

MINUTES

STATE MINERAL AND ENERGY BOARD

LEASE SALE AND BOARD MEETING

MARCH 8, 2017

JOHN BEL EDWARDS
GOVERNOR



THOMAS F. HARRIS
SECRETARY

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

**Opening of Bids
March 8, 2017**

A public meeting for the purpose of opening sealed bids was held on Wednesday, March 8, 2017, beginning at 8:30 a.m. in the LaBelle Room, First Floor, LaSalle Office Building, Baton Rouge, Louisiana.

Recorded as present were:

David Boulet, Assistant Secretary of the Office of Mineral Resources
Stacey Talley, Deputy Assistant Secretary of the Office of Mineral Resources
Rachel Newman, Director - Mineral Income Division
Boyd Handley, Administrator – Geology, Engineering & Land Division
Emile Fontenot, Director - Petroleum Lands Division

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

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

March 8, 2017

LADIES and GENTLEMEN:

Certified proofs of publication have been received in the Office of Mineral Resources on behalf of the State Mineral and Energy Board for the State of Louisiana from the "Advocate," official journal for the State of Louisiana, and from the respective parish journals as evidence that Tract Nos. 44661 through 44697 (with the exception in Avoyelles Parish where Tract 44666 was in

error and Tracts 44667-44674 were omitted) 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, Director
Petroleum Lands Division

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

For the record, Mr. Boulet stated that there were no tracts to be withdrawn from today's Lease Sale.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 44661
(Portion 15.020)

Bidder	:	TALOS ENERGY OFFSHORE LLC
Primary Term	:	Five (5) years
Cash Payment	:	\$3,755.00
Annual Rental	:	\$1,877.50
Royalties	:	22.000% on oil and gas
	:	22.000% on other minerals
Additional Consideration	:	None

INLAND TRACTS

Tract 44675

Bidder	:	SENTRY ENERGY SERVICES, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$24,485.00
Annual Rental	:	\$12,242.50
Royalties	:	25.000% on oil and gas
	:	25.000% on other minerals
Additional Consideration	:	None

Tract 44676

Bidder	:	SENTRY ENERGY SERVICES, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$9,130.00
Annual Rental	:	\$4,565.00
Royalties	:	25.000% on oil and gas
	:	25.000% on other minerals
Additional Consideration	:	None

Tract 44677

Bidder	:	ASWB, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$2,150.00
Annual Rental	:	\$1,250.00
Royalties	:	22.000% on oil and gas
	:	22.000% on other minerals
Additional Consideration	:	None

Tract 44678

Bidder	:	SENTRY ENERGY SERVICES, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$4,980.00
Annual Rental	:	\$2,490.00
Royalties	:	25.000% on oil and gas
	:	25.000% on other minerals
Additional Consideration	:	None

Tract 44679

Bidder	:	SENTRY ENERGY SERVICES, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$26,145.00
Annual Rental	:	\$13,072.50
Royalties	:	25.000% on oil and gas
	:	25.000% on other minerals
Additional Consideration	:	None

Tract 44680

Bidder	:	SENTRY ENERGY SERVICES, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$35,690.00
Annual Rental	:	\$17,845.00
Royalties	:	25.000% on oil and gas
	:	25.000% on other minerals
Additional Consideration	:	None

Tract 44681

Bidder	:	SENTRY ENERGY SERVICES, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$13,280.00
Annual Rental	:	\$6,640.00
Royalties	:	25.000% on oil and gas
	:	25.000% on other minerals
Additional Consideration	:	None

Tract 44682

Bidder	:	SENTRY ENERGY SERVICES, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$22,825.00
Annual Rental	:	\$11,412.50
Royalties	:	25.000% on oil and gas
	:	25.000% on other minerals
Additional Consideration	:	None

Tract 44683

Bidder	:	SENTRY ENERGY SERVICES, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$25,730.00
Annual Rental	:	\$11,412.50
Royalties	:	25.000% on oil and gas
	:	25.000% on other minerals
Additional Consideration	:	None

Tract 44684 - 1

Bidder	:	ASWB, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$14,405.00
Annual Rental	:	\$8,375.00
Royalties	:	22.500% on oil and gas
	:	22.500% on other minerals
Additional Consideration	:	None

Tract 44684 - 2

Bidder	:	SENTRY ENERGY SERVICES, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$27,805.00
Annual Rental	:	\$13,902.50
Royalties	:	25.000% on oil and gas
	:	25.000% on other minerals
Additional Consideration	:	None

Tract 44685

Bidder	:	SENTRY ENERGY SERVICES, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$29,465.00
Annual Rental	:	\$14,732.50
Royalties	:	25.000% on oil and gas
	:	25.000% on other minerals
Additional Consideration	:	None

Tract 44686

Bidder	:	SENTRY ENERGY SERVICES, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$17,015.00
Annual Rental	:	\$8,507.50
Royalties	:	25.000% on oil and gas
	:	25.000% on other minerals
Additional Consideration	:	None

Tract 44688
(Portion 25.00)

Bidder	:	PRIDE OIL & GAS PROPERTIES, INC.
Primary Term	:	Three (3) years
Cash Payment	:	\$5,025.00
Annual Rental	:	\$2,512.50
Royalties	:	21.000% on oil and gas
	:	21.000% on other minerals
Additional Consideration	:	None

Tract 44690

Bidder	:	WHITE SANDS LAND SERVICES, L.L.C.
Primary Term	:	Three (3) years
Cash Payment	:	\$2,160.00
Annual Rental	:	\$1,080.00
Royalties	:	25.000% on oil and gas
	:	25.000% on other minerals
Additional Consideration	:	None

Tract 44691

Bidder	:	WHITE SANDS LAND SERVICES, L.L.C.
Primary Term	:	Three (3) years
Cash Payment	:	\$2,520.00
Annual Rental	:	\$1,260.00

Royalties	:	25.000% on oil and gas
	:	25.000% on other minerals
Additional Consideration	:	None

Tract 44693-1
(Portion 149.00)

Bidder	:	KREWE ENERGY, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$46,935.00
Annual Rental	:	\$23,467.50
Royalties	:	25.000% on oil and gas
	:	25.000% on other minerals

Additional Consideration:

Krewe Energy, LLC's (Krewe) is the current owner of that certain Oil and Gas Lease, dated November 1, 2004, granted by The Louisiana Land and Exploration Company (LL&E), as lessor, to and in favor of Wichita River Oil Corporation, as lessee (the LL&E Lease). Said LL&E Lease covers and affects lands contiguous to the acreage subject to this portion bid on Tract 44693. The LL&E Lease, together with a portion of the acreage subject to this portion bid on Tract 44693 are within the surface boundaries of the former 179.833 acre Voluntary Unit, established by Voluntary Unit Agreement (Three Bayou Bay Field, Jefferson Parish, Louisiana), dated September 13, 2006, by and among The State Mineral Board, Genesis Producing Company, (The) Louisiana Land and Exploration Company and Alpine Gas WRO, LLC (the VUA). The unit well for the VUA was the James A. Whitson, Jr. – VUA; SL 18441 Well No. 1 (SN 234871) (the Well). The Well is currently in orphan status.

As additional consideration for the granting a mineral lease on this portion bid on Tract 44693, Krewe will cause its operating company, S2 Energy Operating LLC (S2 Operating), to immediately file an application with the Louisiana Office of Conservation to become the operator of record of the Well, as well the currently orphaned James A. Whitson, Jr. – SL 18441 SWD Well No. 1 (SN 64706). Upon S2 Operating being named the operator of the Well and said SWD Well, Krewe will request the State Mineral and Energy Board and LL&E to approve and enter into an agreement effectively re-establishing the VUA. Within six (6) months following the establishment of a new Voluntary Unit, Krewe, subject to permitting and equipment availability, will cause S2 Operating to commence good faith operations to restore production from the Well.

In the event Krewe fails to i) cause S2 Operating to file its application to be the named the operator of the Well and said SWD Well; ii) request the State Mineral and Energy Board and LL&E to re-establish the VUA; and iii) cause S2 Operating to commence good faith operations to restore production from the Well, Krewe will, within thirty (30) days such failure, pay the State of Louisiana, as liquidated damages, the sum of \$14,900.00.

Tract 44693 -2
(Portion 259.700)

Bidder	:	HILCORP ENERGY I, L.P.
Primary Term	:	Three (3) years
Cash Payment	:	\$92,453.20
Annual Rental	:	\$46,226.60
Royalties	:	22.500% on oil and gas
	:	22.500% on other minerals

Additional Consideration:

Hilcorp will commence operations on the Orphan Well SN 234871 within 90 days of its receipt of custody of the well from the State and any necessary permits. Failure to commence timely will result in an additional payment of \$25,000.

Tract 44693 -3
(Portion 131.00)

Bidder	:	CYPRESS ENERGY CORPORATION
Primary Term	:	Three (3) years
Cash Payment	:	\$91,831.00
Annual Rental	:	\$52,400.00
Royalties	:	25.27500% on oil and gas
	:	25.27500% on other minerals
Additional Consideration	:	None

STATE AGENCY TRACTS

Tract 44692
(Portion 12.800)

Bidder	:	ANGELLE & DONOHUE OIL & GAS PROPERTIES, INC.
Primary Term	:	Three (3) years
Cash Payment	:	\$3,200.00
Annual Rental	:	\$1,600.00
Royalties	:	22.500% on oil and gas
	:	22.500% on other minerals
Additional Consideration	:	None

Tract 44695

Bidder	:	SENTRY ENERGY SERVICES, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$66,400.00
Annual Rental	:	\$33,200.00
Royalties	:	25.00000% on oil and gas
	:	25.00000% on other minerals
Additional Consideration	:	None

Tract 44696
(Portion 18.200)

Bidder	:	ANGELLE & DONOHUE OIL & GAS
	:	PROPERTIES, INC.
Primary Term	:	Three (3) years
Cash Payment	:	\$4,550.00
Annual Rental	:	\$2,275.00
Royalties	:	22.50000% on oil and gas
	:	22.50000% on other minerals
Additional Consideration	:	None

TAX ADJUDICATED LANDS

Tract 44697

Bidder	:	SENTRY ENERGY SERVICES, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$22,825.00
Annual Rental	:	\$11,412.50
Royalties	:	25.00000% on oil and gas
	:	25.00000% on other minerals
Additional Consideration	:	None

This concluded the reading of the bids.

There being no further business, the meeting was concluded at 9:03 a.m.

JOHN BEL EDWARDS
GOVERNOR



THOMAS F. HARRIS
SECRETARY

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

**Regular Meeting
March 8, 2017**

The Regular Meeting of the State Mineral and Energy Board was held on **Wednesday, March 8, 2017**, beginning at 9:30 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. Paul Segura, Chairman, called the meeting to order. He then requested Mr. David W. Boulet, Assistant Secretary of the Office of Mineral Resources, to call the roll for the purpose of establishing a quorum.

W. Paul Segura, Jr., Chairman
Carol R. LeBlanc, Vice-Chairman
Thomas F. Harris, DNR Secretary
Emile B. Cordaro
Rochelle A. Michaud-Dugas
Theodore M. "Ted" Haik, Jr.
Robert D. Watkins
J. Todd Hollenshead
Johnny B. Bradberry

The following members of the Board were recorded as absent:

Thomas L. Arnold, Jr.
Gregory C. Carter

Mr. Boulet announced that nine (9) members of the Board were present and that a quorum was established.

Also recorded as present were:

David W. Boulet - Assistant Secretary of the Office of Mineral Resources
Stacey Talley - Deputy Assistant Secretary of the Office of Mineral Resources
Ryan Seidemann - Assistant Attorney General
Christopher Lento - Assistant Attorney General
Rachel Newman - Director, Mineral Income Division

Boyd Handley – Administrator, Geology, Engineering & Land Division
Emile Fontenot - Director, Petroleum Lands Division
James Devitt - Deputy General Counsel, Department of Natural Resources

The Chairman stated that the first order of business was the approval of the February 8, 2017 Minutes. A motion was made by Mr. Bradberry to adopt the Minutes as submitted and to waive reading of same. His motion was seconded by Ms. Michaud-Dugas and unanimously adopted by the Board. (No public comment was made at this time.)

The Chairman then stated that the next order of business was the presentation of the Staff Reports:

- a) Lease Review Report *
- b) Nomination and Tract Report *
- c) Audit Report *
- d) Legal and Title Controversy Report *

Upon motion of Mr. Haik, seconded by Mr. Harris, the Board recessed the meeting after the Legal and Title Report was presented by Staff to take a fifteen (15) minute break at 12:03 p.m.

Upon motion of Mr. Haik, seconded by Mr. Harris, the Board reconvened the meeting at 12:19 p.m.

- e) Docket Review Report *

** Staff Reports and Resolutions will immediately follow this page.*

**a) LEASE REVIEW REPORT
March 8, 2017**

I. Geological and Engineering Staff Review

According to the SONRIS database, there were 1,332 active State Leases containing approximately 564,000 acres. Since the last Lease Review Board meeting, the Geological and Engineering Division reviewed 150 leases covering approximately 104,000 acres for lease maintenance and development issues.

II. Board Review

A staff report was given on State Lease 173, Caddo Pine Island Field, Caddo Parish. Gemini Explorations, Inc. (Gemini) and Alpha Petrovision are the lessees. On motion of Mr. Hollenshead, seconded by Ms. LeBlanc, the State Mineral and Energy Board accepts Gemini's status report and that the staff of State Mineral Energy Board petition the Commissioner of Conservation to alter the 5 well P&A Compliance Order to Gemini so that it combines wells from both the Levee Board District lease (State Agency Lease 17065) and State Lease 173.



Louisiana Department of Natural Resources (DNR)

SONRIS

Staff Reviews

Report run on: April 5, 2017 3:07 PM

District Code 1 New Orleans- East

Get Review Date March 8, 2017

Block ID	Block	Block Description	Acres	Value	Value	Review Date	Review Status
00214	1	BRETON SOUND BLOCK 18, GARDEN ISLAND BAY, POINTE A LA HACHE	246613-SL 214 GARDEN ISLAND BAY-913 09/20/2013	0	3044	MAR AR 2/27/17	DP AR - HBP - 18 SL WELLS
00214	2	BRETON SOUND BLOCK 18, GARDEN ISLAND BAY, POINTE A LA HACHE	246613-SL 214 GARDEN ISLAND BAY-913 09/20/2013	0	4449	MAR AR 2/27/17	DP AR - HBP - 18 SL WELLS
00214	0	BRETON SOUND BLOCK 18, GARDEN ISLAND BAY, POINTE A LA HACHE	246613-SL 214 GARDEN ISLAND BAY-913 09/20/2013	7769	7769	MAR AR 2/28/17	DP AR HBP 18 SL WELLS
01353		MAIN PASS BLOCK 69, QUEEN BESS ISLAND	219613-MPB69 Q2 RA SU;SL 1353-061-D 08/17/1996	660	1000	MAR AR 2/27/17	DP AR - HBP - 2 UNITS
01354		MAIN PASS BLOCK 69	182.84 11/23/1999	200	1467.16	MAR AR 2/27/17	DP AR - HBP - 4 UNITS, 2 SL WELLS
01355		MAIN PASS BLOCK 69	216041-SL 1355-042 10/02/1993	746	746	MAR AR 2/27/17	DP AR - HBP - 6 SL WELLS
01357		MAIN PASS BLOCK 69	MPB69 BQ RA SU 01/01/1989	350	1294	MAR AR 2/27/17	DP AR - HBP - 1 UNIT, 1 SL WELL
01359		MAIN PASS BLOCK 69	MPB69 BQ RA SU 01/01/1989	144.88	400	MAR AR 2/27/17	DP AR - HBP - 1 UNIT
03851		MAIN PASS BLOCK 69	233221-SL 3851-011 07/17/2006	716.29	716.29	MAR AR 2/27/17	DP AR - HBP - 2 UNITS, 2 SL WELLS
06646		FORT PIKE, RIGOLETS	559.587 10/19/2011	318.716	318.716	MAR AR 2/27/17	DP AR - HBP - 1 UNIT
06647		RIGOLETS	880.404 10/19/2011	401.286	401.286	MAR AR 2/27/17	DP AR - HBP - 1 UNIT
06706		MAIN PASS BLOCK 74	734.419 05/03/2012	780	1890.301	MAR AR 2/27/17	DP AR - HBP - 1 UNIT, 1 SL WELL
06894		MAIN PASS BLOCK 74	240647-SL 6894-001 02/02/2010	350	810	MAR AR 2/27/17	DP AR - HBP - 2 UNITS, 3 SL WELLS
11188		MAIN PASS BLOCK 47	SL 11189	218.82	218.821	MAR AR 2/27/17	DP QR - 1 VU; GAP IN PROD. IS BEING CORRECTED, CHECK AGAIN IN MAY
15042		MAIN PASS BLOCK 74	951.16 10/01/2002	217.65	217.65	MAR AR 2/27/17	DP AR - HBP - 1 UNIT
18078		MAIN PASS BLOCK 26		148.65	148.65	MAR AR 2/27/17	DP QR - HBP - 1 SL WELL
18935		BLACK BAY, WEST	81 05/29/2008	35	35	MAR AR 2/27/17	DP AR - HBP - 1 UNIT
19061		CHANDELEUR SOUND ADDITION BLOCK 23	123.444 03/09/2016	0	123.444	MAR AR 2/27/17	DP LEASE EXPIRED, RELEASE RECD, WAITING FOR CERTIFIED COPY
21076				0	200.08	MAR PT 12/12/17	2/27/17 DP AR - HELD BY RENTAL PAID 11/09/2016



Louisiana Department of Natural Resources (DNR)

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Staff Reviews

Report run on: April 5, 2017 3:07 PM

District Code 1W New Orleans- West

Get Review Date March 8, 2017

Unit No.	Unit Name	Acres	Lease No.	Lease Date	Production	Reserve	Review Date	Review By
00348	BAYOU DES ALLEMANDS		U X1 RA VUA;SL 348	08/13/2003	45.42	319.2	MAR AR 2/22/17	JT AR, HBP FROM TWO UNITS; WRITE A 2ND LETTER REGARDING DEVELOPMENT
00402	DELTA FARMS	14.3		09/09/1996	6.02	6.02	MAR. AR 2/22/17	JT AR, HBP FROM A SINGLE UNIT BUT QUESTIONS HAVE RISEN ABOUT THIS LEASE PARTICIPATION IN THE UNIT
00998	SOUTH PASS BLOCK 24 , SOUTH PASS BLOCK 24 OFFSHORE(8453 7/97		243219-SL 998-195	06/29/2011	2410	2410	MAR. AR 2/22/17	JT AR, HBP FROM MULTIPLE UNITS AND LEASE WELLS
00999	SOUTH PASS BLOCK 24 , SOUTH PASS BLOCK 24 OFFSHORE(8453 7/97		X RA SUA;SL 998	04/21/1998	582	1685	MAR. AR 2/22/17	JT AR, HBP FROM MULTIPLE UNITS AND LEASE WELLS
01007	SOUTH PASS BLOCK 24 , SOUTH PASS BLOCK 24 OFFSHORE(8453 7/97 , SOUTH PASS BLOCK 27		246529-SL 1007-065	06/12/2013	3950	4577.82	MAR. AR 2/22/17	JT AR, HBP FROM MULTIPLE UNITS AND LEASE WELLS
01008	SOUTH PASS BLOCK 24 , SOUTH PASS BLOCK 24 OFFSHORE(8453 7/97 , SOUTH PASS BLOCK 27		241414-SPB 24 T RG	SU;SL 1008-137	4160	5000	MAR. AR 2/22/17	JT AR, HBP FROM MULTIPLE UNITS AND LEASE WELLS
01009	SOUTH PASS BLOCK 24 , SOUTH PASS BLOCK 24 OFFSHORE(8453 7/97 , SOUTH PASS BLOCK 27 , WEST DELTA BLOCK 83		227127-10100 RB	SUA;SL 1009-001-ALT	555	810	MAR. AR 2/22/17	JT AR, HBP FROM MULTIPLE UNITS
01011	SOUTH PASS BLOCK 27 , STUARDS BLUFF		229834-SPB27 N4 RB	SU;SL 1011-092	1544	2040.81	MAR. AR 2/22/17	JT AR, HBP FROM MULTIPLE UNITS
01012	PASS WILSON , SOUTH PASS BLOCK 27 , STUARDS BLUFF		217605-SPB27 N1B RC	SU;SL 1012-322	861.16	1819.16	MAR. AR 2/22/17	JT AR, HBP FROM MULTIPLE UNITS AND LEASE WELLS
01365	BAY MARCHAND BLOCK 2 OFFSHORE , BAY MARCHAND BLOCK 2 ONSHORE		SL 1486		1140	3000	MAR AR 2/22/17	JT AR, HBP FROM MULTIPLE UNITS
01366	BAY MARCHAND BLOCK 2 OFFSHORE		245342-BM2 8200 MIO	RH SU;SL 1366-084	460	2020.26	MAR AR 2/22/17	JT AR, HBP FROM MULTIPLE UNITS AND LEASE WELLS
01367	BAY MARCHAND BLOCK 2 OFFSHORE , GRAND ISLE BLOCK 25		248359-SL 1367 II-004	09/23/2014	2000	3129.57	MAR AR 2/22/17	JT AR, HBP FROM MULTIPLE UNITS AND LEASE WELLS
01482	BAY MARCHAND BLOCK 2 OFFSHORE , BAY MARCHAND BLOCK 2 ONSHORE		8100 RHH SUA;SL	1482	64	495.11	MAR. AR 2/22/17	JT AR, HBP FROM MULTIPLE UNITS
01486	BAY MARCHAND BLOCK 2 OFFSHORE		184-BBB-1 01-557		350	1298.73	MAR. AR 2/22/17	JT AR, HBP FROM MULTIPLE UNITS AND LEASE WELLS
01730	VALENTINE		SC 3 SW RG	SUA;PPCO ETAL	37.581	37.581	MAR. AR 2/22/17	JT AR, HBP FROM SINGLE UNIT



Louisiana Department of Natural Resources (DNR)

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Staff Reviews

Report run on: April 5, 2017 3:07 PM

District Code 1W New Orleans- West
 Get Review Date March 8, 2017

Account	Unit	Parcel	Product (Acres) (Activity)	Production Acres	Present Acres	Tagged for Review
02104	LAKE WASHINGTON	29 RE SUA;E COCKRELL JR ETAL 09/03/2014 149-T-6 14-482	377	1000	MAR. AR 2/22/17 JT AR, HBP FROM MULTIPLE UNITS	
02724	BAY MARCHAND BLOCK 2 OFFSHORE , BAY MARCHAND BLOCK 2 ONSHORE	8100 RHH SUA;SL 1482 184-BBB-1 01-557	139	715	MAR. AR 2/22/17 JT AR, HBP FROM MULTIPLE UNITS	
03258	LAKE RACCOURCI	248.125 02/17/2004	103.125	281.44	MAR AR 2/22/17 JT AR, HBP FROM VOLUNTARY UNIT	
03263	WEST BAY	WB 5B RA SU 07/01/1991	90	115	MAR. AR 2/22/17 JT AR, HBP FROM MULTIPLE UNITS; ROYALTIES TO BE PAID ON TRACT 87 INVOLVING SEVERAL UNITS OVER THIS LEASE HAS NEVER BEEN RESOLVED	
03599	LAKE RACCOURCI	795.2 01/14/1999	517.8	754.8	MAR. AR 2/22/17 JT AR, HBP FROM VOLUNTARY UNIT	
06430	BAY MARCHAND BLOCK 2 OFFSHORE , TIMBALIER BAY OFFSHORE	405.33 06/01/1993	973.07	973.07	MAR . AR 2/22/17 JT AR, HBP FROM SINGLE UNIT	
06748	TIMBALIER BAY OFFSHORE	TB NVUA 08/01/1989	178.875	178.875	MAR . AR 2/22/17 JT AR, HBP FROM SINGLE UNIT	
10439	LAFITTE	1.41 10/19/2000	.15	.15	MAR. AR 2/22/17 JT AR, HBP FROM SINGLE UNIT	
14371	DORCYVILLE	19.17 05/20/1999	114.004	114.004	MAR. AR 2/22/17 JT AR, HBP FROM SINGLE UNIT	
14374	SATURDAY ISLAND	51.663 03/05/2014	40	40	MAR. AR 2/22/17 JT AR, HBP FROM SINGLE UNIT	
14703	LAKE RACCOURCI	781.414 01/13/1999	71.036	71.036	MAR. AR 2/22/17 JT AR, HBP FROM SINGLE UNIT	
14720	DORCYVILLE , LAUREL RIDGE	38.14 10/12/2006	7.432	7.432	MAR. AR 2/22/17 JT AR, HBP FROM SINGLE UNIT	
14721	DORCYVILLE , LAUREL RIDGE	126 10/12/2006	23	23	MAR. AR 2/22/17 JT AR, HBP FROM SINGLE UNIT	
15858	SATURDAY ISLAND	222.808 08/08/2000	20.192	20.192	MAR. AR 2/22/17 JT AR, HBP FROM SINGLE UNIT	
16006	SATURDAY ISLAND	331.238 05/04/2000	2.762	2.762	MAR. AR 2/22/17 JT AR, HBP FROM SINGLE UNIT	
16007	SATURDAY ISLAND	150.943 05/04/2000	1.057	1.057	MAR. AR 2/22/17 JT AR, HBP FROM SINGLE UNIT	
17432	QUEEN BESS ISLAND	LBLD RB SUA;SL 17617 747-D-4	195.49	195.49	MAR. AR 2/22/17 JT AR, HBP FROM SINGLE UNIT	
17739	QUEEN BESS ISLAND	LBLD RB SUA;SL 17617 747-D-4	25.817	25.817	MAR AR 2/22/17 JT AR, HBP FROM SINGLE UNIT	
18076	DELTA FARMS		40	169.99	MAR. AR 2/22/17 JT AR, HBP BY LEASE PRODUCTION;	



Louisiana Department of Natural Resources (DNR)

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Staff Reviews

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District Code 1W New Orleans- West
 Get Review Date March 8, 2017

Unit ID	Unit Name	Acquire Date	Original Acreage	Current Acreage	Comments
18748	BAYOU PEROT	VUA;SL 18748 10/10/2007	123.95	123.95	WRITE LETTER REQUESTING POD OR PRODUCTIVE LIMITS MAR. AR 2/22/17 JT AR, HBP FROM SINGLE UNIT
18868	BAYOU PEROT	VUA;SL 18748 10/10/2007	15.98	15.98	MAR. AR 2/22/17 JT AR, HBP FROM SINGLE UNIT
19208	BAYOU PEROT	VUA;SL 18748 10/10/2007	7	7	MAR. AR 2/22/17 JT AR, HBP FROM SINGLE UNIT
19323	BAY MARCHAND BLOCK 2 OFFSHORE	BM 2 8200 RFX NVU;SL 19323 SG 01/01/2009	204.86	204.86	MAR AR 2/22/17 JT AR, HBP FROM A SINGLE UNIT AND LEASE WELL
19864	LITTLE LAKE	364.317 02/27/2014	110.682	110.682	MAR. AR 2/22/17 JT AR, HBP FROM SINGLE UNIT
20484	WEST DELTA BLOCK 52		158.247	158.247	MAR.AR 2/22/17 JT AR, HBP FROM SINGLE UNIT
20499	MANILA VILLAGE	9400-BIG T RA SUA;HASSINGER 12/20/2011 582-BB	19	19	MAR.AR 2/22/17 JT AR, HBP FROM SINGLE UNIT
20973	LEEVILLE	U95-L96 RB SUA;J N LEFORT ETAL 09/25/2012 617-KK-1	.6	4	MAR. AR 2/22/17 JT SAR, HBP FROM SINGLE UNIT AND DD PAYMENT FOR OUTSIDE ACREAGE; POOR PRODUCTION
21505	SATURDAY ISLAND	237.43 04/05/2016	35.57	35.57	MAR PT 12/10/2017 2/22/17 JT AR, HBP FROM SINGLE UNIT; SENT EMAIL TO HILCORP TO PAY ROYALTIES UNDER UNIT LUW NOT GAS LEASE LUW



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Staff Reviews

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District Code 2 Lafayette

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Review ID	Units	Location	Project/Activity	Production/Activity	Production/Activity	Production/Activity	Production/Activity
00340A	0	BAYOU SALE	BS ROB 6 RL SU	1204	1204	MAR. AR 2/24/17 AW A0 - HBP IN 2 UNITS (OPERC 1-5 RA SUA & ROB 6 RL SU)	
00340C	5	RABBIT ISLAND	SL 340 RABBIT ISLAND DA	0	4051	MAR. LRC 2/24/17 AW C5 - NO PRODUCTION; ON RELEASE SCHEDULE	
00340C	5	RABBIT ISLAND ONSHORE	SL 340 RABBIT ISLAND DA	0	4051	MAR. LRC 2/24/17 AW C5 - NO PRODUCTION; ON RELEASE SCHEDULE	
00340C	2	RABBIT ISLAND	SL 340 RABBIT ISLAND DA	160	2601	MAR. LRC 2/24/17 AW C2 - NO PRODUCTION; ON RELEASE SCHEDULE	
00340C	2	RABBIT ISLAND ONSHORE	SL 340 RABBIT ISLAND DA	160	2601	MAR. LRC 2/24/17 AW C2 - NO PRODUCTION; ON RELEASE SCHEDULE	
00340C	3	RABBIT ISLAND	SL 340 RABBIT ISLAND DA	260	3333	MAR. LRC 2/24/17 AW C3 - HBP IN 1 UNIT (VUA; SL 340 RI)	
00340C	3	RABBIT ISLAND ONSHORE	SL 340 RABBIT ISLAND DA	260	3333	MAR. LRC 2/24/17 AW C3 - HBP IN 1 UNIT (VUA; SL 340 RI)	
00340C	4	RABBIT ISLAND	SL 340 RABBIT ISLAND DA	374.51	4732	MAR. LRC 2/24/17 AW C4 - HBP IN 1 UNIT (VUB; SL 20534)	
00340C	4	RABBIT ISLAND ONSHORE	SL 340 RABBIT ISLAND DA	374.51	4732	MAR. LRC 2/24/17 AW C4 - HBP IN 1 UNIT (VUB; SL 20534)	
00340C	1	RABBIT ISLAND	SL 340 RABBIT ISLAND DA	1093	5000	MAR. LRC 2/24/17 AW C1 - NO PRODUCTION; ON RELEASE SCHEDULE	
00340C	1	RABBIT ISLAND ONSHORE	SL 340 RABBIT ISLAND DA	1093	5000	MAR. LRC 2/24/17 AW C1 - NO PRODUCTION; ON RELEASE SCHEDULE	
00340D	0	MOUND POINT	769 12/19/2016	4767	4767	MAR. AR 2/24/17 AW D0 - HBP IN 1 UNIT (M RA SU)	
00340D	4	MOUND POINT	769 12/19/2016	0	168	MAR. AR 11/15/16 AW LETTER WRITTEN REQUESTING STATUS REPORT ON DEVELOPMENT OF LEASE	
00411		LAKE CHICOT	F-2 RA SUA;CASE-KURZWWEG AC/1 09/04/2013 119-W 13-421	292	3720	MAR. AR 2/24/17 AW HBP IN 3 UNITS (F-2 RA SUA, J 4 RA SUA, & J SUD)	
01685		PATTERSON	MA 3 RC SUA;A B ZENOR A 395-Z-2 00-382	307	307	MAR. AR 2/24/17 AW HBP IN 2 UNITS (MA 1 RA SUA & MA 3 RC SUA)	



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Staff Reviews

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Well ID	Location	Latest Lease Activity	Productive Acreage	Prorated Acreage	Leasehold Status
05653	PERRY POINT , RAYNE, SOUTH	BOL MEX B RA SUA;P HULIN CO 04/26/2011 448-O-5 11-204	9.338	35	MAR. AR 2/24/17 AW HBP IN 2 UNITS (BOL M B RA SUA & BOL M A RB SUA)
15108	CAILLOU ISLAND	291.08 12/11/2002	8.92	8.92	MAR. AR 2/24/17 AW HBP IN 1 UNIT (L 15000 R560 SUA)
16363	KENT BAYOU	61.148 04/14/2004	31.85	31.85	MAR. AR 2/24/17 AW HBP IN 1 UNIT (VUA; CL&F)
16364	KENT BAYOU	16 04/14/2004	67.279	67.279	MAR. AR 2/24/17 AW HBP IN 1 UNIT (VUA; CL&F)
16970	LAKE PELTO	VUB;SL 16970 12/12/2001	340	340	MAR. AR 2/24/17 AW HBP IN 1 UNIT (VUB; SL 16970)
17669	SHIP SHOAL BLOCK 72	SSB72 VOL COMP GAS UT	17.244	17.26	MAR. AR 2/24/17 AW HBP IN LEASE WELLS (2 LUWS)
18350	BELLE ISLE, SOUTHWEST	265.04 01/08/2010	498.67	498.67	MAR. AR 2/24/17 AW HBP IN 1 UNIT (VUA; SL 18350)
18351	BELLE ISLE, SOUTHWEST	202.27 01/08/2010	.61	.61	MAR. AR 2/24/17 AW HBP IN 1 UNIT (VUA; SL 18350)
18352	BELLE ISLE, SOUTHWEST	709.37 01/08/2010	3.98	3.98	MAR. AR 2/24/17 AW HBP IN 1 UNIT (VUA; SL 18350)
19006	BELLE ISLE, SOUTHWEST	346.09 07/16/2009	303.33	303.33	MAR. AR 2/24/17 AW HBP IN 1 UNIT (VUA; SL 18350)
19155	EUGENE ISLAND BLOCK 6	SL 18860 02/13/2008	250	250	MAR AR 2/24/17 AW HBP IN 1 UNIT (VUA; SL 18860)
19943	WEEKS ISLAND	.125 09/17/2014	1.751	1.751	MAR. AR 2/24/17 AW HBP IN 5 UNITS (U RA SUA, T RG SUA, T RH SUA, U RF SUA, & V RF SUA)
20035	ATCHAFALAYA BAY	248667-VUA;SL 20035-005 11/16/2014	675.81	675.81	MAR. AR 2/24/17 AW HBP IN 1 UNIT (VUA; SL 20035)
21087	LAKE BARRE	VUA;SL 20946 06/12/2013	19.75	19.75	MAR. AR 2/24/17 AW HBP IN 1 UNIT (VUA; SL 20946)
21092	BAY ST ELAINE, WEST	246966-86 RA SUA;SL 21092-001 10/08/2013	99	99	MAR. AR 2/24/17 AW HBP IN 1 UNIT (86 RA SUA)
21313	EUGENE ISLAND BLOCK 18	1203.3 03/04/2015	78.04	78.04	MAR. AR 2/24/17 AW ROUTE SHEET DONE 4/6/16;;
21627			0	198	MAR PT 12/9/2018 2/24/17 AW RENTAL PAYMENT MADE 10/10/16
21628			0	508	MAR PT 12/9/2018 2/24/17 AW RENTAL PAYMENT MADE 12/6/16
21629			0	125	MAR PT 12/9/2018 2/24/17 AW RENTAL PAYMENT MADE 12/6/16



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Staff Reviews

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Table with columns: Well ID, Field, Lease No./Date, Productive Acreage, Potential Acreage, and Production/Status. Rows include wells like CADDO PINE ISLAND, SALINE LAKE, MEAN LAKE, etc.



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Well ID	Well Name	Well Type	Acres	Production	SR	AR	100%	HBP	Units	Producing	Wells
361-L-60 09-1145											
17126	SWAN LAKE	HA RA SUJ;GLOVER 24-15-11 H 01/27/2009 691-C-1 09-94	30.45	30.45	MAR. AR	2/20/17	SR AR	100%	HBP 5 UNITS	9 PRODUCING	WELLS
17748	PITKIN	AUS C RA SUA;EXXON MINERALS 18 03/12/2003 1412 97-79	10	10	MAR. AR	2/20/17	SR AR	100%	HBP 1 UNITS	1 PRODUCING	WELLS
17749	PITKIN	AUS C RA SUA;EXXON MINERALS 18 03/12/2003 1412 97-79	41.68	41.68	MAR. AR	2/20/17	SR AR	100%	HBP 1 UNITS	1 PRODUCING	WELLS
17750	PITKIN	AUS C RA SUA;EXXON MINERALS 18 03/12/2003 1412 97-79	42.07	42.07	MAR. AR	2/20/17	SR AR	100%	HBP 1 UNITS	1 PRODUCING	WELLS
18372	RED RIVER-BULL BAYOU	HA RB SU57;RENFRO 33-13-11 H 10/13/2009 109-X-66 09-1107	17.2	17.2	MAR. AR	J 2/20/17	SR AR	100%	HBP 2 UNITS	6 PRODUCING	WELLS
19830	RED RIVER-BULL BAYOU	HA RB SUU;NINOCK 1 H 02/10/2009 109-X-20	353	353	MAR. AR	2/20/17	SR AR	100%	HBP 5 UNITS	6 PRODUCING	WELLS
19832	RED RIVER-BULL BAYOU	HA RB SUZ;MATTHEWS TRUST 7 03/24/2009 109-X-30 09-324	53	53	MAR. AR	2/20/17	SR AR	100%	HBP 6 UNITS	9 PRODUCING	WELLS
19835	RED RIVER-BULL BAYOU	HA RB SUS;MATTHEWS ETAL 19 H 01/13/2009 109-X-15 09-45	23	23	MAR. AR	2/20/17	SR AR	100%	HBP 2 UNITS	2 PRODUCING	WELLS
19836	BRACKY BRANCH	28.998 02/25/2010	8.002	8.002	MAR. AR	2/20/17	SR QTR	100%	HBP 2 UNITS	2 PRODUCING	WELLS.
19839	REDOAK LAKE	169 11/24/2009	10	10	MAR. AR	2/20/17	SR AR	100%	HBP 2 UNITS	3 PRODUCING	WELLS
19847	CONVERSE	HA RA SUG;GREER 15 04/07/2009 501-G 09-376	117	117	MAR. AR	2/20/17	SR AR	100%	HBP 4 UNITS	4 PRODUCING	WELLS
19848	CONVERSE	56.513 01/07/2013	35.487	35.487	MAR. AR	2/20/17	SR AR	100%	HBP 2 UNITS	3 PRODUCING	WELLS
19887	RED RIVER-BULL BAYOU	HA RB SUVV;WELLMAN 20-13-11 H 07/21/2009 109-X-54 09-767	12.187	12.187	MAR. AR	2/20/17	SR AR	100%	HBP 1 UNIT	1 PRODUCING	WELL
19923	CASPIANA	HA RA SUDD;PHILLIPS 1-14-15 H 09/16/2008	20.07	20.07	MAR. AR	2/28/17	SR AR	100%	HBP 1 UNIT	1 PRODUCING	WELL



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Staff Reviews

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District Code 3 Lake Charles- North
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Well ID	Location	Well Description	Production Acreage	Present Acreage	Regulation Review
		191-H-16			
19929	CASPIANA	HA RA SU99;PEACOCK 9 H 04/07/2009 191-H-41 09-393	346	346	MAR. AR 2/21/17 SR AR 100% HBP 4 UNITS 4 PRODUCING WELLS
20015	RED RIVER-BULL BAYOU , WOODARDVILLE	HA RD SUQ;JAMES MARSTON 30 H 03/03/2009 109-X-26 09-233	85	85	MAR. AR 2/21/17 SR AR 100% HBP 4 UNITS 13 PRODUCING WELLS
20193	CONVERSE	HA RA SU112;EBARB 36 HZ 10/26/2010 501-G-34 10-1090	6	6	MAR. AR 2/21/17 SR AR 100% HBP 1 UNIT 1 PRODUCING WELL
20273	LAKE BISTINEAU	116.724 06/05/2012	127.276	127.276	MAR. AR 2/21/17 SR AR 100% HBP 1 UNIT 1 PRODUCING WELL
20470	BAYOU SAN MIGUEL	HA RA SUFF;CHK MIN 20-9-12 H 08/31/2010 1513-B-4 10-908	41	41	MAR. AR 2/21/17 SR AR 100% HBP 2 UNITS 2 PRODUCING WELLS
20510	LAKE BISTINEAU	HA RA SUXX;THRASH 30 H 01/25/2011 287-F-228 11-53	40	40	MAR. AR 2/21/17 SR AR 100% HBP 1 UNIT 1 PRODUCING WELL
20511	CONVERSE	HA RA SU112;EBARB 36 HZ 10/26/2010 501-G-34 10-1090	22	22	MAR. AR 2/21/17 SR AR 100% HBP 1 UNIT 1 PRODUCING WELL
20566	SWAN LAKE	HA RA SUU;BUTLER 31-15-10 H 07/01/2009 691-C-9 09-723	504.3	504.3	MAR. AR OMR MANAGED WLF 2/21/17 SR AR 100% HBP 3 UNITS 4 PRODUCING WELLS
20800	CASPIANA	HA RA SU94;DEBROECK 4 04/07/2009 191-H-41 09-393	9.452	9.452	MAR. AR 2/21/17 SR AR 100% HBP 1 UNITS 1 PRODUCING WELLS
20801	RED RIVER-BULL BAYOU	HA RB SU66;C JENKINS ETAL 11 H 10/13/2009 109-X-66 09-1107	10	10	MAR. AR 2/21/17 SR AR 100% HBP 2 UNITS 2 PRODUCING WELLS. ACREAGE CHANGE PER CERTIFIED UNIT SURVEY PLATS
21320	TICK CREEK	L SMK RA SUC;BENSON 27-22-1 04/01/2014 1383-A-2 14-141	16.945	72	MAR. AR 2/22/17 SR AR HBP 1 UNIT 1 PRODUCING WELL. PR SKR TO JPT 1/11/2017
21322	TICK CREEK	L SMK RA SUC;BENSON 27-22-1 04/01/2014 1383-A-2 14-141	4.583	48	MAR. AR 2/22/17 SR AR HBP 1 UNIT 1 PRODUCING WELL. PR SKR TO JPT 1/11/2017



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Staff Reviews

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District Code 3S Lake Charles- South
Get Review Date March 8, 2017

Table with columns: District Code, Name, Acres, Date, Acquired, Acquire, Acquire, Acquire, Review. Rows include LIVE OAK, LAKE ARTHUR, SOUTH, LOCKPORT, etc.

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-03-001 (Lease Review)

On motion of Mr. Hollenshead, seconded by Ms. LeBlanc, the following resolution was offered and unanimously adopted by the State Mineral and Energy Board:

WHEREAS, the Lease Review Committee last reviewed State Lease No. 173, Caddo Pine Island Field, on March 9, 2016, where the Board adopted the Committee's recommendation to accept Gemini Exploration Inc.'s (Gemini) report and granted Gemini until February 8, 2017 to submit their 2016 P&A reports.

WHEREAS, by letter dated March 2, 2017, Gemini Exploration, Inc. reported that they had plugged and abandoned (P&A'd) nine (9) wells in the Caddo Pine Island Field. The P&A'd wells were the result of a December 10, 2015 Compliance Order issued to Gemini by the Office of Conservation to P&A certain wells on the Caddo Levee Board lease within 2016. The P&A Obligation was separate from the State Mineral and Energy Board's P&A schedule of 5 wells per year on State Lease 173. Despite Gemini's explanation to Conservation that they had a current annual P&A obligation with the State Mineral and Energy Board, the Commissioner required that the Levee Board wells were to take priority. Therefore, no wells on State Lease 173 were P&A'd for 2016.

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

NOW THEREFORE BE IT RESOLVED that the State Mineral and Energy Board accepts Gemini's status report and that the staff of State Mineral and Energy Board petition the Commissioner of Conservation to alter the 5 well P&A Compliance Order to Gemini so that it combines wells from both the Levee Board District lease (State Agency Lease 17065) and State Lease 173.

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 8th day of March, 2017, 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.



David W. Boulet, Secretary
Louisiana State Mineral and Energy Board

b) NOMINATION AND TRACT REPORT
March 8, 2017

The Board heard the report of Mr. Emile Fontenot presented at 10:29 a.m. on Wednesday March 8, 2017 relative to nominations received in the Office of Mineral Resources for the May 10, 2017 Mineral Lease Sale and other matters. Based upon the staff's recommendation, on motion of Mr. Haik, duly seconded by Mr. Bradberry, the Board granted 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 request by Staff to withdraw Tracts 44666-44674 due to improper advertisement and request authority to re-advertise for the May 10, 2017 mineral lease sale. On the motion of Mr. Haik, duly seconded by Ms. Leblanc, the committee voted unanimously to withdraw the tract from the March 8, 2017 Lease Sale and re-advertise for the May 10, 2017 mineral lease sale.

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Tracts Withdrawal

Resolution #17-03-002
(NOMINATION AND TRACT REPORT)

WHEREAS, the Staff presented a recommendation to withdraw Tract Nos. 44666 through 44674 from the March 8, 2017 Lease Sale and re-advertise for the May 10, 2017 mineral lease sale;

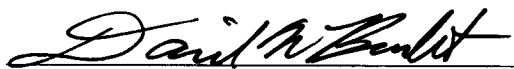
ON MOTION of *Mr. Haik*, seconded by *Ms. LeBlanc*, the following recommendation was offered and unanimously adopted by the Board after discussion and careful consideration:

That the State Mineral and Energy Board grant final approval to withdraw all such tracts for the March 8, 2017 Mineral Lease Sale;

NOW, BE IT THEREFORE RESOLVED, that the State Mineral and Energy Board does hereby approve and authorize the withdrawal of said Tracts from the March 8, 2017 Lease Sale and re-advertise for the May 10, 2017 mineral lease sale, and to otherwise approve the Nomination and Tract Committee Report.

CERTIFICATE

I HEREBY CERTIFY that the above is a true and correct copy of a Resolution adopted at a meeting of the Louisiana State Mineral and Energy Board in the City of Baton Rouge, Louisiana, on the 8th day of March 2017, 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.



David W. Boulet, Secretary

LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Tracts to Be
Advertised for the
May 10, 2017
Lease Sale

Resolution #17-03-003
(NOMINATION AND TRACT REPORT)

WHEREAS, Mr. Emile Fontenot reported that 21 tracts had been nominated for the May 10, 2017 Mineral Lease Sale, and requests that same are to be advertised pending staff review;

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

That the State Mineral and Energy Board grant final approval to advertise all such tracts for the May 10, 2017 Mineral Lease Sale;

NOW, BE IT THEREFORE RESOLVED, that the State Mineral and Energy Board does hereby approve and authorize the advertising of all such tracts reviewed by the State Land Office and the staff of the Office of Mineral Resources, as well as any tracts that have been previously advertised and rolled over, and to otherwise approve the Nomination and Tract 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 8th day of March 2017, 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.



David W. Boulet, Secretary

LOUISIANA STATE MINERAL AND ENERGY BOARD

c) AUDIT REPORT
March 8, 2017

The first matter on the audit report was the election of the March 2017 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.

At the request of Mr. Haik, Staff will provide a breakdown of the outstanding audits, and the Attorney General's office will advise if there is a statutory requirement for answering outstanding audits.

At the request of Mr. Bradberry, Staff will provide the Board with a quarterly update on field audits.

d) LEGAL AND TITLE CONTROVERSY REPORT

The first matter considered by the Board was a request from DNR legal staff to the State Mineral and Energy Board to extend the previously granted authority to Hilcorp Energy Company, et al to escrow royalty payments attributable to the disputed acreage within State Lease Nos. 724, 21150, 21152, and 21157 situated in the CIB CARST RA SUA unit, Four Isle Dome Field, Terrebonne Parish, Louisiana.

Upon motion of Mr. Haik, seconded by Mr. Bradberry, and by unanimous vote of the Board, the State Mineral and Energy Board granted an extension through the June 14, 2017 Board Meeting or the date of the next meeting of the Board thereafter, should it not meet, to allow for continuing evaluation, negotiation and resolution of the adverse claim.

The second matter considered by the Board was a request for final approval of an Operating Agreement by and between the State Mineral and Energy Board and Louisiana Onshore Properties, to create an operating tract for the exploration and development of oil, gas and/or condensate and other liquid hydrocarbons, which proposal allocates to the State of Louisiana, a state production interest equal to 22.5% before payout and 23.5% after payout, in and to the operating tract, covering a portion of former State Lease No. 20540, containing .193 acres more or less, Iberia Parish, Louisiana, with further particulars being stipulated in the instrument. It was noted that this item was duly advertised and appeared on the Docket as Item 17-04.

Upon motion of Mr. Haik, seconded by Mr. Watkins, and by unanimous vote of the Board, the State Mineral and Energy Board granted the request for final approval of execution of the Operating Agreement by and between the State Mineral and Energy Board and Louisiana Onshore Properties, to create an operating tract for the exploration and development of oil, gas and/or condensate and other liquid hydrocarbons, which proposal allocates to the State of Louisiana, a state production interest equal to 22.5% before payout and 23.5% after payout, in and to the operating tract, covering a portion of former State Lease No. 20540, containing .193 acres more or less, Iberia Parish, Louisiana, with further particulars stipulated in the instrument.

The third matter considered by the Board was a request for final approval of an Operating Agreement by and between the State Mineral and Energy Board and Louisiana Onshore Properties, to create an operating tract for the exploration and development of oil, gas and/or condensate and other liquid hydrocarbons, which proposal allocates to the State of Louisiana, a state production interest equal to 22.5% before payout and 23.5% after payout, in and to the operating tract, covering former

Operating Agreement "A0326," containing .694 acres more or less, Iberia Parish, Louisiana, with further particulars being stipulated in the instrument. It was noted that this item was duly advertised and appeared on the Docket as Item 17-05.

Upon motion of Mr. Hollenshead, seconded by Ms. Michaud-Dugas, and by unanimous vote of the Board, the State Mineral and Energy Board granted the request for final approval of an Operating Agreement by and between the State Mineral and Energy Board and Louisiana Onshore Properties, to create an operating tract for the exploration and development of oil, gas and/or condensate and other liquid hydrocarbons, which proposal allocates to the State of Louisiana, a state production interest equal to 22.5% before payout and 23.5% after payout, in and to the operating tract, covering former Operating Agreement "A0326," containing .694 acres more or less, Iberia Parish, Louisiana, with further particulars being stipulated in the instrument.

The fourth matter considered by the Board was a request by White Marlin Oil and Gas Company, LLC for a three (3) month extension from the State Mineral and Energy Board to refrain from nominating or accepting nominations on 20.84 state acres now or formerly covered by State Lease No. 1908 until June 14, 2017. It was further requested by White Marlin Oil and Gas Company, LLC that the Board acknowledge the execution and recordation of a Rescindment, Annulment and Cancellation of Mistaken Release of Oil and Gas Lease and recognize that a Full Release executed April 20, 2015 was ineffective as to State Lease No. 1908.

Upon motion of Mr. Haik, seconded by Mr. Harris, and by unanimous vote of the Board, the State Mineral and Energy Board granted to White Marlin Oil and Gas Company, LLC a request for an extension of authority to remove the 20.84 acres from commerce until June 14, 2017, and deferred the acknowledgement of the execution and recording of the referenced Rescindment, Annulment and Cancellation of Mistaken Release of Oil and Gas Lease dated April 20, 2015 until the lease maintenance review by OMR staff is complete.

The fifth matter considered by the Board was a request by OMR staff to the State Mineral and Energy Board for a one-hundred twenty (120) day extension of the previously granted authority to negotiate with Allen Brothers for an Operating Agreement affecting approximately twenty (20) unleased state owned acreage in former State Lease No. 3170, Caddo Parish, Louisiana. Staff requests that it be allowed to continue negotiations and to keep the acreage out of commerce, making it unavailable for leasing until July 12, 2017, or until the Operating Agreement is perfected and approved by the Board, whichever occurs first.

A request was made by Mr. Haik to the staff to present a history to the Board at the April 12, 2017 Board Meeting to provide more detailed information of the history allowing Allen Brothers to operate on State owned lands without a state lease.

Mr. Bradberry stated that he supported the staff's recommendations and the request for a one-hundred twenty (120) day extension of the previously granted authority to negotiate with Allen Brothers for an Operating Agreement and to move forward with the approval of this extension.

Upon motion of Mr. Bradberry, seconded by Ms. LeBlanc, and by unanimous vote of the Board, the State Mineral and Energy Board granted OMR staff a one-hundred twenty (120) day extension of the previously granted authority to negotiate with Allen Brothers for an Operating Agreement affecting approximately twenty (20) unleased state owned acreage in former State Lease No. 3170, Caddo Parish, Louisiana. The Board hereby grants permission to OMR staff to continue negotiations and to keep the acreage out of commerce, making it unavailable for leasing until July 12, 2017, or until the Operating Agreement is completed and approved by the Board, whichever occurs first.

The sixth matter considered by the Board was a presentation by DNR's staff of a report to the State Mineral and Energy Board summarizing a proposed Agency Participation Agreement for administering and managing the collection of debt owed to the State of Louisiana via the Mineral and Energy Board as the administrator of the State's proprietary interest in minerals.

Upon motion of Mr. Harris, seconded by Ms. Michaud-Dugas, and by unanimous vote of the Board, the State Mineral and Energy Board approved and granted authority for the execution of the aforesaid Agency Participation Agreement on its behalf, for the purpose of administering and managing the collection of debt owed to the State of Louisiana via the Board as the administrator of the State's proprietary interest in minerals.

The seventh matter considered by the Board was a report and discussion by OMR staff to the State Mineral and Energy Board of the attached Draft Lease Form Compilation Report regarding the dates and articles for review and approval process.

Upon motion of Mr. Bradberry, seconded by Mr. Hollenshead, and by unanimous vote of the Board, the State Mineral and Energy Board acknowledged and approved the review and approval process of the attached Draft Lease Form Compilation Report.

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

HILCORP ENERGY COMPANY, ET AL
ESCROW EXTENSION
CIB CARST RA SUA Unit
Four Isle Dome Field
State Lease Nos. 724, 21150,
21152 & 21157

RESOLUTION #17-03-004

(LEGAL & TITLE CONTROVERSY REPORT)

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

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

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

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

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

WHEREAS, on May 5, 2014, Hilcorp Energy Company and other working interest owners (Lessees) notified OMR that a *bona fide* dispute exists due to an adverse claim regarding the ownership or title to all or a portion of the premises under lease by the State within the CIB CARST RA SUA Unit affecting State Lease Nos. 724, 21150, 21152 and 21157, Four Isle Dome Field, Terrebonne Parish, Louisiana, and requested authorization to deposit the royalty payments due on the production attributable to the disputed acreage into an escrow account in lieu of making such payments directly to OMR as required by the State Lease; and

WHEREAS, the Board, by Resolution dated May 14, 2014, granted Lessees authority to escrow royalty payments for a period of ninety (90) days from that date; and

WHEREAS, the Board, by Resolution dated August 13, 2014, granted Lessees an extension of this escrow authority for a period not to exceed November 12, 2014; and

WHEREAS, the Board, by Resolution dated November 12, 2014, granted Lessees a second extension of this escrow authority for a period of one hundred eighty (180) days from that date; and

WHEREAS, the Board, by Resolution dated June 10, 2015, granted Lessees a third extension of this escrow authority for a period of one hundred twenty (120) days effective May 12, 2015 and continuing through September 8, 2015; and

WHEREAS, the Board, by Resolution No. 15-08-020, dated August 12, 2015, granted Lessees an extension of this escrow authority commencing August 12, 2015 and continuing through the February 2016 Board Meeting (or the date of the next meeting of the Board thereafter, should it not meet that month); and

WHEREAS, the Board, by Resolution No. 16-02-007, dated February 10, 2016, granted Lessees an extension of this escrow authority commencing February 10, 2016 and continuing through the August 10, 2016 Board Meeting (or the date of the next meeting of the Board thereafter, should it not meet that month); and

RESOLUTION #17-03-004
(LEGAL & TITLE CONTROVERSY REPORT)

WHEREAS, the Board, by Resolution No. 16-08-013, dated August 10, 2016, granted Lessees an extension of escrow authority commencing August 10, 2016 and continuing through the December 14, 2016 Board Meeting (or the date of the next meeting of the Board thereafter, should it not meet that month); and

WHEREAS, the Board, by Resolution No. 16-12-002, dated December 14, 2016, granted Lessees an extension of escrow authority commencing August 10, 2016 and continuing through the March 8, 2017 Board Meeting (or the date of the next meeting of the Board thereafter, should it not meet that month); and

WHEREAS, DNR's Legal Staff, the Attorney General's Office, and the Lessees request an extension of the previously granted escrow authority to afford the interested parties additional time to negotiate an amicable resolution of the adverse claim; and

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

WHEREAS, in response to this request for an extension of the escrow authority, OMR Staff offered the following recommendation for consideration by the Board:

That the State Mineral and Energy Board approve the request for an extension of this escrow authority, commencing March 8, 2017 and continuing through the June 14, 2017 Board Meeting (or the date of the next meeting of the Board thereafter, should it not meet that month), to allow the interested parties additional time to further pursue resolution of the adverse claim, which authority should be granted subject to the standard escrow procedure and requirements established by OMR.

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

NOW THEREFORE, BE IT RESOLVED that the request for extension of the escrow authority previously granted by Resolution #16-12-002 is hereby approved.

BE IT FURTHER RESOLVED:

- 1) Lessee is hereby authorized to suspend the direct payment of royalties to OMR on the disputed acreage related to the title disputed acreage within State Lease Nos. 724, 21150, 21152 and 21157 situated in the CIB CARST RA SUA Unit, Four Isle Dome Field, Terrebonne Parish, Louisiana;
- 2) The escrow authority extended hereby is effective March 8, 2017 and continuing through the June 14, 2017 Board meeting (or the date of the next meeting of the Board thereafter, should it not meet that month), to allow the interested parties time to evaluate and resolve the adverse claim;
- 3) The escrow authority extended hereby is contingent upon Lessee's compliance with the standard escrow procedure and requirements established by OMR;
- 4) The deposit of royalties into the escrow account shall be accepted by the Board as the royalty payments required by the State Lease, and Lessee shall not be held in default of payment of its royalty obligation owed the State as long as deposits are timely and properly made as required by the State Lease into the escrow account; and
- 5) The Board reserves the right to audit the royalty payments deposited into the escrow account and further reserves all audit rights authorized by the State Lease.

BE IT FURTHER RESOLVED:

- 1) Lessee shall continue to maintain a separate, interest bearing escrow account at a FDIC insured financial institution having a presence in the State of Louisiana;
- 2) Throughout the extended escrow period, Lessee shall continue to timely provide fully completed SR-9 Reports (and any other requested documents) to OMR;

RESOLUTION #17-03-004
(LEGAL & TITLE CONTROVERSY REPORT)

- 3) Throughout the extended escrow period, Lessee shall continue to timely deposit the properly calculated and reported royalty payments attributable to the disputed acreage into the escrow account;
- 4) Throughout the extended escrow period, Lessee shall continue to provide documentation (copies of deposited checks, deposit receipts or monthly bank statements) of the timely deposit of royalty payments into the escrow account;
- 5) Throughout the extended escrow period, Lessee shall continue to cooperate, in good faith, with OMR's efforts to negotiate a royalty sharing agreement or other amicable resolution of the title dispute with the adverse claimant(s);
- 6) If the ownership/title dispute is amicably resolved prior to expiration of the extended escrow period, the royalty payments on deposit and interest thereon accumulating in the escrow account shall be timely distributed in accordance with the negotiated resolution;
- 7) If the ownership/title dispute is not amicably resolved prior to expiration of the authorized escrow extension, Lessee shall, within fifteen (15) calendar days of expiration:
 - a) Resume direct payment of royalties to OMR and transfer all royalty payments, including interest, on deposit in the escrow account to OMR; or
 - b) Invoke a concursus proceeding, transfer all royalty payments, including interest, on deposit in the escrow account into the Registry of the Court and continue the direct payment of royalties into the Registry of the Court through adjudication of the dispute;
- 8) Lessee shall not transfer nor release any funds, including interest, on deposit in the escrow account authorized by this Resolution without the knowledge and written approval of OMR; and
- 9) All charges and expenses in connection with the creation and maintenance of the escrow account authorized hereby are to be borne by Lessee.


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

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

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

CERTIFICATE

I HEREBY CERTIFY that the above is a true and correct copy of a Resolution adopted at a meeting on the 8th day of March, 2017 of the State Mineral and Energy Board in the City of Baton Rouge, State of Louisiana, pursuant to due notice and in compliance with law, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Board and is now in full force and effect.



DAVID W. BOULET, SECRETARY
STATE MINERAL AND ENERGY BOARD

RESOLUTION #17-03-004
(LEGAL & TITLE CONTROVERSY REPORT)

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION #17-03-005

Louisiana Onshore Properties, LLC
request for approval of Operating
Agreement on former SL No 20540

(LEGAL & TITLE CONTROVERSY REPORT)

WHEREAS, a request was made by Louisiana Onshore Properties, LLC that the State Mineral and Energy Board grant final approval of an Operating Agreement by and between the State Mineral and Energy Board and Louisiana Onshore Properties, to create an operating tract for the exploration and development of oil, gas and/or condensate and other liquid hydrocarbons, which proposal allocates to the State of Louisiana, a state production interest equal to 22.5% before payout and 23.5% after payout, in and to the operating tract, covering a portion of former State Lease No. 20540, containing .193 acres more or less, Iberia Parish, Louisiana, with further particulars being stipulated in the instrument;

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

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

NOW THEREFORE, BE IT RESOLVED that the Board does hereby grant final approval of an Operating Agreement by and between the State Mineral and Energy Board and Louisiana Onshore Properties, to create an operating tract for the exploration and development of oil, gas and/or condensate and other liquid hydrocarbons, which proposal allocates to the State of Louisiana, a state production interest equal to 22.5% before payout and 23.5% after payout, in and to the operating tract, covering a portion of former State Lease No. 20540, containing .193 acres more or less, Iberia 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 on the 8th day of March, 2017 of the State Mineral and Energy Board in the City of Baton Rouge, State of Louisiana, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said State Mineral and Energy Board and is now in full force and effect.



DAVID W. BOULET, SECRETARY
STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION #17-03-006

Louisiana Onshore Properties, LLC
request for approval of Operating
Agreement on former OA "A0326"

(LEGAL & TITLE CONTROVERSY REPORT)

WHEREAS, a request was made by Louisiana Onshore Properties, LLC that the State Mineral and Energy Board grant final approval of an Operating Agreement by and between the State Mineral and Energy Board and Louisiana Onshore Properties, to create an operating tract for the exploration and development of oil, gas and/or condensate and other liquid hydrocarbons, which proposal allocates to the State of Louisiana, a state production interest equal to 22.5% before payout and 23.5% after payout, in and to the operating tract, covering former Operating Agreement "A0326," containing .694 acres more or less, Iberia Parish, Louisiana, with further particulars being stipulated in the instrument;

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

ON MOTION of Mr. Hollenshead, seconded by Ms. Michaud-Dugas, the following Resolution was offered and unanimously adopted by the State Mineral and Energy Board:

NOW THEREFORE, BE IT RESOLVED that the Board does hereby grant final approval of an Operating Agreement by and between the State Mineral and Energy Board and Louisiana Onshore Properties, to create an operating tract for the exploration and development of oil, gas and/or condensate and other liquid hydrocarbons, which proposal allocates to the State of Louisiana, a state production interest equal to 22.5% before payout and 23.5% after payout, in and to the operating tract, covering former Operating Agreement "A0326," containing .694 acres more or less, Iberia 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 on the 8th day of March, 2017 of the State Mineral and Energy Board in the City of Baton Rouge, State of Louisiana, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said State Mineral and Energy Board and is now in full force and effect.



DAVID W. BOULET, SECRETARY
STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

White Marlin Oil and Gas
Company, LLC
State Lease No 1908

RESOLUTION #17-03-007

(LEGAL & TITLE CONTROVERSY REPORT)

WHEREAS, a request was made by White Marlin Oil and Gas Company, LLC, that the State Mineral and Energy Board grant a three (3) month extension to refrain from nominating or accepting nominations on 20.84 state acres now or formerly covered by State Lease No. 1908 until June 14, 2017.

WHEREAS, White Marlin Oil and Gas Company, LLC further requested that the State Mineral and Energy Board acknowledge the execution and recordation of a Rescindment, Annulment and Cancellation of Mistaken Release of Oil and Gas Lease and recognize that a Full Release executed April 20, 2015 was ineffective as to State Lease No. 1908;

WHEREAS, the Staff of the Office of Mineral Resources, upon thorough review and consideration, recommended that the request by White Marlin Oil and Gas Company, LLC for a three (3) month extension to refrain from nominating or accepting nominations on 20.84 state acres now or formerly covered by State Lease No. 1908 until June 14, 2017 be approved by the Board;

WHEREAS, the Staff of the Office of Mineral Resources, further recommended that the acknowledgement request by White Marlin Oil and Gas Company, LLC of the execution and recording of the Rescindment, Annulment and Cancellation of Mistaken Release of Oil and Gas Lease dated April 20, 2015 be deferred by the State Mineral and Energy Board until the lease maintenance review is completed by the Office of Mineral Resources Staff;

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

NOW THEREFORE, BE IT RESOLVED that the State Mineral and Energy Board does hereby approve the request by White Marlin Oil and Gas Company, LLC, for a three (3) month extension to refrain from nominating or accepting nominations on 20.84 state acres now or formerly covered by State Lease No. 1908 until the June 14, 2017 Board Meeting (or the date of the next meeting of the Board thereafter, should it not meet that month);

BE IT FURTHER RESOLVED that the State Mineral and Energy Board does hereby defer acknowledgement request by White Marlin Oil and Gas Company, LLC of the execution and recording of the Rescindment, Annulment and Cancellation of Mistaken Release of Oil and Gas Lease dated April 20, 2015 until the lease maintenance review is completed by the Office of Mineral Resources Staff.

CERTIFICATE

I HEREBY CERTIFY that the above is a true and correct copy of a Resolution adopted at a meeting on the 8th day of March, 2017 of the State Mineral and Energy Board in the City of Baton Rouge, State of Louisiana, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said State Mineral and Energy Board and is now in full force and effect.



DAVID W. BOULET, SECRETARY
STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Allen Brothers request to
negotiate Operating
Agreement on former
SL #3170

RESOLUTION #17-03-008

(LEGAL & TITLE CONTROVERSY REPORT)

WHEREAS, a request by the Staff of the Office of Mineral Resources to the State Mineral and Energy Board for a one-hundred twenty (120) day extension of the previously granted authority to negotiate with Allen Brothers for an Operating Agreement affecting approximately twenty (20) unleased state owned acreage in former State Lease No. 3170, Caddo Parish, Louisiana;

WHEREAS, the Staff of the Office of Mineral Resources further requests that it be allowed to continue negotiations and to keep the acreage out of commerce, making it unavailable for leasing until July 12, 2017, or until the Operating Agreement is confected and approved by the Board, whichever occurs first;

ON MOTION of Mr. Bradberry, seconded by Ms. LeBlanc, after discussion and careful consideration, the following Resolution was offered and unanimously adopted by the State Mineral and Energy Board:

NOW THEREFORE, BE IT RESOLVED that the State Mineral and Energy Board does hereby approve the Office of Mineral Resources Staff request for a one-hundred twenty (120) day extension of the previously granted authority to negotiate with Allen Brothers for an Operating Agreement affecting approximately twenty (20) unleased state owned acreage in former State Lease No. 3170, Caddo Parish, Louisiana;

BE IT FURTHER RESOLVED that the Board does hereby approve the request by the Staff of the Office of Mineral Resources that it be allowed to continue negotiations with Allen Brothers for an Operating Agreement affecting approximately twenty (20) unleased state owned acreage in former State Lease No. 3170, Caddo Parish, Louisiana, and to keep the acreage out of commerce, making it unavailable for leasing until July 12, 2017, or until the Operating Agreement is confected and approved by the Board, whichever occurs first.

CERTIFICATE

I HEREBY CERTIFY that the above is a true and correct copy of a Resolution adopted at a meeting on the 8th day of March, 2017 of the State Mineral and Energy Board in the City of Baton Rouge, State of Louisiana, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said State Mineral and Energy Board and is now in full force and effect.



DAVID W. BOULET, SECRETARY
STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Agency Participation
Agreement - Collection of debt
owed to SMEB and to DNR

RESOLUTION #17-03-009

(LEGAL & TITLE CONTROVERSY REPORT)

WHEREAS, at the March 8th, 2017 meeting of the State Mineral and Energy Board, the Staff of the Department of Natural Resources presented a report to the State Mineral and Energy Board summarizing a proposed Agency Participation Agreement for administering and managing the collection of debt owed to the State of Louisiana via the Mineral and Energy Board as the administrator of the State's proprietary interest in minerals;

WHEREAS, further, the Staff recommended that the State Mineral and Energy Board approve and grant authority to execute the aforesaid Agency Participation Agreement;

ON MOTION of Mr. Harris, seconded by Ms. Michaud-Dugas, after discussion and careful consideration, the following Resolution was offered and unanimously adopted by the State Mineral and Energy Board:

NOW THEREFORE, BE IT RESOLVED that the State Mineral and Energy Board does hereby approve and grant authority to execute the aforesaid Agency Participation Agreement on its behalf, for the purpose of administering and managing the collection of debt owed to the State of Louisiana via the Board as the administrator of the State's proprietary interest in minerals.

CERTIFICATE

I HEREBY CERTIFY that the above is a true and correct copy of a Resolution adopted at a meeting on the 8th day of March, 2017 of the State Mineral and Energy Board in the City of Baton Rouge, State of Louisiana, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said State Mineral and Energy Board and is now in full force and effect.



DAVID W. BOULET, SECRETARY
STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Draft Compilation Process
Report for proposed new
Lease Form

RESOLUTION #17-03-010

(LEGAL & TITLE CONTROVERSY REPORT)

WHEREAS, the Staff of the Office of Mineral Resources presented a draft Compilation Process Report to the State Mineral and Energy Board for the Office of Mineral Resources proposed new Lease Form;

WHEREAS, the Staff of the Office of Mineral Resources recommended that the State Mineral and Energy Board approve the draft Compilation Process Report for the Office of Mineral Resources proposed new Lease Form as listed below:


DRAFT COMPILATION PROCESS REPORT – PROPOSED NEW LEASE FORM	
STATE MINERAL AND ENERGY BOARD MEETING	PROPOSED ACTION
April 12, 2017	Review Article status and propose schedule for review and approval in groups.
May 10, 2017	Propose 5 – 8 Articles and comment by June 1 st .
June 14, 2017	Review 5 – 8 Articles and comments; vote in principle. Present 5 – 8 new Articles for SMEB/Industry consideration for July 12, 2017 SMEB Meeting; request comments by June 30, 2017.
July 12, 2017	Review 5 – 8 Articles and comments; vote in principle. Present 5 – 8 new Articles for SMEB/Industry consideration for August 9, 2017 SMEB Meeting; request comments by August 1, 2017.
August 9, 2017	Review 5 – 8 Articles and comments; vote in principle. Present 5 – 8 new Articles for SMEB/Industry consideration for September 13, 2017 SMEB Meeting; request comments by September 1, 2017.
September 13, 2017	SMEB - Review at Meeting
October 11, 2017	DNR Legal Division - Review at Meeting
November 8, 2017	DNR Legal Division – Review and Finalize at Meeting
December 13, 2017	VOTE on new Lease Form

ON MOTION of Mr. Bradberry, seconded by Mr. Hollenshead, after discussion and careful consideration, the following Resolution was offered and unanimously adopted by the State Mineral and Energy Board:

NOW THEREFORE, BE IT RESOLVED that the State Mineral and Energy Board does hereby approve the draft Compilation Process Report for the Office of Mineral Resources proposed new Lease Form as listed above.

CERTIFICATE

I HEREBY CERTIFY that the above is a true and correct copy of a Resolution adopted at a meeting on the 8th day of March, 2017 of the State Mineral and Energy Board in the City of Baton Rouge, State of Louisiana, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said State Mineral and Energy Board and is now in full force and effect.



**DAVID W. BOULET, SECRETARY
STATE MINERAL AND ENERGY BOARD**

**e) DOCKET REPORT
March 8, 2017**

The Board heard the report of Emile Fontentot on Wednesday, March 8, 2017, relative to the following:

Category A: State Agency Leases
Docket Item No. 1

Category B: State Lease Transfers.
Docket Item Nos. 1 through 48

Category C: Department of Wildlife & Fisheries State Agency Lease Transfers
There were no items for this category

Category D: Advertised Proposals
Docket Item Nos. 1, 2 and 3

for the March 8, 2017 Mineral Lease Sale. Based upon the staff's recommendation, on motion of Mr. Bradberry, duly seconded by Ms. LeBlanc, the Board voted unanimously to accept the following recommendations:

Category A: State Agency Leases
Approve Docket Item No. 1

Category B: State Lease Transfers
Approve Docket Item Nos. 1 through 48

Category D: Advertise Proposals
Defer Docket Item No. 17-03, upon recommendation of the Legal and Title Controversy Review.
Approve Docket Item Nos. 17-04 and 17-05, upon recommendation of the Legal and Tile Controversy Review.

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

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-03-011

(DOCKET)

On motion of Mr. Bradberry, seconded by Ms. LeBlanc, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item A from the March 8, 2017 Meeting be approved, said instrument being an Oil, Gas and Mineral Lease from the Vinton Harbor and Terminal District, dated January 10, 2017, awarded to Treasure Bay Corporation, Ltd., covering lands located in Section 26, Township 10 South, Range 12 West, Calcasieu Parish, Louisiana, containing 40.0 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 or Secretary 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 8th day of March, 2017, 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.



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-03-012

(DOCKET)

On motion of Mr. Bradberry, seconded by Ms. LeBlanc, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 1 from the March 8, 2017 Meeting be approved, said instrument being an Assignment from Century Exploration New Orleans, LLC to Upstream Exploration LLC, of all of Assignor's right, title and interest in and to State Lease No 21380, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument.

Upstream Exploration 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;

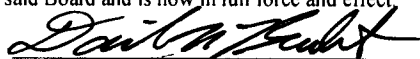
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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 or Secretary 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 8th day of March, 2017, 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.



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-03-013

(DOCKET)

On motion of Mr. Bradberry, seconded by Ms. LeBlanc, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 2 from the March 8, 2017 Meeting be approved, said instrument being an Assignment from Century Exploration New Orleans, LLC to Upstream Exploration LLC, of all of Assignor's right, title and interest in and to State Lease No. 21381, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument

Upstream Exploration 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;

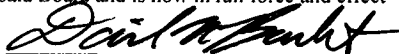
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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 or Secretary 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 8th day of March, 2017, 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



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-03-014

(DOCKET)

On motion of Mr. Bradberry, seconded by Ms. LeBlanc, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 3 from the March 8, 2017 Meeting be approved, said instrument being an Assignment from Century Exploration New Orleans, LLC to Upstream Exploration LLC, of all of Assignor's right, title and interest in and to State Lease No. 21473, Plaquemines Parish, Louisiana, with further particular being stipulated in the instrument.

Upstream Exploration 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 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 or Secretary 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 8th day of March, 2017, 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



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-03-015

(DOCKET)

On motion of Mr. Bradberry, seconded by Ms. LeBlanc, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 4 from the March 8, 2017 Meeting be approved, said instrument being an Assignment from Century Exploration New Orleans, LLC to Upstream Exploration LLC, of all of Assignor's right, title and interest in and to State Lease No 21474, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument

Upstream Exploration 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;

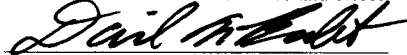
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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 or Secretary 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 8th day of March, 2017, 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.



David W Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-03-016

(DOCKET)

On motion of Mr. Bradberry, seconded by Ms. LeBlanc, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 5 from the March 8, 2017 Meeting be approved, said instrument being an Assignment from Century Exploration New Orleans, LLC to Upstream Exploration LLC, of all of Assignor's right, title and interest in and to State Lease No 21476, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument

Upstream Exploration 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;

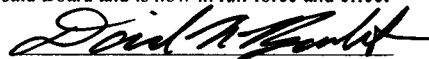
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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 or Secretary 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 8th day of March, 2017, 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



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-03-017

(DOCKET)

On motion of Mr. Bradberry, seconded by Ms. LeBlanc, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 6 from the March 8, 2017 Meeting be approved, said instrument being an Assignment from Century Exploration New Orleans, LLC to Upstream Exploration LLC, of all of Assignor's right, title and interest in and to State Lease No. 21481, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument.

Upstream Exploration 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,

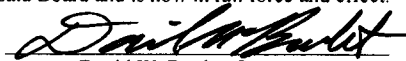
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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 or Secretary 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 8th day of March, 2017, 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.



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-03-018

(DOCKET)

On motion of Mr. Bradberry, seconded by Ms. LeBlanc, the following Resolution was offered and adopted.

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 7 from the March 8, 2017 Meeting be approved, said instrument being an Assignment from Century Exploration New Orleans, LLC to Upstream Exploration LLC, of all of Assignor's right, title and interest in and to State Lease No. 21514, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument

Upstream Exploration 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 or Secretary 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 8th day of March, 2017, 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



David W Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-03-019

(DOCKET)

On motion of Mr. Bradberry, seconded by Ms. LeBlanc, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 8 from the March 8, 2017 Meeting be approved, said instrument being an Assignment from Century Exploration New Orleans, LLC to Upstream Exploration LLC, of all of Assignor's right, title and interest in and to State Lease No. 21515, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument.

Upstream Exploration 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,

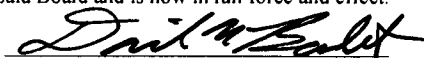
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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 or Secretary 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 8th day of March, 2017, 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.



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-03-020

(DOCKET)

On motion of Mr. Bradberry, seconded by Ms. LeBlanc, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 9 from the March 8, 2017 Meeting be approved, said instrument being an Assignment from Century Exploration New Orleans, LLC to Upstream Exploration LLC, of all of Assignor's right, title and interest in and to State Lease No 21516, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument.

Upstream Exploration 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;

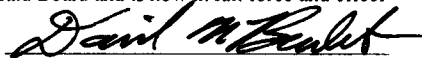
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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 or Secretary 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 8th day of March, 2017, 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



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-03-021

(DOCKET)

On motion of Mr. Bradberry, seconded by Ms. LeBlanc, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 10 from the March 8, 2017 Meeting be approved, said instrument being an Assignment from Century Exploration New Orleans, LLC to Upstream Exploration LLC, of all of Assignor's right, title and interest in and to State Lease No. 21540, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument

Upstream Exploration 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.

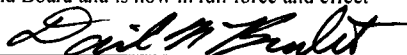
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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 or Secretary 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 8th day of March, 2017, 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



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-03-022

(DOCKET)

On motion of Mr. Bradberry, seconded by Ms. LeBlanc, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 11 from the March 8, 2017 Meeting be approved, said instrument being an Assignment from Century Exploration New Orleans, LLC to Upstream Exploration LLC, of all of Assignor's right, title and interest in and to State Lease No 21544, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument

Upstream Exploration 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;

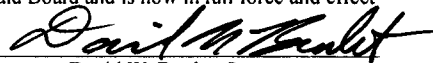
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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 or Secretary 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 8th day of March, 2017, 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



David W Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-03-023

(DOCKET)

On motion of Mr. Bradberry, seconded by Ms. LeBlanc, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 12 from the March 8, 2017 Meeting be approved, said instrument being Assignment from Century Exploration New Orleans, LLC to Upstream Exploration LLC, of all of Assignor's right, title and interest in and to State Lease No. 21545, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument.

Upstream Exploration 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 or Secretary 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 8th day of March, 2017, 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



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-03-024 (DOCKET)

On motion of Mr. Bradberry, seconded by Ms. LeBlanc, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 13 from the March 8, 2017 Meeting be approved, said instrument being an Assignment from Century Exploration New Orleans, LLC to Upstream Exploration LLC, of all of Assignor's right, title and interest in and to State Lease No. 19391, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument

Upstream Exploration 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 or Secretary 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 8th day of March, 2017, 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



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-03-025 (DOCKET)

On motion of Mr. Bradberry, seconded by Ms. LeBlanc, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 14 from the March 8, 2017 Meeting be approved, said instrument being an Assignment from Century Exploration New Orleans LLC to Upstream Exploration LLC, of all of Assignor's right, title and interest in and to State Lease No 19669, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument

Upstream Exploration 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 or Secretary 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 8th day of March, 2017, 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



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-03-026

(DOCKET)

On motion of Mr. Bradberry, seconded by Ms. LeBlanc, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 15 from the March 8, 2017 Meeting be approved, said instrument being an Assignment from Century Exploration New Orleans LLC to Upstream Exploration LLC, of all of Assignor's right, title and interest in and to State Lease No. 20423, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument

Upstream Exploration 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,

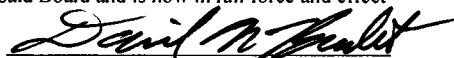
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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 or Secretary 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 8th day of March, 2017, 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



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-03-027

(DOCKET)

On motion of Mr. Bradberry, seconded by Ms. LeBlanc, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 16 from the March 8, 2017 Meeting be approved, said instrument being an Assignment from Century Exploration New Orleans LLC to Upstream Exploration LLC, of all of Assignor's right, title and interest in and to State Lease No. 21543, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument.

Upstream Exploration 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,

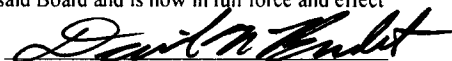
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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 or Secretary 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 8th day of March, 2017, 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



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-03-028 (DOCKET)

On motion of Mr. Bradberry, seconded by Ms. LeBlanc, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 17 from the March 8, 2017 Meeting be approved, said instrument being an Assignment from Century Exploration New Orleans LLC to Upstream Exploration LLC, of all of Assignor's right, title and interest in and to State Lease No 17942, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument.

Upstream Exploration 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 or Secretary 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 8th day of March, 2017, 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.



David W Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-03-029

(DOCKET)

On motion of Mr. Bradberry, seconded by Ms. LeBlanc, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 18 from the March 8, 2017 Meeting be approved, said instrument being an Assignment from Century Exploration New Orleans LLC to Upstream Exploration LLC, of all of Assignor's right, title and interest in and to State Lease No. 17965, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument.

Upstream Exploration 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;

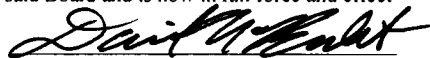
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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 or Secretary 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 8th day of March, 2017, 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



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-03-030

(DOCKET)

On motion of Mr. Bradberry, seconded by Ms. LeBlanc, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 19 from the March 8, 2017 Meeting be approved, said instrument being an Assignment from Century Exploration New Orleans LLC to Upstream Exploration LLC, of all of Assignor's right, title and interest in and to State Lease No 18549, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument

Upstream Exploration 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,

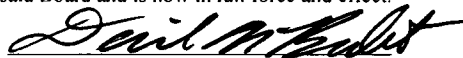
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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 or Secretary 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 8th day of March, 2017, 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.



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-03-031 (DOCKET)

On motion of Mr. Bradberry, seconded by Ms. LeBlanc, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 20 from the March 8, 2017 Meeting be approved, said instrument being an Assignment from Century Exploration New Orleans LLC to Upstream Exploration LLC, of all of Assignor's right, title and interest in and to State Lease No 18550, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument.

Upstream Exploration 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 or Secretary 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 8th day of March, 2017, 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.



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-03-032 (DOCKET)

On motion of Mr. Bradberry, seconded by Ms. LeBlanc, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 21 from the March 8, 2017 Meeting be approved, said instrument being an Assignment from Century Exploration New Orleans LLC to Upstream Exploration LLC, of all of Assignor's right, title and interest in and to State Lease No 19050, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument

Upstream Exploration 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,

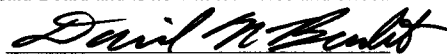
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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 or Secretary 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 8th day of March, 2017, 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.



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-03-033

(DOCKET)

On motion of Mr. Bradberry, seconded by Ms. LeBlanc, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 22 from the March 8, 2017 Meeting be approved, said instrument being an Assignment from Century Exploration New Orleans LLC to Upstream Exploration LLC, of all of Assignor's right, title and interest in and to State Lease No. 19051, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument.

Upstream Exploration 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,

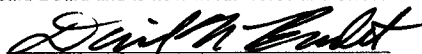
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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 or Secretary 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 8th day of March, 2017, 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



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-03-034

(DOCKET)

On motion of Mr. Bradberry, seconded by Ms. LeBlanc, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 23 from the March 8, 2017 Meeting be approved, said instrument being an Assignment from Century Exploration New Orleans LLC to Upstream Exploration LLC, of all of Assignor's right, title and interest in and to State Lease No. 19052, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument.

Upstream Exploration 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,

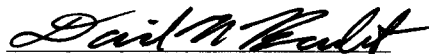
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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 or Secretary 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 8th day of March, 2017, 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



David W Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-03-035

(DOCKET)

On motion of Mr. Bradberry, seconded by Ms. LeBlanc, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 24 from the March 8, 2017 Meeting be approved, said instrument being an Assignment from Century Exploration New Orleans LLC to Upstream Exploration LLC, of all of Assignor's right, title and interest in and to State Lease No. 19079, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument.

Upstream Exploration 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 or Secretary 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 8th day of March, 2017, 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



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-03-036

(DOCKET)

On motion of Mr. Bradberry, seconded by Ms. LeBlanc, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 25 from the March 8, 2017 Meeting be approved, said instrument being an Assignment from Century Exploration New Orleans LLC to Upstream Exploration LLC, of all of Assignor's right, title and interest in and to State Lease No 19080, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument

Upstream Exploration 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;

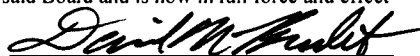
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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 or Secretary 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 8th day of March, 2017, 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



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-03-037 (DOCKET)

On motion of Mr. Bradberry, seconded by Ms. LeBlanc, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 26 from the March 8, 2017 Meeting be approved, said instrument being an Assignment from Century Exploration New Orleans LLC to Upstream Exploration LLC, of all of Assignor's right, title and interest in and to State Lease No 19347, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument

Upstream Exploration 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,

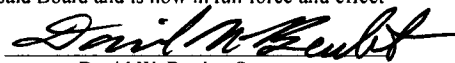
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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 or Secretary 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 8th day of March, 2017, 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



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-03-038

(DOCKET)

On motion of Mr. Bradberry, seconded by Ms. LeBlanc, the following Resolution was offered and adopted.

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 27 from the March 8, 2017 Meeting be approved, said instrument being an Assignment from Century Exploration New Orleans LLC to Upstream Exploration LLC, of all of Assignor's right, title and interest in and to State Lease No. 19384, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument

Upstream Exploration 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 or Secretary 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 8th day of March, 2017, 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.



David W Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-03-039

(DOCKET)

On motion of Mr. Bradberry, seconded by Ms. LeBlanc, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 28 from the March 8, 2017 Meeting be approved, said instrument being an Assignment from Century Exploration New Orleans LLC to Upstream Exploration LLC, of all of Assignor's right, title and interest in and to State Lease No 12806, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument

Upstream Exploration 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,

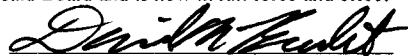
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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 or Secretary 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 8th day of March, 2017, 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



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-03-040

(DOCKET)

On motion of Mr. Bradberry, seconded by Ms. LeBlanc, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 29 from the March 8, 2017 Meeting be approved, said instrument being an Assignment from Century Exploration New Orleans LLC to Upstream Exploration LLC, of all of Assignor's right, title and interest in and to State Lease No. 15683, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument.

Upstream Exploration 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;

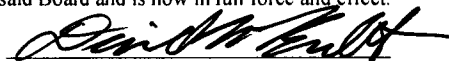
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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 or Secretary 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 8th day of March, 2017, 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.



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-03-041

(DOCKET)

On motion of Mr. Bradberry, seconded by Ms. LeBlanc, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 30 from the March 8, 2017 Meeting be approved, said instrument being an Assignment from Century Exploration New Orleans LLC to Upstream Exploration LLC, of all of Assignor's right, title and interest in and to State Lease No. 17674, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument

Upstream Exploration 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,

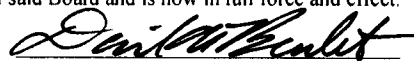
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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 or Secretary 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 8th day of March, 2017, 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.



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-03-042 (DOCKET)

On motion of Mr. Bradberry, seconded by Ms. LeBlanc, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 31 from the March 8, 2017 Meeting be approved, said instrument being an Assignment from Century Exploration New Orleans LLC to Upstream Exploration LLC, of all of Assignor's right, title and interest in and to State Lease No. 17675, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument

Upstream Exploration 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,

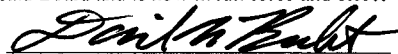
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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 or Secretary 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 8th day of March, 2017, 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



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-03-043

(DOCKET)

On motion of Mr. Bradberry, seconded by Ms. LeBlanc, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 32 from the March 8, 2017 Meeting be approved, said instrument being an Assignment from Century Exploration New Orleans LLC to Upstream Exploration LLC, of all of Assignor's right, title and interest in and to State Lease No. 17689, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument

Upstream Exploration 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,

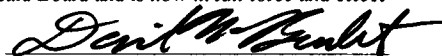
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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 or Secretary 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 8th day of March, 2017, 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



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-03-044 (DOCKET)

On motion of Mr. Bradberry, seconded by Ms. LeBlanc, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 33 from the March 8, 2017 Meeting be approved, said instrument being an Assignment from Century Exploration New Orleans LLC to Upstream Exploration LLC, of all of Assignor's right, title and interest in and to State Lease No 17691, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument.

Upstream Exploration 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;

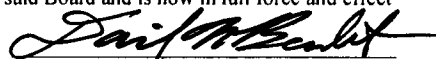
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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 or Secretary 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 8th day of March, 2017, 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



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-03-045

(DOCKET)

On motion of Mr. Bradberry, seconded by Ms. LeBlanc, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 34 from the March 8, 2017 Meeting be approved, said instrument being an Assignment from Century Exploration New Orleans LLC to Upstream Exploration LLC, of all of Assignor's right, title and interest in and to State Lease No 17767, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument.

Upstream Exploration 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,

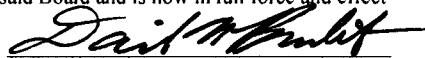
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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 or Secretary 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 8th day of March, 2017, 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



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-03-046

(DOCKET)

On motion of Mr. Bradberry, seconded by Ms. LeBlanc, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 35 from the March 8, 2017 Meeting be approved, said instrument being an Assignment from Century Exploration New Orleans LLC to Upstream Exploration LLC, of all of Assignor's right, title and interest in and to State Lease No. 17860, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument.

Upstream Exploration 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,

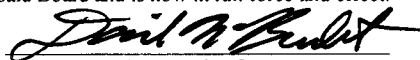
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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 or Secretary 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 8th day of March, 2017, 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.



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-03-047

(DOCKET)

On motion of Mr. Bradberry, seconded by Ms. LeBlanc, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 36 from the March 8, 2017 Meeting be approved, said instrument being an Assignment from Century Exploration New Orleans LLC to Upstream Exploration LLC, of all of Assignor's right, title and interest in and to State Lease No. 17861, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument

Upstream Exploration 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,

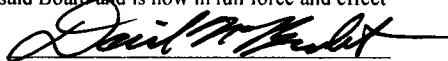
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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 or Secretary 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 8th day of March, 2017, 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



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-03-048

(DOCKET)

On motion of Mr. Bradberry, seconded by Ms. LeBlanc, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 37 from the March 8, 2017 Meeting be approved, said instrument being an Assignment from Century Exploration New Orleans LLC to Upstream Exploration LLC, of all of Assignor's right, title and interest in and to State Lease No. 17863, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument

Upstream Exploration 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,

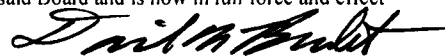
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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 or Secretary 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 8th day of March, 2017, 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



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-03-049 (DOCKET)

On motion of Mr. Bradberry, seconded by Ms. LeBlanc, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 38 from the March 8, 2017 Meeting be approved, said instrument being an Assignment from White Oak Resources VI, LLC to Gulf Coast Working Partners, LLC, of all of Assignor's right, title and interest in and to State Lease Nos. 15155, 15202 and 15726, Calcasieu Parish, Louisiana, with further particulars being stipulated in the instrument.

Gulf Coast Working Partners, 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, sublessee 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 or Secretary 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 8th day of March, 2017, 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



David W Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-03-050 (DOCKET)

On motion of Mr. Bradberry, seconded by Ms. LeBlanc, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 39 from the March 8, 2017 Meeting be approved, said instrument being an Assignment from J-W Operating Company, of all of Assignors right title and interest to the following in the proportions set out below

Aethon United BR LP	90%
PEO Haynesville Holdco, LLC	10%

in and to State Lease Nos 11855, 17946, 18370, 18371 and 18635, Bossier, Caddo and DeSoto Parishes, Louisiana, with further particulars being stipulated in the instrument.

Aethon United BR 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 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 or Secretary 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 8th day of March, 2017, 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



David W Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-03-051

(DOCKET)

On motion of Mr. Bradberry, seconded by Ms. LeBlanc, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 40 from the March 8, 2017 Meeting be approved, said instrument being an Assignment from J-W Operating Company, of all of Assignors right title and interest to the following in the proportions set out below:

Aethon United BR LP	90%
PEO Haynesville Holdco, LLC	10%

in and to State Lease Nos 6931, 10965, 11155, 13190, 16034, 16035, 16036, 16305, 16397, 16420, 16530, 16531, 16717, 17640, 18243, 18244, 18641 and Operating Agreement "A0297", Bossier and Caddo Parishes, Louisiana, with further particulars being stipulated in the instrument.

Aethon United BR 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 or Secretary 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 8th day of March, 2017, 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.



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-03-052

(DOCKET)

On motion of Mr. Bradberry, seconded by Ms. LeBlanc, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 41 from the March 8, 2017 Meeting be approved, said instrument being an Assignment from Blanchard & Associates Land Services, LLC to GEP Haynesville, LLC, of all of Assignor's right, title and interest in and to State Lease No. 21670, DeSoto Parish, Louisiana, with further particulars being stipulated in the instrument

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

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

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

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

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

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

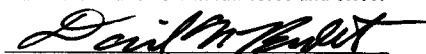
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman or Secretary 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 8th day of March, 2017, 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



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-03-053

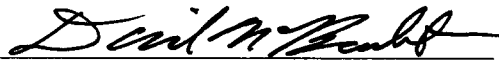
(DOCKET)

On motion of Mr. Bradberry, seconded by Ms. LeBlanc, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 42 from the March 8, 2017, Meeting be approved, said instrument being a Correction of Resolution No. 14 from the December 14, 2016 Meeting, being an Assignment and Correction of Assignment from Chesapeake Louisiana, L.P. to Brix Operating LLC, whereas the following language was omitted from said resolution and is hereby being added...**INSOFAR AND ONLY INSOFAR AS** said lease is limited to the Boundary of Section 29, T9N, R12W”, affecting State Lease No. 20470, Sabine 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 8th day of March, 2017, 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.



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-03-054 (DOCKET)

On motion of Mr. Bradberry, seconded by Ms. LeBlanc, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 43 from the March 8, 2017 Meeting be approved, said instrument being an Assignment from Trend II, LLC, Spicewood Energy Fund II, LP and Gulf Coast Mid West Energy Capital #6 LP to Pennington Oil & Gas Interests, L.L.C., of all of Assignor's right, title and interest in and to State Lease No 21433, Pointe Coupee and St Landry Parishes, Louisiana, with further particulars being stipulated in the instrument.

Pennington Oil & Gas Interests, L.L.C. 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 or Secretary 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 8th day of March, 2017, 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



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-03-055

(DOCKET)

On motion of Mr. Bradberry, seconded by Ms. LeBlanc, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 44 from the March 8, 2017 Meeting be approved, said instrument being an Assignment from Trend II, LLC, Spicewood Energy Fund II, LP and Gulf Coast Mid West Energy Capital #6 LP to Pennington Oil & Gas Interests, L.L.C., of all of Assignor's right, title and interest in and to State Lease No. 21529, Pointe Coupee and St Landry Parishes, Louisiana, with further particulars being stipulated in the instrument.

Pennington Oil & Gas Interests, L.L.C. 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,

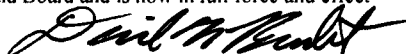
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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 or Secretary 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 8th day of March, 2017, 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



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-03-056

(DOCKET)

On motion of Mr. Bradberry, seconded by Ms. LeBlanc, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 45 from the March 8, 2017 Meeting be approved, said instrument being an Assignment from Magna Operating, LLC to Foothills Petroleum Operating, Inc , of all of Assignor's right, title and interest in and to State Lease No 21626, Calcasieu Parish, Louisiana, with further particulars being stipulated in the instrument

Foothills Petroleum Operating, 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 or Secretary 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 8th day of March, 2017, 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.



David W Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-03-057

(DOCKET)

On motion of Mr. Bradberry, seconded by Ms. LeBlanc, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 46 from the March 8, 2017 Meeting be approved, said instrument being an Assignment from Rio Bravo Energy Partners, LLC to Tri-C Resources, LLC, of all of Assignor's right, title and interest in and to State Lease No 21685, Beauregard Parish, Louisiana, **INSOFAR AND ONLY INSOFAR AS** said lease covers and affects those depths and horizons below a depth of 5,000' true vertical depth or the stratigraphic equivalent thereof, with further particulars being stipulated in the instrument

Tri-C 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 or Secretary 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 8th day of March, 2017, 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



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-03-058 (DOCKET)

On motion of Mr. Bradberry, seconded by Ms. LeBlanc, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 47 from the March 8, 2017 Meeting be approved, said instrument being A Quitclaim Deed whereby Rosbottom Production Corp. does hereby Quitclaim, Release and Surrender all of Grantor's right, title and interest to the following

Frank E Cook	0 007500000
Crews Family Ltd Partnership	0 022500000
Kemerton D Hargrove	0 012500000
R Clyde Hargrove, II	0 012500000
Jospeh L. Hargrove, II	0 012500000
EnMark Gas Gathering, LP	0 375000000
Pnmos Company	0 004687500
Claude Allen Williams	0 011250000
Vista Ventures, LLC	0 011250000
Evelyn Ann Williams	0 011250000
Sable Partners, LLC	0 011250000
Lacy H Williams	0 075000000
Stroud Petroleum, Inc	0 020000000
Mike Rogers Oil and Gas, Inc	0 038057350
Vulcan Properties, LLC	0 076114700
Weiser Brown Oil Company	0 076114700
Hilcorp Energy I, LP	0 026693000
Weiser Brown Operating Company	0 149754250
Thomas M Sanders	0 011519625
Nancy S Smith	0 011519625
Kenneth W Sanders	0 011519625
Robert C Sanders	0 011519625

in and to State Lease Nos 13045 and 13697, Red River Parish, Louisiana, **INSOFAR AND ONLY INSOFAR AS** said leases cover rights above the stratigraphic equivalent of 7,386', being the plugged back total depth of the Weiser-Brown Huckabay No 1 & 1D Well located in Section 39, Township 12 North, Range 10 West, Red River Parish, Louisiana, with further particulars being stipulated in the instrument

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

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

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

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

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

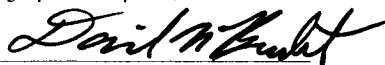
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman or Secretary 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 8th day of March, 2017, 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



David W Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-03-059

(DOCKET)

On motion of Mr. Bradberry, seconded by Ms. LeBlanc, the following Resolution was offered and adopted.

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 48 from the March 8, 2017 Meeting be approved, said instrument being an Assignment from Frank Cook, Crews Family Ltd Partnership, Kemerton D Hargrove, R. Clyde Hargrove, II, Joseph L. Hargrove, Jr., EnMark Gas Gathering, LP, Primos Company, Claude Allen Williams, Vista Ventures, LLC, Evelyn Ann Williams, Sable Partners, LLC, Lacy H Williams, Stroud Petroleum, Inc., Mike Rogers Oil and Gas, Inc, Vulcan Properties, LLC, Weiser-Brown Oil Company, Hilcorp Energy I, LP, Weiser-Brown Operating Company, Thomas M. Sanders, Nancy S Smith, Kenneth W Sanders and Robert C. Sanders to Fite Oil & Gas, Inc., of all of Assignor's right, title and interest in and to State Lease Nos 13045 and 13697, Red River Parish, Louisiana, **INSOFAR AND ONLY INSOFAR AS** said leases cover rights above the stratigraphic equivalent of 7,386', being the plugged back total depth of the Weiser-Brown Huckabay No 1 & 1D Well located in Section 39, Township 12 North, Range 10 West, Red River Parish, Louisiana, with further particulars being stipulated in the instrument

Fite Oil & Gas, 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 or Secretary 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 8th day of March, 2017, 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



David W Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-03-060

(DOCKET)

On motion of Mr. Bradberry, seconded by Ms. LeBlanc, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 49 from the March 8, 2017 Meeting be approved, said instrument being An Assignment from Chesapeake Louisiana, L P and Chesapeake Plains, LLC to Indigo Haynesville LLC, of all of Assignor's right, title and interest in and to State Lease Nos 19838, 19840, 19841, 19844, 19845, 19846, 19847, 20536, 20470 and 20721, DeSoto, Red River, Sabine and Natchitoches Parishes, Louisiana, with further particulars being stipulated in the instrument

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

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

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

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

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

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


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

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

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman or Secretary 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 8th day of March, 2017, 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.



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-03-061

(DOCKET)

On motion of Mr. Bradberry, seconded by Ms. LeBlanc, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 17-03 from the March 8, 2017, Meeting be deferred, said instrument being a Settlement Agreement between The State of Louisiana, through the Louisiana State Mineral and Energy Board and The Louisiana Land and Exploration Company, LLC, ConocoPhillips Company, Houston Energy, L.P., Talos Gulf Coast Onshore LLC, Howard Energy Co., Inc., Knight Resources, LLC, LLOLA, L.L.C., Hilcorp Energy I, L.P., and Hilcorp Energy Company whereas said parties desire to provide for allocations of production, or the proceeds from the Tracts shown by the CIB CARST RA SUA Unit Survey Plat in the manner set forth, covering approximately 208.293 acres, affecting State Lease Nos. 724, 21150, 21152 and 21157, Terrebonne 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 8th day of March, 2017, 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.



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-03-062
(DOCKET REVIEW COMMITTEE)

On motion of Mr. Bradberry, seconded by Ms. LeBlanc, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 17-04 from the March 3, 2017, Meeting be approved, said instrument being an Operating Agreement by and between the State Mineral and Energy Board and Louisiana Onshore Properties LLC, to create an operating tract for the exploration and development of oil, gas and/or condensate and other liquid hydrocarbons, which proposal allocates to the state a state production interest equal to 22.5% before payout and 23.5% after payout, in and to the operating tract, covering a portion of former State Lease No. 20540, containing .193 acres more or less, Iberia Parish, Louisiana, with further particulars being stipulated in the instrument.

BE IT FURTHER RESOLVED that the Executive Officer 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 8th day of March, 2017 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.



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-03-063
(DOCKET REVIEW COMMITTEE)

On motion of Mr. Bradberry, seconded by Ms. LeBlanc, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 17-05 from the March 3, 2017, Meeting be approved, said instrument being an Operating Agreement by and between the State Mineral and Energy Board and Louisiana Onshore Properties LLC, to create an operating tract for the exploration and development of oil, gas and/or condensate and other liquid hydrocarbons, which proposal allocates to the state a state production interest equal to 22.5% before payout and 23.5% after payout, in and to the operating tract, covering former Operating Agreement "A0326", containing .694 acres more or less, Iberia Parish, Louisiana, with further particulars being stipulated in the instrument.

BE IT FURTHER RESOLVED that the Executive Officer 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 8th day of March, 2017 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.



David W. Boulet, Secretary
State Mineral and Energy Board

The Chairman stated that the next order of business was discussions in Executive Session to consider matters before the Board which were confidential in nature. Upon motion of Ms. Michaud-Dugas, seconded by Ms. LeBlanc, the Board Members went into Executive Session at 12:21 p.m.

Upon motion of Mr. Hollenshead, seconded by Ms. Michaud-Dugas, the Board reconvened in open session at 12:47 p.m. for consideration of the following matters discussed in Executive Session:

a) The first matter was a discussion regarding the matter entitled: L.D. Miguez, et al. v. State of Louisiana, et al, Docket No. C-99694, 15th JDC, Vermilion Parish.

Upon motion of Mr. Harris, seconded by Mr. Watkins, the Board voted unanimously to grant authority to the Attorney General's office to make the adjustment as discussed in Executive Session. No comments were made by the public.

b) The second matter was a discussion regarding the following matter: Shoreline Energy - Notice of Intent to Abandon Estate Assets, Docket No. 16-35571, S.D. Tex. Bankruptcy.

This matter was a discussion, and no action by the Board was required.

c) The third matter was a discussion regarding the ChevronTexaco, Texaco E&P Inc. and Unocal audits.

This matter was a discussion, and no action by the Board was required.

d) Technical Briefing on Bids

The Board was briefed on the bids received at today's lease sale.

* Executive Session Resolution(s) will immediately follow this page.

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION # 17-03-064

(EXECUTIVE SESSION)

Executive Session
Discussion
Re: L.D. Miguez, et al. v.
State of Louisiana, et al
Docket No. C-99694
15th JDC Vermilion Parish

WHEREAS, a discussion was held in Executive Session regarding the suit entitled: L.D. Miguez, et al. v. State of Louisiana, et al, Docket No. C-99694, 15th JDC, Vermilion Parish;

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

NOW THEREFORE, BE IT RESOLVED that the State Mineral and Energy Board does hereby grant authority to the Attorney General's office to make the adjustment as discussed in Executive Session.

CERTIFICATE

I HEREBY CERTIFY that the above is a true and correct copy of a Resolution adopted at a meeting on the 8th day of March, 2017 of the State Mineral and Energy Board in the City of Baton Rouge, State of Louisiana, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said State Mineral and Energy Board and is now in full force and effect.



**David W. Boulet, Secretary
State Mineral and Energy Board**

The Chairman stated that the next order of business was the awarding of the leases and called on Mr. Jason Talbot to present Staff's recommendations to the Board.

Mr. Talbot stated that Staff recommends that all bids be accepted.

Upon motion by Ms. LeBlanc, seconded by Ms. Michaud-Dugas, the Board unanimously voted to accept the following bids:

1. Award a lease on a portion of Tract 44661, said portion being 15.02 more particularly described in said bids and outlined on accompanying plat, to TALOS ENERGY OFFSHORE LLC
2. Award a lease on Tract 44675 to SENTRY ENERGY SERVICES, LLC
3. Award a lease on Tract 44676 to SENTRY ENERGY SERVICES, LLC
4. Award a lease on Tract 44677 to ASWB, LLC
5. Award a lease on Tract 44678 to SENTRY ENERGY SERVICES, LLC
6. Award a lease on Tract 44679 to SENTRY ENERGY SERVICES, LLC
7. Award a lease on Tract 44680 to SENTRY ENERGY SERVICES, LLC
8. Award a lease on Tract 44681 to SENTRY ENERGY SERVICES, LLC
9. Award a lease on Tract 44682 to SENTRY ENERGY SERVICES, LLC
10. Award a lease on Tract 44683 to SENTRY ENERGY SERVICES, LLC
11. Award a lease on Tract 44684 to SENTRY ENERGY SERVICES, LLC
12. Award a lease on Tract 44685 to SENTRY ENERGY SERVICES, LLC
13. Award a lease on Tract 44686 to SENTRY ENERGY SERVICES, LLC
14. Award a lease on a portion of Tract 44688, said portion being 25 more particularly described in said bids and outlined on accompanying plat, to PRIDE OIL & GAS PROPERTIES, INC.
15. Award a lease on Tract 44690 to WHITE SANDS LAND SERVICES, L.L.C.
16. Award a lease on Tract 44691 to WHITE SANDS LAND SERVICES, L.L.C.

17. Award a lease on a portion of Tract 44692, said portion being 12.8 more particularly described in said bids and outlined on accompanying plat, to ANGELLE & DONOHUE OIL & GAS PROPERTIES, INC.
18. Award a lease on a portion of Tract 44693, said portion being 131 more particularly described in said bids and outlined on accompanying plat, to CYPRESS ENERGY CORPORATION
19. Award a lease on Tract 44695 to SENTRY ENERGY SERVICES, LLC
20. Award a lease on a portion of Tract 44696, said portion being 18.2 more particularly described in said bids and outlined on accompanying plat, to ANGELLE & DONAHUE OIL & GAS PROPERITES, INC.
21. Award a lease on Tract 44697 to SENTRY ENERGY SERVICES, LLC

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.)

This concluded the awarding of the leases.

The Chairman then announced that the next order of business would be the discussion of new business.

There was no discussion of new business.

The following announcements were then made:

Mr. Boulet stated that there were eighteen (18) state leases and three (3) state agency leases awarded totaling \$440,966.50 for the March 8, 2017 Lease Sale.

Mr. Boulet announced that the Office of Mineral Resources exhibited at the North American Prospect Expo (NAPE) Conference and received good comments about the SONRIS upgrade. He also announced that our website has been recently updated and that DNR would be represented by Secretary Harris and Commissioner Ieyoub at the LOGA Spring Conference on March 9th in Lake Charles.

The Chairman then stated there being no further business to come before the Board, upon motion of Ms. Michaud-Dugas, seconded by Mr. Cordaro, the meeting was adjourned at 12:51 p.m.

Respectfully Submitted,



David W. Boulet, Secretary
State Mineral and Energy Board