

# **MINUTES**

## **STATE MINERAL AND ENERGY BOARD**

### **REGULAR MEETING AND LEASE SALE**

**MAY 8, 2013**

A Regular Meeting and Lease Sale of the State Mineral and Energy Board was held on Wednesday, May 8, 2013, beginning at 11:05 a.m. in the La Belle Room, First Floor, LaSalle Office Building, Baton Rouge, Louisiana, subject to the call of the Governor and Ex-Officio Chairman.

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

W. Paul Segura, Jr., Chairman  
Thomas L. Arnold, Jr., Vice-Chairman  
Stephen Chustz, DNR Interim Secretary  
Emile B. Cordaro  
Louis J. Lambert  
Robert "Michael" Morton  
Thomas W. Sanders  
Chip Kline (sitting in for Garret Graves, Governor Jindal's designee to the Board)

The following members of the Board were recorded as absent:

Dan R. Brouillette  
R.E. "Bob" Miller  
Darryl D. Smith

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

Also recorded as present were:

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

The Chairman then stated that the next order of business was the approval of the April 10, 2013 Minutes. A motion was made by Mr. Arnold to adopt the Minutes as submitted and to waive reading of same. His motion was seconded by Mr. Sanders and unanimously adopted by the Board. (No public comment was made at this time.)

Upon motion of Mr. Arnold, seconded by Mr. Chustz, and unanimously adopted by the Board, the Board recessed at 11:06 a.m. in order to continue with the committee meetings.

Upon motion of Mr. Kline, seconded by Mr. Chustz, and unanimously adopted by the Board, the Board reconvened in open session at 11:42 a.m.

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

Lease Review Committee  
Nomination & Tract Committee

Mr. Arnold made a motion which was seconded by Mr. Lambert and unanimously adopted by the Board to adopt the recommendations of the Audit Committee with the exception of Item No. 2 and to place Item No. 2 back on the Audit Committee agenda for next month's meeting. (No public comment was made at this time.)

Upon motion of Mr. Arnold, seconded by Mr. Lambert, and unanimously adopted by the Board, the remaining recommendations of the following respective Committees regarding their reports were adopted by resolutions of the Board. (No public comment was made at this time.)

Legal & Title Controversy Committee  
Docket Review Committee

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

The Chairman then announced that the Board would recess its regular meeting at 11:44 a.m. and go into executive session for technical briefing in order to consider matters before the Board which were confidential in nature. A motion was made by Mr. Sanders, seconded by Mr. Kline, and unanimously adopted by the Board.

During the technical briefing, the Board conferred with staff personnel concerning the merit of the bids that were submitted and opened earlier today at a public meeting\*, based on geological, engineering and other confidential data and analyses available to the Board and staff, after which, upon motion of Mr. Arnold, seconded by Mr. Kline, and unanimously adopted by the Board, the Board reconvened in open session at 12:13 p.m.

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

The Chairman then stated that the next order of business was the awarding of the leases. Based upon recommendations announced by Mr. Victor Vaughn, the following action was then taken by the Board. Leases awarded were conditioned on tract descriptions being accurate, overlapped prior leases being subtracted from acreage bid on, acreage amount being verified and agreed between bidder and state and portion bids verified as being located within advertised boundary of tracts. (Refer to Tract No. 43204 for public comment.)

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on Tract 43192 to Kepco Operating, Inc.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on Tract 43195 to TP Panther Dome LLC.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on Tract 43197 to TP Panther Dome LLC.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on a portion of Tract 43201, said portion being 195.0 acres more particularly described in said bid and outlined on accompanying plat, to B & L Exploration, L.L.C.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to defer action on Tract 43204 until next month's meeting due to certain issues that need to be resolved before awarding a lease. For the record, it was advised by staff that the bid by Goldking was an acceptable bid as far as the price per acre and the royalty that was bid along with the bonus. At the conclusion of the awarding of the leases, Linda Morgan with Harold J. Anderson, Inc. representing Goldking came forward for clarification regarding Tract 43204.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on a portion of Tract 43206, said portion being 171.000 acres more particularly described in said bid and outlined on accompanying plat, to Cypress Energy Corporation.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on a portion of Tract 43207, said portion being 126.000 acres more particularly described in said bid and outlined on accompanying plat, to Cypress Energy Corporation.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on a portion of Tract 43217, said portion being 103.000 acres more particularly described in said bid and outlined on accompanying plat, to Cypress Energy Corporation.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on Tract 43220 to David D. Kirby.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on Tract 43221 to Hilcorp Energy I, L.P., A Texas Limited Partnership.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on Tract 43222 to ORX Exploration, Inc.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on Tract 43223 to Land Resources, Inc.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on Tract 43224 to Delta Lands Exploration, Inc.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on Tract 43225 to Strata Acquisitions LLC.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on Tract 43226 to Petra Energy Services, L.L.C.

This concluded the awarding of the leases.

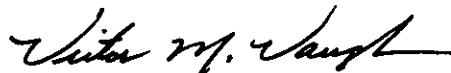
At this time, Stacey Talley presented the Legislative Auditor Report regarding mineral lease royalty rates and stated that "the Office of Mineral Resources was audited by the performance audit division and they issued what they call a brochure report. It has no recommendations in it. Basically, the report's findings were that all of our mineral royalty rates are in line with what other states do. They addressed the issue of renegotiating royalty rates on older leases to bump them up to current rates. They found no other states do that and they did not recommend that we do that. This is in your packet for you to take with you and read at your leisure." **(The Legislative Auditor Report is hereby attached and made a part of the Minutes by reference.)**

The following announcements were then made:

Stacey Talley stated that "the total for today's Lease Sale is \$592,552.07 bringing the fiscal year-to-date total to just over \$15.7 million."

The Chairman then stated there being no further business to come before the Board, upon motion of Mr. Sanders, seconded by Mr. Arnold, the meeting was adjourned at 12:18 p.m.

Respectfully submitted,



Victor M. Vaughn  
Executive Officer  
State Mineral and Energy Board



# State Mineral and Energy Board

## Mineral Lease Royalty Rates

DARYL G. PURPERA,  
CPA, CFE

Audit Control # 40120019  
Informational Report • April 2013

### Why We Prepared This Informational Report

The purpose of this report is to describe the State Mineral and Energy Board’s (Board) process for awarding mineral leases, the number of mineral leases in operation as of November 2012, the royalty rates, and how these rates compare to other states. Because the purpose of mineral leases is, in part, to optimize state revenue from the royalties generated from state-owned lands, we also examined whether the Board can renegotiate royalty rates to maximize Louisiana’s return on mineral leases.<sup>1</sup>

### What We Found

As of November 2012, the Department of Natural Resources (DNR), Office of Mineral Resources (OMR) was overseeing 1,888 active mineral leases on over 840,000 acres of state-owned land or water bottoms. During fiscal year 2012, mineral lease revenue generated over \$646 million for the state, of which approximately \$598 million (92.6%) was from royalty payments. As shown in Exhibit 1, OMR divides mineral leases into five oil and gas regions.

#### Mineral Lease Royalty Rate Ranges

The average royalty rate for the current mineral leases is 21.9%. These rates range from 12.5% to 61.6%. In addition, 258 (13.7%) of the 1,888 leases date back to 1920 through 1959 and have the same royalty rate as when the lease began. According to DNR, many of these leases are the highest producing oil and gas leases. The average royalty rate in Louisiana has almost doubled since the time period from 1920 to 1939.

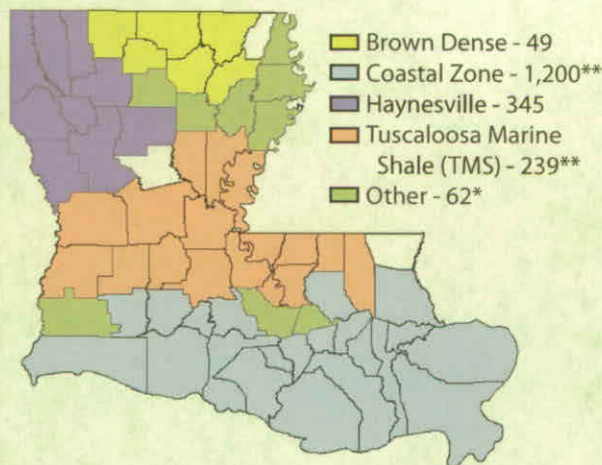
#### Mineral Royalty Rates Compared to Other States

We found that Louisiana’s current average royalty rate of 21.9% is comparable with the other states we reviewed. Three of the seven states we reviewed, including Louisiana, negotiate royalty rates during the bid process, while the other four states have fixed rates.

#### Renegotiation of Mineral Royalty Rates

The Board is not required by state law to renegotiate royalty rates. However, the Board has the legal authority to renegotiate mineral lease royalty rates as long as contract renegotiations follow the Louisiana Mineral Code and basic contract law from the Louisiana Civil Code. This means that the state of Louisiana and the company must mutually agree on a new lease rate or the mineral lease contract must have a renegotiation clause. Currently, the Board does not have a renegotiation clause in its mineral lease contracts. None of the other states we reviewed, including the ones that negotiate the rates initially, renegotiate royalty rates.

**Exhibit 1**  
**Number of Leases by Oil and Gas Region**  
**As of November 2012**



\*Other indicates leases that are not located in a named region.  
\*\*Seven leases overlap into both the Coastal Zone and TMS. Also, some regions may overlap into two parishes. We colored the parish the color of the region that had the most leases for that region.  
Source: Prepared by legislative auditor’s staff using information from DNR.

<sup>1</sup> A mineral lease royalty rate is the agreed-upon percentage of profit generated from state-owned land that companies pay to the state.



# State Mineral and Energy Board

## What is the Board's process for awarding mineral leases?

OMR serves as the staff to the Board throughout the mineral lease process. Once a month, the Board meets to select which bids should be accepted for mineral leases on state-owned property. These bids include the royalty rate bid for the property. Exhibit 2 summarizes the mineral lease process.

### Exhibit 2 Mineral Lease Process

- Step 1 ⇨ Potential lease customers request that particular state-owned tracts<sup>2</sup> (land or water bottom) be nominated for lease.
- Step 2 ⇨ OMR either accepts or rejects the nominated tract for bid and advertises the property for not more than 60 days prior to the date for the public opening of the bids.
- Step 3 ⇨ Interested parties submit sealed bids on the entirety or a portion of the state tract advertised to OMR by a set deadline.
- Step 4 ⇨ Bids are publicly opened and read at the time and date advertised during the Board meeting.
- Step 5 ⇨ OMR staff makes recommendations to the Board regarding which bids should be accepted and which bids should be rejected. *The mineral lease royalty rate within the bid is evaluated by looking at historical rates and recent production in that area. As a result, the royalty rates are region-specific.*
- Step 6 ⇨ The Board announces its award decisions during the meeting.

Source: Prepared by legislative auditor's staff using OMR's leasing manual.

Once a mineral lease is signed, the awarded party has 3-5 years, depending on the contract requirements, to start producing on that piece of property. At that time, the awarded party will start paying mineral royalties to DNR for that lease. Until the property has started producing, the awarded party pays a rental fee, specified by the contract, to DNR. If the property has not started producing within 3-5 years, the lease terminates pursuant to its terms. In addition, the lease may terminate if the property stops producing for 60-90 days (in most cases), depending on the contract requirements, after production has started. According to the contract terms, the lease may not be terminated for reasons such as the awarded party paying an in-lieu royalty payment or a force majeure event occurring.<sup>3</sup>

<sup>2</sup> A tract is an area of land or water.

<sup>3</sup> A force majeure event is when oil or gas cannot be produced due to causes outside of control of the awarded party, such as a natural disaster.

## What are the royalty rate ranges for the current mineral leases?

As of November 2012, DNR was overseeing 1,888 active mineral leases. The oldest active lease dates back to 1920 and has the same royalty rate of 12.5% as when the lease began. The current average royalty rate in Louisiana is 21.9%. The average royalty rate has almost doubled since the time period from 1920 to 1939. Exhibit 3 summarizes the average royalty rates since 1920.

### Exhibit 3 Mineral Leases, Average Royalty Rates Calendar Years 1920-2012\*

Time Period	Average Rate	Number of Leases
1920-1939	13.0%	35
1940-1959	14.6%	223
1960-1979	20.5%	125
1980-1999	23.2%	278
2000-2012	23.3%	1,227
<b>1920-2012</b>	<b>21.9%</b>	<b>1,888</b>

\*The royalty rates for 2012 and number of leases were as of November 2012. Source: Prepared by legislative auditor's staff using information obtained from the mineral lease contracts.

## Royalty Rates by Region

OMR divides mineral leases into five oil and gas regions. Exhibit 4 shows the number of mineral leases, the mineral royalty rate range, and average rate for each region.

### Exhibit 4 Royalty Rates by Region, Fiscal Year 2012

Region	No. of Leases	Royalty Rate Range	Average Rate
Brown Dense	49	12.5%-27.5%	19.6%
Coastal Zone	1,200	12.5-53%	21.4%
Haynesville	345	12.5%-60%	23.6%
TMS	239	12.5%-61.6%	22.4%
Other	62	12.5%-30%	22.2%
<b>Total</b>	<b>1,888*</b>	<b>12.5%-61.6%</b>	<b>21.9%</b>

\*Seven leases overlap into both Coastal Zone and TMS. Source: Prepared by legislative auditor's staff using information from DNR.



## How do Louisiana mineral royalty rates compare to other states?

Louisiana's current average royalty rate of 21.9% is comparable with other states we reviewed. Louisiana ranks sixth highest out of the 32 states that have crude oil production and fifth highest out of the 33 states that have natural gas production.<sup>4</sup> For our comparison of other states, we selected five states and the wells in federal waters (federal offshore) based on their proximity to Louisiana and those that are the highest oil and gas producers according to rankings from the Independent Petroleum Association of America.<sup>5</sup> Louisiana's mineral lease royalty rates are negotiated during the mineral leasing process, in contrast to other states like Texas, Oklahoma, and Wyoming that have fixed rates.<sup>6</sup>

**Exhibit 5  
Mineral Royalty Rate Comparison  
As of November 2012**

State	Current No. of Leases	Average Royalty Rate*	Type of Rate
Texas**	9,000	25%	Fixed
Arkansas	140	25%	Negotiated
Louisiana	1,888	21.9%	Negotiated
Mississippi**	20	20%	Negotiated
Oklahoma**	5,000	18.8%	Fixed
Wyoming	4,267	16.7%	Fixed
Federal Offshore***	6,723	16.7%	Fixed

\*The average royalty rates listed for the other states (not including Louisiana) do not take into consideration different factors, such as tax rates.

\*\*According to these states, the current number of leases is an approximate total.

\*\*\*Federal offshore refers to all wells in federal waters.

Source: Prepared by legislative auditor's staff using information from other states, the Bureau of Ocean Energy Management, and the U.S. Department of Interior's Office of Natural Resources Revenue.

## Can the Board renegotiate mineral leases to increase royalty rates?

The Board is not required by state law to renegotiate royalty rates. However, the Board has the legal authority to renegotiate royalty rates as long as contract renegotiations follow the Louisiana Mineral Code and basic contract law from the Louisiana Civil Code. This means

that both parties must mutually agree on a new lease rate or the mineral lease contract must have a renegotiation clause. A renegotiation clause would allow the Board to review the contract after a period of time for market trends and to determine if adjustments are needed. Currently, DNR must adhere to the agreed-upon rate for the duration of the lease.

As stated previously, the purpose of mineral leases is, in part, to optimize state revenue from the royalties generated from state-owned lands. According to DNR management, the Board does not renegotiate the rates for the following reasons:

1. Companies would not be motivated to accept a higher royalty rate term without the state offering an incentive in return. For example, a company may be willing to offer a higher royalty, but in return it will likely demand concessions from the state, such as an extended period to begin production.
2. Based on discussion with attorneys from the Attorney General's office, the Board would potentially have to put the tract of land or water through the mineral lease process again, creating the potential that the rate may decrease for that lease.

In addition, none of the other states we reviewed renegotiate royalty rates, including the ones that negotiate the rates initially. Renegotiating royalty rates could potentially increase the revenue the state is receiving from oil and gas leases. For example, we reviewed seven of the 258 leases from 1920 to 1959 in Exhibit 3 that have royalty rates less than the 23.3% average rate from 2000 to 2012.<sup>7</sup> If the royalty rates for these leases had equaled 23.3% over the last 12 years based on the amount of oil and gas they produced during fiscal year 2012, the state could have collected an additional \$2,644,908 in royalty payments. However, the actual economic impact would depend on the criteria DNR used to select the leases to renegotiate and the actual production and royalty rate of those leases. In addition, if the Board started renegotiating royalty rates, there could be instances where businesses would attempt to renegotiate their leases to obtain lower royalty rates, therefore decreasing state revenue.

<sup>4</sup> These rankings are from 2010-2011 and were published by the Independent Petroleum Association of America.

<sup>5</sup> Our comparison was limited to those states who responded to our inquiry.

<sup>6</sup> Louisiana's bid process allows interested parties to offer their own royalty rates, whereas other states set specific royalty rates before accepting bids.

<sup>7</sup> These seven leases are not the only leases with royalty rates less than 23.32% during this time period.





**This document is available on the Legislative Auditor's website at [www.la.la.gov](http://www.la.la.gov).**

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**THE FOLLOWING BID OPENING MEETING REPORT,  
COMMITTEE REPORTS AND RESOLUTIONS  
WERE MADE A PART OF THE MAY 8, 2013 MINUTES  
BY REFERENCE**

A public meeting for the purpose of opening sealed bids was held on Wednesday, May 8, 2013, beginning at 8:30 a.m. in the La Belle Room, First Floor, LaSalle Office Building, Baton Rouge, Louisiana.

Recorded as present were:

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

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

May 8, 2013

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

Gentlemen:

Certified proofs of publication have been received in the Office of Mineral Resources on behalf of the State Mineral and Energy Board for the State of Louisiana from the "Advocate," official journal for the State of Louisiana, and from the respective parish journals as evidence that Tract Nos. 43192 through 43226, have been advertised in accordance with and under the provisions of Chapter 2, Title 30 of the Revised Statutes of 1950, as amended.

Yours very truly,

(Original signed)

Emile Fontenot  
Assistant Director  
Petroleum Lands Division



Mr. Vaughn then stated that there were eight (8) letters of protest received and had been examined by legal counsel for the Board who advised that the Board was in a position to consider bids and award a lease on the protested tracts if so desired. Mr. Vaughn stated that the letters of protest were as follows:

1. Williams, Inc., dated May 1, 2013, involving Tract No. 43200.
2. Williams Land Company, L.L.C., dated May 1, 2013, involving Tract No. 43200.
3. Weeks Family, LLC, dated May 1, 2013, involving Tract No. 43197.
4. Salt Domes Partnership (5 letters), dated May 1, 2013, involving Tract Nos. 43195, 43196, 43198, 43199 & 43200.

The Letters of Protest are hereby attached and made a part of the Minutes by reference.

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

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

INLAND TRACTS

Tract 43192

Bidder	:	Kepeco Operating, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$20,693.73
Annual Rental	:	\$10,350.00
Royalties	:	20.6% on oil and gas
	:	20.6% on other minerals
Additional Consideration	:	None

Tract 43192

Bidder	:	Old Creek Petroleum, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$11,877.00
Annual Rental	:	Not specified
Royalties	:	20% on oil and gas
	:	20% on other minerals
Additional Consideration	:	If successful in obtaining an oil and gas lease on the referenced property

Lessor would attempt to drill a well within one (1) year from the date of the said lease.

Tract 43192

Bidder	:	Belle Exploration, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$8,362.00
Annual Rental	:	\$0.00
Royalties	:	21% on oil and gas
	:	21% on other minerals
Additional Consideration	:	None

Tract 43193

No Bids

Tract 43194

No Bids

Tract 43195

Bidder	:	TP Panther Dome LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$204,568.00
Annual Rental	:	\$102,284.00
Royalties	:	25% on oil and gas
	:	25% on other minerals
Additional Consideration	:	TP Panther Dome LLC has acquired a nonexclusive Seismic Permit on these properties from the State Mineral Board (Permit No. 2012/13-002) and is currently conducting a 3D survey on this area

Tract 43196

No Bids

May 8, 2013

4

Tract 43197

Bidder	:	TP Panther Dome LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$12,926.00
Annual Rental	:	\$6,463.00
Royalties	:	25% on oil and gas
	:	25% on other minerals
Additional Consideration	:	TP Panther Dome LLC has acquired a nonexclusive Seismic Permit on these properties from the State Mineral Board (Permit No. 2012/13-002) and is currently conducting a 3D survey on this area.

Tract 43198

No Bids

Tract 43199

No Bids

Tract 43200

No Bids

Tract 43201  
(Portion – 195.0 acres)

Bidder	:	B & L Exploration, L.L.C.
Primary Term	:	Three (3) years
Cash Payment	:	\$24,375.00
Annual Rental	:	\$12,187.50
Royalties	:	21.5% on oil and gas
	:	21.5% on other minerals
Additional Consideration	:	None

Tract 43202

No Bids

Tract 43203

No Bids



Tract 43204  
(Portion – 30.980 acres)

Bidder	:	Goldking Resources, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$7,745.00
Annual Rental	:	\$3,872.50
Royalties	:	22% on oil and gas
	:	22% on other minerals
Additional Consideration	:	None

Tract 43205

No Bids

Tract 43206  
(Portion – 171.000 acres)

Bidder	:	Cypress Energy Corporation
Primary Term	:	Three (3) years
Cash Payment	:	\$120,555.00
Annual Rental	:	\$60,277.50
Royalties	:	23% on oil and gas
	:	23% on other minerals
Additional Consideration	:	None

Tract 43207  
(Portion – 126.000 acres)

Bidder	:	Cypress Energy Corporation
Primary Term	:	Three (3) years
Cash Payment	:	\$88,830.00
Annual Rental	:	\$44,415.00
Royalties	:	23% on oil and gas
	:	23% on other minerals
Additional Consideration	:	None

Tract 43208

No Bids

Tract 43209

No Bids

Tract 43210

No Bids

May 8, 2013

6

Tract 43211

No Bids

Tract 43212

No Bids

Tract 43213

No Bids

Tract 43214

No Bids

Tract 43215

No Bids

Tract 43216

No Bids

Tract 43217  
(Portion – 103.000 acres)

Bidder	:	Cypress Energy Corporation
Primary Term	:	Three (3) years
Cash Payment	:	\$33,475.00
Annual Rental	:	\$16,737.50
Royalties	:	23% on oil and gas
	:	23% on other minerals
Additional Consideration	:	None

Tract 43218

No Bids

Tract 43219

No Bids

## STATE AGENCY TRACTS

## Tract 43220

Bidder	:	David D. Kirby
Primary Term	:	Two (2) years
Cash Payment	:	\$20,040.00
Annual Rental	:	\$10,020.00
Royalties	:	20% on oil and gas
	:	20% on other minerals
Additional Consideration	:	None

## Tract 43221

Bidder	:	Hilcorp Energy I, L.P., A Texas Limited Partnership
Primary Term	:	Three (3) years
Cash Payment	:	\$15,135.00
Annual Rental	:	\$7,567.50
Royalties	:	25.25% on oil and gas
	:	25.25% on other minerals
Additional Consideration	:	None

## Tract 43222

Bidder	:	ORX Exploration, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$7,105.48
Annual Rental	:	\$3,552.74
Royalties	:	22.5% on oil and gas
	:	22.5% on other minerals
Additional Consideration	:	None

## Tract 43223

Bidder	:	Land Resources, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$10,300.00
Annual Rental	:	\$5,150.00
Royalties	:	21.5% on oil and gas
	:	21.5% on other minerals
Additional Consideration	:	None



## Tract 43224

Bidder	:	Delta Lands Exploration, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$1,000.00
Annual Rental	:	\$500.00
Royalties	:	25% on oil and gas
	:	25% on other minerals
Additional Consideration	:	None

## TAX ADJUDICATED LANDS TRACT

## Tract 43225

Bidder	:	Strata Acquisitions LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$1,665.00
Annual Rental	:	\$832.50
Royalties	:	22.5% on oil and gas
	:	22.5% on other minerals
Additional Consideration	:	None

## VACANT STATE LAND TRACT

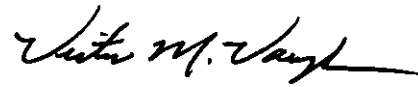
## Tract 43226

Bidder	:	Petra Energy Services, L.L.C.
Primary Term	:	Three (3) years
Cash Payment	:	\$24,138.86
Annual Rental	:	\$12,070.00
Royalties	:	25% on oil and gas
	:	25% on other minerals
Additional Consideration	:	None

This concluded the reading of the bids.

There being no further business, the meeting was concluded at 8:58 a.m.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Victor M. Vaughn". The signature is fluid and cursive, with a long horizontal stroke extending to the right.

Victor M. Vaughn  
Executive Officer  
State Mineral and Energy Board

*Williams, Inc.*  
*Land Office*  
*107 McGee Drive*  
*P. O. Box 460*  
*Patterson, La. 70392*

OFFICE OF  
MINERAL RESOURCES  
STATE MINERAL BOARD  
2013 MAY -7 PM 2:14

May 1, 2013

*Telephone*  
*(985) 895-9576*  
*Telecopier*  
*(985) 895-9578*

CERTIFIED MAIL  
RETURN RECEIPT REQUESTED

Office of Mineral Resources  
State Land and Natural Resources Building  
Post Office Box 2827  
Baton Rouge, Louisiana 70821

RE: Proposed State Lease Sale on Tract 43200  
St. Martin Parish, Louisiana

Gentlemen:

We have received notice of a proposed mineral lease sale for May 8, 2013, relating to the captioned tract, which sale will include "all of the lands now or formerly constituting the beds and bottoms of all waterbodies of every nature and description, and all islands and other lands formed by accretion or reliction".

Williams, Inc. is a private landowner with lands in Sections 3, 4, 9 & 10, T10S-R8E, St. Martin Parish, included within the proposed Tract 43200. There are no State-owned lands, or lands now or formerly constituting the beds or bottoms of waterbodies located on or within the lands of Williams, Inc. located within proposed Tract 43200. Additionally, portions of Williams, Inc. lands located within Tract 43200 are located adjacent to the beds of streams from which accretion has attached to the adjacent lands. As a matter of Louisiana law, the accretion is owned by the adjacent private landowner. To the extent that the notice for Tract 43200 purports to state a land ownership claim by the State of Louisiana to our fee lands in Sections 3, 4, 9 & 10, T10S-R8E and/or any accretion or reliction attached thereto, Williams, Inc. objects to and opposes the proposed lease.

I will be available to review and discuss this matter with representatives of the State Mineral Board, or the proposed Lessee.

Very truly yours,

WILLIAMS, INC.



Rudy C. Sparks  
Vice President

RCS/dh

Signed in his absence to avoid delay

cc: New Orleans office



WILLIAMS LAND COMPANY, L.L.C.

P. O. Box 460  
Patterson, LA 70392

OFFICE OF  
MINERAL RESOURCES  
STATE MINERAL BOARD  
2013 MAY -7 PM 2:14

May 1, 2013

CERTIFIED MAIL  
RETURN RECEIPT REQUESTED

Office of Mineral Resources  
State Land and Natural Resources Building  
Post Office Box 2827  
Baton Rouge, Louisiana 70821

RE: Proposed State Lease Sale on Tract 43200  
St. Martin Parish, Louisiana

Gentlemen:

We have received notice of a proposed lease sale for May 8, 2013, relating to the captioned tract, which sale will include "all of the lands now or formerly constituting the beds and bottoms of all waterbodies of every nature and description, and all islands and other lands formed by accretion or reliction".

Williams Land Company, L.L.C. owns the minerals in certain lands in Sections 3, 4, 9 & 10, T10S-R8E, St. Martin Parish, included within the proposed Tract 43200. There are no State-owned lands, or lands now or formerly constituting the beds or bottoms of waterbodies located on or within the lands in which Williams Land Company, L.L.C. owns the minerals located within proposed Tract 43200. Additionally, portions of the lands in which Williams Land Company, L.L.C. owns the minerals that lie within Tract 43200 are located adjacent to the beds of streams from which accretion has attached to the adjacent lands. As a matter of Louisiana law, the accretion is owned by the adjacent private landowner. To the extent that the notice for Tract 43200 purports to state a land ownership claim by the State of Louisiana affecting Williams Land Company, L.L.C.'s mineral interest in the properties in Sections 3, 4, 9 & 10, T10S-R8E and/or any accretion or reliction attached thereto, Williams Land Company, L.L.C. objects to and opposes the proposed lease.

I will be available to review and discuss this matter with representatives of the State Mineral Board, or the proposed Lessee.

Very truly yours,

WILLIAMS LAND COMPANY, L.L.C.



Rudy C. Sparks  
Vice President

RCS/dh

Signed in his absence to avoid delay.

cc: New Orleans office

*Weeks Family, LLC*

P. O. Box 7 • 107 McGee Drive  
Patterson, Louisiana 70392  
Phone (985) 395-9576

OFFICE OF  
MINERAL RESOURCES  
STATE MINERAL BOARD  
2013 MAY -7 PM 2:14

May 1, 2013

**CERTIFIED MAIL**  
**RETURN RECEIPT REQUESTED**

Office of Mineral Resources  
State Land and Natural Resources Building  
Post Office Box 2827  
Baton Rouge, Louisiana 70821

RE: Proposed State Lease Sale on Tract 43197  
St. Martin Parish, Louisiana

Gentlemen:

We have received notice of a proposed mineral lease sale for May 8, 2013, relating to the captioned tract, which sale will include "all of the lands now or formerly constituting the beds and bottoms of all waterbodies of every nature and description, and all islands and other lands formed by accretion or reliction".

Weeks Family, LLC is a private landowner with lands in Section 25, T9S-R8E, St. Martin Parish, included within the proposed Tract 43197. There are no State-owned lands, or lands now or formerly constituting the beds or bottoms of waterbodies located on or within the lands of Weeks Family, LLC located within proposed Tract 43197. Additionally, portions of Weeks Family, LLC lands located within Tract 43197 are located adjacent to the beds of streams from which accretion has attached to the adjacent lands. As a matter of Louisiana law, the accretion is owned by the adjacent private landowner. To the extent that the notice for Tract 43197 purports to state a land ownership claim by the State of Louisiana to our fee lands in Section 25, T9S-R8E and/or any accretion or reliction attached thereto, Weeks Family, LLC objects to and opposes the proposed lease.

I will be available to review and discuss this matter with representatives of the State Mineral Board, or the proposed Lessee.

Very truly yours,

Weeks Family, LLC



Rudy C. Sparks  
Manager

RCS/dh

Signed in his absence to avoid delay

Cc: File copy

# Salt Domes Partnership

P. O. Box 7 • 107 McGee Drive  
Patterson, Louisiana 70392  
Phone (985) 395-9576

RECEIVED  
OFFICE OF  
MINERAL RESOURCES  
STATE MINERAL BOARD

2013 MAY -7 PM 2:12

May 1, 2013

**CERTIFIED MAIL**  
**RETURN RECEIPT REQUESTED**

Office of Mineral Resources  
State Land and Natural Resources Building  
Post Office Box 2827  
Baton Rouge, Louisiana 70821

RE: Proposed State Lease Sale on Tract 43195  
St. Martin Parish, Louisiana

Gentlemen:

We have received notice of a proposed mineral lease sale for May 8, 2013, relating to the captioned tract, which sale will include "all of the lands now or formerly constituting the beds and bottoms of all waterbodies of every nature and description, and all islands and other lands formed by accretion or reliction".

Salt Domes Partnership is a private landowner with lands in Section 36, T9S-R8E and Sections 28, 32 and 33, T9S-R9E, St. Martin Parish, included within the proposed Tract 43195. There are no State-owned lands, or lands now or formerly constituting the beds or bottoms of waterbodies located on or within the lands of Salt Domes Partnership located within proposed Tract 43195. Additionally, portions of Salt Domes Partnership lands located within Tract 43195 are located adjacent to the beds of streams from which accretion has attached to the adjacent lands. As a matter of Louisiana law, the accretion is owned by the adjacent private landowner. To the extent that the notice for Tract 43195 purports to state a land ownership claim by the State of Louisiana to our fee lands in Section 36, T9S-R8E and Sections 28, 32 and 33, T9S-R9E and/or any accretion or reliction attached thereto, Salt Domes Partnership objects to and opposes the proposed lease.

I will be available to review and discuss this matter with representatives of the State Mineral Board, or the proposed Lessee.

Very truly yours,

SALT DOMES PARTNERSHIP



Rudy C. Sparks  
Manager

RCS/dh

Signed in his absence to avoid delay.

Cc: File copy

# Salt Domes Partnership

P. O. Box 7 • 107 McGee Drive  
Patterson, Louisiana 70392  
Phone (985) 395-9576

OFFICE OF  
MINERAL RESOURCES  
STATE MINERAL BOARD

2013 MAY -7 PM 2:12

May 1, 2013

**CERTIFIED MAIL**  
**RETURN RECEIPT REQUESTED**

Office of Mineral Resources  
State Land and Natural Resources Building  
Post Office Box 2827  
Baton Rouge, Louisiana 70821

RE: Proposed State Lease Sale on Tract 43196  
St. Martin Parish, Louisiana

Gentlemen:

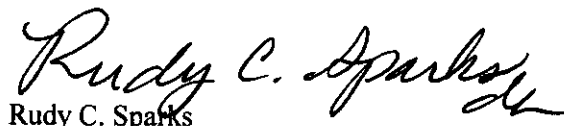
We have received notice of a proposed mineral lease sale for May 8, 2013, relating to the captioned tract, which sale will include "all of the lands now or formerly constituting the beds and bottoms of all waterbodies of every nature and description, and all islands and other lands formed by accretion or reliction".

Salt Domes Partnership is a private landowner with lands in Sections 27, 28 and 33, T9S-R9E, St. Martin Parish, included within the proposed Tract 43196. There are no State-owned lands, or lands now or formerly constituting the beds or bottoms of waterbodies located on or within the lands of Salt Domes Partnership located within proposed Tract 43196. Additionally, portions of Salt Domes Partnership lands located within Tract 43196 are located adjacent to the beds of streams from which accretion has attached to the adjacent lands. As a matter of Louisiana law, the accretion is owned by the adjacent private landowner. To the extent that the notice for Tract 43196 purports to state a land ownership claim by the State of Louisiana to our fee lands in Sections 27, 28 and 33, T9S-R9E and/or any accretion or reliction attached thereto, Salt Domes Partnership objects to and opposes the proposed lease.

I will be available to review and discuss this matter with representatives of the State Mineral Board, or the proposed Lessee.

Very truly yours,

SALT DOMES PARTNERSHIP

  
Rudy C. Sparks  
Manager

RCS/dh

Cc: File copy

# Salt Domes Partnership

P. O. Box 7 • 107 McGee Drive  
Patterson, Louisiana 70392  
Phone (985) 395-9576

OFFICE OF  
MINERAL RESOURCES  
STATE MINERAL BOARD  
2013 MAY -7 PM 2:12

May 1, 2013

**CERTIFIED MAIL**  
**RETURN RECEIPT REQUESTED**

Office of Mineral Resources  
State Land and Natural Resources Building  
Post Office Box 2827  
Baton Rouge, Louisiana 70821

RE: Proposed State Lease Sale on Tract 43198  
St. Martin Parish, Louisiana

Gentlemen:

We have received notice of a proposed mineral lease sale for May 8, 2013, relating to the captioned tract, which sale will include "all of the lands now or formerly constituting the beds and bottoms of all waterbodies of every nature and description, and all islands and other lands formed by accretion or reliction".

Salt Domes Partnership is a private landowner with lands in Sections 3, 4 and 9, T10S-R9E, St. Martin Parish, included within the proposed Tract 43198. There are no State-owned lands, or lands now or formerly constituting the beds or bottoms of waterbodies located on or within the lands of Salt Domes Partnership located within proposed Tract 43198. Additionally, portions of Salt Domes Partnership lands located within Tract 43198 are located adjacent to the beds of streams from which accretion has attached to the adjacent lands. As a matter of Louisiana law, the accretion is owned by the adjacent private landowner. To the extent that the notice for Tract 43198 purports to state a land ownership claim by the State of Louisiana to our fee lands in Sections 3, 4 and 9, T10S-R9E and/or any accretion or reliction attached thereto, Salt Domes Partnership objects to and opposes the proposed lease.

I will be available to review and discuss this matter with representatives of the State Mineral Board, or the proposed Lessee.

Very truly yours,

SALT DOMES PARTNERSHIP



Rudy C. Sparks  
Manager

RCS/dh

Signed in his absence to avoid delay.

Cc: File copy



# *Salt Domes Partnership*

P. O. Box 7 • 107 McGee Drive  
Patterson, Louisiana 70392  
Phone (985) 395-9576

OFFICE OF  
MINERAL RESOURCES  
STATE MINERAL BOARD

2013 MAY -7 PM 2:12

May 1, 2013

**CERTIFIED MAIL**  
**RETURN RECEIPT REQUESTED**

Office of Mineral Resources  
State Land and Natural Resources Building  
Post Office Box 2827  
Baton Rouge, Louisiana 70821

RE: Proposed State Lease Sale on Tract 43199  
St. Martin Parish, Louisiana

Gentlemen:

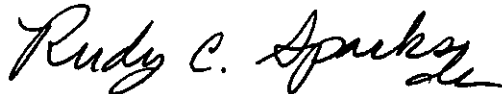
We have received notice of a proposed mineral lease sale for May 8, 2013, relating to the captioned tract, which sale will include "all of the lands now or formerly constituting the beds and bottoms of all waterbodies of every nature and description, and all islands and other lands formed by accretion or reliction".

Salt Domes Partnership is a private landowner with lands in Section 4, T9S-R9E, St. Martin Parish, included within the proposed Tract 43199. There are no State-owned lands, or lands now or formerly constituting the beds or bottoms of waterbodies located on or within the lands of Salt Domes Partnership located within proposed Tract 43199. Additionally, portions of Salt Domes Partnership lands located within Tract 43199 are located adjacent to the beds of streams from which accretion has attached to the adjacent lands. As a matter of Louisiana law, the accretion is owned by the adjacent private landowner. To the extent that the notice for Tract 43199 purports to state a land ownership claim by the State of Louisiana to our fee lands Section 4, T9S-R9E and/or any accretion or reliction attached thereto, Salt Domes Partnership objects to and opposes the proposed lease.

I will be available to review and discuss this matter with representatives of the State Mineral Board, or the proposed Lessee.

Very truly yours,

SALT DOMES PARTNERSHIP



Rudy C. Sparks  
Manager

RCS/dh

Signed in his absence to avoid delay.

Cc: File copy

# Salt Domes Partnership

P. O. Box 7 • 107 McGee Drive  
Patterson, Louisiana 70392  
Phone (985) 395-9576

RECEIVED  
OFFICE OF  
MINERAL RESOURCES  
STATE MINERAL BOARD

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May 1, 2013

**CERTIFIED MAIL**  
**RETURN RECEIPT REQUESTED**

Office of Mineral Resources  
State Land and Natural Resources Building  
Post Office Box 2827  
Baton Rouge, Louisiana 70821

RE: Proposed State Lease Sale on Tract 43200  
St. Martin Parish, Louisiana

Gentlemen:

We have received notice of a proposed mineral lease sale for May 8, 2013, relating to the captioned tract, which sale will include "all of the lands now or formerly constituting the beds and bottoms of all waterbodies of every nature and description, and all islands and other lands formed by accretion or reliction".

Salt Domes Partnership is a private landowner with lands in Sections 4 and 9, T10S-R8E, St. Martin Parish, included within the proposed Tract 43200. There are no State-owned lands, or lands now or formerly constituting the beds or bottoms of waterbodies located on or within the lands of Salt Domes Partnership located within proposed Tract 43200. Additionally, portions of Salt Domes Partnership lands located within Tract 43200 are located adjacent to the beds of streams from which accretion has attached to the adjacent lands. As a matter of Louisiana law, the accretion is owned by the adjacent private landowner. To the extent that the notice for Tract 43200 purports to state a land ownership claim by the State of Louisiana to our fee lands in Sections 4 and 9, T10S-R8E and/or any accretion or reliction attached thereto, Salt Domes Partnership objects to and opposes the proposed lease.

I will be available to review and discuss this matter with representatives of the State Mineral Board, or the proposed Lessee.

Very truly yours,

SALT DOMES PARTNERSHIP



Rudy C. Sparks  
Manager

RCS/dh

Signed in his absence to avoid delay.

Cc: File copy



**State of Louisiana**  
**DEPARTMENT OF NATURAL RESOURCES**  
**OFFICE OF MINERAL RESOURCES**  
**STATE MINERAL AND ENERGY BOARD**  
**LEASE REVIEW COMMITTEE REPORT**

A meeting of the Lease Review Committee of the State Mineral and Energy Board convened on Wednesday, May 8, 2013 at 9:33 a.m. with the following members of the board in attendance: Mr. Thomas L. Arnold Jr., Mr. Stephen Chustz, Mr. Emile B. Cordaro, Mr. Louis J. Lambert, Mr. Robert "Michael" Morton, Mr. Thomas W. Sanders and Mr. Chip Kline, sitting in for Garrett Graves, Governor Jindal's designee to the State Mineral and Energy Board.

Items on the Lease Review Committee Agenda submitted to the Board by Mr. Jason Talbot, Geologist Supervisor, were as follows:

**I. Geological and Engineering Staff Review**

According to SONRIS there are 1,862 active State Leases covering almost 800,000 acres. The Geological and Engineering Division has reviewed approximately 144 leases covering 91,000 acres.

**II. Committee Review**

Item number 5 on the agenda changed. An appearance scheduled for Harvest Oil & Gas, LLC LP to discuss **State Leases 3762, 3763 and 17156**, Vermilion Block 16 Field, Vermilion Parish was deferred to June 12, 2013. The April 10, 2013 adopted recommendation on State Lease 17156 that required Harvest to release 405 acres by May 9, 2013 was extended to June 12, 2013.

1. A staff report on **State Lease 195-C**, Quarantine Bay Field, Plaquemines and St. Bernard Parishes. Cox Operating L.L.C. is the operator.

The recommendation was to accept their report and to grant Cox Operating L.L.C. until April 9, 2014 to report on the drilling of the exploratory well and their continued development on the lease.

2. A staff report on **State Lease 724**, Four Isle Dome Field, Terrebonne Parish. Hilcorp Energy I, L.P. is the operator.

The recommendation was to accept their report and to grant Hilcorp until November 13, 2013 to report on the drilling of the new prospect.

3. A staff report on **State Lease 173**, Caddo Pine Island Field, Caddo Parish. Rock Well Petroleum (U.S.), Inc. / AlphaPetroVision (U.S.) Inc. / APV Caddo Pine LLC and Gemini Explorations, Inc.

The recommendation was that by December 11, 2013, both APV and Gemini report on their continued efforts to develop the lease. Individually, Gemini should include in their report - four P&A'd reports and APV should report on their drilling of the State Lease 173 No. 3 well.

### III. Appearance

4. There was an appearance by Hilcorp Energy I, LP to discuss **State Lease 1170**, Hog Bayou-Offshore Field, Cameron Parish.

The recommendation was to defer action on State Lease 1170 until July 10, 2013. The Board further requested that the Staff meet with Hilcorp Energy 1, LP prior to the July 10, 2013 meeting to discuss reporting requirements and lease development plans.

Items submitted to the Board by Mr. Charles Bradbury, Petroleum Engineer were as follows:

### IV. Force Majeure

Please see May 1, 2013 Force Majeure Memorandum to State Lease Operators following this page.

Energy Partners (EPL of Louisiana, L.L.C.) requested recognition of force majeure due to problem with rig availability for a period of up to 3 months, until the August 14, 2013 meeting for State Lease 20345 in Plaquemines Parish. The Board granted EPL's request.

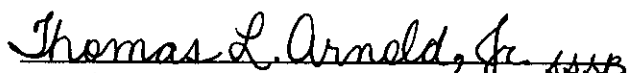
Updated 04/22/2013

Company Name	Lease Numbers
Leases Off Production Due to Non-Storm Related Force Majeure Events	
Black Elk Energy	14905 (June)
Chevron U. S. A. Inc.	19534, 19536, 19547 (September)
EPL of Louisiana, L.L.C.	20345 (NEW)
Energy Properties Inc.	725 (September)
Saratoga / The Harvest Group, LLC	A0311 (June)
Stone Energy Offshore, L.L.C.	15074, 17309, A0285 (July)
Sylvan Energy	1337 (July)

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

Mr. Arnold adjourned the May 8, 2013 meeting at 10:25 a.m.

Respectfully submitted,

  
Mr. Thomas L. Arnold, Jr. Acting Chairman  
Lease Review Committee  
Louisiana State Mineral and Energy Board

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

May 1, 2013

For Informational Purposes No Action Is Required at this Time

**Memorandum to State Lease Operators**  
**Force Majeure**

The Hurricane season will be beginning June 1, 2013 and the Office of Mineral Resources would like to remind our lessees to be sure to review the State Mineral and Energy Board policy on force majeure. If there is a need to report a force majeure condition affecting your state lease, you will be prepared to move through the process quickly.

There is an "How-To" guide for reporting force majeure events on the Office of Mineral Resources' portion of the Department of Natural Resources website ([www.dnr.la.gov](http://www.dnr.la.gov)). The guide will instruct you what to submit and provides copies of the force majeure policy, the sample lease amendment, affidavit, and spreadsheet to assist with reporting.

The short version goes like this:

1. Report all state leases that are shut-in as a result of the storms or for other circumstances described in your lease within 90 days of the event. Be aware, there are a few leases which have 60 day provisions. Be sure to read your lease form.
2. All new reports should be submitted using the online Force Majeure reporting system. Links to this system can be found in the "How to Report Force Majeure" section of our website.
3. All leases that do not include the force majeure language need to be amended to include the current language. Copies of a sample lease amendment are on the website.
4. State leases containing force majeure language, but the cause of the damage, delay, or cessation of operations or production is not covered under the language in the lease, should be treated as if there is no force majeure language in the lease and the lessees/operator should begin the process of amending the lease to include the new force majeure clause.
5. Lessees/operators of leases with provisions to make shut-in and in-lieu royalty payments for oil or gas well(s) on or affecting the lease are required to make shut-in payments in a timely manner. However, the well must be qualified by the OMR staff prior to the beginning first payment period (normally this is 90 days after the well is shut-in.)
6. On the 1st of each calendar month please submit a monthly status report of all leases shut-in as a result of the force majeure conditions. These reports can be made by email to [Charles.Bradbury@la.gov](mailto:Charles.Bradbury@la.gov). As wells come back on production, you can submit the spreadsheet updated for the date production is restored.

Please contact me if you have any further questions.

Charles Bradbury  
Office of Mineral Resources  
(225) 342-9199



# RESOLUTION

## LOUISIANA STATE MINERAL AND ENERGY BOARD

### LEASE REVIEW COMMITTEE

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

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

**WHEREAS**, a request was made by EPL of Louisiana, L.L.C. (herein EPL) to recognize that a force majeure condition exists for State Lease 20345 in Plaquemines Parish, Louisiana due to availability of a workover rig necessary to complete drilling operations affecting the state lease beginning May 12, 2013;

**WHEREAS**, EPL was delayed moving a rig - that is under contract - on location for several weeks due to the rig being committed to completing operations on another well which prevented EPL from spudding the SL 20345 No. 1 well (SN 246234) and drill from the surface location on State Lease 1009 onto State Lease 20345 prior to the lease critical date May 12, 2013;

**WHEREAS**, State Lease 20345 includes a "Force Majeure" provision which allows the Operator to maintain these leases without complying with the actual drilling or reworking operations or by actual production requirements for as long as the force majeure is in effect;

**WHEREAS**, Chad Williams, Senior Vice President-Production of EPL, submitted a notarized affidavit on behalf of EPL, which stated that the activities and/or fortuitous events which caused the force majeure was beyond the control, not the cause, and/or due to said company and/or business entity's negligence or intentional commission or omission;

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

**NOW THEREFORE BE IT RESOLVED** that the Louisiana State Mineral and Energy Board, in consideration of the facts stated herein, by these present does hereby recognize and acknowledge the force majeure event beginning May 12, 2013 until such time as EPL of Louisiana, L.L.C. obtains a drilling rig to spud and drill from State Lease 1009 onto State Lease 20345 or the August 14, 2013 meeting, whichever occurs earlier. Once drilling operations on State Lease 20345 begin EPL of Louisiana, L.L.C. shall maintain the lease in accordance with the normal language in the lease concerning continuing operations and production. The Board requires that EPL of Louisiana, L.L.C. submit to the staff monthly updates due no later than the 1<sup>st</sup> of each month. Furthermore, the Board requires that EPL continue in a due diligent manner, to mitigate or negate the effect of said activities which caused the force majeure.

### CERTIFICATE

I hereby certify that the above is true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board in the City of Baton Rouge, Louisiana, on the 8<sup>th</sup> day of May, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.

  
\_\_\_\_\_  
State Mineral and Energy Board



# Louisiana Department of Natural Resources (DNR)

## SONRIS

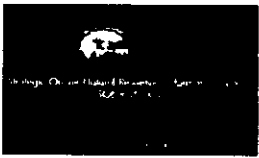
## Staff Reviews

Report run on: May 17, 2013 11:28 AM

District Code 1 New Orleans- East

Get Review Date May 8, 2013

Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
00195C		QUARANTINE BAY	QB 3 RB SU	7200	15357	MAY. OB RCD COX SUBMIT DEVELOPMENT RPT BY 4/10/13
00195C		QUARANTINE BAY, SOUTH	QB 3 RB SU	7200	15357	MAY. OB RCD COX SUBMIT DEVELOPMENT RPT BY 4/10/13
00335A		DELACROIX ISLAND	520 04/22/2009	482.338	2840	MAY. AR
00335B		DELTA DUCK CLUB	VUB;SL 335 DDC U2	930	2047	MAY. AR 4/23/13 OMR TO TPIC, RPT BY 2/1/14 BASED ON REFUGE BEING CLOSED FOR ORLG FROM NOV TO FEB. RCD TPIC UPDATED STATUS RPT BY 4/10/13. (4/23/13 VMV CHANGED 502/1236 TO 930/2047 PER GIS)
01278		MAIN PASS BLOCK 69	227810-SL 1278-020 02/04/2003	1177	2026.33	MAY. AR
01958		MAIN PASS BLOCK 35	983.262 10/10/2000	220	1506.828	MAY. AR 4/22/13 PROD THRU 01/13 JMB: REVIEW W/ 2125, SEE XPLOR LTR DUE 2/8/12
01961		MAIN PASS BLOCK 35	MPB35 UM0 RA SU 12/01/1988	1600	2500.39	MAY AR 4/22/13 PROD THRU 01/13 JMB: REVIEW W/ 2125, SEE XPLOR LTR DUE 2/8/12
05049		BRETON SOUND BLOCK 31		40	161.844	MAY. 4/22/13 RS LEASE HAS EXPIRED PER MB & JASON
12503		CHANDELEUR SOUND BLOCK 71	11.062 08/19/2003	16.314	16.314	MAY. AR
17762		MAIN PASS BLOCK 16	YAKEY 09/01/2005	47.75	47.75	MAY. AR 4/24/13 PROD THRU 02/13;
17763		MAIN PASS BLOCK 16	YAKEY 09/01/2005	28.91	28.91	MAY. AR 4/24/13 PROD THRU 02/13;
17764		MAIN PASS BLOCK 16	YAKEY 09/01/2005	12.72	12.72	MAY. AR
17765		MAIN PASS BLOCK 16	YAKEY 09/01/2005	73.56	73.56	MAY. AR
17766		MAIN PASS BLOCK 16	YAKEY 09/01/2005	43.53	43.53	MAY. AR
20538				0	105.18	MAY. 4/17/13 JMB: OMR IS GETTING RELEASES FOR 20538, 20541 AND 20548. PT 2/9/16
20548				0	450.96	MAY. 4/17/13 JMB: OMR IS WORKING ON GETTING RELEASES PT 2/9/14
20876				0	20	MAY. PT 2/8/15 TAX ADJUDICATED 3/29/12 JPT: UNDRLD UNIT (DEVON) UNDER ORDER 1545 TUSCALOOSA MARINE SHALE, RA SUA



Louisiana Department of Natural Resources (DNR)

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District Code 1 New Orleans- East

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Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
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ISSUED 2/28/12 INCLDG LEASE



Louisiana Department of Natural Resources (DNR)

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Staff Reviews

Report run on: May 17, 2013 11:28 AM

District Code 1W New Orleans- West

Get Review Date May 8, 2013

Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
00496		VENICE	M 17 R24C-24A SUA;C L JOHNSON 02/01/1997	4.24	4.24	MAY. AR
01773		TIMBALIER BAY ONSHORE	TB D-12 SU; 05/01/1990	97.44	97.44	MAY. AR
02381		LITTLE LAKE , LITTLE TEMPLE	42.92 10/04/1990	23.84	23.84	MAY. AR
02561		LITTLE TEMPLE	13400 RA SUA;DELTA FARMS 08/06/2002 475-L 02-407	300	395	MAY AR
02651		BASTIAN BAY	2500 RA SUA;E FASTERLING 10/12/1999 339-GGGG 99-523	18.851	200	MAY. 3/27/13 PER EMAIL 3-26-13 HILCORP PREPARING REL OF SL 3010, 3011, 2651, 2652, 19645 PER WILLIAM RALEY. 7/6/11 REL RQD
02652		BASTIAN BAY	BBA X RA SU 01/01/1996	100	100	MAY. 3/27/13 PER EMAIL 3-26-13 HILCORP PREPARING REL OF SL 3010, 3011, 2651, 2652, 19645 PER WILLIAM RALEY. 6/20/11 REL RQD
02918		WEST LAKE PONTCHARTRAIN BLK 41 , WEST LAKE PONTCHARTRAIN EAST BLK 41	VUA;SL 4041 04/12/2000	172.61	2356.3	MAY. AR
03010		BASTIAN BAY	537 06/09/2009	53	53	MAY. 3/27/13 PER EMAIL 3-26-13 HILCORP PREPARING REL OF SL 3010, 3011, 2651, 2652, 19645 PER WILLIAM RALEY
03011		BASTIAN BAY	239 06/09/2009	500	500	MAY. PER EMAIL 3-26-13 HILCORP PREPARING REL OF SL 3010, 3011, 2651, 2652, 19645 PER WILLIAM RALEY.
04746		MANCHAC POINT	MARG H B RA SUA;SL 5021  807-L 07-99	192.26	192.26	MAY. AR
05024		MANCHAC POINT	MPT CIB H3 RA SU; 03/01/2009 807-D-3 09-359	86	86	MAY. AR
05259		KINGS RIDGE	9900 RA SUA;GRANDISON TRUST 08/19/2003 360-G-5 03-629	108.426	108.426	MAY. AR 04/24/13 PROD THRU 01/13
06122		COLLEGE POINT-ST JAMES	441.01 10/31/1983	71.199	71.199	MAY. AR
15358		BAYOU SORREL	.833 05/08/2003	.409	.409	MAY. AR
15421		MORGANZA	335 01/24/2000	243	243	MAY. 4/24/13 PROD THRU 1/24/13 DOWNHOLE OPERATIONS ONGOING WOCR PER JPT;



Louisiana Department of Natural Resources (DNR)

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Staff Reviews

Report run on: May 17, 2013 11:28 AM

District Code 1W New Orleans- West

Get Review Date May 8, 2013

Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
16681		LAFITTE	7.159 02/24/2011	1.181	1.181	MAY. AR 2/27/13 SRVY PLAT RQD HILCORP; 7100 RE SUA; LL&E; ORDER 76-CC-4; 227730; 051198
17376		BAY BATISTE	237278-VUA;SL 17376-001 04/14/2008	261.46	261.46	MAY. AR 4/1/13 PROD THRU 01/13
17378		BAY BATISTE	240454-VUA;SL 17378-004 12/20/2009	438.94	438.94	MAY. AR 4/1/13 PROD THRU 01/13
17780		LITTLE LAKE, SOUTH		160	160	MAY. AR
18475		BASTIAN BAY	136.41 02/21/2008	17.59	17.59	MAY. AR
18997		LITTLE LAKE	L TP 6 RA SUA;SL 19864 12/16/2008 604-T	2.536	2.536	MAY. AR
19645		BASTIAN BAY	J-LL RA SUA;LL&E C 08/26/2008 339-NNNN 08-1260	6.506	43	MAY. 3/27/13 PER EMAIL 3-26-13 HILCORP PREPARING REL OF SL 3010, 3011, 2651, 2652, 19645 PER WILLIAM RALEY. 1/18/13 REL RQD
20142		BAYOU ST VINCENT	PLAN 3 RC SUA;KFOURY 12/07/2010 789-B-4 10-1336	30.2	30.2	MAY. CK PRODUCTION NOV. AR
20500		MANILA VILLAGE	9400-BIG T RB SUA;CHRISTIAN 12/20/2011 582-BB-1 12-260	0	2000	MAY. 245687 LUW 051202 COMP 2/9/13 CK PRD 9400 BIG T RB SUA - NO PLAT, YET 3/3/13 REL REQD IN ERROR 1-31-13 1/10/13 REL RQD
20514		MANILA VILLAGE	9400-BIG T RB SUA;CHRISTIAN 12/20/2011 582-BB-1 12-260	0	500	MAY 245687 LUW 051202 COMP 2/9/13 CK PRD 9400 BIG T RB SUA - NO PLAT, YET 3/3/13 REL REQD IN ERROR 1-31-13 1/10/13 REL RQD
20850				0	170.59	MAY. 4/1/13 RENTAL PAID 2/1/13; PT 2/8/15
20851				0	139.84	MAY. 4/1/13 RENTAL PAID 2/1/13; PT 2/8/15
20852				0	72.07	MAY. 4/1/13 RENTAL PAID 12/26/12 PT 2/8/15
20853				0	106.05	MAY. 4/1/13 RENTAL PAID 1/28/13 PT 2/8/15
20854				0	156.55	MAY. 4/1/13 RENTAL PAID 1/28/13 PT 2/8/15
20856		LAKE SALVADOR, WEST	CRIS I RB SUA:SL 20626 10/30/2012 1543-A-1 12-643	9.529	342.72	MAY. 2012 RNTL PD PT 2/8/15
20857		LAKE SALVADOR, WEST	CRIS I RB SUA:SL 20626 10/30/2012 1543-A-1 12-643	2.335	189.69	MAY. 2012 RNTL PD PT 2/8/15 4/23/13 PROD THRU 02/13



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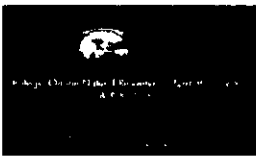
Report run on: May 17, 2013 11:28 AM

District Code 1W New Orleans- West

Get Review Date May 8, 2013

Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
20858				0	127.63	MAY. 2/20/13 APP EXP REQ REL PER MIKE B PT 2/8/15
20859				0	202.45	MAY. 2/20/13 APP EXP REQ REL PER MIKE B PT 2/8/15
20860				0	65.26	MAY. 2/20/13 APP EXP REQ REL PER MIKE B PT 2/8/15
20861				0	104.74	MAY. 2/20/13 APP EXP REQ REL PER MIKE B PT 2/8/15
20877				0	311	MAY. PT 2/8/15 OPTION 4/1/13 RENTAL PAID 12/26/12





Louisiana Department of Natural Resources (DNR)

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Staff Reviews

Report run on: May 17, 2013 11:28 AM

District Code 2 Lafayette
Get Review Date May 8, 2013

Table with 7 columns: Lease Num, DA, Field, Latest lease Activity, Productive Acreage, Present Acreage, Flagged for Review In. Rows include lease details for FAUSSE POINTE, MOUND POINT, and COTE BLANCHE BAY, WEST.



Louisiana Department of Natural Resources (DNR)

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Staff Reviews

Report run on: May 17, 2013 11:28 AM

District Code 2 Lafayette

Get Review Date May 8, 2013

Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
02655		BAYOU LONG , BAYOU POSTILLION , BAYOU POSTILLION, EAST	D 2A-2B RA SUA;	61 698	98	MAY. AR 3/28/13 AJL: HBP FROM 3 UNITS. 3/13/12 SRVY PLAT RQD FOREST; WSN 220706; LUW 048725
03057		LAC BLANC	56 RA SUA;SL 3055 08/14/2007 1028-L 07-858	7.3	380.642	MAY. 4/18/13 EMAIL JPT TO HLCP FU>< 11/30/12 OMR TO HLCP POD TO RESTORE PRD TO 73 SAND BY 3/13/13 OR 30% PR.
03113		MAURICE	BOL MEX 2A RC SUA;E B RACCA 12/07/2010 366-U-10 10-1283	8	9	MAY. AR 3/28/13 AJL: HBP FROM 1 UNIT.
03172		PERRY POINT	31.76 07/02/2004	2.71	2.71	MAY. AR 3/27/13 AMW: HBP 1 UNIT, PPT ALL 3 RC SU
03762		VERMILION BLOCK 16	SL 3762	191	875.69	MAY. OB HARVEST SMEB APPEARANCE DEFERRED TO 6/12/13
03763		VERMILION BLOCK 16	244687-VUB;SL 3763-014 05/14/2012	903	1279.14	MAY. OB HARVEST SMEB APPEARANCE DEFERRED UNTIL 6/12/13
03797		KLONDIKE	K. L. LORIO SU 07/01/1976	5.51	5.51	MAY. AR 3/27/13 AMW: HBP 1 UNIT, KL LORIO SU
04237		SOUTH TIMBALIER BLOCK 8	95 03/27/2012	65	364.85	MAY. AR 3/28/13 AJL: LEASE IS BEING HBP FROM SL 4237 #4 OIL WELL.
08091		BAYOU CARLIN	MA 5 RD SUA;SL 8091 08/09/2005 570-E-3 05-843	205.81	205.81	MAY. AR 3/27/13 AMW: HBP 2 UNITS; MA-7 RA SUE;SL 8091 & MA-5 RD SUA;SL 8091
09410		BAYOU CARLIN	MA 5 RD SUA;SL 8091 08/09/2005 570-E-3 05-843	305.6	305.6	MAY. AR 3/27/13 AMW: HBP 2 UNITS; MA-7 RA SUE;SL 8091 & MA-5 RD SUA;SL 8091
13470		BAYOU CARLIN	MA 7 RA SUD;KEARNEY 570-C-3	170.662	170.662	MAY. AR 3/27/13 AMW: HBP 1 UNIT; MA-7 RA SUE
13559		LAKE ARTHUR, SOUTHWEST	64.118 03/03/2004	12.572	12.572	MAY. AR 3/28/13 AJL: HBP FROM THE MARG H RB SUG
14077		LAKE ARTHUR, SOUTHWEST	180.034 08/27/1993	49.966	49.966	MAY. AR 3/28/13 AJL: HBP FROM 1 UNIT
14571		SHIP SHOAL BLOCK 65 , SHIP SHOAL BLOCK 66	158.026 01/22/2001	486.614	486.614	MAY. AR 3/28/13 AJL: HBP FROM 2 UNITS
14572		SHIP SHOAL BLOCK 65 , SHIP SHOAL BLOCK 66	40.123 01/22/2001	202.757	202.757	MAY. AR 3/28/13 AJL: HBP FROM 2 UNITS
15110		CAILLOU ISLAND	1583.44 01/31/1997	8.6	8.6	MAY. AR 3/27/13 AMW: HBP 1 UNIT; L 15000 R560 SUA;SL 1249
15470		DEER ISLAND, WEST	52.5 01/29/1999	97.61	97.61	MAY. AR 3/27/13 AMW: HBP 1 UNIT; L TEX W RA SUA;LACOSTE ET AL
15855		DEER ISLAND, WEST	40.26 12/27/1999	8.6	8.6	MAY. AR 3/27/13 AMW: HBP 1 UNIT; L TEX W RA SUA;LACOSTE ET AL



Louisiana Department of Natural Resources (DNR)

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Staff Reviews

Report run on: May 17, 2013 11:28 AM

District Code 2 Lafayette

Get Review Date May 8, 2013

Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
16723		DUSON	NOD A RA SUC;A ROBERTSON ET UX 03/14/2000 197-N-2 00-125	.11	.11	MAY. AR 3/28/13 AJL: HBP FROM 1 UNIT
17156		VERMILION BLOCK 16		100	1418	MAY. OB HARVEST SMEB APPEARANCE DEFERRED UNTIL 6/12/13
19139		LAKE SAND	LSA ROB 5 RA SU 216-C-1	160	800	MAY. 2/24/13 HLCP WILL RESP IN WKS 4/18/13 JPT F'DU W LES LANDRY/HLCP 3/27/13 AMW: HBP 2 UNITS 3/26/13 JPT CHANGED PRD AC: 160 FROM 48 3/20/13 JPT FU/HLCP > 1/25/13 JPT EMAIL TO 4 HLCP REPS REQG ACTION FOR 5 PREVIOUS OMR LTRS TO HLCP 1/24/13 SSB REQD JPT INPUT 10/17/12 OMR TO HLCP: RQD TO SUBMIT BY 1/9/13, A PLAT SHOWING PROD LIMITS & PLANS FOR FUTURE DEV
19357		LAKE PALOURDE, EAST	ROB 2 RB SUA;L LANDRY ESTATE 10/13/2010 357-E-4 09-1109	5.23	5.23	MAY. AR 3/27/13 AMW: HBP 1 UNIT: ROB 1 RB SUA;L LANDRY ESTATE
19663		IOTA	3.894 08/13/2010	2 257	2.257	MAY. AR 3/27/13 AMW: NO OIL OR GAS PRD SINCE 11/12=AWAITING 2/13 PRD RESULTS. FLAG 7/13 CK PROD
19720		EUGENE ISLAND BLOCK 16	242401-VUA;SL 19720-001 12/16/2010	418.62	418.62	MAY. AR 3/28/13 AJL: HBP FROM 1 UNIT
19924		EUGENE ISLAND BLOCK 16	242891-VUA;SL 19924-001 03/23/2011	689.37	689.37	MAY. AR 3/28/13 AJL: HBP FROM 1 UNIT
20539				0	9	MAY. 3/27/13 AMW: 2013 RNTL PD PT 2/9/14
20540		WEEKS ISLAND	CM RA SUC; R.H. GOODRICH 10/23/2012 146-F-13 12-604	0	17	MAY. 3/27/13 AMW: 2013 RNTL PD PT 2/9/14 3/28/13 SRVY PLAT RQD ALTA MESA; CM RA SUC; ORDER 146-F-13; WEEKS ISLAND; IBERIA; 220986; 520247;
20547		PERRY POINT	BOL MEX B RA SUA;P HULIN CO 04/26/2011 448-O-5 11-204	1.63	3.86	MAY. 3/27/13 AMW: 2013 RNTL PD PT 2/9/14 TAX ADJUDICATED
20844				0	124	MAY. 3/28/13 AJL: 2013 RNTL PD PT 2/8/17
20868				0	90.72	MAY. 3/28/13 AJL: 2013 RNTL PD PT 2/8/15
20869				0	105.49	MAY. 3/28/13 AJL: 2013 RNTL PD PT 2/8/15
20870				0	461.48	MAY. 3/28/13 AJL: 2013 RNTL PD PT 2/8/15
20871				0	316.26	MAY. 3/28/13 AJL: 2013 RNTL



Louisiana Department of Natural Resources (DNR)

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Staff Reviews

Report run on: May 17, 2013 11:28 AM

District Code 2 Lafayette

Get Review Date May 8, 2013

Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
						PD PT 2/8/15
20872				0	190.74	MAY. 3/27/13 AMW: 2013 RNTL PD PT 2/8/15
20873				0	89.17	MAY. 3/27/13 AMW: 2013 RNTL PD PT 2/8/15
20874				0	181.63	MAY. 3/27/13 AMW: 2013 RNTL PD PT 2/8/15
20875				0	112.29	MAY. 3/27/13 AMW: 2013 RNTL PD PT 2/8/15
20878				0	457.49	MAY 3/27/13 AMW: 2013 RNTL PD PT 2/8/15 OPTION 9/27/12 JPT: CATHEXIS IS PROP'G 2 UNITS 11000 ZONE RA (PT CHEVREUIL FIELD) INCLDG PORTION
21102				0	592	MAY. JPT 4/8/13 HOUSTON ENGY PROPOSED 232 AC UNIT, R RA SUA W/LEASE. APR. PT 1/9/16



# Louisiana Department of Natural Resources (DNR)

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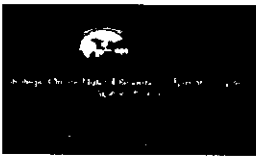
## Staff Reviews

Report run on: May 17, 2013 11:28 AM

District Code 3 Lake Charles- North

Get Review Date May 8, 2013

Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
00082		CADDO PINE ISLAND	29-NOV-22 3 No Activity - No Rental (Rt.Sheet has been circ.)	83.75	83.75	MAY. AR 4/3/13 SAM: 100 % HBP, NEW SL PLAT PREPARED.
00173		CADDO PINE ISLAND	242085-SL 173 11-002 12/29/2010	1800	6500	MAY. OB RCD GEMINI: P&A ACTIVITY & RCD- ALPHAPETROVISION/ROCKWE LL CONT EFFORTS TO DEV SL 173 BY 4/10/13
05500		SENTELL	H RA SUE;PITTMAN 11/01/1993	12	12	MAY. AR 4/3/13 SAM: 100 % HBP, NEW SL PLAT PREPARED.
05501		SENTELL	H RA SUE;PITTMAN 11/01/1993	14.3	22	MAY. AR 4/3/13 SAM: HBP, NEW SL PLAT PREPARED.
05502		SENTELL	SNT MPT L SU; 01/01/1988	1.805	4	MAY AR 4/3/13 SAM: HBP, NEW SL PLAT PREPARED.
05580		HONORE , SENTELL	H RA SUC;SIBLEY ET AL 01/01/1996	315	450	MAY. AR 4/3/13 SAM: HBP, NEW SL PLAT PREPARED.
05664		CASPIANA , ELM GROVE	HA RA SU96;HUTCHINSON HEIRS 8H 10/10/2009 361-L-66 09-1187	45	45	MAY. AR 4/3/13 SAM: 100 % HBP. 1/11/13 EFF 6/1/10 SAM: CORTN W REVISED PLAT DATED 1/3/13 240529 616228 HA RA SU96 1/11/13 EFF 3/1/11 SAM CORTN W PLAT 242176 616798 HA RA SU71
06111		CASPIANA	HA RA SU159;EB FARMS 1-15-13 H 03/15/2011 191-H-131 11-117	100	100	MAY. AR 4/3/13 SAM: 100 % HBP, NEW SL PLAT PREPARED. 1/11/13 EFF 3/1/11 SAM CORTN W PLAT 242176 616798 HA RA SU71
08699		ARKANA	CV RB SU30;BARNETT 06/01/1987	29.77	29.77	MAY. AR 4/3/13 SAM: 100 % HBP, NEW SL PLAT PREPARED.
08935		CADDO PINE ISLAND	CAPI VIV RA SU 03/01/1993	80	80	MAY. AR 4/3/13 SAM: 100 % HBP, NEW SL PLAT PREPARED.
14400		SHREVEPORT	MPT RA SUH;WOOLWORTH 06/01/1996	154.857	154.857	MAY. AR 4/3/13 SAM: 100 % HBP, NEW SL PLAT PREPARED.
14818		HODGE	HOSS B RB SUD;NOMEY 07/01/1997	5	5	MAY. AR 4/3/13 SAM: 100 % HBP, NEW SL PLAT PREPARED.
15596		BURR FERRY, NORTH	AUS C RC SUB;SNYDER MIN A26 04/01/1997	20	20	MAY. SAR 4/3/13 SAM: 100 % HBP, NEW SL PLAT PREPARED, PROD STILL LOW. 9/28/12 SSB: BARELY HBP 048462 7/12, RECK PROD
15771		SUGRUE	AUS C RA SUF;CROSBY 34 07/01/1997	40	40	MAY. SAR 4/3/13 SAM:PRD STILL LOW, NO ROYALTY 9/28/12 SSB: BARELY PRDG & \$147.39 3/12 ONLY



Louisiana Department of Natural Resources (DNR)

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Staff Reviews

Report run on: May 17, 2013 11:28 AM

District Code 3 Lake Charles- North

Get Review Date May 8, 2013

Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
15773		SUGRUE	AUS C RA SUF;CROSBY 34 07/01/1997	21	21	MAY. SAR 220188 / 048558 BARELY PRG TO 3/13
15928		SUGRUE	AUS C RA SUF;CROSBY 34 07/01/1997	38.09	38.09	MAY. SAR 4/3/13 SAM:PRD STILL LOW, NO ROYALTY 9/28/12 SSB: BARELY HBP 048673 TO 7/12 \$109.58 3/12 ONLY 9/27/11 SAM: PRDG 1BBL/MO 5-4 MCF/MO REV 6 MOS.
16531		ELM GROVE	228276-LCV RA SU56;SL 16531 31-002- ALT 06/12/2003	397	397	MAY. AR 4/3/13 SAM: 100 % HBP, NEW SL PLAT PREPARED.
18244		ELM GROVE	HA RA SU73;E E JOHNSON EST 19H 10/13/2009 361-L-59 09-1104	4.001	4.001	MAY. AR 4/3/13 SAM: 100 % HBP, NEW SL PLAT PREPARED.
18371		CASPIANA	362.825 12/29/2009	167.332	167.332	MAY. AR 4/3/13 SAM: 100 % HBP, NEW SL PLAT PREPARED.
19787		ALABAMA BEND	HA RA SUV;BURKETT 5-15-10 H 03/16/2010 1490-C-9 10-274	29.32	29.32	MAY. AR 4/3/13 SAM: 100 % HBP, NEW SL PLAT PREPARED. LOGGY BAYOU WMA
19840		LOGANSFORT	HA RA SUDD;BOOKER 28-11-15 H 06/23/2009 28-AA-13 09-641	14.633	14.633	MAY. AR 4/3/13 SAM: 100 % HBP, NEW SL PLAT PREPARED.
19841		LOGANSFORT	81.535 03/09/2011	68.465	68.465	MAY. AR 4/3/13 SAM: 100 % HBP, NEW SL PLAT PREPARED.
19844		BENSON	43 03/12/2012	46	46	MAY. AR 4/3/13 SAM: 100 % HBP, NEW SL PLAT PREPARED.
19928		CEDAR GROVE , ELM GROVE	HA RA SU133;FRANKS INV CO 10 H 10/26/2010 361-L-101 10-1083	5	5	MAY. AR 4/3/13 SAM: 100 % HBP, NEW SL PLAT PREPARED.
20269		RED RIVER-BULL BAYOU	HA RC SUQ;RENFRO 15-13-13 H 06/23/2009 109-X-44	55	55	MAY. SUGGEST AR, 4/3/13 SAM: 100 % HBP, NEW SL PLAT PREPARED. PT 2/10/13 TAX ADJUDICATED LANDS
20270		BRACKY BRANCH	HA RA SUI;FRED WILLIS MD 23 H 01/13/2009 917-L-2 09-34	5	5	MAY. SUGGEST AR, 4/3/13 SAM: 100 % HBP, NEW SL PLAT PREPARED. PT 2/10/13 TAX ADJUDICATED LANDS
20337		ELM GROVE	HA RA SU132;COTSWOLD 29- 16-10H 04/24/2010 361-L-82 10-450	130.34	130.34	MAY. SUGGEST AR, 4/3/13 SAM: 100 % HBP, NEW SL PLAT PREPARED. PT 5/12/13
20544		CONVERSE	HA RA SU112;EBARB 36 HZ 10/26/2010 501-G-34 10-1090	40	40	MAY. 4/3/13 SAM: 100% HBP, NEW SL PLAT PREPARED PT 2/9/14





Louisiana Department of Natural Resources (DNR)

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Report run on: May 17, 2013 11:28 AM

District Code 3 Lake Charles- North

Get Review Date May 8, 2013

Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
20545		CONVERSE	HA RA SU112;EBARB 36 HZ 10/26/2010 501-G-34 10-1090	6	6	MAY. 4/3/13 SAM: 100% HBP PT 2/9/14
20845		GROGAN	HA RA SUY;HAIRE ETAL 20H 03/09/2010 955-J-8 10-232	9.34	10	MAY. 4/3/13 SAM: HBP, NEW SL PLAT PREPARED MAY. PT 2/8/15



Louisiana Department of Natural Resources (DNR)

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Staff Reviews

Report run on: May 17, 2013 11:28 AM

District Code 3S Lake Charles- South

Get Review Date May 8, 2013

Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
01170		HOG BAYOU-OFFSHORE	LIEB 1-3 RA SUA;SL 1170-1 HOG A 11/08/2012 208-G 12-655	1100	3741.3	MAY. OB RCD HILCORP APPEARANCE BEFORE THE SMEB 5/8/13.
13759		LAKE ARTHUR, SOUTHWEST	68 47 03/03/2004	17.21	17.21	MAY. AR 4/19/13 RS TO JPT: APP EXP 3/1/13 RS RQD BY SAM 611060 LAST PRD 9/12
17806		CHENEYVILLE, WEST	AUS C RA SUP;CROWELL 15 04/22/2003 1415-A-3	39.847	39.847	MAY. AR 4/3/13 SAM: 100 % HBP, NEW SL PLAT PREPARED.
18452		BECKWITH CREEK	4.773 04/10/2006	.227	.227	MAY. AR 4/3/13 SAM: 100 % HBP, NEW SL PLAT PREPARED.
18593		GILLIS-ENGLISH BAYOU	242566-7000 RA SUA;SL 18593-002 01/20/2011	6.65	6.65	MAY. SAR 4/3/13 SAM: PROD INCREASE, NEW SL PLAT PREPARED
20261		GILLIS-ENGLISH BAYOU	62.42 04/01/2011	22.58	22.58	MAY. SUGGEST AR, 4/3/13 SAM: 100% HBP, NEW SL PLAT PREPARED. PT 2/10/13
20546				0	1	MAY. 4/3/13 SAM:2013 RNTL PD PT 2/9/14 TAX ADJUDICATED
20642		DEEP LAKE	15100 RB SUA;SL 20139 05/03/2011 243-R 11-217	55.83	88	MAY. 4/10/13 DDPMT APPROVED TO 6/8/14 4/9/13 DDPMT TO JPT DD 6/8/13 PT 6/8/14
<b>144</b>				<b>31,980.587</b>	<b>90,098.649</b>	



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

***NOMINATION AND TRACT COMMITTEE REPORT***

The Nomination and Tract Committee, convened at **10:24 a.m.** on Wednesday, **May 8, 2013** with the following members of the Board in attendance:

Mr. Thomas L. Arnold, Jr.    Mr. Emile B. Cordaro    Mr. Stephen Chustz  
Mr. Louis J. Lambert    Mr. Robert M. Morton    Mr. Thomas W. Sanders  
  
Mr. Chip Kline (sitting in for  
Garret Graves, Gov. Jindal's  
Designee)

The Committee heard the report of Mr. Emile Fontenot, relative to nominations received for the July 10, 2013 Mineral Lease Sale and other matters. Based upon the staff's recommendation, on motion of **Mr. Arnold**, duly seconded by **Mr. Sanders**, the Committee voted unanimously to recommend to the Board the granting of authority to the staff to advertise all such tracts as have been reviewed by the State Land Office and the staff of the Office of Mineral Resources as well as any tracts that have been previously advertised and rolled over and otherwise approve the Nomination and Tract Report presented by Mr. Fontenot.

The following Addendum (Letters of Protest) was requested by the staff to be added to the Tract and Nomination Committee Agenda. Based upon the staff's recommendation, on the motion of **Mr. Arnold**, duly seconded by **Mr. Sanders**, the Committee voted unanimously to add the Addendum to today's Tract and Nomination Committee Agenda.

Letters of Protest by Salt Domes Partnership, dated May 1, 2013, pertaining to Tract Numbers 43195, 43196, 43198, 43199 and 43200, St. Martin Parish, Louisiana. No action was required.

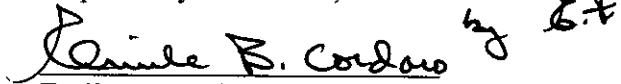
Letter of Protest by Weeks Family, LLC, dated May 1, 2013, pertaining to Tract Number 43197, St. Martin Parish, Louisiana. No action was required.

Letter of Protest by Williams, Inc. and Williams Land Company, Inc., dated May 1, 2013, pertaining to Tract Number 43200, St. Martin Parish, Louisiana. No action was required.

Nomination and Tract Committee Report  
May 8, 2013  
Page -2-

The Committee, on the motion of *Mr. Arnold*, seconded by *Mr. Chustz*, voted to adjourn at *10:27 a.m.*

Respectfully Submitted,

Handwritten signature of Emile B. Cordaro in cursive script, followed by the initials "E.B." to the right.

Emile B. Cordaro  
Chairman  
Nomination and Tract Committee

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

# RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

## NOMINATION AND TRACT COMMITTEE

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

WHEREAS, Mr. Emile Fontenot presented to the State Mineral and Energy Board that 83 tracts had been nominated for the July 10, 2013 Mineral Lease Sale, and that same are to be advertised pending staff review; now therefore

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

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

## CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the Louisiana State Mineral and Energy Board in the City of Baton Rouge, Louisiana, on the 8th day of May 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.



LOUISIANA STATE MINERAL AND ENERGY BOARD

# RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

## NOMINATION AND TRACT COMMITTEE

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

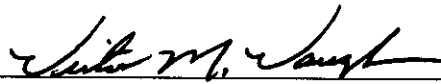
WHEREAS, the staff presented to the Board a recommendation to add an Addendum (Letters of Protest) to today's Tract and Nomination Committee Agenda for the May 8, 2013 Lease Sale.

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

NOW, BE IT THEREFORE RESOLVED, that the State Mineral and Energy Board does hereby approve and authorize the addition of said Addendum to the Tract and Nomination Committee Agenda for the May 8, 2013 Lease Sale.

## 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 May 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.



LOUISIANA STATE MINERAL AND ENERGY BOARD



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

**AUDIT COMMITTEE REPORT**

The regular meeting of the Audit Committee of the State Mineral and Energy Board was held on Wednesday, May 8, 2013, following the Nomination and Tract Committee Meeting, in the LaBelle Room, First Floor, LaSalle Building, located at 617 North Third Street, Baton Rouge, Louisiana. Committee Members present were:

Thomas L. Arnold, Jr.  
Stephen Chustz  
Emile B. Cordaro

Chip Kline for Garrett Graves  
Louis J. Lambert

Robert "Michael" Morton  
Thomas W. Sanders

Mr. Thomas L. Arnold, Jr. convened the Committee at 10:28 a.m.

The first matter considered by the Committee was a penalty waiver request from Apache Corporation.

Representatives from Apache addressed the Board with no objections to staff's recommendations. Upon recommendation of the staff and upon motion of Mr. Kline, seconded by Mr. Cordaro, the committee voted unanimously to approve the 50% penalty waiver of \$17,681.94.

The second matter considered by the committee was a penalty waiver request from Apache Corporation.

Representatives from Apache addressed the Board for consideration of a penalty reduction. Upon recommendation of the staff and upon motion of Mr. Lambert, seconded by Mr. Sanders, with one objection to the motion by Mr. Arnold, the committee voted that no penalty be waived. At the official Board Meeting this item was not approved but deferred to the June 12, 2013 committee meeting.

The third matter considered by the committee was a penalty waiver request from Tammany Oil & Gas LLC.

Upon recommendation of the staff and upon motion of Secretary Chustz, seconded by Mr. Cordaro, the committee voted unanimously to approve the 75% penalty waiver of \$15,000.81.

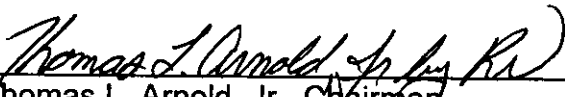
The fourth matter considered by the Committee was a request to grant Chesapeake Operating a second 90 day extension on their payment under protest.

Upon recommendation of the staff and upon motion of Mr. Lambert, seconded by Mr. Cordaro, the committee voted unanimously to approve the 90 day extension on their payment under protest period from May 1, 2013.

The fifth matter considered by the Committee was the election of the May 2013 gas royalty to be paid on a processed basis at the Discovery Plant at Larose and the Sea Robin Plant at Henry per the terms of the State Texaco Global Settlement Agreement.

No action required.

On motion of Mr. Lambert, seconded by Mr. Cordaro, the Board voted unanimously to adjourn the Audit Committee at 10:50 a.m.

  
\_\_\_\_\_  
Thomas L. Arnold, Jr., Chairman  
Audit Committee

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



# RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

## AUDIT COMMITTEE

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

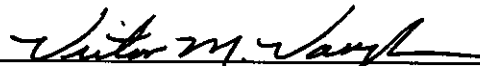
**WHEREAS**, Apache Corporation has made a letter application for reduction of penalties assessed in the amount of \$35,363.89 due to late royalty payments in Atchafalaya Bay (0141), South Pass Block 24 (8453), and Vermilion Block 14 (9126); State Leases 00861, 00862, 00872, 00988, 01388, 01924, 03522, 20035, 20219, 20220, 20222, 20526, and 20527; and

**WHEREAS**, the Mineral Income Division has verified that the underpayment of royalties was discovered and paid by Apache Corporation and does recommend that a portion of the penalty be waived;

**THEREFORE, BE IT RESOLVED** that the Board does waive fifty percent (50%), which amounts to \$17,681.94 of the total penalty assessed to Apache Corporation.

## 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 8<sup>th</sup> day of May 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.



LOUISIANA STATE MINERAL AND ENERGY BOARD

# RESOLUTION

## LOUISIANA STATE MINERAL AND ENERGY BOARD

### AUDIT COMMITTEE

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

**WHEREAS**, the State Mineral and Energy Board caused an audit to be performed of Tammany Oil & Gas LLC payments of state royalty in the West Delta Block 27 field; State Leases 192, 2869, 3528, 3529, 3978, 4242 which audit revealed that Tammany Oil & Gas LLC owed the state \$55,766.99 in underpayment of royalty and \$48,663.81 in interest and penalty for a total of \$104,430.80; and

**WHEREAS**, Tammany Oil & Gas LLC has remitted payment of \$84,429.72 for the outstanding principal and interest; and

**WHEREAS**, Tammany Oil & Gas LLC has made a letter application for reduction of penalties assessed in the amount of \$20,001.08 due to incorrect royalty payments; and

**WHEREAS**, the Mineral Income Division has reviewed the background and circumstances connected with Tammany Oil & Gas LLC's penalty assessment, including the reason for incorrect payment, the company's response to the audit and any suggested corrective measures, and the degree of cooperation and timeliness of providing information, and has verified that the underpayment of royalties was discovered by a Field Audit and was in fact paid by Tammany Oil & Gas LLC; and

**WHEREAS**, the Mineral Income Division staff recommends that a seventy-five percent (75%) of the penalty be waived; and

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

**THEREFORE, BE IT RESOLVED** that the Board does waive a seventy-five percent (75%), which amounts to \$15,000.81 of the total penalty assessed to Tammany Oil & Gas LLC.

### 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 8<sup>th</sup> day of May 2013, 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.

  
\_\_\_\_\_  
LOUISIANA STATE MINERAL AND ENERGY BOARD

# RESOLUTION

## LOUISIANA STATE MINERAL AND ENERGY BOARD

### AUDIT COMMITTEE

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

**WHEREAS**, the State Mineral and Energy Board caused an audit to be performed on Chesapeake Operating Co. payments of state royalty in Caspiana, and Red River-Bull Bayou Field; State Leases 17947, 18393, 18395, 19351, 19695, 19830 and 19835 and

**WHEREAS**, Chesapeake Operating Co. paid \$84,187.66 royalty under protest and

**WHEREAS**, by the State Mineral and Energy Board Resolution passed August 8, 2012 any audits currently paid under protest and unresolved no later than January 31, 2013 will be considered unpaid and all funds previously received will be returned to auditee; and

**WHEREAS**, Chesapeake Operating Co. was granted a ninety day extension from January 31, 2013 at the February 13, 2013 State Mineral and Energy Board meeting; and

**WHEREAS**, a request to grant Chesapeake Operating Co. an additional ninety (90) day extension was requested and

**WHEREAS**, A revision was issued on April 16, 2013 and the staff is currently working with the Attorney General's office and

**WHEREAS**, the staff of the Office of Mineral Resources has been unable to resolve and settle the outstanding audit issues.

**WHEREAS**, The State Mineral and Energy Board after reviewing all information agreed to an additional ninety (90) day extension on their payment under protest period from May 1, 2013.

**THEREFORE, BE IT RESOLVED**, that the Board does approve a ninety (90) day extension on their payment under protest period from May 1, 2013.

### 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 8<sup>th</sup> day of May, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.

  
\_\_\_\_\_  
LOUISIANA STATE MINERAL AND ENERGY BOARD



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

**LEGAL AND TITLE CONTROVERSY COMMITTEE REPORT**

The regular meeting of the Legal and Title Controversy Committee of the State Mineral and Energy Board was held on May 8, 2013, following the Audit Committee Meeting, in the LaBelle Room, First Floor, LaSalle Building located at 617 North Third Street, Baton Rouge, Louisiana. Committee Members present were:

Secretary Stephen Chustz  
Mr. Emile B. Cordaro  
Mr. Thomas L. Arnold, Jr.  
Mr. Robert "Michael" Morton

Mr. Thomas W. Sanders  
Mr. W. Paul Segura, Jr.  
Mr. Louis J. Lambert  
Mr. Chip Kline for Garret Graves  
(Governor's Designee)

The Legal and Title Controversy Committee was called to order by Mr. Sanders at 10:52 a.m.

The first matter considered by the Committee was a request for final approval of a Compromise and Settlement Agreement by and between the State of Louisiana, The Louisiana State Mineral and Energy Board, The Louisiana Department of Natural Resources and Forest Oil Corporation, whereas said parties agree to settle Audit claims, affecting State Lease Nos. 3035, 10061, 10730, 10731, 10732, 13625 and 14374, Jefferson and Plaquemines Parishes, Louisiana, with further particulars being stipulated in the instrument, on the docket as Item No. 13-16.

Upon recommendation of the staff and upon motion of Mr. Arnold, seconded by Mr. Cordaro, the Committee voted unanimously to recommend that the State Mineral and Energy Board grant final approval of the Compromise and Settlement Agreement by and between the State of Louisiana, The Louisiana State Mineral and Energy Board, The Louisiana Department of Natural Resources and Forest Oil Corporation, on the docket as Item No. 13-16. No comments were made by the public.

The second matter considered by the Committee was a request by Energy XXI Gulf Coast Inc. for authority to negotiate with Staff for an operating agreement covering 553.534 acres of former State Lease Nos. 18179, 18180, 18197, 18198 and 18199, South Freshwater Bayou Field, Vermilion Parish, Louisiana, and that the acreage in question be deemed unavailable for leasing until August 14, 2013, or until an operating agreement is executed and placed on the Mineral and Energy Board Docket for approval, whichever occurs first.

Upon recommendation of the staff and upon motion of Mr. Arnold, seconded by Mr. Kline, the Committee voted unanimously to recommend that the State Mineral and Energy Board grant Staff the authority to negotiate with Energy XXI Gulf Coast Inc. for an operating agreement covering 553.534 acres of former State Lease Nos. 18179, 18180, 18197, 18198 and 18199, South Freshwater Bayou Field, Vermilion Parish, Louisiana, and that the acreage in question be deemed unavailable for leasing until August 14, 2013, or until an operating agreement is perfected and placed on the Mineral and Energy Board docket for approval, whichever occurs first. No comments were made by the public.

The third matter considered by the Committee was a request by Texas Petroleum Investment Company for authority to negotiate with Staff to amend Operating Agreement A0003, dated October 19, 1956, containing 16.814 acres, situated in Iberia Parish, Louisiana to include language which provides the operator the ability to maintain the property by in-lieu state production interest payments, oil or gas payments and other language required by prior resolutions.

Upon recommendation of the staff and upon motion of Mr. Lambert, seconded by Mr. Arnold, the Committee voted unanimously to recommend that the State Mineral and Energy Board grant Staff authority to negotiate with Texas Petroleum Investment Company to amend Operating Agreement A0003, in Iberia Parish, Louisiana, to provide all necessary language to permit in-lieu state production interest payments and the orderly development and maintenance of the operating tract and other language required by prior resolutions. On request by the Board for public comment, comments were made by Scott Patton representing Texas Petroleum Investment Company.

Upon motion of Mr. Sanders, seconded by Mr. Segura, the Legal & Title Controversy Committee meeting was recessed to begin the State Mineral and Energy Board Meeting at 11:03 A.M.

Upon motion of Mr. Arnold, seconded by Mr. Chustz, the Legal & Title Controversy Committee meeting was resumed at 11:05 A.M.

The fourth matter considered by the Committee was a request by Staff to adopt a Board policy whereby applicants are granted a single period of twenty-four (24) hours to correct nominations and comply with requirements and policies.

Upon recommendation of the staff and upon motion of Mr. Arnold, seconded by Mr. Segura, the Committee voted unanimously to recommend that the State Mineral and Energy Board adopt a policy of a twenty-four (24) hour grace period for applicants submitting nominations with non-compliance items. No comments were made by the public.

The fifth matter considered by the Committee was a request by Destin Operating Company, Inc. for authority to negotiate with Staff for a lease amendment on State Lease No. 19385 that provides for an additional shut-in payment which would include the new shut-in payment terms of \$50.00 per acre or \$10,750.00, and include other language required by prior resolutions.

Upon recommendation of the staff and upon motion of Mr. Cordaro, seconded by Mr. Morton, the Committee voted unanimously to recommend that the State Mineral and Energy Board grant Staff authority to negotiate with Destin Operating Company, Inc., for a lease amendment on State Lease No. 19385 for an additional shut-in payment which would include the new shut-in payment term of \$50.00 per acre or \$10,750.00, and include other language required by prior resolutions. No comments were made by the public.

The sixth matter considered by the Committee was a request by Hilcorp Energy I, LP for acceptance of a supplemental delay rental payment in the amount of \$451.66 on State Lease No. 20501, Terrebonne Parish, Louisiana, which would, together with the insufficient payment of \$147,072.67 previously paid by Hilcorp Energy I, LP prior to the anniversary date of December 8, 2012, comprise the entire delay rental payment due on said State Lease No. 20501 in the amount of \$147,524.33 and suffice to maintain the lease in force until December 8, 2013.

Upon motion of Mr. Arnold, and seconded by Mr. Segura, the Committee voted unanimously to recommend that the State Mineral and Energy Board accept Hilcorp Energy I, LP's supplemental delay rental payment in the amount of \$451.66 and that the Mineral and Energy Board deem that the delay rental of State Lease No. 20501, has been timely paid and thereby maintains said lease in full force and effect until December 8, 2013. No comments were made by the public.

The seventh matter considered by the Committee was a request by QEP Energy Company for an extension of time for previously granted authority to negotiate for an Operating Agreement on February 13, 2013, covering approximately 600 acres of title disputed lands located in Sections 12, 13 and 14, Township 14 North, Range 12 West, Red River Parish, Louisiana, and that the acreage in question be deemed unavailable for leasing until August 14, 2013, or until an operating agreement is perfected and placed on the Mineral and Energy Board Docket for approval, whichever occurs first.

Upon motion of Mr. Arnold, and seconded by Mr. Lambert, the Committee voted unanimously to recommend that the State Mineral and Energy Board grant an extension of the previously granted authority to negotiate with QEP Energy Company for an Operating Agreement on February 13, 2013, covering approximately 600 acres of title disputed lands located in Sections 12, 13 and 14, Township 14 North, Range 12 West, Red River Parish, Louisiana, and that the acreage in question be deemed unavailable for leasing until August 14, 2013, or until an operating agreement is perfected and placed on the Mineral and Energy Board Docket for approval, whichever occurs first. No comments were made by the public.

The eighth matter considered by the Committee was a request by Tana Exploration Co., LLC, Dynamic Offshore Resources, LLC, LLOG Blue Water Holdings, LLC and LLOG Exploration Co., LLC, for authority to negotiate with Staff for a lease amendment of State Lease No. 19718, situated in Plaquemines Parish, Louisiana to extend the primary term for a period of six (6) months or until January 9, 2014 and to amend said lease to include other language required by prior resolutions.

Upon motion of Mr. Arnold, and seconded by Mr. Chustz, the Committee voted unanimously to recommend that the State Mineral and Energy Board grant an exception to the resolution, to negotiate a lease amendment of State Lease No. 19718, situated in Plaquemines Parish, Louisiana, to extend the primary term for a period of six (6) months or until January 9, 2014 and to amend said lease to include other language required by prior resolutions. No comments were made by the public.

Upon motion of Mr. Arnold, seconded by Mr. Segura, the Committee voted unanimously to go into Executive Session at 11:20 A.M.

Upon motion of Mr. Segura, seconded by Mr. Arnold, the Committee voted unanimously to return to Open Session at 11:38 A.M.

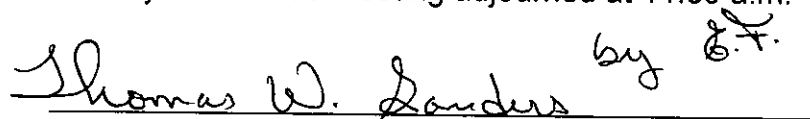
The ninth matter considered by the Committee was a discussion in executive session of the suit entitled: **Carolyn Bruno Hollis, et al. v. Helis Oil & Gas Co., et al.**; Docket No. 2009-684, Civil District Court, Orleans Parish.

Upon motion of Mr. Arnold, and seconded by Mr. Segura, the Committee voted unanimously to recommend that the State Mineral and Energy Board grant the Attorney General's office authority to reject the settlement offer in this matter. No comments were made by the public.

The tenth matter considered by the Committee was a discussion in executive session of the suit entitled: **Dupre vs. State**; Docket No. 35629, Red River Parish.

No action was taken on the tenth matter.

Upon recommendation of the staff and upon motion of Mr. Arnold, seconded by Mr. Kline, the Legal and Title Controversy Committee meeting adjourned at 11:39 a.m.

  
\_\_\_\_\_  
Mr. Thomas W. Sanders  
Legal and Title Controversy Committee  
Louisiana State Mineral and Energy Board

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

# RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

## LEGAL AND TITLE CONTROVERSY COMMITTEE

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

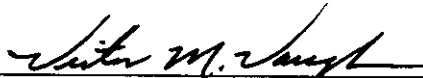
**WHEREAS**, a request was made for final approval of a Compromise and Settlement Agreement by and between the State of Louisiana, The Louisiana State Mineral and Energy Board, The Louisiana Department of Natural Resources and Forest Oil Corporation, whereas said parties agree to settle Audit claims, affecting State Lease Nos. 3035, 10061, 10730, 10731, 10732, 13625 and 14374, Jefferson and Plaquemines Parishes, Louisiana, with further particulars being stipulated in the instrument, on the docket as Item No. 13-16;

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

**NOW, BE IT THEREFORE RESOLVED** that the Committee recommends that the State Mineral and Energy Board grant final approval of the Compromise and Settlement Agreement by and between the State of Louisiana, The Louisiana State Mineral and Energy Board, The Louisiana Department of Natural Resources and Forest Oil Corporation, on the docket as Item No. 13-16.

## 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 May, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.



LOUISIANA STATE MINERAL AND ENERGY BOARD



# RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

## LEGAL AND TITLE CONTROVERSY COMMITTEE

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

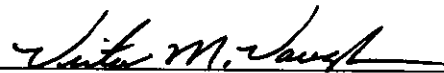
**WHEREAS**, a request was made by Energy XXI Gulf Coast Inc. for authority to negotiate with Staff for an operating agreement covering 553.534 acres of former State Lease Nos. 18179, 18180, 18197, 18198 and 18199, South Freshwater Bayou Field, Vermilion Parish, Louisiana, and that the acreage in question be deemed unavailable for leasing until August 14, 2013, or until an operating agreement is confected and placed on the Mineral and Energy Board Docket for approval, whichever occurs first;

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

**NOW, BE IT THEREFORE RESOLVED**, that the Committee recommends that the State Mineral and Energy Board grant Staff the authority to negotiate with Energy XXI Gulf Coast Inc. for an operating agreement covering 553.534 acres of former State Lease Nos. 18179, 18180, 18197, 18198 and 18199, South Freshwater Bayou Field, Vermilion Parish, Louisiana, and that the acreage in question be deemed unavailable for leasing until August 14, 2013, or until an operating agreement is confected and placed on the Mineral and Energy Board docket for approval, whichever occurs first.

## CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the Louisiana State Mineral and Energy Board in the City of Baton Rouge, Louisiana, on the 8th day of May, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.



\_\_\_\_\_  
LOUISIANA STATE MINERAL AND ENERGY BOARD

# RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

## LEGAL AND TITLE CONTROVERSY COMMITTEE

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

**WHEREAS**, a request was made by Texas Petroleum Investment Company for authority to negotiate with Staff to amend Operating Agreement A0003, dated October 19, 1956, containing 16.814 acres, situated in Iberia Parish, Louisiana to include language which provides the operator the ability to maintain the property by in-lieu state production interest payments, oil or gas payments and other language required by prior resolutions;

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

**NOW, BE IT THEREFORE RESOLVED**, that the Committee recommends that the State Mineral and Energy Board grant Staff the authority to negotiate with Texas Petroleum Investment Company to amend Operating Agreement A0003, in Iberia Parish, Louisiana, to provide all necessary language to permit in-lieu state production interest payments and the orderly development and maintenance of the operating tract and other language required by prior resolutions.

## 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 8<sup>th</sup> day of May, 2013, 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.

  
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LOUISIANA STATE MINERAL AND ENERGY BOARD

# RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

## LEGAL AND TITLE CONTROVERSY COMMITTEE

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

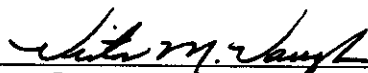
**WHEREAS**, a request was made by Staff to adopt a Board policy whereby applicants are granted a single period of twenty-four (24) hours to correct nominations and comply with requirements and policies;

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

**NOW, BE IT THEREFORE RESOLVED** that the Committee recommends that the State Mineral and Energy Board adopt a policy of a twenty-four (24) hour grace period for applicants submitting nominations with non-compliance items.

## 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 May, 2013, 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.



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LOUISIANA STATE MINERAL AND ENERGY BOARD

# RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

## LEGAL AND TITLE CONTROVERSY COMMITTEE

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

**WHEREAS**, a request was made by Destin Operating Company, Inc. for authority to negotiate with Staff for a lease amendment on State Lease No. 19385 that provides for an additional shut-in payment which would include the new shut-in payment terms of \$50.00 per acre or \$10,750.00, and include other language required by prior resolutions;

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

**NOW, BE IT THEREFORE RESOLVED**, that the Committee recommends that the State Mineral and Energy Board grant Staff the authority to negotiate with Destin Operating Company, Inc., for a lease amendment on State Lease No. 19385 for an additional shut-in payment which would include the new shut-in payment term of \$50.00 per acre or \$10,750.00, and include other language required by prior resolutions.

## 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 May, 2013, 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.

  
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LOUISIANA STATE MINERAL AND ENERGY BOARD

# RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

## LEGAL AND TITLE CONTROVERSY COMMITTEE

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

**WHEREAS**, a request was made by Hilcorp Energy I, LP for acceptance of a supplemental delay rental payment in the amount of \$451.66 on State Lease No. 20501, Terrebonne Parish, Louisiana, which would, together with the insufficient payment of \$147,072.67 previously paid by Hilcorp Energy I, LP prior to the anniversary date of December 8, 2012, comprise the entire delay rental payment due on said State Lease No. 20501 in the amount of \$147,524.33 and suffice to maintain the lease in force until December 8, 2013;

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

**NOW, BE IT THEREFORE RESOLVED**, that the Committee recommends that the State Mineral and Energy Board accept Hilcorp Energy I, LP's supplemental delay rental payment in the amount of \$451.66 and that the Mineral and Energy Board deem that the delay rental of State Lease No. 20501, has been timely paid and thereby maintains said lease in full force and effect until December 8, 2013.

## 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 May, 2013, 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.

  
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LOUISIANA STATE MINERAL AND ENERGY BOARD

# RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

## LEGAL AND TITLE CONTROVERSY COMMITTEE

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

**WHEREAS**, a request was made by QEP Energy Company for an extension of time for previously granted authority to negotiate for an Operating Agreement on February 13, 2013, covering approximately 600 acres of title disputed lands located in Sections 12, 13 and 14, Township 14 North, Range 12 West, Red River Parish, Louisiana, and that the acreage in question be deemed unavailable for leasing until August 14, 2013, or until an operating agreement is confected and placed on the Mineral and Energy Board Docket for approval, whichever occurs first;

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

**NOW, BE IT THEREFORE RESOLVED**, that the Committee recommends that the State Mineral and Energy Board grant an extension of the previously granted authority to negotiate with QEP Energy Company for an Operating Agreement on February 13, 2013, covering approximately 600 acres of title disputed lands located in Sections 12, 13 and 14, Township 14 North, Range 12 West, Red River Parish, Louisiana, and that the acreage in question be deemed unavailable for leasing until August 14, 2013, or until an operating agreement is confected and placed on the Mineral and Energy Board Docket for approval, whichever occurs first.

## CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the Louisiana State Mineral and Energy Board in the City of Baton Rouge, Louisiana, on the 8th day of May, 2013, 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.

  
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LOUISIANA STATE MINERAL AND ENERGY BOARD

# RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

## LEGAL AND TITLE CONTROVERSY COMMITTEE

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

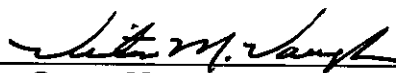
**WHEREAS**, a request was made by Tana Exploration Co., LLC, Dynamic Offshore Resources, LLC, LLOG Blue Water Holdings, LLC and LLOG Exploration Co., LLC, for authority to negotiate with Staff for a lease amendment of State Lease No. 19718, situated in Plaquemines Parish, Louisiana to extend the primary term for a period of six (6) months or until January 9, 2014 and to amend said lease to include other language required by prior resolutions;

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

**NOW, BE IT THEREFORE RESOLVED**, that the Committee recommends that the State Mineral and Energy Board grant an exception to the resolution, to negotiate a lease amendment of State Lease No. 19718, situated in Plaquemines Parish, Louisiana, to extend the primary term for a period of six (6) months or until January 9, 2014 and to amend said lease to include other language required by prior resolutions.

## 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 May, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.



LOUISIANA STATE MINERAL AND ENERGY BOARD

# RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

## LEGAL AND TITLE CONTROVERSY COMMITTEE

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

*WHEREAS*, a discussion in executive session was held in regard to the suit entitled: Carolyn Bruno Hollis, et al. v. Helis Oil & Gas Co., et al.; Docket No. 2009-684, Civil District Court, Orleans Parish;

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

*NOW, BE IT THEREFORE RESOLVED*, that the Committee recommends that the State Mineral and Energy Board grant the Attorney General's office authority to reject the settlement offer in this matter.

## CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the Louisiana State Mineral and Energy Board in the City of Baton Rouge, Louisiana, on the 8th day of May, 2013, 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.

  
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LOUISIANA STATE MINERAL AND ENERGY BOARD





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

**DOCKET REVIEW COMMITTEE REPORT**

The Docket Review Committee convened at 11:40 a.m. on Wednesday, May 8, 2013. Board Members present were Mr. Stephen Chustz, DNR Interim Secretary, Mr. W. Paul Segura, Jr., Mr. Thomas L. Arnold, Jr., Mr. Emile Cordaro, Mr. Robert "Michael" Morton, Mr. Louis J. Lambert, Mr. Thomas W. Sanders and Chip Kline (sitting in for Garret Graves, Governor Jindal's designee to the State Mineral and Energy Board).

The Committee made the following recommendations:

Approve State Agency Lease A on page 1;

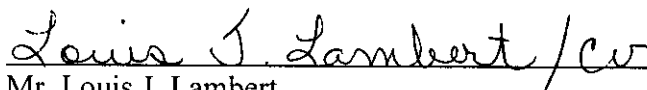
Approve all Assignments on pages 2 through 16; Nos. 16, 34, 35, 36 and 37 on pages 6, 12, 13 and 14 would be approved subject to the approval of the Governor of Louisiana;

Approve Docket Item Nos. 13-16 on page 32.

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

There being no further business to come before the committee, upon motion of Mr. Cordaro, and seconded by Mr. Segura, the committee voted unanimously to adjourn the meeting at 11:42 a.m.

Respectfully submitted,



Mr. Louis J. Lambert  
Docket Review Committee

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

# RESOLUTION

## LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item A from the May 8, 2013 Meeting be approved, said instrument being an Oil, Gas and Mineral Lease from the Calcasieu Parish Police Jury, dated March 19, 2013, awarded to ORX Exploration, Inc., covering lands located in Sections 2, 3, 4, 10, 11, 13 and 14, Township 9 South, Range 7 West, Calcasieu Parish, Louisiana, with further particulars being stipulated in the instrument.

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

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

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to sign said lease to reflect the approval of the State Mineral and Energy Board.

### CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8th day of May, 2013, 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.

  
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State Mineral and Energy Board

# RESOLUTION

## LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 1 from the May 8, 2013 Meeting be approved, said instrument being an Assignment from Charleston Energy Inc. to Anadarko E&P Onshore LLC, of all of Assignor's right, title and interest in and to State Lease Nos. 20990, 20991, 20992, 20993, 20996 and 20998, Bossier and Caddo Parishes, Louisiana, with further particulars being stipulated in the instrument

Anadarko E&P Onshore LLC is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.

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

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

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

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

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

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

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

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

### CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8th day of May, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.

  
State Mineral and Energy Board

# RESOLUTION

## LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 2 from the May 8, 2013 Meeting be approved, said instrument being an Assignment from RoDa Drilling LP and Zenergy, Inc. to Energy XXI Onshore, LLC, of all of Assignor's right, title and interest in and to State Lease Nos 18614, 20597, 20598 and 20601, St. Mary Parish, Louisiana, with further particulars being stipulated in the instrument.

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

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

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

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

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

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

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

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

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

### CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8th day of May, 2013, 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.

  
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State Mineral and Energy Board

# RESOLUTION

## LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 3 from the May 8, 2013 Meeting be approved, said instrument being an Assignment from Theophilus Oil, Gas & Land Services, L.L.C. to McMoRan Oil & Gas, LLC, of all of Assignor's right, title and interest in and to State Lease Nos. 20227, 20228, 20229, 20230, 20231, 20232 and 20233, Vermilion Parish, Louisiana, with further particular being stipulated in the instrument

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

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

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

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

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

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

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

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

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

### CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8th day of May, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.

  
State Mineral and Energy Board

# RESOLUTION

## LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 4 from the May 8, 2013 Meeting be approved, said instrument being an Assignment from Theophilus Oil, Gas & Land Services, L.L.C. to McMoRan Oil & Gas, LLC, of all of Assignor's right, title and interest in and to State Lease Nos 20397, 20399, 20400, 20401, 20415, 20416 and 20417, Vermilion Parish, Louisiana, with further particulars being stipulated in the instrument

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

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

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

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

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

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

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

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

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

### CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8<sup>th</sup> day of May, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect

  
State Mineral and Energy Board

# RESOLUTION

## LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 5 from the May 8, 2013 Meeting be approved, said instrument a Change of Name whereby Petro-Hunt Corporation is changing its name to Hunt Dominion Corporation, affecting State Lease Nos. 571 and 5653, Acadia and Evangeline Parishes, Louisiana, with further particulars being stipulated in the instrument.

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

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

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

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

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

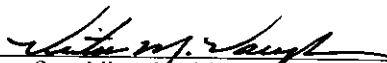
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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

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

### CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8th day of May, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.

  
State Mineral and Energy Board

# RESOLUTION

## LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 6 from the May 8, 2013 Meeting be approved, said instrument being an Assignment from Hunt Dominion Corporation to Petro-Hunt, L.L.C., of all of Assignor's right, title and interest in and to State Lease No. 517, Evangeline Parish, Louisiana, with further particulars being stipulated in the instrument.

Petro-Hunt, 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, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument.

### CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8th day of May, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.

  
State Mineral and Energy Board



# RESOLUTION

## LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 7 from the May 8, 2013 Meeting be approved, said instrument being an Assignment from Petro-Hunt, L.L.C. to The Louisiana Land and Exploration Company, of all of Assignor's right, title and interest in and to State Lease No. 517, Evangeline Parish, Louisiana, with further particulars being stipulated in the instrument

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

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

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

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

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

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

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

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

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

### CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8th day of May, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect

  
State Mineral and Energy Board

# RESOLUTION

## LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 8 from the May 8, 2013 Meeting be approved, said instrument being an Assignment from Hunt Dominion Corporation to Petro-Hunt, L.L.C., of all of Assignor's right, title and interest in and to State Lease No. 5653, Acadia Parish, Louisiana, with further particulars being stipulated in the instrument.

Petro-Hunt, 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 non-signatory lessee to such remedy, if any, as such party may have against the lessee or lessees, who may execute a release purporting to cover the entirety of the lease or of a segregated portion thereof;

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

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

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

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

### CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8th day of May, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.

  
State Mineral and Energy Board

# RESOLUTION

## LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 9 from the May 8, 2013 Meeting be approved, said instrument being a Merger whereby The Louisiana Land and Exploration Company is merging with and into The Louisiana Land and Exploration Company LLC (Maryland), affecting State Lease Nos. 15858, 16006, 16007 and 16709, Jefferson and Plaquemines Parishes, with further particulars being stipulated in the instrument.

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

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

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

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

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

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

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

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

### CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8th day of May, 2013, 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

  
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State Mineral and Energy Board

# RESOLUTION

## LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 10 from the May 8, 2013 Meeting be approved, said instrument being an Assignment from Manti Equity Partners LP and Manti Exploration & Production, Inc. to Dune Properties, Inc., an undivided 43.75% of Assignor's right, title and interest in and to State Lease No. 18816, Lafourche Parish, Louisiana, with further particulars being stipulated in the instrument.

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

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

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

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

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

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

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

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

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

### CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8th day of May, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.

  
State Mineral and Energy Board

# RESOLUTION

## LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 11 from the May 8, 2013 Meeting be approved, said instrument being a Change of Name whereby Club Oil & Gas, Ltd. is changing its name to Club Oil & Gas Ltd LLC of Colorado, affecting State Lease No. 13407, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument.

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

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

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

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

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

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

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

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

### CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8th day of May, 2013, 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.

  
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State Mineral and Energy Board

# RESOLUTION

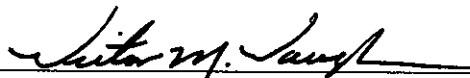
## LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 12 from the May 8, 2013, Meeting be approved, said instrument being a Correction of Resolution No. 30 from the April 11, 2001 Meeting, being a Change of Name whereby The Meridian Resource & Exploration Company is changing its name to The Meridian Resource & Exploration LLC, whereas State Lease Nos. 15858, 16006, 16007 and Operating Agreement "A0257" were omitted from said resolution and are hereby being added, affecting State Lease Nos. 483, 15737, 15858, 15938, 16006, 16607, 16151, 16245, 16258, 16272, 16273, 16452, 16643, 16815 and Operating Agreements "A0256" and "A0257", Assumption, Cameron, Jefferson, Lafourche, Plaquemines, St. Bernard, St. Mary and Terrebonne Parishes, Louisiana.

### CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8th day of May, 2013, 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.

  
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State Mineral and Energy Board

# RESOLUTION

## LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 13 from the May 8, 2013 Meeting be approved, said instrument being an Assignment from New Gulf Operating, LLC to Pennsylvania Castle Energy Corp., of all of Assignor's right, title and interest in and to State Lease No 19130, Lafayette and Vermilion Parishes, Louisiana, with further particulars being stipulated in the instrument

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

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

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

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

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

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

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

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

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

### CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8th day of May, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.

  
State Mineral and Energy Board

# RESOLUTION

## LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 14 from the May 8, 2013 Meeting be approved, said instrument being an Assignment from Milagro Producing, L.L.C. to Pledger Operating Company, Inc., of all of Assignor's right, title and interest in and to State Lease No. 17315, Lafayette, Louisiana, with further particulars being stipulated in the instrument

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

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

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

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

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

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

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

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

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

### CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8th day of May, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.

  
State Mineral and Energy Board



# RESOLUTION

## LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 15 from the May 8, 2013 Meeting be approved, said instrument being an Assignment from Chesapeake Louisiana, L.P. to PXP Louisiana L.L.C., an undivided 98.2% of Assignor's right, title and interest in and to State Lease No. 20355, Bienville and Bossier Parishes, Louisiana, with further particulars being stipulated in the instrument

PXP Louisiana 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, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument.

### CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8<sup>th</sup> day of May, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.

  
State Mineral and Energy Board

# RESOLUTION

## LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 16 from the May 8, 2013 Meeting be approved subject to the approval of the Governor of Louisiana, said instrument being an Assignment from First Australian Resources, Inc., of all of Assignor's interest to the following in the proportions set out below:

BLG Resources, LLC	50%
PDP Energy Fund I, LP	50%

in and to State Lease Nos. 328 and 17416, Lafourche Parish, Louisiana, with further particulars being stipulated in the instrument

S2 Energy, LLC is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.

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

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

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

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

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

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

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

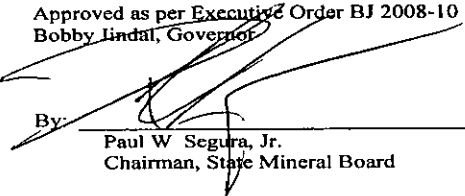
BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument.

### CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8th day of May, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.

  
State Mineral and Energy Board

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

By:   
Paul W. Segura, Jr.  
Chairman, State Mineral Board

# RESOLUTION

## LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 17 from the May 8, 2013 Meeting be approved, said instrument being an Assignment from Goodrich Oil Company and Goodrich Petroleum Company, LLC, of 50% of Assignor's 5.223770% interest to BLG Resources, LLC and PDP Energy Fund I, LP, in equal proportions, in and to State Lease Nos. 1480, 3258, 3599 and 14703, Lafourche Parish, Louisiana, with further particulars being stipulated in the instrument.

Hilcorp Energy I, 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, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument

### CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8<sup>th</sup> day of May, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect

  
State Mineral and Energy Board

# RESOLUTION

## LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 18 from the May 8, 2013 Meeting be approved, said instrument being an Assignment from Strata Acquisitions LLC to Anadarko E&P Onshore LLC, of all of Assignor's right, title and interest in and to State Lease Nos 20995, 20999, 21030, 21031, 21032, 21033, 21034, 21035, 21036 and 21037, Caddo Parish, Louisiana, with further particulars being stipulated in the instrument

Anadarko E&P Onshore LLC is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.

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

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

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

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

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


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

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

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

### CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8th day of May, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.

  
State Mineral and Energy Board

# RESOLUTION

## LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 19 from the May 8, 2013 Meeting be approved, said instrument being an Assignment from Clayton Williams Energy, Inc, an undivided interest to the following in the proportions set out below:

Tauber Exploration & Production Co.	3.75% of 8/8ths
Curocom Energy, LLC	3.75% of 8/8ths
Cathexis Oil & Gas, LLC	30.00% of 8/8ths
Petrogulf Corporation	18.75% of 8/8ths

in and to Operating Agreement "A0321", Jefferson Parish, Louisiana, with further particulars being stipulated in the instrument.

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

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

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

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

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

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

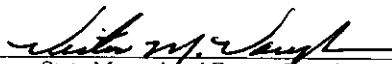
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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

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

### CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8<sup>th</sup> day of May, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.

  
State Mineral and Energy Board

# RESOLUTION

## LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 20 from the May 8, 2013 Meeting be approved, said instrument being an Assignment from Hunt Oil Company of Louisiana, Inc. to McMoRan Oil & Gas LLC, of all of Assignor's right, title and interest in and to State Lease Nos. 19970 and 19995, Vermilion Parish, Louisiana, with further particulars being stipulated in the instrument

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

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

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

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

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

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

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

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

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

### CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8<sup>th</sup> day of May, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.

  
State Mineral and Energy Board

# RESOLUTION

## LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 21 from the May 8, 2013 Meeting be approved, said instrument being an Assignment from Dune Properties, Inc., an undivided interest to the following in the proportions set out below:

Manti Equity Partners, LP	94% of 60%
Manti Exploration & Production, Inc.	6% of 60%

in and to State Lease No 1908, Lafourche Parish, Louisiana, with further particulars being stipulated in the instrument

Manti Equity Partners, LP is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.

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

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

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

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

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


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

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

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

### CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8th day of May, 2013, 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.

  
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State Mineral and Energy Board

# RESOLUTION

## LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 22 from the May 8, 2013 Meeting be approved, said instrument being a Letters Testamentary whereby Teresa Rudman and Ira W. Silverman are appointed as Executors of the Estate of Wolfe E. Rudman, affecting State Lease Nos. 13893, 14357, 14645, 19067 and 19068, Cameron and Plaquemines 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 non-signatory lessee to such remedy, if any, as such party may have against the lessee or lessees, who may execute a release purporting to cover the entirety of the lease or of a segregated portion thereof;

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

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

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

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

### CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8th day of May, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.

  
State Mineral and Energy Board



# RESOLUTION

## LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 23 from the May 8, 2013 Meeting be approved, said instrument being a Plan Trust Agreement whereas said agreement transfers all of the interest of Virgin Oil Company, Inc. to The Virgin Oil Company, Inc. Plan Trust, and Whistler Energy, LLC is appointed the Trustee of The Virgin Oil Company, Inc. Plan Trust, affecting State Lease No. 18165, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument.

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

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

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

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

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

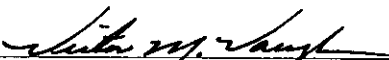
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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

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

### CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8th day of May, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.

  
State Mineral and Energy Board

# RESOLUTION

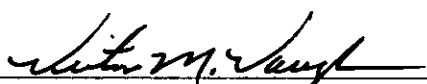
## LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 24 from the May 8, 2013, Meeting be approved, said instrument being a Correction of Resolution No. 13 from the March 13, 2013 Meeting, being an Assignment from Cypress Energy Corporation to Houston Energy, L.P., whereas State Lease No. 21090 was omitted from said resolution and is hereby being added, affecting State Lease Nos. 21086, 21090, 21092, 21096, 21100, 21102, 21105 and 21106, Terrebonne 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 8<sup>th</sup> day of May, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

# RESOLUTION

## LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 25 from the May 8, 2013 Meeting be approved, said instrument being an Assignment from Forest Oil Corporation to Texas Petroleum Investment Company, of all of Assignor's right, title and interest in and to State Lease Nos. 3035, 14374 and 14534, Jefferson and Plaquemines Parishes, Louisiana, with further particulars being stipulated in the instrument.

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

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

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

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

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

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

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

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

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

### CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8th day of May, 2013, 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.

  
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State Mineral and Energy Board

# RESOLUTION

## LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 26 from the May 8, 2013 Meeting be approved, said instrument being an Assignment from Forest Oil Corporation to Texas Petroleum Investment Company, of all of Assignor's right, title and interest in and to State Lease Nos. 19742, 19743 and Operating Agreements "A0295" and "A0298", Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument

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

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

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

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

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

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

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

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

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

### CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8<sup>th</sup> day of May, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.

  
State Mineral and Energy Board

# RESOLUTION

## LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 27 from the May 8, 2013 Meeting be approved, said instrument being an Assignment from Forest Oil Corporation to Texas Petroleum Investment Company, of all of Assignor's right, title and interest in and to State Leas Nos 540, 1755, 11151 and 20366, Iberia Parish, Louisiana, with further particulars being stipulated in the instrument.

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

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

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

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

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

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

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

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

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

### CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8<sup>th</sup> day of May, 2013, 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.

  
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State Mineral and Energy Board

# RESOLUTION

## LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 28 from the May 8, 2013 Meeting be approved, said instrument being an Assignment from Forest Oil Corporation to Texas Petroleum Investment Company, of all of Assignor's right, title and interest in and to State Lease No. 1691, Terrebonne Parish, Louisiana, with further particulars being stipulated in the instrument

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

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

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

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

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

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


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

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

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

### CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8th day of May, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.

  
State Mineral and Energy Board

# RESOLUTION

## LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 29 from the May 8, 2013 Meeting be approved, said instrument being an Assignment from Forest Oil Corporation to Texas Petroleum Investment Company, of all of Assignor's right, title and interest in and to State Lease No. 2655 and Operating Agreement "A0310", Iberia Parish, Louisiana, with further particulars being stipulated in the instrument.

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

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

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

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

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

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

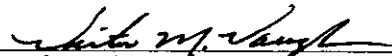
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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

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

### CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8<sup>th</sup> day of May, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.

  
State Mineral and Energy Board

# RESOLUTION

## LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 30 from the May 8, 2013 Meeting be approved, said instrument being an Assignment and Correction of Assignment from XTO Energy Inc to Hilcorp Energy I, LP, of all of Assignor's right, title and interest in and to State Lease No 17423, St. Mary Parish, Louisiana, with further particulars being stipulated in the instrument.

Hilcorp Energy I, 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, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument.

### CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8th day of May, 2013, 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

  
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State Mineral and Energy Board



# RESOLUTION

## LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 31 from the May 8, 2013 Meeting be approved, said instrument being an Assignment from Texoil Energy, Inc. to Cox Oil LLC, of all of Assignor's right, title and interest in and to State Lease Nos 195, 1349 and 1350, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument.

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

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

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

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

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

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

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

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

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

### CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8<sup>th</sup> day of May, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.

  
State Mineral and Energy Board

# RESOLUTION

## LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 32 from the May 8, 2013 Meeting be approved, said instrument being a Judgment of Possession of the Succession of Ray Allen Barlow, whereas Janet Aimer Barlow is hereby being recognized as surviving spouse and is named trustee of the Barlow Family Trust and she is hereby being sent into possession of all of the property belonging to Ray Allen Barlow at the time of his death, affecting State Lease No. 2383, Jefferson and Lafourche Parishes, Louisiana, with further particulars being stipulated in the instrument

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

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

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

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

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

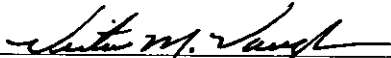
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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

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

### CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8th day of May, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.

  
State Mineral and Energy Board

# RESOLUTION

## LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 33 from the May 8, 2013 Meeting be approved, said instrument being an Assignment from Janet Aimer Barlow, widow of Ray A. Barlow to Shoreline Southeast LLC, of all of Assignor's right, title and interest in and to State Lease No. 2383, Jefferson and Lafourche Parishes, Louisiana, **INSOFAR AND ONLY INSOFAR AS** to 400 acres of land, more or less, as described or depicted on plat of the 10500' RA SUA and plat of the 9600' RA SUA, with further particulars being stipulated in the instrument.

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

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

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

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

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

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

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

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

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

### CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8th day of May, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.

  
State Mineral and Energy Board

# RESOLUTION

## LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 34 from the May 8, 2013 Meeting be approved subject to the approval of the Governor of Louisiana, said instrument being a Change of Name whereby Hilcorp Energy I, L.P. A Texas Limited Partnership is changing its name to Hilcorp Energy I, L.P., affecting State Lease Nos. 188, 192, 199, 212, 301, 329, 334, 340, 356, 411, 451, 496, 711, 724, 1009, 1010, 1170, 1247, 1249, 1392, 1464, 1685, 1691, 1706, 1753, 1922, 1923, 1972, 2024, 2028, 2077, 2084, 2104, 2203, 2227, 2276, 2340, 2376, 2381, 2484, 2485, 2552, 2561, 2565, 2566, 2593, 2620, 2651, 2652, 2703, 2747, 2826, 2856, 2857, 2906, 3010, 3011, 3052, 3055, 3057, 3090, 3132, 3155, 3212, 3240, 3258, 3262, 3263, 3278, 3306, 3317, 3382, 3403, 3498, 3584, 3599, 3723, 3734, 4011, 4318, 4746, 5021, 5024, 5653, 6430, 6748, 7394, 7729, 8091, 8129, 8512, 9410, 9570, 9571, 9572, 10251, 10439, 10854, 11233, 12036, 12104, 12415, 12499, 13199, 13407, 13420, 13470, 14537, 14589, 14703, 15092, 15108, 15110, 15421, 15631, 15736, 15744, 15784, 15785, 15858, 15918, 16006, 16007, 16038, 16046, 16049, 16051, 16100, 16103, 16212, 16244, 16293, 16628, 16681, 16704, 16709, 16790, 16798, 16799, 17036, 17037, 17038, 17040, 17193, 17203, 17265, 17344, 17381, 17382, 17423, 17432, 17729, 17739, 18139, 18155, 18167, 18223, 18345, 18475, 18804, 18871, 19025, 19357, 19475, 19645, 19978, 20008, 20139, 20263, 20484, 20501, 20518, 20547, 20564, 20578, 20579, 20580, 20596, 20597, 20630, 20631, 20632, 20642, 20679, 20680, 20775, 20777, 20778, 20780, 20892, 20893, 20895, 20896, 20897, 20898, 20899, 20900, 20901, 20902, 20903, 20904, 20918, 20942, 20946, 20955, 20956, 20957, 20958, 20974, 20980, 20981, 21008, 21009, 21087, 21088, 21089, 21101, 21109, 21118 and Operating Agreement Nos. A0001, A0021, A0161, A0162, A0302, A0319 and A0327, Acadia, Allen, Assumption, Calcasieu, Cameron, East Baton Rouge, Iberia, Iberville, Jefferson, Lafayette, Lafourche, Livingston, Plaquemines, Pointe Coupee, St. Bernard, St. Martin, St. Mary, Terrebonne, Vermilion, West Baton Rouge, West Feliciana Parishes, with further particulars being stipulated in the instrument.

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

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

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

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

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

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

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


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

### CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8th day of May, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.

  
State Mineral and Energy Board

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

By:   
Paul W. Segura, Jr.  
Chairman, State Mineral Board

# RESOLUTION

## LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 35 from the May 8, 2013 Meeting be approved subject to the approval of the Governor of Louisiana, said instrument being an Assignment from William B. Lawton Company, L.L.C., of all of Assignor's overriding royalty interest to the following in the proportions set out below:

D, S & T -- SL, L.L.C.	60%
Drost & Drame - SL, L.L.C.	40%

in and to State Lease Nos. 334, 335, 340, 341 and 344, Cameron, Iberia, Plaquemines, St. Bernard, St. Mary and Vermilion Parishes, Louisiana, with further particulars being stipulated in the instrument.

D, S & T - SL, 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, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument.

### CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8th day of May, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.

  
State Mineral and Energy Board

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

By:   
Paul W. Segura, Jr.  
Chairman, State Mineral Board

# RESOLUTION

## LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 36 from the May 8, 2013 Meeting be approved subject to the approval of the Governor of Louisiana, said instrument being a Judgment of Possession of the Succession of William Burton Lawton, whereas Evelyn Gay Lawton Duhon and Linda Lew Lawton Drost are each sent into possession and ownership, an undivided 16 % interest into State Lease Nos. 334, 335, 340 and 341, and the William Burton Lawton Grandchildren's Testamentary Trust, William Thomas Drost is recognized as the Trustee, is sent into possession and ownership an undivided 68% interest in and to State Lease Nos. 334, 335, 340 and 341, Cameron, Iberia, Plaquemines, St. Bernard, St. Mary and Vermilion Parishes, Louisiana, with further particulars being stipulated in the instrument.

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

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

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

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

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

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

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

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

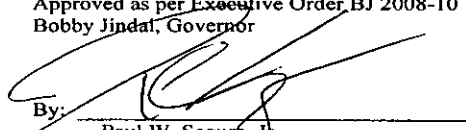
### CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8th day of May, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.

  
State Mineral and Energy Board

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

By:

  
Paul W. Segura, Jr.  
Chairman, State Mineral Board

# RESOLUTION

## LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 37 from the May 8, 2013 Meeting be approved subject to the approval of the Governor of Louisiana, said instrument being a Stipulation and Cross Assignment by and between EGL Class Trust, LLL Class Trust, William Burton Lawton, the Estate of William Burton Lawton, the William Burton Lawton Grandchildren's Testamentary Trust, Evelyn Gay Lawton Duhon and Linda Lew Lawton Drost, whereas said parties stipulate that they no longer own any interest in the properties which are described in said Stipulation; that D, S & T-SL, L.L.C. and Drost & Brame-SL, L.L.C. own in proportions of 3/5<sup>th</sup> to D, S & T-SL, L.L.C. and 2/5ths to Drost & Brame-SL, L.L.C., of an undivided .0003907 interest in and to State Lease Nos. 334, 340 and 341 AND an undivided .0007812 interest in and to State Lease No. 335, Cameron, Iberia, Plaquemines, St. Bernard, St. Mary and Vermilion Parishes, Louisiana, with further particulars being stipulated in the instrument.

D, S & T-SL, 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, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument.

### CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8<sup>th</sup> day of May, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.

  
State Mineral and Energy Board

Approved as per Executive Order BJ2008-10  
Bobby Jindal, Governor

By:   
Paul W. Segura, Jr.  
Chairman, State Mineral Board

# RESOLUTION

## LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 38 from the May 8, 2013 Meeting be approved, said instrument being an Assignment from Manti Equity Partners, LP to Manti, LP, an undivided 1.35% of 8/8ths interest in and to State Lease No. 20783, Lafourche Parish, Louisiana, **INSOFAR AND ONLY INSOFAR AS** said lease is included in within the unit outline for the EE-PCC2 RA SUA as shown on Exhibit "A-1", with further particulars being stipulated in the instrument.

Manti Equity Partners, LP is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.

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

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

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

### CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8th day of May, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.

  
\_\_\_\_\_  
State Mineral and Energy Board



# RESOLUTION

## LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 39 from the May 8, 2013 Meeting be approved, said instrument being an Assignment from Castex Energy 2005, L.P to Apache Corporation, a 50% of 8/8ths interest in and to State Lease No. 20521, Jefferson Parish, Louisiana, **INSOFAR AND ONLY INSOFAR AS** it covers the northern 78 acres of the lease, as shown on Exhibit "A" attached hereto, with further particulars being stipulated in the instrument.

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

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

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

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

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

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

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

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

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

### CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8th day of May, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.

  
\_\_\_\_\_  
State Mineral and Energy Board

# RESOLUTION

## LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 40 from the May 8, 2013 Meeting be approved, said instrument being an Assignment from Castex Energy 2005, L.P., an undivided interest to the following in the proportions set out below:

Castex Energy Partners, L.P.	34.1% of 8/8ths
Castex Energy 2008, L.P.	12.5% of 8/8ths
Apache Corporation	34.1% of 8/8ths
GOM-C Exploration LLC	12.5% of 8/8ths

in and to State Lease No 20521, Jefferson Parish, Louisiana, **INSOFAR AND ONLY INSOFAR AS** said lease covers the southern 62 acres, as designated and outlined on the plat attached hereto as Exhibit "A", with further particulars being stipulated in the instrument.

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

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

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

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

### CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8th day of May, 2013, 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

  
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State Mineral and Energy Board

# RESOLUTION

## LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 13-16 from the May 8, 2013, Meeting be approved, said instrument being a Compromise and Settlement Agreement by and between the State of Louisiana, The Louisiana State Mineral and Energy Board, The Louisiana Department of Natural Resources and Forest Oil Corporation, whereas said parties agree to settle Audit claims, affecting State Lease Nos. 3035, 10061, 10730, 10731, 10732, 13625 and 14374, Jefferson and Plaquemines Parishes, Louisiana, with further particulars being stipulated in the instrument.

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

### CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8th day of May, 2013 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.

  
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State Mineral and Energy Board