

MINUTES

STATE MINERAL AND ENERGY BOARD

REGULAR MEETING AND LEASE SALE

JUNE 12, 2013

A Regular Meeting and Lease Sale of the State Mineral and Energy Board was held on Wednesday, June 12, 2013, beginning at 11:00 a.m. in the La Belle Room, First Floor, LaSalle Office Building, Baton Rouge, Louisiana, subject to the call of the Governor and Ex-Officio Chairman.

Mr. W. Paul Segura, Jr., 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
Dan R. Brouillette
Stephen Chustz, DNR Secretary
Emile B. Cordaro
Louis J. Lambert
Thomas W. Sanders
Darryl D. Smith

The following members of the Board were recorded as absent:

Garret Graves (Governor Bobby Jindal's designee)
R.E. "Bob" Miller
Robert "Michael" Morton

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

Also recorded as present were:

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

Upon motion of Mr. Chustz, seconded by Mr. Lambert, and unanimously adopted by the Board, the Board recessed at 11:02 a.m. in order to continue with the committee meetings.

Upon motion of Mr. Arnold, seconded by Mr. Cordaro, and unanimously adopted by the Board, the Board reconvened in open session at 11:49 a.m.

The Chairman then stated that the next order of business was the approval of the May 8, 2013 Minutes. A motion was made by Mr. Arnold to adopt the Minutes as submitted and to waive reading of same. His motion was seconded by Mr. 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. Smith, seconded by Mr. Cordaro, 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.

At this time, upon motion of Mr. Sanders, seconded by Mr. Arnold, and unanimously adopted by the Board, Mr. Sanders requested that the Mineral and Energy Board authorize the staff to complete the drafting of the revised oil and gas lease form that Mr. Heck has been working on and that was previously discussed by the Board. Mr. Sanders stated that this is in an effort to hopefully address some of the issues that have come before the Board in dealing with certain mineral leases and leaseholders and other aspects of it.

The Chairman then announced that the Board would recess its regular meeting at 11:52 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. Sanders, 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. Sanders, seconded by Mr. Brouillette, and unanimously adopted by the Board, the Board reconvened in open session at 12:01 p.m.

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

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

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on a portion of Tract 43227, said portion being 167.940 acres more particularly described in said bid and outlined on accompanying plat, to Harold J. Anderson, Inc.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on Tract 43244 to Border Exploration, L.L.C.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on Tract 43245 to Border Exploration, L.L.C.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on Tract 43246 to Border Exploration, L.L.C.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on Tract 43251 to K-Exploration Co.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on Tract 43252 to K-Exploration Co.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on a portion of Tract 43254, said portion being 191.300 acres more particularly described in said bid and outlined on accompanying plat, to Integrated Exploration and Production, LLC.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on Tract 43256 to Proland, LLC.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on Tract 43259 to Proland, LLC.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on Tract 43263 to Allen & Kirmse, Ltd.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on a portion of Tract 43268, said portion being 285.01 acres more particularly described in said bid and outlined on accompanying plat, to TRI-C RESOURCES, LLC.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on Tract 43270 to Square Mile Energy, L.L.C.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on a portion of Tract 43275, said portion being 917.000 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. Sanders, the Board voted unanimously to award a lease on a portion of Tract 43276, said portion being 28.000 acres more particularly described in said bid and outlined on accompanying plat, to K-Exploration Co.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on another portion of Tract 43276, said portion being 12.000 acres more particularly described in said bid and outlined on accompanying plat, to K-Exploration Co.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to reject the bid on Tract 43278 for improper bid. **(Note: An oral bid was submitted and subsequently awarded on this tract. Refer to the end of the awarding of the leases.)**

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on Tract 43279 to Swift Energy Operating, LLC.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on a portion of Tract 43281, said portion being 463.980 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. Sanders, the Board voted unanimously to award a lease on Tract 43285 to Strata Acquisitions LLC.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on Tract 43286 to PAR Minerals Corporation.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on Tract 43287 to HEP Energy, Inc.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on Tract 43288 to HEP Energy, Inc.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on Tract 43289 to HEP Energy, Inc.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on Tract 43290 to HEP Energy, Inc.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on Tract 43291 to HEP Energy, Inc.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on Tract 43292 to HEP Energy, Inc.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on Tract 43293 to HEP Energy, Inc.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on Tract 43294 to HEP Energy, Inc.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on Tract 43296 to Anadarko E&P Onshore LLC.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on Tract 43297 to Anadarko E&P Onshore LLC.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on Tract 43299 to Anadarko E&P Onshore LLC.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on Tract 43303 to Theophilus Oil, Gas & Land Services, LLC.

At this time, the Chairman entertained a motion to extend the agenda to include oral bidding from the floor regarding Tract No. 43278 because the bid was rejected due to improper bid. A motion was made by Mr. Sanders, seconded by Mr. Arnold, and unanimously adopted by the Board. (No public comment was made at this time.)

Mr. Bill Williams, representing Swift Energy Operating, LLC, came forward and offered the following:

Tract 43278

Bidder	:	Swift Energy Operating, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$87,670.55
Price per acre	:	\$407.77
Annual Rental	:	\$43,835.28
Royalties	:	25% on oil and gas
	:	25% on other minerals
Additional Consideration	:	None

There being no other bidders on this tract, upon motion of Mr. Sanders, seconded by Mr. Smith, and based on staff's recommendation, the Board voted unanimously to award a lease on Tract 43278 to Swift Energy Operating, LLC. (No public comment was made at this time.)

This concluded the awarding of the leases.

The following announcements were then made:

Stacey Talley stated that "the total for today's Lease Sale is \$2,626,342.27 bringing the fiscal year-to-date total to \$18,326,000.

I also have an announcement about this year's oil and gas conference. It is going to be August 28-30. Registration is now open for it and registration for sponsors and exhibitors is also open. We have brochures at the back of the room for registration and sponsor exhibitors."

The Chairman encouraged anyone who hasn't attended the seminar in the past to come to this year's conference.

The Chairman then stated there being no further business to come before the Board, upon motion of Mr. Arnold, seconded by Mr. Sanders, the meeting was adjourned at 12:06 p.m.

Respectfully submitted,

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

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 JUNE 12, 2013 MINUTES
BY REFERENCE**

A public meeting for the purpose of opening sealed bids was held on Wednesday, June 12, 2013, beginning at 8:30 a.m. in the La Belle Room, First Floor, LaSalle Office Building, Baton Rouge, Louisiana.

Recorded as present were:

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

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

June 12, 2013

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

Gentlemen:

Certified proofs of publication have been received in the Office of Mineral Resources on behalf of the State Mineral and Energy Board for the State of Louisiana from the "Advocate," official journal for the State of Louisiana, and from the respective parish journals as evidence that Tract Nos. 43227 through 43305, have been advertised in accordance with and under the provisions of Chapter 2, Title 30 of the Revised Statutes of 1950, as amended.

Yours very truly,

(Original signed)

Emile Fontenot
Assistant Director
Petroleum Lands Division

Mr. Vaughn then stated that there was one (1) letter of protest received and had been examined by legal counsel for the Board who advised that the Board was in a position to consider bids and award a lease on the protested tract if so desired. Mr. Vaughn stated that the letter of protest was as follows:

1. Lake Arthur Reclamation Company, Ltd., dated May 23, 2013, involving Tract No. 43261.

The Letter of Protest is hereby attached and made a part of the Minutes by reference.

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

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

OFFSHORE TRACTS

Tract 43227
(Portion – 167.940 acres)

Bidder	:	Harold J. Anderson, Inc.
Primary Term	:	Five (5) years
Cash Payment	:	\$53,236.98
Annual Rental	:	\$26,618.49
Royalties	:	22% on oil and gas
	:	22% on other minerals
Additional Consideration	:	None

Tract 43228

No Bids

Tract 43229

No Bids

Tract 43230

No Bids

Tract 43231

No Bids

Tract 43232

No Bids

Tract 43233

No Bids

June 12, 2013

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Tract 43234

No Bids

INLAND TRACTS

Tract 43235

No Bids

Tract 43236

No Bids

Tract 43237

No Bids

Tract 43238

No Bids

Tract 43239

No Bids

Tract 43240

No Bids

Tract 43241

No Bids

Tract 43242

No Bids

Tract 43243

No Bids

Tract 43244

Bidder	:	Border Exploration, L.L.C.
Primary Term	:	Three (3) years
Cash Payment	:	\$25,712.50
Annual Rental	:	\$12,857.00
Royalties	:	26.5% on oil and gas
	:	26.5% on other minerals
Additional Consideration	:	None

Tract 43245

Bidder	:	Border Exploration, L.L.C.
Primary Term	:	Three (3) years
Cash Payment	:	\$23,237.50
Annual Rental	:	\$11,619.00
Royalties	:	26.5% on oil and gas
	:	26.5% on other minerals
Additional Consideration	:	None

Tract 43246

Bidder	:	Border Exploration, L.L.C.
Primary Term	:	Three (3) years
Cash Payment	:	\$23,787.50
Annual Rental	:	\$11,894.00
Royalties	:	26.5% on oil and gas
	:	26.5% on other minerals
Additional Consideration	:	None

Tract 43247

No Bids

Tract 43248

No Bids

Tract 43249

No Bids

Tract 43250

No Bids

Tract 43251

Bidder	:	K-Exploration Co.
Primary Term	:	Three (3) years
Cash Payment	:	\$14,280.00
Annual Rental	:	\$7,140.00
Royalties	:	23% on oil and gas
	:	23% on other minerals
Additional Consideration	:	None

Tract 43252

Bidder	:	K-Exploration Co.
Primary Term	:	Three (3) years
Cash Payment	:	\$22,185.00
Annual Rental	:	\$11,092.50
Royalties	:	24% on oil and gas
	:	24% on other minerals
Additional Consideration	:	None

Tract 43253

No Bids

Tract 43254

(Portion – 191.300 acres)

Bidder	:	Integrated Exploration and Production, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$28,695.00
Annual Rental	:	\$14,347.50
Royalties	:	21% on oil and gas
	:	21% on other minerals
Additional Consideration	:	The VUA; State Lease 18065 Nos. 1 (SN230155) and 3 (SN234492) Wells are located on the lands described in this portion bid. Clayton Williams Exploration, Inc. ("CWEI") is the owner and operator of record of said wells. Integrated Exploration and Production, LLC ("Integrated"), has entered into an agreement with CWEI to acquire said wells, contingent upon Integrated's acquisition of a new state lease. As additional consideration for the granting of this lease, and provided Integrated becomes the operator of record of said wells under the terms of its agreement with CWEI, Integrated will, during the first year of the lease, commence, in good faith, operations to restore production from

one (1) of said wells, unless said operations are delayed or made impractical by the occurrence of a Force Majeure event, as defined in Paragraph 13 of the state lease form. In the event Integrated fails to commence such good faith operations, Integrated will, within thirty (30) days from the first anniversary of the lease, pay the State of Louisiana, as liquidated damages, the sum of \$30,000.00.

Tract 43255

No Bids

Tract 43256

Bidder	:	Proland, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$44,764.00
Annual Rental	:	\$22,382.00
Royalties	:	25% on oil and gas
	:	25% on other minerals
Additional Consideration	:	None

Tract 43257

No Bids

Tract 43258

No Bids

Tract 43259

Bidder	:	Proland, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$50,170.40
Annual Rental	:	\$25,085.20
Royalties	:	25% on oil and gas
	:	25% on other minerals
Additional Consideration	:	None

Tract 43260

No Bids

Tract 43261

No Bids

Tract 43262

No Bids

Tract 43263

Bidder	:	Allen & Kirmse, Ltd.
Primary Term	:	Three (3) years
Cash Payment	:	\$127,000.00
Annual Rental	:	\$63,500.00
Royalties	:	23.5% on oil and gas
	:	23.5% on other minerals
Additional Consideration	:	None

Tract 43264

No Bids

Tract 43265

No Bids

Tract 43266

No Bids

Tract 43267

No Bids

Tract 43268
(Portion – 285.01 acres)

Bidder	:	TRI-C RESOURCES, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$116,854.10
Annual Rental	:	\$58,427.05
Royalties	:	22.50% on oil and gas
	:	22.50% on other minerals
Additional Consideration	:	None

Tract 43269

No Bids

Tract 43270

Bidder	:	Square Mile Energy, L.L.C.
Primary Term	:	Three (3) years
Cash Payment	:	\$904,350.60
Annual Rental	:	\$452,175.30
Royalties	:	22.5% on oil and gas
	:	22.5% on other minerals
Additional Consideration	:	None

Tract 43271

No Bids

Tract 43272

No Bids

Tract 43273

No Bids

Tract 43274

No Bids

Tract 43275

(Portion – 917.000 acres)

Bidder	:	Swift Energy Operating, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$740,725.09
Annual Rental	:	\$370,362.55
Royalties	:	25% on oil and gas
	:	25% on other minerals
Additional Consideration	:	None

Tract 43276

(Portion – 28.000 acres)

Bidder	:	K-Exploration Co.
Primary Term	:	Three (3) years
Cash Payment	:	\$7,140.00
Annual Rental	:	\$5,600.00
Royalties	:	25% on oil and gas
	:	25% on other minerals
Additional Consideration	:	None

Tract 43276
(Portion – 12.000 acres)

Bidder	:	K-Exploration Co.
Primary Term	:	Three (3) years
Cash Payment	:	\$15,048.00
Annual Rental	:	\$9,600.00
Royalties	:	25% on oil and gas
	:	25% on other minerals
Additional Consideration	:	None

Tract 43277

No Bids

Tract 43278

Bidder	:	Swift Energy Operating, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$87,670.55
Annual Rental	:	Not specified
Royalties	:	25% on oil and gas
	:	25% on other minerals
Additional Consideration	:	None

Tract 43279

Bidder	:	Swift Energy Operating, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$98,786.70
Annual Rental	:	\$49,393.35
Royalties	:	25% on oil and gas
	:	25% on other minerals
Additional Consideration	:	None

Tract 43280

No Bids

Tract 43281
(Portion – 463.980 acres)

Bidder	:	Hilcorp Energy I, L.P.
Primary Term	:	Three (3) years
Cash Payment	:	\$131,306.34
Annual Rental	:	\$65,653.17
Royalties	:	22.5% on oil and gas
	:	22.5% on other minerals
Additional Consideration	:	None

Tract 43282

No Bids

Tract 43283

No Bids

Tract 43284

No Bids

STATE AGENCY TRACTS

Tract 43285

Bidder	:	Strata Acquisitions LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$49,445.51
Annual Rental	:	\$24,722.76
Royalties	:	22.5% on oil and gas
	:	22.5% on other minerals
Additional Consideration	:	None

Tract 43286

Bidder	:	PAR Minerals Corporation
Primary Term	:	Three (3) years
Cash Payment	:	\$20,220.00
Annual Rental	:	\$10,110.00
Royalties	:	25% on oil and gas
	:	25% on other minerals
Additional Consideration	:	None

TAX ADJUDICATED LANDS TRACTS

Tract 43287

Bidder	:	HEP Energy, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$538.00
Annual Rental	:	\$269.00
Royalties	:	22.5% on oil and gas
	:	22.5% on other minerals
Additional Consideration	:	None

Tract 43288

Bidder	:	HEP Energy, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$538.00
Annual Rental	:	\$269.00
Royalties	:	22.5% on oil and gas
	:	22.5% on other minerals
Additional Consideration	:	None

Tract 43289

Bidder	:	HEP Energy, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$403.50
Annual Rental	:	\$201.75
Royalties	:	22.5% on oil and gas
	:	22.5% on other minerals
Additional Consideration	:	None

Tract 43290

Bidder	:	HEP Energy, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$538.00
Annual Rental	:	\$269.00
Royalties	:	22.5% on oil and gas
	:	22.5% on other minerals
Additional Consideration	:	None

Tract 43291

Bidder	:	HEP Energy, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$538.00
Annual Rental	:	\$269.00
Royalties	:	22.5% on oil and gas
	:	22.5% on other minerals
Additional Consideration	:	None

Tract 43292

Bidder	:	HEP Energy, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$538.00
Annual Rental	:	\$269.00
Royalties	:	22.5% on oil and gas
	:	22.5% on other minerals
Additional Consideration	:	None

Tract 43293

Bidder	:	HEP Energy, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$538.00
Annual Rental	:	\$269.00
Royalties	:	22.5% on oil and gas
	:	22.5% on other minerals
Additional Consideration	:	None

Tract 43294

Bidder	:	HEP Energy, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$538.00
Annual Rental	:	\$269.00
Royalties	:	22.5% on oil and gas
	:	22.5% on other minerals
Additional Consideration	:	None

Tract 43295

No Bids

Tract 43296

Bidder	:	Anadarko E&P Onshore LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$8,040.00
Annual Rental	:	\$4,020.00
Royalties	:	22.5% on oil and gas
	:	22.5% on other minerals
Additional Consideration	:	None

Tract 43297

Bidder	:	Anadarko E&P Onshore LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$7,437.00
Annual Rental	:	\$3,718.50
Royalties	:	22.5% on oil and gas
	:	22.5% on other minerals
Additional Consideration	:	None

Tract 43298

No Bids

Tract 43299

Bidder	:	Anadarko E&P Onshore LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$16,080.00
Annual Rental	:	\$8,040.00
Royalties	:	22.5% on oil and gas
	:	22.5% on other minerals
Additional Consideration	:	None

Tract 43300

No Bids

Tract 43301

No Bids

Tract 43302

No Bids

VACANT STATE LAND TRACTS

Tract 43303

Bidder	:	Theophilus Oil, Gas & Land Services, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$6,000.00
Annual Rental	:	\$3,000.00
Royalties	:	20% on oil and gas
	:	20% on other minerals
Additional Consideration	:	None

Tract 43304

No Bids

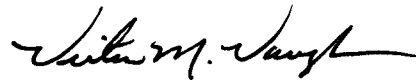
Tract 43305

No Bids

This concluded the reading of the bids.

There being no further business, the meeting was concluded at 9:05 a.m.

Respectfully submitted,



Victor M. Vaughn
Executive Officer
State Mineral and Energy Board

LAW OFFICES OF
STOCKWELL, SIEVERT, VICCELLIO, CLEMENTS & SHADDOCK
L.L.P.

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H. ALAN McCALL
BRIAN L. COODY
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BENJAMIN J. GUILBEAU, JR.
H. AUBREY WHITE, III (1,2)
LEE W. BOYER (3)
TODD M. AMMONS
DAVID L. MORGAN
JOHN J. SIMPSON

DALLAS K. KINGHAM
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(1) BOARD CERTIFIED*
ESTATE PLANNING AND
ADMINISTRATION SPECIALIST

(2) LL.M. IN TAXATION
BOARD CERTIFIED* TAX
LAW SPECIALIST

*BY THE LOUISIANA BOARD
OF LEGAL SPECIALIZATION

(3) ALSO ADMITTED IN TEXAS

(4) ALSO ADMITTED IN
DISTRICT OF COLUMBIA

May 23, 2013

VIA CERTIFIED MAIL: 7012 1010 0002 2041 5354

Mr. Stephen Chustz, Secretary
Office of Mineral Resources
P.O. Box 94396
Baton Rouge, LA 70804-9396

RE: **State of Louisiana Mineral Board - State Leases;
June 11, 2013 Mineral Lease Sale,
Tract 43261**

Dear Mr. Chustz:

Please be advised that Lake Arthur Reclamation Company, Ltd. ("LARCO") owns a portion of the lands located in **Tract 43261**, which is currently advertised for the June 11, 2013 Mineral Lease Sale.

Without waiving any rights, LARCO has previously claimed ownership, and does hereby reassert its ownership, to portions of Rabbit Island as it existed when patents were issued to LARCO's predecessors in title. Further, not only does LARCO claim ownership to parts of Rabbit Island, but also to the bed of Grand Lake where portions of Rabbit Island were formerly located, but lost to erosion, which land was included in said patents of LARCO's predecessors in title. Any loss of land formerly comprising Rabbit Island is due to man-made erosion, particularly construction and operation of the Intracoastal Waterway and other man-made works. As such, LARCO claims ownership of said bed of Grand Lake where parts of Rabbit Island formerly existed, as said erosion was caused by acts of man, and not by nature, which ownership is consistent with its chain of title.

May 23, 2013

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Please read this letter to the prospective bidders at the June 11, 2013, State Lease Sale to advise them of LARCO's position, and also please make this letter part of the minutes of the State Lease Sale to be held in Baton Rouge, Louisiana on June 11, 2013.

Sincerely yours,


DALLAS K. KINGHAM

cc: M.O. Miller, II – Vice President of LARCO,
Member of Oil and Gas Committee

Allen & Kirmse (Via Certified Mail: 7012 1010 0002 2041 5309)

Board of Directors of LARCO (via regular mail)

DKK/ew



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, June 12, 2013 at 9:43 a.m. with the following members of the board in attendance: Mr. W. Paul Segura, Jr., Mr. Thomas L. Arnold, Jr., Mr. Dan R. Brouillette, Mr. Stephen Chustz, Mr. Emile B. Cordaro, Mr. Louis J. Lambert, Mr. Thomas W. Sanders and Mr. Darryl D. Smith.

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

I. Geological and Engineering Staff Review

According to SONRIS there are 1,851 active State Leases covering almost 793,000 acres. The Geological and Engineering Division has reviewed 178 leases covering approximately 71,000 acres.

II. Committee Review

- 2.) A staff report on **State Leases 1450, 1451, 1480, 4534 and 14589**, Lake Raccourci Field, Jefferson and Lafourche Parishes. ExxonMobil Corporation is the lessee.

The recommendation was to extend ExxonMobil's spud date to April 1, 2014 for the reasons stipulated in their letter of May 23, 2013.

III. Industry Appearance

- 1.) An appearance, requested by Harvest Oil & Gas, LLC, to discuss **State Lease 17156**, Vermilion Blk. 16 Field, Vermilion Parish. Harvest Oil and Gas, LLC is the lessee.

A settlement reached between Harvest Oil & Gas, LLC / Saratoga Resources and the staff of the Office of Mineral Resources on behalf of the State Mineral and Energy Board was presented by Victor M. Vaughn, Executive Officer / Geologist Administrator.

The recommendation, based on the settlement between Harvest Oil & Gas, LLC / Saratoga Resources and the staff, was to rescind the State Mineral and Energy Board's drill or drop letter dated April 11, 2013 to Harvest Oil and Gas, LLC regarding State Lease 17156 and the 405 acre partial release demand if they did not drill a well by April 2, 2013. As part of the settlement Harvest / Saratoga has agreed to release 605 acres from State Lease 17156 within 60 days of finalizing the settlement agreement. They will submit a plan of development for State Lease 17156 by January 1, 2015 and spud a well by July 1, 2015.

On motion of Mr. Arnold, seconded by Mr. Sanders, the Board recommended approving the recommendation.

2. An appearance, requested by Harvest Oil & Gas, LLC, to discuss **State Leases 3762 and 3763**, Vermilion Blk. 16 Field, Vermilion Parish. Harvest Oil and Gas, LLC is the lessee.

The recommendation, based on the settlement between Harvest Oil & Gas, LLC / Saratoga Resources and the staff, was to rescind the letter dated April 11, 2013 requesting Harvest Oil & Gas, LLC submit a plan of development or a release of twenty percent of the non- producing state lease acreage on State Lease 3762.

On motion of Mr. Cordaro, seconded by Mr. Segura, the Board recommended approving the recommendation.

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

IV. Force Majeure

Request by Black Elk Energy to extend recognition of the force majeure event affecting SL 14905 an additional 90 days, until the September 11, 2013 Board meeting, was granted by the Board.

Request by The Harvest Group, LLC to extend recognition of the force majeure event affecting A0311 an additional 90 days, or until the September 11, 2013 Board meeting, was granted by the Board.

Updated 06/05/2013

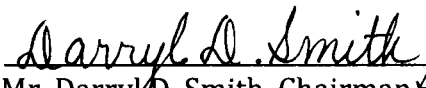
Company Name	Lease Numbers
Leases Off Production Due to Non-Storm Related Force Majeure Events	
Black Elk Energy	14905 (June)
Chevron U. S. A. Inc.	19534, 19536, 19547 (September)
Energy Properties Inc.	725 (September)
Saratoga / The Harvest Group, LLC	A0311 (June)
Stone Energy Offshore, L.L.C.	15074,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

Lease Review Committee
June 12, 2013
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On motion by Mr. Arnold, seconded by Mr. Segura, the Committee moved to accept and approve all reviews and recommendations by the staff.

On motion by Mr. Cordaro, seconded by Mr. Sanders, the Committee moved to adjourn the June 12, 2013 meeting at 9:54 a.m.

Respectfully submitted,



Mr. Darryl D. Smith, Chairman, *LSMB*
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. Arnold, seconded by Mr. Segura, the following resolution was offered and adopted:

WHEREAS, pursuant to Louisiana Revised Statute 30:129, the State Mineral and Energy Board (herein, "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 April 9, 2012, a Texas Gas pipeline ruptured and exploded in the vicinity of Bay Junop Field causing the cessation of production from operators who utilized the line to sell and transport gas;

WHEREAS, Black Elk Energy (herein, "Black Elk") requested recognition of a force majeure condition preventing the continuous operation and production of State Lease 14905 in Terrebonne Parish as a result of the pipeline explosion;

WHEREAS, at the March 13, 2013 meeting, the Board extended recognition of the force majeure condition until the meeting on June 12, 2013;

WHEREAS, Black Elk has submitted an update report stating that the process of acquiring a gas market will require additional time and requests an extension of the force majeure recognition;

NOW THEREFORE BE IT RESOLVED that the Louisiana State Mineral and Energy Board, in consideration of the facts stated herein, by these present extends recognition of the force majeure event until such time as a gas market is restored permitting the company to restore production to the state lease or until the September 11, 2013 Board meeting whichever occurs first. Black Elk Energy shall submit monthly updates 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 June, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



Louisiana State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

LEASE REVIEW COMMITTEE

On Motion of Mr. Arnold, seconded by Mr. Segura, 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;

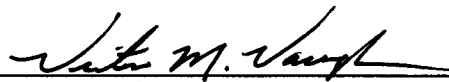
WHEREAS, at the March 13, 2013 meeting, the Board recognized force majeure until the meeting on June 12, 2013;

WHEREAS, THG now requires more time to secure a rig to perform that operation;

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 September 11, 2013 meeting or such time as The Harvest Group, LLC secures a rig and initializes downhole reworking operations affecting Operating Agreement A0311. Once downhole reworking operations 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 The Harvest Group, LLC 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 its 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 June, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



Louisiana State Mineral and Energy Board

Louisiana Department of Natural Resources (DNR)

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Staff Reviews

Report run on: June 18, 2013 6:48 AM

District Code 1 New Orleans- East
 Get Review Date June 12, 2013

Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
00335C		GRAND BAY	GB 13A RB2B SU 05/28/2009 80-M-5 09-522	130	900	JUN. AR JMB: REVIEW 335-C W/ SL 195-A
00508		POTASH	216866-SL 508-025 08/26/1994	150	450	JUN. RCD 5/2/13 SUNDOWN LTR<1/28/12 OMR TO SUNDOWN: UPDATE PROGRESS & TIME SCHEDULE FOR DEV. APR. AR
01227		BRETON SOUND BLOCK 32		1570.27	1570.27	JUN. AR
02125		MAIN PASS BLOCK 35	221990-SL 2125-012 05/24/1998	10.49	389	JUN. RCD TPIC UPDATE STATUS BY 5/8/13
13287		MAIN PASS BLOCK 74	103.85 04/29/2011	92.35	92.35	JUN. AR
14564		LAKE FORTUNA	235.65 02/03/2004	295.27	295.27	JUN. AR
16170		MAIN PASS BLOCK 4	SL 16170	66.11	66.11	JUN. AR
16299		MAIN PASS BLOCK 4	SL 16170	62.425	62.425	JUN. AR
16300		MAIN PASS BLOCK 4	SL 16170	139.669	139.669	JUN. AR
16432		MAIN PASS BLOCK 25		885.27	885.27	JUN. AR
16664		MAIN PASS BLOCK 47	CIB C 1A RA SUA;SL 16664 05/21/2002 1331-E 02-265	602.66	602.66	JUN. AR
16692		MAIN PASS BLOCK 25	SL 16692	133.564	133.564	JUN. AR
16732		MAIN PASS BLOCK 4	SL 16170	85.437	85.437	JUN. AR
16735		BRETON SOUND BLOCK 53	34.34 04/13/2006	38.72	38.72	JUN. AR
16737		BRETON SOUND BLOCK 53	145.25 04/13/2006	7.77	7.77	JUN. AR
16819		MAIN PASS BLOCK 25	20.11 05/08/2002	83.22	83.22	JUN. AR
17451		MAIN PASS BLOCK 10		583.64	583.64	JUN. AR
17942		BRETON SOUND BLOCK 53	32.13 01/20/2009	49.96	49.96	JUN. AR
18165		EMPIRE		238	660	JUN. AR 5/10/13 RCD UNOFL PR OF 422, RTNG 238 AC
18549		BRETON SOUND BLOCK 53	VUD; 03/14/2012	465.25	465.25	JUN. AR
19050		BRETON SOUND BLOCK	VUD; 03/14/2012	834.79	834.79	JUN. AR

Louisiana Department of Natural Resources (DNR)

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Staff Reviews

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District Code 1 New Orleans- East
 Get Review Date June 12, 2013

Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
		53				
19051		BRETON SOUND BLOCK 53	VUD; 03/14/2012	110.22	110.22	JUN. AR
19052		BRETON SOUND BLOCK 53	VUD; 03/14/2012	383.12	383.12	JUN. AR
19080		BRETON SOUND BLOCK 53	VUD; 03/14/2012	20.17	20.17	JUN. AR
19347		BRETON SOUND BLOCK 53	VUD; 03/14/2012	2.24	2.24	JUN. AR
19669		BRETON SOUND BLOCK 53	VUD; 03/14/2012	137.39	137.39	JUN. AR
20034		MAIN PASS BLOCK 46		390	495.89	JUN. SUGGEST AR, HBP LEASE WELL. 6/13/13 JPT CHANGE PRD AC FROM 160 TO 390. PT 3/11/12
20345				0	127.77	JUN. 5/9/13 EPL RQD W/DRWL OF FM FOR 246234 SL 20345#1 SPUD 4/29/13 & EFF 5/8/13 CROSSED INTO SL 20345 PT 5/12/13 4/17/13 DDPMT TO JMB 246234 SL20345 #1 S4/29/13 FROM SL 1009.
20363		COQUILLE BAY	9400 RA SUA;SL 19706 07/12/2011 890-Z	108	108	JUN. SUGGEST AR, 100% HBP PT 6/9/13
20670		CHIPOLA	L TUSC A RA SUB;HURST 05/03/2011 1511-A	.708	2	JUN. 4/25/13 DDPMT TO JMB; THEN JPT=APPROVED TO 7/13/14 DD 7/13/13 PT 7/13/14
20887				0	36	JUN. PT 3/14/15
20888				0	40	JUN. PT 3/14/15
20889				0	29	JUN. PT 3/14/15
20890				0	39	JUN. PT 3/14/15
20891		LAKE RACCOURCI	SL 20892	0	45	JUN. PT 3/14/15

Louisiana Department of Natural Resources (DNR)

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Staff Reviews

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District Code	1W	New Orleans- West				
Get Review Date	June 12, 2013					
Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
00212		LAKE WASHINGTON	2500 RA SUA;COCKRELL- MORAN 04/10/2012 149-XXXX	3375	3875	JUN. AR
00212A		LAKE WASHINGTON	2500 RA SUA;COCKRELL- MORAN 04/10/2012 149-XXXX	92	92	JUN. AR
00356D		QUEEN BESS ISLAND	LBLD RB SUA;SL 17617 747-D-4	64.85	4159	JUN. CK 2/26/13: ACCEPT PROPOSED PR IN LIEU OF MTG. PROVIDE DRAFT OF PR. RPT TO OMR IF PR TAKES LONGER THAN 60 DAYS. AC RTND WILL BE SUBJ TO YRLY DEV REQMT.
00707		LAKE HERMITAGE	LAFOURCHE BASIN LEVEE DISTRICT	470	470	JUN. AR
00799		GRAND ISLE BLOCK 16	259 10/12/2007	2700	3606	JUN. OB RCD ENERGY XXI, POD NP AC OF SL 799 BY 4/10/13
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	JUN. AR 5/31/13 JMB HBP 001974 & 049680 TO 4/13, 3/13
00979		WEST DELTA BLOCK 53 , WEST DELTA BLOCK 55	224739-SL 979-031 11/21/2000	2485	3205.54	JUN. AR 5/31/13 RCD UNOFL PR OF 323.22, RTNG 2882.32 5/31/13 JMB HBP 303981 4/13
01451		LAKE RACCOURCI	30.456 07/15/2011	345	712.224	JUN. OB RCD 5/23/13 XOM LTR >< 6/12/13 EXMOB COMMIT TO NEW WELL OR REL ALL NP AC
01480		LAKE RACCOURCI , PLAIN DEALING	265.822 07/15/2011	85	2016.798	JUN. OB RCD 5/23/13 XOM LTR ><6/12/13 EXMOB COMMIT TO NEW WELL OR REL ALL NP AC
02747		BASTIAN BAY	J-LL RA SUA;LL&E C 08/26/2008 339-NNNN 08-1260	100	208	JUN. AR
03155		BASTIAN BAY	J S ABERCROMBIE	328.464	520	JUN. AR
03240		LAKE PALOURDE, EAST	CRIS 1 RB SUA;P R NORMAN B 06/20/2000 357-G-4	1.61	1.61	JUN. AR
03734		BAYOU SEGNETTE	B SEG CELOTEX SU 07/01/1976	20.212	20.212	JUN. AR
06024		LAKE ENFERMER	F2 RA SUA;LAF RLTY CO 09/16/2003 340-HH 03-659	17.66	17.66	JUN. AR
14498		BAY MARCHAND BLOCK 2 OFFSHORE	VUA;	163.67	163.67	JUN. AR

Louisiana Department of Natural Resources (DNR)

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Staff Reviews

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District Code 1W New Orleans- West

Get Review Date June 12, 2013

Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
14537		BASTIAN BAY	28.53 02/25/2008	23.93	23.93	JUN. AR
14589		LAKE RACCOURCI	21.42 07/15/2011	261	1677.25	JUN. OB RCD 5/23/13 XOM LTR >< 6/12/13 EXMOB COMMIT TO NEW WELL OR REL ALL NP AC
15310		BAY MARCHAND BLOCK 2 OFFSHORE	VUA;	16.43	16.43	JUN. AR
15736		BAYOU SHERMAN , LAKE PALOURDE, EAST	62.797 07/17/2002	2.875	2.875	JUN. AR
15970		BAY MARCHAND BLOCK 2 OFFSHORE	VUA;	19.55	19.55	JUN AR
16255		BAY MARCHAND BLOCK 2 OFFSHORE	VUA;	53.33	53.33	JUN. AR
16256		BAY MARCHAND BLOCK 2 OFFSHORE	VUA;	32	32	JUN. AR
16257		BAY MARCHAND BLOCK 2 OFFSHORE	VUA;	55.71	55.71	JUN. AR
16563		LAKE RACCOURCI	22.97 03/19/2012	14.74	14.74	JUN. AR
16564		LAKE RACCOURCI	30.79 03/19/2012	47.4	47.4	JUN. AR
17339		GOLDEN MEADOW	23.891 03/15/2010	11.109	11.109	JUN. AR
17382		TIGER PASS	2MKR RC SUA; 07/09/2002 701-A-2 02-363	307.094	307.094	JUN. AR
18383		WEST DELTA BLOCK 52	VUA;SL 18383 07/11/2007	114.08	114.08	JUN. AR
18384		WEST DELTA BLOCK 52	VUA;SL 18383 07/11/2007	108.5	108.5	JUN. AR
18936		WEST DELTA BLOCK 52	238 04/06/2010	83.947	83.947	JUN. AR
20626		LAKE SALVADOR , LAKE SALVADOR, WEST	CRIS I RB SUA:SL 20626 10/30/2012 1543-A-1 12-643	467.891	721.94	JUN. 5/22/13 DD APPROVED TO 6/8/14 5/21/13 DDPMT TO JMB 3/6/13 SSB: 243931, 617566 PRD 11 & 12/12 2/19/13 EFF 10/1/12 JPT NEW W PLAT 243931 617566 CRIS I RB SUA;SL 20626 PT 6/8/14
20892		LAKE RACCOURCI	SL 20892	450	450	JUN. PT 3/14/15 4/25/13 EFF 3/1/13 JMB: CORTN 245615 306628 SL 20892 DUAL PARISH SL WELL 90% LAFOURCHE & 10% TERRE 1ST PRD 3/13
20897				0	234	JUN. PT 3/14/15



Louisiana Department of Natural Resources (DNR)

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Staff Reviews

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District Code 1W New Orleans- West

Get Review Date June 12, 2013

Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
20900				0	80	JUN. PT 3/14/15
20901				0	107	JUN. PT 3/14/15
20902				0	16	JUN. PT 3/14/15

Louisiana Department of Natural Resources (DNR)

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Staff Reviews

Report run on: June 18, 2013 6:48 AM

District Code 2 Lafayette
Get Review Date June 12, 2013

Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
00341		BATEMAN LAKE	9700 RSW1B SUA;SL 1337 WAX U1 89-K-3 90-110	1000	1000	JUN. AR 5/10/13 AJL: HBP FROM 1 UNIT.
01337		BATEMAN LAKE , SWEET BAY LAKE	9700 RSW1B SUA;SL 1337 WAX U1 89-K-3 90-110	600	2076	JUN. 4/10/13 FM EXTENDED TO 7/10/13
02034		BRANCH, NORTHWEST , CHURCH POINT	NWB SU 06/01/1988	8.8	12	JUN. AR 5/10/13 AJL: HBP 1 UNIT. 2/1/13 AJL: NO PRD LAST 60 DAYS; 51556 700300 LAST PRD 10/12, ZEROS 11 & 12/12=RECK PRD
03584		PATTERSON	MA 1 RA SUA;SL 1685 02/01/1995	55	55	JUN. AR 5/10/13 AMW: HBP MA-1 RA SUA
03762		VERMILION BLOCK 16	SL 3762	191	875.69	JUN. OB APPEARANCE BY HARVEST
03763		VERMILION BLOCK 16	244687-VUB;SL 3763-014 05/14/2012	903	1279.14	JUN. OB APPEARANCE BY HARVEST
05419		LAKE ARTHUR, SOUTH	U MIOGYP RA SUE;GLENN 10/01/1990	239.134	245	JUN. AR 5/10/13 AJL: HBP FROM SEVERAL UNITS
05683		DEER ISLAND , DEER ISLAND, WEST	CL&F 21 07/08/2009	1.36	18.6	JUN. AR 5/10/13 AMW: HBP VUA BUT WILL WRITE FOR POD ON NP AC.
07520		MURPHY LAKE	11.87 01/15/2009	11.046	11.046	JUN. AR 5/10/13 AJL: HBP 2 UNITS CK PRD 2/1/13 AJL: MARG V RA SUA HAS NOT PRD LAST 60 DAYS. RECK PRD. MAR. AR
07964		RICHIE, EAST	12.616 04/21/1989	7.384	7.384	JUN. AR 5/10/13 AMW: HBP ERH MM RA SU
11151		WHITE LAKE, WEST	47.845 05/14/2009	180.942	180.942	JUN. AR 5/10/13 AJL: HBP 2 UNITS
12608		CROCODILE BAYOU	10350 RA SUA;ST MARTIN PSB (L) 01/01/1990	16.444	16.444	JUN. 5/10/13 RS JPT: APP EXP, LAST PROD 9/12. 6/7/12 JPT HAS INFO ON DOWNHOLE OPS
14851		SHIP SHOAL BLOCK 65	VUB;SL 14851	210	210	JUN. AR 5/10/13 AJL: HBP 2 UNITS
14905		SOUTH TIMBALIER BLOCK 8	SL 14905	65.302	65.302	JUN. 6/13 SMB RECOGNIZED FM EXTENSION TO 9/11/13 AUG. AR
15784		PASS DES ILETTES	VUA;LL&E FEE 06/01/1998	71.809	71.809	JUN. AR 5/10/13 AJL: HBP 1 UNIT
16046		RAMOS	OPERC 5 RA SUA;CM THIBODAU CO 389-H 98-570	1.7	1.7	JUN. AR 5/10/13 AMW: HBP OPERC B RB SUA & OPERC 3 RB SUA

Louisiana Department of Natural Resources (DNR)

SONRIS

Staff Reviews

Report run on: June 18, 2013 6:48 AM

District Code 2 Lafayette

Get Review Date June 12, 2013

Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
16049		RAMOS	OPERC 5 RA SUA;CM THIBODAU CO 389-H 98-570	62.3	62.3	JUN. AR 5/10/13 AJL: HBP 2 UNITS
16051		RAMOS	OPERC 5 RA SUA;CM THIBODAU CO 389-H 98-570	36.5	36.5	JUN. AR 5/10/13 AMW: HBP OPERC B RB SUA & OPERC 3 RB SUA
16121		CAILLOU ISLAND	D12 RA VUA;SL 16121 02/12/2003	160	218.29	JUN. AR 5/10/13 AJL: HBP 2 UNITS
16705		LAKE PELTO	159.99 07/16/2002	282.01	282.01	JUN. AR 5/10/13 AMW: HBP SL 16705 #1 VUA
16985		EUGENE ISLAND BLOCK 18	23.29 04/22/2008	13.41	13.41	JUN. AR 5/10/13 AJL: HBP 1 UNIT
16988		EUGENE ISLAND BLOCK 18	561.7 04/22/2008	207.069	207.069	JUN. AR 5/10/13 AMW: HBP AA RD SUA;SL 16998
17156		VERMILION BLOCK 16		100	1418	JUN. OB APPEARANCE BY HARVEST REGARDING - 405 AC OB PR HRVST
17210		DEER ISLAND , PALMETTO BAYOU	8.337 05/20/2008	5.818	5.818	JUN. AR 5/10/13 AJL: HBP 2 UNITS
17754		LAKE BOUDREAUX	VUB;APACHE LA MINERALS INC 75 05/12/2004	426.314	426.314	JUN. AR 5/10/13 AMW: HBP VUB
18090		LAC BLANC	1296.62 06/08/2009	1203.13	1203.13	JUN. AR 5/10/13 AJL: HBP 1 UNIT
18091		LAC BLANC	1759.78 06/08/2009	444.29	444.29	JUN. AR 5/10/13 AMW: HBP SD RA SUA
18092		LAC BLANC	199.1 06/08/2009	96.59	96.59	JUN. AR 5/10/13 AJL: HBP 1 UNIT
19570		LAPEYROUSE	2.162 02/07/2011	.838	.838	JUN. AR 5/10/13 AMW: HBP 7450 RB SUA; DARSEY ET AL
19639		INTRACOASTAL CITY	242101-K-O RA SUA;SL 19639-001 10/09/2010	276.15	283	JUN. SUGGEST AR 5/24/13 RCD UNOFL PR OF 6.85 RNTG 276.15 AC PRDG TO 3/13 ;; FINAL DD TO 4/9/13 PT 4/9/11
20366		WHITE LAKE, WEST	7150 RB SUA;SL 540 B 02/09/2010 75-F-3 10-163	64.639	350.43	JUN. 5/29/13 DDPMT TO JPT: APPROVED TO 6/9/14 DD & PT 6/9/13 WHITE LAKE
20557				0	181.74	JUN. 5/10/13 AJL: 2013 RNTL PD PT 3/9/14
20558				0	301	JUN. 5/10/13 AMW: 2013 RNTL PD PT 3/9/14
20559				0	31	JUN. 5/10/13 AJL: 2013 RNTL PD PT 3/9/14
20560				0	3	JUN. 5/10/13 AMW: 2013 RNTL PD PT 3/9/14
20561				0	16.436	JUN. 5/10/13 AJL: 2013 RNTL PD PT 3/9/14 COMPROMISE AREA 16.436 NET AC

Louisiana Department of Natural Resources (DNR)

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Staff Reviews

Report run on: June 18, 2013 6:48 AM

District Code 2 Lafayette
 Get Review Date June 12, 2013

Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
20893				0	362	JUN. 5/10/13 AJL: 2013 RNTL PD PT 3/14/15
20894				0	28	JUN. 5/10/13 AMW: 2013 RNTL PD PT 3/14/15
20895				0	45	JUN. 5/10/13 AJL: 2013 RNTL PD PT 3/14/15
20896				0	347	JUN. 5/10/13 AMW: 2013 RNTL PD PT 3/14/15
20898				0	38.04	JUN. 5/10/13 AJL: 2013 RNTL PD PT 3/14/15
20899				0	134.97	JUN. 5/10/13 AMW: 2013 RNTL PD PT 3/14/15
20903				0	42.72	JUN. 5/10/13 AJL: 2013 RNTL PD PT 3/14/15
20904		PASS WILSON		40	152.89	JUN. 5/10/13 AMW: HBP 1 LEASE WELL PT 3/14/15 211216 050923 SL 20904 #1 BEGAN OIL PRD 3/12

Louisiana Department of Natural Resources (DNR)

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Staff Reviews

Report run on: June 18, 2013 6:48 AM

Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
05849		ELM GROVE	HA RA SU73;E E JOHNSON EST 19H 10/13/2009 361-L-59 09-1104	580	580	JUN. AR 5/20/13 SAM: HBP & PREPARED NEW SL PLAT
06003		REDOAK LAKE	99.285 03/27/1993	112.608	112.608	JUN. AR 5/20/13 SAM: HBP & PREPARED NEW SL PLAT
06708		ELM GROVE	HA RA SUEE;FRIERSON BROS 32 H 11/10/2009 361-L-66 09-1187	70.65	70.65	JUN. AR 5/20/13 SAM: HBP & PREPARED NEW SL PLAT
08086		SIMSBORO, WEST	HOSS RA SUI;LUDLEY 08/01/1980 327-B-2 80-412	39	39	JUN. AR 5/20/13 SAM: HBP & PREPARED NEW SL PLAT
08936		CADDO PINE ISLAND	CAPI VIV RA SU 03/01/1993	4.45	4.45	JUN. AR 5/20/13 SAM: HBP & PREPARED NEW SL PLAT
09312		CASPIANA	HA RA SU135;WHELESS ETAL 5 11/10/2009 191-H-68 09-1177	2.88	2.88	JUN. AR 5/20/13 SAM: HBP
10575		COTTON PLANT	HOSS RA SUP;MANVILLE F P 19 08/01/1985	40.21	40.21	JUN. AR 5/20/13 SAM: HBP & PREPARED NEW SL PLAT
13045		GAHAGAN	HA RA SUX;MICIOTTO 16 H 03/16/2010 909-H-7 10-275	102.84	110	JUN. AR 5/20/13 SAM: HBP & PREPARED NEW SL PLAT
16125		ELM GROVE	LCV RA SUY;HUTCHINSON 9 06/03/2008 361-E-496	8.14	8.14	JUN. AR 5/20/13 SAM: HBP & PREPARED NEW SL PLAT
16420		ELM GROVE	HA RA SU136;FRANKS 30-16-12 H 06/28/2011 361-L-105 11-340	50.394	50.394	JUN. AR 5/20/13 SAM: HBP & PREPARED NEW SL PLAT
16677		ELM GROVE	HA RA SU125;WIGGINS ETUX 35 H 06/08/2010 361-L-90 10-598	17.731	17.731	JUN. AR 5/20/13 SAM: HBP & PREPARED NEW SL PLAT 4/22/13 EFF 1/1/12 JPT: CORTN REPACES PRELIM 155 243875 617307 - OC APPROVED 3/18/13 PLAT
16826		ROUTH POINT	WX C2 RA SUA;COLEMAN 02/12/2004	.5	.5	JUN. AR 5/20/13 SAM: HBP & PREPARED NEW SL PLAT
17313		ROUTH POINT	128.9 03/01/2004	48.1	48.1	JUN. AR 5/20/13 SAM: HBP & PREPARED NEW SL PLAT
17329		CONVERSE	HA RA SUC;BSM 31 H 04/07/2009 501-G 09-376	37.35	37.35	JUN. AR 5/20/13 SAM: HBP & PREPARED NEW SL PLAT
17914		RED RIVER-BULL BAYOU , THORN LAKE	HA RA SUCC;BETHARD CORP 13 H 05/11/2010	13.985	13.985	JUN. AR 5/20/13 SAM: HBP & PREPARED NEW SL PLAT

Louisiana Department of Natural Resources (DNR)

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Staff Reviews

Report run on: June 18, 2013 6:48 AM

District Code 3 Lake Charles- North
Get Review Date June 12, 2013

Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
			1145-B-30 10-532			
18181		ELM GROVE	HA RA SUYY;SCHMIDT 5-16-10 H 01/05/2010 361-L-71 10-8	589	589	JUN. AR 5/20/13 SAM: HBP & PREPARED NEW SL PLAT
18858		SHREVEPORT	85.13 03/17/2010	373.87	373.87	JUN. AR 5/20/13 SAM: HBP & PREPARED NEW SL PLAT
19306		DIXIE	CV RA SUI;FRANKS 19 04/24/2007 1505 07-368	5.431	50.141	JUN. AR 5/20/13 SAM:HBP 3.971 PRD CHANGED TO 5.431 5/21/13 VRB WAITING ON CORRECTION 5/23/12 PR RQD
19483		ELM GROVE	HA RA SU118;MAGNOLIA POINT LANDS 38 H 05/04/2010 361-L-81 10-501	100	100	JUN. AR 5/20/13 SAM: HBP & PREPARED NEW SL PLAT
19576		BAYOU SAN MIGUEL	JUR RA SUM;OLYMPIA MINERALS 6 01/23/2008 1513 08-65	177.908	177.908	JUN. AR 5/20/13 SAM: HBP & PREPARED NEW SL PLAT
19581		ROSELAND	30.7 06/01/2009	37.8	37.8	JUN. AR 5/20/13 SAM: HBP & PREPARED NEW SL PLAT
19692		WOODARDVILLE	HA RA SUHH;BRENDA JONES 5 12/09/2008 990-D-5 08-1816	8.31	8.31	JUN. AR 5/20/13 SAM: HBP & PREPARED NEW SL PLAT
19693		WOODARDVILLE	HA RA SU79;L L GOLSON 9 H 12/15/2009 990-D-29 09-1316	35	35	JUN. AR 5/20/13 SAM:100% HBP, 18.41 CHANGED TO 35 PROD AC
19694		BRACKY BRANCH , MARTIN , WOODARDVILLE	3 09/07/2011	41	41	JUN. AR 5/20/13 SAM:100% HBP
20030		CEDAR GROVE	108 05/10/2012	329	329	JUN. AR 5/20/13 SAM: HBP & PREPARED NEW SL PLAT
20036		BRACKY BRANCH , WOODARDVILLE	HA RA SUDD;MC TRUST B ETAL 28H 04/13/2010 917-L-11 10-410	44	44	JUN. AR 5/20/13 SAM: HBP & PREPARED NEW SL PLAT
20037		BRACKY BRANCH , RED RIVER-BULL BAYOU	HA RA SUDD;MC TRUST B ETAL 28H 04/13/2010 917-L-11 10-410	36.74	36.74	JUN. AR 5/20/13 SAM: HBP & PREPARED NEW SL PLAT
20078		THORN LAKE	HA RA SUZ;CLINTON 11-14-12 H 01/19/2010 1145-B-25 10-88	40	40	JUN. AR 5/20/13 SAM:HBP SAL OMR MANAGED WLF
20084		GREENWOOD-WASKOM	HA RA SUT;BOWLIN 35-16-16 H 01/27/2009 270-MM-10	33.34	33.34	JUN. AR 5/20/13 SAM: HBP & PREPARED NEW SL PLAT
20156		RED RIVER-BULL BAYOU	HA RB SUII;YVES LELONG 32 05/08/2009 109-X-40 09-573	86	86	JUN. AR 5/20/13 SAM: HBP & PREPARED NEW SL PLAT 36.429 CHANGED TO 86 PROD AC PER SAM 3/4/13 SRVY PLAT RQD PETROHAWK; HA RB SU69; 243685; 617563

Louisiana Department of Natural Resources (DNR)

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Staff Reviews

Report run on: June 18, 2013 6:48 AM

District Code 3 Lake Charles- North
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Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
20158		CHEMARD LAKE	9.422 01/08/2013	9.422	9.422	1/4/13 PR RQD IN ERROR 11/26/12 PR RQD 11/15/12 RS COMPD SAM & JPT: APPROX 18 AC EXP. DD & PT 10/14/12 JUN. 5/2/13 REL RQD 5/1/13 RS RQD BY SAM: APP EXP. LAST RPTD PRD 10/12. DUE TO LACK OF PROD GREATER THAN 90 DAYS. JPT: UNIT WELL FOR HA RA SUB WAS P&A'D 2/5/13.
20274		SWAN LAKE	CV RA SUL;JOHNSON 1 691-B-10 05-772	20.18	20.18	JUN. SUGGEST AR 5/20/13 SAM: HBP & PREPARED NEW SL PLAT PT 3/10/13 8/11/11 SMEB ALLOWED ESCROW OF ROYALTIES
20551				0	25	JUN. 5/20/13 SAM: HB 2013 RNTL PMT & PREPARED NEW SL PLAT PT 3/9/14
20552				0	41	JUN. 5/20/13 SAM: HB 2013 RNTL PMT & PREPARED NEW SL PLAT PT 3/9/14
20879				0	47	JUN. 5/20/13 SAM: HB 2013 RNTL PMT & PREPARED NEW SL PLAT PT 3/14/15
20880				0	42	JUN. 5/20/13 SAM: HB 2013 RNTL PMT & PREPARED NEW SL PLAT PT 3/14/15
20881				0	19	JUN. 5/20/13 SAM: HB 2013 RNTL PMT & PREPARED NEW SL PLAT PT 3/14/15
20884		CATAHOULA LAKE	244729-WX C RC SU54;SL 20884-001 05/25/2012	40	357	JUN. 6/5/13 RCD UNOFL PR OF 317, RTNG 40 AC. 5/24/13 PR RQD 5/20/13 SAM: 40 AC HBP 051025, 317 AC APP EXP, RQD RS. DD, DRLG, RNTL PT 3/14/15 CATAHOULA LK
20886				0	202	JUN. 3/26/13 REL RQD 3/25/13 RS APP EXP PER SAM;;; PT 3/14/15 CATAHOULA LK

Louisiana Department of Natural Resources (DNR)

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Staff Reviews

Report run on: June 18, 2013 6:48 AM

District Code 3S Lake Charles- South
 Get Review Date June 12, 2013

Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
02038		DEEP LAKE	400 02/25/2011	510	2344.71	JUN. 5/23/13 RCD UNOFL PR OF 430.71 RNTG 1914 AC 5/21/13 VRB RCD UNOFL PR RECEIVED><CK ON 400 AC OB PR 5/20/13 SAM: HBP
03839		WEST CAMERON BLOCK 17 , ZZZZZZZZZZ		2459.89	2459.89	JUN. AR 5/20/13 SAM: HBP & PREPARED NEW SL PLAT 6A/POD
03840		WEST CAMERON BLOCK 17 , ZZZZZZZZZZ		483.29	483.29	JUN. AR 5/20/13 SAM: HBP & PREPARED NEW SL PLAT 6A/POD
03841		WEST CAMERON BLOCK 17 , ZZZZZZZZZZ		994.85	994.85	JUN. AR 5/20/13 SAM: HBP & PREPARED NEW SL PLAT 6A/POD
04418		WEST CAMERON BLOCK 17 , WEST CAMERON BLOCK 19 , ZZZZZZZZZZ		1749.17	2525.749	JUN. AR 5/20/13 SAM: HBP & PREPARED NEW SL PLAT 6A/POD
12651		LAKE ARTHUR, SOUTH	140.678 01/29/1993	44.322	44.322	JUN. AR 5/20/13 SAM: HBP & PREPARED NEW SL PLAT
12848		KINGS BAYOU , WEST CAMERON BLOCK 1	9850 RA SUA;SL 12848 12/19/2006 1358-G 06-1428	100.22	100.22	JUN. AR 5/20/13 SAM: HBP & PREPARED NEW SL PLAT
13893		KINGS BAYOU	100.162 12/07/2000	106.399	106.399	JUN. AR 5/20/13 SAM: HBP & PREPARED NEW SL PLAT
14357		KINGS BAYOU	10.203 12/07/2000	2.967	2.967	JUN. AR 5/20/13 SAM: HBP & PREPARED NEW SL PLAT
16286		LOCKPORT	4150 RA SUA;SL 16286 337-C-C 01-835	1.288	1.288	JUN. AR 5/20/13 SAM: HBP & PREPARED NEW SL PLAT
18864		CHENEYVILLE, WEST	25.111 06/24/2009	43.889	43.889	JUN. AR 5/20/13 SAM: HBP & PREPARED NEW SL PLAT
18984		KROTZ SPRINGS	5.98 12/01/2010	15.02	15.02	JUN. AR 5/20/13 SAM: HBP & PREPARED NEW SL PLAT
18985		KROTZ SPRINGS	35 05/10/2010	12.63	12.63	JUN. AR 5/20/13 SAM: HBP & PREPARED NEW SL PLAT
19595		CARPENTERS BRIDGE	F RA SUA;FEAGIN ETAL 01/13/2009 1523 09-27	3.57	10	JUN. AR 5/21/13 VRB SPOKE TO NEAL @ SYLVAN LAST WK, THEY WILL CORRECT & SEND. 5/20/13 SAM 3.57 AC HBP 6/7/12 RQD STATUS OF PR 5/19/10 DC: CONTACTED SYLVAN & THEY WILL CORRECT AND SEND PR. PT 3/12/11
20554				0	20	JUN. 5/20/13 SAM: HB 2013 RNTL PMT PT 3/9/14 1/17/13 JPT: STRAND ENGY PROPD OC UNIT FOR FRIO ZONE INCLDG LEASE
20571				0	2394	JUN. PT 3/9/14 5/20/13 SAM: HB 2013 RNTL PMT 244039-SL 20571001 5/20/13 DRLG @ 29,426 ROCKEFELLER WMA
20572				0	2081	JUN. PT 3/9/14 5/20/13 SAM: HB 2013 RNTL PMT 244039-SL 20571001 5/20/13 DRLG @



Louisiana Department of Natural Resources (DNR)

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Staff Reviews

Report run on: June 18, 2013 6:48 AM

District Code 3S Lake Charles- South
Get Review Date June 12, 2013

Table with columns: Lease Num, DA, Field, Latest lease Activity, Productive Acreage, Present Acreage, Flagged for Review In. Includes rows for leases 20573, 20574, 20575, 20576, 20578, 20595, 20610 and a summary row at the bottom showing 178 leases, 37,179.678 productive acres, and 71,283.769 present acres.



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 **9:54 a.m.** on Wednesday, **June 12, 2013** with the following members of the Board in attendance:

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

Mr. Louis J. Lambert Mr. Thomas W. Sanders Mr. Darryl D. Smith

Mr. Paul Segura, Jr.

The Committee heard the report of Mr. Emile Fontenot, relative to nominations received for the August 10, 2013 Mineral Lease Sale and other matters. Based upon the staff's recommendation, on motion of **Mr. Segura**, duly seconded by **Mr. Arnold**, 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.

Letter of Protest by Lake Arthur Reclamation Company, Ltd., dated May 23, 2013, pertaining to Tract Number 43261, Cameron Parish, Louisiana. No action was required.

Staff Recommendation: A sealed bid under Tract 43204 was received timely by this office, opened, read and deferred at the May 8, 2013 Mineral Lease Sale. Tract 43204 received one bid and was advertised as 1,789.00 acres. The bid was for a portion, containing 30.98 acres. The bidder was Goldking Resources, LLC. The bid was for a three (3) year primary term, with a cash payment of \$7,745.00 or a per acre value of \$250.00. Annual rentals were \$3,872.50 and royalties were 22.0%. The staff recognizes it as an acceptable bid and recommends that the Board award a lease on Tract 43204 to Goldking Resources, LLC, dated and effective June 12, 2013. On the motion of **Mr. Smith**, duly seconded by **Mr. Chustz**, the Committee voted unanimously to award a lease to Goldking Resources, LLC effective June 12, 2013.

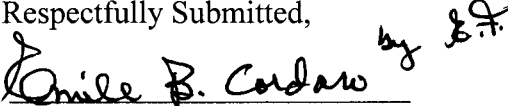
Nomination and Tract Committee Report

June 12, 2013

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The Committee, on the motion of *Mr. Chustz*, seconded by *Mr. Smith*, voted to adjourn at **9:58 a.m.**

Respectfully Submitted,

 by *E.B.*

Emile B. Cordaro

Chairman

Nomination and Tract Committee

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

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

NOMINATION AND TRACT COMMITTEE

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

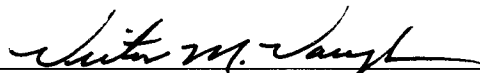
WHEREAS, Mr. Emile Fontenot presented to the State Mineral and Energy Board that 59 tracts had been nominated for the August 14, 2013 Mineral Lease Sale, and that same are to be advertised pending staff review; now therefore

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



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

NOMINATION AND TRACT COMMITTEE

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

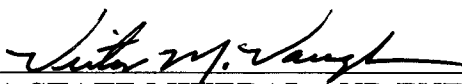
WHEREAS, the Staff recommended that a sealed bid under Tract 43204 was received timely by this office, opened, read and deferred at the May 8, 2013 Mineral Lease Sale. Tract 43204 received one bid and was advertised as 1,789.00 acres. The bid was for a portion, containing 30.98 acres. The bidder was Goldking Resources, LLC. The bid was for a three (3) year primary term, with a cash payment of \$7,745.00 or a per acre value of \$250.00. Annual rentals were \$3,872.50 and royalties were 22.0%. The staff recognizes it as an acceptable bid and recommends that the Board award a lease on Tract 43204 to Goldking Resources, LLC, dated and effective June 12, 2013.

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

NOW, BE IT THEREFORE RESOLVED, that the State Mineral and Energy Board does hereby approve and authorizes said bid is acceptable, and awards a lease on Tract 43204 to Goldking Resources, LLC, dated and effective June 12, 2013 and otherwise approve the Tract and Nomination Committee Agenda for the June 12, 2013 Lease Sale.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the Louisiana State Mineral and Energy Board in the City of Baton Rouge, Louisiana, on the 12th day of June 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.



LOUISIANA STATE MINERAL AND ENERGY BOARD



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

AUDIT COMMITTEE REPORT

The regular meeting of the Audit Committee of the State Mineral and Energy Board was held on Wednesday, June 12, 2013, following the Nomination and Tract Committee Meeting, in the LaBelle Room, First Floor, LaSalle Building, located at 617 North Third Street, Baton Rouge, Louisiana. Committee Members present were:

Thomas L. Arnold, Jr.
Dan R. Brouillette
Stephen Chustz

Emile B. Cordaro
Louis J. Lambert
Thomas W. Sanders

W. Paul Segura, Jr.
Darryl D. Smith

Mr. Thomas L. Arnold, Jr. convened the Committee at 9:59 a.m.

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

Upon staff's recommendation that no penalty be waived, representatives from Apache were called upon to answer questions from the Board. Upon motion of Mr. Segura and seconded by Mr. Cordaro, the committee voted unanimously to approve a 100% penalty waiver of \$99,794.07.

The second matter considered by the committee was a recoupment request from Ballard Exploration Company.

Upon recommendation of the staff and upon motion of Mr. Segura, seconded by Mr. Sanders, the committee voted unanimously to approve the recoupment request of \$86,476.39.

The third matter considered by the Committee was for discussion in Executive Session of the demand placed on Goldking Operating Co., Inc. for audit exceptions.

Upon motion of Mr. Cordaro, seconded by Mr. Sanders, Executive Session convened at 10:10 a.m.

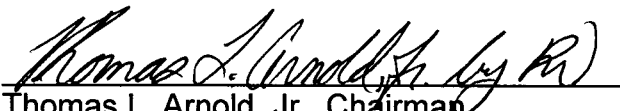
Upon motion of Mr. Sanders, seconded by Mr. Segura, Executive Session adjourned at 10:56 a.m.

Upon motion of Mr. Sanders, seconded by Mr. Segura, the committee voted unanimously to expand the demand to all entities and individuals connected to this audit or to any Goldking entities and failing any positive response, the Attorney's General's Office has been granted the authority to pursue litigation.

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

No action required.

On motion of Mr. Sanders, seconded by Mr. Segura, the Board voted unanimously to adjourn the Audit Committee at 10:57 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. Segura, seconded by Mr. Cordaro, the following Resolution was offered and adopted:

WHEREAS, Apache Corporation has made a letter application for reduction of penalties assessed in the amount of \$99,794.07 due to late royalty payments in Main Pass Block 77 (6437); State Lease 13718; and

WHEREAS, the Mineral Income Division has verified that the underpayment of royalties was discovered and paid by Apache Corporation.

WHEREAS, the Mineral Income Division staff recommends that no penalty be waived based upon Penalty Waiver Protocol, and

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

THEREFORE, BE IT RESOLVED that the Board does waive one hundred percent (100%), which amounts to \$99,794.07 of the total penalty assessed to Apache Corporation.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the Louisiana State Mineral and Energy Board in the City of Baton Rouge, Louisiana on the 12th day of June 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

AUDIT COMMITTEE

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

WHEREAS, Ballard Exploration Company, Inc. has made a letter application for an adjustment of \$86,476.39 for the Sabine Lake South Field, State Lease 18158; and

WHEREAS, this amount was based on Ballard Exploration Company, Inc. submitting an overpayment of oil royalties based on incorrect volumes and values for the period of August 2012 and September 2012 in the Sabine Lake Field; and

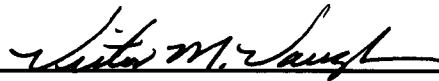
WHEREAS, the Mineral Income Division has verified that an overpayment in the amount of \$86,476.39 was made and that the applicant is entitled to a credit adjustment; and

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 Ballard Exploration Company, Inc. to recoup the \$86,476.39 overpayment.

NOW, BE IT THEREFORE RESOLVED, that the Board does authorize and direct the Mineral Income Director to effectuate the credit adjustment of \$86,476.39 to Ballard Exploration Company, 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 June, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Louisiana State Mineral and Energy Board and is now in full force and effect.



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

AUDIT COMMITTEE

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

WHEREAS, the State Mineral and Energy Board caused an audit to be performed of Goldking Operating Co., Inc. respecting the royalty payments under State Lease Nos. 214, 341, 344, and 1393 in the Bateman Lake, Garden Island Bay, and Grand Lake fields; and

WHEREAS, there are differences between Goldking Operating Co., Inc. and the Board regarding the amount of royalty due and interest and penalty charges due by Goldking Operating Co., Inc.; and

WHEREAS, the staff of the Office of Mineral Resources has been unable to resolve and settle the outstanding audit issues and interest and penalty billings with Goldking Operating Co., Inc.,

WHEREAS, Goldking Operating Co., was placed on demand by the State Mineral and Energy Board on April 13, 2011;

WHEREAS, the staff request that this demand be expanded to all entities and individuals connected to this audit or to any Goldking entities and failing any positive response, the State Mineral and Energy Board grant the authority to the Attorney General's Office to pursue litigation;

WHEREAS, The State Mineral and Energy Board after reviewing all information agreed to expand the demand to all entities and individuals connected to this audit or to any Goldking entities and failing any positive response, the State Mineral and Energy Board grant the authority to the Attorney General's Office to pursue litigation

THEREFORE BE IT RESOLVED, that James Caldwell, Attorney General of the State of Louisiana is hereby authorized to place formal demand upon Goldking Operating Co., Inc. and all entities and individuals connected to this audit or to any Goldking entity, and failing any positive response from such demands is hereby authorized to filing of suit on behalf of the Board against Goldking Operating Co., Inc. and all entities and individuals connected to this audit or to any Goldking entity for collection of all royalty due, along with interest, penalty, and all other remedies prescribed by law.

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 June, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral 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 June 12, 2013, following the Audit Committee Meeting, in the LaBelle Room, First Floor, LaSalle Building located at 617 North Third Street, Baton Rouge, Louisiana. Committee Members present were:

Secretary Stephen Chustz
Mr. Emile B. Cordaro
Mr. Thomas L. Arnold, Jr.
Mr. Darryl David Smith

Mr. Thomas W. Sanders
Mr. W. Paul Segura, Jr.
Mr. Louis J. Lambert
Mr. Dan R. Brouillette

The Legal and Title Controversy Committee was called to order by Mr. Sanders at 11:01 a.m.

The first matter considered by the Committee was a request for final approval of an Amendment of an Operating Agreement, effective October 19, 1956, whereas the State Mineral and Energy Board of the State of Louisiana and Texas Petroleum Investment Company desire to amend the Operating Agreement to include language which provides the operator the ability to maintain the property by in-lieu State Production Interest payments, oil or gas payments and other language required by prior resolutions, affecting Operating Agreement "A0003", Iberia Parish, Louisiana, with further particulars being stipulated in the instrument, on the docket as Item No. 13-18.

Upon recommendation of the staff and upon motion of Mr. Arnold, seconded by Mr. Segura, the Committee voted unanimously to recommend that the State Mineral and Energy Board grant final approval of the Amendment of that certain Operating Agreement, effective October 19, 1956, by and between the State Mineral and Energy Board of the State of Louisiana and Texas Petroleum Investment Company, on the docket as Item No. 13-18. No comments were made by the public.

The second matter considered by the Committee was a request for final approval of a Second Amendment of a Unitization Agreement, dated October 14, 2009, by and between the State Mineral and Energy Board and Expert Oil & Gas, L.L.C., whereas said parties desire to amend Paragraph 9.b. of the Lake Salvador VUA by deleting said paragraph and replacing it with a revised Paragraph 9.b, affecting State Lease Nos. 19202, 19203, 19204, 19205, 19206 and 19232, Lafourche and St. Charles Parishes, Louisiana, with further particulars being stipulated in the instrument, on the docket as Item No. 13-21.

Upon recommendation of the staff and upon motion of Mr. Arnold, seconded by Mr. Brouillette, the Committee voted unanimously to recommend that the State Mineral and Energy Board grant final approval of the Second Amendment of the Unitization Agreement, dated October 14, 2009, by and between the State Mineral and Energy Board and Expert Oil & Gas, L.L.C., on the docket as Item No. 13-21. No comments were made by the public.

The third matter considered by the Committee was a request for final approval of a Lease Extension and Amendment by and between the State, through the SMEB and Dynamic Offshore Resources, LLC, et al, whereas said parties desire to amend the primary term of State Lease No. 19718 from five (5) years to five (5) years and six (6) months, with an option by Lessee to extend an additional six (6) months. The extension of the primary term shall be in consideration of the payment of the full rental on or before July 9, 2013. The option period may be exercised by payment of the full rental per acre amount of the acreage provided for in the subject State lease on or before January 9, 2014. The royalty percentage in Paragraph 6 is increased from Twenty-One and Five Tenths (21.5%) Percent to Twenty-Two (22%) percent, with further particulars being stipulated in the instrument, and placed on the Docket for approval as Item No. 13-22.

Upon recommendation of the staff and upon motion of Mr. Arnold, seconded by Mr. Chustz, the Committee voted unanimously to recommend that the State Mineral and Energy Board grant final approval of the Lease Extension and Amendment by and between the State, through the SMEB and Dynamic Offshore Resources, LLC, et al, on the Docket as Item No. 13-22. No comments were made by the public.

The fourth matter considered by the Committee was a request by Chesapeake Energy for a waiver of all or a portion of the liquidated damage assessment levied on the late release of State Lease No.20543 in the amount of \$27,200.00, Sabine Parish, Louisiana.

Upon motion of Mr. Segura, seconded by Mr. Cordaro, the Committee voted to reduce the liquidated damage assessment by seventy-five (75%) percent, with Mr. Lambert objecting and making an alternate motion to reduce it by fifty (50%) percent with no second from the Committee. After further discussions, a motion was made by Mr. Arnold, seconded by Mr. Cordaro, and passed by the Committee's vote, with Mr. Lambert and Mr. Brouillette objecting, to recommend that the State Mineral and Energy Board grant a full waiver of the liquidated damage assessment levied on the late release of State Lease No.20543 in the amount of \$27,200.00. On request by the Board for public comment, comments were made by Ben Russ on behalf of Chesapeake Energy.

The fifth matter considered by the Committee was a request by Chesapeake Operating, Inc., for authority to negotiate with Staff for an operating agreement covering 80.00 acres of former State Lease No. 20543, situated in the West Half of the Southwest Quarter of Section 34, Township 9 North, Range 12 West, Sabine Parish, Louisiana, and that the acreage in question be deemed unavailable for leasing until September 11, 2013, or until an operating agreement is confected and placed on the Mineral and Energy Board Docket for approval, whichever occurs first.

Upon recommendation of the staff and upon motion of Mr. Segura, seconded by Mr. Cordaro, the Committee voted unanimously to grant Chesapeake Operating, Inc., authority to negotiate with Staff for an operating agreement covering 80.00 acres of former State Lease No. 20543, situated in the West Half of the Southwest Quarter of Section 34, Township 9 North, Range 12 West, Sabine Parish, Louisiana, and that the acreage in question be deemed unavailable for leasing until September 11, 2013, or until an operating agreement is confected and placed on the Mineral and Energy Board Docket for approval, whichever occurs first.

The sixth matter considered by the Committee was a request by Louisiana Onshore Properties, for authority to negotiate with Staff for an operating agreement covering 575.00 acres which cover portions of State Lease Nos. 20826, 20828 and 20829, Iberia Parish, Louisiana, and that the acreage in question be deemed unavailable for leasing until September 11, 2013, or until an operating agreement is confected and placed on the Mineral and Energy Board Docket for approval, whichever occurs first. No comments were made by the public.

Upon motion of Mr. Segura, and seconded by Mr. Smith, the Committee voted unanimously to recommend that the State Mineral and Energy Board grant Louisiana Onshore Properties authority to negotiate with Staff for an operating agreement covering 575.00 acres which cover portions of State Lease Nos. 20826, 20828 and 20829, Iberia Parish, Louisiana, and that the acreage in question be deemed unavailable for leasing until September 11, 2013, or until an operating agreement is confected and placed on the Mineral and Energy Board Docket for approval, whichever occurs first. No comments were made by the public.

The seventh matter considered by the Committee was a request by Houston Energy, LP for authority to negotiate with Staff for an operating agreement covering title disputed lands within State Lease No. 21102, situated in Terrebonne Parish, Louisiana, and that the acreage in question be deemed unavailable for leasing until September 11, 2013, or until an operating agreement is confected and placed on the Mineral and Energy Board Docket for approval, whichever occurs first.

Upon motion of Mr. Segura, and seconded by Mr. Cordaro, the Committee voted unanimously to recommend that the State Mineral and Energy Board grant Houston Energy, LP authority to negotiate with Staff for an operating agreement covering title disputed lands within State Lease No. 21102, situated in Terrebonne Parish, Louisiana, and that the acreage in question be deemed unavailable for leasing until September 11,

2013, or until an operating agreement is completed and placed on the Mineral and Energy Board Docket for approval, whichever occurs first. No comments were made by the public.

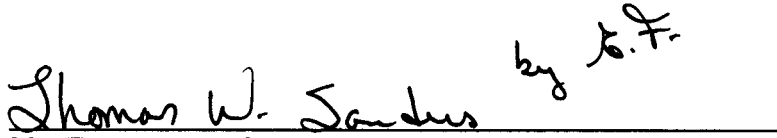
Upon motion of Mr. Arnold, seconded by Mr. Segura, the Committee voted unanimously to go into Executive Session at 11:41 A.M.

Upon motion of Mr. Arnold, seconded by Mr. Segura, the Committee voted unanimously to return to Open Session at 11:46 A.M.

The eighth matter considered by the Committee was a discussion in executive session of the suit entitled: **Petrohawk Operating Company vs. Chesapeake Louisiana LP et al**; Docket No. 35903, 39th Judicial District Court, Red River Parish.

No action was taken on the tenth matter.

Upon recommendation of the staff and upon motion of Mr. Arnold, seconded by Mr. Segura, the Legal and Title Controversy Committee meeting adjourned at 11:46 a.m.


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

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

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

LEGAL AND TITLE CONTROVERSY COMMITTEE

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

WHEREAS, a request was made for final approval of an Amendment of an Operating Agreement, effective October 19, 1956, whereas the State Mineral and Energy Board of the State of Louisiana and Texas Petroleum Investment Company desire to amend the Operating Agreement to include language which provides the operator the ability to maintain the property by in-lieu State Production Interest payments, oil or gas payments and other language required by prior resolutions, affecting Operating Agreement "A0003", Iberia Parish, Louisiana, with further particulars being stipulated in the instrument, on the docket as Item No. 13-18;

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 Amendment of that certain Operating Agreement, effective October 19, 1956, by and between the State Mineral and Energy Board of the State of Louisiana and Texas Petroleum Investment Company, on the docket as Item No. 13-18.

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



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

LEGAL AND TITLE CONTROVERSY COMMITTEE

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

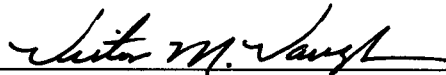
WHEREAS, a request was made for final approval of a Second Amendment of a Unitization Agreement, dated October 14, 2009, by and between the State Mineral and Energy Board and Expert Oil & Gas, L.L.C., whereas said parties desire to amend Paragraph 9.b. of the Lake Salvador VUA by deleting said paragraph and replacing it with a revised Paragraph 9.b, affecting State Lease Nos. 19202, 19203, 19204, 19205, 19206 and 19232, Lafourche and St. Charles Parishes, Louisiana, with further particulars being stipulated in the instrument, on the docket as Item No. 13-21;

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 Second Amendment of the Unitization Agreement, dated October 14, 2009, by and between the State Mineral and Energy Board and Expert Oil & Gas, L.L.C., on the docket as Item No. 13-21.

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



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

LEGAL AND TITLE CONTROVERSY COMMITTEE

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

WHEREAS, a request was made for final approval of a Lease Extension and Amendment by and between the State, through the SMEB and Dynamic Offshore Resources, LLC, et al, whereas said parties desire to amend the primary term of State Lease No. 19718 from five (5) years to five (5) years and six (6) months, with an option by Lessee to extend an additional six (6) months. The extension of the primary term shall be in consideration of the payment of the full rental on or before July 9, 2013. The option period may be exercised by payment of the full rental per acre amount of the acreage provided for in the subject State lease on or before January 9, 2014. The royalty percentage in Paragraph 6 is increased from Twenty-One and Five Tenths (21.5%) Percent to Twenty-Two (22%) percent, with further particulars being stipulated in the instrument, and placed on the Docket for approval as Item No. 13-22;

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

NOW, BE IT THEREFORE RESOLVED, that the Committee recommends that the State Mineral and Energy Board grant final approval of the Lease Extension and Amendment by and between the State, through the SMEB and Dynamic Offshore Resources, LLC, et al, on the Docket as Item No. 13-22.

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



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

LEGAL AND TITLE CONTROVERSY COMMITTEE

ON MOTION of Mr. Arnold, seconded by Mr. Cordaro, with Mr. Lambert and Mr. Brouillette objecting, the following resolution was offered and adopted:

WHEREAS, a request was made by Chesapeake Energy for a waiver of all or a portion of the liquidated damage assessment levied on the late release of State Lease No.20543 in the amount of \$27,200.00, Sabine Parish, Louisiana;

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

NOW, BE IT THEREFORE RESOLVED that the Committee recommends that the State Mineral and Energy Board grant a full waiver of the liquidated damage assessment levied on the late release of State Lease No.20543 in the amount of \$27,200.00.

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



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

LEGAL AND TITLE CONTROVERSY COMMITTEE

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

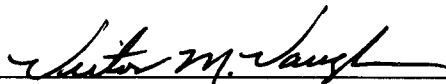
WHEREAS, a request was made by Chesapeake Operating, Inc., for authority to negotiate with Staff for an operating agreement covering 80.00 acres of former State Lease No. 20543, situated in the West Half of the Southwest Quarter of Section 34, Township 9 North, Range 12 West, Sabine Parish, Louisiana, and that the acreage in question be deemed unavailable for leasing until September 11, 2013, or until an operating agreement is confected and placed on the Mineral and Energy Board Docket for approval, whichever occurs first;

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

NOW, BE IT THEREFORE RESOLVED, that the Committee recommends that the State Mineral and Energy Board grant Chesapeake Operating, Inc., authority to negotiate with Staff for an operating agreement covering 80.00 acres of former State Lease No. 20543, situated in the West Half of the Southwest Quarter of Section 34, Township 9 North, Range 12 West, Sabine Parish, Louisiana, and that the acreage in question be deemed unavailable for leasing until September 11, 2013, or until an operating agreement is confected and placed on the Mineral and Energy Board Docket for approval, whichever occurs first.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the Louisiana State Mineral and Energy Board in the City of Baton Rouge, Louisiana, on the 12th day of June, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

LEGAL AND TITLE CONTROVERSY COMMITTEE

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

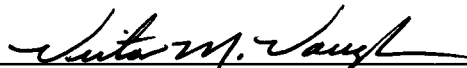
WHEREAS, a request was made by Louisiana Onshore Properties, for authority to negotiate with Staff for an operating agreement covering 575.00 acres which cover portions of State Lease Nos. 20826, 20828 and 20829, Iberia Parish, Louisiana, and that the acreage in question be deemed unavailable for leasing until September 11, 2013, or until an operating agreement is confected and placed on the Mineral and Energy Board Docket for approval, whichever occurs first;

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

NOW, BE IT THEREFORE RESOLVED, that the Committee recommends that the State Mineral and Energy Board grant Louisiana Onshore Properties authority to negotiate with Staff for an operating agreement covering 575.00 acres which cover portions of State Lease Nos. 20826, 20828 and 20829, Iberia Parish, Louisiana, and that the acreage in question be deemed unavailable for leasing until September 11, 2013, or until an operating agreement is confected and placed on the Mineral and Energy Board Docket for approval, whichever occurs first.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the Louisiana State Mineral and Energy Board in the City of Baton Rouge, Louisiana, on the 12th day of June, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

LEGAL AND TITLE CONTROVERSY COMMITTEE

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

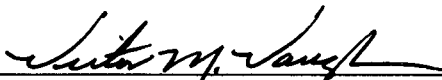
WHEREAS, a request was made by Houston Energy, LP for authority to negotiate with Staff for an operating agreement covering title disputed lands within State Lease No. 21102, situated in Terrebonne Parish, Louisiana, and that the acreage in question be deemed unavailable for leasing until September 11, 2013, or until an operating agreement is perfected and placed on the Mineral and Energy Board Docket for approval, whichever occurs first;

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

NOW, BE IT THEREFORE RESOLVED, that the Committee recommends that the State Mineral and Energy Board grant Houston Energy, LP authority to negotiate with Staff for an operating agreement covering title disputed lands within State Lease No. 21102, situated in Terrebonne Parish, Louisiana, and that the acreage in question be deemed unavailable for leasing until September 11, 2013, or until an operating agreement is perfected and placed on the Mineral and Energy Board Docket for approval, whichever occurs first.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the Louisiana State Mineral and Energy Board in the City of Baton Rouge, Louisiana, on the 12th day of June, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.



LOUISIANA STATE MINERAL AND ENERGY BOARD

BOBBY JINDAL
GOVERNOR



STEPHEN CHUSTZ
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 11:47a.m. on Wednesday, June 12, 2013. Board Members present were Mr. Stephen Chustz, DNR Interim Secretary, Mr. W. Paul Segura, Jr., Mr. Thomas L. Arnold, Jr., Mr. Emile Cordaro, Mr. Louis J. Lambert, Mr. Thomas W. Sanders, Mr. Darryl D. Smith and Mr. Dan R. Brouillette

The Committee made the following recommendations:

Approve State Agency Lease A on page 1;

Approve all Assignments on pages 2 through 9; Nos. 19 on page 7 would be approved subject to the approval of the Governor of Louisiana; No. 14 on page 6 would be deferred at the request of the staff;

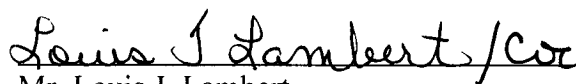
Approve Docket Item Nos. 13-17, 13-19, 13-20, 13-23 on pages 10 and 11;

Approve the following item upon recommendation of the Legal and Title Controversy Committee: Docket Item Nos. 13-18, 13-21 and 13-22 on page 11.

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

There being no further business to come before the committee, upon motion of Mr. Smith, and seconded by Mr. Cordaro, the committee voted unanimously to adjourn the meeting at 11:49 a.m.

Respectfully submitted,



Mr. Louis J. Lambert
Docket Review Committee

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

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item A from the June 12, 2013 Meeting be approved, said instrument being an Oil, Gas & Mineral Lease from the Terrebonne Parish School Board, dated April 3, 2013, awarded to Theophilus Oil, Gas & Land Services, L.L.C., covering lands located in Section 16, Township 20 South, Range 13 East, Terrebonne Parish, Louisiana, containing 183.00 acres, more or less, with further contractual obligations being more enumerated in the instrument.

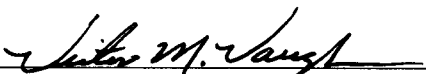
The State of Louisiana, through the State Mineral and Energy Board, asserts and claims title to the beds and bottoms of any navigable waterbed that may be located within the boundaries of the lands leased, and this approval shall not cover or extend to, or be construed as affecting the State's title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

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

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 12th day of June, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 1 from the June 12, 2013 Meeting be approved, said instrument being an Assignment from Fidelity Exploration Company, of all of Assignor's right, title and interest to the following in the proportions set out below.

Energy XXI GOM, LLC	2/3
Hilcorp Energy I, L P.	1/3

in and to State Lease Nos. 16798 and 16799, St. Bernard Parish, Louisiana, with further particulars being stipulated in the instrument

Energy XXI GOM, 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 June, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 2 from the June 12, 2013 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. 20702, DeSoto and Red River Parishes, Louisiana, with further particular being stipulated in the instrument.

Petrohawk Properties, L.P. 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 June, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 3 from the June 12, 2013 Meeting be approved, said instrument being an Assignment from S2 Energy I, LP to West Delta 52, LP, of all of Assignor's right, title and interest in and to State Lease Nos 18383 and 18384, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument.

West Delta 52, LP is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.

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

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

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

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

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

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

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

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 12th day of June, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 4 from the June 12, 2013 Meeting be approved, said instrument being an Assignment from Noble Energy, Inc. to Hilcorp Energy I, L.P., of all of Assignor's right, title and interest in and to State Lease Nos. 14077, 16505, 17339 and 18529, Calcasieu, Jefferson Davis, Lafourche and Vermilion Parishes, Louisiana, with further particulars being stipulated in the instrument

Hilcorp Energy I, L.P. is designated as the joint account Lessee (contact person) pursuant to State Mineral 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 June, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 5 from the June 12, 2013 Meeting be approved, said instrument being an Assignment from Encana Oil & Gas (USA) Inc to XLAKE II, LLC, of all of Assignor's right, title and interest in and to State Lease No 12847, Caddo Parish, Louisiana, **LIMITED TO** the portion of State Lease No. 12847 located within the geographic boundaries of the HA RA SUB unit, Shreveport Field, Caddo Parish, Louisiana, with further particulars being stipulated in the instrument

XLAKE 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 June, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 6 from the June 12, 2013 Meeting be approved, said instrument being an Assignment from Addison Oil, LLC to Yuma Exploration and Production Company, Inc., of all of Assignor's right, title and interest in and to State Lease Nos. 15448, 15459, 15461 and 16266, Vernon Parish, Louisiana, with further particulars being stipulated in the instrument

Yuma Exploration and Production 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 June, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 7 from the June 12, 2013 Meeting be approved, said instrument being an Assignment from Addison Oil, LLC to Yuma Exploration and Production Company, Inc., of all of Assignor's right, title and interest in and to State Lease No 16128, Beauregard Parish, Louisiana, with further particulars being stipulated in the instrument

Yuma Exploration and Production 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 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.

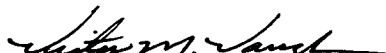
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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 June, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 8 from the June 12, 2013 Meeting be approved, said instrument being an Assignment from Addison Oil, LLC to Yuma Exploration and Production Company, Inc., of all of Assignor's right, title and interest in and to State Lease No. 14983 and 14993, Rapides Parish, Louisiana, with further particulars being stipulated in the instrument

Yuma Exploration and Production 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 June, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 9 from the June 12, 2013 Meeting be approved, said instrument being an Assignment and Amendment of Assignment from Petrogulf III, LLC to Dailey Oil & Gas, L.L.C. of all of Assignor's right, title and interest in and to State Lease No. 17647, St. Mary Parish, Louisiana, with further particulars being stipulated in the instrument.

Dailey 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.

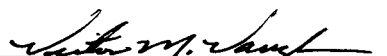
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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 June, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 10 from the June 12, 2013 Meeting be approved, said instrument being an Assignment from Manti Equity Partners, LP to Marlin Coastal, L.L.C., an undivided 23.75% of Assignor's right, title and interest in and to State Lease No. 19778, Lafourche Parish, Louisiana, **INSOFAR AND ONLY INSOFAR AS** said Lease covers a portion of Section 15, Township 21 South, Range 22 East in the CIB C RA SUA unit, 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 June, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 11 from the June 12, 2013 Meeting be approved, said instrument being an Assignment from Davis Petroleum Corp. to Toce Energy, L.L.C., of all of Assignor's right, title and interest in and to State Lease No. 19354, Cameron Parish, Louisiana, with further particulars being stipulated in the instrument

Toce 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 June, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 12 from the June 12, 2013 Meeting be approved, said instrument being an Assignment from Wagner Oil Company to Criolla, LP, of all of Assignor's interest in and to State Lease Nos 20181 and 20761, Vermilion Parish, Louisiana, with further particulars being stipulated in the instrument.

Criolla, 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;

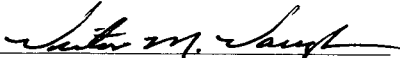
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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 June, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 13 from the June 12, 2013 Meeting be approved, said instrument being an Assignment from Hardwood Exploration, Inc. to Shearwave, Inc., of all of Assignor's right, title and interest in and to State Lease No. 9600, Red River Parish, Louisiana, with further particulars being stipulated in the instrument

Shearwave, 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 June, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 14 from the June 12, 2013, Meeting be deferred at the request of the staff, said instrument being An Assignment from Petro-Lewis Corporation to Vintage Petroleum, Inc., of all of Assignor's right, title and interest in and to State Lease No. 335, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument.

Vintage Petroleum, Inc. 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 June, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 15 from the June 12, 2013 Meeting be approved, said instrument being an Assignment from Alpine Exploration Companies, Inc to Ironstone Energy, LLC, of all of Assignor's right, title and interest in and to State Lease Nos 20431, 20983 and Operating Agreement "A0271", Jefferson Parish, Louisiana, with further particulars being stipulated in the instrument.

Ironstone 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 June, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 16 from the June 12, 2013 Meeting be approved, said instrument being an Assignment from Catapult Exploration, LLC, an undivided 95% interest to the following in the proportions set out below

Walter Oil & Gas Corporation	63.3337%
Manti, LP	31.6663%

in and to State Lease No. 21119, St. Mary 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 June, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 17 from the June 12, 2013 Meeting be approved, said instrument being an Assignment from Harold J. Anderson, Inc to Labay Exploration Co., L.L.C., of all of Assignor's right, title and interest in and to State Lease No. 21051, St. Mary Parish, Louisiana, with further particulars being stipulated in the instrument

LaBay Exploration Co., 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 June, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 18 from the June 12, 2013 Meeting be approved, said instrument being a Merger whereby Creslum Oil Company is merging with and into Detex Oil Corporation, a Merger whereby Detex Oil Corporation is merging with and into Deminex U.S. Oil Co., a Merger whereby Deminex U.S. Oil Co is merging with and into Southwest Exploration and Acquisition Co, and a Merger whereby Southwest Exploration and Acquisition Co is merging with and into Southwest Royalties, Inc., affecting State Lease No. 4724, Bienville Parish, Louisiana, with further particulars being stipulated in the instrument.

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

- 1) That all terms and conditions of the basic lease will be fulfilled, including but not limited to the full payment of rentals and royalties, regardless of the division of leasehold interests resulting from the instrument;
- 2) That failure to comply with the terms and conditions of the basic lease by the original lessee, or by any assignee, sublessor or sublessee, prior or subsequent hereto, shall not be deemed waived by the approval of said instrument by the State Mineral and Energy Board for the State of Louisiana, it being distinctly understood that the State Mineral and Energy Board for the State of Louisiana does not recognize said instrument as creating a novation, as regards any right or interest of the State or Board,
- 3) That in the event ownership of the basic mineral lease is or becomes vested in two or more lessees responsible to the lessor for compliance with indivisible obligations to maintain the lease, then said lessees shall designate in writing to the State Mineral and Energy Board the lessee representing the joint account of all lessees, who shall be accountable to the Board for discharge of indivisible obligations under the lease for all lessees or for release in lieu of compliance therewith, provided that in the event of failure of said lessees to comply with such condition, then the Board may withhold approval of and thereby deny validity to any pending or future assignment or transfer of an interest in the lease, and, provided further, that if any lessee should agree to release the lease or any segregated portion thereof in lieu of complying with an indivisible lease obligation to maintain the lease and no other lessee desires to assume and undertake the indivisible obligation, then all lessees agree to join in a release or to otherwise execute a similar release of their rights to lessor, relegating any nonsignatory lessee to such remedy, if any, as such party may have against the lessee or lessees, who may execute a release purporting to cover the entirety of the lease or of a segregated portion thereof,
- 4) That this approval is given merely for the purpose of validating the assignment or transfer under the provisions of R S. 30 128, but by giving its approval, the Board does not recognize the validity of any other instrument referred to therein that has not also been considered and approved by the Board in its entirety nor of any descriptions nor adopt any of the terms and conditions in the assignment or transfer, including but not limited to any election to convert an overriding royalty interest to a working interest, and any such election shall not be effective until written notice thereof is given to the Board and assignment or transfer of such working interest in recordable form is docketed for approval and approved by the Board, and, furthermore, that this approval may not operate as the Board's approval of any sales contract, which may have been entered into by the parties to the assignment or transfer, inasmuch as the Board specifically reserves the right to take its royalty oil, gas and other minerals in kind,
- 5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and
- 6) That nothing herein shall be construed as approval for any assignment, sublease or transfer to or from any individual, partnership, corporation or other legal entity who has filed bankruptcy proceedings unless such status is specifically recognized in this resolution

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 12th day of June, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 19 from the June 12, 2013 Meeting be approved subject to the approval of the Governor of Louisiana, said instrument being an Assignment from June Corp. to S2 Energy, LLC, of all of Assignor's right, title and interest in and to State Lease No. 328, 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.

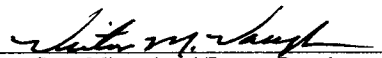
This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

- 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 June, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

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

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

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 20 from the June 12, 2013 Meeting be approved, said instrument being a Conversion whereby Knight Resources, Inc. is converting to Knight Resources, LLC, affecting State Lease Nos. 19199, 19200, 19202, 19203, 19204, 19205, 19206, 19207 and 19232, Lafourche and St. Charles Parishes, Louisiana, with further particulars being stipulated in the instrument.

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

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

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

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

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

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

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

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 12th day of June, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 21 from the June 12, 2013 Meeting be approved, said instrument being an Assignment from Wessely Energy Company to Grigsby Petroleum, Inc, of all of Assignor's right, title and interest in and to State Lease No. 10965, Caddo Parish, Louisiana, with further particulars being stipulated in the instrument

Grigsby 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 June, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 22 from the June 12, 2013 Meeting be approved, said instrument being an Assignment from Grigsby Petroleum, Inc to Grigsby Production L.C., of all of Assignor's right, title and interest in and to State Lease No 10965, Caddo Parish, Louisiana, with further particulars being stipulated in the instrument

Grigsby Production 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 June, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect


State Mineral and Energy Board

RESOLUTION

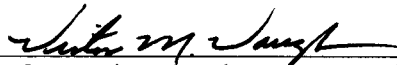
LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 23 from the June 12, 2013, Meeting be approved, said instrument being a Correction of Resolution No. 9 from the May 8, 2013 Meeting, being a Merger whereby The Louisiana Land & Exploration Company is merging with and into The Louisiana Land & Exploration Company LLC (Maryland), whereas State Lease Nos. 517, 13407, 17036 and 17037 were omitted from said resolution and are hereby being added, affecting State Lease Nos. 517, 13407, 15858, 16006, 16007, 16709, 17036 and 17037, Evangeline, Jefferson, Plaquemines and Terrebonne Parishes, Louisiana.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 12th day of June, 2013, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

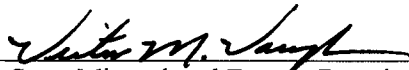
On motion of Mr. Smith, seconded by Mr. Segura, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 13-17 from the June 12, 2013, Meeting be approved, said instrument being a Unitization Agreement by and between the State Mineral and Energy Board, acting for and on behalf of the State of Louisiana and Chevron U.S.A. Inc., to create a 51.238 acre, more or less, Reservoir Unit, identified as the "BM2 8300 RNN SU", with 7.760 acres being attributable to State Lease No. 1365 and 43.478 acres being attributable to State Lease No. 1486, Bay Marchand Field, Lafourche Parish, Louisiana, with further particulars being stipulated in the instrument.

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 12th day of June, 2013 pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 13-18 from the June 12, 2013, Meeting be approved, said instrument being an Amendment of that certain Operating Agreement, effective October 19, 1956, whereas the State Mineral and Energy Board of the State of Louisiana and Texas Petroleum Investment Company desire to amend the Operating Agreement to include language which provides the operator the ability to maintain the property by in-lieu State Production Interest payments, oil or gas payments and other language required by prior resolutions, affecting Operating Agreement "A0003", Iberia Parish, Louisiana, with further particulars being stipulated in the instrument.

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 12th day of June, 2013 pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 13-19 from the June 12, 2013, Meeting be approved, said instrument being a Unitization Agreement by and between the State Mineral and Energy Board, Hilcorp Energy I, L.P., through its General Partner, Hilcorp Energy Company and RPC South Louisiana, LLC, to create a 199.54 acre unit, more or less, identified as the "8700 RA VUA", with 99.77 acres being attributable to State Lease No. 19139 and 99.77 acres being attributable to State Lease No. 20378, Lake Sand Field, Iberia Parish, Louisiana, with further particulars being stipulated in the instrument.

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 12th day of June, 2013 pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

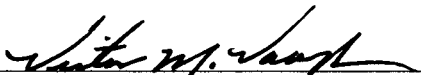
On motion of Mr. Smith, seconded by Mr. Segura, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 13-20 from the June 12, 2013, Meeting be approved, said instrument being a Unitization Agreement by and between the State Mineral and Energy Board and Chevron U.S.A. Inc, to create a 58.483 acre Reservoirwide unit, more or less, identified as the "BM2 8350 RAA SU", with 17.106 acres being attributable to State Lease No. 1365 and 41.377 acres being attributable to State Lease No. 1486, Bay Marchand Field, Lafayette Parish, Louisiana, with further particulars being stipulated in the instrument.

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 12th day of June, 2013 pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 13-21 from the June 12, 2013, Meeting be approved, said instrument being a Second Amendment of that certain Unitization Agreement, dated October 14, 2009, by and between the State Mineral and Energy Board and Expert Oil & Gas, L.L.C., whereas said parties desire to amend Paragraph 9.b. of the Lake Salvador VUA by deleting said paragraph and replacing it with a revised Paragraph 9.b, affecting State Lease Nos. 19202, 19203, 19204, 19205, 19206 and 19232, Lafourche and St. Charles Parishes, Louisiana, with further particulars being stipulated in the instrument.

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 12th day of June, 2013 pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 13-22 from the June 12, 2013, Meeting be approved, said instrument being a Lease Extension and Amendment by and between the State, through the State Mineral and Energy Board and Dynamic Offshore Resources, LLC, et al, whereas said parties desire to amend the primary term of State Lease No. 19718, Plaquemines Parish, Louisiana, from five (5) years to five (5) years and six (6) months, with an option by Lessee to extend an additional six (6) months. The extension of the primary term shall be in consideration of the payment of the full rental on or before July 9, 2013. The option period may be exercised by payment of the full rental per acre amount of the acreage provided for in the subject State lease on or before January 9, 2014. The royalty percentage in Paragraph 6 is increased from Twenty-One and Five Tenths (21.5%) Percent to Twenty-Two (22%) percent, with further particulars being stipulated in the instrument

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 12th day of June, 2013 pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

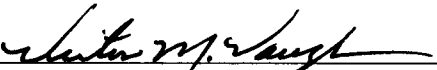
On motion of Mr. Smith, seconded by Mr. Segura, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 13-23 from the June 12, 2013, Meeting be approved, said instrument being a Unitization Agreement by and between the State Mineral and Energy Board, for and on behalf of the State of Louisiana and Hilcorp Energy I, LP, to create a 208.63 acre unit, identified as the "VUA; S.L. 20946 No. 1", with 188.88 acres being attributable to State Lease No. 20946 and 19.75 acres being attributable to State Lease No. 21087, Lake Barre Field, Terrebonne Parish, Louisiana, with further particulars being stipulated in the instrument.

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 12th day of June, 2013 pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board