

MINUTES

STATE MINERAL AND ENERGY BOARD

REGULAR MEETING AND LEASE SALE

APRIL 9, 2014

STATE MINERAL AND ENERGY BOARD
REGULAR MEETING AND LEASE SALE MINUTES
APRIL 9, 2014

A Regular Meeting and Lease Sale of the State Mineral and Energy Board was held on Wednesday, April 9, 2014, beginning at 11:00 a.m. in the LaBelle Room, First Floor, LaSalle Office Building, Baton Rouge, Louisiana, subject to the call of the Governor and Ex-Officio Chairman.

Mr. 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
Emile B. Cordaro
Stephen Chustz, DNR Secretary
Robert "Michael" Morton
Thomas W. Sanders
Darryl D. Smith
Theodore M. "Ted" Haik, Jr.
Chip Kline (Governor Jindal's designee to the Board)

The following members of the Board were recorded as absent:
Dan R. Brouillette
Louis J. Lambert

Ms. Talley announced that nine (9) 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
James Devitt, Deputy General Counsel-Department of Natural Resources
Ryan Seidemann, Assistant Attorney General
Jackson Logan, Assistant Attorney General

The Chairman announced that the Board would recess its regular meeting at 11:01 a.m. to continue the Committee Meetings. A motion was made by Mr. Sanders, seconded by Mr. Arnold, and unanimously adopted by the Board.

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

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The Chairman stated that the next order of business was the approval of the March 12, 2014 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. Morton and unanimously adopted by the Board. (No public comment was made at this time.)

The Chairman then stated that the next order of business would be the adoption of the Committee recommendations. Upon motion of Mr. Arnold, seconded by Mr. Sanders, 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, the Chairman announced that the Board would recess its regular meeting at 11:43 a.m. to go into executive session for technical briefing in order to consider matters before the Board which were confidential in nature. A motion was made by Mr. Sanders, seconded by Mr. Smith, and unanimously adopted by the Board.

During the technical briefing, the Board conferred with staff personnel concerning the merit of the bids that were submitted and opened earlier today at a public meeting*, based on geological, engineering and other confidential data and analyses available to the Board and staff, after which, upon motion of Mr. Arnold, seconded by Mr. Cordaro, and unanimously adopted by the Board, the Board reconvened in open session at 11:53 a.m.

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

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

Mr. Vaughn stated that the staff recommends the bids submitted on Tracts 43838, 43848, and 43875 be rejected due to improper bid form. Mr. Vaughn stated that the Board may consider accepting oral bids from the floor on these three tracts.

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

Upon motion by Mr. Arnold, seconded by Mr. Haik, the Board unanimously voted to reject the bids submitted on Tracts 43838, 43848 and 43875, to open bidding to the floor on these three tracts, and to accept all other bids and award leases on those tracts.

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Upon motion of Mr. Arnold, seconded by Mr. Haik, the Board voted unanimously to award a lease on a portion of Tract 43837, said portion being 71.000 acres more particularly described in said bid and outlined on accompanying plat, to Albert S. Ruffin, Jr.

Upon motion of Mr. Arnold, seconded by Mr. Haik, the Board voted unanimously to award a lease on a portion of Tract 43839, said portion being 138.000 acres more particularly described in said bid and outlined on accompanying plat, to Theophilus Oil, Gas & Land Services, LLC.

Upon motion of Mr. Arnold, seconded by Mr. Haik, the Board voted unanimously to award a lease on Tract 43841 to Theophilus Oil, Gas & Land Services, LLC.

Upon motion of Mr. Arnold, seconded by Mr. Haik, the Board voted unanimously to award a lease on Tract 43842 to Theophilus Oil, Gas & Land Services, LLC.

Upon motion of Mr. Arnold, seconded by Mr. Haik, the Board voted unanimously to award a lease on Tract 43843 to Theophilus Oil, Gas & Land Services, LLC.

Upon motion of Mr. Arnold, seconded by Mr. Haik, the Board voted unanimously to award a lease on Tract 43844 to Theophilus Oil, Gas & Land Services, LLC.

Upon motion of Mr. Arnold, seconded by Mr. Haik, the Board voted unanimously to award a lease on Tract 43845 to Theophilus Oil, Gas & Land Services, LLC.

Upon motion of Mr. Arnold, seconded by Mr. Haik, the Board voted unanimously to award a lease on Tract 43846 to Theophilus Oil, Gas & Land Services, LLC.

Upon motion of Mr. Arnold, seconded by Mr. Haik, the Board voted unanimously to award a lease on Tract 43847 to Theophilus Oil, Gas & Land Services, LLC.

Upon motion of Mr. Arnold, seconded by Mr. Haik, the Board voted unanimously to award a lease on a portion of Tract 43849, said portion being 13.000 acres more particularly described in said bid and outlined on accompanying plat, to Duncan Oil Partners, L.L.C.

Upon motion of Mr. Arnold, seconded by Mr. Haik, the Board voted unanimously to award a lease on a portion of Tract 43850, said portion being 39.000 acres more particularly described in said bid and outlined on accompanying plat, to Charleston Energy, Inc.

Upon motion of Mr. Arnold, seconded by Mr. Haik, the Board voted unanimously to award a lease on Tract 43851 to Theophilus Oil, Gas & Land Services, LLC.

Upon motion of Mr. Arnold, seconded by Mr. Haik, the Board voted unanimously to award a lease on Tract 43852 to Theophilus Oil, Gas & Land Services, LLC.

Upon motion of Mr. Arnold, seconded by Mr. Haik, the Board voted unanimously to award a lease on Tract 43853 to Theophilus Oil, Gas & Land Services, LLC.

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Upon motion of Mr. Arnold, seconded by Mr. Haik, the Board voted unanimously to award a lease on Tract 43854 to Theophilus Oil, Gas & Land Services, LLC.

Upon motion of Mr. Arnold, seconded by Mr. Haik, the Board voted unanimously to award a lease on Tract 43855 to Theophilus Oil, Gas & Land Services, LLC.

Upon motion of Mr. Arnold, seconded by Mr. Haik, the Board voted unanimously to award a lease on Tract 43857 to Theophilus Oil, Gas & Land Services, LLC.

Upon motion of Mr. Arnold, seconded by Mr. Haik, the Board voted unanimously to award a lease on Tract 43858 to Theophilus Oil, Gas & Land Services, LLC.

Upon motion of Mr. Arnold, seconded by Mr. Haik, the Board voted unanimously to award a lease on Tract 43860 to Theophilus Oil, Gas & Land Services, LLC.

Upon motion of Mr. Arnold, seconded by Mr. Haik, the Board voted unanimously to award a lease on a portion of Tract 43864, said portion being 400.000 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. Haik, the Board voted unanimously to award a lease on a portion of Tract 43865, said portion being 29.79 acres more particularly described in said bid and outlined on accompanying plat, to Castex Energy Partners, L.P.

Upon motion of Mr. Arnold, seconded by Mr. Haik, the Board voted unanimously to award a lease on a portion of Tract 43866, said portion being 193.97 acres more particularly described in said bid and outlined on accompanying plat, to Castex Energy Partners, L.P.

Upon motion of Mr. Arnold, seconded by Mr. Haik, the Board voted unanimously to award a lease on a portion of Tract 43871, said portion being 140.810 acres more particularly described in said bid and outlined on accompanying plat, to Square Mile Energy, L.L.C.

Upon motion of Mr. Arnold, seconded by Mr. Haik, the Board voted unanimously to award a lease on a portion of Tract 43871, said portion being 94.950 acres more particularly described in said bid and outlined on accompanying plat, to Square Mile Energy, L.L.C.

Upon motion of Mr. Arnold, seconded by Mr. Haik, the Board voted unanimously to award a lease on a portion of Tract 43873, said portion being 9.000 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. Haik, the Board voted unanimously to award a lease on a portion of Tract 43874, said portion being 265.000 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. Haik, the Board voted unanimously to award a lease on a portion of Tract 43876, said portion being 50.000 acres more particularly described in said bid and outlined on accompanying plat, to Theophilus Oil, Gas & Land Services, LLC.

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Upon motion of Mr. Arnold, seconded by Mr. Haik, the Board voted unanimously to award a lease on Tract 43877 to Petro-Hunt, L.L.C., a Texas limited liability company.

Upon motion of Mr. Arnold, seconded by Mr. Haik, the Board voted unanimously to award a lease on Tract 43878 to Theophilus Oil, Gas & Land Services, LLC.

Upon motion of Mr. Arnold, seconded by Mr. Haik, the Board voted unanimously to award a lease on Tract 43879 to Theophilus Oil, Gas & Land Services, LLC.

Upon motion of Mr. Arnold, seconded by Mr. Haik, the Board voted unanimously to award a lease on Tract 43880 to Theophilus Oil, Gas & Land Services, LLC.

Upon motion by Mr. Arnold, seconded by Mr. Chustz, the Board unanimously voted to open bidding from the floor on Tract 43838. No bids were offered from the floor on Tract 43838, and bidding was closed by the Chairman on the tract.

Upon motion by Mr. Arnold, seconded by Mr. Sanders, the Board unanimously voted to open bidding from the floor on Tract 43848. An oral bid was offered by Robert Schroeder on behalf of Krewe Energy, LLC on Tract 43848, with a primary term of three (3) years, with a bonus bid of \$2,730.00, with an annual rental of \$1,365.00, and a royalty of 21.00%. The Chairman asked if there were any other bids from the floor on Tract 43848, being none, the bidding from the floor on Tract 43848 was closed.

The Chairman then asked for the staff's recommendation on the bid for Tract 43848. Mr. Vaughn stated that the staff recommends accepting the bid by Krewe Energy, LLC on Tract 43848. Upon motion by Mr. Arnold, seconded by Mr. Sanders, the Board unanimously voted to award a lease on Tract 43848 to Krewe Energy, LLC.

Upon motion by Mr. Arnold, seconded by Mr. Sanders, the Board unanimously voted to open bidding from the floor on Tract 43875. No bids were offered from the floor on Tract 43875, and bidding was closed by the Chairman on the tract.

This concluded the awarding of the leases.

The following announcements were then made:

Ms. Talley stated that "the total for today's Lease Sale is \$1,869,443.56, bringing the fiscal year-to-date total to just over \$16.6 million." Ms. Talley also reminded the Board that Ethics disclosure forms were due in May.

The Chairman then stated there being no further business to come before the Board, upon motion of Mr. Arnold, seconded by Mr. Haik, the meeting was adjourned at 12:02 p.m.

Respectfully submitted,



Victor M. Vaughn
Executive Officer
State Mineral and Energy Board

THE FOLLOWING OPENING OF SEALED
BIDS MEETING MINUTES, COMMITTEE
REPORTS AND RESOLUTIONS WERE
MADE A PART OF THE APRIL 9, 2014
STATE MINERAL AND ENERGY BOARD
REGULAR MEETING AND LEASE SALE
MINUTES BY REFERENCE

STATE MINERAL AND ENERGY BOARD
OPENING OF SEALED BIDS MINUTES
APRIL 9, 2014

A public meeting for the purpose of opening sealed bids was held on Wednesday, April 9, 2014, beginning at 8:34 a.m. in the LaBelle 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
James Devitt, Attorney-DNR Office of the Secretary

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:

April 9, 2014

**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. 43837 through 43880, have been advertised in accordance with and under the provisions of Chapter 2, Title 30 of the Revised Statutes of 1950, as amended.

Yours very truly,

(Original signed)

Emile Fontenot
Assistant Director
Petroleum Lands Division

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

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

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

INLAND TRACTS

Tract 43837
 (Portion – 71.000 acres)

Bidder	:	Albert S. Ruffin, Jr.
Primary Term	:	Three (3) years
Cash Payment	:	\$6,049.20
Annual Rental	:	\$6,049.20
Royalties	:	20.00% on oil and gas
	:	20.00% on other minerals
Additional Consideration	:	None

Tract 43838
 (Portion – 2.000 acres)

Bidder	:	Central Sand and Gravel, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$800.00
Annual Rental	:	\$400.00
Royalties	:	22.500% on oil and gas .
	:	22.500% on other minerals
Additional Consideration	:	The granting of this Lease shall be awarded by Lessor with the terms and conditions of the following:
		1. The Saltwater Disposal well (serial #105720) comes as a part of the lease of the previously productive well (serial #105157) with no lease payments associated with the Saltwater Disposal well.
		2. The lease is subject to an immediate test of both the well's casing and pipe that reflects both wells having mechanical integrity. The cost of the tests will be borne by Central Sand and Gravel, Inc. If it is proven that the casing and pipe do not have mechanical integrity for either of the wells, the total lease payment (\$16,000) will be refunded to Central Sand and Gravel, Inc.
		3. The LA Dept. of Conservation approves the restart of the Saltwater Disposal well as an injection well.
		4. Any legacy environmental issues that is determined to have occurred prior to the date of the upcoming lease would be borne solely by the School Boards.

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If any one of the above stipulations proves to be false or not acceptable by the School Boards and/or the Louisiana State Mineral & Energy Board, all bid fees will be refunded.

Tract 43839
 (Portion – 138.000 acres)

Bidder	:	Theophilus Oil, Gas & Land Services, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$11,067.60
Annual Rental	:	\$5,533.80
Royalties	:	20.00% on oil and gas
	:	20.00% on other minerals
Additional Consideration	:	None

Tract 43840

No Bids

Tract 43841

Bidder	:	Theophilus Oil, Gas & Land Services, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$5,796.00
Annual Rental	:	\$2,898.00
Royalties	:	25.00% on oil and gas
	:	25.00% on other minerals
Additional Consideration	:	None

Tract 43842

Bidder	:	Theophilus Oil, Gas & Land Services, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$11,868.00
Annual Rental	:	\$5,934.00
Royalties	:	25.00% on oil and gas
	:	25.00% on other minerals
Additional Consideration	:	None

Tract 43843

Bidder	:	Theophilus Oil, Gas & Land Services, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$2,484.00
Annual Rental	:	\$1,242.00
Royalties	:	25.00% on oil and gas
	:	25.00% on other minerals
Additional Consideration	:	None

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	Tract 43844	
Bidder	:	Theophilus Oil, Gas & Land Services, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$3,036.00
Annual Rental	:	\$1,518.00
Royalties	:	25.00% on oil and gas
	:	25.00% on other minerals
Additional Consideration	:	None

	Tract 43845	
Bidder	:	Theophilus Oil, Gas & Land Services, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$12,972.00
Annual Rental	:	\$6,486.00
Royalties	:	25.00% on oil and gas
	:	25.00% on other minerals
Additional Consideration	:	None

	Tract 43846	
Bidder	:	Theophilus Oil, Gas & Land Services, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$12,972.00
Annual Rental	:	\$6,486.00
Royalties	:	25.00% on oil and gas
	:	25.00% on other minerals
Additional Consideration	:	None

	Tract 43847	
Bidder	:	Theophilus Oil, Gas & Land Services, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$3,588.00
Annual Rental	:	\$1,794.00
Royalties	:	25.00% on oil and gas
	:	25.00% on other minerals
Additional Consideration	:	None

	Tract 43848	
Bidder	:	Krewe Energy, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$2,730.00
Annual Rental	:	\$0.00
Royalties	:	21.00% on oil and gas
	:	21.00% on other minerals
Additional Consideration	:	None

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Tract 43849
 (Portion – 13.000 acres)

Bidder	:	Duncan Oil Partners, L.L.C.
Primary Term	:	Three (3) years
Cash Payment	:	\$4,056.00
Annual Rental	:	\$2,028.00
Royalties	:	22.50% on oil and gas
	:	22.50% on other minerals
Additional Consideration	:	None

Tract 43850
 (Portion – 39.000 acres)

Bidder	:	Charleston Energy, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$15,678.00
Annual Rental	:	\$7,839.00
Royalties	:	20.00% on oil and gas
	:	20.00% on other minerals
Additional Consideration	:	None

Tract 43851

Bidder	:	Theophilus Oil, Gas & Land Services, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$76,608.00
Annual Rental	:	\$38,304.00
Royalties	:	25.00% on oil and gas
	:	25.00% on other minerals
Additional Consideration	:	None

Tract 43852

Bidder	:	Theophilus Oil, Gas & Land Services, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$85,120.00
Annual Rental	:	\$42,560.00
Royalties	:	25.00% on oil and gas
	:	25.00% on other minerals
Additional Consideration	:	None

Tract 43853

Bidder	:	Theophilus Oil, Gas & Land Services, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$58,976.00
Annual Rental	:	\$29,488.00
Royalties	:	25.00% on oil and gas
	:	25.00% on other minerals
Additional Consideration	:	None

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	Tract 43854	
Bidder	:	Theophilus Oil, Gas & Land Services, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$40,128.00
Annual Rental	:	\$20,064.0
Royalties	:	25.00% on oil and gas
	:	25.00% on other minerals
Additional Consideration	:	None

	Tract 43855	
Bidder	:	Theophilus Oil, Gas & Land Services, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$41,952.00
Annual Rental	:	\$20,976.00
Royalties	:	25.00% on oil and gas
	:	25.00% on other minerals
Additional Consideration	:	None

No Bids Tract 43856

	Tract 43857	
Bidder	:	Theophilus Oil, Gas & Land Services, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$462,688.00
Annual Rental	:	\$231,344.00
Royalties	:	25.00% on oil and gas
	:	25.00% on other minerals
Additional Consideration	:	None

	Tract 43858	
Bidder	:	Theophilus Oil, Gas & Land Services, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$250,496.00
Annual Rental	:	\$125,248.00
Royalties	:	25.00% on oil and gas
	:	25.00% on other minerals
Additional Consideration	:	None

No Bids Tract 43859

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	Tract 43860	
Bidder	:	Theophilus Oil, Gas & Land Services, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$256,576.00
Annual Rental	:	\$128,288.00
Royalties	:	25.00% on oil and gas
	:	25.00% on other minerals
Additional Consideration	:	None

No Bids Tract 43861

No Bids Tract 43862

No Bids Tract 43863

	Tract 43864 (Portion – 400.000 acres)	
Bidder	:	TRI-C Resources, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$143,000.00
Annual Rental	:	\$71,500.00
Royalties	:	22.500% on oil and gas
	:	22.500% on other minerals
Additional Consideration	:	None

	Tract 43865 (Portion – 29.79 acres)	
Bidder	:	Castex Energy Partners, L.P.
Primary Term	:	Three (3) years
Cash Payment	:	\$5,987.79
Annual Rental	:	\$2,993.90
Royalties	:	22.5% on oil and gas
	:	22.5% on other minerals
Additional Consideration	:	None

	Tract 43866 (Portion – 193.97 acres)	
Bidder	:	Castex Energy Partners, L.P.
Primary Term	:	Three (3) years
Cash Payment	:	\$38,987.97
Annual Rental	:	\$19,493.99
Royalties	:	22.5% on oil and gas
	:	22.5% on other minerals
Additional Consideration	:	None

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No Bids Tract 43867

No Bids Tract 43868

No Bids Tract 43869

No Bids Tract 43870

Tract 43871
 (Portion – 140.810 acres)

Bidder	:	Square Mile Energy, L.L.C.
Primary Term	:	Three (3) years
Cash Payment	:	\$143,203.77
Annual Rental	:	\$71,601.89
Royalties	:	22.50% on oil and gas
	:	22.50% on other minerals
Additional Consideration	:	None

Tract 43871
 (Portion – 94.950 acres)

Bidder	:	Square Mile Energy, L.L.C.
Primary Term	:	Three (3) years
Cash Payment	:	\$38,454.75
Annual Rental	:	\$19,227.38
Royalties	:	22.50% on oil and gas
	:	22.50% on other minerals
Additional Consideration	:	None

No Bids Tract 43872

Tract 43873
 (Portion – 9.000 acres)

Bidder	:	Hilcorp Energy I, L.P.
Primary Term	:	Three (3) years
Cash Payment	:	\$2,295.00
Annual Rental	:	\$1,147.50
Royalties	:	23.50% on oil and gas
	:	23.50% on other minerals
Additional Consideration	:	None

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Tract 43874
 (Portion – 265.000 acres)

Bidder	:	Hilcorp Energy I, L.P.
Primary Term	:	Three (3) years
Cash Payment	:	\$67,575.00
Annual Rental	:	\$33,787.50
Royalties	:	23.50% on oil and gas
	:	23.50% on other minerals
Additional Consideration	:	None

STATE AGENCY TRACTS

Tract 43875
 (Portion – 40.000 acres)

Bidder	:	Central Sand and Gravel, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$16,000.00
Annual Rental	:	\$8,000.00
Royalties	:	22.50% on oil and gas
	:	22.50% on other minerals
Additional Consideration	:	The granting of this Lease shall be awarded by Lessor with the terms and conditions of the following:
		1. The Saltwater Disposal well (serial #105720) comes as a part of the lease of the previously productive well (serial #105157) with no lease payments associated with the Saltwater Disposal well.
		2. The lease is subject to an immediate test of both the well's casing and pipe that reflects both wells having mechanical integrity. The cost of the tests will be borne by Central Sand and Gravel, Inc. If it is proven that the casing and pipe do not have mechanical integrity for either of the wells, the total lease payment (\$16,000) will be refunded to Central Sand and Gravel, Inc.
		3. The LA Dept. of Conservation approves the restart of the Saltwater Disposal well as an injection well.
		4. Any legacy environmental issues that is determined to have occurred prior to the date of the upcoming lease would be borne solely by the School Boards.

If any one of the above stipulations proves to be false or not acceptable by the School Boards and/or the Louisiana State Mineral & Energy Board, all bid fees will be refunded.

SCHOOL INDEMNITY LANDS

Tract 43876
 (Portion – 50.000 acres)

Bidder	:	Theophilus Oil, Gas & Land Services, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$4,010.00
Annual Rental	:	\$2,005.00
Royalties	:	20.00% on oil and gas
	:	20.00% on other minerals
Additional Consideration	:	None

TAX ADJUDICATED LANDS

Tract 43877

Bidder	:	Petro-Hunt, L.L.C., a Texas limited liability company
Primary Term	:	Three (3) years
Cash Payment	:	\$2,620.00
Annual Rental	:	\$1,310.00
Royalties	:	22.50% on oil and gas
	:	22.50% on other minerals
Additional Consideration	:	None

VACANT STATE LAND

Tract 43878

Bidder	:	Theophilus Oil, Gas & Land Services, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$656.64
Annual Rental	:	\$328.32
Royalties	:	25.00% on oil and gas
	:	25.00% on other minerals
Additional Consideration	:	None

STATE MINERAL AND ENERGY BOARD
Opening of Sealed Bids Minutes
April 9, 2014

	Tract 43879	
Bidder	:	Theophilus Oil, Gas & Land Services, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$59,067.20
Annual Rental	:	\$29,533.60
Royalties	:	25.00% on oil and gas
	:	25.00% on other minerals
Additional Consideration	:	None

	Tract 43880	
Bidder	:	Theophilus Oil, Gas & Land Services, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$1,264.64
Annual Rental	:	\$632.32
Royalties	:	25.00% on oil and gas
	:	25.00% on other minerals
Additional Consideration	:	None

This concluded the reading of the bids.

There being no further business, the meeting was concluded at 9:15 a.m.

Respectfully submitted,



Victor M. Vaughn
Executive Officer
State Mineral and Energy Board



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

Lease Review Committee Report

A meeting of the Lease Review Committee of the State Mineral and Energy Board convened on Wednesday, April 9, 2014 at 9:30 a.m. with the following members of the Board in attendance: Mr. Stephen Chustz, Mr. Emile B. Cordaro, Mr. Theodore M. "Ted" Haik, Mr. Robert "Michael" Morton, Mr. Thomas W. Sanders, Mr. Darryl D. Smith, and Mr. Chip Kline, Governor Bobby Jindal's designee on the Board.

I. Geological and Engineering Staff Review

According to SONRIS there are 1,802 active State Leases covering almost 758,000 acres. The Geological and Engineering Division has reviewed 170 leases covering approximately 129,000 acres.

II. Committee Review

1. A staff report on **State Lease 2038**, Deep Lake Field, Cameron Parish. ExxonMobil Corporation is the lessee. The recommendation was to grant Hilcorp until April 8, 2015 to present a plan of development for this lease.

III. Force Majeure

Updated 03/28/2014

Company Name	Lease Numbers
Leases Off Production Due to Non-Storm Related Force Majeure Events	
Energy Properties Inc.	725 (September'2014)

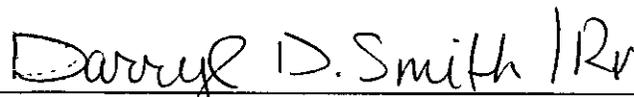
The Committee may discuss other matters as it desires pursuant to R.S. 42:7(A)(1)(b)(ii) as well as Executive Session matters pursuant to R.S. 42:6.1(A)(2) and R.S. 42:6.1(A)(6).

Lease Review Committee Report
April 9, 2014
Page 2

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

On motion by Mr. Cordaro, seconded by Mr. Morton, the Committee moved to adjourn the April 9, 2014 meeting at 9:36 a.m.

Respectfully submitted,

Handwritten signature of Darryl D. Smith in black ink, written over a horizontal line.

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

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



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Lease Num	DA	Field	Latest Lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
00508		POTASH	216866-SL 508-025 08/26/1994	150	450	APR AR 3/21/14 JMB AR HBP - 1 SL WELL
01230		BRETON SOUND BLOCK 20 , BRETON SOUND BLOCK 36 , BRETON SOUND BLOCK 37	228447-SL 1230-002 10/11/2003	2000	3800	APR AR 3/21/14 JMB AR HBP 2 UNITS
01237		BRETON SOUND BLOCK 36	BRS36 4900 RA NVU 11/01/1990	647	647	APR AR 3/21/14 JMB AR HBP 1 UNIT
01997		BRETON SOUND BLOCK 20	622.2 10/17/1990	626.886	626.886	APR AR 3/21/14 JMB AR HBP 2 SL WELLS 1 UNIT
01998		BRETON SOUND BLOCK 20	221452-SL 1998-063 02/07/1998	2000	3214.83	APR AR 3/21/14 JMB AR HBP 6 UNITS
01999		BRETON SOUND BLOCK 20	244690-SL 1999-051 04/29/2012	3000	4173.84	APR AR 3/21/14 JMB AR HBP 11 UNITS 4 SL WELLS
02000		BRETON SOUND BLOCK 20	245957-BRS20 7100 RA SU;SL 2000-073 06/28/2013	3066	3539.07	APR AR 3/21/14 JMB AR HBP 5 UNITS 11 SL WELLS
02001		BRETON SOUND BLOCK 36	BRS36 4900 RA NVU 11/01/1990	601.5	601.5	APR AR 3/21/14 JMB AR HBP 1 UNIT
02326		BRETON SOUND BLOCK 20	832.43 06/29/2004	2800	4162.12	APR AR 3/21/14 JMB AR HBP 4 UNITS 3 SL WELLS
02557		MAIN PASS BLOCK 69	237429-SL 2557-037 06/17/2008	2352	2765	APR AR 3/21/14 JMB AR HBP 4 UNITS 2 SL WELLS
04409		BRETON SOUND BLOCK 20 , BRETON SOUND BLOCK 36 , BRETON SOUND BLOCK 37	1267.76 07/22/2005	78.01	449	APR 3/21/14 "AR HBP - 1 UNIT" THIS LEASE IS ACTUALLY EXPIRED;IT WAS A RESULT OF AUDIT ISSUE WHEREBY THE LEASE HAD NOT BEEN MAINTAINED PRIOR TO TPIC TAKING OVER. TPIC MEET WITH THE STAFF TO DISCUSS AN OPERATING AGREEMENT (SEE PARTICULARS IN LETTERS AND RESOLUTIONS). CHARLES IS WORKING WITH TPIC TO RELEASE THE ACREAGE AND CREATE TWO OPERATING AGREEMENTS." 10/9/13 SM&B GRANTS STAFF AUTHORITY TO NEGOTIATE OPERATING AGREEMENTS
04574		BRETON SOUND BLOCK 20	VUA;SL 15958 11/08/2000	1300	2057.49	APR AR 3/21/14 JMB AR HBP 1 UNIT, 1 VU, 1 SL WELL
05049		BRETON SOUND BLOCK 31		0	161.844	APR 3/2/14 JMB REQUESTED RELEASE 5/3/13
11189		MAIN PASS BLOCK 47	VUA;SL 11189	402.654	402.654	APR AR 3/21/14 JMB AR HBP 2 VU
14216		BRETON SOUND BLOCK 33	228013-VU2;SL 14216-001 04/19/2003	437.865	437.865	APR AR 3/21/14 JMB AR HBP 1 VU



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14217		BRETON SOUND BLOCK 33	602.678 03/08/2010	414.821	414.821	APR. AR 3/21/14 JMB AR HBP 1 VU
14560		BRETON SOUND BLOCK 33	221.863 12/03/2001	283.631	283.631	APR. AR 3/21/14 JMB AR HBP 1 VU
15958		BRETON SOUND BLOCK 20	267.95 02/03/2003	186.6	186.6	APR. AR 3/21/14 JMB AR HBP 1 VU
16298		BRETON SOUND BLOCK 33	350.71 12/03/2001	47.76	47.76	APR. AR 3/21/14 JMB AR HBP 1 VU
16392		MAIN PASS BLOCK 47	VUC; 02/13/2002	293.785	293.785	APR. AR 3/21/14 JMB AR HBP 1 VU
16393		MAIN PASS BLOCK 47	VUC; 02/13/2002	174.472	174.472	APR. AR 3/21/14 JMB AR HBP VU
16442		BRETON SOUND BLOCK 18	64.39 09/16/2002	142.93	142.93	APR SAR 3/21/14 JMB HBP 1 UNIT
16443		BRETON SOUND BLOCK 18	136.34 05/21/2003	290.66	290.66	APR. AR 3/21/14 JMB AR HBP 1 UNIT 1 SL WELL
16543		BRETON SOUND BLOCK 18	72.63 09/16/2002	20.57	20.57	APR. SAR 3/21/14 JMB HBP 1 UNIT
16570		MAIN PASS BLOCK 47	277.27 10/24/2003	76.9	76.9	APR. AR 3/21/14 JMB AR HBP 1 VU
16594		BRETON SOUND BLOCK 18	480.07 11/18/2002	18.66	18.66	APR. SAR 3/21/14 JMB HBP 1 UNIT
16610		BRETON SOUND BLOCK 18	202.35 06/02/2003	336.56	336.56	APR. AR 3/21/14 JMB AR HBP 1 UNIT 2 SL WELLS
16666		MAIN PASS BLOCK 47	205.79 05/01/2003	12.29	12.29	APR. AR 3/21/14 JMB AR HBP 1 UNIT
16795		BRETON SOUND BLOCK 33	193.795 09/23/2002	188.205	188.205	APR. AR 3/21/14 JMB AR HBP 1 VU
16823		BRETON SOUND BLOCK 18		211.89	211.89	APR. SAR 3/21/14 JMB HBP 1 UNIT
17767		BRETON SOUND BLOCK 33	92 03/27/2008	197.88	197.88	APR. AR 3/21/14 JMB AR HBP 1 VU
17861		BRETON SOUND BLOCK 53	236.5 10/14/2008	512.42	512.42	APR. AR 3/21/14 JMB AR HBP 2 VU
17965		BRETON SOUND BLOCK 33	246.6 04/11/2007	158.13	158.13	APR. AR 3/21/14 JMB AR HBP 1 VU
19718				0	425.25	OCT. PT 7/9/13 3/21/14 JMB "PAID 01/09/14 RENTAL - GOOD TILL 07/09/14 SPOKE WITH TANA EXPL AND THEY ARE HOPING TO COMPLETE THE FEDERAL WELL (STATE/FEDERAL UNIT) BY THE JULY DATE. THE WELL WILL NEED TO BE GIVEN A STATE UNIT LUW CODE TO SETUP PROPERTY."



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20101		MAIN PASS BLOCK 26		40	40	APR. AR 3/21/14 JMB AR HBP 1 SL WELL
20537		CHIPOLA	L TUSC A RA SUB;HURST 05/03/2011 1511-A	18.556	18.556	APR.AR 3/21/14 JMB AR HBP 2 UNITS
20819				0	354.23	APR. PT 1/11/17 3/21/14 JMB PAID RENTAL 1/11/14
20820				0	147.35	APR. PT 1/11/17 3/21/14 JMB PAID RENTAL 1/11/14
20830				0	348.27	APR. PT 1/11/15 3/21/14 JMB PAID RENTAL 1/11/14
20831				0	703.47	APR. PT 1/11/15 3/21/14 JMB PAID RENTAL 1/11/14
20832				0	28.77	APR. PT 1/11/15 3/21/14 JMB PAID RENTAL 1/11/14
20833				0	408.61	APR. PT 1/11/15 3/21/14 JMB PAID RENTAL 1/11/14
20834				0	368.2	APR. PT 1/11/15 3/21/14 PAID RENTAL 1/11/14
20835				160	316.49	APR. PT 1/11/15 3/21/14 JMB AR HBP PAID ILR 2/20/14
20836				0	182.8	APR. PT 1/11/15 3/21/14 JMB PAID RENTAL 1/11/14
20837				0	705.63	APR. PT 1/11/15 3/21/14 JMB PAID RENTAL 1/11/14



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Lease Name	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review It
00192A		BASTIAN BAY	J S ABERCROMBIE	400.459	3229	APR. OB 3/28/14 LETTER TO HILCORP REQ. FOR DEVELOPMENT OR RELEASE BY 6/11/14 ;; 3/24/14 AJL HBP FROM SEVERAL UNITS AND LEASE PRODUCTION
00348		BAYOU DES ALLEMANDS	SL 348 08/13/2003	45.42	319.2	APR. AR 3/24/14 AJL HBP FROM TWO UNITS. DEVELOPMENT LETTER HAS BEEN WRITTEN.
00451		KINGSTON , SOUTH PASS BLOCK 24 , WEST BAY , WEST DELTA BLOCK 52	VU103	2500	3850	APR. AR 3/24/14 AJL HBP FROM SEVERAL UNITS AND LEASE PRODUCTION
01365		BAY MARCHAND BLOCK 2 OFFSHORE , BAY MARCHAND BLOCK 2 ONSHORE	SL 1486	1140	3000	APR. AR 3/24/14 AJL HBP FROM SEVERAL UNITS AND LEASE PRODUCTION
01366		BAY MARCHAND BLOCK 2 OFFSHORE	245342-BM2 8200 MIO RH SU;SL 1366-084 01/16/2013	460	2020.26	APR. 3/24/14 AJL HBP FROM SEVERAL UNITS AND LEASE PRODUCTION;; 2/26/14 LETTER TO CHEVRON ACCEPT DEV. REPORT AND REQUEST UPDATED REPORT BY 2/11/15;;
01367		BAY MARCHAND BLOCK 2 OFFSHORE , GRAND ISLE BLOCK 25	246320-SL 1367 II-001 06/15/2013	2000	3129.57	APR. 3/24/14 AJL HBP FROM SEVERAL UNITS AND LEASE PRODUCTION;; 2/26/14 LETTER TO CHEVRON ACCEPT DEV. REPORT AND REQUEST UPDATED REPORT BY 2/11/15;;
01482		BAY MARCHAND BLOCK 2 OFFSHORE , BAY MARCHAND BLOCK 2 ONSHORE	8100 RHH SUA;SL 1482 184-BBB-1 01-557	64	495.13	APR 3/24/14 AJL HBP FROM TWO UNITS ;; 2/26/14 LETTER TO CHEVRON ACCEPT DEV. REPORT AND REQUEST UPDATED REPORT BY 2/11/15;;
01486		BAY MARCHAND BLOCK 2 OFFSHORE	SL 1486	253	1367.85	APR. 3/24/14 AJL HBP FROM THREE UNITS AND LEASE PRODUCTION;; WE HAVE APPROVED ADDITIONAL TIME FOR DEVELOPMENT WE REQUESTED THAT CHEVRON MEET WITH STAFF BY 1/14/2015
01908		LEEVILLE	L U96 RNW SU;LL&E 06/01/1988	20.84	20.84	APR. AR 3/24/14 AJL HBP FROM TWO UNITS
03212		BASTIAN BAY	N-S3 RA SUA;LL&E FEE 11/06/2007 339-LLLL 07-1274	17	139	APR. AR 3/28/14 LETTER TO HILCORP TO REQ. DEVELOPMENT PLAN OR RELEASE OF ACREAGE BY JUNE 11, 2014;; 3/24/14 AJL HBP FROM TWO UNITS
03262		BASTIAN BAY	N RL SUA;LL&E C 08/26/2008 339-N-24	97.39	97.39	APR. AR 3/28/14 LETTER TO HILCORP TO REQ. DEVELOPMENT PLAN OR RELEASE OF ACREAGE BY JUNE 11, 2014;; 3/24/14 AJL HBP FROM ONE UNIT



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10854		LAKE WASHINGTON	76.17 08/06/2004	41.983	96.268	APR AR 3/24/14 AJL PARTIALLY HELD FROM TWO UNITS, ROUTE SHEET HAS BEEN STARTED
11293		WEST LAKE PONTCHARTRAIN BLK 38	217806-SL 11293-008 07/12/1995	0	893	APR 3/24/14 AJL WAITING FOR OFFICIAL RELEASE
14031		GRAND ISLE BLOCK 16	95.07 06/28/2012	132.12	132.12	APR. 3/24/14 AJL HBP FROM ONE UNIT WHICH COVERS ENTIRE LEASE
14720		DORCYVILLE , LAUREL RIDGE	38.14 10/12/2006	7.432	7.432	APR. AR 3/24/14 AJL HBP FROM ONE UNIT WHICH COVERS ENTIRE LEASE
14721		DORCYVILLE , LAUREL RIDGE	126 10/12/2006	23	23	APR. AR 3/24/14 AJL HBP FROM ONE UNIT WHICH COVERS ENTIRE LEASE
16628		TIGER PASS	52 07/03/2002	480	480	APR. AR 3/24/14 AJL HBP FROM TWO UNITS WHICH COVER ENTIRE LEASE
17193		BURRWOOD	VUG;SL 17381 03/10/2004	645.19	645.19	APR. AR 3/24/14 AJL HBP FROM ONE UNIT WHICH COVERS ENTIRE LEASE
17381		BURRWOOD , WILDCAT-SO LA LAFAYETTE DIST	VUG;SL 17381 03/10/2004	298.75	298.75	APR. AR 3/24/14 AJL HBP FROM ONE UNIT WHICH COVERS ENTIRE LEASE
17935		WEST DELTA BLOCK 53		160	160	APR. AR 3/24/14 AJL HBP FROM LEASE PRODUCTION
18737		GRAND ISLE BLOCK 16	VUA;SL 14031 12/14/2011	621.35	621.35	APR. AR 3/24/14 AJL HBP FROM ONE UNIT WHICH COVERS ENTIRE LEASE
18804		PROFIT ISLAND	495 12/08/2008	141.88	141.88	APR AR 3/24/14 AJL "HBP FROM ONE UNIT WHICH COVERS ENTIRE LEASE. THERE WERE 89 DAYS OF NO PRODUCTION; HOWEVER, THEY WERE DOING DOWN HOLE OPERATIONS TO RECOMPLETE THE WELL;; FLAGGED TO TO BE CHECKED ON JULY 2014"
19323		BAY MARCHAND BLOCK 2 OFFSHORE	BM 2 8200 RFX NVU;SL 19323 SG 01/01/2009	204.86	204.86	APR AR 3/24/14 AJL HBP BY UNIT AND LEASE PRODUCTION;; WE ACCEPTED CHEVRON'S LETTER OF DEVELOPMENT, REQUEST THAT NEXT LETTER OF DEVELOPMENT IS DUE 2/11/15
19385				0	215	OCT. 9/18/13 JMB TRYING TO GET RELEASE
19908		LITTLE LAKE	50.39 02/13/2012	20.53	20.53	APR.AR 3/24/14 AJL HBP FROM ONE UNIT WHICH COVERS ENTIRE LEASE
21095				0	390.79	APR. PT 1/9/18 3/24/14 AJL HELD BY RENTAL PAID 1/8/14
21098				0	59	APR. PT 1/9/16 3/24/14 AJL



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21103				0	111.99	HELD BY RENTAL PAID 1/3/14 APR PT 1/9/16 3/24/14 AJL HELD BY RENTAL PAID 1/8/14



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LEASE Num	DA	Field	Latest Lease Activity	Productive Acreage	Present Acreage	Flagged for Review If:
00188B		LAKE PELTO	VUM;LP U13	2663	4152	APR. AR 3/24/14 AW HBP IN 4 UNITS (LP 11-1 RW1 SU, VUA; LPU4, VUK; VUN, 16 RB SUA; LPU6); 5 PRODUCING WELLS
00199B	2	LAKE BARRE	VU29;LB U29	144	566.99	APR. AR 3/24/14 AW HBP IN 1 UNIT (31-19 RA SUA); 1 PRODUCING WELL
00329B		HORSESHOE		548	821	APR. AR 3/24/14 AW HBP IN 2 UNITS (MARIN RF SUA & VUC; 329 SMPL U1) ; 4 PRODUCING WELLS
00329B		HORSESHOE BAYOU		548	821	APR. AR 3/24/14 AW HBP IN 2 UNITS (MARIN RF SUA & VUC; 329 SMPL U1) ; 4 PRODUCING WELLS
00329B		HORSESHOE BAYOU, SOUTHWEST		548	821	APR. AR 3/24/14 AW HBP IN 2 UNITS (MARIN RF SUA & VUC; 329 SMPL U1) ; 4 PRODUCING WELLS
00340C	5	RABBIT ISLAND	SL 340 RABBIT ISLAND DA	0	4051	APR. AR 3/24/14 AW NO PRODUCTION SINCE 8/13; 1 SHUT-IN WELL
00340C	5	RABBIT ISLAND ONSHORE	SL 340 RABBIT ISLAND DA	0	4051	APR. AR 3/24/14 AW NO PRODUCTION SINCE 8/13; 1 SHUT-IN WELL
00340C	2	RABBIT ISLAND	SL 340 RABBIT ISLAND DA	160	2601	APR. AR 3/24/14 AW HBP IN LEASE WELL; 1 PRODUCING WELL
00340C	2	RABBIT ISLAND ONSHORE	SL 340 RABBIT ISLAND DA	160	2601	APR. AR 3/24/14 AW HBP IN LEASE WELL; 1 PRODUCING WELL
00340C	3	RABBIT ISLAND	SL 340 RABBIT ISLAND DA	260	3333	APR. AR 3/24/14 AW HBP IN 1 UNIT (RI CASTEX VUA); 2 PRODUCING WELLS
00340C	3	RABBIT ISLAND ONSHORE	SL 340 RABBIT ISLAND DA	260	3333	APR. AR 3/24/14 AW HBP IN 1 UNIT (RI CASTEX VUA); 2 PRODUCING WELLS
00340C	4	RABBIT ISLAND	SL 340 RABBIT ISLAND DA	374.51	4732	APR. AR 3/24/14 AW HBP IN 1 UNIT (VUB; SL 20534); 1 PRODUCING WELL (IN UNIT)
00340C	4	RABBIT ISLAND ONSHORE	SL 340 RABBIT ISLAND DA	374.51	4732	APR. AR 3/24/14 AW HBP IN 1 UNIT (VUB; SL 20534); 1 PRODUCING WELL (IN UNIT)
00340C	1	RABBIT ISLAND	SL 340 RABBIT ISLAND DA	1093	5000	APR. AR 3/24/14 AW HBP IN LEASE WELLS; 2 PRODUCING WELLS



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00340C	1	RABBIT ISLAND ONSHORE	SL 340 RABBIT ISLAND DA	1093	5000	APR. AR 3/24/14 AW HBP IN LEASE WELLS; 2 PRODUCING WELLS
00340C	0	RABBIT ISLAND	SL 340 RABBIT ISLAND DA	4817	11418	APR. AR HBP IN 5 UNITS (SL 340 RI (2 UNITS), RIS 20 RA SU, RIS 10,000 A RL SU, RIS 14 A RD SU); 9 PRODUCING WELLS
00340C	0	RABBIT ISLAND ONSHORE	SL 340 RABBIT ISLAND DA	4817	11418	APR. AR HBP IN 5 UNITS (SL 340 RI (2 UNITS), RIS 20 RA SU, RIS 10,000 A RL SU, RIS 14 A RD SU); 9 PRODUCING WELLS
00340D	3	MOUND POINT	25297.83 07/09/2013	0	725	APR. 3/21/13 AW NO PRODUCTION IN LEASE SINCE 3/12; HOWEVER OMR HAS RECEIVED ROYALTIES UP TO 10/13. WSN 227770 STILL LISTED AS PRODUCING WELL IN SONRIS
00340D	0	MOUND POINT	25297.83 07/09/2013	4767	4767	APR. 3/24/14 AW HBP IN 2 UNITS (MDPT M RA SU, SL 340 MOUND POINT); 9 PRODUCING WELLS
00340D	7	MOUND POINT	25297.83 07/09/2013	0	384	APR. 3/24/14 AW HBP IN OTHER PART OF LEASE; NO PRODUCTION SINCE 2005; HILCORP EXPECTED TO RELEASE ACREAGE
00340D	4	MOUND POINT	25297.83 07/09/2013	0	168	OCT. 3/24/14 AW HILCORP EXPECTED TO RELEASE ACREAGE
00340D	2	MOUND POINT	25297.83 07/09/2013	0	2340	OCT. 3/24/14 AW NO PRODUCTION IN LEASE, BUT WELL WAS DRILLED (DRY HOLE), FULFILLING REQUIREMENTS TO RETAIN ACREAGE (PER JT)
00340E	1	LIGHTHOUSE POINT	SL 340 LIGHTHOUSE POINT	1003	1006	APR. 3/24/14 AW HILCORP STATED 9/13 THAT AT LEAST A PARTIAL RELEASE WILL TAKE PLACE
00340E	0	LIGHTHOUSE POINT	SL 340 LIGHTHOUSE POINT	1246	1246	APR. 3/24/14 AW HILCORP STATED 9/13 THAT AT LEAST A PARTIAL RELEASE WILL TAKE PLACE
01665		EUGENE ISLAND BLOCK 18		426.341	426.341	APR. AR 3/24/14 AW HBP IN 4 UNITS (SL 1665, O RC SU, M RA SU, S2 RA SU); 5 PRODUCING WELLS (1 IN LEASE)
01667		EUGENE ISLAND BLOCK 18	292.703 06/02/2000	800	1170.413	APR. AR 3/24/14 AW HBP IN 5 UNITS (K RB SU, SL 1667, M RA SU, O RC SU, O RA SU); 5 PRODUCING WELLS (4 IN LEASE)
01706		LAKE SAND	UL 1B RA SUC; SL 1704 216-A-5 90-548	1390	2423	APR. AR 3/24/14 AW HBP IN 6 UNITS (OPERC VUA, LSA OP 1 RA SU, UL-2 RB SUA, LSA ROB



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						5 RA SU, UL-1B RA SUA, UL-1B RA SUB); 6 PRODUCING WELLS (5 IN LEASE)
03401		LAKE PAGIE	285.59 06/18/1990	68	68	APR. AR 3/24/14 AW HBP IN 1 UNIT (TEX W 7 RB SUA); 1 PRODUCING WELL
03498		LAKE SAND	UL 1B RA SUC;SL 1704 216-A-5 90-548	1233	2347	APR. AR 3/24/14 AW HBP IN 3 UNITS (LSA OP 1 RA SU, LSA ROB 5 RA SU; SL3209, OPERC VUA); 3 PRODUCING WELLS
04236		RABBIT ISLAND	SL 340 RABBIT ISLAND 05/01/1983	916.73	916.73	APR. AR 3/24/14 AW HBP IN 1 UNIT (RIS 20 RA SU); 1 PRODUCING WELL
04238		SOUTH TIMBALIER BLOCK 8	303 03/14/2005	160	568.34	APR. AR 3/24/14 AW HBP IN 1 UNIT (SL 4238); 1 PRODUCING WELL - PRODUCTION RESUMED 12/13
05492		RABBIT ISLAND	SL 340 RABBIT ISLAND 05/01/1983	23.43	23.43	APR. AR 3/24/14 AW HBP IN 1 UNIT (RIS 20 RA SU); 1 PRODUCING WELL
10830		SHIP SHOAL BLOCK 66	59.985 11/06/2009	67.13	67.13	APR. AR 3/24/14 AW HBP IN 1 UNIT (SSB 66 VUA); 1 PRODUCING WELL
13148		LELEUX	6.758 05/10/1990	10.062	10.062	APR. AR 3/24/14 MLS AR, LEASE HELD BY PRODUCTION FROM CAM 3 RA SUG; HARGRAVE
14792		SHIP SHOAL BLOCK 47 , SHIP SHOAL BLOCK 65	VUB;SL 14796	175	519	APR. 3/24/14 AW HBP IN 2 UNITS (SL 14792, VUB); 3 PRODUCING WELLS (1 IN LEASE)
16704		PERRY POINT , RAYNE, SOUTH	BOL MEX B RA SUA;P HULIN CO 04/26/2011 448-O-5 11-204	.118	.118	APR. AR 3/24/14 AW HBP IN 2 UNITS (BOL M B RA SUA, BOL M A RB SUA); 2 PRODUCING WELLS (1 IN EACH UNIT, 0 IN LEASE)
17595		SHIP SHOAL BLOCK 66	SL 10830 03/15/2005	68.87	68.87	APR. AR 3/24/14 AW HBP IN 1 UNIT (VUA; SL 10830) (ALSO KNOWN AS SSB 66 VUA); 1 PRODUCING WELL (IN UNIT)
17988		PATTERSON	3.13 03/09/2009	27.68	27.68	APR. AR 3/24/14 AW HBP IN 1 UNIT (MA-3 RE SUA); 1 PRODUCING WELL (IN UNIT)
17989		PATTERSON	7.766 03/09/2009	40.284	40.284	APR. AR 3/24/14 AW HBP IN 1 UNIT (MA-3 RE SUA); 1 PRODUCING WELL
18103		MYETTE POINT	SL 18103 04/09/2008	801.6	801.6	APR. AR 3/24/14 AW HBP IN 1 UNIT (VUA; SL 18103); 1 PRODUCING WELL
18634		MYETTE POINT	SL 18103 04/09/2008	390.92	390.92	APR. AR ATTAKAPAS WMA 3/24/14 AW HBP IN 1 UNIT (VUA; SL 18103); 1 PRODUCING WELL (IN UNIT)
18860		EUGENE ISLAND BLOCK 6	91.83 03/07/2013	244.08	244.08	APR. AR 3/24/14 AW HBP IN 1 UNIT (VUA; SL 18860); 1



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Lease Num	DA	Field	Latest Lease Activity	Productive Acreage	Present Acreage	Flagged for Review It
						PRODUCING WELL
18871		BAYOU JEAN LA CROIX	2.751 01/29/2007	3.249	3.249	APR. AR 3/24/14 AW HBP IN 1 UNIT (TEX L RA SUA); 1 PRODUCING WELL; WAITING ON PLAT & DESCRIPTION TO RELEASE NONPRODUCTIVE ACREAGE (2 114 ACRES)
19978		FOUR LEAGUE BAY	14100 RA SUA;LL&E 07/01/2009 1190-E-1 09-676	3.62	46.705	APR. 3/24/14 AW HBP IN 1 UNIT (14100 RA SUA); 1 PRODUCING WELL; MOST OF THE ACREAGE IS AWAITING RELEASE; CHECK WITH LAND ON THE STATUS
20183		LAKE DE CADE		250	403.55	APR. AR 3/24/14 AW HBP IN LEASE WELL; 1 PRODUCING WELL
20515		EUGENE ISLAND BLOCK 18	VUB;SL 20534 03/13/2013	27.566	27.566	APR. PT 1/12/16 3/24/14 AW HBP IN 1 UNIT (VUB; SL 20534); 1 PRODUCING WELL (CURRENTLY SHUT-IN, WAITING ON PIPELINE
20531		EUGENE ISLAND BLOCK 18	VUB;SL 20534 03/13/2013	106.692	106.692	APR. PT 1/12/14 ATCHAFALAYA DELTA WMA 3/24/14 AW HBP IN 1 UNIT (VUB; SL 20534), 1 PRODUCING WELL (CURRENTLY SHUT-IN, WAITING ON PIPELINE
20532		EUGENE ISLAND BLOCK 18	246833-SL 21123-002 08/12/2013	155.872	393.54	APR. PT 1/12/14 ATCHAFALAYA DELTA WMA 3/24/14 AW HBP IN 1 UNIT (VUB; SL 20534); 1 PRODUCING WELL (CURRENTLY SHUT-IN, WAITING ON PIPELINE
20533		EUGENE ISLAND BLOCK 18	VUB;SL 20534 03/13/2013	184.95	186.35	APR. PT 1/12/14 ATCHAFALAYA DELTA WMA 3/24/14 AW HBP IN 1 UNIT (VUB; SL 20534); 1 PRODUCING WELL (CURRENTLY SHUT-IN, WAITING ON PIPELINE
20534		EUGENE ISLAND BLOCK 18	VUB;SL 20534 03/13/2013	355.33	355.33	APR. PT 1/12/14 ATCHAFALAYA DELTA WMA 3/24/14 AW HBP IN 1 UNIT (VUB; SL 20534); 1 PRODUCING WELL (CURRENTLY SHUT-IN, WAITING ON PIPELINE
20535		EUGENE ISLAND BLOCK 18	VUB;SL 20534 03/13/2013	49.2	49.2	APR. PT 1/12/14 ATCHAFALAYA DELTA WMA 3/24/14 AW HBP IN 1 UNIT (VUB; SL 20534); 1 PRODUCING WELL (CURRENTLY SHUT-IN, WAITING ON PIPELINE
21096		CAILLOU ISLAND		0	109.04	APR. PT 1/9/18 3/24/14 AW LIEU ROYALTY PAYMENT MADE 1/3/14
21100				0	185	APR. PT 1/9/16 3/24/14 AW RENTAL PAYMENT MADE 1/3/14



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21101				0	32.91	APR. PT 1/9/16 3/24/14 AW RENTAL PAYMENT MADE 11/5/13
21102				0	592	APR. PT 1/9/16 3/24/14 AW LIEU ROYALTY PAYMENT MADE 1/7/14
21105				0	2	APR. PT 1/9/16 3/24/14 AW RENTAL PAYMENT MADE 1/3/14
21106				0	61	APR. PT 1/9/16 APR. PT 1/9/16 3/24/14 AW RENTAL PAYMENT MADE 1/3/14



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00309		MONROE	HARRELL SU 172; M.G.U. 03/01/1986	363.59	3138	APR. AR 3/5/14 SKR AR - HBP 1 UNIT 2 PRODUCING WELLS
00494		MONROE	MLGC FEE GAS 12/09/1981	270	300	APR. AR 3/5/14 SKR AR - HBP 1 UNIT 26 PRODUCING WELL
04347		BLACK LAKE	BLKE PSU 07/01/1976	73	73	APR. AR 3/5/14 SKR AR - HBP 2 UNITS 7 PRODUCING WELL
04348		BLACK LAKE	BLKE PSU 07/01/1976	284	284	APR. AR 3/5/14 SKR AR - HBP 2 UNIT 7 PRODUCING WELL
04596		BLACK LAKE	BLKE PSU 07/01/1976	53	53	APR. AR 3/5/14 SKR AR - HBP 2 UNIT 7 PRODUCING WELL
04775		MOSQUITO BEND	236334-MOSBD N CAT LK RA SU;SL 4775-003 10/01/2007	139.2	139.2	APR. AR 3/5/14 SKR AR - HBP 3 UNITS 5 PRODUCING WELLS
04945		MOSQUITO BEND	MOSBDN CAT LK RA SU 07/01/1976	39.9	39.9	APR. AR 3/5/14 SKR AR - HBP 3 UNITS 5 PRODUCING WELLS
06931		ELM GROVE	230222-LCV RA SUXX;SL 6931 18-002-ALT 09/30/2004	64.76	64.76	APR. AR 3/5/14 SKR AR - 100% HBP 3 UNITS 17 PRODUCING WELLS
06964		ATHENS	15.49 03/23/1990	5.51	5.51	APR. AR 3/5/14 SKR AR - 100% HBP 1 UNITS 9 PRODUCING WELLS
13734		BAYOU D'ARBONNE LAKE, MIDDLEFORK, UNIONVILLE	L CV DAVIS RA SUA;HERBERT 08/01/1996	29.41	43	APR. AR 3/5/14 SKR AR - 2 UNITS 2 PRODUCING WELLS. WAITING ON PR OF APPROX. 20 AC
15718		SUGRUE	AUS C RA SUB;CROSBY 22 A 05/01/1997	36.9	46	APR. SAR 3/5/14 SKR SAR - 100% HBP 1 UNIT 1 WELL. POOR PRODUCTION AND REVENUE. AUS C
15719		SUGRUE	AUS C RA SUC;JOHNSON 24 05/01/1997	36.295	40	APR. AR 3/5/14 SKR AR -100% HBP 1 UNIT 1 WELL. AUS C
15720		SUGRUE	AUS C RA SUC;JOHNSON 24 05/01/1997	27.529	31	APR AR 3/5/14 SKR AR -100% HBP 1 UNIT 1 WELL. AUS C
15721		SUGRUE	AUS C RA SUC;JOHNSON 24 05/01/1997	20	20	APR AR 3/5/14 SKR AR -100% HBP 1 UNIT 1 WELL. AUS C
16530		ELM GROVE	HA RA SU136;FRANKS 30-16-12 H 06/28/2011 361-L-105 11-340	145	145	APR AR 3/5/14 SKR AR 100% HBP 6 UNITS 23 PRODUCING WELLS
17946		ELM GROVE	HOSS RA	9.554	9.554	APR AR 3/5/14 SKR AR 100%



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			SU86;SORENSEN			HBP 2 UNITS 2 PRODUCING WELLS
18096		ELM GROVE	564 03/06/2009	36	36	APR. AR 4/07 ESCROW AGRMT 3/5/14 SKR AR - 100% HBP 1 UNIT 1 PRODUCING WELL
19398		THORN LAKE	HA RA SUAA;WAERSTAD 12-14-12 H 01/19/2010 1145-B-25 10-88	11.67	11.67	APR. AR 3/5/14 SKR AR - 100% HBP 2 UNITS 2 PRODUCING WELLS ROYALTIES BEING HELD IN ESCROW.4/11/2012. LEASE INSTRUMENT G
19760		ALABAMA BEND , SWAN LAKE	HA RA SUO;CULPEPPER 17 H 04/28/2011 691-C-8 09-483	48	50	APR. AR 3/5/14 SKR AR 100% HBP 6 UNITS 13 PRODUCING WELLS
19767		THORN LAKE	HA RA SUS;LDW&F 15-14-12 H 01/19/2010 1145-B-25 10-88	14	14	APR. AR 3/5/14 SKR AR 100% HBP 4 UNITS 4 PRODUCING WELLS
19795		WOODARDVILLE	HA RA SUAA;R O WILSON TRUST 9 12/02/2008 990-D-4 08-1839	51.6	51.6	APR. AR VACANT STATE LANDS 3/5/14 SKR AR 100% HBP 2 UNITS 2 PRODUCING WELLS
19999		GAHAGAN , RED RIVER-BULL BAYOU	HA RA SUBB;ROBINSON ETAL 32H 02/15/2011 909-H-16 11-79	101	101	APR. AR 3/5/14 SKR AR 100% HBP 1 UNIT 1 PRODUCING WELLS
20038		BRACKY BRANCH , RED RIVER-BULL BAYOU	HA RB SU59;CASON 5 H 09/10/2009 109-X-63 09-967	49	49	APR. AR 3/5/14 SKR AR 100% HBP 5 UNITS 5 PRODUCING WELLS
20148		ELM GROVE	HA RA SU95;MARTHA ELLIS 36 H 10/06/2009 191-H-66 09-1086	.489	.489	APR. AR 3/5/14 SKR AR 100% HBP 1 UNIT 1 PRODUCING WELL
20234		LAKE BISTINEAU	HA RA SUN WEYERHSR 15-16-10 H 07/14/2009 287-F-6 09-755	31.411	31.411	APR AR 3/5/14 SKR AR 100% HBP 1 UNIT 1 PRODUCING WELL
20292		BURR FERRY, SOUTH	157.87 02/21/2013	9.13	9.13	APR AR 3/5/14 SKR AR 100% HBP 1 UNIT 1 PRODUCING WELL. ACTIVE ACRES RELEASED. 157.87 AC. 2/13/2013
20516		RED RIVER-BULL BAYOU	3,536 03/05/2013	4.464	4 464	APR. AR 3/5/14 SKR AR 100% HBP 2 UNITS 2 PRODUCING WELLS.ACTIVE ACRES RELEASED: 3 536 AC. 3/5/2013
20536		SAN MIGUEL CREEK	HA RA SUT;FORD 26-9-11 H 08/03/2010 1165-K-6 10-822	40	40	APR. AR 3/5/14 SKR AR 100% HBP 1 UNITS 1 PRODUCING WELLS
21097		CONVERSE	HA RA SUP;BSM 14 H 04/07/2009	1.95	1.95	APR 3/5/14 SKR AR 100% HBP 1 UNITS 1 PRODUCING WELLS



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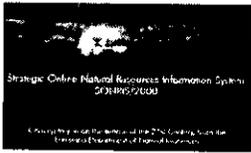
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LEASE Num	DA	Field	Latest Lease Activity	Productive Acreage	Present Acreage	Flagged for Review to
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Lease Num	DA	Field	Latest Lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
02038		DEEP LAKE	430.71 05/10/2013	510	1914	APR. OB 3/24/14 MLS AR, LEASE HELD BY PRODUCTION FROM SL 2038 AND 13250 RA SUA; A M MHIRE, DEVELOPMENT PLAN NEEDED
02438		LAKE ARTHUR, SOUTH	MIDD MIOGYR RA SUG; SL 5419 10/18/1989 745-H-5	2.32	2.32	APR. AR 3/24/14 MLS AR, LEASE HELD BY PRODUCTION FROM U MIOGYR RA SUA AND MIDD MIOGYR RAC
13006		FRISCO	8.21 09/14/1990	2.79	2.79	APR. AR 3/24/14 MLS AR, LEASE HELD BY PRODUCTION FROM FRS U WX RA SU
18433		BUHLER, WEST	9.2 03/28/2006	7.8	7.8	APR. AR 3/24/14 MLS AR, LEASE HELD BY PRODUCTION FROM HBY RA SUA; HARTSTINE
19967		VERMILION BLOCK 16	VUB; SL 3763 03/14/2012	335.62	335.62	APR. AR OFFSHORE 3/24/14 MLS AR, LEASE HELD BY PRODUCTION FROM VUB; SL 3763
19970				0	94.29	APR. PT 1/14/14 3/24/14 MLS LEASE DEAD, ROUTE SHEET DONE
19995				0	242.28	APR. PT 1/14/14 12/10/13 3/24/14 MLS APR PT 1/14/14 3/24/14 MLS LEASE DEAD, ROUTE SHEET DONE
20227				0	803.15	APR. PT 1/13/15 3/24/14 MLS APR. PT 1/14/14 3/24/14 MLS LEASE DEAD, ROUTE SHEET DONE
20228				0	796.34	APR. PT 1/13/15 3/24/14 MLS LEASE DEAD, ROUTE SHEET DONE
20229				0	588.04	APR. PT 1/13/15 3/24/14 MLS LEASE DEAD, ROUTE SHEET DONE
20230				0	989.13	APR. PT 1/13/15 3/24/14 MLS LEASE DEAD ROUTE SHEET DONE
20231				0	63.46	APR. PT 1/13/15 3/24/14 MLS LEASE DEAD ROUTE SHEET DONE
20232				0	179.65	APR. PT 1/13/15 3/24/14 MLS LEASE DEAD ROUTE SHEET DONE
20233				0	785.24	APR. PT 1/13/15 3/24/14 MLS LEASE DEAD, ROUTE SHEET DONE
20518		REDFISH POINT	RP 15500 RA SU; 07/01/1997 834-D 97-474	14.78	14.78	APR. PT 1/12/14 3/24/14 MLS AR, LEASE HELD BY PRODUCTION FROM RP 15500 RA SU
20823		DURALDE	CF-SP RA SUA; EUNICE CANAL	0	55	APR. PT 1/11/15 3/24/14 MLS LEASE DEAD ROUTE SHEET



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Lease Num	DA	Field	Latest Lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
			CO 31 02/19/2013 894-F 13-4			DONE
20824				0	34	APR. PT 1/11/15 3/24/14 MLS LEASE HELD BY RENTAL PAYMENTS, LEASE STILL IN PRIMARY TERM
21104		COWARDS GULLY	U WX RA SUG;WOOD 10 H 04/16/2013 1222-C-4 13-144	24.44	27.44	APR PT 1/9/16 3/24/14 MLS AR, LEASE HELD BY PRODUCTION FROM U WX RA SUG;WOOD 10 H
170				60,973.185	129,020.377	



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 **9:35 a.m.** on Wednesday, *April 9, 2014* with the following members of the Board in attendance:

Mr. Stephen Chustz	Mr. Emile B. Cordaro	Mr. Thomas W. Sanders
Mr. Darryl D. Smith	Mr. Robert M. Morton	Mr. Theodore M. Haik, Jr.
Mr. Chip Kline (Gov. Jindal's Designee)		

The Committee heard the report of Mr. Emile Fontenot, relative to nominations received for the June 11, 2014 Mineral Lease Sale and other matters. Based upon the staff's recommendation, on motion of *Mr. Chustz*, duly seconded by *Mr. Sanders*, the Committee voted unanimously to recommend to the Board the granting of authority to the staff to advertise all such tracts as have been reviewed by the State Land Office and the staff of the Office of Mineral Resources as well as any tracts that have been previously advertised and rolled over and otherwise approve the Nomination and Tract Report presented by Mr. Fontenot.

The Committee, on the motion of *Mr. Haik*, seconded by *Mr. Chustz*, voted to adjourn at **9:36 a.m.**

Respectfully Submitted,

Emile B. Cordaro by *S.F.*
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. Chustz*, seconded by, *Mr. Sanders*, the following Resolution was offered and adopted:

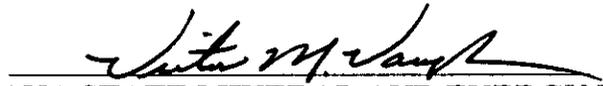
WHEREAS, Mr. Emile Fontenot presented to the State Mineral and Energy Board that 45 tracts had been nominated for the June 11, 2014 Mineral Lease Sale, and that same are to be advertised pending staff review; now therefore

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 9th day of April 2014, 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, April 9, 2014, following the Nomination and Tract Committee Meeting, in the LaBelle Room, First Floor, LaSalle Building, located at 617 North Third Street, Baton Rouge, Louisiana. Committee Members present were:

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

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

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

Mr. Emile B. Cordaro convened the Committee at 9:37 a.m.

The first matter considered by the Committee was a recoupment request from MRC Energy Company.

Upon recommendation of the staff and upon motion of Mr. Sanders, seconded by Mr. Morton, the Committee voted unanimously to approve the recoupment request in the amount of \$37,493.18.

The second matter considered by the Committee was the election of the April 2014 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.

Upon motion of Mr. Chustz, seconded by Mr. Sanders, Executive Session convened at 9:39 a.m.

Upon motion of Mr. Chustz, seconded by Mr. Sanders, Executive Session adjourned at 10:32 a.m.

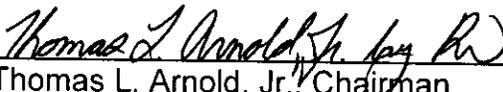
The third matter considered by the Committee was for discussion in Executive Session regarding Poydras Energy Partners LLC placed on demand.

No action required.

The fourth matter considered by the Committee was for discussion in Executive Session of the potential settlement in Goldking Operating Co., Inc. audit.

No action required.

On motion of Mr. Sanders, seconded by Mr. Morton, the Board voted unanimously to adjourn the Audit Committee. Mr. Thomas L. Arnold, Jr. adjourned the Committee at 10:34 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. Sanders, seconded by Mr. Morton, the following resolution was offered and unanimously adopted:

WHEREAS, MRC Energy Company has made a letter application for an adjustment of \$37,493.18 for the Red River-Bull Bayou Field, State Lease 20478; and

WHEREAS, this amount was based on MRC Energy Company submitting an overpayment of gas royalties based on incorrect volumes and values for the period of August 2013 in the Red River-Bull Bayou Field; and

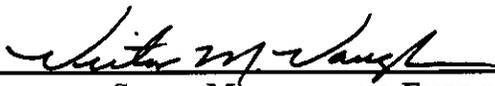
WHEREAS, the Mineral Income Division has verified that an overpayment in the amount of \$37,493.18 was made and that the applicant is entitled to a credit adjustment; and

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 MRC Energy Company to recoup the \$37,493.18 overpayment.

NOW, BE IT THEREFORE RESOLVED, that the Board does authorize and direct the Mineral Income Director to effectuate the credit adjustment of \$37,493.18 to MRC Energy Company 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 9th day of April, 2014, 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



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 April 9, 2014, 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. Darryl David Smith
Mr. Robert "Michael" Morton
Mr. Chip Kline (*Governor's designee*)

Mr. Thomas W. Sanders
Mr. W. Paul Segura, Jr.
Mr. Thomas L. Arnold, Jr.
Mr. Theodore M. "Ted" Haik, Jr.

The Legal and Title Controversy Committee was called to order by Mr. Sanders at 10:35 a.m.

The first matter considered by the Committee was request for final approval of an Act of Correction by and between the State and Chesapeake Louisiana, L.P., whereas said parties desire to amend, correct and conform Paragraph 6(d)(i), of State Agency Lease No. 21154, Caddo Parish, Louisiana, with further particulars being stipulated in the instrument, on the docket as Item No. 14-10.

Upon recommendation of Staff and upon motion of Mr. Arnold, seconded by Mr. Haik, the Committee voted unanimously to recommend that the State Mineral and Energy Board grant final approval of the Act of Correction by and between the State and Chesapeake Louisiana, L.P., on the docket as Item No. 14-10. No comments were made by the public.

The second matter considered by the Committee was a request by BHP Billiton Petroleum to extend negotiations until May 14, 2014 to finalize an operating agreement. Negotiations began on January 8, 2014 covering unleased acreage in the HA RA SUY; Mack Kellum Well Unit, Bossier Parish, Louisiana.

Upon recommendation of 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 BHP Billiton Petroleum's request to extend negotiations to finalize an operating agreement and that the acreage in question be deemed unavailable for leasing until May 14, 2014 or until the 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.

The third matter considered by the Committee was a request by Palm Energy Offshore to extend negotiations until May 14, 2014 to finalize an operating agreement. Negotiations began on January 8, 2014 covering a portion of former State Lease No. 18936, containing approximately 84 acres, Plaquemines Parish, Louisiana.

Upon recommendation of Staff and upon motion of Mr. Arnold, seconded by Mr. Haik, the Committee voted unanimously to recommend that the State Mineral and Energy Board grant Palm Energy Offshore's request to extend negotiations to finalize an operating agreement and that the acreage in question be deemed unavailable for leasing until May 14, 2014 or until the 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.

The fourth matter being considered by the Committee was a request by Palm Energy Offshore to extend negotiations until May 14, 2014 to finalize a second operating agreement. Negotiations began on January 8, 2014 covering a portion of former State Lease No. 18936, previously released, containing approximately 40 acres, Plaquemines Parish, Louisiana.

Upon recommendation of the staff and upon motion of Mr. Arnold, seconded by Mr. Smith, the Committee voted unanimously to recommend that the State Mineral and Energy Board grant Palm Energy Offshore's request to extend negotiations until May 14, 2014 to finalize a second operating agreement and that the acreage in question be deemed unavailable for leasing until May 14, 2014 or until the 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.

The fifth matter considered by the Committee was a request by Texas Petroleum Investment Company (TPIC) to extend negotiations until May 14, 2014 to finalize an operating agreement. Negotiations began on October 9, 2013 covering 370.99 acres of State Lease No. 4409, Breton Sound Block 20 Field, Plaquemines Parish, Louisiana.

Upon recommendation of Staff and upon motion of Mr. Arnold, seconded by Mr. Smith, the Committee voted unanimously to recommend that the State Mineral and Energy Board grant Texas Petroleum Investment Company (TPIC)'s request to extend negotiations to finalize an operating agreement and that the acreage in question be deemed unavailable for leasing until May 14, 2014 or until the 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.

The sixth matter considered by the Committee was a request by Texas Petroleum Investment Company (TPIC) to extend negotiations until May 14, 2014 to finalize a second operating agreement. Negotiations began on October 9, 2013 covering 78.01 acres of State Lease No. 4409, Breton Sound Block 20 Field, Plaquemines Parish, Louisiana.

Upon recommendation of Staff and upon motion of Mr. Segura, seconded by Mr. Arnold, the Committee voted unanimously to recommend that the State Mineral and Energy Board grant Texas Petroleum Investment Company (TPIC)'s request to extend negotiations to finalize a second operating agreement and that the acreage in question be deemed unavailable for leasing until May 14, 2014 or until the operating agreement is perfected and placed on the Mineral and Energy Board Docket for approval, whichever occurs first. No comments were made by the public.

The seventh matter considered by the Committee was a request by Staff for approval of an Act of Correction between the State and Belle Exploration, Inc., whereas said parties desire to correct the description of retained acreage in the partial release of State Lease No. 16827, LaSalle Parish, Louisiana.

Upon recommendation of Staff and upon motion of Mr. Arnold, seconded by Mr. Morton, the Committee voted unanimously to recommend that the State Mineral and Energy Board grant Staff's request for approval of an Act of Correction between the State and Belle Exploration, Inc., whereas said parties desire to correct the description of retained acreage in the partial release of State Lease No. 16827, LaSalle Parish, Louisiana. No comments were made by the public.

The eighth matter considered by the Committee was a request by Chesapeake Operating, Inc. and Chesapeake Louisiana, L.P. for authority to escrow funds related to title disputed acreage in the following units: BHP Billiton Petroleum (TXLA) Co., HA RA SUO; B&K Exploration 35H #1; BHP Billiton Petroleum (TXLA Operating) Co., HA RA SU133; Franks Investment Co 10H #1; BHP Billiton Petroleum (TXLA Operating) Co., HA RB SUOO; Adams 7H #1; Caddo, Bossier and Red River Parishes, Louisiana.

Upon recommendation of the staff and upon motion of Mr. Arnold, seconded by Mr. Smith, the Committee voted unanimously to recommend that the State Mineral and Energy Board grant Chesapeake Energy's request for authority to escrow funds in regard to State Lease Nos. 11155, 11855, 20038 and 20146 for royalties attributable to production from the aforementioned disputed area, for a period of one (1) year from the date of the Board authorization. Except for the term of the authority to escrow, said authority is granted subject to the current Board requirements for escrow reporting, and the funds are to be deposited in an interest bearing account in a financial institution having a presence in Louisiana. Said authority is subject to the condition that Chesapeake notify the Board in writing of the nature of any and all adverse claims to said royalty in reasonable detail, identifying the adverse claimants, and the basis and extent of Chesapeake's accountability to said adverse claimants for any oil, gas or other liquid or gaseous mineral produced from or attributable to said state lease. No comments were made by the public.

The ninth matter considered by the Committee was a notification to the Board that the New Lease Form is near completion and will be available for Board review and comment prior to the May 14, 2014 Mineral and Energy Board Meeting. Following that, it will be made available to the public for comment.

This item required no action by the Mineral and Energy Board.

Upon motion of Mr. Arnold, seconded by Mr. Smith, the Committee voted unanimously to go into Executive Session at 10:56 A.M.

Upon motion of Mr. Arnold, seconded by Mr. Smith, the Committee voted unanimously to return to Open Session at 11:00 A.M.

Upon motion of Mr. Arnold, seconded by Mr. Smith, the Legal & Title Controversy Committee meeting was recessed to begin the State Mineral and Energy Board Meeting at 11:00 A.M.

Upon motion of Mr. Sanders, seconded by Mr. Arnold, the Legal & Title Controversy Committee meeting was resumed at 11:01 A.M.

The tenth matter considered by the Committee was a discussion in executive session of the demand of Sturling Oaks Properties, L.L.C., and the dispute regarding the ownership of Cut A Round Bayou, Cameron Parish, Louisiana.

Upon recommendation of the staff and upon motion of Mr. Arnold, seconded by Mr. Morton, the Committee voted unanimously to recommend that the State Mineral and Energy Board reject the counter offer and give the Attorney General authority to continue negotiations for settlement. No comments were made by the public.

The eleventh matter considered by the Committee was a discussion in executive session of the suit entitled: Huckabay Property Management, L.L.C., et al. v. State, Docket No. 35821, 39th Judicial District Court, Red River Parish, State of Louisiana.

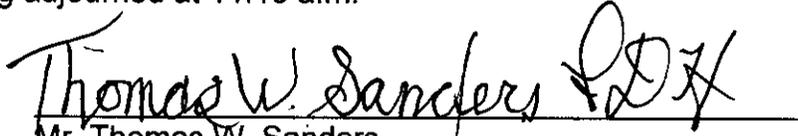
Upon recommendation of the staff and upon motion of Mr. Arnold, seconded by Mr. Smith, the Committee voted unanimously to recommend that the State Mineral and Energy Board grant the Attorney General the authority to negotiate within the parameters given in executive session. No comments were made by the public.

The twelfth matter considered by the Committee was a discussion in executive session of the suit entitled: Dupree Tractor Company, Inc. and Dupree Land Properties, L.L.C. v. State, Docket No. 35629, 39th Judicial District Court, Red River Parish, State of Louisiana.

Upon recommendation of the staff and upon motion of Mr. Arnold, seconded by Mr. Smith, the Committee voted unanimously to recommend that the State Mineral and

Energy Board accept the settlement offer and grant the Attorney General the authority to prepare documents for final approval. No comments were made by the public.

Upon motion of Mr. Arnold, seconded by Mr. Segura, the Legal and Title Controversy Committee meeting adjourned at 11:16 a.m.

A handwritten signature in black ink that reads "Thomas W. Sanders" followed by a stylized monogram "TWS". The signature is written over a horizontal line.

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. Haik, the following resolution was offered and unanimously adopted:

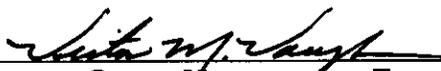
WHEREAS, a request was made for final approval of an Act of Correction by and between the State and Chesapeake Louisiana, L.P., whereas said parties desire to amend, correct and conform Paragraph 6(d)(i), of State Agency Lease No. 21154, Caddo Parish, Louisiana, with further particulars being stipulated in the instrument, on the docket as Item No. 14-10;

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 an Act of Correction by and between the State and Chesapeake Louisiana, L.P., on the docket as Item No. 14-10.

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 9th day of April, 2014, 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:

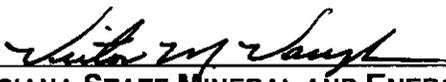
WHEREAS, a request was made by BHP Billiton Petroleum to extend negotiations until May 14, 2014 to finalize an operating agreement. Negotiations began on January 8, 2014 covering unleased acreage in the HA RA SUY; Mack Kellum Well Unit, Bossier Parish, Louisiana;

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 BHP Billiton Petroleum's request to extend negotiations to finalize an operating agreement and that the acreage in question be deemed unavailable for leasing until May 14, 2014 or until the 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 9th day of April, 2014, 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. Haik, the following resolution was offered and unanimously adopted:

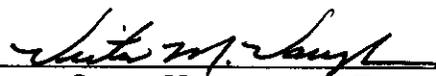
WHEREAS, a request was made by Palm Energy Offshore to extend negotiations until May 14, 2014 to finalize an operating agreement. Negotiations began on January 8, 2014 covering a portion of former State Lease No. 18936, containing approximately 84 acres, Plaquemines Parish, Louisiana;

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 Palm Energy Offshore's request to extend negotiations to finalize an operating agreement and that the acreage in question be deemed unavailable for leasing until May 14, 2014 or until the 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 9th day of April, 2014, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

LEGAL AND TITLE CONTROVERSY COMMITTEE

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

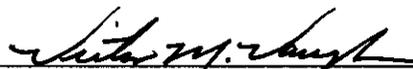
WHEREAS, a request was made by Palm Energy Offshore to extend negotiations until May 14, 2014 to finalize a second operating agreement. Negotiations began on January 8, 2014 covering a portion of former State Lease No. 18936, previously released, containing approximately 40 acres, Plaquemines Parish, 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 Palm Energy Offshore's request to extend negotiations until May 14, 2014 to finalize a second operating agreement and that the acreage in question be deemed unavailable for leasing until May 14, 2014 or until the 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 9th day of April, 2014, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

LEGAL AND TITLE CONTROVERSY COMMITTEE

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

WHEREAS, a request was made by Texas Petroleum Investment Company (TPIC) to extend negotiations until May 14, 2014 to finalize an operating agreement. Negotiations began on October 9, 2013 covering 370.99 acres of State Lease No. 4409, Breton Sound Block 20 Field, Plaquemines 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 Texas Petroleum Investment Company (TPIC)'s request to extend negotiations to finalize an operating agreement and that the acreage in question be deemed unavailable for leasing until May 14, 2014 or until the 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 9th day of April, 2014, 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. Arnold, the following resolution was offered and unanimously adopted:

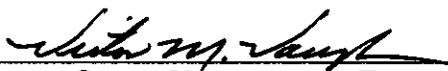
WHEREAS, a request was made by Texas Petroleum Investment Company (TPIC) to extend negotiations until May 14, 2014 to finalize a second operating agreement. Negotiations began on October 9, 2013 covering 78.01 acres of State Lease No. 4409, Breton Sound Block 20 Field, Plaquemines Parish, Louisiana;

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 Texas Petroleum Investment Company (TPIC)'s request to extend negotiations to finalize a second operating agreement and that the acreage in question be deemed unavailable for leasing until May 14, 2014 or until the operating agreement is completed 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 9th day of April, 2014, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

LEGAL AND TITLE CONTROVERSY COMMITTEE

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

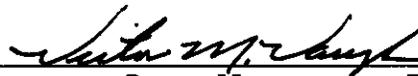
WHEREAS, a request was made by Staff for approval of an Act of Correction between the State and Belle Exploration, Inc., whereas said parties desire to correct the description of retained acreage in the partial release of State Lease No. 16827, LaSalle Parish, Louisiana;

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 Staff's request for approval of an Act of Correction between the State and Belle Exploration, Inc., whereas said parties desire to correct the description of retained acreage in the partial release of State Lease No. 16827, LaSalle Parish, Louisiana.

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 9th day of April, 2014, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

LEGAL AND TITLE CONTROVERSY COMMITTEE

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

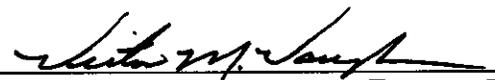
WHEREAS, a request was made by Chesapeake Operating, Inc. and Chesapeake Louisiana, L.P. for authority to escrow funds related to title disputed acreage in the following units: BHP Billiton Petroleum (TXLA) Co., HA RA SUO; B&K Exploration 35H #1; BHP Billiton Petroleum (TXLA Operating) Co., HA RA SU133; Franks Investment Co 10H #1; BHP Billiton Petroleum (TXLA Operating) Co., HA RB SUOO; Adams 7H #1; Caddo, Bossier and Red River Parishes, 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 Chesapeake Energy's request for authority to escrow funds in regard to State Lease Nos. 11155, 11855, 20038 and 20146 for royalties attributable to production from the aforementioned disputed area, for a period of one (1) year from the date of the Board authorization. Except for the term of the authority to escrow, said authority is granted subject to the current Board requirements for escrow reporting, and the funds are to be deposited in an interest bearing account in a financial institution having a presence in Louisiana. Said authority is subject to the condition that Chesapeake notify the Board in writing of the nature of any and all adverse claims to said royalty in reasonable detail, identifying the adverse claimants, and the basis and extent of Chesapeake's accountability to said adverse claimants for any oil, gas or other liquid or gaseous mineral produced from or attributable to said state lease.

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 9th day of April, 2014, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

LEGAL AND TITLE CONTROVERSY COMMITTEE

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

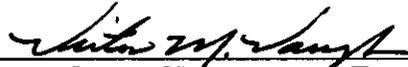
WHEREAS, a discussion was held in executive session of the demand of Stirling Oaks Properties, L.L.C., and the dispute regarding the ownership of Cut A Round Bayou, Cameron Parish, Louisiana;

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 reject the offer made and give the Attorney General authority to continue negotiations for settlement.

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 9th day of April, 2014, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

LEGAL AND TITLE CONTROVERSY COMMITTEE

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

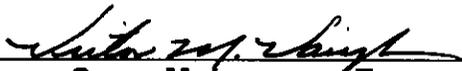
WHEREAS, a discussion was held in executive session of the suit entitled: Huckabay Property Management, L.L.C., et al. v. State, Docket No. 35821, 39th Judicial District Court, Red River Parish, State of Louisiana;

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 the Attorney General the authority to negotiate within the parameters given in executive session.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the Louisiana State Mineral and Energy Board in the City of Baton Rouge, Louisiana, on the 9th day of April, 2014, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

LEGAL AND TITLE CONTROVERSY COMMITTEE

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

WHEREAS, a discussion was held in executive session of the suit entitled: Dupree Tractor Company, Inc. and Dupree Land Properties, L.L.C. v. State, Docket No. 35629, 39th Judicial District Court, Red River Parish, State of 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 accept the settlement offer and grant the Attorney General the authority to prepare documents for final approval.

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 9th day of April, 2014, 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 11:17 a.m. on Wednesday, April 9, 2014. Board Members present were Mr. Stephen Chustz, DNR Secretary, Mr. W. Paul Segura, Jr., Mr. Emile B. Cordaro, Mr. Thomas L. Arnold, Jr., Mr. Thomas W. Sanders, Mr. Darryl D. Smith, Mr. Theodore M. "Ted" Haik, Jr and Mr. Robert "Michael" Morton.

The Committee made the following recommendations:

Approve all Assignments on pages 2 through 10; Docket No. 6 on page 4 would be approved subject to the approval of the Governor of Louisiana;

Approve the following items upon recommendation of the Legal and Title Controversy Committee: Docket Item No. 14-10 on page 11.

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

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

Respectfully submitted,

A handwritten signature in cursive script that reads "Thomas L. Arnold, Jr." followed by a horizontal line.

Thomas L. Arnold, Jr.
Docket Review Committee

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

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 1 from the April 9, 2014 Meeting be approved, said instrument being an Assignment from Mustang Exploration, LLC to Petro-Hunt, LLC, of all of Assignor's right, title and interest in and to State Lease No. 20916, Vernon Parish, Louisiana, with further particulars being stipulated in the instrument.

Petro-Hunt, 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,

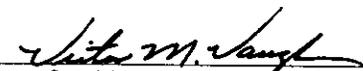
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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 9th day of April, 2014, 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. Arnold seconded by Mr. Sanders, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 2 from the April 9, 2014 Meeting be approved, said instrument being an Assignment from Ridgewood Energy P Fund, LLC, Ridgewood Energy W Fund, LLC, Ridgewood Energy Y Fund, LLC, Ridgewood Energy A-1 Fund, LLC and Ridgewood Energy Gulf of Mexico Oil and Gas Fund, L.P. to Castex Energy Partners, L.P., of all of Assignor's right, title and interest in and to State Lease Nos. 20219, 20220 and 20222, St. Mary Parish, Louisiana, with further particulars being stipulated in the instrument.

Castex Energy Partners, 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,

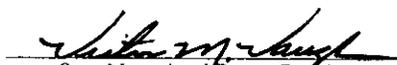
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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 9th day of April, 2014, 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. Arnold seconded by Mr. Sanders, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 3 from the April 9, 2014 Meeting be approved, said instrument being an Assignment from Houston Energy, L.P., an undivided 95.00% of 8/8^{ths} interest to the following in the proportions set out below:

GCER Onshore, LLC	50.00%
Howard Energy Co., Inc.	20.00%
Knight Resources, LLC	15.00%
LLOLA, L.L.C.	10.00%

in and to State Lease No. 21090, Terrebonne Parish, Louisiana, with further particulars being stipulated in the instrument.

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

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

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

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

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

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

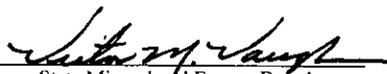
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 9th day of April, 2014, 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. Arnold seconded by Mr. Sanders, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 4 from the April 9, 2014 Meeting be approved, said instrument being an Assignment from Square Mile Energy, L.L.C. to Tri-C Resources, LLC, an undivided 50% interest in and to State Lease No. 21075, St. Charles Parish, Louisiana, with further particulars being stipulated in the instrument

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

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

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

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

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

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

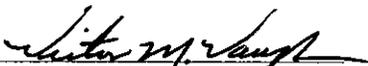
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, 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 9th day of April, 2014, 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. Arnold seconded by Mr. Sanders, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 5 from the April 9, 2014 Meeting be approved, said instrument being an Assignment from MCX Exploration (Louisiana), Ltd to EOG Resources, Inc., 50% of Assignor's right, title and interest in and to State Lease Nos. 20975, 20978 and 20979, Avoyelles and Catahoula Parishes, Louisiana, with further particulars being stipulated in the instrument.

EOG Resources, 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 of 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 9th day of April, 2014, 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. Arnold seconded by Mr. Sanders, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 6 from the April 9, 2014 Meeting be approved subject to the approval of the Governor of Louisiana, said instrument being an Assignment from Palace Exploration Company to Krewe 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.

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

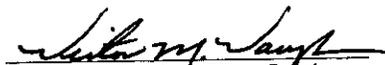
This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

- 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 9th day of April, 2014, 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. Arnold seconded by Mr. Sanders, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 7 from the April 9, 2014 Meeting be approved, said instrument being an Assignment from Phoenix Exploration Louisiana C L.L.C. of all of Assignor's right, title and interest to the following in the proportions set out below

Apache Corporation	75%
Castex Energy Partners, L P	25%

in and to State Lease No. 19915, Terrebonne Parish, Louisiana, with further particulars being stipulated in the instrument.

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

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

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

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

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

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

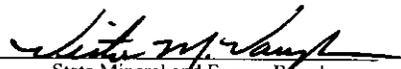
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 9th day of April, 2014, 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. Arnold seconded by Mr. Sanders, the following Resolution was offered and adopted.

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 8 from the April 9, 2014 Meeting be approved, said instrument being an Assignment from Phoenix Exploration C LLC, of all of Assignor's right, title and interest to the following in the proportions set out below

Apache Corporation	75%
Castex Energy Partners, L.P.	25%

in and to Operating Agreement "A0301", St Mary Parish, Louisiana, with further particulars being stipulated in the instrument.

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

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

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

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

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

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

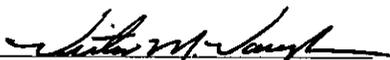
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 9th day of April, 2014, 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. Arnold seconded by Mr. Sanders, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 9 from the April 9, 2014 Meeting be approved, said instrument being an Assignment from an Assignment from Phoenix Exploration C LLC. of all of Assignor's right, title and interest to the following in the proportions set out below

Apache Corporation	75%
Castex Energy Partners, L.P	25%

in and to State Lease No. 2669, Acadia Parish, Louisiana, with further particulars being stipulated in the instrument.

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

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

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

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

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

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

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

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

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 9th day of April, 2014, 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. Arnold seconded by Mr. Sanders, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 10 from the April 9, 2014 Meeting be approved, said instrument being an Assignment from an Assignment from Yuma Exploration and Production Company, Inc. to Sam L. Banks, an undivided 2% of Assignor's right, title and interest in and to State Lease Nos. 14983 and 14993, Rapides Parish, Louisiana, with further particulars being stipulated in the instrument.

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

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

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

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

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

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

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

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

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 9th day of April, 2014, 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. Arnold seconded by Mr. Sanders, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 11 from the April 9, 2014 Meeting be approved, said instrument being an Assignment from Yuma Exploration and Production Company, Inc to Sam L. Banks, an undivided 2% 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 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,

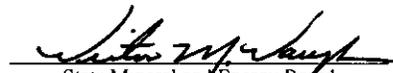
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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 9th day of April, 2014, 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. Arnold seconded by Mr. Sanders, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 12 from the April 9, 2014 Meeting be approved, said instrument being an Assignment from Yuma Exploration and Production Company, Inc. to Sam L Banks, an undivided 2% 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 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;

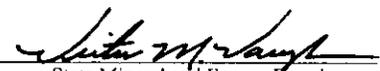
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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 9th day of April, 2014, 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

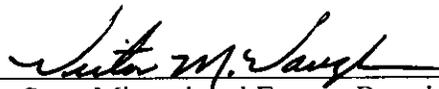
On motion of Mr. Arnold, seconded by Mr. Sanders, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 13 from the April 9, 2014, Meeting be deferred, said instrument an Assignment from Unit Petroleum Company to Remora Petroleum, LP., of all of Assignor's right, title and interest in and to State Lease No. 6430, Lafourche Parish, Louisiana, with further particulars being stipulated in the instrument.

Remora Petroleum, LP. 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 9th day of April, 2014, 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. Arnold seconded by Mr. Sanders, the following Resolution was offered and adopted.

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 14 from the April 9, 2014 Meeting be approved, said instrument being an Assignment from Theophilus Oil, Land and Gas Services, LLC to Hilcorp Energy I, L.P., of all of Assignor's right, title and interest in and to State Lease Nos. 21343 and 21344, Jefferson and Plaquemines 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,

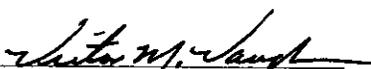
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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 9th day of April, 2014, 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. Arnold seconded by Mr. Sanders, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 15 from the April 9, 2014 Meeting be approved, said instrument being an Assignment from Vernon E. Faulconer to Vernon E. Faulconer, Inc., of all of Assignor's right, title and interest in and to State Lease No. 2066, Bossier and Caddo Parishes, Louisiana, with further particulars being stipulated in the instrument.

Vernon E. Faulconer, 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,

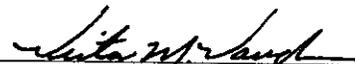
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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 9th day of April, 2014, 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. Arnold seconded by Mr. Sanders, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 16 from the April 9, 2014 Meeting be approved, said instrument being an Assignment from Brian Alan Sugar to BAS Production, LLC, of all of Assignor's right, title and interest in and to State Lease No. 3541, Caddo Parish, Louisiana, with further particulars being stipulated in the instrument

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

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

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

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

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

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

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

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

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 9th day of April, 2014, 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. Arnold seconded by Mr. Sanders, the following Resolution was offered and adopted.

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 17 from the April 9, 2014 Meeting be approved, said instrument being an Assignment from Ridgewood Energy P Fund, LLC, Ridgewood Energy W Fund, LLC, Ridgewood Energy Y Fund, LLC, Ridgewood Energy A-I Fund, LLC and Ridgewood Energy Gulf of Mexico Oil and Gas Fund, L.P. to Castex Energy Partners, L.P., of all of Assignor's right, title and interest in and to State Lease Nos 20526 and 20527, St. Mary Parish, Louisiana, with further particulars being stipulated in the instrument

Castex Energy Partners, 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,

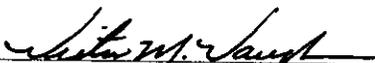
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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 9th day of April, 2014, 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. Arnold seconded by Mr. Sanders, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 18 from the April 9, 2014 Meeting be approved, said instrument being an Assignment from Ridgewood Energy P Fund, LLC, Ridgewood Energy W Fund, LLC, Ridgewood Energy Y Fund, LLC, Ridgewood Energy A-1 Fund, LLC and Ridgewood Energy Gulf of Mexico Oil and Gas Fund, L.P. to Castex Energy Partners, L.P., of all of Assignor's right, title and interest in and to State Lease No. 20035, St. Mary Parish, Louisiana, with further particulars being stipulated in the instrument

Castex Energy Partners, 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;

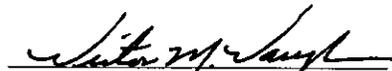
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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 9th day of April, 2014, 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. Arnold seconded by Mr. Sanders, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 19 from the April 9, 2014 Meeting be approved, said instrument being an Assignment from Castex Energy Partners, L.P. to BTA Oil Producers LLC, 25 575% of Assignor's right, title and interest in and to State Lease Nos. 21280, 21281 and 21282, St. Charles Parish, Louisiana, with further particulars being stipulated in the instrument.

BTA Oil Producers 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;

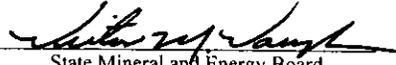
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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 2th day of April, 2014, 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

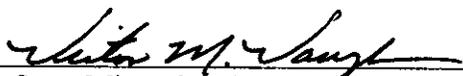
LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 20 from the April 9, 2014, Meeting be approved, said instrument a Correction of Resolution No. 46 from the April 8, 1998 Meeting, being an Assignment from Energy Development Corporation to Entech Enterprises, Inc., whereas State Lease No. 6111 was omitted from said resolution and is hereby being added, affecting State Lease Nos. 6111, 6629, 7028 and 13920, Caddo and DeSoto 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 9th day of April, 2014, 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

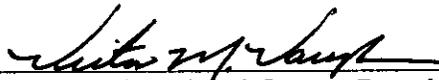
LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 21 from the April 9, 2014, Meeting be approved, said instrument a Correction of Resolution No. 2 from the January 11, 2012 Meeting, being a Change of Name whereby Matador Resources Company changed its name to MRC Energy Company, whereas State Lease No. 18396 was omitted from said Resolution and is hereby being added, affecting State Lease Nos. 17947, 18391, 18396, 18393, 18394, 18395, 18605, 20091, 20140, 20141, 20147, 20150, 20151, 20152, 20153, 20154, 20155, 20156, 20157, 20173, 20186, 20269, 20270, 20274, 20445, 20474, 20475, 20476, 20477, 20478, 20479, 20620, 20701, 20758 and 20788, Bienville, Bossier, Caddo, DeSoto and Red River 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 9th day of April, 2014, 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

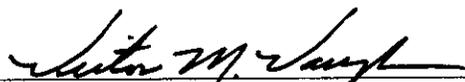
LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 22 from the April 9, 2014, Meeting be approved, said instrument A Correction of Resolution No. 15 from the February 12, 2014 Meeting, being a Change of Name from Coronado Energy E&P Company, L.L.C. to EP Energy E&P Company, L.P., whereas said resolution incorrectly read... "a Change of Name whereby Coronado Energy E&P Company, L.L.C. is changing its name to EP Energy E&P Company, L.P." and is hereby being corrected to read... "a Merger whereby Coronado Energy E&P Company, L.L.C. is merging with and into to El Paso E&P, L.P., under the name of El Paso E&P, L.P.", **AND** whereas State Lease No. 13828, Acadia Parish, Louisiana, was omitted from said resolution and is hereby being added, affecting State Lease Nos. 13828, 17126, 17734, 18245 and 18276, Acadia and Bossier 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 9th day of April, 2014, 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. Arnold seconded by Mr. Sanders, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 23 from the April 9, 2014 Meeting be approved, said instrument being a Change of Name whereby El Paso E&P, L.P. is changing its name to EP Energy E&P Company, L.P., affecting State Lease Nos. 13828, 17126, 17734, 18245 and 18276, Acadia and Bossier 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;

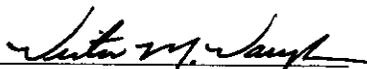
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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 9th day of April, 2014, 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

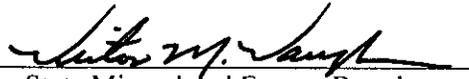
On motion of Mr. Arnold, seconded by Mr. Sanders, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 14-10 from the April 9, 2014, Meeting be approved, said instrument being an Act of Correction by and between the State Mineral and Energy Board, acting under the authority for and on behalf of the State of Louisiana and Chesapeake Louisiana, L.P., whereas said parties desire to amend, correct and conform Paragraph 6(d)(i), whereas said paragraph of State Agency Lease incorrectly read... "Each semi-annual payment shall be at the rate of twenty-five dollars (\$50.00) per acre for the number of acres then covered by this lease, but no payment shall be less than one thousand dollars (\$1,000.00), **AND** is hereby being corrected to read... "Each semi-annual payment shall be at the rate of fifty dollars (\$50.00) per acre for the number of acres then covered by this lease, but no payment shall be less than one thousand dollars (\$1,000.00), affecting State Agency Lease No. 21154, Caddo 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 9th day of April, 2014 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