS** to the depths from the surface of the earth to the stratigraphic equivalent of the depth of 18,581' as seen in the electric log for the CARRUTH #3-1, pka TRUSTLAND well, with further particulars being stipulated in the instrument.

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

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, 2010, 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

On motion of Mr. Sanders seconded by Mr. Ingram, 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, 2010 Meeting be approved, said instrument being an Assignment from Palmer Petroleum, LLC to Cohort Energy Company, an undivided 37.5% of Assignor's undivided 60% interest in and to State Lease No. 18368, Caddo and DeSoto Parishes, Louisiana, with further particulars being stipulated in the instrument.

Palmer Petroleum, LLC is designated as the joint account Lessee (contact person) pursuant to State Mineral 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;

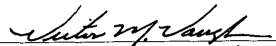
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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, 2010, 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

On motion of Mr. Sanders seconded by Mr. Ingram, 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, 2010 Meeting be approved, said instrument being an Assignment from Palmer Petroleum, LLC, of an undivided 25% of Assignor's 60% interest, to the following in the proportions set out below:

Caddo Management, Inc.	16.66667% of 60%
LHM Oil & Gas, L.L.C.	2.77778% of 60%
LHM2 Oil & Gas, L.L.C.	2.77778% of 60%
HBM Oil & Gas, L.L.C.	2.77777% of 60%

in and to State Lease No. 18368, Caddo and DeSoto Parishes, Louisiana, with further particulars being stipulated in the instrument.

Palmer Petroleum, LLC is designated as the joint account Lessee (contact person) pursuant to State Mineral 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;

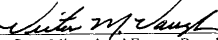
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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, 2010, 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

On motion of Mr. Sanders seconded by Mr. Ingram, 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, 2010 Meeting be approved, said instrument being an Assignment from Petro-Hunt, L.L.C., of an undivided interest to the following in the proportions set out below:

Cohort Energy Company	60.0000% of Assignor's interest
Palmer Petroleum, L.L.C.	25.0000% of Assignor's interest
Caddo Management, Inc.	15.0000% of Assignor's interest

in and to State Lease No. 18368, Caddo and DeSoto Parishes, Louisiana, **INSOFAR AND ONLY INSOFAR AS** said lease is situated in Section 6, T15N-R13W, DeSot Parish, Louisiana, with further particulars being stipulated in the instrument.

Palmer Petroleum, LLC is designated as the joint account Lessee (contact person) pursuant to State Mineral 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, 2010, 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

On motion of Mr. Sanders seconded by Mr. Ingram, 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, 2010 Meeting be approved, said instrument being an Assignment from Palmer Petroleum, L.L.C. to South Hole Exploration, L.L.C., of all of Assignor's right, title and interest in and to State Lease No. 18368, Caddo and DeSoto Parishes, Louisiana, with further particulars being stipulated in the instrument.

Palmer Petroleum, LLC is designated as the joint account Lessee (contact person) pursuant to State Mineral 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, 2010, 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

On motion of Mr. Sanders seconded by Mr. Ingram, 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, 2010 Meeting be approved, said instrument being an Assignment from South Hole Exploration, L.L.C. to Palmer Petroleum, L.L.C., of all of Assignor's right, title and interest in and to State Lease No. 18368, Caddo and DeSoto Parishes, Louisiana, with further particulars being stipulated in the instrument.

Palmer Petroleum, LLC is designated as the joint account Lessee (contact person) pursuant to State Mineral 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;

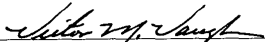
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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, 2010, 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

On motion of Mr. Sanders, seconded by Mr. Ingram, 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, 2010, Meeting be deferred until next Board meeting, said instrument being an Assignment from LHM Oil & Gas, L.L.C., LHM2 Oil & Gas, L.L.C. and HBM Oil & Gas, L.L.C. to Wallace Lake Marioneaux, L.L.C., of all of Assignor's right, title and interest in and to State Lease No. 18368, Caddo and DeSoto Parishes, Louisiana, **INSOFAR AND ONLY INSOFAR AS** to those depths located below the stratigraphic equivalent of the base of the Cotton Valley gas and condensate bearing sand seen at the electric log measured depth of 11,060' in the Palmer Petroleum, Inc. Chandler Unit #1 Well, with further particulars being stipulated in the instrument.

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

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, 2010, 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

On motion of Mr. Sanders, seconded by Mr. Ingram, 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, 2010, Meeting be deferred until next Board meeting, said instrument being an Assignment from LHM Oil & Gas, L.L.C., LHM2 Oil & Gas, L.L.C. and HBM Oil & Gas, L.L.C. to Wallace Lake Marioneaux, L.L.C., of all of Assignor's right, title and interest in and to State Lease No. 18368, Caddo and DeSoto Parishes, Louisiana, **INSOFAR AND ONLY INSOFAR AS** to those depths located below the stratigraphic equivalent of the base of the Cotton Valley gas and condensate bearing sand seen at the electric log measured depth of 11,060' in the Palmer Petroleum, Inc. Chandler Unit #1 Well, with further particulars being stipulated in the instrument.

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

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, 2010, 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

On motion of Mr. Sanders, seconded by Mr. Ingram, 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, 2010, Meeting be deferred until the next Board meeting, said instrument being an Assignment from Palmer Petroleum, L.L.C., Caddo Management, Inc. and Wallace Lake Marioneaux, L.L.C. to PCMWL, L.L.C., of all of Assignor's right, title and interest in and to State Lease No. 18368, Caddo and DeSoto Parishes, Louisiana, **INSOFAR AND ONLY INSOFAR AS** to those depths located below the stratigraphic equivalent of the base of the Cotton Valley gas and condensate bearing sand seen at the electric log measured depth of 11,060' in the Palmer Petroleum, Inc. Chandler Unit #1 Well, with further particulars being stipulated in the instrument.

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

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, 2010, 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

On motion of Mr. Sanders, seconded by Mr. Ingram, 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, 2010, Meeting be deferred until the next Board meeting, said instrument being an Assignment from Palmer Petroleum, L.L.C., Caddo Management, Inc. and Wallace Lake Marioneaux, L.L.C. to PCMWL, L.L.C., of all of Assignor's right, title and interest in and to State Lease No. 18368, Caddo and DeSoto Parishes, Louisiana, **INSOFAR AND ONLY INSOFAR AS** to those depths located below the stratigraphic equivalent of the base of the Cotton Valley gas and condensate bearing sand seen at the electric log measured depth of 11,060' in the Palmer Petroleum, Inc. Chandler Unit #1 Well, with further particulars being stipulated in the instrument.

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

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, 2010, 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

On motion of Mr. Sanders seconded by Mr. Ingram, 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, 2010 Meeting be approved, said instrument being an Assignment from Mystic Energy, LLC to Cohort Energy Company, of all of Assignor's right, title and interest in and to State Lease Nos. 17128 and 17366, DeSoto and Red River Parishes, 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 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 non-signatory 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, 2010, 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

On motion of Mr. Sanders, seconded by Mr. Ingram, 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, 2010, Meeting be deferred until the next Board meeting, said instrument being an Assignment from Chesapeake Louisiana, L.P. to Indigo Minerals LLC, of all of Assignor's right, title and interest in and to Operating Agreement "A0305", Jackson Parish, Louisiana, with further particulars being stipulated in the instrument.

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

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, 2010, 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

On motion of Mr. Sanders, seconded by Mr. Ingram, 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, 2010, Meeting be deferred until the next Board meeting, said instrument being an Assignment from Cohort Energy Company and Kerr-McGee Oil & Gas Onshore LP to Questar Exploration and Production Company, of all of Assignor's right, title and interest in and to State Lease No. 17161, Bossier and Caddo Parishes, Louisiana, **INSOFAR AND ONLY INSOFAR** as said lease is located within the confines of the Cotton Valley Reservoir A, Sand Unit 60 (CV RA SU 60), with further particulars being stipulated in the instrument.

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

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, 2010, 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

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 31 from the January 13, 2010 Meeting be approved, said instrument being an Assignment from J&S Oil & Gas, LLC, of all of Assignor's right, title and interest to the following in the proportions set out below:

Challenger Minerals Inc.	19.696335%
Vim Resources, LP	15.549738%
Peregine Oil & Gas II, LLC	15.549738%
Bridwell Oil Management, LLC	10.366492%
Howard Energy Co., Inc.	10.366492%
Finkelstein Partners, Ltd.	10.366492%
J&S 2008 Program, LLC	7.774869%
Alfaro Oil & Gas, LLC	7.774869%
Wolfe Rudman	1.036649%
Kossak Oil & Gas, L.P.	1.000000%
Nantim Energy, Inc.	0.518325%

in and to State Lease Nos. 19131 and 19898, St. Martin 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, 2010, 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

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 32 from the January 13, 2010 Meeting be approved, said instrument being an Assignment from Chesapeake Louisiana, LP to PXP Louisiana LLC, an undivided 20% of Assignor's right, title and interest in and to State Lease Nos. 249, 10415 and 19304, Bossier and Caddo Parishes, Louisiana, **SAVE AND EXCEPT** all of such rights, title and interest as to all intervals, formations, strata and depths between the surface of the Earth down to the subsurface depth which is the stratigraphic equivalent of the base of the Cotton Valley formation top of the Louark Group defined as correlative to depth of 10, 055', with further particulars being stipulated in the instrument.

Chesapeake Louisiana, LP is designated as the joint account Lessee (contact person) pursuant to State Mineral 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, 2010, 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

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 33 from the January 13, 2010 Meeting be approved, said instrument being an Assignment from CSC Energy Corp, of all of Assignor's right, title and interest to the following in the proportions set out below:

Anderson Exploration Energy Co., L.C.	76.608784%
Ralph L. Hock	2.042901%
Jeffres-AME #1 LLC	1.464078%
James E. Hearne	1.568290%
Donald J. Allen	1.972740%
Bienville Investments	2.042901%
Universal Energy, LLC	8.171604%
Larry L. Hock	5.107252%
Skrivanos Engineering, Inc.	1.021450%

in and to State Lease Nos. 17126 and 18245, Bossier Parish, Louisiana, **INSOFAR AND ONLY INSOFAR AS** said leases cover lands within the CV RA SUA, with further particulars being stipulated in the instrument.

Chesapeake Operating, Inc. is designated as the joint account Lessee (contact person) pursuant to State Mineral Board Resolution dated September 10, 1975.

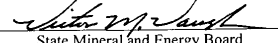
This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

- 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, 2010, 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

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 34 from the January 13, 2010 Meeting be approved, said instrument being an Assignment from CSC Energy Corp, of all of Assignor's right, title and interest to the following in the proportions set out below:

Anderson Exploration Energy Co., L.C.	65.274151%
Larry L. Hock	13.054830%
F. Lane Mitchell	13.054830%
Ralph L. Hock	1.740644%
Jeffres-AME #1 LLC	1.247460%
James E. Hearne	1.336254%
Donald J. Allen	1.680863%
Skrivanos Engineering, Inc.	.870322%
Bienville Investments	1.740644%

in and to State Lease Nos. 17734 and 18245, Bossier Parish, Louisiana, **INSOFAR AND ONLY INSOFAR AS** said leases cover lands within the CV RA SUB, with further particulars being stipulated in the instrument.

Chesapeake Operating, Inc., is designated as the joint account Lessee (contact person) pursuant to State Mineral 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;

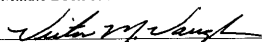
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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, 2010, 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

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 35 from the January 13, 2010 Meeting be approved, said instrument being an Assignment from Panterra Energy Group, L.L.C., of all of Assignor's right, title and interest to the following in the proportions set out below:

Anderson Exploration Energy Co., L.C.	73.608784%
Ralph L. Hock	2.042901%
Jeffres-AME #1 LLC	1.464078%
James E. Hearne	1.568290%
Donald J. Allen	1.972740%
Bienville Investments	2.042901%
Universal Energy, LLC	8.171604%
Larry L. Hock	5.107252%
Skrivanos Engineering, Inc.	1.021450%

in and to State Lease Nos. 17126 and 18245, Bossier Parish, Louisiana, **INSOFAR AND ONLY INSOFAR AS** said leases cover lands within the CV RA SUA, with further particulars being stipulated in the instrument.

Chesapeake Operating, Inc., is designated as the joint account Lessee (contact person) pursuant to State Mineral 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;

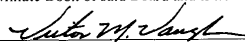
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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, 2010, 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

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 36 from the January 13, 2010 Meeting be approved, said instrument being an Assignment from Panterra Energy Group, L.L.C., of all of Assignor's right, title and interest to the following in the proportions set out below:

Anderson Exploration Energy Co., L.C.	46.875000%
Ralph L. Hock	1.250000%
Jeffres-AME #1 LLC	0.895832%
James E. Hearne	0.959598%
Donald J. Allen	1.207070%
Bienville Investments	1.250000%
Universal Energy, LLC	5.000000%
Wild Oak Gas Co., Inc.	.625000%
Penn Virginia Oil & Gas, L.P.	40.375000%
Ouachita Investment, L.L.C.	1.562500%

in and to State Lease No. 18276, Bossier Parish, Louisiana, **INSOFAR AND ONLY INSOFAR AS** said leases cover lands within the CV RA SU 120, Bossier Parish, Louisiana, with further particulars being stipulated in the instrument.

Chesapeake Operating, Inc. is designated as the joint account Lessee (contact person) pursuant to State Mineral 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;

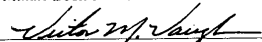
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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, 2010, 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

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 37 from the January 13, 2010 Meeting be approved, said instrument being an Assignment from Panterra Energy Group, L.L.C., of all of Assignor's right, title and interest to the following in the proportions set out below:

Anderson Exploration Energy Co., L.C.	65.274151%
Larry L. Hock	13.054830%
F. Lane Mitchell	13.054830%
Ralph L. Hock	1.740644%
Jeffres-AME #1 LLC	1.247460%
James E. Hearne	1.336254%
Donald J. Allen	1.680863%
Skrivanos Engineering, Inc.	.870322%
Bienville Investments	1.740644%

in and to State Lease Nos. 17734 and 18245, Bossier Parish, Louisiana, **INSOFAR AND ONLY INSOFAR AS** said leases cover lands within the CV RA SU B, with further particulars being stipulated in the instrument.

Chesapeake Operating, Inc., is designated as the joint account Lessee (contact person) pursuant to State Mineral 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, 2010, 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

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 38 from the January 13, 2010 Meeting be approved, said instrument being an Assignment from Panterra Energy Group, L.L.C., of all of Assignor's right, title and interest to the following in the proportions set out below:

Anderson Exploration Energy Co., L.C.	45.180723%
Larry L. Hock	3.012048%
Ralph L. Hock	1.204819%
Jeffres-AME #1 LLC	.863453%
James E. Hearne	.924913%
Donald J. Allen	1.163441%
Skrivanos Production Corp.	.602410%
Bienville Investments	1.204819%
Wild Oak Gas Co., Inc.	.602410%
Universal Energy, LLC	4.819277%
Ouachita Investment, L.L.C.	1.506024%
Penn Virginia Oil & Gas, L.P.	38.915663%

in and to State Lease No. 17126, Bossier Parish, Louisiana, **INSOFAR AND ONLY INSOFAR AS** said lease covers lands within the CV RA SU F, with further particulars being stipulated in the instrument.

Chesapeake Operating, Inc. is designated as the joint account Lessee (contact person) pursuant to State Mineral 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 non-signatory 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, 2010, 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

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 39 from the January 13, 2010 Meeting be approved, said instrument being a Assignment from Panterra Energy Group, L.L.C., of all of Assignor's right, title and interest to the following in the proportions set out below:

Anderson Exploration Energy Co., L.C.	45.454545%
Larry L. Hock	3.030303%
Ralph L. Hock	1.212121%
Jeffres-AME #1 LLC	.868686%
James E. Hcarne	.9305219%
Donald J. Allen	1.170492%
Bienville Investments	1.212121%
Wild Oak Gas Co., Inc.	.606061%
Universal Energy, LLC	4.848485%
Ouachita Investment, L.L.C.	1.515152%
Penn Virginia Oil & Gas, L.P.	39.151515%

in and to State Lease No. 17126, Bossier Parish, Louisiana, **INSOFAR AND ONLY INSOFAR AS** said lease covers lands within the CV RA SU G, with further particulars being stipulated in the instrument.

Chesapeake Operating, Inc. is designated as the joint account Lessee (contact person) pursuant to State Mineral 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, 2010, 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

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 40 from the January 13, 2010 Meeting be approved, said instrument being an Assignment from Cohort Energy Company to Chesapeake Louisiana L.P., of all of Assignor's right, title and interest in and to State Lease No. 18243, Bossier and Caddo Parishes, Louisiana, **LESS AND EXCEPT** 126.276 acres located in Section 12, Township 16 North, Range 13 West, Bossier and Caddo Parishes, Louisiana, with further particulars being stipulated in the instrument.

Chesapeake Louisiana L.P. is designated as the joint account Lessee (contact person) pursuant to State Mineral 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 non-signatory 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;

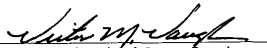
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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, 2010, 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

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 41 from the January 13, 2010 Meeting be approved, said instrument being an Assignment from Henry Production Company, Inc. to Mobil Oil Exploration & Producing Southeast Inc., of all of Assignor's right, title and interest in and to State Lease No. 2038, Cameron Parish, Louisiana, **INSOFAR AND ONLY INSOFAR AS** the above lease covers acreage and depths described on the attached Exhibit "A", **SAVE AND EXCEPT** that certain 160 acre tract set forth as Tract No. 1 being limited to the rights from the surface down to 100' below the base of the 44 Sand, that depth being found at 11,436' in the Superior Oil Company S/L 2038 No. 16 well, with further particulars being stipulated in the instrument.

Mobil Oil Exploration & Producing Southeast Inc. is designated as the joint account Lessee (contact person) pursuant to State Mineral 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, 2010, 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

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 42 from the January 13, 2010 Meeting be approved, said instrument being an Assignment from Harold J. Anderson, Inc., of all of Assignor's right, title and interest to the following in the proportions set out below:

Rockport Energy LLC	32.55814%
Goodrich Energy, L.P.	28.18378%
KB Energy, L.L.C.	4.11855%
Petrus Energy, LLC	35.13953%

in and to State Lease Nos. 19965 and 19966, Cameron Parish, Louisiana, with further particulars being stipulated in the instrument.

Rockport Energy, LLC is designated as the joint account Lessee (contact person) pursuant to State Mineral 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;

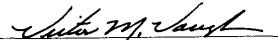
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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, 2010, 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

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 43 from the January 13, 2010 Meeting be approved, said instrument being an Assignment from Clayton Williams Energy, Inc. to Pogo Producing Company, LLC, an undivided 25% of 8/8ths interest in and to State Lease Nos. 20117 and 20020, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument.

Clayton Williams Energy, Inc. is designated as the joint account Lessee (contact person) pursuant to State Mineral 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, 2010, 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

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 44 from the January 13, 2010 Meeting be approved, said instrument being an Assignment from Starks Oil Corporation, of all of Assignor's right, title and interest to the following in the proportions set out below:

Manti Bully Camp, Ltd.	52.5%
Sunbelt Energy Properties-Bully Camp, L.L.C.	7.5%
Exxon Mobil Corporation	25.00%
Lucas Energy Ventures II, L.P.	15.0%

in and to State Lease Nos. 19700, 19701, 19711, 19712, 19713 and 19715, Lafourche Parish, Louisiana, with further particulars being stipulated in the instrument.

Manti Bully Camp, Ltd., is designated as the joint account Lessee (contact person) pursuant to State Mineral Board Resolution dated September 10, 1975.

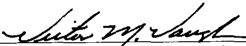
This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

- 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 non-signatory 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, 2010, 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

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 45 from the January 13, 2010 Meeting be approved, said instrument being an Assignment from Vaughey & Vaughey No. 2 LP to Energy XXI Onshore, LLC, of all of Assignor's right, title and interest in and to State Lease No. 13470, St. Mary Parish, Louisiana, with further particulars being stipulated in the instrument.

Exxon Mobil Corporation is designated as the joint account Lessee (contact person) pursuant to State Mineral 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;

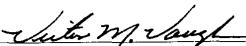
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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, 2010, 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

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 46 from the January 13, 2010 Meeting be approved, said instrument being an Assignment from Exxon Mobil Corporation to Goodrich Petroleum Company, L.L.C., of all of Assignor's right, title and interest in and to State Lease No. 1480, Lafourche Parish, Louisiana, **INSOFAR AND ONLY INSOFAR AS** said lease covers the MW-Goodrich-Exxon Lake Raccourci Voluntary Unit, with further particulars being stipulated in the instrument.

Hilcorp Energy L.L.P. is designated as the joint account Lessee (contact person) pursuant to State Mineral 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 non-signatory 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, 2010, 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

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No.47 from the January 13, 2010 Meeting be approved, said instrument being an Assignment from Cataapult, LLC, an undivided 92.50% interest to the following in the proportions set out below:

Manti Equity Partners, LP	86.95%
Manti Exploration & Production, Inc.	5.55%

in and to State Lease Nos. 19640 and 19641, Vermilion Parish, Louisiana, with further particulars being stipulated in the instrument.

Manti Equity Partners, LP is designated as the joint account Lessee (contact person) pursuant to State Mineral 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;

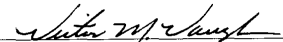
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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, 2010, 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

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No.48 from the January 13, 2010 Meeting be approved subject to the approval of the Governor of Louisiana, said instrument being a Termination of Trust and Transfer of Interest from Marsha McFarland Budz, trustee of the B and E Trust, to Benedict William Fluke and Edward Scott Fluke, of all of Assignor's right, title and interest in equal portions in and to State Lease Nos. 334, 335, 340 and 341, Cameron, Iberia, Plaquemines, St. Bernard, St. Mary, Terrebonne and Vermilion Parishes, 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.

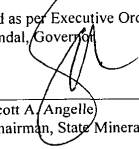
BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument.

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, 2010, 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

Approved as per Executive Order BJ 2008-10
Bobby Jindal, Governor

By: 
Scott A. Angelle
Chairman, State Mineral Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 49 from the January 13, 2010 Meeting be approved subject to the approval of the Governor of Louisiana, said instrument being an Act of Exchange from Benedict William Fluke to Dick Fluke, L.L.C., of all of Assignor's right, title and interest in and to State Lease Nos. 334, 335, 340 and 341, Cameron, Iberia, Plaquemines, St. Bernard, St. Mary, Terrebonne and Vermilion Parishes, 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

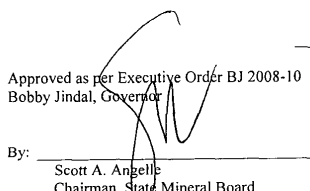
6) That nothing herein shall be construed as approval for any assignment, sublease or transfer to or from any individual, partnership, corporation or other legal entity who has filed bankruptcy proceedings unless such status is specifically recognized in this resolution.


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, 2010, 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.

Approved as per Executive Order BJ 2008-10
Bobby Jindal, Governor

By: 
Scott A. Angelle
Chairman, State Mineral Board


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 50 from the January 13, 2010 Meeting be approved subject to the approval of the Governor of Louisiana, said instrument being an Act of Exchange from Edward Scott Fluke to Scott Fluke, L.L.C., of all of Assignor's right, title and interest in and to State Lease Nos. 334, 335, 340 and 341, Cameron, Iberia, Plaquemines, St. Bernard, St. Mary, Terrebonne and Vermilion Parishes, 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, 2010, 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

Approved as per Executive Order BJ 2008-10
Bobby Jindal, Governor

By: 
Scott A. Angelle
Chairman, State Mineral Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 51 from the January 13, 2010 Meeting be approved subject to the approval of the Governor of Louisiana, said instrument being a Termination of Trust and Transfer of Interest from Terry Lynn McFarland Fluke, trustee of the A and J Trust, to Andrew L. Mazal, Jennifer R.S. McDaniel and Vanessa R. Mazal, of all of Assignor's right, title and interest in equal portions in and to State Lease Nos. 334, 335, 340 and 341, Cameron, Iberia, Plaquemines, St. Bernard, St. Mary, Terrebonne and Vermilion Parishes, 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, 2010, 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

Approved as per Executive Order BJ 2008-10
Bobby Jindal, Governor

By: 
Scott A. Angelle
Chairman, State Mineral Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 52 from the January 13, 2010 Meeting be approved subject to the approval of the Governor of Louisiana, said instrument being an Act of Exchange from Jennifer R. McDaniel to Jennifer R. S. McDaniel, L.L.C., of all of Assignor's right, title and interest in and to State Lease Nos. 334, 335, 340 and 341, Cameron, Iberia, Plaquemines, St. Bernard, St. Mary, Terrebonne and Vermilion Parishes, 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;

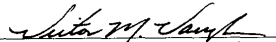
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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.

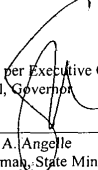
BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument.

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, 2010, 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

Approved as per Executive Order BJ 2008-10
Bobby Jindal, Governor

By: 
Scott A. Angelle
Chairman, State Mineral Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 53 from the January 13, 2010 Meeting be approved subject to the approval of the Governor of Louisiana, said instrument being an Act of Exchange from Andrew L. Mazal to Andrew L. Mazal, L.L.C., of all of Assignor's right, title and interest in and to State Lease Nos. 334, 335, 340 and 341, Cameron, Iberia, Plaquemines, St. Bernard, St. Mary, Terrebonne and Vermilion Parishes, 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 non-signatory 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.

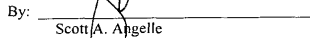
BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument.

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, 2010, 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

Approved as per Executive Order BJ 2008-10
Bobby Jindal, Governor

By: 
Scott A. Angelle
Chairman, State Mineral Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 54 from the January 13, 2010 Meeting be approved subject to the approval of the Governor of Louisiana, said instrument being an Act of Exchange from Vanessa R. Mazal to VMZAL, L.L.C., of all of Assignor's right, title and interest in and to State Lease Nos. 334, 335, 340 and 341, Cameron, Iberia, Plaquemines, St. Bernard, St. Mary, Terrebonne and Vermilion Parishes, 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;

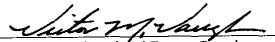
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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, 2010, 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

Approved as per Executive Order BJ 2008-10
Bobby Jindal, Governor

By: 
Scott A. Angelle
Chairman, State Mineral Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 55 from the January 13, 2010 Meeting be approved, said instrument being an Assignment from Browning Oil Company, Inc., of an undivided interest to the following in the proportions set out below:

	Before Payout	After Payout
Aspect Energy, LLC	58%	55.68%
The Rudman Partnership	5%	5%
James A. Whitson, Jr.	5%	4.80%
Coastline Energy Corporation	2%	4.52%

in and to State Lease No. 17894, Terrebonne Parish, Louisiana, with further particulars being stipulated in the instrument.

Browning Oil Company, Inc. is designated as the joint account Lessee (contact person) pursuant to State Mineral 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, 2010, 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

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 56 from the January 13, 2010 Meeting be approved subject to the approval of the Governor of Louisiana, said instrument being an Act of Donation from Rose McConnel Long, widow of Huey P. Long, deceased, does hereby donate an undivided interest unto her children as donees, in the proportions set out below:

Rose Long McFarland	1/3 of 1%
Russell B. Long	1/3 of 1%
Palmer R. Long	1/3 of 1%

in and to State Lease No. 344, Cameron 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.

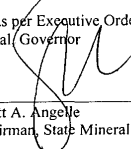
BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument.

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, 2010, 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

Approved as per Executive Order BJ 2008-10
Bobby Jindal, Governor

By: 
Scott A. Angelle
Chairman, State Mineral Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

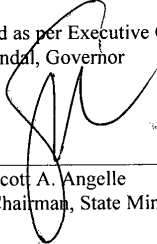
BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 57 from the January 13, 2010, Meeting be approved subject to the approval of the Governor of Louisiana, said instrument being a Correction of Resolution No. 26 from the September 9, 2009 Meeting, being a Judgment of Possession of Rose Long McFarland to Marsha Rose McFarland Budz, et al, whereas State Lease No. 344 was omitted from said resolution and is hereby being added, affecting State Lease Nos. 334, 335, 340, 341 and 344, Cameron, Iberia, Plaquemines, St. Bernard, St. Mary, Terrebonne 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, 2010, 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

Approved as per Executive Order BJ 2008-10
Bobby Jindal, Governor

By: 
Scott A. Angelle
Chairman, State Mineral Board

RESOLUTION

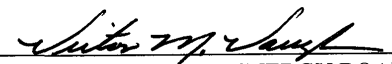
LOUISIANA STATE MINERAL AND ENERGY BOARD

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

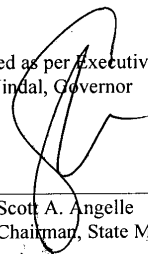
BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 58 from the January 13, 2010, Meeting be approved subject to the approval of the Governor of Louisiana, said instrument being a Correction of Resolution No. 27 from the September 9, 2009 Meeting, being an Act of Exchange from Terry Fluke to Terry Fluke, L.L.C., whereas State Lease No. 344 was omitted from said resolution and is hereby being added, affecting State Lease Nos. 334, 335, 340, 341 and 344, Cameron, Iberia, Plaquemines, St. Bernard, St. Mary, Terrebonne 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, 2010, 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

Approved as per Executive Order BJ 2008-10
Bobby Jindal, Governor

By: 

Scott A. Angelle
Chairman, State Mineral Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

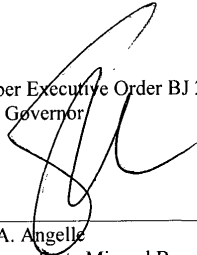
BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 59 from the January 13, 2010, Meeting be approved subject to the approval of the Governor of Louisiana, said instrument being a Correction of Resolution No. 27 from the September 9, 2009 Meeting, being an Act of Exchange from Marsha Budz to MRMB, L.L.C., whereas State Lease No. 344 was omitted from said resolution and is hereby being added, affecting State Lease Nos. 334, 335, 340, 341 and 344, Cameron, Iberia, Plaquemines, St. Bernard, St. Mary, Terrebonne 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, 2010, 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

Approved as per Executive Order BJ 2008-10
Bobby Jindal, Governor

By: 
Scott A. Angelle
Chairman, State Mineral Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

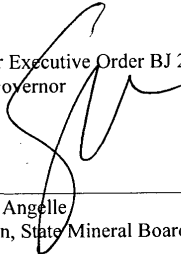
BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 60 from the January 13, 2010, Meeting be approved subject to the approval of the Governor of Louisiana, said instrument being a Correction of Resolution No. 27 from the September 9, 2009 Meeting, being an Act of Exchange from Rory Scott McFarland to Alpha R2, LLC, whereas State Lease No. 344 was omitted from said resolution and is hereby being added, affecting State Lease Nos. 334, 335, 340, 341 and 344, Cameron, Iberia, Plaquemines, St. Bernard, St. Mary, Terrebonne 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, 2010, 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

Approved as per Executive Order BJ 2008-10
Bobby Jindal, Governor

By: 
Scott A. Angelle
Chairman, State Mineral Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 61 from the January 13, 2010 Meeting be approved subject to the approval of the Governor of Louisiana, said instrument being an Assignment from Burlington Resources Oil & Gas Company LP to Hilcorp Energy I, L.P., of all of Assignor's right, title and interest in and to State Lease Nos. 188, 2620, 18295 and 19477, Terrebonne Parish, Louisiana, **INSOFAR AND ONLY INSOFAR AS** said lease covers the described lands on the attached "Exhibit A" and include depths and rights from the surface of the earth down to a true vertical depth of 13,500' below the surface of the earth **AND** an undivided 50% of Assignor's working interest, **INSOFAR AND ONLY INSOFAR AS** said lease covers the described lands on the attached "Exhibit A" and include depths and rights below a true vertical depth of 13,500' below the surface of the earth, **AND** of all of Assignor's right, title and interest in and to State Lease Nos. 15631 and 15744, Jefferson and Plaquemines Parishes, Louisiana, **INSOFAR AND ONLY INSOFAR AS** said lease cover and include the described lands on the attached "Exhibit A" and include depths and rights from the surface of the earth down to a true vertical depth of 13,000' below the surface of the earth, **AND** an undivided 50% of Assignor's working interest, **INSOFAR AND ONLY INSOFAR AS** said leases cover and include depths below a true vertical depth of 13,000' below the surface of the earth, with further particulars being stipulated in the instrument.

Hilcorp Energy I, L.P. is designated as the joint account Lessee (contact person) pursuant to State Mineral 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 non-signatory 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;

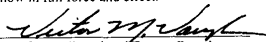
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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.

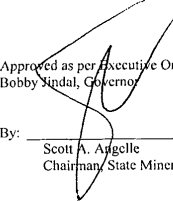
BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument.

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, 2010, 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

Approved as per Executive Order BJ 2008-10
Bobby Jindal, Governor

By: 
Scott A. Angelle
Chairman, State Mineral Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 62 from the January 13, 2010 Meeting be approved, said instrument being an Assignment from The Louisiana Land and Exploration Company to Hilcorp Energy I, L.P., of all of Assignor's working interest in and to State Lease Nos. 1021, 3278, 3723 and 16529, Lafourche and Terrebonne Parishes, Louisiana, AND of all of Assignor's right, title and interest in and to State Lease No. 16709, Jefferson Parish, Louisiana, **INSOFAR AND ONLY INSOFAR AS** said lease covers and includes depths and rights from the surface of the earth down to a true vertical depth of 11,532' below the surface of the earth, AND of an undivided 50% of Assignor's working interest in and to State Lease No. 16709, Jefferson Parish, Louisiana, **INSOFAR AND ONLY INSOFAR AS** said lease covers and includes depths and rights below a true vertical depth of 11,532' below the surface of the earth, AND of all of Assignor's right, title and interest in and to State Lease No. 13407, Plaquemines Parish, Louisiana, **INSOFAR AND ONLY INSOFAR AS** said lease covers and include the lands described on the attached "Exhibit A, Schedule 1B" and depths and rights from the surface of the earth down to a true vertical depth of 11,200' below the surface of the earth, AND an undivided 50% of Assignor's working interest in and to State Lease No. 13407, Plaquemines Parish, Louisiana, **INSOFAR AND ONLY INSOFAR AS** said lease covers and includes depths and rights below a true vertical depth of 11,200' below the surface of the earth, AND of all of Assignor's right, title and interest in and to State Lease Nos. 15858, 16006 and 16007, Jefferson and Plaquemines Parishes, Louisiana, **INSOFAR AND ONLY INSOFAR AS** said leases cover and include the described lands on "Exhibit A" attached and depths and rights from the surface of the earth down to a true vertical depth of 11,418' below the surface of the earth, AND an undivided 50% of Assignor's working interest in and to State Lease Nos. 15858, 16006 and 16007, Jefferson and Plaquemines Parishes, Louisiana, **INSOFAR AND ONLY INSOFAR AS** said leases cover and include depths and rights below a true vertical depth of 11,418' below the surface of the earth, AND of all of Assignor's working interest in and to State Lease Nos. 11036 and 12721, Plaquemines Parish, Louisiana, **INSOFAR AND ONLY INSOFAR AS** said leases cover State Lease Nos. 11036 and 12721 and depths and rights from the surface of the earth down to a true vertical depth of 14,100' below the surface of the earth, AND an undivided 50% working interest in and to State Lease Nos. 11036 and 12721, Plaquemines Parish, Louisiana, **INSOFAR AND ONLY INSOFAR AS** said leases and include depths and rights below a true vertical depth of 14,100' below the surface of the earth, AND of all of Assignor's right, title and interest in and to State Lease Nos. 192, 3155, 3212, 3279, 14537, 17447 and 18475, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument.

Hilcorp Energy I, L.P. is designated as the joint account Lessee (contact person) pursuant to State Mineral 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, 2010, 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

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 10-01 from the January 13, 2010, Meeting be approved, said instrument being an Act of Correction by and between the State of Louisiana, acting by and through the State Mineral and Energy Board and Hilcorp Energy I, L.P., whereas said parties desire to correct the acreage, cash payment and rental of said State Lease, affecting State Lease No. 20009, Plaquemines 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, 2010 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

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 10-02 from the January 13, 2010, Meeting be approved, said instrument being an Act of Correction by and between the State of Louisiana, acting by and through the State Mineral and Energy Board and Hillcorp Energy I, L.P., whereas said parties desire to correct the acreage, cash payment and rental of said State Lease, affecting State Lease No. 20010, Plaquemines 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, 2010 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

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 10-03 from the January 13, 2010, Meeting be approved, said instrument being a Unitization Agreement presented by Castex Energy Partners, L.P., to create a 442.265 acre unit, more or less, identified as the "Manila Village VUA", with 49.689 acres being attributable to State Lease No. 19038, 17.566 acres being attributable to State Lease No. 19039, 211.462 acres being attributable to State Lease No. 19040 and the remaining acreage being attributable to private ownership, Manila Village Field, Jefferson 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, 2010 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