

MINUTES

STATE MINERAL AND ENERGY BOARD

REGULAR MEETING AND LEASE SALE

FEBRUARY 11, 2015

STATE MINERAL AND ENERGY BOARD
REGULAR MEETING AND LEASE SALE MINUTES
FEBRUARY 11, 2015

A Regular Meeting and Lease Sale of the State Mineral and Energy Board was held on Wednesday, February 11, 2015, 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. Thomas L. Arnold, 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.

Thomas L. Arnold, Jr., Chairman
W. Paul Segura, Jr., Vice-Chairman
Stephen Chustz, DNR Secretary
Emile B. Cordaro
Thomas W. Sanders
Dan R. Brouillette
Louis J. Lambert
Darryl D. Smith
Theodore M. "Ted" Haik, Jr.

The following members of the Board were recorded as absent:

Chip Kline (Governor Jindal's designee to the Board)
Robert "Michael" Morton

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 stated that the first order of business was the approval of the January 14, 2015 Minutes. A motion was made by Mr. Segura to adopt the Minutes as submitted and to waive reading of same. His motion was seconded by Mr. Sanders and unanimously adopted by the Board. (No public comment was made at this time.)

The Chairman then stated that the next order of business would be the adoption of the Committee recommendations. Upon motion of Mr. Segura, 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.)

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Lease Review Committee
Nomination and Tract Committee
Audit Committee
Legal and Title Controversy Committee
Docket Review Committee

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

Upon motion of Mr. Segura, seconded by Mr. Sanders, and unanimously adopted by the Board, the Board recessed its regular meeting at 11:02 a.m. to go into executive session for technical briefing in order to consider matters before the Board which were confidential in nature.

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. Segura, seconded by Mr. Lambert, and unanimously adopted by the Board, the Board reconvened in open session at 11:07 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 and called on Mr. Victor Vaughn to present the staff's recommendations to the Board. 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 rejecting the bid submitted by Audubon Energy, LLC on Tract No. 44222 due to insufficient consideration.

Mr. Vaughn further stated that the staff recommends rejecting the bid submitted by Clint A. Paul on Tract No. 44245 due to insufficient consideration. Mr. Vaughn advised that the staff recommends accepting all bids received on the remaining tracts.

Upon motion of Mr. Sanders, seconded by Mr. Lambert, the Board voted unanimously to reject the bids submitted on Tract Nos. 44222 and 44245 due to insufficient consideration.

Upon motion of Mr. Sanders, seconded by Mr. Lambert, the Board voted unanimously to award a lease on a portion of Tract 44216, said portion being 19.795 acres, more particularly described in said bid and outlined on accompanying plat, to Richard Lyons & Associates, LLC.

Upon motion of Mr. Sanders, seconded by Mr. Lambert, the Board voted unanimously to award a lease on a portion of Tract 44217, said portion being 5.000 acres, more particularly described in said bid and outlined on accompanying plat, to Alpine Exploration Companies, Inc.

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Upon motion of Mr. Sanders, seconded by Mr. Lambert, the Board voted unanimously to award a lease on a portion of Tract 44220, said portion being 149.350 acres, more particularly described in said bid and outlined on accompanying plat, to Tri-C Resources, LLC.

Upon motion of Mr. Sanders, seconded by Mr. Lambert, the Board voted unanimously to award a lease on Tract 44221 to Hilcorp Energy I, L.P.

Upon motion of Mr. Sanders, seconded by Mr. Lambert, the Board voted unanimously to award a lease on a portion of Tract 44224, said portion being 166.000 acres, more particularly described in said bid and outlined on accompanying plat, to Hilcorp Energy I, L.P.

Upon motion of Mr. Sanders, seconded by Mr. Lambert, the Board voted unanimously to award a lease on Tract 44244 to SM Energy Company (Delaware).

Upon motion of Mr. Sanders, seconded by Mr. Lambert, the Board voted unanimously to award a lease on a portion of Tract 44251, said portion being 163.240 acres, more particularly described in said bid and outlined on accompanying plat, to Hilcorp Energy I, L.P.

Upon motion of Mr. Sanders, seconded by Mr. Lambert, the Board voted unanimously to award a lease on a portion of Tract 44252, said portion being 322.210 acres, more particularly described in said bid and outlined on accompanying plat, to Hilcorp Energy I, L.P.

Upon motion of Mr. Sanders, seconded by Mr. Lambert, the Board voted unanimously to award a lease on Tract 44255 to Kecco, Inc.

Upon motion of Mr. Sanders, seconded by Mr. Lambert, the Board voted unanimously to award a lease on Tract 44256 to Kecco, Inc.

Upon motion of Mr. Sanders, seconded by Mr. Lambert, the Board voted unanimously to award a lease on Tract 44257 to Kecco, Inc.

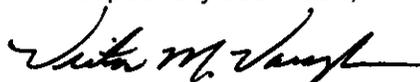
This concluded the awarding of the leases.

The following announcements were then made:

Ms. Talley stated that "the total for today's Lease Sale is \$307,035.96, bringing the fiscal year-to-date total to \$8,081,747.52."

The Chairman then stated there being no further business to come before the Board, upon motion of Mr. Cordaro, seconded by Mr. Smith, the meeting was adjourned at 11:09 a.m.

Respectfully submitted,



Victor M. Vaughn
Executive Officer
State Mineral and Energy Board

MIAMI CORPORATION
228 ST. CHARLES AVENUE
SUITE 802
NEW ORLEANS, LOUISIANA 70130-2658

TELEPHONE (504) 581-3850
FAX (504) 581-3855

RECEIVED
OFFICE OF
MINERAL RESOURCES
STATE MINERAL BOARD
2015 JAN 26 PM 1:50

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

January 22, 2015

Department of Natural Resources
Office of Mineral Resources
State Mineral Board
Post Office Box 2827
Baton Rouge, Louisiana 70821-2827

Re: Tract No. 44222
St. Mary Parish, Louisiana
February 11, 2015 State Lease Sale

Gentlemen:

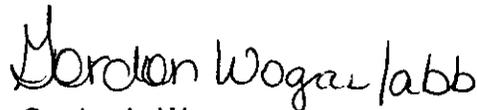
It has come to our attention that Tract No. 44222 is being advertised for lease at the upcoming February 11, 2015 State lease sale.

Without waiver of any rights, Miami Corporation represents that it is the owner of parts of the land located within this Tract. We therefore protest the advertising of any such Miami Corporation interests within this Tract.

Accordingly, we hereby request that the subject Tract be withdrawn from the February 11, 2015 lease sale. In the event that you do not withdraw this Tract, please advise any prospective bidder of the protest by furnishing a copy of this letter. Please inform the prospective bidder that Miami Corporation fully intends to take all action necessary to protect its interests in the premises.

Very truly yours,

MIAMI CORPORATION



Gordon L. Wogan
Senior Vice President

THE FOLLOWING OPENING OF SEALED
BIDS MEETING MINUTES, COMMITTEE
REPORTS AND RESOLUTIONS WERE
MADE A PART OF THE FEBRUARY 11,
2015 STATE MINERAL AND ENERGY
BOARD REGULAR MEETING AND LEASE
SALE MINUTES BY REFERENCE

STATE MINERAL AND ENERGY BOARD
OPENING OF SEALED BIDS MINUTES
FEBRUARY 11, 2015

A public meeting for the purpose of opening sealed bids was held on Wednesday, February 11, 2015, beginning at 8:32 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:

February 11, 2015

**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. 44215 through 44257, 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 a letter of protest was received for today's Lease Sale from Miami Corporation on Tract No. 44222.

Mr. Vaughn further stated that the Staff will recommend to the Nomination and Tract Committee that Tract No. 44246 be withdrawn from today's Lease Sale due to incorrect

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Opening of Sealed Bids Minutes
February 11, 2015

advertising, and that all bids received on this tract will be returned unopened at the conclusion of today's Board meeting.

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

INLAND TRACTS

Tract 44215

No Bids

Tract 44216

(Portion – 19.795 acres)

Bidder	:	Richard Lyons & Associates, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$5,938.50
Annual Rental	:	\$2,965.25
Royalties	:	20.000% on oil and gas
	:	20.000% on other minerals
Additional Consideration	:	None

Tract 44217

(Portion – 5.000 acres)

Bidder	:	Alpine Exploration Companies, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$2,000.00
Annual Rental	:	\$1,000.00
Royalties	:	22.500% on oil and gas
	:	22.500% on other minerals
Additional Consideration	:	None

Tract 44218

No Bids

Tract 44219

No Bids

Tract 442220

(Portion – 149.350 acres)

Bidder	:	Tri-C Resources, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$32,857.00
Annual Rental	:	\$16,428.50
Royalties	:	22.500% on oil and gas
	:	22.500% on other minerals
Additional Consideration	:	None

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Tract 44221
Bidder : Hilcorp Energy I, L.P.
Primary Term : Three (3) years
Cash Payment : \$251.00
Annual Rental : \$125.50
Royalties : 25.000% on oil and gas
: 25.000% on other minerals
Additional Consideration : None

Tract 44222
(Portion – 36.070 acres)
Bidder : Audubon Energy, LLC
Primary Term : Three (3) years
Cash Payment : \$3,967.70
Annual Rental : \$1,984.00
Royalties : 21.000% on oil and gas
: 21.000% on other minerals
Additional Consideration : None

Tract 44223
No Bids

Tract 44224
(Portion – 166.000 acres)
Bidder : Hilcorp Energy I, L.P.
Primary Term : Three (3) years
Cash Payment : \$33,200.00
Annual Rental : \$16,600.00
Royalties : 22.000% on oil and gas
: 22.000% on other minerals
Additional Consideration : None

Tract 44225
No Bids

Tract 44226
No Bids

Tract 44227
No Bids

Tract 44228
No Bids

Tract 44229
No Bids

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No Bids	Tract 44230
No Bids	Tract 44231
No Bids	Tract 44232
No Bids	Tract 44233
No Bids	Tract 44234
No Bids	Tract 44235
No Bids	Tract 44236
No Bids	Tract 44237
No Bids	Tract 44238
No Bids	Tract 44239
No Bids	Tract 44240
No Bids	Tract 44241
No Bids	Tract 44242
No Bids	Tract 44243

STATE AGENCY TRACTS

Tract 44244
Bidder : SM Energy Company (Delaware)
Primary Term : Three (3) years
Cash Payment : \$9,519.66
Annual Rental : \$4,759.83
Royalties : 25.000% on oil and gas
: 25.000% on other minerals
Additional Consideration : None

Tract 44245
Bidder : Clint A. Paul
Primary Term : Three (3) years
Cash Payment : \$400.00
Annual Rental : \$200.00
Royalties : 25.000% on oil and gas
: 25.000% on other minerals
Additional Consideration : None

Tract 44246
No Bids

ROCKEFELLER WMA TRACTS

Tract 44247
No Bids

Tract 44248
No Bids

Tract 44249
No Bids

Tract 44250
No Bids

Tract 44251
(Portion – 163.240 acres)
Bidder : Hilcorp Energy I, L.P.
Primary Term : Three (3) years
Cash Payment : \$57,134.00
Annual Rental : \$28,567.00
Royalties : 25.000% on oil and gas
: 25.000% on other minerals
Additional Consideration : None

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Tract 44252
 (Portion – 322.210 acres)

Bidder	:	Hilcorp Energy I, L.P.
Primary Term	:	Three (3) years
Cash Payment	:	\$112,773.50
Annual Rental	:	\$56,386.75
Royalties	:	25.000% on oil and gas
	:	25.000% on other minerals
Additional Consideration	:	None

Tract 44253

No Bids

Tract 44254

No Bids

TAX ADJUDICATED LANDS TRACTS

Tract 44255

Bidder	:	Kecco, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$27,565.50
Annual Rental	:	\$13,782.75
Royalties	:	22.500% on oil and gas
	:	22.500% on other minerals
Additional Consideration	:	None

Tract 44256

Bidder	:	Kecco, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$24,610.00
Annual Rental	:	\$12,305.00
Royalties	:	22.500% on oil and gas
	:	22.500% on other minerals
Additional Consideration	:	None

Tract 44257

Bidder	:	Kecco, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$1,186.80
Annual Rental	:	\$593.40
Royalties	:	22.500% on oil and gas
	:	22.500% on other minerals
Additional Consideration	:	None

STATE MINERAL AND ENERGY BOARD
Opening of Sealed Bids Minutes
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This concluded the reading of the bids.

There being no further business, the meeting was concluded at 8:49 a.m.

Respectfully submitted,

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

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, February 11, 2015 at 9:30 a.m. with the following members of the Board in attendance: Mr. Thomas L. Arnold, Jr., Mr. Dan R. Brouillette, Mr. Stephen Chustz, Mr. Theodore M. "Ted" Haik, Jr., Mr. Thomas W. Sanders, and Mr. Darryl D. Smith.

I. Geological and Engineering Staff Review

According to the SONRIS database, there are 1,766 active State Leases containing approximately 730,000 acres. Since the last Lease Review Committee meeting, the Geological and Engineering Division has reviewed 112 leases covering approximately 28,000 acres for lease maintenance and development issues.

II. Committee Review

1. A staff report on State Lease 173, Caddo Pine Island Field, Caddo Parish. Gemini Explorations, Inc. and Alpha Petrovision are the lessees. The recommendation was to accept Gemini's report and that they submit their 2015 annual P&A reports by January 15, 2016. Additionally, on January 8, 2014, the Staff informed the Board of Alpha Petrovision's efforts to produce the Annona Chalk formation by Horizontal drilling. The Staff is recommending that Alpha Petrovision update the Board on their efforts by May 13, 2015.
2. A staff report on State Lease 17156, Vermilion Block 16 Field, Vermilion Parish. Harvest Oil and Gas, LLC is the lessee. The recommendation was to accept Harvest's reports, and that they spud their well by July 1, 2015. Failure to spud the well will require the release of all acreage outside the mapped boundaries of the current MA-3 Reservoir as seen in the SL 17156 No. 1 well. Harvest must submit their release within 30 days of July 1, 2015.

III. Force Majeure Report

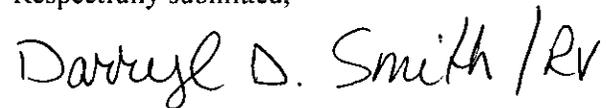
Force Majeure Report Summary - Updated February 2, 2015

Company Name	Lease Numbers
Leases Off Production Due to Non-Storm Related Force Majeure Events	
Energy Properties Inc.	725 (March'2015)

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

On motion by Mr. Sanders, seconded by Mr. Haik, the Committee moved to adjourn the February 11, 2015 meeting at 9:40 a.m.

Respectfully submitted,



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

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

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION #15-02-001 **LEASE REVIEW COMMITTEE**

WHEREAS, a report on the letter received from Gemini Exploration (“Gemini”) on State Lease 173 was made by Jason Talbot, Geologist Supervisor, concerning the plugging and abandonment obligation for 2014; and

WHEREAS, it was reported to the Committee that Gemini had completed the plugging and abandonment obligation for the year of five wells; and

WHEREAS, the Committee was also informed of the efforts by Alpha Petrovision to establish production in the Annona Chalk by utilizing horizontal drilling techniques; and

ON MOTION of Mr. Arnold, seconded by Mr. Sanders, the following recommendation was offered and unanimously adopted by the Lease Review Committee after discussion and careful consideration:

That the State Mineral and Energy Board accept the report from Gemini on the five wells plugged and abandoned for the year 2014, and that the report for the five wells to be plugged and abandoned in the year 2015 be submitted on or before January 15, 2016, and the Committee further recommends that Alpha Petrovision report by May 13, 2015 on their efforts to drill a horizontal well to test the Annona Chalk.

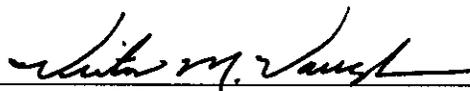
WHEREAS, after discussion and careful consideration by the State Mineral and Energy Board, a decision has been reached:

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

NOW, BE IT THEREFORE RESOLVED that the State Mineral and Energy Board does accept the report from Gemini on the five wells plugged and abandoned for the year 2014, and that the report for the five wells to be plugged and abandoned in the year 2015 be submitted on or before January 15, 2016, and the Committee’s recommendation that Alpha Petrovision submit a report by May 13, 2015 on their efforts to drill a horizontal well to test the Annona Chalk.

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 11th day of February, 2015, 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.



VICTOR M. VAUGHN, EXECUTIVE OFFICER
LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION #15-02-002
LEASE REVIEW COMMITTEE

WHEREAS, a report on the Plan of Development submitted by Harvest Oil and Gas for State Lease 17156 was made by Jason Talbot, Geologist Supervisor; and

WHEREAS, the following report was presented to the Committee; (1) the State Lease Well No. 1 continues to produce intermittently, (2) a future recompletion has been identified in the MA-3A Sand in the No. 1 well, (3) potential shallow behind pipe reserves, and (4) a plan to drill a well to a total depth 13,450 feet on State Lease 17156 this spring; and

ON MOTION, of Mr. Arnold, seconded by Mr. Sanders, the following recommendation was offered and unanimously adopted by the Lease Review Committee after discussion and careful consideration:

That the State Mineral and Energy Board accept the report from Harvest, and furthermore in accordance with the lease amendment adopted August 14, 2013, Harvest is to spud a well on State Lease 17156 on or before July 1, 2015. Failure to spud will require the release of all acreage outside of the mapped boundaries of the current MA-3 reservoir as encountered in the State Lease 17156 Well No. 1 within thirty (30) days of the deadline to spud.

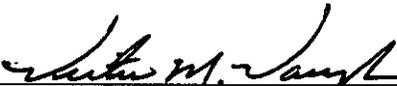
WHEREAS, after discussion and careful consideration by the State Mineral and Energy Board, a decision has been reached:

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

NOW, BE IT THEREFORE RESOLVED that the State Mineral and Energy Board does accept the report from Harvest, and furthermore in accordance with the lease amendment adopted August 14, 2013, Harvest is to spud a well on State Lease 17156 on or before July 1, 2015. Failure to spud will require the release of all acreage outside of the mapped boundaries of the current MA-3 reservoir as encountered in the State Lease 17156 Well No. 1 within thirty (30) days of the deadline to spud.

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 11th day of February, 2015, 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.



VICTOR M. VAUGHN, EXECUTIVE OFFICER
LOUISIANA STATE MINERAL AND ENERGY BOARD



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 **9:38 a.m.** on Wednesday, **February 11, 2015** with the following members of the Board in attendance:

Mr. Stephen Chustz	Mr. Thomas L. Arnold, Jr.	Mr. Darryl D. Smith
Mr. Theodore M. Haik, Jr.	Mr. W. Paul Segura, Jr.	Mr. Thomas W. Sanders
Mr. Dan R. Brouillette	Mr. Emile B. Cordaro	Mr. Louis J. Lambert

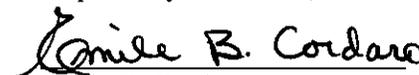
The Committee heard the report of Mr. Emile Fontenot, relative to nominations received for the April 8, 2015 Mineral Lease Sale and other matters. Based upon the staff's recommendation, on motion of **Mr. Sanders**, duly seconded by **Mr. Haik**, the Committee voted unanimously to recommend to the Board 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.

A letter of protest from Miami Corporation dated January 22, 2015 pertaining to Tract No. 44222, situated in St. Mary Parish, Louisiana. No action was required.

A request from Staff to withdraw Tract No. 44246, containing 84.94 acres, situated in Vermilion Parish, Louisiana. Said Tract was incorrectly described and thereby incorrectly advertised. On the motion of **Mr. Haik**, duly seconded by **Mr. Arnold**, the committee voted unanimously to withdraw the Tract from the February 11, 2015 Lease Sale.

The Committee, on the motion of Mr. **Sanders**, seconded by **Mr. Segura**, voted to adjourn at **9:42 a.m.**

Respectfully Submitted,

by *E.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

#15-02-003

(NOMINATION AND TRACT COMMITTEE)

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

WHEREAS, Mr. Emile Fontenot presented to the State Mineral and Energy Board that 4 tracts had been nominated for the April 8, 2015 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.

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 11th day of February 2015, 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

#15-02-004

(NOMINATION AND TRACT COMMITTEE)

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

WHEREAS, the Staff presented to the Board a recommendation to withdraw Tract No. 44246 from the February 11, 2015 Lease Sale.

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

NOW, BE IT THEREFORE RESOLVED, that the State Mineral and Energy Board does hereby approve and authorize the pulling of said Tract from the February 11, 2015 Lease Sale.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the Louisiana State Mineral and Energy Board in the City of Baton Rouge, Louisiana, on the 11th day of February 2015, 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

AUDIT COMMITTEE REPORT

The regular meeting of the Audit Committee of the State Mineral and Energy Board was held on Wednesday, February 11, 2015, immediately following the Nomination and Tract Committee Meeting, in the LaBelle Room, First Floor, LaSalle Building, located at 617 North Third Street, Baton Rouge, Louisiana. Committee Members present were:

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

Emile B. Cordaro
Theodore M. "Ted" Haik, Jr.
Louis J. Lambert

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

Mr. Thomas L. Arnold, Jr. convened the Committee at 9:42 a.m.

The first matter considered by the Committee was a recoupment request from LLOG Exploration Company, LLC.

Upon recommendation of the staff and upon motion of Mr. Sanders, seconded by Mr. Brouillette, the committee voted unanimously to approve the recoupment request of \$50,476.12

The second matter considered by the Committee was the election of the February 2015 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.

The third matter considered by the Committee was the Field Audit Presentation.

No action required.

On motion of Mr. Sanders, seconded by Mr. Brouillette, the Board voted unanimously to adjourn the Audit Committee at 9:46 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

Resolution #15-02-005 (AUDIT COMMITTEE)

WHEREAS, a request was made by LLOG Exploration Company for the following:

- (a) A credit adjustment of \$50,476.12 for the Main Pass Block Field, State Lease 20344; and this amount was based on LLOG Exploration Company submitting oil royalties based on inflated volumes and values for the period of July 2014.

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

ON MOTION of Mr. Sanders, seconded by Mr. Brouillette, the following recommendation was offered and unanimously adopted by the Audit Committee after discussion and careful consideration:

- (a) A credit adjustment of \$50,476.12 for the Main Pass Block Field, State Lease 20344; and this amount was based on LLOG Exploration Company submitting oil royalties based on inflated volumes and values for the period of July 2014.

WHEREAS, after discussion and careful consideration of the foregoing request and the recommendation of the Audit Committee;

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

NOW, BE IT THEREFORE RESOLVED that the State Mineral and Energy Board does hereby grant the following:

- (a) A credit adjustment of \$50,476.12 for the Main Pass Block Field, State Lease 20344; and this amount was based on LLOG Exploration Company submitting oil royalties based on inflated volumes and values for the period of July 2014.

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 11th day of February, 2015, 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.



Victor M. Vaughn, Executive Officer
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 February 11, 2015, following the Audit Committee Meeting, in the LaBelle Room, First Floor, LaSalle Building located at 617 North Third Street, Baton Rouge, Louisiana. Committee Members present were:

Secretary Stephen Chustz
Mr. W. Paul Segura, Jr.
Mr. Darryl David Smith
Mr. Emile B. Cordaro

Mr. Thomas W. Sanders
Mr. Theodore M. "Ted" Haik, Jr.
Mr. Thomas L. Arnold, Jr.
Mr. Dan R. Brouillette

The Legal and Title Controversy Committee was called to order by Mr. Sanders at 9:48 a.m.

The first matter considered by the Committee was a request for final approval of a Lease Amendment by and between the State of Louisiana, through the Louisiana State Mineral and Energy Board, Apache Corporation, Renaissance Offshore, LLC, Energy XXI GOM, LLC, Exxon Mobil Corporation and Talos Energy Offshore LLC, whereas said parties desire to amend said lease to include the Force Majeure Provision and other required clauses as listed below, affecting State Lease No. 13287, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument, on the docket as Item No. 15-06. This amendment will include the following:

- (1) A revision to the force majeure clause defining fortuitous events, i.e. major storms, major accidents such as blowout or fire; and suspending events such as unavailability of required equipment, specific type of rig, etc.;
- (2) A revision to the oil well shut-in payment clause;
- (3) A revision to the per-acre dollar amount and minimum dollar amount regarding semi-annual gas shut-in payments;
- (4) A revision to production reporting procedures (LUW code or serial number);

- (5) A revision to the provision to allow the public to access public waterways through the state lands covered by the lease; and
- (6) A revision to the acreage retention clause wherein a Lessee may not retain acreage when the State has been successful in obtaining a final judgment dissolving the lease for reasons other than non-development.

Upon motion of Mr. Segura, seconded by Mr. Smith, and by unanimous vote of the Committee and Board, the State Mineral and Energy Board granted final approval of the Lease Amendment by and between the State of Louisiana, through the Louisiana State Mineral and Energy Board, Apache Corporation, Renaissance Offshore, LLC, Energy XXI GOM, LLC, Exxon Mobil Corporation and Talos Energy Offshore LLC, on the Docket as Item No. 15-06. No comments were made by the public.

The second matter considered by the Committee was a request for final approval of a Lease Amendment by and between the State of Louisiana, through the Louisiana State Mineral and Energy Board, Apache Corporation, Renaissance Offshore, LLC, Energy XXI GOM, LLC, Mobil Oil & Exploration Producing Southeast Inc. and Talos Energy Offshore LLC, whereas said parties desire to amend said lease to include the Force Majeure Provision and other required clauses as listed below, affecting State Lease No. 15042, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument, on the docket as Item No. 15-07. This amendment will include the following:

- (1) A revision to the force majeure clause defining fortuitous events, i.e. major storms, major accidents such as blowout or fire; and suspending events such as unavailability of required equipment, specific type of rig, etc.;
- (2) A revision to the oil well shut-in payment clause;
- (3) A revision to the per-acre dollar amount and minimum dollar amount regarding semi-annual gas shut-in payments;
- (4) A revision to production reporting procedures (LUW code or serial number);
- (5) A revision to the provision to allow the public to access public waterways through the state lands covered by the lease; and
- (6) A revision to the acreage retention clause wherein a Lessee may not retain acreage when the State has been successful in obtaining a final judgment dissolving the lease for reasons other than non-development.

Upon motion of Mr. Arnold, seconded by Mr. Brouillette, and by unanimous vote of the Committee and Board, the State Mineral and Energy Board granted final approval of the Lease Amendment by and between the State of Louisiana, through the State Mineral and Energy Board, Apache Corporation, Renaissance Offshore, LLC, Energy XXI GOM, LLC, Mobil Oil & Exploration Producing Southeast Inc. and Talos Energy Offshore LLC, on the docket as Item No. 15-07. No comments were made by the public.

The third matter being considered by the Committee was a request by Staff for a ninety (90) day extension of the previously granted authority to negotiate with Sunland Production Co., Inc. for an Operating Agreement affecting a portion of expired State Lease No. 19549, Tract 39287, containing 214.271 acres in Caddo and DeSoto Parishes, Louisiana. Staff requests that it be allowed to continue negotiations and to remove the acreage from commerce making it unavailable for leasing until May 13, 2015 or until the operating agreement is completed and approved by the Mineral and Energy Board, whichever occurs first.

Upon motion of Mr. Segura, seconded by Mr. Brouillette, and by unanimous vote of the Committee and Board, the State Mineral and Energy Board granted Staff a ninety (90) day extension of the previously granted authority to continue negotiations with Sunland Production Co., Inc. and to remove the acreage from commerce, making it unavailable for leasing until May 13, 2015 or until the Operating Agreement is completed and approved by the Mineral and Energy Board, whichever occurs first. No comments were made by the public.

The fourth matter being considered by the Committee was an update to the State Mineral and Energy Board regarding the proposed new lease form.

Upon motion of Mr. Arnold, seconded by Mr. Morton, and by unanimous vote of the Committee and Board, the State Mineral and Energy Board granted Staff the authority to post on DNR's website for public review and comment, the proposed changes to the following provisions:

- a) Royalty
- b) Single Payor
- c) Unit Plats
- d) Lessee Reporting
- e) Force Majeure and Suspending Events
- f) Audit Access Rights

No comments were made by the public.

Upon motion of Mr. Segura, seconded by Mr. Cordaro, the Committee voted unanimously to go into Executive Session at 10:12 a.m.

Upon motion of Mr. Segura, seconded by Mr. Smith, the Committee voted unanimously to return to Open Session at 10:28 a.m.

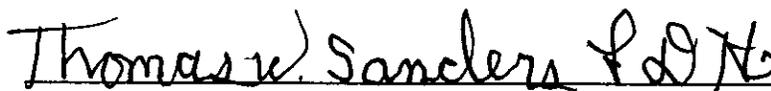
The fifth matter being considered by the Committee was a discussion in Executive Session regarding the suit entitled: Anadarko E&P Onshore L.L.C. vs. Mills & Co. of Louisiana, L.L.C., et al, Docket No. 581807-A, 1st Judicial District Court, Caddo Parish

This matter was a discussion, and no action was taken by the Board. No comments were made by the public.

The sixth matter being considered by the Committee was a discussion in Executive Session regarding the suit entitled: Callon Petroleum Operating Company vs. The State of Louisiana, et al, Docket No. C-136424, 26th Judicial District Court, Parish of Bossier

Upon motion of Mr. Brouillette, seconded by Mr. Smith, and by unanimous vote of the Committee and Board, the State Mineral and Energy Board granted authority to the Attorney General's Office to negotiate this matter as per the terms discussed in Executive Session. No comments were made by the public.

Upon motion of Mr. Segura, seconded by Mr. Chustz, the Legal and Title Controversy Committee meeting adjourned at 10:29 a.m.



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

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

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #15-02-006

(LEGAL AND TITLE CONTROVERSY COMMITTEE)

WHEREAS, a request was made for final approval of a Lease Amendment by and between the State of Louisiana, through the Louisiana State Mineral and Energy Board, Apache Corporation, Renaissance Offshore, LLC, Energy XXI GOM, LLC, Exxon Mobil Corporation and Talos Energy Offshore LLC, whereas said parties desire to amend said lease to include the Force Majeure Provision and other required clauses as listed below, affecting State Lease No. 13287, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument, on the docket as Item No. 15-06. This amendment will include the following:

- (1) A revision to the force majeure clause defining fortuitous events, i.e. major storms, major accidents such as blowout or fire; and suspending events such as unavailability of required equipment, specific type of rig, etc..;
- (2) A revision to the oil well shut-in payment clause;
- (3) A revision to the per-acre dollar amount and minimum dollar amount regarding semi-annual gas shut-in payments;
- (4) A revision to production reporting procedures (LUW code or serial number);
- (5) A revision to the provision to allow the public to access public waterways through the state lands covered by the lease; and
- (6) A revision to the acreage retention clause wherein a Lessee may not retain acreage when the State has been successful in obtaining a final judgment dissolving the lease for reasons other than non-development.

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

ON MOTION of Mr. Segura, seconded by Mr. Smith, the following recommendation was offered and unanimously adopted by the Legal and Title Controversy Committee after discussion and careful consideration:

That the State Mineral and Energy Board grant final approval of the Lease Amendment by and between the State of Louisiana, through the Louisiana State Mineral and Energy Board, Apache Corporation, Renaissance Offshore, LLC, Energy XXI GOM, LLC, Exxon Mobil Corporation and Talos Energy Offshore LLC, on the Docket as Item No. 15-06;

WHEREAS, after discussion and careful consideration of the foregoing request and the recommendation of the Legal and Title Controversy Committee;

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

NOW, BE IT THEREFORE RESOLVED that the State Mineral and Energy Board does hereby grant final approval of the Lease Amendment by and between the State of Louisiana, through the Louisiana State Mineral and Energy Board, Apache Corporation, Renaissance Offshore, LLC, Energy XXI GOM, LLC, Exxon Mobil Corporation and Talos Energy Offshore LLC, on the Docket as Item No. 15-06.

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 11th day of February, 2015, 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.



Victor M. Vaughn, Executive Officer
Louisiana State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #15-02-007

(LEGAL AND TITLE CONTROVERSY COMMITTEE)

WHEREAS, a request was made for final approval of a Lease Amendment by and between the State of Louisiana, through the Louisiana State Mineral and Energy Board, Apache Corporation, Renaissance Offshore, LLC, Energy XXI GOM, LLC, Mobil Oil & Exploration Producing Southeast Inc. and Talos Energy Offshore LLC, whereas said parties desire to amend said lease to include the Force Majeure Provision and other required clauses as listed below, affecting State Lease No. 15042, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument, on the docket as Item No. 15-07. This amendment will include the following:

- (1) A revision to the force majeure clause defining fortuitous events, i.e. major storms, major accidents such as blowout or fire; and suspending events such as unavailability of required equipment, specific type of rig, etc.;
- (2) A revision to the oil well shut-in payment clause;
- (3) A revision to the per-acre dollar amount and minimum dollar amount regarding semi-annual gas shut-in payments;
- (4) A revision to production reporting procedures (LUW code or serial number);
- (5) A revision to the provision to allow the public to access public waterways through the state lands covered by the lease; and
- (6) A revision to the acreage retention clause wherein a Lessee may not retain acreage when the State has been successful in obtaining a final judgment dissolving the lease for reasons other than non-development.

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

ON MOTION of Mr. Arnold, seconded by Mr. Brouillette, the following recommendation was offered and unanimously adopted by the Legal and Title Controversy Committee after discussion and careful consideration:

That the State Mineral and Energy Board grant final approval of the Lease Amendment by and between the State of Louisiana, through the State Mineral and Energy Board, Apache Corporation, Renaissance Offshore, LLC, Energy XXI GOM, LLC, Mobil Oil & Exploration Producing Southeast Inc. and Talos Energy Offshore LLC, on the docket as Item No. 15-07;

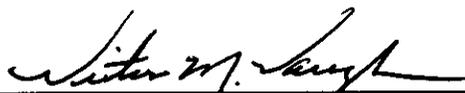
WHEREAS, after discussion and careful consideration of the foregoing request and the recommendation of the Legal and Title Controversy Committee;

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

NOW, BE IT THEREFORE RESOLVED that the State Mineral and Energy Board does hereby grant final approval of the Lease Amendment by and between the State of Louisiana, through the State Mineral and Energy Board, Apache Corporation, Renaissance Offshore, LLC, Energy XXI GOM, LLC, Mobil Oil & Exploration Producing Southeast Inc. and Talos Energy Offshore LLC, on the docket as Item No. 15-07.

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 11th day of February, 2015, 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.



Victor M. Vaughn, Executive Officer
Louisiana State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #15-02-008

(LEGAL AND TITLE CONTROVERSY COMMITTEE)

WHEREAS, a request was made by Staff for a ninety (90) day extension of the previously granted authority to negotiate with Sunland Production Co., Inc. for an Operating Agreement affecting a portion of expired State Lease No. 19549, Tract 39287, containing 214.271 acres in Caddo and DeSoto Parishes, Louisiana. Staff requests that it be allowed to continue negotiations and to remove the acreage from commerce making it unavailable for leasing until May 13, 2015 or until the operating agreement is confected and approved by the Mineral and Energy Board, whichever occurs first;

ON MOTION of Mr. Segura, seconded by Mr. Brouillette, the following recommendation was offered and unanimously adopted by the Legal and Title Controversy Committee after discussion and careful consideration:

That the State Mineral and Energy Board grant Staff a ninety (90) day extension of the previously granted authority to continue negotiations with Sunland Production Co., Inc. and to remove the acreage from commerce, making it unavailable for leasing until May 13, 2015 or until the Operating Agreement is confected and approved by the Mineral and Energy Board, whichever occurs first;

WHEREAS, after discussion and careful consideration of the foregoing request and the recommendation of the Legal and Title Controversy Committee;

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

NOW, BE IT THEREFORE RESOLVED that the State Mineral and Energy Board does hereby grant Staff a ninety (90) day extension of the previously granted authority to continue negotiations with Sunland Production Co., Inc. and to remove the acreage from commerce, making it unavailable for leasing until May 13, 2015 or until the Operating Agreement is confected and approved by the Mineral and Energy Board, 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 11th day of February, 2015, 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.



Victor M. Vaughn, Executive Officer
Louisiana State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD
Resolution #15-02-009
(LEGAL AND TITLE CONTROVERSY COMMITTEE)

WHEREAS, Staff gave an update to the State Mineral and Energy Board regarding the proposed new lease form;

ON MOTION of Mr. Arnold, seconded by Mr. Brouillette, the following recommendation was offered and unanimously adopted by the Legal and Title Controversy Committee after discussion and careful consideration:

That the State Mineral and Energy Board grant Staff the authority to post on DNR's website for public review and comment, the proposed changes to the following provisions:

- a) Royalty
- b) Single Payor
- c) Unit Plats
- d) Lessee Reporting
- e) Force Majeure and Suspending Events
- f) Audit Access Rights

WHEREAS, after discussion and careful consideration of the foregoing request and the recommendation of the Legal and Title Controversy Committee;

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

NOW, BE IT THEREFORE RESOLVED that the State Mineral and Energy Board does hereby grant Staff the authority to post on DNR's website for public review and comment, the proposed changes to the following provisions:

- g) Royalty
- h) Single Payor
- i) Unit Plats
- j) Lessee Reporting
- k) Force Majeure and Suspending Events
- l) Audit Access Rights

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 11th day of February, 2015, 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.



Victor M. Vaughn, Executive Officer
Louisiana State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #15-02-010

(LEGAL AND TITLE CONTROVERSY COMMITTEE)

WHEREAS, a discussion in Executive Session was held regarding the suit entitled: Anadarko E&P Onshore L.L.C. vs. Mills & Co. of Louisiana, L.L.C., et al, Docket No. 581807-A, 1st Judicial District Court, Caddo Parish;

ON MOTION of Mr. Brouillette, seconded by Mr. Smith, the following recommendation was offered and unanimously adopted by the Legal and Title Controversy Committee after discussion and careful consideration:

That the State Mineral and Energy Board grant authority to the Attorney General's Office to negotiate this matter as per the terms discussed in Executive Session;

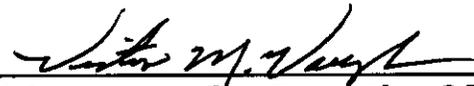
WHEREAS, after discussion and careful consideration of the foregoing request and the recommendation of the Legal and Title Controversy Committee;

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

NOW, BE IT THEREFORE RESOLVED that the State Mineral and Energy Board does hereby grant authority to the Attorney General's Office to negotiate this matter as per the terms discussed 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 11th day of February, 2015, 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.



Victor M. Vaughn, Executive Officer
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 10:28 a.m. on Wednesday, February 11, 2015. Board Members present were Mr. Stephen Chustz, DNR Secretary, Mr. W. Paul Segura, Jr., Mr. Thomas L. Arnold, Jr., Mr. Thomas W. Sanders, Mr. Darryl D. Smith, Mr. Dan R. Brouillette, Emile B. Cordaro, Theodore M. "Ted" Haik, Jr. and Louis J. Lambert.

The Committee made the following recommendations:

Approve all Assignments on pages 2 through 9: Docket No. 1 on page 2 would be approved subject to the approval of the Governor of Louisiana;

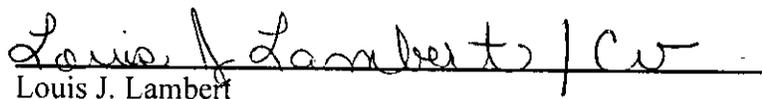
Approve the following items: Docket Item No. 15-05 and 15-08 on pages 10 and 11;

Approve the following items upon recommendation of the Legal and Title Controversy Committee: Docket Item Nos. 15-06 and 15-07 on page 10.

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

There being no further business to come before the committee, upon motion of Mr. Segura, and seconded by Mr. Cordaro, the committee voted unanimously to adjourn the meeting at 10:30 a.m.

Respectfully submitted,


Louis J. Lambert
Docket Review Committee

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

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD DOCKET REVIEW COMMITTEE

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 1 from the February 11, 2015 Meeting be approved subject to the approval of the Governor of Louisiana, said instrument being an Assignment from Chesapeake Louisiana, L.P. to SND - Vortus, L.P., of all of Assignor's right, title and interest in and to State Lease Nos 249 and 10415, Bossier Parish, Louisiana, with further particulars being stipulated in the instrument.

SND - Vortus, L.P. is designated as the joint account Lessee (contact company) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.

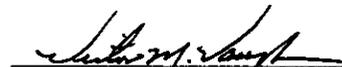
This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

- 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.

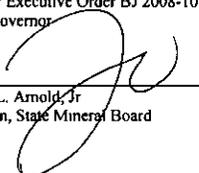
BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument.

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 11th day of February, 2015, 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 
Thomas L. Arnold, Jr.
Chairman, State Mineral Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

DOCKET REVIEW COMMITTEE
15-02-012

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 2 from the February 11, 2015 Meeting be approved, said instrument being an Assignment from Chesapeake Louisiana, L P to SND - Vortus, L P , of all of Assignor's right, title and interest in and to State Lease Nos. 4080 and 4183, Cameron Parish, Louisiana, with further particulars being stipulated in the instrument

SND - Vortus, L.P. is designated as the joint account Lessee (contact company) 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 11th day of February, 2015, 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

DOCKET REVIEW COMMITTEE
15-02-013

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 3 from the February 11, 2015 Meeting be approved, said instrument being an Assignment from Chesapeake Louisiana, L.P. to SND – Vortus, L.P., of all of Assignor's right, title and interest in and to State Lease No 17806, Evangeline Parish, Louisiana, with further particulars being stipulated in the instrument.

SND – Vortus, L.P. is designated as the joint account Lessee (contact company) 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,

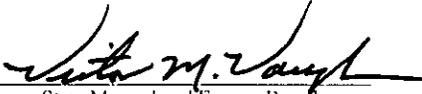
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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 11th day of February, 2015, 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

DOCKET REVIEW COMMITTEE
15-02-014

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 4 from the February 11, 2015 Meeting be approved, said instrument being an Assignment from Chesapeake Louisiana, L P to SND – Vortus, L P , of all of Assignor's right, title and interest in and to State Lease Nos 19848, 20192 and 20193, Sabine Parish, Louisiana, with further particulars being stipulated in the instrument

SND – Vortus, L P is designated as the joint account Lessee (contact company) 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,

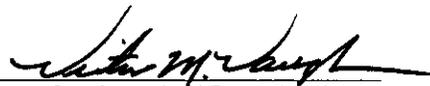
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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 11th day of February, 2015, 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

DOCKET REVIEW COMMITTEE
15-02-015

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 5 from the February 11, 2015 Meeting be approved, said instrument being an Assignment from Theophilus Oil, Gas & Land Services, LLC to Apache Corporation, of all of Assignor's right, title and interest in and to State Lease No. 21382, Lafourche Parish, Louisiana, with further particulars being stipulated in the instrument

Apache Corporation is designated as the joint account Lessee (contact company) 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 11th day of February, 2015, 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

DOCKET REVIEW COMMITTEE
15-02-016

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 6 from the February 11, 2015 Meeting be approved, said instrument being an Assignment from Chroma Oil & Gas, LP to White Oak Resources VI, LLC, of all of Assignor's right, title and interest in and to State Lease Nos 15155, 15202, 15502 and 15726, Calcasieu Parish, Louisiana, with further particulars being stipulated in the instrument

White Oak Resources VI, LLC is designated as the joint account Lessee (contact company) 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,

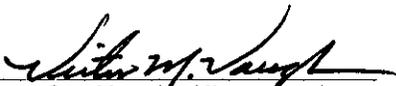
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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 11th day of February, 2015, 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

DOCKET REVIEW COMMITTEE
15-02-017

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 7 from the February 11, 2015 Meeting be approved, said instrument being an Assignment from Chroma Oil & Gas, L.P. to White Oak Resources VI, L.L.C. of all of Assignor's right, title and interest in and to State Lease Nos. 17780 and 18146, Jefferson and Lafourche Parishes, Louisiana, with further particulars being stipulated in the instrument.

White Oak Resources VI, L.L.C. is designated as the joint account Lessee (contact company) 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 11th day of February, 2015, 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

DOCKET REVIEW COMMITTEE
15-02-018

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 8 from the February 11, 2015 Meeting be approved, said instrument being an Assignment from Chroma Oil & Gas, LP to White Oak Resources VI, LLC, of all of Assignor's right, title and interest in and to State Lease No 16758, Lafourche Parish, Louisiana, with further particulars being stipulated in the instrument

White Oak Resources VI, LLC is designated as the joint account Lessee (contact company) 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,

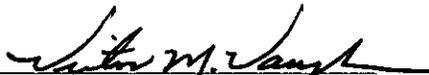
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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 11th day of February, 2015, 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

DOCKET REVIEW COMMITTEE

15-02-019

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 9 from the February 11, 2015, Meeting be approved, said instrument a Correction of Resolution from the June 9, 1999 Meeting, being an Assignment from Chesapeake Operating, Inc. to Union Pacific Resources Company, whereas the following language was omitted from said resolution and is hereby being added.. **“INSOFAR AND ONLY INSOFAR AS** said lease covers land within the unit designated as AUS C RA SUP, **AND FURTHER LIMITED TO** the Austin Chalk Zone”, affecting State Lease No. 16266, Vernon Parish, Louisiana.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 11th day of February, 2015, 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

DOCKET REVIEW COMMITTEE
15-02-020

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 10 from the February 11, 2015 Meeting be approved, said instrument being A Merger whereby JOMAC Properties is merging with and into JOMAC Properties, a Limited Partnership, affecting State Leases Nos 7584, 7712, 11384, 11859 and 12569, Cameron, Jefferson Davis and Vermilion Parishes, Louisiana, with further particulars being stipulated in the instrument

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

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

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

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

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

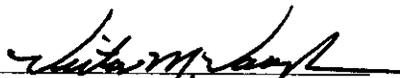
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 11th day of February, 2015, 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

DOCKET REVIEW COMMITTEE
15-02-021

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 11 from the February 11, 2015 Meeting be approved, said instrument being an Assignment from Roky Operating, LLC to Triumph Energy 1, LLC, of an undivided 23.6667% interest in and to State Lease Nos. 1958 and 2125 and of an undivided 34.1667% interest in and to State Lease Nos. 20101 and 20103, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument.

Triumph Energy 1, LLC is designated as the joint account Lessee (contact company) 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 11th day of February, 2015, 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

DOCKET REVIEW COMMITTEE
15-02-022

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 12 from the February 11, 2015 Meeting be approved, said instrument being a Change of Name whereby Carden Oil & Gas, Inc. is changing its name to Carden Oil & Gas, L.L.C., affecting State Lease Nos. 18748, 18868 and 19208, Jefferson and Lafourche Parishes, Louisiana, with further particulars being stipulated in the instrument

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

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

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

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

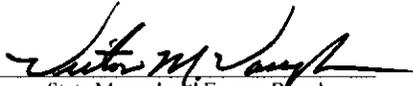
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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 11th day of February, 2015, 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

DOCKET REVIEW COMMITTEE
15-02-023

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 13 from the February 11, 2015 Meeting be approved, said instrument being an Assignment from Greenbriar Energy LP IV to Wagner Oil Company, of all of Assignor's right, title and interest in and to State Lease No. 18233, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument.

Wagner Oil Company is designated as the joint account Lessee (contact company) 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,

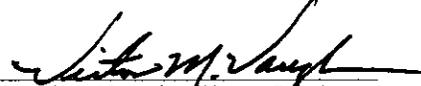
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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 11th day of February, 2015, 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

DOCKET REVIEW COMMITTEE
15-02-024

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 14 from the February 11, 2015 Meeting be approved, said instrument being an Assignment from LLOLA, L.L.C., Laluna Production Company and Barco Resources, Inc. to Red Stick Energy, L.L.C. of all of Assignor's right, title and interest in and to State Lease No. 21136, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument

Red Stick Energy, LLC is designated as the joint account lessee (contact company) 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 11th day of February, 2015, 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

DOCKET REVIEW COMMITTEE
15-02-025

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 15 from the February 11, 2015 Meeting be approved, said instrument being an Assignment from GCER Onshore, LLC (12.50%), Howard Energy Co., Inc. (5.00%), Knight Resources, LLC (3.75%) and LLOLA, L.L.C. (2.50%) to Houston Energy, L.P., an undivided 23.75% of 8/8ths leasehold interest in and to State Lease Nos. 21150 and 21152, Terrebonne Parish, Louisiana, with further particulars being stipulated in the instrument

Houston Energy, L.P. is designated as the joint account Lessee (contact company) 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.

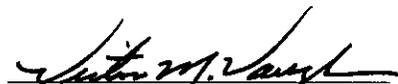
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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 11th day of February, 2015, 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

DOCKET REVIEW COMMITTEE
15-02-026

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 16 from the February 11, 2015 Meeting be approved, said instrument being an Assignment from Eternal Resources (USA) I, LLC to Triumph Energy I, LLC, of all of Assignor's right, title and interest in and to State Lease Nos. 20482, 20781, 20967 and 20968, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument.

Triumph Energy I, LLC is designated as the joint account Lessee (contact company) 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;

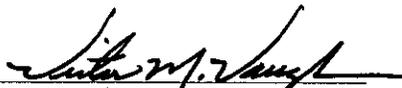
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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 11th day of February, 2015, 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

DOCKET REVIEW COMMITTEE
15-02-027

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 17 from the February 11, 2015 Meeting be approved, said instrument being an Assignment from K-Exploration Co., of all of Assignor's right, title and interest to the following in the proportions set out below

Lavaca River Operating Company, L.L.C.	33.33%
Salute Resources, LLC	33.33%
Nouveau Depart, LLC	33.34%

in and to State Lease No. 21187, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument

Nouveau Depart, 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,

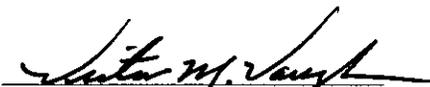
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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 11th day of February, 2015, 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

DOCKET REVIEW COMMITTEE
15-02-028

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 18 from the February 11, 2015 Meeting be approved, said instrument being A Conversion whereby J P Oil Company, Inc is changing its name to J.P. Oil Company, LLC, affecting State Lease Nos 7715 and 7716, St Landry Parish, Louisiana, with further particulars being stipulated in the instrument

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

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

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

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

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

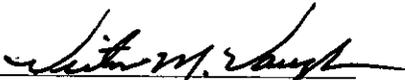
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 11th day of February, 2015, 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

DOCKET REVIEW COMMITTEE
15-02-029

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 19 from the February 11, 2015 Meeting be approved, said instrument being an Assignment from Petsec Exploration and Production, L L C to Castex Energy Partners, L P , of all of Assignor's right, title and interest in and to State Lease Nos 20221, 20367, 20368, 20369, 20528, 20529, 20530 and 20753, St Mary Parish, 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;

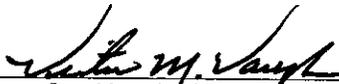
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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 11th day of February, 2015, 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

DOCKET REVIEW COMMITTEE
15-02-030

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 20 from the February 11, 2015 Meeting be approved, said instrument being an Assignment and Correction of Assignment from Holloway Energy, L L C to MBH Energy, L L C, Ray Holloway Energy, L L C and Randall Holloway Energy, L L C, of all of Assignor's right, title and interest so each Assignee will own an undivided one-third (1/3rd) interest in and to State Lease Nos 6629, 6760 and 13920, Caddo and DeSoto Parishes, Louisiana, with further particulars being stipulated in the instrument

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

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

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

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

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

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

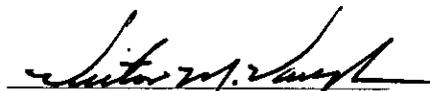
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 11th day of February, 2015, 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

DOCKET REVIEW COMMITTEE

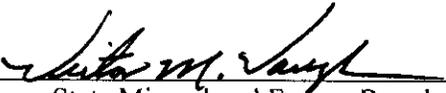
15-02-031

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 21 from the February 11, 2015, Meeting be approved, said instrument a Correction of Resolution from the July 9, 2014 Meeting, being Change of Name whereby SandRidge Energy Offshore, LLC is changing its name to Fieldwood Energy Offshore LLC, whereas State Lease No. 16859 was omitted from said resolution and is hereby being added, affecting State Lease Nos. 3770, 12806, 14519, 14520, 14912, 14914, 14915, 14953, 14954, 15683, 16735, 16736, 16737, 16738, 16859, 17674, 17675, 17942, 18287, 19155, 19269, 19397 and 19718, Cameron, Iberia, Plaquemines, St. Mary, St. Martin and Terrebonne Parishes, Louisiana.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 11th day of February, 2015, 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

DOCKET REVIEW COMMITTEE
15-02-032

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 22 from the February 11, 2015 Meeting be approved, said instrument being a Merger whereby Pioneer Exploration, Ltd. is merging with and into Pioneer Exploration, LLC, affecting State Lease Nos 3475, 5419, 7584, 7712, 11384, 11859, 12105, 12569, 12651, 13895, 14531 and Operating Agreements "A0136" and "A0137", Cameron, Jefferson Davis, Terrebonne and Vermilion Parishes, Louisiana, with further particulars being stipulated in the instrument

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

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

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

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

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

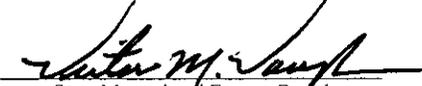
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 11th day of February, 2015, 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

DOCKET REVIEW COMMITTEE

15-02-033

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 15-05 from the February 11, 2015, Meeting be approved, said instrument being an Unitization Agreement by and between the State Mineral and Energy Board, for and on behalf of the State of Louisiana, Lavaca River Operating Company, LLC, White Capital Group, LLC, White Capital Group, LLC, K-Exploration Co, Salute Resources, LLC and Nouveau Depart, L.L.C., to create a 242.39 acre unit, more or less, identified as the "Lavaca River Operating Company, LLC VUA", with 230.57 acres being attributable to State Lease No. 18165 and 11.82 acres being attributable to State Lease No. 21187, Empire Field, Plaquemines 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 11th day of February, 2015 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

DOCKET REVIEW COMMITTEE

15-02-034

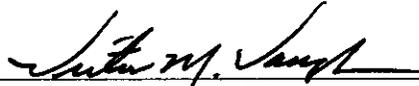
On motion of Mr. Chustz, seconded by Mr. Smith, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 15-06 from the February 11, 2015, Meeting be approved, said instrument being a Lease Amendment by and between the State of Louisiana, through the Louisiana State Mineral and Energy Board, Apache Corporation, Renaissance Offshore, LLC, Energy XXI GOM, LLC, Exxon Mobil Corporation and Talos Energy Offshore LLC, whereas said parties desire to amend said lease to include the Force Majeure Provision and other required clauses, affecting State Lease No. 13287, Plaquemines 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 11th day of February, 2015 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

DOCKET REVIEW COMMITTEE

15-02-035

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 15-07 from the February 11, 2015, Meeting be approved, said instrument being a Lease Amendment by and between the State of Louisiana, through the Louisiana State Mineral and Energy Board, Apache Corporation, Renaissance Offshore, LLC, Energy XXI GOM, LLC, Mobil Oil Exploration & Producing Southeast Inc. and Talos Energy Offshore LLC, whereas said parties desire to amend said lease to include the Force Majeure Provision and other required clauses, affecting State Lease No. 15042, Plaquemines 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 11th day of February, 2015 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

DOCKET REVIEW COMMITTEE

15-02-036

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 15-08 nfrom the February 11, 2015, Meeting be approved, said instrument being an Amendment and Extension of Unitization Agreement by and between the State Mineral and Energy Board for and on behalf of the State of Louisiana, RN Minerals, L.L.C., Diamond Development Incorporated and New Century Exploration, Inc., whereas said parties desire to amend the "New Century Exploration, Inc.- Gillis-English Bayou-VUA Diamond Development Incorporated et al No. 1" to extend the initial term of the VUA for an additional six (6) months, to the date of October 23, 2015, affecting State Lease Nos. 20675 and 21010, Calcasieu 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 11th day of February, 2015 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