

MINUTES

STATE MINERAL AND ENERGY BOARD

REGULAR MEETING AND LEASE SALE

JANUARY 14, 2015

**STATE MINERAL AND ENERGY BOARD
REGULAR MEETING AND LEASE SALE MINUTES
JANUARY 14, 2015**

A Regular Meeting and Lease Sale of the State Mineral and Energy Board was held on Wednesday, January 14, 2015, beginning at 11:04 a.m. in the LaBelle Room, First Floor, LaSalle Office Building, Baton Rouge, Louisiana, subject to the call of the Governor and Ex-Officio Chairman.

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

Thomas L. Arnold, Jr., Chairman
W. Paul Segura, Jr., Vice-Chairman
Stephen Chustz, DNR Secretary
Emile B. Cordaro
Thomas W. Sanders
Robert "Michael" Morton
Darryl D. Smith
Theodore M. "Ted" Haik, Jr.

The following members of the Board were recorded as absent:

Dan R. Brouillette
Chip Kline (Governor Jindal's designee to the Board)
Louis J. Lambert

Ms. Talley announced that eight (8) members of the Board were present and that a quorum was established.

Also recorded as present were:

Stacey Talley, Deputy Assistant Secretary of the Office of Mineral Resources
Rachel Newman, Director-Mineral Income Division
Frederick Heck, Director-Petroleum Lands Division
Emile Fontenot, Assistant Director-Petroleum Lands Division
James Devitt, Deputy General Counsel-Department of Natural Resources
Ryan Seidemann, Assistant Attorney General
Jackson Logan, Assistant Attorney General

Recorded as absent was:

Victor Vaughn, Geologist Administrator-Geological & Engineering Division, and
Executive Officer to the State Mineral and Energy Board

The Chairman stated that the first order of business was the approval of the December 10, 2014 Minutes. A motion was made by Mr. Sanders to adopt the Minutes as submitted and to waive reading of same. His motion was seconded by Mr. Smith and unanimously adopted by the Board. (No public comment was made at this time.)

The Chairman then stated that the next order of business would be the adoption of the Committee recommendations. Upon motion of Mr. Segura, seconded by Mr. Sanders, the

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recommendations of the following respective Committees regarding their reports were unanimously adopted by resolutions of the Board. (No public comment was made at this time.)

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

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

Upon motion of Mr. Sanders, seconded by Mr. Segura, and unanimously adopted by the Board, the Board recessed its regular meeting at 11:05 a.m. to go into executive session for technical briefing in order to consider matters before the Board which were confidential in nature.

During the technical briefing, the Board conferred with staff personnel concerning the merit of the bids that were submitted and opened earlier today at a public meeting*, based on geological, engineering and other confidential data and analyses available to the Board and staff, after which, upon motion of Mr. Segura, seconded by Mr. Sanders, and unanimously adopted by the Board, the Board reconvened in open session at 11:21 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 and called on Mr. Jason Talbot to present the staff's recommendations to the Board. Based upon recommendations announced by Mr. Jason Talbot, the following action was then taken by the Board. Leases awarded were conditioned on tract descriptions being accurate, overlapped prior leases being subtracted from acreage bid on, acreage amount being verified and agreed between bidder and state and portion bids verified as being located within advertised boundary of tracts. (No public comment was made at this time.)

Mr. Talbot stated that on Geophysical Tract No. 44213 and 44214, the staff recommends rejecting the bids submitted by Catapult Exploration, LLC due to improper bids and stated that the Board may consider accepting oral bids from the floor on Geophysical Tracts 44213 and 44214.

Mr. Talbot further recommended that the bids received on the remaining tracts be accepted.

Upon motion of Mr. Sanders, seconded by Mr. Smith, the Board voted unanimously to award a lease on a portion of Tract 44119, said portion being 280.850 acres, more particularly described in said bid and outlined on accompanying plat, to Century Exploration New Orleans, LLC.

Upon motion of Mr. Sanders, seconded by Mr. Smith, the Board voted unanimously to award a second lease on a portion of Tract 44119, said portion being 56.330 acres, more particularly described in said bid and outlined on accompanying plat, to Century Exploration New Orleans, LLC.

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Upon motion of Mr. Sanders, seconded by Mr. Smith, the Board voted unanimously to award a lease on a portion of Tract 44121, said portion being 638.180 acres, more particularly described in said bid and outlined on accompanying plat, to Century Exploration New Orleans, LLC.

Upon motion of Mr. Sanders, seconded by Mr. Smith, the Board voted unanimously to award a lease on a portion of Tract 44125, said portion being 63.150 acres, more particularly described in said bid and outlined on accompanying plat, to Cypress Energy Corporation.

Upon motion of Mr. Sanders, seconded by Mr. Smith, the Board voted unanimously to award a second lease on a portion of Tract 44125, said portion being 111.060 acres, more particularly described in said bid and outlined on accompanying plat, to Cypress Energy Corporation.

Upon motion of Mr. Sanders, seconded by Mr. Smith, the Board voted unanimously to award a third lease on a portion of Tract 44125, said portion being 169.030 acres, more particularly described in said bid and outlined on accompanying plat, to Cypress Energy Corporation.

Upon motion of Mr. Sanders, seconded by Mr. Smith, the Board voted unanimously to award a fourth lease on a portion of Tract 44125, said portion being 209.580 acres, more particularly described in said bid and outlined on accompanying plat, to Cypress Energy Corporation.

Upon motion of Mr. Sanders, seconded by Mr. Smith, the Board voted unanimously to award a fifth lease on a portion of Tract 44125, said portion being 27.940 acres, more particularly described in said bid and outlined on accompanying plat, to Cypress Energy Corporation.

Upon motion of Mr. Sanders, seconded by Mr. Smith, the Board voted unanimously to award a sixth lease on a portion of Tract 44125, said portion being 100.840 acres, more particularly described in said bid and outlined on accompanying plat, to Cypress Energy Corporation.

Upon motion of Mr. Sanders, seconded by Mr. Smith, the Board voted unanimously to award a lease on a portion of Tract 44126, said portion being 66.260 acres, more particularly described in said bid and outlined on accompanying plat, to Cypress Energy Corporation.

Upon motion of Mr. Sanders, seconded by Mr. Smith, the Board voted unanimously to award a lease on a portion of Tract 44132, said portion being 117.700 acres, more particularly described in said bid and outlined on accompanying plat, to Cypress Energy Corporation.

Upon motion of Mr. Sanders, seconded by Mr. Smith, the Board voted unanimously to award a lease on a portion of Tract 44135, said portion being 40.000 acres, more particularly described in said bid and outlined on accompanying plat, to Paradigm Energy LLC.

Upon motion of Mr. Sanders, seconded by Mr. Smith, the Board voted unanimously to award a second lease on a portion of Tract 44135, said portion being 15.000 acres, more particularly described in said bid and outlined on accompanying plat, to Paradigm Energy LLC.

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Upon motion of Mr. Sanders, seconded by Mr. Smith, the Board voted unanimously to award a third lease on a portion of Tract 44135, said portion being 27.000 acres, more particularly described in said bid and outlined on accompanying plat, to Paradigm Energy LLC.

Upon motion of Mr. Sanders, seconded by Mr. Smith, the Board voted unanimously to award a lease on a portion of Tract 44139, said portion being 19.000 acres, more particularly described in said bid and outlined on accompanying plat, to Refuge Properties L.L.C.

Upon motion of Mr. Sanders, seconded by Mr. Smith, the Board voted unanimously to award a lease on a portion of Tract 44141, said portion being 112.550 acres, more particularly described in said bid and outlined on accompanying plat, to Pennington Oil & Gas Interests L.L.C.

Upon motion of Mr. Sanders, seconded by Mr. Smith, the Board voted unanimously to award a lease on Tract 44142 to WD-Louisiana, LLC.

Upon motion of Mr. Sanders, seconded by Mr. Smith, the Board voted unanimously to award a lease on Tract 44146 to Lake Ronel Oil Company.

Upon motion of Mr. Sanders, seconded by Mr. Smith, the Board voted unanimously to award a lease on a portion of Tract 44148, said portion being 46.290 acres, more particularly described in said bid and outlined on accompanying plat, to Integrated Exploration and Production, LLC.

Upon motion of Mr. Sanders, seconded by Mr. Smith, the Board voted unanimously to award a second lease on a portion of Tract 44148, said portion being 53.040 acres, more particularly described in said bid and outlined on accompanying plat, to Integrated Exploration and Production, LLC.

Upon motion of Mr. Sanders, seconded by Mr. Smith, the Board voted unanimously to award a lease on a portion of Tract 44152, said portion being 2.440 acres, more particularly described in said bid and outlined on accompanying plat, to Acadian Land Services, L.L.C.

Upon motion of Mr. Sanders, seconded by Mr. Smith, the Board voted unanimously to award a lease on a portion of Tract 44154, said portion being 3.040 acres, more particularly described in said bid and outlined on accompanying plat, to Acadian Land Services, L.L.C.

Upon motion of Mr. Sanders, seconded by Mr. Smith, the Board voted unanimously to award a lease on a portion of Tract 44158, said portion being 73.790 acres, more particularly described in said bid and outlined on accompanying plat, to Tri-C Resources, LLC.

Upon motion of Mr. Sanders, seconded by Mr. Smith, the Board voted unanimously to award a lease on a portion of Tract 44159, said portion being 36.850 acres, more particularly described in said bid and outlined on accompanying plat, to Tri-C Resources, LLC.

Upon motion of Mr. Sanders, seconded by Mr. Smith, the Board voted unanimously to award a lease on Tract 44164 to Harold J. Anderson, Inc.

Upon motion of Mr. Sanders, seconded by Mr. Smith, the Board voted unanimously to award a lease on Tract 44170 to Square Mile Energy, L.L.C.

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Upon motion of Mr. Sanders, seconded by Mr. Smith, the Board voted unanimously to award a lease on a portion of Tract 44177, said portion being 137.970 acres, more particularly described in said bid and outlined on accompanying plat, to Century Exploration New Orleans, LLC.

Upon motion of Mr. Sanders, seconded by Mr. Smith, the Board voted unanimously to award a lease on a portion of Tract 44179, said portion being 82.000 acres, more particularly described in said bid and outlined on accompanying plat, to Hilcorp Energy I, L.P.

Upon motion of Mr. Sanders, seconded by Mr. Smith, the Board voted unanimously to award a lease on Tract 44180 to Hilcorp Energy I, L.P.

Upon motion of Mr. Sanders, seconded by Mr. Smith, the Board voted unanimously to award a lease on a portion of Tract 44185, said portion being 1,614.660 acres, more particularly described in said bid and outlined on accompanying plat, to Century Exploration New Orleans, LLC.

Upon motion of Mr. Sanders, seconded by Mr. Smith, the Board voted unanimously to award a lease on a portion of Tract 44186, said portion being 97.000 acres, more particularly described in said bid and outlined on accompanying plat, to Century Exploration New Orleans, LLC.

Upon motion of Mr. Sanders, seconded by Mr. Smith, the Board voted unanimously to award a second lease on a portion of Tract 44186, said portion being 285.000 acres, more particularly described in said bid and outlined on accompanying plat, to Century Exploration New Orleans, LLC.

Upon motion of Mr. Sanders, seconded by Mr. Smith, the Board voted unanimously to award a lease on a portion of Tract 44198, said portion being 678.000 acres, more particularly described in said bid and outlined on accompanying plat, to Hilcorp Energy I, L.P.

Upon motion of Mr. Sanders, seconded by Mr. Smith, the Board voted unanimously to award a lease on Tract 44210 to Beta Land Services, L.L.C.

Upon motion of Mr. Sanders, seconded by Mr. Smith, the Board voted unanimously to award a lease on Tract 44211 to Beta Land Services, L.L.C.

Upon motion of Mr. Sanders, seconded by Mr. Smith, the Board voted unanimously to award a lease on a portion of Tract 44212, said portion being 19.850 acres, more particularly described in said bid and outlined on accompanying plat, to Pennington Oil & Gas Interests L.L.C.

Upon motion by Mr. Sanders, seconded by Mr. Segura, the Board unanimously voted to open bidding from the floor on Geophysical Tract 44213. An oral bid was offered by Andre LeBlanc on behalf of Catapult Exploration, LLC on the entire Tract 44213, for an EGA Type II Exclusive Geophysical Agreement with an initial term of eighteen (18) months, a seismic fee of \$820,281.00, seismic fee price per acre of \$33.00, and, if a six month option term is exercised, an additional fee of half the seismic fee will be paid. Catapult Exploration, LLC also agrees to provide the Office of Mineral Resources a copy of the 3-D dataset covering the State acreage.

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The Chairman asked if there were any other bids from the floor on Geophysical Tract 44213, being none, the bidding from the floor on Geophysical Tract 44213 was closed.

The Chairman then asked for the staff's recommendation on the oral bid for Geophysical Tract 44213. Mr. Talbot stated that the staff recommends accepting the bid by Catapult Exploration, LLC on Geophysical Tract 44213 with additional consideration to provide the Office of Mineral Resources a copy of the 3-D dataset covering the State acreage. Upon motion by Mr. Chustz, seconded by Mr. Segura, the Board unanimously voted to award an Exclusive Geophysical Agreement on Tract 44213 to Catapult Exploration, LLC.

Upon motion by Mr. Sanders, seconded by Mr. Segura, the Board unanimously voted to open bidding from the floor on Geophysical Tract 44214. An oral bid was offered by Andre LeBlanc on behalf of Catapult Exploration, LLC on the entire Tract 44214, for an EGA Type II Exclusive Geophysical Agreement with an initial term of eighteen (18) months, a seismic fee of \$395,670.00, seismic fee price per acre of \$33.00, and, if a six month option term is exercised, an additional fee of half the seismic fee will be paid. Catapult Exploration, LLC also agrees to provide the Office of Mineral Resources a copy of the 3-D dataset covering the State acreage.

The Chairman asked if there were any other bids from the floor on Geophysical Tract 44214, being none, the bidding from the floor on Geophysical Tract 44214 was closed.

The Chairman then asked for the staff's recommendation on the oral bid for Geophysical Tract 44214. Mr. Talbot stated that the staff recommends accepting the bid by Catapult Exploration, LLC on Geophysical Tract 44214 with additional consideration to provide the Office of Mineral Resources a copy of the 3-D dataset covering the State acreage. Upon motion by Mr. Sanders, seconded by Mr. Chustz, the Board unanimously voted to award an Exclusive Geophysical Agreement on Tract 44214 to Catapult Exploration, LLC.

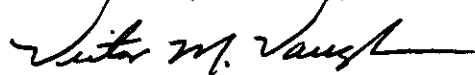
This concluded the awarding of the leases.

The following announcements were then made:

Ms. Talley stated that "the total for today's Lease Sale is \$2,696,044.20, bringing the fiscal year-to-date total to \$7,770,665.56."

The Chairman then stated there being no further business to come before the Board, upon motion of Mr. Sanders, seconded by Mr. Segura, the meeting was adjourned at 11:28 a.m.

Respectfully submitted,



Victor M. Vaughn
Executive Officer
State Mineral and Energy Board

THE FOLLOWING OPENING OF SEALED
BIDS MEETING MINUTES, COMMITTEE
REPORTS AND RESOLUTIONS WERE
MADE A PART OF THE JANUARY 14,
2015 STATE MINERAL AND ENERGY
BOARD REGULAR MEETING AND LEASE
SALE MINUTES BY REFERENCE

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OPENING OF SEALED BIDS MINUTES
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A public meeting for the purpose of opening sealed bids was held on Wednesday, January 14, 2015, beginning at 8:31 a.m. in the LaBelle Room, First Floor, LaSalle Office Building, Baton Rouge, Louisiana.

Recorded as present were:

Stacey Talley, Deputy Assistant Secretary of the Office of Mineral Resources
Rachel Newman, Director-Mineral Income Division
Frederick Heck, Director-Petroleum Lands Division
Emile Fontenot, Assistant Director-Petroleum Lands Division
James Devitt, Attorney-DNR Office of the Secretary

Recorded as absent was:

Victor Vaughn, Geologist Administrator-Geological & Engineering Division, and
Executive Officer to the State Mineral and Energy Board

Ms. Stacey Talley presided over the meeting. She 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. Ms. Talley read the letter as follows:

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**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. 44119 through 44214, have been advertised in accordance with and under the provisions of Chapter 2, Title 30 of the Revised Statutes of 1950, as amended.

Yours very truly,

(Original signed)

Emile Fontenot
Assistant Director
Petroleum Lands Division

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Ms. Talley then stated that a letter of protest was received for today's Lease Sale from Miami Corporation on Tract Nos. 44162, 44163, 44164, 44172, and 44173.

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

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

OFFSHORE TRACTS

Tract 44119
 (Portion – 280.850 acres)

Bidder	:	Century Exploration New Orleans, LLC
Primary Term	:	Five (5) years
Cash Payment	:	\$61,787.00
Annual Rental	:	\$30,893.50
Royalties	:	21.500% on oil and gas
	:	21.500% on other minerals
Additional Consideration	:	None

Tract 44119
 (Portion – 56.330 acres)

Bidder	:	Century Exploration New Orleans, LLC
Primary Term	:	Five (5) years
Cash Payment	:	\$12,392.60
Annual Rental	:	\$6,196.30
Royalties	:	21.500% on oil and gas
	:	21.500% on other minerals
Additional Consideration	:	None

Tract 44120

No Bids

Tract 44121
 (Portion – 638.180 acres)

Bidder	:	Century Exploration New Orleans, LLC
Primary Term	:	Five (5) years
Cash Payment	:	\$140,399.60
Annual Rental	:	\$70,199.80
Royalties	:	21.500% on oil and gas
	:	21.500% on other minerals
Additional Consideration	:	None

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No Bids Tract 44122

No Bids Tract 44123

No Bids Tract 44124

Tract 44125
 (Portion – 63.150 acres)

Bidder	:	Cypress Energy Corporation
Primary Term	:	Five (5) years
Cash Payment	:	\$13,577.25
Annual Rental	:	\$6,788.63
Royalties	:	23.500% on oil and gas
	:	23.500% on other minerals
Additional Consideration	:	None

Tract 44125
 (Portion – 111.060 acres)

Bidder	:	Cypress Energy Corporation
Primary Term	:	Five (5) years
Cash Payment	:	\$23,877.90
Annual Rental	:	\$11,938.95
Royalties	:	23.500% on oil and gas
	:	23.500% on other minerals
Additional Consideration	:	None

Tract 44125
 (Portion – 169.030 acres)

Bidder	:	Cypress Energy Corporation
Primary Term	:	Five (5) years
Cash Payment	:	\$36,341.45
Annual Rental	:	\$18,170.73
Royalties	:	23.500% on oil and gas
	:	23.500% on other minerals
Additional Consideration	:	None

Tract 44125
 (Portion – acres)

Bidder	:	Cypress Energy Corporation
Primary Term	:	Five (5) years
Cash Payment	:	\$253,591.80
Annual Rental	:	\$126,795.90
Royalties	:	23.500% on oil and gas
	:	23.500% on other minerals
Additional Consideration	:	None

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Tract 44132
 (Portion – 117.700 acres)

Bidder	:	Cypress Energy Corporation
Primary Term	:	Five (5) years
Cash Payment	:	\$294,838.50
Annual Rental	:	\$147,419.25
Royalties	:	23.500% on oil and gas
	:	23.500% on other minerals
Additional Consideration	:	None

Tract 44133

No Bids

Tract 44134

No Bids

INLAND TRACTS

Tract 44135
 (Portion – 40.000 acres)

Bidder	:	Paradigm Energy LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$41,240.00
Annual Rental	:	\$20,620.00
Royalties	:	24.000% on oil and gas
	:	24.000% on other minerals
Additional Consideration	:	As additional consideration, this lease shall be limited to those depths situated from the surface to a depth of 6,000 feet.

Tract 44135
 (Portion – 15.000 acres)

Bidder	:	Paradigm Energy LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$4,575.00
Annual Rental	:	\$2,287.50
Royalties	:	24.000% on oil and gas
	:	24.000% on other minerals
Additional Consideration	:	As additional consideration, this lease shall be limited to those depths situated from the surface to a depth of 6,000 feet.

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Tract 44135
 (Portion – 27.000 acres)

Bidder	:	Paradigm Energy LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$4,104.00
Annual Rental	:	\$2,052.00
Royalties	:	24.000% on oil and gas
	:	24.000% on other minerals
Additional Consideration	:	As additional consideration, this lease shall be limited to those depths situated from the surface to a depth of 6,000 feet.

Tract 44136

No Bids

Tract 44137

No Bids

Tract 44138

No Bids

Tract 44139
 (Portion – 19.000 acres)

Bidder	:	Refuge Properties L.L.C.
Primary Term	:	Three (3) years
Cash Payment	:	\$1,425.00
Annual Rental	:	\$712.50
Royalties	:	20.000% on oil and gas
	:	20.000% on other minerals
Additional Consideration	:	None

Tract 44140

No Bids

Tract 44141
 (Portion – 112.550 acres)

Bidder	:	Pennington Oil & Gas Interests L.L.C.
Primary Term	:	Three (3) years
Cash Payment	:	\$31,514.00
Annual Rental	:	\$15,757.00
Royalties	:	24.000% on oil and gas
	:	24.000% on other minerals
Additional Consideration	:	None

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	Tract 44142	
Bidder	:	WD-Louisiana, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$6,750.00
Annual Rental	:	\$3,375.00
Royalties	:	20.000% on oil and gas
	:	20.000% on other minerals
Additional Consideration	:	None

No Bids Tract 44143

No Bids Tract 44144

No Bids Tract 44145

	Tract 44146	
Bidder	:	Lake Ronel Oil Company
Primary Term	:	Three (3) years
Cash Payment	:	\$5,675.00
Annual Rental	:	\$2,837.50
Royalties	:	21.000% on oil and gas
	:	21.000% on other minerals
Additional Consideration	:	None

No Bids Tract 44147

	Tract 44148	
	(Portion – 46.290 acres)	
Bidder	:	Integrated Exploration and Production, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$6,943.50
Annual Rental	:	\$3,471.75
Royalties	:	21.000% on oil and gas
	:	21.000% on other minerals
Additional Consideration	:	The surface and bottom hole locations of Integrated Exploration & Production, LLC's ("Integrated") State Lease 21179 Well No. 1 (SN 230155) are on the lands described in this portion bid. Said well is currently shut-in. As additional consideration for the granting of a lease, Integrated will, during the first

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year of the lease, either i) commence, in good faith, operations to restore production from said well, unless said operations are delayed or made impractical by the occurrence of a Force Majeure event, as defined in Paragraph 13 of the state lease form, or ii) properly plug and abandoned said well in accordance with the rules and regulations of the Louisiana Office of Conservation. In the event Integrated fails to commence such good faith operations or properly plug and abandoned said well, Integrated will, within thirty (30) days from the first anniversary of the lease, pay the State of Louisiana, as liquidated damages, the sum of \$2,314.50.

Tract 44148
 (Portion – 53.040 acres)

Bidder	:	Integrated Exploration and Production, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$7,956.00
Annual Rental	:	\$3,978.00
Royalties	:	21.000% on oil and gas
	:	21.000% on other minerals
Additional Consideration	:	The bottom hole location of Integrated Exploration & Production, LLC's ("Integrated") State Lease 21179 Well No. 2 (SN 234492) is on the lands described in this portion bid. Said well is currently shut-in. As additional consideration for the granting of a lease, Integrated will, during the first year of the lease, either i) commence, in good faith, operations to restore production from said well, unless said operations are delayed or made impractical by the occurrence of a Force Majeure event, as defined in Paragraph 13 of the state lease form, or ii) properly plug and abandoned said well in accordance

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with the rules and regulations of the Louisiana Office of Conservation. In the event Integrated fails to commence such good faith operations or properly plug and abandoned said well, Integrated will, within thirty (30) days from the first anniversary of the lease, pay the State of Louisiana, as liquidated damages, the sum of \$2,652.00.

	Tract 44149	
No Bids		
	Tract 44150	
No Bids		
	Tract 44151	
No Bids		
	Tract 44152 (Portion – 2.44 acres)	
Bidder	:	Acadian Land Services, L.L.C.
Primary Term	:	Three (3) years
Cash Payment	:	\$10,004.00
Annual Rental	:	\$5,002.00
Royalties	:	26.000% on oil and gas
	:	26.000% on other minerals
Additional Consideration	:	None
	Tract 44153	
No Bids		
	Tract 44154 (Portion – 3.04 acres)	
Bidder	:	Acadian Land Services, L.L.C.
Primary Term	:	Three (3) years
Cash Payment	:	\$4,286.40
Annual Rental	:	\$2,143.20
Royalties	:	26.000% on oil and gas
	:	26.000% on other minerals
Additional Consideration	:	None
	Tract 44155	
No Bids		

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No Bids Tract 44156

No Bids Tract 44157

Tract 44158
 (Portion – 73.790 acres)

Bidder	:	Tri-C Resources, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$30,770.43
Annual Rental	:	\$15,385.22
Royalties	:	22.500% on oil and gas
	:	22.500% on other minerals
Additional Consideration	:	None

Tract 44159
 (Portion – 36.850 acres)

Bidder	:	Tri-C Resources, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$15,366.45
Annual Rental	:	\$7,683.23
Royalties	:	22.500% on oil and gas
	:	22.500% on other minerals
Additional Consideration	:	None

No Bids Tract 44160

No Bids Tract 44161

No Bids Tract 44162

No Bids Tract 44163

Tract 44164

Bidder	:	Harold J. Anderson, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$7,250.00
Annual Rental	:	\$3,625.00
Royalties	:	23.000% on oil and gas
	:	23.000% on other minerals
Additional Consideration	:	None

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No Bids	Tract 44165	
No Bids	Tract 44166	
No Bids	Tract 44167	
No Bids	Tract 44168	
No Bids	Tract 44169	
Bidder	Tract 44170	Square Mile Energy, L.L.C.
Primary Term	:	Three (3) years
Cash Payment	:	\$77,250.00
Annual Rental	:	\$38,625.00
Royalties	:	22.500% on oil and gas
Additional Consideration	:	22.500% on other minerals
		None
No Bids	Tract 44171	
No Bids	Tract 44172	
No Bids	Tract 44173	
No Bids	Tract 44174	
No Bids	Tract 44175	
No Bids	Tract 44176	

STATE MINERAL AND ENERGY BOARD
 Opening of Sealed Bids Minutes
 January 14, 2015

Tract 44177
 (Portion – 137.970 acres)

Bidder	:	Century Exploration New Orleans, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$37,941.75
Annual Rental	:	\$18,970.88
Royalties	:	21.500% on oil and gas 21.500% on other minerals
Additional Consideration	:	None

Tract 44178

No Bids

Tract 44179
 (Portion – 82.000 acres)

Bidder	:	Hilcorp Energy I, L.P.
Primary Term	:	Three (3) years
Cash Payment	:	\$16,400.00
Annual Rental	:	\$8,200.00
Royalties	:	22.000% on oil and gas 22.000% on other minerals
Additional Consideration	:	None

Tract 44180

Bidder	:	Hilcorp Energy I, L.P.
Primary Term	:	Three (3) years
Cash Payment	:	\$9,000.00
Annual Rental	:	\$4,500.00
Royalties	:	22.000% on oil and gas 22.000% on other minerals
Additional Consideration	:	None

Tract 44181

No Bids

Tract 44182

No Bids

Tract 44183

No Bids

Tract 44184

No Bids

STATE MINERAL AND ENERGY BOARD
 Opening of Sealed Bids Minutes
 January 14, 2015

Tract 44185
 (Portion – 1,614.660 acres)

Bidder	:	Century Exploration New Orleans, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$444,031.50
Annual Rental	:	\$222,015.75
Royalties	:	21.500% on oil and gas 21.500% on other minerals
Additional Consideration	:	None

Tract 44186
 (Portion – 97.000 acres)

Bidder	:	Century Exploration New Orleans, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$22,795.00
Annual Rental	:	\$11,397.50
Royalties	:	22.500% on oil and gas 22.500% on other minerals
Additional Consideration	:	None

Tract 44186
 (Portion – 285.000 acres)

Bidder	:	Century Exploration New Orleans, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$66,975.00
Annual Rental	:	\$33,487.50
Royalties	:	22.500% on oil and gas 22.500% on other minerals
Additional Consideration	:	None

No Bids Tract 44187

No Bids Tract 44188

No Bids Tract 44189

No Bids Tract 44190

No Bids Tract 44191

STATE MINERAL AND ENERGY BOARD
 Opening of Sealed Bids Minutes
 January 14, 2015

No Bids Tract 44192

No Bids Tract 44193

No Bids Tract 44194

No Bids Tract 44195

No Bids Tract 44196

No Bids Tract 44197

Tract 44198
 (Portion – 678.000 acres)

Bidder	:	Hilcorp Energy I, L.P.
Primary Term	:	Three (3) years
Cash Payment	:	\$135,600.00
Annual Rental	:	\$67,800.00
Royalties	:	22.000% on oil and gas
	:	22.000% on other minerals
Additional Consideration	:	None

No Bids Tract 44199

No Bids Tract 44200

No Bids Tract 44201

No Bids Tract 44202

No Bids Tract 44203

No Bids Tract 44204

No Bids Tract 44205

STATE MINERAL AND ENERGY BOARD
 Opening of Sealed Bids Minutes
 January 14, 2015

No Bids Tract 44206
 No Bids Tract 44207
 No Bids Tract 44208
 No Bids Tract 44209

STATE AGENCY TRACTS

Tract 44210
 Bidder : Beta Land Services, L.L.C.
 Primary Term : Three (3) years
 Cash Payment : \$554.61
 Annual Rental : \$277.31
 Royalties : 25.000% on oil and gas
 : 25.000% on other minerals
 Additional Consideration : None

Tract 44211
 Bidder : Beta Land Services, L.L.C.
 Primary Term : Three (3) years
 Cash Payment : \$24.86
 Annual Rental : \$12.43
 Royalties : 25.000% on oil and gas
 : 25.000% on other minerals
 Additional Consideration : None

Tract 44212
 (Portion – 19.850 acres)
 Bidder : Pennington Oil & Gas
 : Interests L.L.C.
 Primary Term : Three (3) years
 Cash Payment : \$10,917.50
 Annual Rental : \$5,458.75
 Royalties : 37.000% on oil and gas
 : 37.000% on other minerals
 Additional Consideration : None

GEOPHYSICAL TRACTS

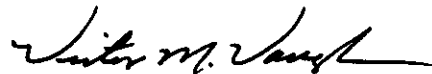
	Tract 44213	
Bidder	:	Catapult Exploration, LLC
EGA Type	:	Type II
Initial Term	:	Eighteen (18) Months
Seismic Fee	:	\$820,281.00
Additional Fee	:	½ the Seismic Fee
Additional Consideration	:	None

	Tract 44214	
Bidder	:	Catapult Exploration, LLC
EGA Type	:	Type II
Initial Term	:	Eighteen (18) Months
Seismic Fee	:	\$395,670.00
Additional Fee	:	½ the Seismic Fee
Additional Consideration	:	None

This concluded the reading of the bids.

There being no further business, the meeting was concluded at 9:22 a.m.

Respectfully submitted,



Victor M. Vaughn
Executive Officer
State Mineral and Energy Board

MIAMI CORPORATION
228 ST. CHARLES AVENUE
SUITE 802
NEW ORLEANS, LOUISIANA 70130-2658

TELEPHONE (504) 581-3850
FAX (504) 581-3855

DEPT OF NATURAL RESOURCES
OFFICE OF MINERAL RESOURCES
STATE MINERAL BOARD
2015 JAN -5 PM 1:13

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

December 31, 2014

Department of Natural Resources
Office of Mineral Resources
State Mineral Board
Post Office Box 2827
Baton Rouge, Louisiana 70821-2827

Re: Tract Nos. 44162, 44163, 44164, 44172 and 44173
St. Mary Parish, Louisiana
January 14, 2015 State Lease Sale

Gentlemen:

It has come to our attention that Tract Nos. 44162, 44163, 44164, 44172 and 44173 are being advertised for lease at the upcoming January 14, 2015 State lease sale.

Without waiver of any rights, Miami Corporation represents that it is the owner of parts of the land located within those Tracts. We therefore protest the advertising of any such Miami Corporation interests within those Tracts.

Accordingly, we hereby request that the subject Tracts be withdrawn from the January 14, 2015 lease sale. In the event that you do not withdraw these Tracts, please advise any prospective bidder of the protest by furnishing a copy of this letter. Please inform the prospective bidder that Miami Corporation fully intends to take all action necessary to protect its interests in the premises.

Very truly yours,

MIAMI CORPORATION



Gordon L. Wogan
Senior Vice President

MIAMI CORPORATION

228 ST CHARLES AVENUE

SUITE 802

NEW ORLEANS, LOUISIANA 70130-2656

PLACE STICKER AT TOP OF ENVELOPE TO THE RIGHT
OF THE RETURN ADDRESS. FOLD AT DOTTED LINE

CERTIFIED MAIL™

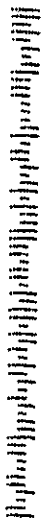


7013 2250 0001 5217 0354



1-2
Department of Natural Resources
Office of Mineral Resources
State Mineral Board
Post Office Box 2827
Baton Rouge, Louisiana 70821-2827

70821282727





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 14, 2015 at 9:35 a.m. with the following members of the Board in attendance: Mr. Thomas L. Arnold, Jr., Mr. Stephen Chustz, Mr. Theodore M. "Ted" Haik, Jr., Mr. Robert "Michael" Morton, Mr. Thomas W. Sanders, and Mr. Darryl D. Smith.

I. Geological and Engineering Staff Review

According to the SONRIS database, there are 1,738 active State Leases containing approximately 730,000 acres. Since the last Lease Review Committee meeting, the Geological and Engineering Division has reviewed 138 leases covering approximately 45,000 acres for lease maintenance and development issues.

II. Committee Review

1. A staff report on State Lease 724, Four Isle Dome Field, Terrebonne Parish. Hilcorp Energy I, L.P. is the operator. The recommendation was to accept Hilcorp's status report and Hilcorp be granted until December 9, 2015 to submit a plan of development including the drilling of a new well on or affecting State Lease 724 or submit a release that is acceptable to the staff.
2. A staff report on State Leases 1450, 1451, 1480, and 14589, Lake Raccourci Field, Jefferson and Lafourche Parishes. ExxonMobil Corporation is the lessee. The recommendation was to accept ExxonMobil's report and ExxonMobil be granted until March 11, 2015 to report on the status of their review.

III. Force Majeure Report

Talos Energy Offshore LLC requests recognition of a force majeure event due to the loss of the oil sales line servicing the Talos Main Pass Block 74 production facility.

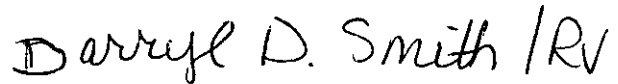
Force Majeure Report Summary - Updated January 1, 2015

Company Name	Lease Numbers
Leases Off Production Due to Non-Storm Related Force Majeure Events	
Energy Properties Inc.	725 (March'2015)
Talos Energy Offshore LLC	6706, 6894

On motion by Mr. Arnold, seconded by Mr. Sanders, the Committee moved to accept and approve all items and recommendations by the staff.

On motion by Mr. Arnold, seconded by Mr. Segura, the Committee moved to adjourn the January 14, 2015 meeting at 9:45 a.m.

Respectfully submitted,

Handwritten signature of Darryl D. Smith /RV in black ink.

Darryl D. Smith, Chairman
Lease Review Committee
Louisiana State Mineral and Energy Board

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

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

#15-01-001
(LEASE REVIEW COMMITTEE)

On Motion of Mr. Arnold, seconded by Mr. Sanders, the following resolution was offered and adopted:

WHEREAS, pursuant to Louisiana Revised Statute 30:129, the State Mineral and Energy Board (herein “the Board”) is the body designated to award and administer mineral leases on lands and water bottoms belonging to the State or the title to which is in the public trust;

WHEREAS, Talos Energy Offshore, L.L.C. (herein “Talos”) requests that the Board recognize that a force majeure condition exists for State Lease Nos. 6706 and 6894 in Plaquemines Parish, Louisiana, due to the loss of the use of the oil sales pipeline that services the Talos operated Main Pass Block 74 production facility beginning November 18, 2014;

WHEREAS, State Lease Nos. 6706 and 6894 are being amended to include a “Force Majeure” provision which allows the Operator to maintain the lease by making semi-annual shut-in oil well payments and includes the 2005 force majeure language;

WHEREAS, Steve H. Champagne, Operations Manager for Talos Energy Offshore, L.L.C. submitted a notarized affidavit on behalf of Talos, which stated that the activities and/or fortuitous events which caused the force majeure was beyond the control, not the cause, and/or due to said company and/or business entity’s negligence or intentional commission or omission;

WHEREAS, Mr. Champagne’s affidavit also stated that said company and/or business entity did not fail to take reasonable and timely, foreseeable preventive measures which could have mitigated or negated the effect of said activities and/or fortuitous events;

NOW THEREFORE BE IT RESOLVED that the Louisiana State Mineral and Energy Board, in consideration of the facts stated herein, by these present, does hereby recognize and acknowledge the force majeure event beginning November 18, 2014 until such time as Talos Energy Offshore, L.L.C. restores oil sales at the Talos operated Main Pass Block 74 production facility affecting State Lease Nos. 6706 and 6894 or the April 8, 2015 meeting whichever occurs earlier. The Board requires that Talos Energy Offshore, L.L.C. submit to the staff monthly updates due no later than the first (1st) of each month. Furthermore, the Board requires that Talos Energy Offshore, L.L.C. in a due diligent manner, mitigate, or negate the effect of future events and make timely notification of any future events to the Mineral and Energy Board’s staff of said activities which cause the force majeure.

CERTIFICATE

I hereby certify that the above is true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board in the City of Baton Rouge, Louisiana, on the 14th day of January, 2015, 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



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

NOMINATION AND TRACT COMMITTEE REPORT

The Nomination and Tract Committee, convened at **9:44 a.m.** on Wednesday, **January 14, 2015** with the following members of the Board in attendance:

Mr. Stephen Chustz Mr. Thomas L. Arnold, Jr. Mr. Darryl D. Smith
Mr. Theodore M. Haik, Jr. Mr. W. Paul Segura, Jr. Mr. Thomas W. Sanders

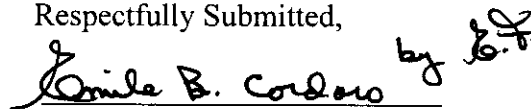
Mr. Robert M. Morton

The Committee heard the report of Mr. Emile Fontenot, relative to nominations received for the March 11, 2015 Mineral Lease Sale and other matters. Based upon the staff's recommendation, on motion of **Mr. Segura**, 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.

A letter of protest from Miami Corporation dated December 31, 2014 pertaining to Tract Nos. 44162, 44163, 44164, 44172 and 44173, situated in St. Mary Parish, Louisiana.

The Committee, on the motion of Mr. **Chustz**, seconded by **Mr. Sanders**, voted to adjourn at **9:47 a.m.**

Respectfully Submitted,

Handwritten signature of Emile B. Cordaro in black ink, with a small flourish to the right.

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. Segura*, seconded by, *Mr. Sanders*, the following Resolution was offered and adopted:

WHEREAS, Mr. Emile Fontenot presented to the State Mineral and Energy Board that 25 tracts had been nominated for the March 11, 2015 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.

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 14th day of January 2015, 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



STEPHEN CHUSTZ
SECRETARY

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

AUDIT COMMITTEE REPORT

The regular meeting of the Audit Committee of the State Mineral and Energy Board was held on Wednesday, January 14, 2015, immediately following the Nomination and Tract Committee Meeting, in the LaBelle Room, First Floor, LaSalle Building, located at 617 North Third Street, Baton Rouge, Louisiana. Committee Members present were:

Thomas L. Arnold, Jr.
Stephen Chustz

Theodore M. "Ted" Haik, Jr.
Robert "Michael" Morton


Thomas W. Sanders
W. Paul Segura, Jr.
Darryl D. Smith

Mr. Thomas L. Arnold, Jr. convened the Committee at 9:48 a.m.

The first matter considered by the Committee was the election of the January 2015 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. Chustz, seconded by Mr. Sanders, the Board voted unanimously to adjourn the Audit Committee at 9:52 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.

BOBBY JINDAL
GOVERNOR



STEPHEN CHUSTZ
SECRETARY

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

LEGAL AND TITLE CONTROVERSY COMMITTEE REPORT

The regular meeting of the Legal and Title Controversy Committee of the State Mineral and Energy Board was held on January 14, 2015, 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:

Secretary Stephen Chustz
Mr. W. Paul Segura, Jr.
Mr. Darryl David Smith
Mr. Emile B. Cordaro

Mr. Thomas W. Sanders
Mr. Theodore M. "Ted" Haik, Jr.
Mr. Thomas L. Arnold, Jr.
Mr. Robert "Michael" Morton

The Legal and Title Controversy Committee was called to order by Mr. Sanders at 9:51 a.m.

The first matter considered by the Committee was a request for final approval of a Lease Amendment by and between the State of Louisiana, through the State Mineral and Energy Board, Talos Energy Offshore LLC, Energy XXI GOM, LLC and ExxonMobil Corporation, whereas said parties desire to amend said lease to include a Force Majeure Provision and other required clauses, affecting State Lease No. 6894, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument, on the Docket as Item No. 15-02.

Upon motion of Mr. Segura, seconded by Mr. Arnold, and by unanimous vote of the Committee and Board, the State Mineral and Energy Board granted final approval of the Lease Amendment by and between the State of Louisiana, through the State Mineral and Energy Board, Talos Energy Offshore LLC, Energy XXI GOM, LLC and ExxonMobil Corporation, on the Docket as Item No. 15-02. No comments were made by the public.

The second matter considered by the Committee was a request for final approval of a Lease Amendment by and between the State of Louisiana, through the State Mineral and Energy Board, Talos Energy Offshore LLC and ExxonMobil Corporation, whereas said parties desire to amend said lease to include a Force Majeure Provision and other required clauses, affecting State Lease No. 6706, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument, on the Docket as Item No. 15-03.

Upon motion of Mr. Arnold, seconded by Mr. Morton, and by unanimous vote of the Committee and Board, the State Mineral and Energy Board granted final approval of the Lease Amendment by and between the State of Louisiana, through the State Mineral and Energy Board, Talos Energy Offshore LLC and ExxonMobil Corporation, on the Docket as Item No. 15-03. No comments were made by the public.

The third matter being considered by the Committee was a request for final approval of a Lease Amendment by and between the Louisiana State Mineral and Energy Board and Wilcox Energy Company, whereas said parties desire to amend said State Lease No. 21415, affecting school indemnity lands, to exclude the following paragraph which was inadvertently advertised and added to the lease upon execution..."Lessor acknowledges that the ownership is 94.68% to Concordia Parish and 5.32% to Avoyelles Parish and Lessee is authorized and directed to pay any and all rentals and royalties which may accrue under the terms of this lease to said School Boards separately and respectively in the following proportions: Concordia Parish School Board- 94.68% and Avoyelles Parish School Board- 5.32%", affecting State Lease No. 21415, Avoyelles and Concordia Parishes, Louisiana, with further particulars being stipulated in the instrument, on the Docket as Item No. 15-04.

Upon motion of Mr. Segura, seconded by Mr. Morton, and by unanimous vote of the Committee and Board, the State Mineral and Energy Board granted final approval of the Lease Amendment by and between the Louisiana State Mineral and Energy Board and Wilcox Energy Company, on the Docket as Item No. 15-04. No comments were made by the public.

The fourth matter being considered by the Committee was a request by Staff for a ninety (90) day extension of the previously granted authority to negotiate with Red Wolf Operating, LLC and BMR Oil & Gas, Inc. for an Operating Agreement affecting State owned water bottoms located within the HOSS RA SUM, Logansport Field, DeSoto Parish, LA. Staff requests that it be allowed to continue negotiations and to remove the acreage from commerce making it unavailable for leasing until April 9, 2015 or until the operating agreement is completed and approved by the Mineral and Energy Board, whichever occurs first.

Upon motion of Mr. Arnold, seconded by Mr. Morton, and by unanimous vote of the Committee and Board, the State Mineral and Energy Board granted Staff a ninety (90) day extension of the previously granted authority to continue negotiations with Red Wolf Operating, LLC and BMR Oil & Gas, Inc. and to remove the acreage from commerce, making it unavailable for leasing until April 9, 2015 or until the Operating Agreement is completed and approved by the Mineral and Energy Board, whichever occurs first. No comments were made by the public.

The fifth matter being considered by the Committee was a request by Hilcorp Energy Company for the following:

- (a) That the Board grant an exception to its policy by permitting Hilcorp to request an extension of the primary term on State Lease No. 20896 despite Hilcorp's failure to timely make this request in accordance with existing Board policy; and
- (b) That State Lease No. 20896 be amended to add a provision granting an immediate increase of one-half (1/2 %) percent in royalty to twenty-three and one-half (23.5 %) percent to be paid the State on any production from this lease, and further stating that if the well does not begin drilling (turning to the right) within the primary term (by March 14, 2015), Hilcorp will pay the State, prior to the end of

the primary term, the sum of \$60,205.00 for an additional six (6) months added to the primary term to begin drilling a well; and

- (c) That further amendment to State Lease No. 20896 be made to add a provision stating that if a well does not begin drilling within the authorized six (6) month extension to the primary term, prior to the end of this six (6) month extension on September 14, 2015, Hilcorp has the option of paying the State the additional sum of \$60,205.00 to extend the primary term for an additional six (6) months through August 14, 2016;

Upon motion of Mr. Arnold, seconded by Mr. Morton, and upon further motion of Mr. Arnold, seconded by Mr. Haik, and by unanimous vote of the Committee and Board, the State Mineral and Energy Board granted the following:

- (a) That an exception to the Board's policy be granted to permit Hilcorp to request an extension of the primary term on State Lease No. 20896;
- (b) That State Lease No. 20896 be amended to add a provision for an immediate increase of one-half (1/2%) percent in royalty to twenty-three and one-half (23.5%) percent to be paid the State on any production from this lease, and further stating that if the well does not begin drilling (turning to the right) within the primary term (by March 14, 2015), Hilcorp will pay the State, prior to the end of the primary term, the sum of \$60,205.00 for an additional six (6) months added to the primary term to begin drilling a well; and
- (c) That State Lease No. 20896 be further amended to add a provision stating that if a well does not begin drilling within the authorized six (6) month extension to the primary term, prior to the end of the six (6) month extension on September 14, 2015, Hilcorp has the option of paying the State the additional sum of \$60,205.00 to extend the primary term for an additional six (6) months through August 14, 2016.

No comments were made by the public.

The sixth matter being considered by the Committee was a request by PetroQuest Energy, LLC, through Thomas G. Smart, attorney with the Onebane Law Firm, dated January 12, 2015, for authority from the State Mineral and Energy Board, to escrow funds related to title disputed acreage in the CRIS R RA SUA-Unit Order No. 741-D, Sections 17 and 20, T14S, R5E, Bayou Hebert Field, Vermilion Parish, Louisiana. The request for authorization is for one hundred and eighty (180) days.

Upon motion of Mr. Arnold, seconded by Mr. Segura, and by unanimous vote of the Committee and Board, the State Mineral and Energy Board granted PetroQuest Energy, LLC's request for authority to escrow funds in regard to State Lease No. 20181 for royalties attributable to production from the aforementioned disputed area, one hundred and eighty (180) days from the date of the Board authorization. Except for the term of the authority to escrow, said authority

is granted subject to the current Board requirements for escrow reporting, and the funds are to be deposited in an interest bearing account in a financial institution having a presence in Louisiana. No comments were made by the public.

Upon motion of Mr. Arnold, seconded by Mr. Morton, the Committee voted unanimously to go into Executive Session at 10:19 a.m.

Upon motion of Mr. Arnold, seconded by Mr. Segura, the Committee voted unanimously to return to Open Session at 10:59 a.m.

The seventh matter being considered by the Committee was a discussion in Executive Session regarding the suit entitled: Vintage Petroleum, Inc. v. State of Louisiana, Docket No. 48-788, 25th Judicial District Court, Plaquemines Parish.

Upon motion of Mr. Arnold, seconded by Mr. Segura, and by unanimous vote of the Committee and Board, the State Mineral and Energy Board granted authority to the Attorney General's Office to negotiate this matter as per the terms discussed in Executive Session. No comments were made by the public.

The eighth matter being considered by the Committee was a discussion in Executive Session regarding the suit entitled: Martin-Marks Operating Co. v. State of Louisiana, Docket No. 53-002, 25th Judicial District Court, Plaquemines Parish.

Upon motion of Mr. Arnold, seconded by Mr. Segura, and by unanimous vote of the Committee and Board, the State Mineral and Energy Board granted authority to the Attorney General's Office to negotiate this matter as per the terms discussed in Executive Session. No comments were made by the public.

The ninth matter being considered by the Committee was a discussion in Executive Session regarding the suit entitled: Jefferson Parish School Board and Lafourche Parish School Board v. Marlin Coastal, L.L.C., JGC Energy Development USA, Inc., The Louisiana Land and Development Company, L.L.C. (Maryland), and the State of Louisiana through the State Mineral and Energy Board, Docket No. 744893, 24th Judicial District Court, Jefferson Parish

This matter was a discussion, and no Board action was taken in this regard.

The tenth matter being considered by the Committee was a discussion in Executive Session regarding the suit entitled: Hall Ponderosa v. State of Louisiana, Docket No. 35585, 39th Judicial District Court, Red River Parish.

Upon motion of Mr. Segura, seconded by Mr. Arnold, and by unanimous vote of the Committee and Board, the State Mineral and Energy Board revoked the Attorney General's authority to negotiate settlement of this matter. No comments were made by the public.

The eleventh matter being considered by the Committee was a discussion in Executive Session regarding the suit entitled: Clayton Williams Energy, Inc. v. Plaquemines Parish

Government and the State of Louisiana, Docket No. 60073, 25th Judicial District Court, Plaquemines Parish.

Upon motion of Mr. Segura, seconded by Mr. Brouillette, and by unanimous vote of the Committee and Board, the State Mineral and Energy Board granted authority to the Attorney General's Office to negotiate this matter as per the terms discussed in Executive Session. No comments were made by the public.

The twelfth matter being considered by the Committee was a discussion in Executive Session regarding the suit entitled: Imperial Petroleum, Inc. & Hillside Oil & Gas, L.L.C. v. State Mineral Board and Plaquemines Parish Government, Docket No. 56-605, 25th Judicial District Court, Plaquemines Parish.

Upon motion of Mr. Arnold, seconded by Mr. Segura, and by unanimous vote of the Committee and Board, the State Mineral and Energy Board granted authority to the Attorney General's Office to negotiate this matter as per the terms discussed in Executive Session. No comments were made by the public.

Upon motion of Mr. Arnold, seconded by Mr. Segura, the Legal and Title Controversy Committee meeting adjourned at 11:02 a.m.



Mr. Thomas W. Sanders.

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

Resolution #15-01-003

(LEGAL AND TITLE CONTROVERSY COMMITTEE)

WHEREAS, a request was made for final approval of a Lease Amendment by and between the State of Louisiana, through the State Mineral and Energy Board, Talos Energy Offshore LLC, Energy XXI GOM, LLC and ExxonMobil Corporation, whereas said parties desire to amend said lease to include a Force Majeure Provision and other required clauses, affecting State Lease No. 6894, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument, on the Docket as Item No. 15-02;

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

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

That the State Mineral and Energy Board grant final approval of the Lease Amendment by and between the State of Louisiana, through the State Mineral and Energy Board, Talos Energy Offshore LLC, Energy XXI GOM, LLC and ExxonMobil Corporation, on the Docket as Item No. 15-02;

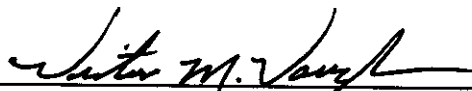
WHEREAS, after discussion and careful consideration of the foregoing request and the recommendation of the Legal and Title Controversy Committee;

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

NOW, BE IT THEREFORE RESOLVED that the State Mineral and Energy Board does hereby grant final approval of the Lease Amendment by and between the State of Louisiana, through the State Mineral and Energy Board, Talos Energy Offshore LLC, Energy XXI GOM, LLC and ExxonMobil Corporation, on the Docket as Item No. 15-02

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 14th day of January, 2015, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.



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

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #15-01-004

(LEGAL AND TITLE CONTROVERSY COMMITTEE)

WHEREAS, a request was made for final approval of a Lease Amendment by and between the State of Louisiana, through the State Mineral and Energy Board, Talos Energy Offshore LLC and ExxonMobil Corporation, whereas said parties desire to amend said lease to include a Force Majeure Provision and other required clauses, affecting State Lease No. 6706, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument, on the Docket as Item No. 15-03;

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

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

That the State Mineral and Energy Board grant final approval of the Lease Amendment by and between the State of Louisiana, through the State Mineral and Energy Board, Talos Energy Offshore LLC and ExxonMobil Corporation, on the Docket as Item No. 15-03;

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

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

NOW, BE IT THEREFORE RESOLVED that the State Mineral and Energy Board does hereby grant final approval of the Lease Amendment by and between the State of Louisiana, through the State Mineral and Energy Board, Talos Energy Offshore LLC and ExxonMobil Corporation, on the Docket as Item No. 15-03.

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 14th day of January, 2015, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.



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

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #15-01-005

(LEGAL AND TITLE CONTROVERSY COMMITTEE)

WHEREAS, a request was made for final approval of a Lease Amendment by and between the Louisiana State Mineral and Energy Board and Wilcox Energy Company, whereas said parties desire to amend said State Lease No. 21415, affecting school indemnity lands, to exclude the following paragraph which was inadvertently advertised and added to the lease upon execution..."Lessor acknowledges that the ownership is 94.68% to Concordia Parish and 5.32% to Avoyelles Parish and Lessee is authorized and directed to pay any and all rentals and royalties which may accrue under the terms of this lease to said School Boards separately and respectively in the following proportions: Concordia Parish School Board- 94.68% and Avoyelles Parish School Board- 5.32%", affecting State Lease No. 21415, Avoyelles and Concordia Parishes, Louisiana, with further particulars being stipulated in the instrument, on the Docket as Item No. 15-04;

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

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

That the State Mineral and Energy Board grant final approval of the Lease Amendment by and between the Louisiana State Mineral and Energy Board and Wilcox Energy Company, on the Docket as Item No. 15-04;

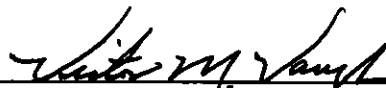
WHEREAS, after discussion and careful consideration of the foregoing request and the recommendation of the Legal and Title Controversy Committee;

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

NOW, BE IT THEREFORE RESOLVED that the State Mineral and Energy Board does hereby grant final approval of the Lease Amendment by and between the Louisiana State Mineral and Energy Board and Wilcox Energy Company, on the Docket as Item No. 15-04.

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 14th day of January, 2015, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.



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

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #15-01-006

(LEGAL AND TITLE CONTROVERSY COMMITTEE)

WHEREAS, a request was made by Staff for a ninety (90) day extension of the previously granted authority to negotiate with Red Wolf Operating, LLC and BMR Oil & Gas, Inc. for an Operating Agreement affecting State owned water bottoms located within the HOSS RA SUM, Logansport Field, DeSoto Parish, LA. Staff requests that it be allowed to continue negotiations and to remove the acreage from commerce making it unavailable for leasing until April 9, 2015 or until the operating agreement is confected and approved by the Mineral and Energy Board, whichever occurs first;

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

That the State Mineral and Energy Board grant Staff a ninety (90) day extension of the previously granted authority to continue negotiations with Red Wolf Operating, LLC and BMR Oil & Gas, Inc. and to remove the acreage from commerce, making it unavailable for leasing until April 9, 2015 or until the Operating Agreement is confected and approved by the Mineral and Energy Board, whichever occurs first;

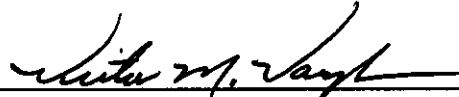
WHEREAS, after discussion and careful consideration of the foregoing request and the recommendation of the Legal and Title Controversy Committee;

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

NOW, BE IT THEREFORE RESOLVED that the State Mineral and Energy Board does hereby grant Staff a ninety (90) day extension of the previously granted authority to continue negotiations with Red Wolf Operating, LLC and BMR Oil & Gas, Inc. and to remove the acreage from commerce, making it unavailable for leasing until April 9, 2015 or until the Operating Agreement is confected and approved by the Mineral and Energy Board, whichever occurs first.

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 14th day of January, 2015, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.



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

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #15-01-007 (LEGAL AND TITLE CONTROVERSY COMMITTEE)

WHEREAS, a request was made by Hilcorp Energy Company for the following:

- (a) That the Board grant an exception to its policy by permitting Hilcorp to request an extension of the primary term on State Lease No. 20896 despite Hilcorp's failure to timely make this request in accordance with existing Board policy; and
- (b) That State Lease No. 20896 be amended to add a provision granting an immediate increase of one-half (1/2 %) percent in royalty to twenty-three and one-half (23.5 %) percent to be paid the State on any production from this lease, and further stating that if the well does not begin drilling (turning to the right) within the primary term (by March 14, 2015), Hilcorp will pay the State, prior to the end of the primary term, the sum of \$60,205.00 for an additional six (6) months added to the primary term to begin drilling a well; and
- (c) That further amendment to State Lease No. 20896 be made to add a provision stating that if a well does not begin drilling within the authorized six (6) month extension to the primary term, prior to the end of this six (6) month extension on September 14, 2015, Hilcorp has the option of paying the State the additional sum of \$60,205.00 to extend the primary term for an additional six (6) months through August 14, 2016;

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

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

- (a) That an exception to the Board's policy be granted to permit Hilcorp to request an extension of the primary term on State Lease No. 20896;
- (b) That State Lease No. 20896 be amended to add a provision for an immediate increase of one-half (1/2%) percent in royalty to twenty-three and one-half (23.5%) percent to be paid the State on any production from this lease, and further stating that if the well does not begin drilling (turning to the right) within the primary term (by March 14, 2015), Hilcorp will pay the State, prior to the end of the primary term, the sum of \$60,205.00 for an additional six (6) months added to the primary term to begin drilling a well; and

- (c) That State Lease No. 20896 be further amended to add a provision stating that if a well does not begin drilling within the authorized six (6) month extension to the primary term, prior to the end of the six (6) month extension on September 14, 2015, Hilcorp has the option of paying the State the additional sum of \$60,205.00 to extend the primary term for an additional six (6) months through August 14, 2016;

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

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

NOW, BE IT THEREFORE RESOLVED that the State Mineral and Energy Board does hereby grant the following:

- (a) That an exception to the Board's policy be granted to permit Hilcorp to request an extension of the primary term on State Lease No. 20896;
- (b) That State Lease No. 20896 be amended to add a provision for an immediate increase of one-half (1/2%) percent in royalty to twenty-three and one-half (23.5%) percent to be paid the State on any production from this lease, and further stating that if the well does not begin drilling (turning to the right) within the primary term (by March 14, 2015), Hilcorp will pay the State, prior to the end of the primary term, the sum of \$60,205.00 for an additional six (6) months added to the primary term to begin drilling a well; and
- (c) That State Lease No. 20896 be further amended to add a provision stating that if a well does not begin drilling within the authorized six (6) month extension to the primary term, prior to the end of the six (6) month extension on September 14, 2015, Hilcorp has the option of paying the State the additional sum of \$60,205.00 to extend the primary term for an additional six (6) months through August 14, 2016.

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 14th day of January, 2015, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.



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

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #15-01-008 (LEGAL AND TITLE CONTROVERSY COMMITTEE)

ON MOTION OF Mr. Arnold, duly seconded by Mr. Segura, the following Resolution was adopted by the State Mineral and Energy Board (Board):

WHEREAS, the State of Louisiana has a strong and vital interest in developing its natural resources for the benefit of its citizens; and

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

WHEREAS, on January 12, 2014, **PetroQuest Energy, LLC** (Lessee) notified the Office of Mineral Resources that a *bona fide* dispute exists because of an adverse claim by an individual or entity not a party to the lease agreement regarding the ownership or title to all or a portion of the premises under lease by the State of Louisiana within the CRIS R RA SUA-Unit Order No. 741-D, Sections 17 and 20, T14S, R5E, Bayou Hebert Field in Vermilion Parish affecting State Lease No. 20181 (State Lease), and requested authorization to deposit the royalty payments due on the production attributable to the disputed acreage into an escrow account in lieu of directly making royalty payments to the Office of Mineral Resources as required by the State Lease; and

WHEREAS, it is advantageous to the State for the Board to authorize the creation and maintenance of an escrow account for a fixed duration of time, as an alternative to litigation, during which the adverse claim will be evaluated by the interested parties and an effort made to negotiate an amicable resolution of the title dispute.

NOW THEREFORE, BE IT RESOLVED:

- I. a) The Board does hereby authorize Lessee to suspend the direct payment of royalties to the Office of Mineral Resources and, in accordance with the royalty payment terms of the State Lease, deposit these royalty payments attributable to the disputed acreage into a separate, interest-bearing escrow account at a FDIC insured financial institution having a presence in the State of Louisiana; and
- b) The escrow authorization granted hereby is for a fixed term of one hundred and eighty (180) calendar days, commencing from the effective date of this Resolution; and
- c) The payment of royalties into the escrow account, as provided in Section I(a) hereof, shall be accepted by the Board as the royalty payments due as required by the State Lease, and Lessee shall not be held in default of payment of its royalty obligation owed the State of Louisiana as long as deposits are timely and properly made into the escrow account as required by this Resolution; and
- d) The Board reserves the right to audit the royalty payments deposited into the escrow account and further reserves all audit rights authorized by the State Lease; and
- e) This Resolution shall become effective immediately upon adoption.

BE IT FURTHER RESOLVED:

- II. a) Within fifteen (15) calendar days of adoption of this Resolution, Lessee shall open and maintain a separate, interest-bearing escrow account at a FDIC insured financial institution having a presence in the State of Louisiana, and provide satisfactory documentary proof of having done so to the Office of Mineral Resources; and

- b) Throughout the authorized escrow period, Lessee shall continue to timely provide fully completed SR-9 Reports (and any other requested documents) to the Office of Mineral Resources; and
- c) Throughout the authorized escrow period, Lessee shall timely deposit the properly calculated and reported royalty payments attributable to the disputed acreage into the escrow account; and
- d) Throughout the authorized escrow period, Lessee shall provide documentation (copies of deposited checks or monthly bank statements) of the timely deposit of royalty payments into the escrow account; and
- e) Throughout the authorized escrow period, Lessee shall in good faith cooperate with the Board's efforts to negotiate a royalty sharing agreement or other amicable resolution of the title dispute with the adverse claimant(s); and
- f) If the ownership/title dispute is amicably resolved prior to expiration of the authorized escrow period, the royalty payments on deposit and interest thereon accumulating in the escrow account shall be timely distributed to the Lessor(s)/Owner(s) in accordance with the negotiated resolution; and
- g) If the ownership/title dispute is not amicably resolved prior to expiration of the authorized escrow period, and any extension thereof authorized by the Board, Lessee shall, within fifteen (15) calendar days of expiration, resume direct payments of royalties and transfer all royalty payments, including interest, on deposit in the escrow account to the Office of Mineral Resources, or invoke a concursus proceeding and transfer all royalty payments, including interest, on deposit in the escrow account into the Registry of the Court; and
- h) Lessee shall not transfer nor release any funds, including interest, on deposit in the escrow account authorized by this Resolution, without the knowledge and written authorization of the Office of Mineral Resources; and
- i) All charges and expenses in connection with the creation and maintenance of the escrow account authorized hereby are to be borne by Lessee.

BE IT FURTHER RESOLVED:

- III. a) Failure to timely create the escrow account, failure to timely deposit royalty payments and/or failure to provide the documentation required by this Resolution may result in this Resolution and the escrow authorization granted hereby being rendered null and void *ab initio* by the State Mineral and Energy Board; and
- b) Failure to timely create the escrow account, failure to timely deposit royalty payments and/or failure to provide the documentation required by this Resolution throughout the escrow period shall subject Lessee to the penalties and interest authorized by law and the State Lease; and
- c) Failure to timely invoke a concursus proceeding or resume direct payment of royalties to the Office of Mineral Resources, as required by Section II(g) hereof, shall subject Lessee to the penalties and interest authorized by law and the State Lease.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board in the City of Baton Rouge, Louisiana, on the 14th day of January, 2015, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD
Resolution #15-01-009
(LEGAL AND TITLE CONTROVERSY COMMITTEE)

WHEREAS, a discussion in Executive Session was held regarding the suit entitled: Vintage Petroleum, Inc. v. State of Louisiana, Docket No. 48-788, 25th Judicial District Court, Plaquemines Parish;

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

That the State Mineral and Energy Board grant authority to the Attorney General's Office to negotiate this matter as per the terms discussed in Executive Session;

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

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

NOW, BE IT THEREFORE RESOLVED that the State Mineral and Energy Board does hereby grant authority to the Attorney General's Office to negotiate this matter as per the terms discussed in Executive Session.

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 14th day of January, 2015, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.



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

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

**Resolution #15-01-010
(LEGAL AND TITLE CONTROVERSY COMMITTEE)**

WHEREAS, a discussion in Executive Session was held regarding the suit entitled: Martin-Marks Operating Co. v. State of Louisiana, Docket No. 53-002, 25th Judicial District Court, Plaquemines Parish;

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

That the State Mineral and Energy Board grant authority to the Attorney General's Office to negotiate this matter as per the terms discussed in Executive Session;

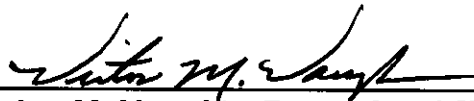
WHEREAS, after discussion and careful consideration of the foregoing request and the recommendation of the Legal and Title Controversy Committee;

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

NOW, BE IT THEREFORE RESOLVED that the State Mineral and Energy Board does hereby grant authority to the Attorney General's Office to negotiate this matter as per the terms discussed in Executive Session.

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 14th day of January, 2015, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.



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

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #15-01-011

(LEGAL AND TITLE CONTROVERSY COMMITTEE)

WHEREAS, a discussion in Executive Session was held regarding the suit entitled: : Hall Ponderosa v. State of Louisiana, Docket No. 35585, 39th Judicial District Court, Red River Parish;

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

That the State Mineral and Energy Board revoke the Attorney General's authority to negotiate settlement of this matter;

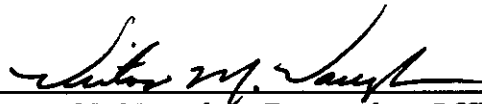
WHEREAS, after discussion and careful consideration of the foregoing request and the recommendation of the Legal and Title Controversy Committee;

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

NOW, BE IT THEREFORE RESOLVED that the State Mineral and Energy Board does hereby revoke the Attorney General's authority to negotiate settlement of this matter.

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 14th day of January, 2015, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.



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

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #15-01-012

(LEGAL AND TITLE CONTROVERSY COMMITTEE)

WHEREAS, a discussion in Executive Session was held regarding the suit entitled: Clayton Williams Energy, Inc. v. Plaquemines Parish Government and the State of Louisiana, Docket No. 60073, 25th Judicial District Court, Plaquemines Parish;

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

That the State Mineral and Energy Board grant authority to the Attorney General's Office to negotiate this matter as per the terms discussed in Executive Session;

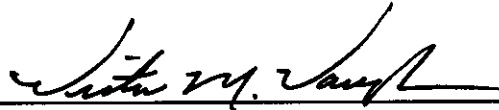
WHEREAS, after discussion and careful consideration of the foregoing request and the recommendation of the Legal and Title Controversy Committee;

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

NOW, BE IT THEREFORE RESOLVED that the State Mineral and Energy Board does hereby grant authority to the Attorney General's Office to negotiate this matter as per the terms discussed in Executive Session.

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 14th day of January, 2015, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.



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

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #15-01-013

(LEGAL AND TITLE CONTROVERSY COMMITTEE)

WHEREAS, a discussion in Executive Session was held regarding the suit entitled: Imperial Petroleum, Inc. & Hillside Oil & Gas, L.L.C. v. State Mineral Board and Plaquemines Parish Government, Docket No. 56-605, 25th Judicial District Court, Plaquemines Parish;

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

That the State Mineral and Energy Board grant authority to the Attorney General's Office to negotiate this matter as per the terms discussed in Executive Session;

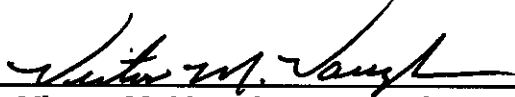
WHEREAS, after discussion and careful consideration of the foregoing request and the recommendation of the Legal and Title Controversy Committee;

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

NOW, BE IT THEREFORE RESOLVED that the State Mineral and Energy Board does hereby grant authority to the Attorney General's Office to negotiate this matter as per the terms discussed in Executive Session.

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 14th day of January, 2015, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.



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



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

DOCKET REVIEW COMMITTEE REPORT

The Docket Review Committee convened at 11:00 a.m. on Wednesday, January 14, 2015. Board Members present were Mr. Stephen Chustz, DNR Secretary, Mr. W. Paul Segura, Jr., Mr. Thomas L. Arnold, Jr., Mr. Emile Cordaro, Mr. Thomas W. Sanders, Mr. Darryl D. Smith, Robert "Michael" Morton and Theodore M. "Ted" Haik, Jr.

The Committee made the following recommendations:

Approve State Agency Leases A and B on pages 1 and 2;

Approve all Assignments on pages 3 through 6: Docket No. 3 on page 4 would be approved subject to the approval of the Governor of Louisiana; No. 5 on page 4 would be deferred at the request of the staff;

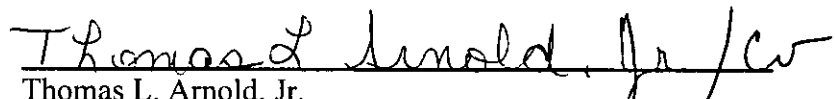
Defer the following item at the request of the staff: Docket Item No. 15-01 on page 7;

Approve the following items upon recommendation of the Legal and Title Controversy Committee: Docket Item Nos. 15-02, 15-03 and 15-04 on pages 7 and 8.

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

There being no further business to come before the committee, upon motion of Mr. Sanders, and seconded by Mr. Smith, the committee voted unanimously to adjourn the meeting at 11:05 a.m.

Respectfully submitted,


Thomas L. Arnold, Jr.
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

DOCKET REVIEW COMMITTEE

#15-01-014

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item A from the January 14, 2015 Meeting be approved, said instrument being an Oil, Gas and Mineral Lease from the Plaquemines Parish Government, dated November 13, 2014, awarded to Oil Land Services, Inc., covering lands located in all of Section 49 and portion of Section 35, Township 20 South, Range 29 East, Bastian Bay Field, Buras Levee District, containing 269.00 acres more or less, Plaquemines Parish, Louisiana, with further contractual obligations being more enumerated in the instrument.

The State of Louisiana, through the State Mineral and Energy Board, asserts and claims title to the beds and bottoms of any navigable waterbed that may be located within the boundaries of the lands leased, and this approval shall not cover or extend to, or be construed as affecting the State's title to such submerged lands, if any. This lease is approved only so far as it covers lands in place, excluding from such approval any and all navigable waterbeds and sovereignty lands located within the tract leased.

BE IT FURTHER RESOLVED that this action is taken only in pursuance of Louisiana Revised Statutes 30:158 and without inquiry into the lessor's title to the leased premises or such rights, if any, that the State of Louisiana may have in the same. It is understood that this approval is solely given in order to comply with the statutory authority aforesaid.

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 sign said lease to reflect the approval of the State Mineral and Energy 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 14th day of January, 2015, 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

DOCKET REVIEW COMMITTEE

#15-01-015

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item B from the January 14, 2015 Meeting be approved, said instrument being an Oil, Gas and Mineral Lease from the Jefferson Parish School Board and the Plaquemines Parish School Board, dated August 6, 2014, awarded to Hilcorp Energy I, L.P., covering lands located in Section 16, Township 17 South, Range 24 East, containing 160 acres, more or less, with further contractual obligations being more enumerated in the instrument.

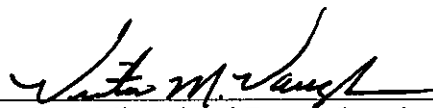
The State of Louisiana, through the State Mineral and Energy Board, asserts and claims title to the beds and bottoms of any navigable waterbed that may be located within the boundaries of the lands leased, and this approval shall not cover or extend to, or be construed as affecting the State's title to such submerged lands, if any. This lease is approved only so far as it covers lands in place, excluding from such approval any and all navigable waterbeds and sovereignty lands located within the tract leased.

BE IT FURTHER RESOLVED that this action is taken only in pursuance of Louisiana Revised Statutes 30:158 and without inquiry into the lessor's title to the leased premises or such rights, if any, that the State of Louisiana may have in the same. It is understood that this approval is solely given in order to comply with the statutory authority aforesaid.

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 sign said lease to reflect the approval of the State Mineral and Energy 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 15th day of January, 2015, 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

DOCKET REVIEW COMMITTEE
#15-01-016

On motion of Mr. Sanders seconded by Mr. Smith, 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 14, 2015 Meeting be approved, said instrument being an Assignment from Patrick L. Donohue Petroleum Properties, Inc. to Hilcorp Energy I, L.P., of all of Assignor's right, title and interest in and to State Lease Nos. 21454 and 21455, Vermilion Parish, Louisiana, with further particulars being stipulated in the instrument.

Hilcorp Energy I, L.P. is designated as the joint account Lessee (contact company) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.

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

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

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

3) That in the event ownership of the basic mineral lease is or becomes vested in two or more lessees responsible to the lessor for compliance with indivisible obligations to maintain the lease, then said lessees shall designate in writing to the State Mineral and Energy Board the lessee representing the joint account of all lessees, who shall be accountable to the Board for discharge of indivisible obligations under the lease for all lessees or for release in lieu of compliance therewith, provided that in the event of failure of said lessees to comply with such condition, then the Board may withhold approval of and thereby deny validity to any pending or future assignment or transfer of an interest in the lease, and, provided further, that if any lessee should agree to release the lease or any segregated portion thereof in lieu of complying with an indivisible lease obligation to maintain the lease and no other lessee desires to assume and undertake the indivisible obligation, then all lessees agree to join in a release or to otherwise execute a similar release of their rights to lessor, relegating any 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 14th day of January, 2015, 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

DOCKET REVIEW COMMITTEE
#15-01-017

On motion of Mr. Sanders seconded by Mr. Smith, 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 14, 2015 Meeting be approved, said instrument being an Assignment from RIOMAX, LTD., Wiltron Corporation and Lamb Interests, LLC to Wadi Petroleum, Inc., of all of Assignor's right, title and interest in and to State Lease No. 20361, Cameron Parish, Louisiana, with further particulars being stipulated in the instrument

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

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

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

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

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

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

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

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

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 14th day of January, 2015, 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

DOCKET REVIEW COMMITTEE
#15-01-018

On motion of Mr. Sanders seconded by Mr. Smith, 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 14, 2015 Meeting be approved subject to the approval of the Governor of Louisiana, said instrument being a Change of Name whereby Natural Gas Partners Assets, LLC is changing its name to M21K, LLC, affecting State Lease No. 340, Iberia, St. Mary 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.

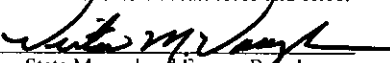
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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

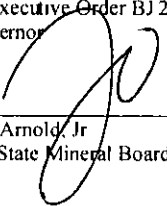
BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument

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 14th day of January, 2015, 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 
Thomas L. Arnold, Jr.
Chairman, State Mineral Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

DOCKET REVIEW COMMITTEE
#15-01-019

On motion of Mr. Sanders seconded by Mr. Smith, 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 14, 2015 Meeting be approved, said instrument being an Assignment from SWEPI, LP to Vine Oil & Gas LP, of all of Assignor's right, title and interest in and to State Lease Nos 19124, 19125, 19576, 19693, 19694, 19833, 19836, 19839, 20403, 20404, 20424, 20516 and 20757, DeSoto, Red River and Sabine Parishes, Louisiana, with further particulars being stipulated in the instrument

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

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

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

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

3) That in the event ownership of the basic mineral lease is or becomes vested in two or more lessees responsible to the lessor for compliance with indivisible obligations to maintain the lease, then said lessees shall designate in writing to the State Mineral and Energy Board the lessee representing the joint account of all lessees, who shall be accountable to the Board for discharge of indivisible obligations under the lease for all lessees or for release in lieu of compliance therewith, provided that in the event of failure of said lessees to comply with such condition, then the Board may withhold approval of and thereby deny validity to any pending or future assignment or transfer of an interest in the lease, and, provided further, that if any lessee should agree to release the lease or any segregated portion thereof in lieu of complying with an indivisible lease obligation to maintain the lease and no other lessee desires to assume and undertake the indivisible obligation, then all lessees agree to join in a release or to otherwise execute a similar release of their rights to lessor, relegating any 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 14th day of January, 2015, 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

DOCKET REVIEW COMMITTEE

#15-01-020

On motion of Mr. Sanders, seconded by Mr. Smith, 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 14, 2015, Meeting be deferred at the request of the staff, said instrument an Assignment from K-Exploration Co., of all of Assignor's right, title and interest to the following in the proportions set out below:

Lavaca River Operating Company, L.L.C.	33.33%
Salute Resources, LLC	33.33%
Nouveau Depart, LLC	33.34%

in and to State Lease No. 21187, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument.

Nouveau Depart, LLC is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy 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 14th day of January, 2015, 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

DOCKET REVIEW COMMITTEE
#15-01-021

On motion of Mr. Sanders seconded by Mr. Smith, 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 14, 2015 Meeting be approved, said instrument being an Assignment from Castex Energy Partners, LP to Apache Corporation, of all of Assignor's right, title and interest in and to State Lease No. 19531, Lafourche Parish, Louisiana, with further particulars being stipulated in the instrument

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

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

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

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

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

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

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

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

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 14th day of January, 2015, 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

DOCKET REVIEW COMMITTEE

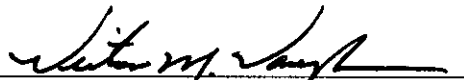
#15-01-022

On motion of Mr. Sanders, seconded by Mr. Smith, 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 14, 2015, Meeting be approved, said instrument a Correction of Resolution No. 2 from the November 12, 2014 Meeting, being an Assignment from Chesapeake Louisiana L.P. and PXP Louisiana L.L.C. to SWEPI LP and Encana Oil and Gas (USA) Inc., whereas State Lease No. 19693 was omitted from said resolution and is hereby being added, affecting State Lease Nos. 19693 and 19694, Red River Parish, Louisiana.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 14th day of January, 2015, 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

DOCKET REVIEW COMMITTEE
#15-01-023

On motion of Mr. Sanders seconded by Mr. Smith, 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 14, 2015 Meeting be approved, said instrument being an Assignment from Walter Oil & Gas Corporation (7.5625%), CL&F Resources, LP (7.5625%), HOGG-HF-10 Energy, LLC (1.8750%), Sunbelt Energy Properties-Bully Camp, LLC (1.0000%) to Houston Energy, L.P., an undivided 25% of 8/8ths interest in and to State Lease No. 20458, Lafourche Parish, Louisiana, with further particulars being stipulated in the instrument

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

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

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

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

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

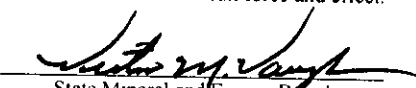
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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 14th day of January, 2015, 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

DOCKET REVIEW COMMITTEE


#15-01-024

On motion of Mr. Sanders, seconded by Mr. Smith, 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 14, 2015, Meeting be approved, said instrument a Correction of Resolution No. 23 from the June 11, 2014 Meeting, being an Assignment from RHS Enterprises, LLC to Walter Oil & Gas Corporation, whereas State Lease No. 20891 was omitted from said resolution and is hereby being added, affecting State Lease Nos. 1212 and 20891, Plaquemines Parish, Louisiana.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 14th day of January, 2015, 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

DOCKET REVIEW COMMITTEE
#15-01-025

On motion of Mr. Sanders seconded by Mr. Smith, 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 14, 2015 Meeting be approved, said instrument being an Assignment from Sunset Petroleum, Inc. to WildHorse Resources LLC, of all of Assignor's right, title and interest in and to Operating Agreement "A0135", Lincoln Parish, Louisiana, with further particulars being stipulated in the instrument

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

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

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

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

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

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


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

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

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 14th day of January, 2015, 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

DOCKET REVIEW COMMITTEE

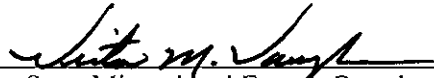
#15-01-026

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 15-01 from the January 14, 2015, Meeting be deferred at the request of the staff. said instrument an Unitization Agreement by and between the State Mineral and Energy Board, for and on behalf of the State of Louisiana, Lavaca River Operating Company, LLC, White Capital Group, LLC, White Capital Group, LLC, K-Exploration Co, Salute Resources, LLC and Nouveau Depart, L.L.C., to create a 242.39 acre unit, more or less, identified as the "Lavaca River Operating Company, LLC VUA", with 230.57 acres being attributable to State Lease No. 18165 and 11.82 acres being attributable to State Lease No. 21187, Empire Field, Plaquemines Parish, Louisiana, with further particulars being stipulated in the 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 14th day of January, 2015, 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

DOCKET REVIEW COMMITTEE

#15-01-027

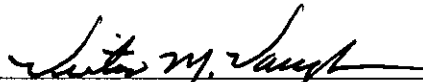
On motion of Mr. Sanders, seconded by Mr. Smith, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 15-02 from the January 14, 2015, Meeting be approved, said instrument being a Lease Amendment by and between the State of Louisiana, through the State Mineral and Energy Board, Talos Energy Offshore LLC, Energy XXI GOM, LLC and ExxonMobil Corporation, whereas said parties desire to amend said lease to include a Force Majeure Provision and other required clauses, affecting State Lease No. 6894, 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 14th day of January, 2015 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

DOCKET REVIEW COMMITTEE

#15-01-028

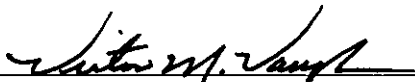
On motion of Mr. Sanders, seconded by Mr. Smith, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 15-03 from the January 14, 2015, Meeting be approved, said instrument being a Lease Amendment by and between the State of Louisiana, through the State Mineral and Energy Board, Talos Energy Offshore LLC and ExxonMobil Corporation, whereas said parties desire to amend said lease to include a Force Majeure Provision and other required clauses, affecting State Lease No. 6706, 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 14th day of January, 2015 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

DOCKET REVIEW COMMITTEE

#15-01-029

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 15-04 from the January 14, 2015, Meeting be approved, said instrument being a Lease Amendment by and between the Louisiana State Mineral and Energy Board and Wilcox Energy Company, whereas said parties desire to amend said State Lease No. 21415 to exclude the following paragraph which was inadvertently advertised and added to the lease upon execution..."Lessor acknowledges that the ownership is 94.68% to Concordia Parish and 5.32% to Avoyelles Parish and Lessee is authorized and directed to pay any and all rentals and royalties which may accrue under the terms of this lease to said School Boards separately and respectively in the following proportions: Concordia Parish School Board- 94.68% and Avoyelles Parish School Board- 5.32%", affecting State Lease No. 21415, Avoyelles and Concordia Parishes, Louisiana, with further particulars being stipulated in the instrument.

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 14th day of January, 2015 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