

MINUTES

STATE MINERAL AND ENERGY BOARD

REGULAR MEETING AND LEASE SALE

DECEMBER 12, 2012

A Regular Meeting and Lease Sale of the State Mineral and Energy Board was held on Wednesday, December 12, 2012, 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
Robert "Michael" Morton
Darryl D. Smith

The following members of the Board were recorded as absent:

John C. "Juba" Diez
Thomas W. Sanders
Helen G. Smith
Garret Graves (Governor Jindal's designee to the Board)

Ms. Talley announced that six (6) 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
Frederick Heck, Director-Petroleum Lands Division
Rachel Newman, Director-Mineral Income Division
Emile Fontenot, Assistant Director-Petroleum Lands Division
April Duhe, Attorney, OMR Executive Division
Isaac Jackson, DNR General Counsel

The Chairman then stated that the next order of business was the approval of the November 14, 2012 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. Smith and unanimously adopted by the Board. (No public comment was made at this time.)

The Chairman then stated that the next order of business would be the adoption of the Committee recommendations. Upon motion of Mr. Arnold, seconded by Mr. Morton, 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
Audit Committee
Legal & Title Controversy Committee
Docket Review Committee

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

The Chairman then announced that the Board would recess its regular meeting at 11:07 a.m. and go into executive session for technical briefing in order to consider matters before the Board which were confidential in nature. A motion was made by Mr. Arnold, seconded by Mr. Cordaro, and unanimously adopted by the Board.

During the technical briefing, the Board conferred with staff personnel concerning the merit of the bids that were submitted and opened earlier today at a public meeting*, based on geological, engineering and other confidential data and analyses available to the Board and staff, after which, upon motion of Mr. Arnold, seconded by Mr. Cordaro, and unanimously adopted by the Board, the Board reconvened in open session at 11:14 a.m.

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

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

Upon motion of Mr. Arnold, seconded by Mr. Morton, the Board voted unanimously to award a lease on a portion of Tract 42981, said portion being 200.080 acres more particularly described in said bid and outlined on accompanying plat, to Success Energy LLC.

Upon motion of Mr. Arnold, seconded by Mr. Morton, the Board voted unanimously to award a lease on a portion of Tract 42987, said portion being 279.000 acres more particularly described in said bid and outlined on accompanying plat, to Charleston Energy Inc.

Upon motion of Mr. Arnold, seconded by Mr. Morton, the Board voted unanimously to award a lease on Tract 42989 to Theophilus Oil, Gas & Land Services, LLC.

Upon motion of Mr. Arnold, seconded by Mr. Morton, the Board voted unanimously to award a lease on a portion of Tract 42990, said portion being 25.0 acres more particularly described in said bid and outlined on accompanying plat, to Theophilus Oil, Gas & Land Services, LLC.

Upon motion of Mr. Arnold, seconded by Mr. Morton, the Board voted unanimously to award a lease on a portion of Tract 42991, said portion being 43.740 acres more particularly described in said bid and outlined on accompanying plat, to Merit Energy Services, L.L.C.

Upon motion of Mr. Arnold, seconded by Mr. Morton, the Board voted unanimously to award a lease on a portion of Tract 42992, said portion being 110.440 acres more particularly described in said bid and outlined on accompanying plat, to Merit Energy Services, L.L.C.

Upon motion of Mr. Arnold, seconded by Mr. Morton, the Board voted unanimously to award a lease on another portion of Tract 42992, said portion being 296.850 acres more particularly described in said bid and outlined on accompanying plat, to Oil Land Services, Inc.

Upon motion of Mr. Arnold, seconded by Mr. Morton, the Board voted unanimously to award a lease on a portion of Tract 42993, said portion being 492.800 acres more particularly described in said bid and outlined on accompanying plat, to Oil Land Services, Inc.

Upon motion of Mr. Arnold, seconded by Mr. Morton, the Board voted unanimously to award a lease on another portion of Tract 42993, said portion being 267.000 acres more particularly described in said bid and outlined on accompanying plat, to Oil Land Services, Inc.

Upon motion of Mr. Arnold, seconded by Mr. Morton, the Board voted unanimously to award a lease on a portion of Tract 42996, said portion being 533.0 acres more particularly described in said bid and outlined on accompanying plat, to Swift Energy Operating, LLC.

Upon motion of Mr. Arnold, seconded by Mr. Morton, the Board voted unanimously to award a lease on a portion of Tract 43003, said portion being 32.000 acres more particularly described in said bid and outlined on accompanying plat, to Cypress Energy Corporation.

Upon motion of Mr. Arnold, seconded by Mr. Morton, the Board voted unanimously to award a lease on a portion of Tract 43004, said portion being 19.75 acres more particularly described in said bid and outlined on accompanying plat, to Hilcorp Energy I, L.P.

Upon motion of Mr. Arnold, seconded by Mr. Morton, the Board voted unanimously to award a lease on a portion of Tract 43008, said portion being 50.0 acres more particularly described in said bid and outlined on accompanying plat, to Hilcorp Energy I, L.P.

Upon motion of Mr. Arnold, seconded by Mr. Morton, the Board voted unanimously to award a lease on a portion of Tract 43010, said portion being 231.49 acres more particularly described in said bid and outlined on accompanying plat, to Hilcorp Energy I, L.P.

Upon motion of Mr. Arnold, seconded by Mr. Morton, the Board voted unanimously to award a lease on a portion of Tract 43014, said portion being 120.000 acres more particularly described in said bid and outlined on accompanying plat, to Cypress Energy Corporation.

Upon motion of Mr. Arnold, seconded by Mr. Morton, the Board voted unanimously to award a lease on a portion of Tract 43015, said portion being 218.000 acres more particularly described in said bid and outlined on accompanying plat, to Gray Production Company.

Upon motion of Mr. Arnold, seconded by Mr. Morton, the Board voted unanimously to award a lease on another portion of Tract 43015, said portion being 72.000 acres more particularly described in said bid and outlined on accompanying plat, to Cypress Energy Corporation.

Upon motion of Mr. Arnold, seconded by Mr. Morton, the Board voted unanimously to award a lease on Tract 43016 to Quest Exploration, LLC.

Upon motion of Mr. Arnold, seconded by Mr. Morton, the Board voted unanimously to award a lease on Tract 43017 to Theophilus Oil, Gas & Land Services, LLC.

This concluded the awarding of the leases.

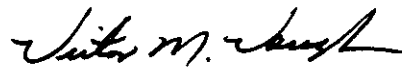
The following announcements were then made:

Ms. Talley stated that "the total for today's Lease Sale is \$1,942,366.50 bringing the fiscal year-to-date total to just under \$11 million."

The Chairman wished everyone a safe and happy holiday season and stated that we'll see you next month.

The Chairman then stated there being no further business to come before the Board, upon motion of Mr. Morton, seconded by Mr. Arnold, the meeting was adjourned at 11:16 a.m.

Respectfully submitted,



Victor M. Vaughn
Executive Officer
State Mineral and Energy Board

**THE FOLLOWING BID OPENING MEETING REPORT,
COMMITTEE REPORTS AND RESOLUTIONS
WERE MADE A PART OF THE DECEMBER 12, 2012 MINUTES
BY REFERENCE**

A public meeting for the purpose of opening sealed bids was held on Wednesday, December 12, 2012, 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
Frederick Heck, Director-Petroleum Lands Division
Rachel Newman, Director-Mineral Income Division
Emile Fontenot, Assistant Director-Petroleum Lands Division
April Duhe, Attorney, OMR Executive Division
Ryan Seidemann, Assistant Attorney General
Jackson Logan, 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:

December 12, 2012

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. 42980 through 43017, 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)

Frederick D. Heck
Director
Petroleum Lands Division

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

For the record, Mr. Vaughn stated that Tract No. 43013 would be recommended by staff to be withdrawn and would be taken up at the Nomination and Tract Committee meeting. It was further stated that if there were any bids received on this tract, the bids would be returned unopened at the conclusion of the Board meeting.

Prior to the opening of the bids, two (2) sealed bids received in the office that were labeled Tract No. 42291 and Tract No. 42292 were opened. These tract numbers were not advertised for today's lease sale. After the bids were opened, the bid forms reflected Tract No. 42991 and Tract No. 42992, which tracts were advertised for today's lease sale. The bids were filed in numerical order and then read at the appropriate time.

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

OFFSHORE TRACTS

Tract 42980

No Bids

Tract 42981
(Portion – 200.080 acres)

Bidder	:	Success Energy LLC
Primary Term	:	Five (5) years
Cash Payment	:	\$63,039.21
Annual Rental	:	\$31,519.61
Royalties	:	22.25000% on oil and gas
	:	22.25000% on other minerals
Additional Consideration	:	None

Tract 42982

No Bids

INLAND TRACTS

Tract 42983

No Bids

December 12, 2012

3

Tract 42984

No Bids

Tract 42985

No Bids

Tract 42986

No Bids

Tract 42987
(Portion – 279.000 acres)

Bidder	:	Charleston Energy Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$90,954.00
Annual Rental	:	\$45,477.00
Royalties	:	20% on oil and gas
	:	20% on other minerals
Additional Consideration	:	None

Tract 42988

No Bids

Tract 42989

Bidder	:	Theophilus Oil, Gas & Land Services, LLC
Primary Term	:	Five (5) years
Cash Payment	:	\$32,340.00
Annual Rental	:	\$16,170.00
Royalties	:	25% on oil and gas
	:	25% on other minerals
Additional Consideration	:	None

Tract 42990
(Portion – 25.0 acres)

Bidder	:	Theophilus Oil, Gas & Land Services, LLC
Primary Term	:	Five (5) years
Cash Payment	:	\$5,250.00
Annual Rental	:	\$2,625.00
Royalties	:	25% on oil and gas
	:	25% on other minerals
Additional Consideration	:	None

Tract 42991
(Portion – 43.740 acres)

Bidder	:	Merit Energy Services, L.L.C.
Primary Term	:	Three (3) years
Cash Payment	:	\$8,966.70
Annual Rental	:	\$4,484.00
Royalties	:	21% on oil and gas
	:	21% on other minerals
Additional Consideration	:	None

Tract 42992
(Portion – 110.440 acres)

Bidder	:	Merit Energy Services, L.L.C.
Primary Term	:	Three (3) years
Cash Payment	:	\$22,640.20
Annual Rental	:	\$11,321.00
Royalties	:	21% on oil and gas
	:	21% on other minerals
Additional Consideration	:	None

Tract 42992
(Portion – 296.850 acres)

Bidder	:	Oil Land Services, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$263,305.95
Annual Rental	:	\$131,652.98
Royalties	:	25.5% on oil and gas
	:	25.5% on other minerals
Additional Consideration	:	None

Tract 42993
(Portion – 492.800 acres)

Bidder	:	Oil Land Services, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$437,113.60
Annual Rental	:	\$218,556.80
Royalties	:	25.5% on oil and gas
	:	25.5% on other minerals
Additional Consideration	:	None

Tract 42993
(Portion – 267.000 acres)

Bidder	:	Oil Land Services, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$81,969.00
Annual Rental	:	\$40,984.50
Royalties	:	23% on oil and gas
	:	23% on other minerals
Additional Consideration	:	None

Tract 42994

No Bids

Tract 42995

No Bids

Tract 42996
(Portion – 533.0 acres)

Bidder	:	Swift Energy Operating, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$307,914.10
Annual Rental	:	\$153,957.05
Royalties	:	25% on oil and gas
	:	25% on other minerals
Additional Consideration	:	None

Tract 42997

No Bids

Tract 42998

No Bids

Tract 42999

No Bids

Tract 43000

No Bids

December 12, 2012

6

Tract 43001

No Bids

Tract 43002

No Bids

Tract 43003
(Portion – 32.000 acres)

Bidder	:	Cypress Energy Corporation
Primary Term	:	Three (3) years
Cash Payment	:	\$18,432.00
Annual Rental	:	\$9,216.00
Royalties	:	23% on oil and gas
	:	23% on other minerals
Additional Consideration	:	None

Tract 43004
(Portion – 19.75 acres)

Bidder	:	Hilcorp Energy I, L.P.
Primary Term	:	Three (3) years
Cash Payment	:	\$41,198.50
Annual Rental	:	\$20,599.25
Royalties	:	25.5% on oil and gas
	:	25.5% on other minerals
Additional Consideration	:	None

Tract 43005

No Bids

Tract 43006

No Bids

Tract 43007

No Bids

Tract 43008
(Portion – 50.0 acres)

Bidder	:	Hilcorp Energy I, L.P.
Primary Term	:	Three (3) years
Cash Payment	:	\$33,800.00
Annual Rental	:	\$16,900.00
Royalties	:	25% on oil and gas
	:	25% on other minerals
Additional Consideration	:	None

Tract 43009

No Bids

Tract 43010
(Portion – 231.49 acres)

Bidder	:	Hilcorp Energy I, L.P.
Primary Term	:	Three (3) years
Cash Payment	:	\$156,487.24
Annual Rental	:	\$78,243.62
Royalties	:	25% on oil and gas
	:	25% on other minerals
Additional Consideration	:	None

Tract 43011

No Bids

Tract 43012

No Bids

Tract 43013

Withdrawn

Tract 43014
(Portion – 120.000 acres)

Bidder	:	Cypress Energy Corporation
Primary Term	:	Three (3) years
Cash Payment	:	\$39,120.00
Annual Rental	:	\$19,560.00
Royalties	:	22.5% on oil and gas
	:	22.5% on other minerals
Additional Consideration	:	None

Tract 43015
(Portion – 218.000 acres)

Bidder	:	Gray Production Company
Primary Term	:	Three (3) years
Cash Payment	:	\$60,822.00
Annual Rental	:	\$30,411.00
Royalties	:	22.5% on oil and gas
	:	22.5% on other minerals
Additional Consideration	:	None

Tract 43015
(Portion – 72.000 acres)

Bidder	:	Cypress Energy Corporation
Primary Term	:	Three (3) years
Cash Payment	:	\$55,224.00
Annual Rental	:	\$27,612.00
Royalties	:	23% on oil and gas
	:	23% on other minerals
Additional Consideration	:	None

STATE AGENCY TRACTS

Tract 43016

Bidder	:	Quest Exploration, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$89,600.00
Annual Rental	:	\$44,800.00
Royalties	:	20% on oil and gas
	:	20% on other minerals
Additional Consideration	:	None

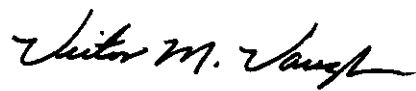
Tract 43017

Bidder	:	Theophilus Oil, Gas & Land Services, LLC
Primary Term	:	Five (5) years
Cash Payment	:	\$134,190.00
Annual Rental	:	\$67,095.00
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 8:57 a.m.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Victor M. Vaughn". The signature is written in a cursive style with a large, sweeping initial "V".

Victor M. Vaughn
Executive Officer
State Mineral and Energy Board



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

LEASE REVIEW COMMITTEE REPORT

A meeting of the Lease Review Committee of the State Mineral and Energy Board convened on Wednesday, December 12, 2012 at 9:46 a.m. with the following members of the board in attendance: Mr. W. Paul Segura Jr., Mr. Thomas L. Arnold Jr., Mr. Emile B. Cordaro, Mr. Darryl D. Smith, Mr. Robert "Michael" Morton, Mr. John C. "Juba" Diez and Mr. Stephen Chutz, DNR Interim Secretary.

Items on the Lease Review Committee Agenda submitted to the Board by Mr. Charles Bradbury, Petroleum Engineer, were as follows:

I. Geological and Engineering Staff Review

According to SONRIS there are 1,889 active State Leases covering nearly 841,000 acres. The Geological and Engineering Division has reviewed approximately 150 leases covering 85,000 acres.

II. Report on Force Majeure

Request by Stone Energy for a 90 day recognition of force majeure condition affecting State Leases 14498, 15310, 15970, 16255, 16256, 16257 and 18603 due a Tennessee Gas pipeline facility damaged September 4, 2012 by Hurricane Isaac, which is now under repair, was granted by the Board.

Staff recommendation to extend recognition of force majeure condition for Saratoga / The Harvest Group, LLC affecting operating agreement A0311 for 90 days, was approved by the Board.

Updated 12/5/2012


Company Name	Lease Numbers
Leases Off Production Due to Hurricane Isaac	
Aviva America Inc.	4407, 4458, 4865, 5049
Chevron U. S. A. Inc.	18637, 19323
Stone Energy Offshore, L.L.C.	14498, 15310, 15970, 16255, 16256, 16257, 18603

Leases Off Production Due to Non-Storm Related Force Majeure Events	
Apache Corporation	A0137, 12105
Black Elk Energy	14905
Chevron U. S. A. Inc.	19534, 19536, 19547
Energy Properties Inc.	725
Hilcorp Energy Corp.	16100, 16293
Saratoga / The Harvest Group, LLC	A0311
Stone Energy Offshore, L.L.C.	15074, 17309, A0285

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

On motion by Mr. Arnold, seconded by Mr. Diez, the Committee moved to adjourn the December 12, 2012 meeting at 9:53 a.m.

Respectfully submitted,


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

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

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

LEASE REVIEW COMMITTEE

On Motion of Mr. Segura, seconded by Mr. Diez, 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, on August 28, 2012 Hurricane Isaac made landfall in Louisiana disrupting oil and gas production and operations and damaging production facilities.

WHEREAS, after re-establishing production, Stone Energy Offshore, L.L.C. ("Stone") on September 4, 2012 was informed that the Tennessee Gas Pipeline ("TGPL") cannot receive Stone's production and that repair operations on facilities owned by TGPL, which serves as Stone's outlet for its production, will not be completed until 2013.

WHEREAS, Stone reports that the following state leases are currently shut-in as a direct result of the TGPL facility damage. State Leases 14498, 15310, 15970, 16255, 16256, 16257, and 18603 in Bay Marchand Field, Lafourche Parish.

WHEREAS, Stone requests recognition of a force majeure condition as a result of damage to the TGPL facility that prevents the continuous operation and production of these state leases in Lafourche, Louisiana.

WHEREAS, State Lease 18603 can be maintained with gas well shut-in payments and the operator has been advised to submit these payments timely.

WHEREAS, State Leases 14498, 15310, 15970, 16255, 16256 and 16257 cannot be maintained by any other means under the lease form other than the recognition of a force majeure.

WHEREAS, State Leases 14498, 15310, 15970, 16255, 16256 and 16257 were previously amended to contain force majeure language to include a "Force Majeure" provision in accordance with the Board's 2005 Force majeure;

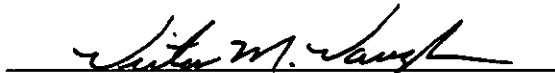
WHEREAS, Ms. Michelle Hebert, Production Engineer for Stone, submitted a notarized affidavit on behalf of Stone, which stated that the activities and/or fortuitous events which caused the force majeure was beyond the control, not the cause, and/or due to said company and/or business entity's negligence or intentional commission or omission;

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

NOW THEREFORE BE IT RESOLVED that the Louisiana State Mineral and Energy Board, in consideration of the facts stated herein, by these present does hereby recognize and acknowledge the force majeure event as of September 4, 2012 due to damage caused by Hurricane Isaac to Tennessee Gas Pipeline facilities that prevents production and operations maintaining State Leases 14498, 15310, 15970, 16255, 16256, and 16257 in Lafourche, Louisiana. The Board suspends the 90 day continuous operations and production clause until such time as facility repairs are complete permitting Stone Energy Offshore, L.L.C. to restore production to the state leases or until the March 13, 2013 Board Meeting whichever occurs first. At which time, the company will have the remainder of the 90 days to establish downhole operations or restore production on the aforementioned state leases. The operators shall submit monthly updates, make appropriate shut-in payments and diligently pursue re-establishing production. The Board reserves its right to reconsider this matter at any time.

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 12th day of December, 2012, 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

LEASE REVIEW COMMITTEE

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

WHEREAS, pursuant to Louisiana Revised Statute 30:129, the State Mineral and Energy 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, at the September 12, 2012 meeting, The Harvest Group LLC (herein THG) made a request to recognize that a force majeure condition existed for Operating Agreement A0311 in Saint Mary Parish, Louisiana due to availability of a workover rig;

WHEREAS, at the September 12, 2012 meeting, the Board recognized force majeure until the meeting on December 12, 2012;

WHEREAS, the canal to the well was silted up as a result of Hurricane Isaac, requiring a dredging permit to access the well location with a rig;

WHEREAS, THG requires more time to secure a permit from the appropriate State Agencies to dredge and access the well's location and secure a rig to perform that operation;

WHEREAS, THG notified the Board that the conditions of the force majeure had changed as a result of Hurricane Isaac and requested three additional months to restore production to Operating Agreement A0311;

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 extend recognition of the force majeure event until the March 13, 2013 meeting or such time as The Harvest Group LLC obtains a permit to dredge and mobilizes a rig to complete reworking operations affecting Operating Agreement A0311 whichever condition met first. Once rig or production operations begin The Harvest Group LLC shall maintain the lease in accordance with the normal language in the lease concerning continuing operations and production. The Board requires that The Harvest Group, LLC submit to the staff monthly updates due no later than the 1st of each month. Furthermore, the Board requires that Saratoga in a due diligent manner, mitigate, or negate the effect of future events and make timely notification of any future events to the State Mineral and Energy Board's staff of said activities which cause the force majeure. The Board reserves it rights to rescind this resolution as any time.

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 12th day of December, 2012, 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: December 12, 2012 1:40 PM

District Code 1 New Orleans- East

Get Review Date December 12, 2012

Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
01268		MAIN PASS BLOCK 47	CIB C 1A RA SUA;SL 16664 05/21/2002 1331-E 02-265	1280	1280	DEC. AR
01610		ROMERE PASS	RP 9700 VU	125	125	DEC. AR
01927		SOUTH PASS BLOCK 6 , SOUTHEAST PASS	1233.029 01/12/2006	2025.925	2025.925	DEC. AR
02091		SOUTHEAST PASS	233.428 01/12/2006	239.047	239.047	DEC. AR
02192		LAKE FORTUNA	228542-SL 2192-029 10/14/2003	889.57	889.57	DEC. AR
04407		BRETON SOUND BLOCK 31		160	677.227	DEC. 11/14/12 SMEB RECOGNIZED FM UNTIL 2/13/13 APR. AR
04458		BRETON SOUND BLOCK 31 , BRETON SOUND BLOCK 33	BIG HUM I RA SUA; SL 4458 05/01/1985	40	439.63	DEC. 11/14/12 SMEB RECOGNIZED FM UNTIL 2/13/13 APR. AR
04865		BRETON SOUND BLOCK 31		160	367	DEC. 11/14/12 SMEB RECOGNIZED FM UNTIL 2/13/13 APR. AR
04901		BALIZE BAYOU , SOUTHEAST PASS	132.707 07/11/2005	59.893	59.893	DEC. AR
05003		SOUTHEAST PASS	100.087 03/06/2006	76.442	76.442	DEC. AR
05049		BRETON SOUND BLOCK 31		40	161.844	DEC. 11/14/12 SMEB RECOGNIZED FM UNTIL 2/13/13 APR. AR
11188		MAIN PASS BLOCK 47	VUA;SL 11189	218.821	218.821	DEC. AR
12789		CHANDELEUR SOUND BLOCK 71	17.614 08/19/2003	8.311	8.311	DEC. AR
15536		MAIN PASS BLOCK 21		190	243.69	DEC. AR
15941		QUARANTINE BAY	S-4 VUA;	146.144	146.144	DEC. AR
16158		HALF MOON LAKE	244940-SL 16158-002 08/06/2012	295	295	DEC. AR
16890		BRETON SOUND BLOCK 51	8300 VUA;SL 17243 10/13/2004	270.15	270.15	DEC. 11/14/12 SMEB RECOGNIZED FM UNTIL 2/13/13 JUN. AR
17958		BAYOU BILOXI	CRIS I RC SUA;SL 17958 960-A-4	17.675	17.675	DEC. AR 11/14/12 CCB: UPDATE CRITICAL DATE 1/20/2013 11/2/12 REL RQD 10/25/12 LEASE EXP- REL REQ PER MIKE B
17979		BAYOU BILOXI	CRIS I RC SUA;SL 17958 960-A-4	21.132	21.132	DEC. AR 11/14/12 CCB: UPDATE CRITICAL DATE 1/20/2013 11/2/12 REL RQD 10/25/12 APP EXP REQ REL



Louisiana Department of Natural Resources (DNR)

SONRIS

Staff Reviews

Report run on: December 12, 2012 1:40 PM

District Code 1 New Orleans- East

Get Review Date December 12, 2012

Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
						PER MIKE B
19065		BAY BOUDREAU	37 099 10/29/2009	94.901	94.901	DEC. AR
19489		MAIN PASS BLOCK 47		477.93	477.93	DEC. AR
20103		MAIN PASS BLOCK 35		0	40	JUN. ASK CCB CK LEASE STATUS 12/15/11 RCD EMAIL RE COIL TUBING OPS ON 227644 11/2/11 CCB ADVISED LEASE HB OPS ON 227644 < REL RQD 9-29-11 9/29/11 RS JMB: APP EXP, LAST PRD 4/11.
20423		BRETON SOUND BLOCK 53	VUD; 03/14/2012	32.13	32.13	DEC. PT 9/8/15
20433		BRETON SOUND BLOCK 18		0	209.79	DEC. PT 9/8/13 ; 11/20/12 WELL COMP. 10/13/12 OIL; DRLG ACROSS ANNIVERSARY DATE
20436		BRETON SOUND BLOCK 51		160.36	160.36	DEC. PT 9/8/13 12/21/11 JPT: 100% HBP 242939, SL 20436001
20724				0	15	DEC. PT 9/14/14
20725				0	126	DEC. PT 9/14/14
20726				0	19	DEC. PT 9/14/14
20727				0	27	DEC. PT 9/14/14
20730				0	122	DEC. PT 9/14/14
20731				0	1653	DEC. PT 9/14/14
20732				0	860	DEC. PT 9/14/14
20733				0	1398	DEC. PT 9/14/14
20734				0	1155	DEC. PT 9/14/14
20735				0	1629	DEC. PT 9/14/14
20736				0	226	DEC. PT 9/14/14
20737				0	1380	DEC. PT 9/14/14



Louisiana Department of Natural Resources (DNR)

SONRIS

Staff Reviews

Report run on: December 12, 2012 1:40 PM

District Code 1W New Orleans- West

Get Review Date December 12, 2012

Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
00458		STELLA	7500 RA SUA;DELTA MINERALS 5 08/01/1992	40	123	DEC. AR
00560		COLLEGE POINT-ST JAMES , ST AMELIA	KARSTEIN RD SUA;E H KARSTEIN 01/28/2003 106-A-5 03-54	263.233	354.728	DEC. AR
00978		SOUTH PASS BLOCK 24 , SOUTH PASS BLOCK 24 OFFSHORE(8453 7/97 , WEST DELTA BLOCK 52 , WEST DELTA BLOCK 53	8000 (S) RH SUH,SL 978 227-A-2 98-781	440	796.71	DEC RCD PALM ENERGY UPDATE BY 11-14-12
00979		WEST DELTA BLOCK 53 , WEST DELTA BLOCK 55	224739-SL 979-031 11/21/2000	2485	3205.54	DEC. RCD PALM ENERGY UPDATE BY 11-14-12
01423		TIMBALIER BAY OFFSHORE	S-3 RA VUA;SL 1423 10/12/2011	259.527	259.527	DEC. AR 8APOD FED/STATE UNIT 6/1/12 EFF 12/1/10 JPT NEW 617393 D-2 VUA;SL1423
01753		LAKE WASHINGTON	VUI;LL&E	392	397.56	DEC. AR
01923		SOUTH PASS BLOCK 24	SPB 24 8800 RD SU 09/01/1998	387	430	DEC. AR
01972		LITTLE LAKE	BN-4 RA SUA;LL&E J 08/28/2007 604-S 07-938	274	548	DEC. AR
02376		LAKE WASHINGTON	LW 21 RA SU 03/01/2006 149-E-4 06-180	90	100	DEC. AR
02484		SOUTH PASS BLOCK 24	VU3;STATE-HARVEY C TRACT 3	1410	1830	DEC. AR
03035		SATURDAY ISLAND	99.01 02/01/2012	480	706.08	DEC . AR 2/29/12 RCD OFL PR OF 99.01 RTNG 706.08 EFF 2/1/12 11/9/11 OMR TO FOREST: ACCEPTED 61 & 45 AC PRS.
04041		WEST LAKE PONTCHARTRAIN EAST BLK 41	VUA;SL 4041 04/12/2000	515	515	DEC. AR
05567		WEST LAKE PONTCHARTRAIN EAST BLK 41	VUA;SL 4041 04/12/2000	101	179.58	DEC. AR
05568		WEST LAKE PONTCHARTRAIN EAST BLK 41	VUA;SL 4041 04/12/2000	98.595	142.531	DEC. AR
05685		WEST LAKE PONTCHARTRAIN EAST BLK 41	VUA;SL 4041 04/12/2000	6	33	DEC. AR
05779		WEST LAKE PONTCHARTRAIN EAST BLK 41	VUA;SL 4041 04/12/2000	61	98.92	DEC. AR
07591		PORT HUDSON	PTHD 16400 TUSC RA	323.551	323.551	DEC. AR



Louisiana Department of Natural Resources (DNR)

SONRIS

Staff Reviews

Report run on: December 12, 2012 1:40 PM

District Code 1W New Orleans- West

Get Review Date December 12, 2012

Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
			SU 06/13/2000 1027-A-13 00-316			
16918		KINGS RIDGE	1.051 06/06/2003	3.949	3.949	DEC. AR
17379		WEST DELTA BLOCK 54	233761-VUA;SL 17379-003 07/17/2006	731.96	731.96	DEC. AR
17380		WEST DELTA BLOCK 54	722.33 04/18/2005	140.67	140.67	DEC. AR
18930		KRAEMER, SOUTH	3.71 11/05/2009	11.29	11.29	DEC. AR
20008		LAKE WASHINGTON	L2 RA SUC;LL&E FEE 149-C-1 97-29	87.68	154	DEC. 11/19/12 FINAL DD APPROVED TO 1/14/14 11/16/12 DDPMT TO JMB PT 1/14/12
20198		DIAMOND	K 2 RB SUA; B JOHNSON NO 1 06/27/1966 553-C-1	.974	49	DEC. 11/28/12 DDPMT TO JPT. APPROVED OVERPYMT OF \$149.14. 11/21/12 DDPMT TO JMB(11/27) MAR. PT 12/9/12
20238		SOUTH PASS BLOCK 24	6 RA SUA;SL 20238 11/01/2011 227-SSS 11-655	37.84	311	DEC. 11/19/12 JPT DD APPROVED TO 1/13/2014 11/16/12 DDPMT TO JMB DD & PT 1/13/13 3/5/12 JPT 617291 W PLAT 3/8/12 STEVE 050884 NEW, W/PLAT DATED 1/13/12 1/3/12 SRVY PLAT RQD HLCP 242496 050884
20431				0	16	DEC. PT 9/8/13
20438				0	81	DEC. PT 9/8/13



Louisiana Department of Natural Resources (DNR)

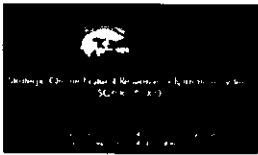
SONRIS

Staff Reviews

Report run on: December 12, 2012 1:40 PM

District Code 2 Lafayette
Get Review Date December 12, 2012

Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
00340B		BELLE ISLE	3037 08/16/2011	2100	5574	DEC. 11/20/12 OMR TO APACHE & LABAY: SCHEDULE POD MTG BY 3/13/13 OR REL ALL NP AC.
00340B		BELLE ISLE, SOUTHWEST	3037 08/16/2011	2100	5574	DEC. 11/20/12 OMR TO APACHE & LABAY: SCHEDULE POD MTG BY 3/13/13 OR REL ALL NP AC.
00340C	4	RABBIT ISLAND	SL 340 RABBIT ISLAND DA	0	4732	DEC. SAR 11/20/12 OMR TO SHORELINE & CASTEX POD MTG BY 3/13/13 OR REL 9/14/12 VMV 4734 > 4732
00340C	4	RABBIT ISLAND ONSHORE	SL 340 RABBIT ISLAND DA	0	4732	DEC. SAR 11/20/12 OMR TO SHORELINE & CASTEX POD MTG BY 3/13/13 OR REL 9/14/12 VMV 4734 > 4732
00340C	2	RABBIT ISLAND	SL 340 RABBIT ISLAND DA	0	2601	DEC. SAR 11/20/12 OMR TO SHORELINE & CASTEX: SCHEDULE POD MTG BY 3/13/13 OR REL ALL NP AC. 9/14/12 VMV 2620 > 2601
00340C	2	RABBIT ISLAND ONSHORE	SL 340 RABBIT ISLAND DA	0	2601	DEC. SAR 11/20/12 OMR TO SHORELINE & CASTEX: SCHEDULE POD MTG BY 3/13/13 OR REL ALL NP AC. 9/14/12 VMV 2620 > 2601
00340C	5	RABBIT ISLAND	SL 340 RABBIT ISLAND DA	160	4051	DEC. SAR 11/20/12 OMR TO SHORELINE & CASTEX POD MTG BY 3/13/13 OR REL 9/14/12 VMV 4059 > 4051
00340C	5	RABBIT ISLAND ONSHORE	SL 340 RABBIT ISLAND DA	160	4051	DEC. SAR 11/20/12 OMR TO SHORELINE & CASTEX POD MTG BY 3/13/13 OR REL 9/14/12 VMV 4059 > 4051
00340C	3	RABBIT ISLAND	SL 340 RABBIT ISLAND DA	260	3333	DEC. SAR 11/20/12 OMR TO SHORELINE & CASTEX POD MTG BY 3/13/13 OR REL 9/14/12 VMV 3362 > 3333
00340C	3	RABBIT ISLAND ONSHORE	SL 340 RABBIT ISLAND DA	260	3333	DEC. SAR 11/20/12 OMR TO SHORELINE & CASTEX POD MTG BY 3/13/13 OR REL 9/14/12 VMV 3362 > 3333
00340C	1	RABBIT ISLAND	SL 340 RABBIT ISLAND DA	1093	5000	DEC. SAR 11/20/12 OMR TO SHORELINE & CASTEX: SCHEDULE POD MTG BY 3/13/13 OR REL ALL NP AC.
00340C	1	RABBIT ISLAND ONSHORE	SL 340 RABBIT ISLAND DA	1093	5000	DEC. SAR 11/20/12 OMR TO SHORELINE & CASTEX: SCHEDULE POD MTG BY 3/13/13 OR REL ALL NP AC
00340C	0	RABBIT ISLAND	SL 340 RABBIT ISLAND DA	4817	11418	DEC. SAR 11/20/12 OMR TO SHORELINE & CASTEX: SCHEDULE POD MTG BY 3/13/13 OR REL ALL NP AC. 9/14/12 VMV 8462 > 11,418
00340C	0	RABBIT ISLAND ONSHORE	SL 340 RABBIT ISLAND DA	4817	11418	DEC. SAR 11/20/12 OMR TO SHORELINE & CASTEX: SCHEDULE POD MTG BY 3/13/13 OR REL ALL NP AC.



Louisiana Department of Natural Resources (DNR)

SONRIS

Staff Reviews

Report run on: December 12, 2012 1:40 PM

District Code 2 Lafayette

Get Review Date December 12, 2012

Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
						9/14/12 VMV 8462 > 11,418
00340H	0	COTE BLANCHE BAY, EAST		1400	5959	DEC. 12/7/12 JPT: SWIFT WORKING ON PR. NON PUGH LEASE. HBP. NO CHANGE. CK OB PR & 10/12 SWIFT RPT 5/12 DENY ASSGMT PNDG RCT OF 1266 AC PRS FROM SWIFT [JPT: FIELD OP ENERGYQUEST II, LLC] (6/8/11 ACCEPTED 1000 AC REL) (5/13/10 FU >10/09 ACCEPTED ~265 AC PR=3/3/10 SWIFT WORKING ON PR) 9/14/12 VMV 6240 > 5959
00340H	0	COTE BLANCHE BAY, WEST		1400	5959	DEC. 12/7/12 JPT: SWIFT WORKING ON PR. NON PUGH LEASE. HBP. NO CHANGE. CK OB PR & 10/12 SWIFT RPT 5/12 DENY ASSGMT PNDG RCT OF 1266 AC PRS FROM SWIFT [JPT: FIELD OP ENERGYQUEST II, LLC] (6/8/11 ACCEPTED 1000 AC REL) (5/13/10 FU >10/09 ACCEPTED ~265 AC PR=3/3/10 SWIFT WORKING ON PR) 9/14/12 VMV 6240 > 5959
00340H	0	COTE BLANCHE ISLAND		1400	5959	DEC. 12/7/12 JPT: SWIFT WORKING ON PR. NON PUGH LEASE. HBP. NO CHANGE. CK OB PR & 10/12 SWIFT RPT 5/12 DENY ASSGMT PNDG RCT OF 1266 AC PRS FROM SWIFT [JPT: FIELD OP ENERGYQUEST II, LLC] (6/8/11 ACCEPTED 1000 AC REL) (5/13/10 FU >10/09 ACCEPTED ~265 AC PR=3/3/10 SWIFT WORKING ON PR) 9/14/12 VMV 6240 > 5959
00483		FORDOCHE , GIBSON , HUMPHREYS	O SU J; ROB ST. UN. 4 12/01/1994	28	28	DEC. AR 12/5/12 SSSB HBP 600665 TO 9/12
03052		LAC BLANC	232744-SL 3052-039 03/28/2006	160	782.38	DEC. AR 12/5/12 SSSB: HBP 2 SL WELLS 303028 TO 9/12
03055		LAC BLANC	56 RA SUA;SL 3055 08/14/2007 1028-L 07-858	186.985	203.266	DEC. AR 12/7/12 JPT: NON-PUGH CLAUSE LEASE & HBP BETWEEN UNIT & LEASE WELL. NO CHANGE.
03057		LAC BLANC	56 RA SUA;SL 3055 08/14/2007 1028-L 07-858	7.3	380.642	DEC. 11/30/12 OMR TO HLCP POD TO RESTORE PRD TO 73 SAND BY 3/13/13 OR 30% PR.
03403		PASS WILSON	9300 RA VUA;SL 3403	141.98	141.98	DEC. AR 12/7/12 JPT: NON-PUGH CLAUSE LEASE & HBP BETWEEN MULTIPLE UNITS. NO CHANGE.
04956		BAYOU CROOK CHENE	DOW CHEMICAL COMPANY 01/01/1987	17.93	44	DEC. AR 12/7/12 JPT: NON-PUGH CLAUSE LEASE & HBP IN UNIT. NO CHANGE.
05351		LAKE BOUDREAU	230402-VUD;SL 5351-001	391.155	544.92	DEC. AR 12/7/12 JPT: NON-PUGH CLAUSE LEASE & HBP IN



Louisiana Department of Natural Resources (DNR)

SONRIS

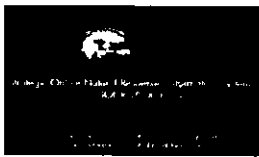
Staff Reviews

Report run on: December 12, 2012 1:40 PM

District Code 2 Lafayette

Get Review Date December 12, 2012

Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
			04/02/2005			2 UNITS. NO CHANGE.
11859		LAKE ARTHUR, SOUTH	U MIOGYP RA SUE;GLENN 10/01/1990	33.288	33.288	DEC. AR 12/5/12 SSSB: HBP 610040 & 610914 TO 9/12
12569		LAKE ARTHUR, SOUTH	11.05 09/25/1991	15.95	15.95	DEC. AR 12/5/12 SSSB: HBP 610040 & 610914 TO 9/12
14519		MYETTE POINT, NW	221760-VUC;SL 14519-003 03/05/1998	1100	1385	DEC. AR 12/5/12 OMR TO DYNAMIC =AR 12/3/12 JPT CHANGE PRD AC FROM 160 TO 1,100. RCD 11/29/12 DYNAMIC LTR
14793		SHIP SHOAL BLOCK 65	VUB;SL 14851	13.59	13.59	DEC. AR 12/5/12 SSSB: 100% HBP 148874 TO 9/12
14795		SHIP SHOAL BLOCK 65		40	503.88	DEC. 11/13/12 REL RQD
14796		SHIP SHOAL BLOCK 65	VUB;SL 14851	76.11	76.11	DEC. AR 12/5/12 SSSB: 100% HBP 148874 TO 9/12
15067		SHIP SHOAL BLOCK 65	VUB;SL 14851	125.43	125.43	DEC. AR 12/5/12 SSSB: 100% HBP 148874 TO 9/12
16103		PASS WILSON	204.438 09/07/2001	185.562	185.562	DEC. AR 12/7/12 JPT: CHANGE LEASE TO 100% HPB 12/5/12 SSB 50.55 AC HBP 049323 TO 9/12 RQD JPT ADVISE OF FURTHER ACTION 8/13/12 RWB CK PRD IN SEP
18380		GIBSON	36.098 11/18/2009	138.902	138.902	DEC. AR 12/5/12 SSSB: 100% HBP 614688 TO 9/12
18582		DULAC	157.002 08/31/2007	177.15	177.15	DEC. 11/13/12 REL RQD 11/8/12 APP EXP REQ REL PER JT
18614		BAYOU CARLIN	152.411 09/01/2010	20.589	20.589	DEC. AR 12/5/12 SSSB: 100% HBP 614829 TO 10/12
19130		MAURICE	MT RH SUA;A C DUHON ETAL 01/16/2008 366-K-19 08-15	2.22	13	DEC. 12/5/12 SSB 2.22 AC HBP 614253 TO 9/12 SUGGEST AR UPON RCT OF PR 11/23/11 VB HAS EVERYONE BUT STRATA 11/5/09 PR RQD
19943		WEEKS ISLAND	V RF SUF;ST WEEKS BAY 03/06/2001 146-E-5 01-140	1.3	7	DEC 11/28/12 FINAL DDPMT TO JPT = APPROVED TO 12/10/13 DD 12/10/12 PT 12/10/11 11/12/11
20179		ABBEVILLE	HEB BROOK RA SUA; 08/07/2012 155-YYY-3 12-471	.208	5.14	DEC. 11/9/12 DDPMT APPROVED TO 11/12/13. 11/9/12 DDPMT TO JPT PT 11/12/12 10/1/12 EFF 8/1/12 RWB 050778 HEB BROOK RA SUA - REVISION .2076 AC HBP
20219		ATCHAFALAYA BAY	VUA;SL 20035 08/10/2011	411.64	411.64	DEC. 12/6/12 SSSB: SUGGEST AR 100% HBP 306547 10/12 PT 12/9/12
20220		ATCHAFALAYA BAY	VUA;SL 20035 08/10/2011	50.21	50.21	DEC. 12/6/12 SSSB: SUGGEST AR 100% HBP 306547 10/12 PT



Louisiana Department of Natural Resources (DNR)

SONRIS

Staff Reviews

Report run on: December 12, 2012 1:40 PM

District Code 2 Lafayette

Get Review Date December 12, 2012

Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
						12/9/12
20221		ATCHAFALAYA BAY	244514-VUA;SL 20221-002 03/05/2012	487.4	487.4	DEC. 12/6/12 SSB 100% HBP 306578 TO 8/12 SUGGEST AR PT 12/9/12
20222		ATCHAFALAYA BAY	VUA;SL 20035 08/10/2011	220.1	220.1	DEC. 12/6/12 SSSB: SUGGEST AR 100% HBP 306547 10/12 PT 12/9/12
20223		EUGENE ISLAND BLOCK 18	VUA; 08/10/2011	161.94	161.94	DEC. 12/6/12 SSB 100% HBP 050815 TO 8/12 SUGGEST AR PT 12/9/12
20224		EUGENE ISLAND BLOCK 18	VUA; 08/10/2011	42.84	42.84	DEC. 12/6/12 SSB 100% HBP 050815 TO 8/12 SUGGEST AR PT 12/9/12
20428				0	4	DEC. 12/6/12 SSSB: 2012 RNTL PD PT 9/8/13 ;; DEC. 2011 RNTL PD PT 9/8/13
20429				0	9	DEC. 12/5/12 SSSB: 2012 RNTL PD PT 9/8/13
20430				0	2	DEC. 12/5/12 SSSB: 2012 RNTL PD PT 9/8/13
20432		INTRACOASTAL CITY	K-O RB SUA;EXXONMOBIL 07/18/2011 468-L-1 10-930	1.54	10	DEC. 12/5/12 SB 1.54 AC HBP 616977 TO 8/12 (GAP 1-6/12 228882, UNSUC RECOMP 3/27/12 & RECOMP 7/14/12) 11/28/12 RCD UNOFL PR OF 8.46 RTNG 1.54 AC PT 9/8/13
20719				0	775.75	DEC. 12/5/12 SSSB: 2012 RNTL PD PT 9/14/16
20720				0	6.33	DEC. 12/5/12 SSSB: 2012 RNTL PD PT 9/14/16
20753		ATCHAFALAYA BAY	SL 20369 12/14/2011	459.19	575.01	DEC. 12/7/12 RS JPT: 115.82 APP EXP 12/5/12 SSB: 459.19 AC HBP 306578 TO 8/12 RQD JPT ADVISE ABOUT REMAINDER OF LEASE PT 9/14/14 ATCHFALAYA DELTA WMA
20754				0	35.93	DEC. 12/5/12 SSSB: 2012 RNTL PD PT 9/14/14 ATCHFALAYA DELTA WMA
20755				0	73.57	DEC. 12/5/12 SSSB: 2012 RNTL PD PT 9/14/14 ATCHFALAYA DELTA WMA



Louisiana Department of Natural Resources (DNR)

SONRIS

Staff Reviews

Report run on: December 12, 2012 1:40 PM

District Code 3 Lake Charles- North

Get Review Date December 12, 2012

Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
00376		LOGANSFORT	HA RA SUPP;CARAWAY EST 29 HZ 10/20/2009 28-AA-19 09-1111	40.582	150	DEC. AR 10/22/12 SAM: HBP, 40.582 PRD FROM 98.28
00476		LAKE ST JOHN	LSJ SU	2145	2145	DEC. AR 10/22/12 SAM: HBP
00554		HAYNESVILLE	HA P SU 07/01/1976	.668	.668	DEC. AR 10/22/12 SAM: 100% HBP
02978		CADDO PINE ISLAND	232139-STATE C-005 10/18/2005	120	181	DEC. AR 10/22/12 SAM: HBP
09076		GREENWOOD-WASKOM	HA RA SUOO;LEE ETAL 6 H 08/04/2009 270-MM-22 09-846	46.62	46.62	DEC. AR 10/22/12 SAM: 100% HBP
09314		ADA	HOSS A RA SUNN;COLE E 07/01/1990	37.48	37.48	DEC. AR 10/22/12 SAM: 100% HBP, LEASE IS WHOLLY CONTAINED IN 607504 HOSS RA SUNN
09749		SALINE LAKE	SALL WX RA SU 152-B-1	18	18	DEC. AR 10/22/12 SAM:100% HBP
10333		CADDO PINE ISLAND	CAPI VIV RA SU 03/01/1993	8	8	DEC. AR 10/22/12 SAM:100% HBP
12718		BAYOU GROSSE TETE	13.21 05/04/1992	4.79	4.79	DEC. AR 10/22/12 SAM:100% HBP
12847		SHREVEPORT	HA RA SUB;BLACK STONE 28-21 H 08/18/2009 13-L-1	610	610	DEC. AR 10/22/12 SAM: 100% HBP, SL WELLS IN BOTH SECTION OF LEASE AREA, ONE DIRECTIONAL
16503		CASPIANA	HOSS RA SUJ;D S JONES ETAL 10 04/15/1975 191-B 75-86	.76	.76	DEC. AR 10/22/12 SAM:100% HBP
17127		SWAN LAKE	HA RA SUP;MARTIN 26 H 05/05/2009 691-C-5	24.37	24.37	DEC. AR 10/22/12 SAM: 100% HBP, BASED ON LUW 614034
17640		ELM GROVE	HA RA SU97;TIETZ 12 10/20/2009 361-L-65 09-1113	63.409	63.409	DEC. AR 11/1/12 EFF 6/1/10 SAM: 240916 616298 CORTN HA RA SU97 BASED ON 8/15/2012 PLAT (62.26 CHANGED TO 63.409)
17936		THORN LAKE	HA RA SUBB;BETHARD CORP 14 H 01/26/2010 1145-B-24 10-95	59.031	59.031	DEC. AR 10/22/12 SAM:100% HBP SAL OMR MANAGED WLF 7/17/12 EFF 7/1/11 JPT NEW 616986 HA RA SUBB
18276		ELM GROVE	HA RA SULL;BLACK 2-15-11 H 01/27/2009 361-L-22 09-93	12.125	12.125	DEC. AR 10/22/12 SAM:100% HBP
18687		GREENWOOD-WASKOM	HA RA SUG;EDGAR 31	19.956	19.956	DEC. AR 10/22/12 SAM:100%



Louisiana Department of Natural Resources (DNR)

SONRIS

Staff Reviews

Report run on: December 12, 2012 1:40 PM

District Code 3 Lake Charles- North

Get Review Date December 12, 2012

Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
			09/16/2008 270-MM-2			HBP
19181		CASPIANA , THORN LAKE	HA RA SU117;CHK MIN 16-14-12 H 03/15/2011 191-H-131 11-117	4.208	4.208	DEC. AR 10/22/12 SAM:100% HBP SAL OMR MANAGED WLF BAYOU PIERRE WMA 12/7/06 SAL 8 AC. NOT SL 7/16/12 EFF 1/1/12 JPT 617308 CORTN REPLACES PRELIM 141 & 140. CERTIFIED PLAT DATED 6/28/12; ADD'L AC & SLS ID'D SINCE PRELIM
19542		ELM GROVE	HA RA SU88;TALIAFERRO 28 H 08/11/2009 361-L-54	123.277	234	DEC. SUGGEST AR 11/29/12 MATTHEW.HUFFTY@BHPBILLI TON.COM EMAILED SRVY PLAT. PR NEEDS TO RTN 123.2768 PER PLAT 11/28/12 RCD UNOFL PR OF 65 RTNG 169 AC.
19833		BRACKY BRANCH	HA RA SUP;PEGGY SMITH RAY 4 H 03/17/2011 917-L-5 09-305	3.454	16.576	DEC. AR 11/28/12 RCD UNOFL PR OF 13.1217 RTNG 3.4543 11/7/12 AC CHANGED FROM 39 TO 16.576 PER UNIT PLATS PER VIC
19930				105	105	DEC. AR 11/5/12 SAM: 100% HBP 10/19/12 SAM CALLED CO & IS MONITORING SITUATION. 10/8/12 CCB ADVISED GEOL TO CALL CO. 245127 VUA;SL19930 ><4/19/12 CCB SAYS INDEFINITE FM < CK FM 12/10/11 PT 12/10/11 11/12/11
20149		CASPIANA	HA RA SUX;NEWPORT DEV LLC 1 10/20/2008 191-H-20 08-1599	2	2	DEC. SUGGEST AR 10/22/12 SAM: 100% HBP PT 10/14/12
20156		RED RIVER-BULL BAYOU	HA RB SUII;YVES LELONG 32 05/08/2009 109-X-40 09-573	36.429	86	DEC. 11/15/12 RS COMPD SAM & JPT: APPROX 18 AC EXP. 10/24/12 JPT EMAILED MATADOR RE LEASE MAINTENANCE DD & PT 10/14/12
20166		THORN LAKE	HA RA SUS;LDW&F 15- 14-12 H 01/19/2010 1145-B-25 10-88	13.5	13.5	DEC. SUG AR 10/22/12 SAM: 100% HBP SAL OMR MANAGED WLF PT 10/14/12 6/27/12 PLAT RQD HA RA SUS; 241465; 616613
20167		THORN LAKE	HA RA SUS;LDW&F 15- 14-12 H 01/19/2010 1145-B-25 10-88	27.5	27.5	DEC. SUG AR 10/22/12 SAM: 100% HBP SAL OMR MANAGED WLF PT 10/14/12 6/27/12 PLAT RQD HA RA SUS; 241465; 616613
20168		RED RIVER-BULL BAYOU	HA RD SUBB;GUION 23-14-12 H 10/13/2009 109-X-65 09-1106	68	68	DEC. SUGGEST AR 10/22/12 SAM: 100% HBP SAL OMR MANAGED WLF PT 10/14/12
20192		CONVERSE	HA RA SU111;BSMC LA A 25 HZ 10/26/2010 501-G-34 10-1090	18.014	18.014	DEC. SUGGEST AR 10/22/12 SAM: 100% HBP PT 12/9/12



Louisiana Department of Natural Resources (DNR)

SONRIS

Staff Reviews

Report run on: December 12, 2012 1:40 PM

District Code 3 Lake Charles- North

Get Review Date December 12, 2012

Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
20424		REDOAK LAKE	HA RA SUGG;ROGER BIERDEN 14H 03/09/2010 949-C-9 10-231	20	20	DEC. 10/22/12 SAM: 100% HBP PT 9/8/13 12/1/11 JPT: CORTN 617125 REPLACES PRLM 88
20426		PARKER LAKE	MINTER SU63;JUSTISS PL 11/29/2010 712 SUP	3.55	3.55	DEC. 10/22/12 SAM 100% HBP PT 9/8/13
20721		CHEMARD LAKE , RED RIVER-BULL BAYOU	HA RB SULL;OXBOW 8 H 05/28/2009 109-X-40 09-573	96.4	108	DEC 11/28/12 RCD UNOFL PR OF 11.624, RTNG 96.376 10/24/12 PR RQD 10/22/12 RS TO SAM PER REQ, REQ APPROX 30 AC PR. DD DRLG OR RNTL PT 9/14/14
20722				0	110	DEC. 2012 RNTL PD PT 9/14/14
20756				0	15.5	DEC. 2012 RNTL PD PT 9/14/14 TAX ADJUDICATED LANDS
21005				0	52	DEC. 11/16/12 VUA MTG FOR WSN 44584 TO BE RE ENTERED 6-9/2013 NOV. PT 8/8/15



Louisiana Department of Natural Resources (DNR)

SONRIS

Staff Reviews

Report run on: December 12, 2012 1:40 PM

District Code **3S** Lake Charles- South

Get Review Date **December 12, 2012**

Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
00042		HACKBERRY, EAST , HACKBERRY, WEST	241105-SL 42-227 04/14/2010	400	1459.86	DEC. AR 11/28/12 STEVE: HBP
13465		WEST CAMERON BLOCK 1	9850 RA SUA;SL 12848 12/19/2006 1358-G 06-1428	1.04	1.04	DEC AR 11/28/12 STEVE: HBP
19098		WEST CAMERON BLOCK 1	10.16 10/01/2007	3.55	3.55	DEC. AR 11/28/12 STEVE: HBP
19109		WEST CAMERON BLOCK 1	21.19 10/01/2007	7.57	7.57	DEC. AR 11/28/12 STEVE: HBP
19895		PORT BARRE	44.188 04/11/2011	4.812	4.812	DEC. AR 11/28/12 STEVE: HBP
20497				0	380	DEC. 12/7/12 JPT. WAITING ON SHORELINE PRIOR TO DD APPROVAL 11/21/12 DDPMT TO STEVE(11/27) 1/19/12 JPT: SHORELINE APPLIED FOR 38 AC UNIT INCLUDING 25 AC OF THIS LEASE. MAR. PT 12/8/13
20723				0	16	DEC. 11/28/12 STEVE: 2012 RNTL PD PT 9/14/14
20728				0	55	DEC. 11/28/12 STEVE: 2012 RNTL PD PT 9/14/14
20729				0	90	DEC. 11/28/12 STEVE: 2012 RNTL PD PT 9/14/14
20739				0	27	DEC. 11/28/12 STEVE: 2012 RNTL PD PT 9/14/14
20740				0	31	DEC. 11/28/12 STEVE: 2012 RNTL PD PT 9/14/14
20741				0	10	DEC. 11/28/12 STEVE: 2012 RNTL PD PT 9/14/14
151				34,346.304	85,440.596	



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

NOMINATION AND TRACT COMMITTEE REPORT

The Nomination and Tract Committee, convened at **9:53 a.m.** on Wednesday, **December 12, 2012** with the following members of the Board in attendance:

Mr. Thomas L. Arnold, Jr. Mr. Emile B. Cordaro Mr. Stephen Chustz
Mr. John C. Diez Mr. Robert M. Morton Mr. Paul Segura, Jr.

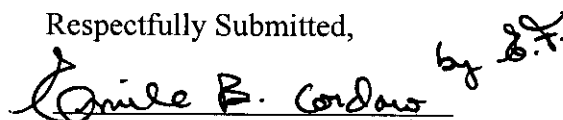
Mr. Darryl D. Smith

The Committee heard the report of Mr. Emile Fontenot, relative to nominations received for the February 13, 2013 Mineral Lease Sale and other matters. Based upon the staff's recommendation, on motion of **Mr. Arnold**, duly seconded by **Mr. Diez**, 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 Staff recommended that Tract No. 43013 located in Terrebonne Parish, Louisiana be withdrawn from today's Lease Sale. On the motion of **Mr. Arnold**, duly seconded by **Mr. Diez**, the Committee voted unanimously to withdraw Tract No. 43013 from the December 12, 2012 Lease Sale.

The Committee, on the motion of **Mr. Arnold**, seconded by **Mr. Morton**, voted to adjourn at **9:55 a.m.**

Respectfully Submitted,

Handwritten signature of Emile B. Cordaro, with initials "E.B.C." and "by S.F." written next to it.

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. Diez*, the following Resolution was offered and adopted:

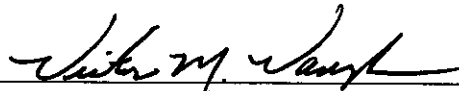
WHEREAS, Mr. Emile Fontenot presented to the State Mineral and Energy Board that 70 tracts had been nominated for the February 13, 2013 Mineral Lease Sale, and that same are to be advertised pending staff review; now therefore

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 12th day of December 2012, 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. Diez*, the following Resolution was offered and adopted:

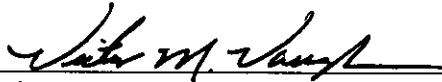
WHEREAS, the Staff presented to the Board a recommendation to withdraw Tract No. 43013 from the December 12, 2012 Lease Sale.

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 pulling of said Tract from the December 12, 2012 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 12th day of December 2012, 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, December 12, 2012, 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:

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

John C. "Juba" Diez
Robert "Michael" Morton
W. Paul Segura, Jr.

Darryl D. Smith

Mr. Thomas L. Arnold, Jr. convened the Committee at 9:55 a.m.

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

Upon recommendation of the staff and upon motion of Mr. Smith, seconded by Mr. Chustz, the committee voted unanimously to approve the recoupment request of \$54,449.84.

The second matter considered by the committee was a recoupment request from EnCana Oil & Gas (USA), Inc.

Upon recommendation of the staff and upon motion of Mr. Segura, seconded by Mr. Morton, the committee voted unanimously to approve the recoupment request of \$157,268.07.

The third matter considered by the committee was a recoupment request from J-W Operating Company.

Upon recommendation of the staff and upon motion of Mr. Segura, seconded by Mr. Smith, the committee voted unanimously to approve the recoupment request of \$35,734.49.

The fourth matter considered by the committee was a penalty waiver request from Clayton Williams Energy, Inc.

Upon recommendation of the staff and upon motion of Mr. Segura, seconded by Mr. Smith, the committee voted unanimously to approve the 75% penalty waiver of \$10,152.59.

The fifth matter considered by the committee was a penalty waiver request from Harvest Group, LLC.

Upon recommendation of the staff and upon motion of Mr. Segura, seconded by Mr. Smith, the committee voted unanimously to approve the 75% penalty waiver of \$11,154.64.


The sixth matter considered by the committee was a penalty waiver request from Stone Energy Corp.

Upon recommendation of the staff and upon motion of Mr. Segura, seconded by Mr. Smith, the committee voted unanimously to approve the 75% penalty waiver of \$10,551.08.

The seventh matter considered by the Committee was the election of the December 2012 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. Segura, seconded by Mr. Smith, the Board voted unanimously to adjourn the Audit Committee at 10:04 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. Smith, seconded by Mr. Chustz, the following resolution was offered and unanimously adopted:

WHEREAS, Apache Corporation has made a letter application for an adjustment of \$54,675.78 for the Eugene Island Block 18 Field, State Leases 20223, 20224; and

WHEREAS, this amount was based on Apache Corporation submitting an overpayment of oil royalties based on incorrect volumes and values for the period of in the Eugene Island Block 18 Field; and

WHEREAS, the Mineral Income Division has verified that an overpayment in the amount of \$54,449.84 was made and that the applicant is entitled to a credit adjustment; and

WHEREAS, the State Mineral and Energy Board after reviewing the work of the Mineral Income Division, agrees that the applicant is entitled to an adjustment, does recommend that the State allow Apache Corporation to recoup the \$54,449.84 overpayment.

NOW, BE IT THEREFORE RESOLVED, that the Board does authorize and direct the Mineral Income Director to effectuate the credit adjustment of \$54,449.84 to Apache Corporation on a one-time or lump sum basis or on such terms deemed necessary by the Director, which are legally permissible, and without prejudice to any other rights of the state.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the Louisiana State Mineral and Energy Board in the City of Baton Rouge, Louisiana on the 12th day of December, 2012, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Louisiana State Mineral and Energy Board and is now in full force and effect.



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

AUDIT COMMITTEE

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

WHEREAS, EnCana Oil & Gas (USA) Inc. has made a letter application for an adjustment of \$157,268.07 for the Thorn Lake Field, State Lease 20476; and

WHEREAS, this amount was based on EnCana Oil & Gas (USA) Inc. submitting an overpayment of gas royalties based on incorrect volumes and values for the period of May 2010 through August 2010 in the Thorn Lake Field; and

WHEREAS, the Mineral Income Division has verified that an overpayment in the amount of \$157,268.07 was made and that the applicant is entitled to a credit adjustment; and

WHEREAS, the State Mineral and Energy Board after reviewing the work of the Mineral Income Division, agrees that the applicant is entitled to an adjustment, does recommend that the State allow EnCana Oil & Gas (USA) Inc. to recoup the \$157,268.07 overpayment.

NOW, BE IT THEREFORE RESOLVED, that the Board does authorize and direct the Mineral Income Director to effectuate the credit adjustment of \$157,268.07 to EnCana Oil & Gas (USA) Inc. on a one-time or lump sum basis or on such terms deemed necessary by the Director, which are legally permissible, and without prejudice to any other rights of the state.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the Louisiana State Mineral and Energy Board in the City of Baton Rouge, Louisiana on the 12th day of December, 2012, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Louisiana State Mineral and Energy Board and is now in full force and effect.



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

AUDIT COMMITTEE

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

WHEREAS, J-W Operating Co. has made a letter application for an adjustment of \$35,856.03 for the Caspiana Field, State Lease 18371; and

WHEREAS, this amount was based on J-W Operating Co. submitting an overpayment of gas royalties based on incorrect volumes and values for the period of May 2011 in the Caspiana Field; and

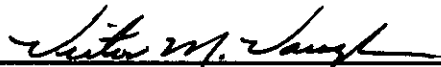
WHEREAS, the Mineral Income Division has verified that an overpayment in the amount of \$35,734.49 was made and that the applicant is entitled to a credit adjustment; and

WHEREAS, the State Mineral and Energy Board after reviewing the work of the Mineral Income Division, agrees that the applicant is entitled to an adjustment, does recommend that the State allow J-W Operating Co. to recoup the \$35,734.49 overpayment.

NOW, BE IT THEREFORE RESOLVED, that the Board does authorize and direct the Mineral Income Director to effectuate the credit adjustment of \$35,734.49 to J-W Operating Co. on a one-time or lump sum basis or on such terms deemed necessary by the Director, which are legally permissible, and without prejudice to any other rights of the state.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the Louisiana State Mineral and Energy Board in the City of Baton Rouge, Louisiana on the 12th day of December, 2012, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Louisiana State Mineral and Energy Board and is now in full force and effect.



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

AUDIT COMMITTEE

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

WHEREAS, Clayton Williams Energy, Inc. has made a letter application for reduction of penalties assessed in the amount of \$13,536.78 due to late royalty payments in Bay Batiste (0340); State Leases 17376 and 17378; and

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

THEREFORE, BE IT RESOLVED that the Board does waive seventy-five percent (75%), which amounts to \$10,152.59 of the total penalty assessed to Clayton Williams Energy, Inc.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the Louisiana State Mineral and Energy Board in the City of Baton Rouge, Louisiana on the 12th day of December, 2012, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

AUDIT COMMITTEE

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

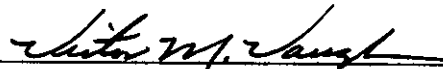
WHEREAS, Harvest Group, LLC has made a letter application for reduction of penalties assessed in the amount of \$14,872.85 due to late royalty payments in Main Pass Block 25 (6363); State Leases 16432, 16692 and 16819; and

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

THEREFORE, BE IT RESOLVED that the Board does waive seventy-five percent (75%), which amounts to \$11,154.64 of the total penalty assessed to Harvest Group, LLC.

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 12th day of December, 2012, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

AUDIT COMMITTEE

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

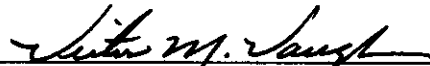
WHEREAS, Stone Energy Corp. has made a letter application for reduction of penalties assessed in the amount of \$14,068.10 due to late royalty payments in Ship Shoal Block 66 (8167); State Leases 19749 and A0312; and

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

THEREFORE, BE IT RESOLVED that the Board does waive seventy-five percent (75%), which amounts to \$10,551.08 of the total penalty assessed to Stone Energy Corp.

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 12th day of December, 2012, 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 December 12, 2012, following the Audit Committee Meeting, in the LaBelle Room, First Floor, LaSalle Building located at 617 North Third Street, Baton Rouge, Louisiana. Committee Members present were:

Secretary Stephen Chustz
Mr. W. Paul Segura, Jr.
Mr. Darryl David Smith
Mr. Thomas L. Arnold, Jr.

Mr. Emile B. Cordaro
Mr. John C. "Juba" Diez
Mr. Robert "Michael" Morton

The Legal and Title Controversy Committee was called to order by Mr. Segura at 10:04 a.m.

The first matter considered by the Committee was a request for final approval of a Lease Amendment by and between the State of Louisiana, through State Mineral and Energy Board and Hilcorp Energy I, L.P. and The Louisiana Land and Exploration Company LLC, whereas said parties desire to amend said leases to include a Force Majeure Provision and other required clauses, affecting State Lease No. 301, Terrebonne Parish, Louisiana, with further particulars being stipulated in the instrument, on the docket as Item No. 12-46.

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 Lease Amendment by and between the State of Louisiana, through State Mineral and Energy Board and Hilcorp Energy I, L.P. and The Louisiana Land and Exploration Company LLC on the Docket as Item No. 12-46. No comments were made by the public.

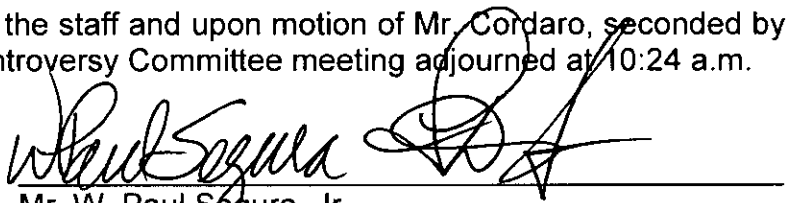
The second matter considered by the Committee was a request by the Attorney General for an extension of time to present a study of the Win or Lose Corporation.

Upon recommendation of the staff and upon motion of Mr. Arnold, seconded by Mr. Smith, the Committee voted unanimously to recommend that the State Mineral and Energy Board grant the Attorney General an additional four (4) months, or until the May 8, 2013 meeting, to complete the study of the Win or Lose Corporation. On request by the Board for public comment, comments were made by Keith Cressionnie and Norman Billiot.

The third matter considered by the Committee was a request by EXCO Operating Company, L.P. ("EXCO") to retroactively escrow royalties regarding disputed acreage within State Lease No. 6760 retroactive to July 2011.

Upon recommendation of the staff and upon motion of Mr. Arnold, seconded by Mr. Morton, the Committee voted unanimously to recommend that the State Mineral and Energy Board grant EXCO Operating Company, L.P. ("EXCO") authority to escrow royalties regarding disputed acreage within State Lease No. 6760 retroactive to July 2011 subject to the standard OMR escrow requirements. No comments were made by the public.

Upon recommendation of the staff and upon motion of Mr. Cordaro, seconded by Mr. Diez, the Legal and Title Controversy Committee meeting adjourned at 10:24 a.m.



Mr. W. Paul Segura, Jr.
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:

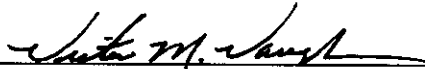
WHEREAS, a request for final approval of a Lease Amendment by and between the State of Louisiana, through State Mineral and Energy Board and Hilcorp Energy I, L.P. and The Louisiana Land and Exploration Company LLC, whereas said parties desire to amend said leases to include a Force Majeure Provision and other required clauses, affecting State Lease No. 301, Terrebonne Parish, Louisiana, with further particulars being stipulated in the instrument, on the docket as Item No. 12-46;

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 Lease Amendment by and between the State of Louisiana, through State Mineral and Energy Board and Hilcorp Energy I, L.P. and The Louisiana Land and Exploration Company LLC on the Docket as Item No. 12-46.

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 12th day of December, 2012, 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. Smith, the following resolution was offered and unanimously adopted:

WHEREAS, a request was made a request by the Attorney General for an extension of time to present a study of the Win or Lose Corporation;

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 an additional four (4) months, or until the May 8, 2013 meeting, to complete the study of the Win or Lose 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 12th day of December, 2012, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

LEGAL AND TITLE CONTROVERSY COMMITTEE

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

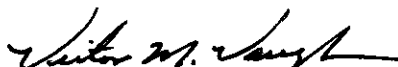
WHEREAS, a request was made by EXCO Operating Company, L.P. ("EXCO") to retroactively escrow royalties regarding disputed acreage within State Lease No. 6760 retroactive to July 2011;

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 EXCO Operating Company, L.P. ("EXCO") authority to escrow royalties regarding disputed acreage within State Lease No. 6760 retroactive to July 2011 subject to the standard OMR escrow requirements.

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 12th day of December, 2012, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.



LOUISIANA STATE MINERAL AND ENERGY BOARD

BOBBY JINDAL
GOVERNOR



STEPHEN CHUSTZ
INTERIM SECRETARY

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

DOCKET REVIEW COMMITTEE REPORT

The Docket Review Committee convened at 10:24 a.m. on Wednesday, December 12, 2012. Board Members present were Mr. Stephen Chustz, DNR Interim Secretary, Mr. W. Paul Segura, Jr., Mr. Thomas L. Arnold, Jr., Mr. Emile Cordaro, Mr. John C. "Juba" Diez, Mr. Darryl D. Smith and Robert "Michael" Morton.

The Committee made the following recommendations:

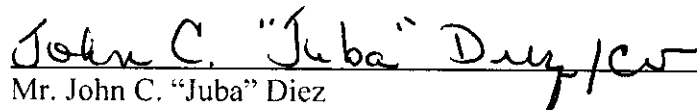
Approve all Assignments on pages 2 through 15; Nos. 10, 11, 18, 28, 31, 32 and 33 on pages 5, 8, 12, 13 and 14 would be approved subject to the approval of the Governor of Louisiana;

Approve the following item upon recommendation of the Legal and Title Controversy Committee: Docket Item No. 12-46 on page 16, subject to the approval of the Governor of Louisiana.

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

There being no further business to come before the committee, upon motion of Mr. Chustz, and seconded by Mr. Smith, the committee voted unanimously to adjourn the meeting at 10:27 a.m.

Respectfully submitted,

Handwritten signature of John C. "Juba" Diez in black ink, written over a horizontal line.

Mr. John C. "Juba" Diez
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. Chustz seconded by Mr. Smith, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 1 from the December 12, 2012 Meeting be approved, said instrument being an Assignment from LLOG Exploration Company, L.L.C. to LLTX, L.L.C., an undivided 50% of 8/8ths right, title and interest in and to State Lease No. 20344, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument.

Westgrove Energy Holdings 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 12th day of December, 2012, 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. Chustz seconded by Mr. Smith, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 2 from the December 12, 2012 Meeting be approved, said instrument being an Assignment from Cinco Land & Exploration, Inc to Catapult Exploration, LLC, of all of Assignor's right, title and interest in and to State Lease Nos. 21015 and 21016, Vermilion Parish, Louisiana, with further particulars being stipulated in the instrument.

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

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

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

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

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

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

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

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

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, 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 12th day of December, 2012, 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. Chustz seconded by Mr. Smith, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 3 from the December 12, 2012 Meeting be approved, said instrument being an Assignment from Theophilus Oil, Gas & Land Services, LLC to Petrohawk Properties, LP, of all of Assignor's right, title and interest in and to State Lease No. 20821, Natchitoches and DeSoto Parishes, Louisiana, with further particulars being stipulated in the instrument

Petrohawk Properties, 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 12th day of December, 2012, 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. Chustz seconded by Mr. Smith, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 4 from the December 12, 2012 Meeting be approved, said instrument being an Assignment from XTO Offshore Inc to Dynamic Offshore Resources, LLC, of all of Assignor's right, title and interest in and to State Lease No 2000, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument.

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

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

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

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

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

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


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

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

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 12th day of December, 2012, 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. Chustz seconded by Mr. Smith, the following Resolution was offered and adopted.

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 5 from the December 12, 2012 Meeting be approved, said instrument being An Assignment from Dynamic Offshore Resources, LLC to Texas Petroleum Investment Company, of all of Assignor's right, title and interest in and to State Lease Nos. 1999 and 2000, 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;

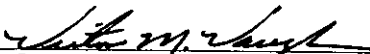
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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 12th day of December, 2012, 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. Chustz seconded by Mr. Smith, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 6 from the December 12, 2012 Meeting be approved, said instrument being an Assignment from GEDD, Inc. to Texas Petroleum Investment Company, of all of Assignor's right, title and interest in and to State Lease Nos. 12725, 12848, 13465, 19098 and 19109, Cameron 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 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,

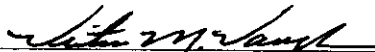
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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 12th day of December, 2012, 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. Chustz seconded by Mr. Smith, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 7 from the December 12, 2012 Meeting be approved, said instrument being an Assignment from Stone Energy Corporation to Stone Energy Offshore, L.L.C., of all of Assignor's right, title and interest in and to State Lease No. 20181, Vermilion Parish, Louisiana, with further particulars being stipulated in the instrument.

Stone Energy Offshore, 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,

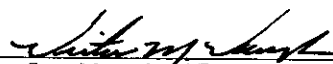
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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 12th day of December, 2012, 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. Chustz seconded by Mr. Smith, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 8 from the December 12, 2012 Meeting be approved, said instrument being an Assignment from Blue Moon Exploration Company, LLC, Lowe Partners, LP, Barnhart Exploration LP, Joyce Oil & Gas, Inc., Two Half-Hitches Oil & Gas, LLC, Alpine Drilling Program, LP, Pickens Financial Group, LLC, Rayco Resources, LLC, Daniel G. Stephens and Sandra Wilburn Stephens, husband and wife, Yellowhammer Minerals, LLC, Pacer Energy, Ltd., AriesOne, LP and Capricorn Cricket Properties No. 1, Ltd., RAPA Inc., General Partner to the following in the proportions set out below:

Ballard Exploration Company, Inc	17.00%
Lamb Oil & Gas	17.00%
Future- South Sabine, LLC	10.00%
J&S Oil & Gas Management, Ltd.	3.00%
Blue Moon Energy, LLC	2.50%
Martex Exploration, Inc.	1.50%
Bechtel Exploration Company	1.50%
Travis Jones and Carmen Jones, husband and wife	0.50%
Archie L. Shrotenboer, Jr. and Jennifer S. Shrotenboer, husband and wife	0.50%
Sharp Oil & Gas, LLC	0.30%
Samuel W. Pearce and Glenna Pearce, husband and wife	0.25%
Spencer Carson and Teresa A. Carson, husband and wife	0.25%

in and to State Lease Nos. 19067 and 19068, Cameron Parish, Louisiana, with further particulars being stipulated in the instrument.

Ballard Exploration Company, 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 12th day of December, 2012, 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. Chustz seconded by Mr. Smith, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 9 from the December 12, 2012 Meeting be approved, said instrument being an Assignment from Ridgelake Energy, Inc. to Apache Corporation, of all of Assignor's right, title and interest in and to State Lease No. 1927, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument.

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

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

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

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

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

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

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

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

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 12th day of December, 2012, 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. Chustz seconded by Mr. Smith, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 10 from the December 12, 2012 Meeting be approved subject to the approval of the Governor of Louisiana, said instrument being an Assignment and Correction of Assignment from Swift Energy Operating, LLC to EnergyQuest II, LLC, of all of Assignor's right, title and interest in and to State Lease Nos. 329, 340 and 5623, Bayou Sale, Horseshoe Bayou and Jeanerette Fields, St. Mary Parish, Louisiana, **RESERVING** in State Lease No. 5623 all depths below the stratigraphic equivalent of the base of the CRIS-R Sand at a depth of 16,706', located in Section 33, T13S, R9E, Jeanerette Field, St. Mary Parish, Louisiana, with further particulars being stipulated in the instrument.

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

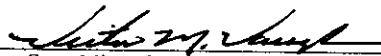
This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

- 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.

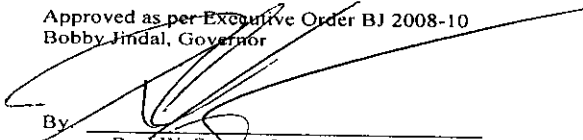
BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument.

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 12th day of December, 2012, 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. Sebora, Jr.
Chairman, State Mineral Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 11 from the December 12, 2012 Meeting be approved subject to the approval of the Governor of Louisiana, said instrument being an Assignment from Swift Energy Operating LLC to EnergyQuest II, LLC, of all of Assignor's right, title and interest in and to State Lease No 340, Cote Blanche Island, St. Mary Parish, Louisiana, **RESERVING** all depths below the stratigraphic equivalent of the MA-3 Sand at a depth of 18,302' MD, **EXCLUDING** 1.265 51 acres reserved to be released by Swift Energy Operating LLC, with further particulars being stipulated in the instrument

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

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

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

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

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

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

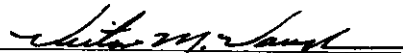
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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

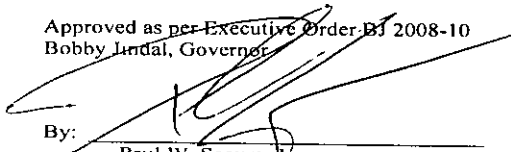
BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument

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 12th day of December, 2012, 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. Chustz seconded by Mr. Smith, the following Resolution was offered and adopted.

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 12 from the December 12, 2012 Meeting be approved, said instrument being An Assignment from Nexen Petroleum U S A. Inc. to Goodwater Oil & Gas, LLC, of all of Assignor's right, title and interest in and to State Lease No. 7964, Acadia Parish, Louisiana, with further particulars being stipulated in the instrument

Goodwater 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,

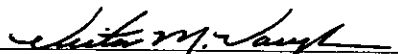
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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 12th day of December, 2012, 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. Chustz seconded by Mr. Smith, the following Resolution was offered and adopted.

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 13 from the December 12, 2012 Meeting be approved, said instrument being an Assignment from Southern Oil & Gas Company, Inc., of all of Assignor's right, title and interest to the following in the proportions set out below:

Manti Equity Partners, LP	94%
Manti, LP	6%

in and to State Lease No 20783, 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 12th day of December, 2012, 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. Chustz seconded by Mr. Smith, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 14 from the December 12, 2012 Meeting be approved, said instrument being an Assignment from Petrus Energy, LLC, of an undivided interest to the following in the proportions set out below.

J&S Oil & Gas LLC	5.7125% of 8/8ths
Spearman Energy Inc	1.0000% of 8/8ths
B&L Exploration LLC	9.3750% of 8/8ths
Etroa Gulf Coast LLC	11.363636% of 8/8ths
Howard Energy Co. Inc	12.5000% of 8/8ths
Park Resources #1, LLC	10.0000% of 8/8ths
Rudman Family Trust	1.1250% of 8/8ths

in and to State Lease No. 20434, Terrebonne Parish, Louisiana, **INSOFAR AND ONLY INSOFAR AS** to that 17.665 acres lying inside of the boundaries of that certain Voluntary Unit Agreement for the CL&F #1 Well, with further particulars being stipulated in the instrument.

J&S 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 12th day of December, 2012, 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. Chustz seconded by Mr. Smith, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 15 from the December 12, 2012 Meeting be approved, said instrument being An Assignment from Petrus Energy, LLC to Curocom Energy LLC, an undivided 28 63095% of 8/8ths interest in and to State Lease No. 20434, Terrebonne Parish, Louisiana, **INSOFAR AND ONLY INSOFAR AS** to that 17.665 acres lying inside the boundaries of that certain Voluntary Unit Agreement for the CL&F #1 Well, with further particulars being stipulated in the instrument.

Petrus 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;

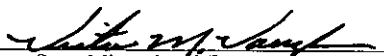
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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 12th day of December, 2012, 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. Chustz seconded by Mr. Smith, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 16 from the December 12, 2012 Meeting be approved, said instrument being an Assignment from Petrus Energy, LLC to Curocom Energy LLC, an undivided 28.63095% of 8/8ths interest in and to State Lease No. 20434, Terrebonne Parish, Louisiana, **INSOFAR AND ONLY INSOFAR AS** to that 17.665 acres lying inside the boundaries of that certain Voluntary Unit Agreement for the CL&F #1 Well, with further particulars being stipulated in the instrument

Petrus 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 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,

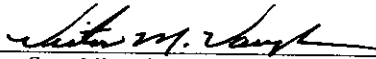
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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 12th day of December, 2012, 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. Chustz seconded by Mr. Smith, the following Resolution was offered and adopted.

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 17 from the December 12, 2012 Meeting be approved, said instrument being An Assignment from J & S Program 2006 L P., J & S 2008 Program, L.L.C., J & S Oil & Gas Management, Ltd., J & S Oil & Gas, LLC, ACOGIF LLC, Deep South Energy, Inc., Lewiston Atlas, Ltd., Madison, L.L.C., Minghung Exploration LLC, Stokes & Spiehler Properties, Inc. and Propel Energy, LLC to Northstar Offshore Group, LLC, of all of Assignor's right, title and interest in and to State Lease Nos. 18423, 18521, 18524, 19031, 19190, 19192 and 20473, Cameron Parish, Louisiana, with further particulars being stipulated in the instrument.

Northstar Offshore Group, 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;

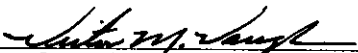
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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 12th day of December, 2012, 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. Chustz seconded by Mr. Smith, the following Resolution was offered and adopted.

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 18 from the December 12, 2012 Meeting be approved subject to the approval of the Governor of Louisiana, said instrument being an Assignment from EP Energy E&P Company, L.P. to McMoRan Oil & Gas LLC, an undivided 12.66667% of 8/8ths interest in and to State Lease No. 340, Mound Point Field Area, Iberia 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 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,

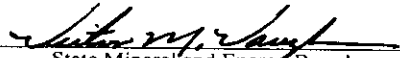
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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.

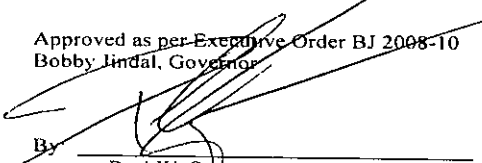
BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument

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 12th day of December, 2012, 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. Chustz seconded by Mr. Smith, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 19 from the December 12, 2012 Meeting be approved, said instrument being An Assignment from Century Exploration New Orleans, LLC and Champion Exploration, LLC to Castex Energy Inc., of all of Assignor's right, title and interest in and to State Lease No. 19201, St. Charles and Lafourche Parishes, Louisiana, with further particulars being stipulated in the instrument.

Castex 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;

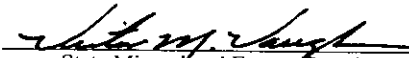
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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 12th day of December, 2012, 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. Chustz seconded by Mr. Smith, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 20 from the December 12, 2012 Meeting be approved, said instrument being An Assignment from Panther Bayou Energy, LLC, Panther Bayou Marsh Island Interests, II, LLC, PGP Holdings 1, LLC and RPK Investments, L L C to the following in the proportions set out below

All Aboard Development Corporation	0 0038584
Bridgepoint Exploration LLC	0 0001465
DEIMI Exploration LLC	0 0292921
Dynamic Offshore Resources, LLC	0 0834360
George E. Brower/GEBII Marsh Island	0 0009291
3D Program LLC	
JEK Marsh LLC	0 0009291
Marsh Island LP	0 0030757
Marsh Island Energy LLC	0.0024547
NWP Partners LLC	0 0004646
Paul & Betty Jacobs	0 0004394
The Paul & Cathy Schroeder Family Trust	0 0002929
Ryan Oil & Gas Partners L L C	0 0010630
RVCKaiser LLC	0 0009291
William Thurwachter	0 0004394

in and to State Lease Nos. 19299 and 19411, Iberia Parish, Louisiana, AND an Assignment from Panther Bayou Energy, LLC, Panther Bayou Marsh Island Interests, II, LLC, PGP Holdings 1, LLC and RPK Investments, L L C to the following in the proportions set out below

All Aboard Development Corporation	0 0034698
Dynamic Offshore Resources, LLC	0 1110841
George E. Brower/GEBII Marsh Island	0 0006939
3D Program LLC	
JEK Marsh LLC	0 0006939
Marsh Island LP	0 0029146
NWP Partners LLC	0 0003470
Paul & Betty Jacobs	0 0004164
The Paul & Cathy Schroeder Family Trust	0 0002776
Ryan Oil & Gas Partners L L C	0 0008674
RVCKaiser LLC	0 0006939
William Thurwachter	0 0004164

in and to State Lease Nos. 19731 and 19746, Iberia Parish, Louisiana, with further particulars being stipulated in the instrument

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

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

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

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

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

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

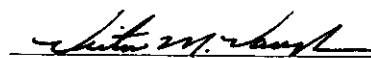
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 12th day of December, 2012, 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. Chustz seconded by Mr. Smith, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 21 from the December 12, 2012 Meeting be approved, said instrument being An Assignment from Merit Energy Services, L.L.C., of all of Assignor's right, title and interest to the following in the proportions set out below

Badger Energy, L.L.C	50.00%
Mack Oil Co.	50.00%

in and to State Lease No 21041, St Charles Parish, Louisiana, with further particulars being stipulated in the instrument

Badger Energy, 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;

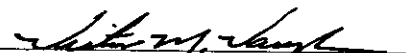
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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 12th day of December, 2012, 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. Chustz seconded by Mr. Smith, the following Resolution was offered and adopted.

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 22 from the December 12, 2012 Meeting be approved, said instrument being an Assignment from Houston Energy, L.P., of all of Assignor's right, title and interest to the following in the proportions set out below:

Walter Oil & Gas Corporation	60%
CL&F Resources LP	40%

in and to State Lease No. 20779, Jefferson Parish, Louisiana, with further particulars being stipulated in the instrument.

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

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

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

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

3) That in the event ownership of the basic mineral lease is or becomes vested in two or more lessees responsible to the lessor for compliance with indivisible obligations to maintain the lease, then said lessees shall designate in writing to the State Mineral and Energy Board the lessee representing the joint account of all lessees, who shall be accountable to the Board for discharge of indivisible obligations under the lease for all lessees or for release in lieu of compliance therewith, provided that in the event of failure of said lessees to comply with such condition, then the Board may withhold approval of and thereby deny validity to any pending or future assignment or transfer of an interest in the lease, and, provided further, that if any lessee should agree to release the lease or any segregated portion thereof in lieu of complying with an indivisible lease obligation to maintain the lease and no other lessee desires to assume and undertake the indivisible obligation, then all lessees agree to join in a release or to otherwise execute a similar release of their rights to lessor, relegating any 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 12th day of December, 2012, 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. Chustz seconded by Mr. Smith, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 23 from the December 12, 2012 Meeting be approved, said instrument being an Assignment from Diasu Oil & Gas Co., Inc to G&S Energy, Inc., of all of Assignor's right, title and interest in and to State Lease No. 14211, Terrebonne Parish, Louisiana, with further particulars being stipulated in the instrument.

G&S 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 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 12th day of December, 2012, 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. Chustz seconded by Mr. Smith, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 24 from the December 12, 2012 Meeting be approved, said instrument being an Assignment from Houston Energy, L.P., of all of Assignor's right, title and interest to the following in the proportions set out below:

Walter Oil & Gas Corporation	30.25%
Manti Equity Partners, LP	25.944%
Manti Exploration & Production, Inc.	1.656%
CL&F Resources LP	30.25%
Hogg-HE-10 Energy, LLC	7.5%
Sunbelt Energy Properties-Bully Camp, LLC	4.40%

in and to State Lease No. 20458, Lafourche Parish, Louisiana, with further particulars being stipulated in the instrument

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

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

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

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

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

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

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

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

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 12th day of December, 2012, 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. Chustz seconded by Mr. Smith, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 25 from the December 12, 2012 Meeting be approved, said instrument being an Assignment from Cago, Inc. to SM Energy Company, of all of Assignor's right, title and interest in and to State Lease No. 6002, Bossier and Caddo Parishes, Louisiana, **LESS AND EXCEPT** that portion within the boundaries of the CV RA SU32, with further particulars being stipulated in the instrument.

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

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

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

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

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

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

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

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

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 12th day of December, 2012, 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

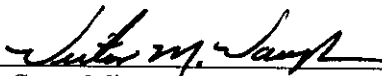
On motion of Mr. Chustz, seconded by Mr. Smith, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 26 from the December 12, 2012, Meeting be deferred, said instrument being an Assignment from Railsback Legacy, LLC to SM Energy Company, of all of Assignor's right, title and interest in and to State Lease No. 6002, Bossier and Caddo Parishes, Louisiana, **LESS AND EXCEPT** that portion within the boundaries of the CV RA SU32, with further particulars being stipulated in the instrument.

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 12th day of December, 2012, 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. Chustz seconded by Mr. Smith, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 27 from the December 12, 2012 Meeting be approved, said instrument an Assignment from Delta Operating Corporation to Enstone Energy LLC, of an undivided 3.75% interest in and to State Lease No. 19489, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument.

Marks Operating 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 12th day of December, 2012, 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. Chustz seconded by Mr. Smith, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 28 from the December 12, 2012 Meeting be approved subject to the approval of the Governor of Louisiana, said instrument being A Reassignment from Mustang Energy L.C., CL&F Resources LP, Bret Exploration Company, Incorporated, Cristina Energy, Inc., Inland Operators, L.L.C., and K-Exploration Co to the following in the proportions set out below:

Kriti Exploration, Inc.	98.625%
First Australian Resources, Inc	1.3750%

in and to State Lease No. 328, Lafourche Parish, Louisiana, **INSOFAR AND ONLY INSOFAR AS** the lease covers lands lying within the areal boundaries of the Bigenerina Humblei 4 Sand, RA SUA, Lake Long Field, from the top of the unit to a depth of one hundred (100) feet below the stratigraphic equivalent of the base (Order No. 717-M), with further particulars being stipulated in the instrument.

Kriti Exploration, 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

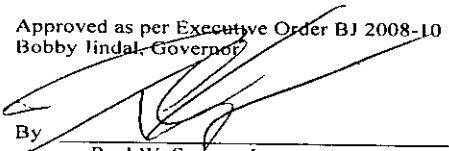
BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument.

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 12th day of December, 2012, 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. Chustz seconded by Mr. Smith, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 29 from the December 12, 2012 Meeting be approved subject to the approval of the Governor of Louisiana, said instrument being an Assignment from Kriti Exploration, Inc. to S2 Energy, LLC, of all of Assignor's right, title and interest 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,

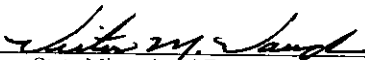
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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 12th day of December, 2012, 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. Seguta, Jr.
Chairman, State Mineral Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 30 from the December 12, 2012 Meeting be approved, said instrument being an Assignment from Whittier Energy Company to Emu Exploration, LLC of all of Assignor's right, title and interest in and to State Lease Nos. 20703, 20723, 20728, 20729, 20759, 20802, 20803 and 20804, St. Landry Parish, Louisiana, with further particulars being stipulated in the instrument.

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

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

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

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

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

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

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

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

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, 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 12th day of December, 2012, 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. Chustz seconded by Mr. Smith, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 31 from the December 12, 2012 Meeting be approved subject to the approval of the Governor of Louisiana, said instrument being an Assignment from Milam Energy, L.P. to Mission Resources Corporation, of all of Assignor's right, title and interest in and to State Lease No. 346, St Martin Parish, Louisiana, with further particulars being stipulated in the instrument

Mission Resources 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

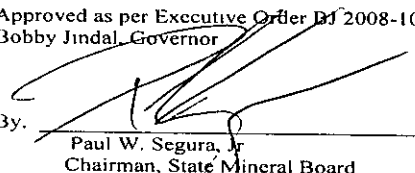
CERTIFICATE

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 12th day of December, 2012, 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. Chustz seconded by Mr. Smith, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 32 from the December 12, 2012 Meeting be approved subject to the approval of the Governor of Louisiana, said instrument being A Merger whereby Mission Resources Corporation is merging with and into Petrohawk Energy Corporation under the name of Petrohawk Energy Corporation, affecting State Lease No. 346, St. Martin Parish, Louisiana, with further particulars being stipulated in the instrument.

Petrohawk Energy 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,

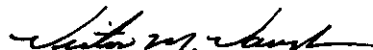
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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

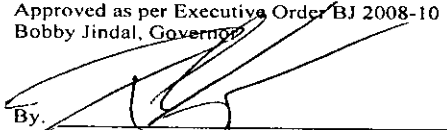
BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument.

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 12th day of December, 2012, 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. Chustz seconded by Mr. Smith, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 33 from the December 12, 2012 Meeting be approved subject to the approval of the Governor of Louisiana, said instrument being an Assignment from Petrohawk Energy Corporation to Milagro Producing, LLC, of all of Assignor's right, title and interest in and to Statc Lease No. 346, St Martin Parish, Louisiana, with further particulars being stipulated in the instrument.

Milagro Producing, 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, subcase 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.

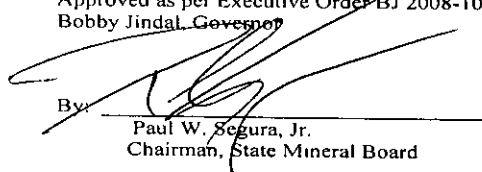
CERTIFICATE

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 12th day of December, 2012, 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. Chustz seconded by Mr. Smith, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 34 from the December 12, 2012 Meeting be approved, said instrument being an Assignment and Correction of Assignment from Sandpiper Energy, Inc., of all of Assignor's right, title and interest to the following in the proportions set out below:

Wadi Petroleum, Inc.	.15000
Riomax, Ltd.	.16500
Wiltron Corporation	.02500
LAMB Interests, LLC	.01000
Sprig Resources	.01000
The Termo Company	.10000
North American Reserve Corp.	.06000
Diamond Onshore Production II, LP	.04000
Pin Oak Petroleum II, LP	.02000
Black Diamond Exploration, Inc.	.03000
Gulf Standard Production, LLC	.03000
Horizon Resources, L.P	.25000
Kenneth Kades, husband of Madeline Kades	.03000
Samuel Munroe, husband of Marcia E. Munroe	.03000
South Bay Corporation of Corpus Christi	.00500
AC Exploration, LLC	.02500
Purple Haze Oil and Gas LLC	.02000

in and to State Lease No 20361, Cameron Parish, Louisiana, with further particulars being stipulated in the instrument.

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

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

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

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

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

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

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

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

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 12th day of December, 2012, 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. Chustz, seconded by Mr. Smith, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 12-46 from the December 12, 2012 Meeting be approved subject to the approval of the Governor of Louisiana, said instrument being a Lease Amendment by and between the State of Louisiana, through State Mineral and Energy Board and Hilcorp Energy I, L.P. and The Louisiana Land and Exploration Company LLC, whereas said parties desire to amend said leases to include a Force Majeure Provision and other required clauses, affecting State Lease No. 301, Terrebonne 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.

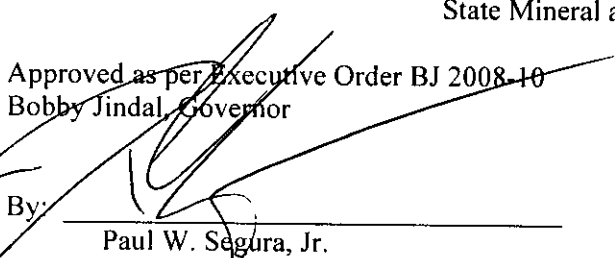
BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to sign said lease to reflect the approval of the State Mineral and Energy Board.

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 12th day of December, 2012, 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