

MINUTES

STATE MINERAL AND ENERGY BOARD

REGULAR MEETING AND LEASE SALE

JULY 11, 2012

A Regular Meeting and Lease Sale of the State Mineral and Energy Board was held on Wednesday, July 11, 2012, beginning at 11:04 a.m. in the La Belle Room, First Floor, LaSalle Office Building, Baton Rouge, Louisiana, subject to the call of the Governor and Ex-Officio Chairman.

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

W. Paul Segura, Jr., Vice-Chairman
Thomas L. Arnold, Jr.
Emile B. Cordaro
John C. "Juba" Diez
Thomas W. Sanders
Darryl D. Smith
Helen G. Smith
Chip Kline (sitting in for Garret Graves, Governor Jindal's designee to the Board)

The following members of the Board were recorded as absent:

Scott A. Angelle, Chairman
Bay E. Ingram
Robert "Michael" Morton

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

Also recorded as present were:

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

The Chairman then stated that the next order of business was the approval of the June 13, 2012 Minutes. A motion was made by Mr. Arnold to adopt the Minutes as submitted and to waive reading of same. His motion was seconded by Mr. Smith and unanimously adopted by the Board. (No public comment was made at this time.)

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

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

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

The Chairman then announced that the Board would recess its regular meeting at 11:06 a.m. and go into executive session for technical briefing in order to consider matters before the Board which were confidential in nature. A motion was made by Mr. Arnold, seconded by Mr. Cordaro, and unanimously adopted by the Board.

During the technical briefing, the Board conferred with staff personnel concerning the merit of the bids that were submitted and opened earlier today at a public meeting*, based on geological, engineering and other confidential data and analyses available to the Board and staff, after which, upon motion of Mr. Arnold, seconded by Mr. Sanders, and unanimously adopted by the Board, the Board reconvened in open session at 11:20 a.m.

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

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

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on Tract 42752 to JB Land Services, LLC.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on Tract 42753 to EOG Resources, Inc.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on Tract 42754 to EOG Resources, Inc.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on Tract 42761 to Elysium Natural Resources, LLC.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on Tract 42762 to Elysium Natural Resources, LLC.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on Tract 42765 to Midstates Petroleum Company LLC.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on a portion of Tract 42769, said portion being 11.000 acres more particularly described in said bid and outlined on accompanying plat, to Alpine Exploration Companies, Inc.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on a portion of Tract 42772, said portion being 297.000 acres more particularly described in said bid and outlined on accompanying plat, to Merit Energy Services, L.L.C.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on another portion of Tract 42772, said portion being 51.000 acres more particularly described in said bid and outlined on accompanying plat, to Merit Energy Services, L.L.C.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on a portion of Tract 42777, said portion being 6.000 acres more particularly described in said bid and outlined on accompanying plat, to Alpine Exploration Companies, Inc.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on Tract 42778 to Silso Oil Corporation.

Upon motion of Mr. Arnold, seconded by Mr. Sanders, the Board voted unanimously to award a lease on Tract 42779 to Silso Oil Corporation.

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 \$498,136.34 and since today is the first month of the new fiscal year, that is also the fiscal year-to-date total.

Also, a reminder that the oil and gas seminar is next month starting Wednesday, the 15th through Friday, the 17th. Registration is still open for early bird registration until August 1st. After that the price will go up."

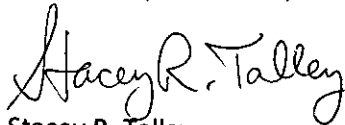
The Chairman then stated that the quarterly Mineral Revenue and Production Report was being provided to the members for their information and review. **(The report is hereby attached and made a part of the Minutes by reference.)**

July 11, 2012

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The Chairman then stated there being no further business to come before the Board, upon motion of Mr. Diez, seconded by Mr. Kline, the meeting was adjourned at 11:22 a.m.

Respectfully submitted,

A handwritten signature in black ink that reads "Stacey R. Talley". The signature is written in a cursive style with a large initial 'S' and 'T'.

Stacey R. Talley
Deputy Assistant Secretary
Office of Mineral Resources

**THE FOLLOWING BID OPENING MEETING REPORT,
COMMITTEE REPORTS, RESOLUTIONS AND
MINERAL REVENUE AND PRODUCTION REPORT
WERE MADE A PART OF THE JULY 11, 2012 MINUTES
BY REFERENCE**

A public meeting for the purpose of opening sealed bids was held on Wednesday, July 11, 2012, beginning at 8:30 a.m. in the La Belle Room, First Floor, LaSalle Office Building, Baton Rouge, Louisiana.

Recorded as present were:

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

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:

July 11, 2012

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

Gentlemen:

Certified proofs of publication have been received in the Office of Mineral Resources on behalf of the State Mineral and Energy Board for the State of Louisiana from the "Advocate," official journal for the State of Louisiana, and from the respective parish journals as evidence that Tract Nos. 42752 through 42779, have been advertised in accordance with and under the provisions of Chapter 2, Title 30 of the Revised Statutes of 1950, as amended.

Yours very truly,

(Original signed)

Frederick D. Heck
Director
Petroleum Lands Division

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

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

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

INLAND TRACTS

Tract 42752

Bidder	:	JB Land Services, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$32,616.00
Annual Rental	:	\$16,308.00
Royalties	:	22.50% on oil and gas
	:	22.50% on other minerals
Additional Consideration	:	None

Tract 42752

Bidder	:	JB Land Services, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$44,280.00
Annual Rental	:	\$22,140.00
Royalties	:	20.00% on oil and gas
	:	20.00% on other minerals
Additional Consideration	:	None

Tract 42752

Bidder	:	JB Land Services, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$65,016.00
Annual Rental	:	\$32,508.00
Royalties	:	12.50% on oil and gas
	:	12.50% on other minerals
Additional Consideration	:	None

Tract 42753

Bidder	:	EOG Resources, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$40,000.00
Annual Rental	:	\$20,000.00
Royalties	:	25.00000% on oil and gas
	:	25.00000% on other minerals
Additional Consideration	:	None

Tract 42754

Bidder	:	EOG Resources, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$10,000.00
Annual Rental	:	\$5,000.00
Royalties	:	25.00000% on oil and gas
	:	25.00000% on other minerals
Additional Consideration	:	None

Tract 42755

No Bids

Tract 42756

No Bids

Tract 42757

No Bids

Tract 42758

No Bids

Tract 42759

No Bids

Tract 42760

No Bids

Tract 42761

Bidder	:	Elysium Natural Resources, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$26,996.37
Annual Rental	:	\$13,498.19
Royalties	:	25.00000% on oil and gas
	:	25.00000% on other minerals
Additional Consideration	:	None

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Tract 42762

Bidder	:	Elysium Natural Resources, LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$34,276.29
Annual Rental	:	\$17,138.15
Royalties	:	25.00000% on oil and gas
	:	25.00000% on other minerals
Additional Consideration	:	None

Tract 42763

No Bids

Tract 42764

No Bids

Tract 42765

Bidder	:	Midstates Petroleum Company LLC
Primary Term	:	Three (3) years
Cash Payment	:	\$163,200.00
Annual Rental	:	\$81,600.00
Royalties	:	25.00000% on oil and gas
	:	25.00000% on other minerals
Additional Consideration	:	None

Tract 42766

No Bids

Tract 42767

No Bids

Tract 42768

No Bids

Tract 42769
(Portion – 11.000 acres)

Bidder	:	Alpine Exploration Companies, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$5,500.00
Annual Rental	:	\$2,750.00
Royalties	:	22.50000% on oil and gas
	:	22.50000% on other minerals
Additional Consideration	:	None

Tract 42770

No Bids

Tract 42771

No Bids

Tract 42772
(Portion – 297.000 acres)

Bidder	:	Merit Energy Services, L.L.C.
Primary Term	:	Three (3) years
Cash Payment	:	\$168,696.00
Annual Rental	:	\$84,348.00
Royalties	:	25.00000% on oil and gas
	:	25.00000% on other minerals
Additional Consideration	:	None

Tract 42772
(Portion – 51.000 acres)

Bidder	:	Merit Energy Services, L.L.C.
Primary Term	:	Three (3) years
Cash Payment	:	\$11,475.00
Annual Rental	:	\$5,738.00
Royalties	:	25.00000% on oil and gas
	:	25.00000% on other minerals
Additional Consideration	:	None

Tract 42773

No Bids

Tract 42774

No Bids

Tract 42775

No Bids

Tract 42776

No Bids

STATE AGENCY TRACTS

Tract 42777
(Portion – 6.000 acres)

Bidder	:	Alpine Exploration Companies, Inc.
Primary Term	:	Three (3) years
Cash Payment	:	\$2,400.00
Annual Rental	:	\$1,200.00
Royalties	:	22.50000% on oil and gas
	:	22.50000% on other minerals
Additional Consideration	:	None

Tract 42778

Bidder	:	Silso Oil Corporation
Primary Term	:	Three (3) years
Cash Payment	:	\$2,394.70
Annual Rental	:	\$2,394.70
Royalties	:	25% on oil and gas
	:	25% on other minerals
Additional Consideration	:	None

Tract 42779

Bidder	:	Silso Oil Corporation
Primary Term	:	Three (3) years
Cash Payment	:	\$581.98
Annual Rental	:	\$581.98
Royalties	:	25% on oil and gas
	:	25% on other minerals
Additional Consideration	:	None

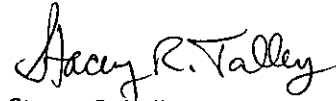
July 11, 2012

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This concluded the reading of the bids.

There being no further business, the meeting was concluded at 8:50 a.m.

Respectfully submitted,

A handwritten signature in cursive script that reads "Stacey R. Talley".

Stacey R. Talley
Deputy Assistant Secretary
Office of Mineral Resources



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, July 11, 2012 at 9:40 a.m. with the following members of the board in attendance: Mr. Thomas L. Arnold Jr., Mr. Emile B. Cordaro, Mr. John C. "Juba" Diez, Mr. Darryl D. Smith, Mr. W. Paul Segura Jr., Mr. Thomas W. Sanders and Mr. Chip Kline (sitting in for Garrett Graves, Governor Jindal's designee to the State Mineral and Energy Board).

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

I. Geological and Engineering Staff Review

According to SONRIS there are 1,909 active State Leases covering nearly 853,400 acres. The Geological and Engineering Division has reviewed approximately 145 leases covering 61,000 acres.

II. Committee Review

1. A staff report on State Lease 192-C, West Bay Field Selection, Plaquemines Parish. Hilcorp Energy I, L.P. is the lessee.

The recommendation was to accept Hilcorp's lease development report and that Hilcorp be granted until January 9, 2013 to submit a report on the work completed over the last six months and their plans for the next six months.

2. A staff report on State Lease 328-A, Bay Baptiste Field Selection, Terrebonne and Lafourche Parishes. Hilcorp Energy I, L.P. is the lessee.

The recommendation was that Hilcorp be granted until January 9, 2013 to provide a plan of development that must include a commitment to attempt one of the six identified recompletions by the 1st quarter of 2013 or release additional acreage.

3. A staff report on State Lease 340-H, Cote Blanche Island Field Selection, Iberia Parish. Swift Energy Operating LLC is the lessee.

The recommendation was that the G&E staff continue to monitor Swift's efforts to finalize the release of acreage back to the state.

III. Report on actions exercised by the Staff under delegated authority

No Objection to 29-E Waiver, Forest Oil Corporation, OA A0295 No. 001-Alt Well, SN 244403, Garden Island Bay Field, Plaquemines Parish affecting Operating Agreement A0295.

No Objection to 29-E Waiver, Chevron USA, Inc., SL 486 No. CP 3 ST01 Well, SN 84417, Bay Marchand Block 2 Field, Lafourche Parish affecting State Leases 1365 and 1486.

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

IV. Report on Force Majeure

Request by Brammer Engineering for recognition of force majeure condition affecting State Lease 19141 resulting from a Texas Gas pipeline explosion beginning April 9, 2012.

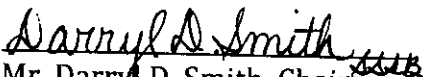
Updated 6/28/2012

Company Name	Lease Numbers
Leases Off Production Due to Non-storm Related Force Majeure Events	
Apache Corporation	A0137, 12105
Bay Gas LLC	19930
Black Elk Energy	4237, 14905
Brammer Engineering	19141
Chevron	19534, 19536, 19547
Energy Properties Inc.	725
Hilcorp Energy Corp.	16100, 16293
Stone Energy	15074, 17309, A0285

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

On motion by Mr. Arnold, seconded by Mr. Diez, the Committee moved to adjourn its July 11, 2012 meeting at 9:47 a.m.

Respectfully submitted,


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

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

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

LEASE REVIEW COMMITTEE

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

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

WHEREAS, a request was made by Brammer Engineering Inc. (herein Brammer) to recognize that a force majeure condition existed for State Lease 19141 in Terrebonne Parish, Louisiana due to loss of use Texas Gas Pipeline explosion beginning April 10, 2012;

WHEREAS, Brammer stated that the activities and/or fortuitous events which caused the force majeure was beyond the control, not the cause, and/or due to said company and/or business entity's negligence or intentional commission or omission;

WHEREAS, Brammer said that the company and/or business entity did not fail to take reasonable and timely, foreseeable preventive measures which could have mitigated or negated the effect of said activities and/or fortuitous events;

WHEREAS, Brammer has submitted a timely and sufficient shut-in gas well payment due July 9, 2012 that will maintain the lease until January 9, 2013 in compliance with the terms of the lease's shut-in gas well language and the force majeure language;

NOW THEREFORE BE IT RESOLVED that the Louisiana State Mineral and Energy Board, in consideration of the facts stated herein, by these present does hereby recognize and acknowledge the force majeure event as of April 10, 2012 due to the rupture and explosion of a pipeline operated by Texas Gas that prevents the sale and transportation of natural gas from the well and production facility that maintain State Lease 19141 in Terrebonne and Lafourche Parishes, Louisiana. The Board recognizes the force majeure event beginning April 10, 2012 until the January 9, 2013 Board meeting or until such time as Brammer Engineering Inc. is able to secure new market for gas sales whichever occurs earliest for State Lease 19141. Furthermore, the Board requires that Brammer in a due diligent manner, mitigate, or negate the effect of future events and make timely notification of any future events to the Mineral and Energy Board's staff of said activities which cause the force majeure. The Board reserves its right to reconsider this matter at any time.

CERTIFICATE

I hereby certify that the above is true and correct copy of a Resolution adopted at a meeting of the Louisiana State Mineral and Energy Board in the City of Baton Rouge Louisiana on the 11th day of July, 2012, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board



Louisiana Department of Natural Resources (DNR)

SONRIS

Staff Reviews

Report run on: June 26, 2012 6:40 AM

District Code 1 New Orleans- East

Get Review Date July 11, 2012

Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
03771		MAIN PASS BLOCK 6	699.21 10/27/2000	367.79	367.79	JUL. AR
03773		MAIN PASS BLOCK 6	333.09 02/21/2001	913.51	913.51	JUL. AR
04708		BRETON SOUND BLOCK 32	237365-SL 4708-018 06/05/2008	454.431	454.431	JUL SAR 6/22/12 SSSB: 126539 PRD TO 4/12; 302263 LAST PRD 2/12, ZEROS 3 & 4/12 = RE CK PRD 6 MOS
11352		POINTE A LA HACHE	12.863 11/09/2006	9.798	9.798	JUL. AR
12104		LIVINGSTON	215090-LVG WX 1 RA SU;CAVENHAM ENERGY-001 12/24/1992	.34	.34	JUL. AR
12806		BRETON SOUND BLOCK 45 , BRETON SOUND BLOCK 53	UV B RA VUA;SL 17675 03/10/2004	921.53	921.53	JUL. AR
15823		SATURDAY ISLAND	341.935 10/13/2000	13.065	13.065	JUL. AR
16713		CHANDELEUR SOUND BLOCK 71	5900 RA SUA;SL 12789 09/19/1989 1086-E 89-307	70.509	70.509	JUL. AR
17277		CHANDELEUR SOUND BLOCK 71	230522-VUA;SL 17277-001-D 10/12/2004	26.87	26.87	JUL. AR
17278		CHANDELEUR SOUND BLOCK 71	VUA;SL 17277 08/11/2004	23.37	23.37	JUL. AR
17279		CHANDELEUR SOUND BLOCK 71	VUA;SL 17277 08/11/2004	53.66	53.66	JUL. AR
17545		LAKE BORGNE	SL 17546 03/12/2003	97.87	97.87	JUL. AR
17621		MAIN PASS BLOCK 16	YAKEY 09/01/2005	90.38	90.38	JUL. AR
17623		MAIN PASS BLOCK 16	YAKEY 09/01/2005	9.48	9.48	JUL. AR
17624		MAIN PASS BLOCK 16	YAKEY 09/01/2005	88.53	88.53	JUL. AR
17655		LAKE BORGNE	SL 17546 03/12/2003	102.56	102.56	JUL. AR
18043		CHANDELEUR SOUND BLOCK 71	230204-VUA;SL 17277-001 10/12/2004	31.06	31.06	JUL. AR
18077		POINTE A LA HACHE	SL 18077	228	228	JUL. AR



Louisiana Department of Natural Resources (DNR)

SONRIS

Staff Reviews

Report run on: June 26, 2012 6:40 AM

District Code 1W New Orleans- West

Get Review Date July 11, 2012

Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
00192B		TIMBALIER BAY ONSHORE	3000 RB SUA;SL PP 192 665-XX-1 02-366	4000	6000	JUL. AR RCD 4/14/12 MARITECH DEVELOPMENT RPT
00192B		TIMBALIER BAY OFFSHORE	3000 RB SUA;SL PP 192 665-XX-1 02-366	4000	6000	JUL. AR RCD 4/14/12 MARITECH DEVELOPMENT RPT
00192C		WEST BAY	VU 60;SL 192 PP	6825	20600	JUL. OB RCD HLCP UPDATE ON ACTIVITIES, #179 & ADD'L LOCS BY 6/13/12 5/30/12 JMB: NEW TRNSMTL 243535 617374 16-18 RA SUA
01464		LAKE WASHINGTON	VUI;LL&E	194	642.192	JUL. AR
01467		BAYOU PLAQUEMINE	31.718 07/08/1981	.282	.282	JUL. AR 5/22/12 CHANGED REV DATE TO 07/12 SO THAT IT WILL BE WITH SL 5913
01772		TIMBALIER BAY ONSHORE	3000 RB SUA;SL PP 192 665-XX-1 02-366	1000	2120.92	JUL. AR RCD 4/14/12 MARITECH DEVELOPMENT RPT
02474		SOUTH PASS BLOCK 24 , SOUTH PASS BLOCK 24 OFFSHORE(8453 7/97	SPB24 9400 RA SU, 03/01/1998	344	344	JUL. AR
02651		BASTIAN BAY	2500 RA SUA;E FASTERLING 10/12/1999 339-GGGG 99-523	18.851	200	JUL. 7/6/11 REL RQD
02652		BASTIAN BAY	BBA X RA SU 01/01/1996	100	100	JUL. 6/20/11 REL RQD
05021		MANCHAC POINT	MARG H B RA SUA;SL 5021 807-L 07-99	145	185	JUL. AR
05913		BAYOU PLAQUEMINE	EAST RA SUA; WILBERTS 05/01/1979	13	14.035	JUL. AR
05986		BAYOU BLEU	32.85 02/08/1984	12.15	12.15	JUL. AR 6/22/12 PROD THRU 04/12
07501		KINGS RIDGE	244458-KRG 9900 RB SU;SL 7501-003 03/02/2012	264.122	264.122	JUL. AR ANY FUTURE RS GO TO CCB
15009		BAYOU DE FLEUR, SOUTH	73.521 12/14/2000	33.479	33.479	JUL. AR
15057		BAYOU DE FLEUR, SOUTH	4.123 12/14/2000	5.877	5.877	JUL. AR
15276		COLLEGE POINT-ST JAMES	KARSTEIN RD SUA;E H KARSTEIN 01/28/2003 106-A-5 03-54	45.064	45.064	JUL. AR
17203		WEST DELTA BLOCK 83	1273.401 10/16/2006	125.599	125 599	JUL. AR



Louisiana Department of Natural Resources (DNR)

SONRIS

Staff Reviews

Report run on: June 26, 2012 6:40 AM

District Code 1W New Orleans- West

Get Review Date July 11, 2012

Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
17376		BAY BATISTE	237278-VUA;SL 17376-001 04/14/2008	261.46	261.46	JUL. AR
17416		LAKE LONG	J RA SUA;ALLAN COMPANY 07/31/2007 717-P 07-841	18.377	18.377	JUL. AR JCJ 6/19/12 PROD THRU 4/12 SWN 220542, 615269
19323		BAY MARCHAND BLOCK 2 OFFSHORE	BM 2 8200 RFX NVU;SL 19323 SG 01/01/2009	204.86	204.86	JUL. 6/13/12 050660 LAST PRD 1/12, ZEROS 2 & 3/2012 PT 4/11/12
19384		MANILA VILLAGE, SOUTHEAST	5.51 06/23/2010	122.49	122.49	JUL. AR
20581				0	235.4	JUL. 6/22/12 SSSB: 2012 RNTL PAID PT 4/13/16



Louisiana Department of Natural Resources (DNR)

SONRIS

Staff Reviews

Report run on: June 26, 2012 6:40 AM

District Code 2 Lafayette

Get Review Date July 11, 2012

Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
00301A	1	CAILLOU ISLAND	401.99 02/17/2012	0	515.74	JUL. AR 6/20/12 CKED BY REID 115 PRD AC, CHANGED TO 0.
00328A		BAY BAPTISTE	185 01/09/2012	0	630	JUL. OB HLCP STATUS UPDATE ON NEW FIELD STUDY BY 6/13/12 (2/1/12 RCD OFL PR OF 185, RTNG 630 EFF 1/9/12)
00340H	0	COTE BLANCHE BAY, EAST		1400	6240	JUL. OB SWIFT RPT BY 6/5/12 CK OB PR DENY ASSIGNMENT PNDG RCT OF 1266 AC PRS FROM SWIFT [JPT: FIELD OP ENERGYQUEST II, LLC] (6/8/11 ACCEPTED 1000 AC REL) (5/13/10 FU >10/09 ACCEPTED ~265 AC PR=3/3/10 SWIFT WORKING ON PR)
00340H	0	COTE BLANCHE BAY, WEST		1400	6240	JUL. OB SWIFT RPT BY 6/5/12 CK OB PR DENY ASSIGNMENT PNDG RCT OF 1266 AC PRS FROM SWIFT [JPT: FIELD OP ENERGYQUEST II, LLC] (6/8/11 ACCEPTED 1000 AC REL) (5/13/10 FU >10/09 ACCEPTED ~265 AC PR=3/3/10 SWIFT WORKING ON PR)
00340H	0	COTE BLANCHE ISLAND		1400	6240	JUL. OB SWIFT RPT BY 6/5/12 CK OB PR DENY ASSIGNMENT PNDG RCT OF 1266 AC PRS FROM SWIFT [JPT: FIELD OP ENERGYQUEST II, LLC] (6/8/11 ACCEPTED 1000 AC REL) (5/13/10 FU >10/09 ACCEPTED ~265 AC PR=3/3/10 SWIFT WORKING ON PR)
01337		BATEMAN LAKE , SWEET BAY LAKE	9700 RSW1B SUA;SL 1337 WAX U1 89-K-3 90-110	600	2076	JUL. RWB 6/20/12: CK WSN 65272 FOR PRD IN 6 MOS
02906		LAPEYROUSE	VUB;J B SMITH ETAL	11.5	40.4	JUL. AR 6/6/12 JCJ: HBP 61141 600393 TO 4/12
03401		LAKE PAGIE	285.59 06/18/1990	68	68	JUL. AR CCB: WELL QUAL: SI / ILR SN 235981 SI 4/10/12 1ST PERIOD COMMENCE 7/8/12; 2ND 1/8/13, IF NECESSARY AUG. AR
03475		LAKE PAGIE	VUA;LATERRE CO INC	337.74	657	JUL. AR CCB: WELL QUAL: SI / ILR SN 235981 SI 4/10/12 1ST PERIOD COMMENCE 7/8/12; 2ND 1/8/13, IF NECESSARY JAN. AR
04238		SOUTH TIMBALIER BLOCK 8	303 03/14/2005	160	568.34	JUL AR CCB: WELL QUAL: SI / ILR SN 235981 SI 4/10/12 1ST PERIOD COMMENCE 7/8/12; 2ND 1/8/13, IF NECESSARY NOV. 9/29/11 OMR TO BLACK ELK DEV PLAN FOR NP AC BY 9/12/12.
12105		LAKE PAGIE	31.511 07/23/1988	47.489	47.489	JUL. AR CCB: WELL QUAL: SI / ILR SN 235981 SI 4/10/12 1ST



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Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
13346		KENT BAYOU	62.637 01/10/1994	43.363	43.363	PERIOD COMMENCE 7/8/12; 2ND 1/8/13, IF NECESSARY NOV. AR JUL. 6/22/12 610918 LAST PRD 10/11 6/20/12 RS TO REID RECK 7/12 < 3/20/12 RWB & JCJ 209807 610918 10/11 ROY 10/11 APR. AR
14807		JEFFERSON ISLAND		360	442	JUL. AR 6/20/12 RWB CHANGED PRD AC FROM 240 TO 360 6/6/12JCJ: HBP 240668 050581
15307		SOUTH TIMBALIER BLOCK 8		160	243.32	JUL. AR CCB: WELL QUAL: SI / ILR SN 235981 SI 4/10/12 1ST PERIOD COMMENCE 7/8/12; 2ND 1/8/13, IF NECESSARY
16038		PERRY POINT , RAYNE, SOUTH	BOL MEX B RA SUA;P HULIN CO 04/26/2011 448-O-5 11-204	4.506	4.506	JUL. AR 6/6/12 JCJ: HBP 224381 609512
16120		CAILLOU ISLAND	108.803 06/16/2004	8.304	8.304	JUL. AR 6/6/12 JCJ: HBP 227446 615015
16212		PATTERSON	MA 3 RC SUA;A B ZENOR A 395-Z-2 00-382	11.388	11.388	JUL. AR 6/6/12 JCJ: HBP 223337 613105
16528		CAILLOU ISLAND	258.695 02/09/2005	42.131	42.131	JUL. AR 6/6/12 JCJ: HBP 227446 615015
16558		SHIP SHOAL BLOCK 43		160	349.69	JUL. 6/6/12 JCJ HBP 229564 305135 6/21/2012 VRB: 4/24/12 WES ? W/HELIS ADVISED HE WOULD GET INFO TO HER. BUT IT'S NOT HERE, YET 6/21/12
16945		CAILLOU ISLAND	698.241 11/19/2009	7.169	7.169	JUL. AR 6/6/12 JCJ: HBP 227446
17315		BROUSSARD	8.67 04/09/2007	2.33	2.33	JUL. 6/20/12 CCB TRYING TO GET INFO FROM MILAGRO 4/10/12 FU REL RQD 7/7/11 REL RQD 6/22/11 RS REID: APP EXP, LAST PRD 10/09
17435		CAILLOU ISLAND	60.73 06/16/2004	4.89	4.89	JUL. AR 6/6/12 JCJ: HBP 227446 615015
18070		BAYOU POSTILLION	12000' SU A; W. M. COTTEN 11/25/2010 386-D-5	8.038	17.178	JUL. AR 6/22/12 600058 LAST PRD 5/11; 614628 LAST PRD 1/12 6/21/12 RS TO RWB 6/20/11 PR RQD
19141		ISLES DERNIERES		251.38	251.38	JUL. AR CCB: WELL QUAL: SI / ILR SN 235981 SI 4/10/12 1ST PERIOD COMMENCE 7/9/12 JAN. AR
20366		WHITE LAKE, WEST	7150 RB SUA;SL 540 B 02/09/2010 75-F-3 10-163	64.639	350.43	JUL. 6/7/12 DD TO 6/9/13 APPROVED. 6/1/12 DDPMT TO REID DD 6/9/12 PT 6/9/13



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						WHITE LAKE
20367		ATCHAFALAYA BAY	SL 20369 12/14/2011	20.45	154.27	JUL.. 6/14/12 DDPMT APPROVED TO 6/9/13 6/1/12 DDPMT TO REID PT 6/9/13 ATCHAFALAYA DELTA WMA 6/8/12 SSSB: 242873 SL 20369 #1 VUB 306527 PROD 11/11 TO 3/12
20596				0	525	JUL. 6/6/12 JCJ: 2012 RNTL PD PT 4/13/14
20597				0	111	JUL. 6/6/12 JCJ: 2012 RNTL PD PT 4/13/14 JPT: F, 5/18/12 OMR RCD ON 5/17/2012, A PRE-UNIT APPLICATION CONFERENCE NOTICE FROM ENERGY XXI TO CREATE A 1,484 AC UNIT THAT CONTAINS A PORTION OF 20597.
20598				0	512	JUL. 6/6/12 JCJ: 2012 RNTL PD PT 4/13/14
20601				0	281	JUL. 6/6/12 JCJ: 2012 RNTL PD PT 4/13/14 OPTION
20753		ATCHAFALAYA BAY	SL 20369 12/14/2011	459.19	575.01	JUL. 6/5/12 EFF 11/1/11 JPT 242873 306527 CASTEX ENERGY VUB,SL 20369 6/8/12 SSSB: 242873 SL 20369 #1 GAS 306527 PROD 11/11 TO 3/12



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02066		SENTELL	CV RA SUC;ATKINS-LINCOLN 18 01/16/2008 251-F 08-24	116	287	JUL. AR 5/31/12 SAM: HBP 7/6/11 VB WILL ADD OLD RELS TO 7/11 REL LIST PER R.HECK. ;8/16/11 RS RQD BY MACY: SAM: 170 NP AC, REQ PR 11/18/04 D.C.HAS PR, PROBLEMS.
14073		CADDO PINE ISLAND		40	40	JUL. AR 5/31/12 SAM: HBP JCJ 5/30/12 PROD THEU 04/12 SN 214688 LUW 047052
14260		UNIONVILLE	CV DAVIS RA SUQQ;L G HANNA 01/29/1980 206-E-1 80-50	4	4	JUL. AR/TC 5/31/12 SAM: HBP
14261		UNIONVILLE	CV DAVIS RA SUN;H W WRIGHT 12/13/1978 206-E 78-771	8	8	JUL. AR/TC 5/31/12 SAM: HBP
14262		UNIONVILLE	CV DAVIS RA SUO;M C BABINEAUX 12/13/1978 206-E 78-771	12	12	JUL AR/TC 5/31/12 SAM: HBP
14713		SAILES	HOSS B SUBB;WILLAMETTE 01/01/1995	120	120	JUL. AR 5/31/12 SAM: HBP
15448		PITKIN	AUS C RA SUG;EXXON MINERALS 13 07/29/1997 1412-A-2 97-494	40	40	JUL. 5/31/12 SAM: SPORATIC PRD, SEMI-ANNUAL REVIEW JAN. SAR
15718		SUGRUE	AUS C RA SUB;CROSBY 22 A 05/01/1997	36.9	46	JUL. AR 5/31/12 SAM: HBP
15719		SUGRUE	AUS C RA SUC;JOHNSON 24 05/01/1997	36.295	40	JUL. AR 5/31/12 SAM: HBP
15720		SUGRUE	AUS C RA SUC;JOHNSON 24 05/01/1997	27.529	31	JUL. AR 5/31/12 SAM: HBP
15721		SUGRUE	AUS C RA SUC;JOHNSON 24 05/01/1997	20	20	JUL. AR 5/31/12 SAM: HBP LOW PROD: IMPROVED TO 94 BBL 3/12
16036		ELM GROVE	LCV RA SUMM;MERCER 9 05/18/1999 361-E-21 99-269	1.838	1.838	JUL. AR 5/31/12 SAM: HBP
16397		SWAN LAKE	HA RA SUG;GORMAN 14-15-11 H 01/27/2009 691-C-1 09-94	12.044	12.044	JUL. AR 5/31/12 SAM: HBP
17161		ELM GROVE	HA RA SU93,HUTCHINSON 28 H 11/10/2009	10	10	JUL. AR 5/31/12 SAM: HBP



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			361-L-66 09-1187			
17162		VIXEN	MH B SUC;DEVON-DONNER 02/20/1964 139-F-14 04-645	40	40	JUL. AR 5/31/12 SAM: HBP
17732		ELM GROVE	CV RA SU107;BROWN 4	50	50	JUL. AR 5/31/12 SAM: HBP
17734		ELM GROVE , SWAN LAKE	HA RA SUK;MENDENHALL 10 H 01/27/2009 691-C-1 09-94	24.36	24.36	JUL. AR 5/31/12 SAM. HBP ;; 1/18/12 JPT: 617052 PRELIMINARY 100
19123		ELM GROVE	HA RA SU87;CUPPLES H 09/10/2009 361-L-56 09-945	51	51	JUL. AR 5/31/12 SAM: HBP ;;
19124		RED RIVER-BULL BAYOU , THORN LAKE	HA RA SUP;SAMPLE 16 H 05/05/2009 1145-B-15 09-484	55.695	55.695	JUL. AR 5/31/12 SAM: HBP ;; 2/24/12 JPT 615933 CORRECTION W REVISED PLAT
19349		CEDAR GROVE	HA RA SUO;B&K EXPLORATION 35 H 12/19/2010 967-C-8 10-70	316	326	JUL. SUG AR UPON RCT OF PR 6/20/12 RS TO SAM RQD BY JPT: 121 PRD CHANGED TO 316 PER JPT FINAL DD 5/9/12 PT 5/9/10
20036		BRACKY BRANCH , WOODARDVILLE	HA RA SUDD;MC TRUST B ETAL 28H 04/13/2010 917-L-11 10-410	44	44	JUL. SUGGEST AR 5/31/12 SAM: 100% HBP ;; 7/5/11 JPT: PRELIM51 616732 ; 6/24/11 SAM PRELIM42 616691 6/9/11 SAM: 100% HBP & UNIT ACTIVITY PT 4/8/12 5/5/11 RQD CHESAPEAKE SRVY PLAT 241713 616732 HA RA SUX.
20039		GAHAGAN , RED RIVER- BULL BAYOU	HA RA SUBB;ROBINSON ETAL 32H 02/15/2011 909-H-16 11-79	127	127	JUL. SUGGEST AR 5/31/12 SAM: 100% HBP ;;3/26/12 JPT 616941 PRELIM 119 10/20/11 JPT. 616941 PRELIM 86 8/15/11 JPT 616865 PRELIMINARY 76, W/ 7 DISPUTED TRACTS. PT 4/8/12
20040		GAHAGAN	HA RA SUX;MICIOTTO 16 H 03/16/2010 909-H-7 10-275	161	161	JUL. SUGGEST AR 5/31/12 SAM: 100% HBP PT 4/8/12
20287		ELM GROVE	HA RA SU104;POWERS 28 H 11/03/2009 361-L-62	28.709	28.709	JUL. 5/31/12 SAM: 100% HBP ;; PT 4/14/13 (4/19/11 SAM: 24 LEASED AC CHANGED TO 28 709 PER SRVY PLAT DATED 1/18/10)
20289				0	76	JUL 5/31/12 SAM: 2012 RNTL PAID PT 4/14/13
20290				0	201	JUL. 5/31/12 SAM: 2012 RNTL PAID ;, PT 4/14/13
20291				0	91	JUL. 5/31/12 SAM: 2012 RNTL PAID ;; PT 4/14/13



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20293				0	97	JUL. 5/31/12 SAM: 2012 RNTL PAID ;; PT 4/14/13
20294				0	184	JUL. 5/31/12 SAM: 2012 RNTL PAID ;; PT 4/14/13
20295				0	69	JUL. 5/31/12 SAM: 2012 RNTL PAID ;; PT 4/14/13
20317				0	20	JUL. 5/31/12 SAM: 2012 RNTL PAID ;; PT 4/14/13 TAX AJUDICATED LAND
20318				0	80	JUL. 5/31/12 SAM: 2012 RNTL PAID ;; PT 4/14/13 TAX AJUDICATED LAND
20319				0	10	JUL. 5/31/12 SAM: 2012 RNTL PAID ;; PT 4/14/13 TAX AJUDICATED LAND
20320				0	12	JUL. 5/31/12 SAM: 2012 RNTL PAID ;; PT 4/14/13 TAX AJUDICATED LAND
20321				0	40	JUL. 5/31/12 SAM: 2012 RNTL PAID ;; PT 4/14/13 TAX AJUDICATED LAND
20322				0	10	JUL. 5/31/12 SAM: 2012 RNTL PAID ;; PT 4/14/13 TAX AJUDICATED LAND
20323				0	20	JUL. 5/31/12 SAM: 2012 RNTL PAID ;; PT 4/14/13 TAX AJUDICATED LAND
20324				0	18.5	JUL. 5/31/12 SAM: 2012 RNTL PAID ;; PT 4/14/13 TAX AJUDICATED LAND
20325				0	20	JUL. 5/31/12 SAM: 2012 RNTL PAID ;; PT 4/14/13 TAX AJUDICATED LAND
20326				0	40	JUL. 5/31/12 SAM: 2012 RNTL PAID ;; PT 4/14/13 TAX AJUDICATED LAND
20327				0	40	JUL. 5/31/12 SAM: 2012 RNTL PAID ;; PT 4/14/13 TAX AJUDICATED LAND
20328				0	20	JUL. 5/31/12 SAM: 2012 RNTL PAID ;; PT 4/14/13 TAX AJUDICATED LAND
20330				0	20	JUL. 5/31/12 SAM: 2012 RNTL PAID ;; PT 4/14/13 TAX AJUDICATED LAND
20331				0	10	JUL. 5/31/12 SAM: 2012 RNTL PAID ;; PT 4/14/13 TAX AJUDICATED LAND
20332				0	10	JUL. 5/31/12 SAM: 2012 RNTL PAID ;; PT 4/14/13 TAX AJUDICATED LAND
20333				0	40.36	JUL. 5/31/12 SAM: 2012 RNTL PAID ;; PT 4/14/13 VACANT



Louisiana Department of Natural Resources (DNR)

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Lease Num	DA	Field	Latest lease Activity	Productive Acreage	Present Acreage	Flagged for Review In
						STATE LAND
20334				0	40	JUL. 5/31/12 SAM: 2012 RNTL PAID ;; PT 4/14/13 VACANT STATE LAND
20583				0	59	JUL. 5/31/12 SAM: 2012 RNTL PAID ;; PT 4/13/14
20584				0	46	JUL. 5/31/12 SAM: 2012 RNTL PAID ;; PT 4/13/14
20585				0	66	JUL. 5/31/12 SAM: 2012 RNTL PAID ;; PT 4/13/14
20586				0	131	JUL. 5/31/12 SAM: 2012 RNTL PAID ;; PT 4/13/14
20587				0	88	JUL. 5/31/12 SAM: 2012 RNTL PAID ;; PT 4/13/14
20588				0	32	JUL. 5/31/12 SAM: 2012 RNTL PAID ;; PT 4/13/14
20589				0	40	JUL. 5/31/12 SAM: 2012 RNTL PAID ;; PT 4/13/14
20590				0	53	JUL. 5/31/12 SAM: 2012 RNTL PAID ;; PT 4/13/14
20592				0	34	JUL. 5/31/12 SAM: 2012 RNTL PAID ;; PT 4/13/14
20788		ALABAMA BEND	HA RA SUV,BURKETT 5-15-10 H 03/16/2010 1490-C-9 10-274	8.95	8.95	JUL. 6/8/12 SSB: 242819 617277 PRD TO 3/12 W/8.95 AC
20800		CASPIANA	HA RA SU94;DEBROECK 4 04/07/2009 191-H-41 09-393	9.452	10	JUL. 6/8/12 SSSB: 241740 616769 HA RA SU94; DEBROECK 4 PRDG TO 3/12 W/ 9.452 AC MAR. PT 12/14/14
20845		GROGAN	HA RA SUY;HAIRE ETAL 20H 03/09/2010 955-J-8 10-232	9.34	10	JUL. 6/7/12 SSSB: 243538 617335 PRELIM HA RA SUY PRD 12/11 TO 3/12 MAY. PT 2/8/15



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Table with columns: Lease Num, DA, Field, Latest lease Activity, Productive Acreage, Present Acreage, Flagged for Review In. Includes summary row at the bottom with totals 141, 26,598.929, and 60,651.840.



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 **9:48 a.m.** on Wednesday, **July 11, 2012** with the following members of the Board in attendance:

Mr. Thomas L. Arnold, Jr. Mr. Emile B. Cordaro Mr. John C. Diez
Mr. Thomas W. Sanders Mr. W. Paul Segura, Jr. Mr. Darryl D. Smith

Mr. Chip Kline (sitting in for
Garret Graves, Gov. Jindal's Designee)

The Committee heard the report of Mr. Emile Fontenot, relative to nominations received for the September 12, 2012 Mineral Lease Sale and other matters. Based upon the staff's recommendation, on motion of **Mr. Diez**, duly seconded by **Mr. Arnold**, the Committee voted unanimously to recommend to the Board the granting of authority to the staff to advertise all such tracts as have been reviewed by the State Land Office and the staff of the Office of Mineral Resources as well as any tracts that have been previously advertised and rolled over and otherwise approve the Nomination and Tract Report presented by Mr. Fontenot.

The Committee heard the report of Mr. Byron Miller regarding the re-adoption of seismic permit fees. On the motion of **Mr. Diez**, duly seconded by **Mr. Arnold**, the Committee voted unanimously to:

- Adopt and set a fee of \$15.00 per acre, or a minimum of \$1,000.00, whichever is greater, for non-exclusive, regular seismic permit on lands belonging to the State of Louisiana under the jurisdiction of the Wildlife and Fisheries Commission, including wildlife management areas, wildlife refuges, public shooting grounds, or other outdoor recreation areas and
- Adopt and set a fee of \$10.00 per acre, or a minimum of \$1,000.00, whichever is greater, for a non-exclusive, regular seismic permit on all other lands and water bottoms belonging to the State of Louisiana, and
- Adopt and set a fee of \$200.00 per line mile, or \$1,000.00, whichever is

Nomination and Tract Committee Report
July 11, 2012
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greater, for areas surveyed with 2D coverage only, on either state-owned lands and water bottoms or lands and water bottoms under the jurisdiction of the Wildlife and Fisheries Commission.

The Committee, on motion of *Mr. Sanders*, seconded by *Mr. Arnold*, voted to adjourn at *9:50 a.m.*

Respectfully Submitted,

 by 

Emile B. Cordaro

Chairman

Nomination and Tract Committee

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

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

NOMINATION AND TRACT COMMITTEE

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

WHEREAS, Mr. Emile Fontenot presented to the State Mineral and Energy Board that 10 tracts had been nominated for the September 12, 2012 Mineral Lease Sale, and that same are to be advertised pending staff review; now therefore

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

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the Louisiana State Mineral and Energy Board in the City of Baton Rouge, Louisiana, on the 11th day of July 2012, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

NOMINATION AND TRACT COMMITTEE

On motion of *Mr. Diez*, duly seconded by *Mr. Arnold*, the State Mineral Board by unanimous vote, adopted the following Resolution, to-wit:

WHEREAS, R.S. 30:215 mandates that the State Mineral Board meet at least every twelve months and set the price per acre to be paid by entities desiring to perform seismic activity on State-owned lands and/or water bottoms under the non-exclusive, regular seismic permit given under R.S. 30:212, as amended, utilizing all sources to obtain a true market value under the circumstances; and

WHEREAS, the State Mineral Board met on July 11, 2012, as mandated, to set the price per acre to be paid for shooting seismic on State-owned lands and/or water bottoms, and pertinent thereto, received information regarding market price per acre for shooting seismic on private acreage and in other states; and

WHEREAS, the State Mineral Board has duly considered all pertinent information received regarding its obligation under R. S. 30:212, as amended.

NOW THEREFORE, BE IT RESOLVED, that the State Mineral Board does herein and hereby adopt the recommendations and set a fee of **\$15.00** per acre, or a minimum of \$1,000.00, whichever is greater, to be paid for obtaining a non-exclusive, regular seismic permit on lands belonging to the State of Louisiana under the jurisdiction of the Wildlife and Fisheries Commission (WFC), including wildlife management areas, wildlife refuges, public shooting grounds, or other outdoor recreation areas.

BE IT FURTHER RESOLVED, that the State Mineral Board does herein and hereby adopt the recommendations and set a fee of **\$10.00** per acre, or a minimum of \$1,000.00, whichever is greater, to be paid for obtaining a non-exclusive, regular seismic permit on all other lands and water bottoms belonging to the State of Louisiana.

BE IT FURTHER RESOLVED, that the State Mineral Board does herein and hereby adopt the recommendations and set a fee, if the area surveyed is for 2D coverage only, on either state-owned lands and water bottoms or lands and water bottoms under the jurisdiction of the WFC, of \$200.00 per line mile, or \$1,000.00, whichever is greater.

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 Board in the City of Baton Rouge, Louisiana, on the 11th day of July, 2012, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral Board and is now in full force and effect.


LOUISIANA STATE MINERAL BOARD



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

AUDIT COMMITTEE REPORT

The regular meeting of the Audit Committee of the State Mineral and Energy Board was held on Wednesday, July 11, 2012, following the Nomination and Tract Committee Meeting, in the LaBelle Room, First Floor, LaSalle Building, located at 617 North Third Street, Baton Rouge, Louisiana. Committee Members present were:

Thomas L. Arnold, Jr.
Emile B. Cordaro

John C. "Juba" Diez
Chip Kline

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

Mr. Thomas L. Arnold, Jr. convened the Committee at 9:50 a.m.

The first matter considered by the Committee was a recoupment request from White Oak Operating, LLC.

Upon recommendation of the staff and upon motion of Mr. Sanders, seconded by Mr. Smith, the committee voted unanimously to approve the recoupment request in the amount of \$36,969.76.

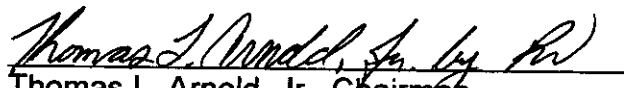
The second matter considered by the Committee was to place Noble Energy, Inc. on demand for failure to submit monthly State Royalty Reports.

Upon recommendation of the staff and upon motion of Mr. Sanders, seconded by Mr. Segura, the committee voted unanimously to approve the demand request.

The third matter considered by the Committee was the election of the July 2012 gas royalty to be paid on a processed basis at the Discovery Plant at Larose and the Sea Robin Plant at Henry per the terms of the State Texaco Global Settlement Agreement.

No action required.

On motion of Mr. Sanders, seconded by Mr. Segura, the Board voted unanimously to adjourn the Audit Committee at 9:55 a.m.


Thomas L. Arnold, Jr., Chairman
Audit Committee

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

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

AUDIT COMMITTEE

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

WHEREAS, White Oak Operating, LLC has made a letter application for an adjustment of \$36,973.87 for the Belle Isle, Southwest Field, State Leases 18350, 18351, 18352 19006; and

WHEREAS, this amount was based on White Oak Operating, LLC submitting an overpayment of oil royalties based on incorrect volumes and values for the period of March 2012 in the Belle Isle, Southwest; and


WHEREAS, the Mineral Income Division has verified that an overpayment in the amount of \$36,969.76 was made and that the applicant is entitled to a credit adjustment; and

WHEREAS, the State Mineral and Energy Board after reviewing the work of the Mineral Income Division, agrees that the applicant is entitled to an adjustment, does recommend that the State allow White Oak Operating, LLC to recoup the \$36,969.76 overpayment.

NOW, BE IT THEREFORE RESOLVED, that the Board does authorize and direct the Mineral Income Director to effectuate the credit adjustment of \$36,969.76 to White Oak Operating, LLC on a one-time or lump sum basis or on such terms deemed necessary by the Director, which are legally permissible, and without prejudice to any other rights of the state.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the Louisiana State Mineral and Energy Board in the City of Baton Rouge, Louisiana on the 11th day of July, 2012, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Louisiana State Mineral and Energy Board and is now in full force and effect.



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

AUDIT COMMITTEE

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

WHEREAS, Noble Energy, Inc. made 32 wire payments totaling \$528,807.16 in January of 2012. Despite repeated efforts by Mineral Income Staff, Noble has not provided state royalty (SR) reports that correspond to these wires; and

WHEREAS, Mineral Income Staff is requesting authority to place Noble Energy, Inc. on demand to submit the SR reports needed to allocate the \$528, 807.16 properly; and

WHEREAS, the State Mineral and Energy Board agrees with Mineral Income Staff recommendation,

NOW, BE IT THEREFORE RESOLVED, that the Board does authorize and direct the Mineral Income Director to work with the Attorney General's Office to put Noble Energy, Inc. on demand to submit SR reports associated with the January 2012 wires of \$528,807.16.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the Louisiana State Mineral and Energy Board in the City of Baton Rouge, Louisiana on the 11th day of July, 2012, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral Board and is now in full force and effect.



LOUISIANA STATE MINERAL AND ENERGY BOARD



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

LEGAL AND TITLE CONTROVERSY COMMITTEE REPORT

The regular meeting of the Legal and Title Controversy Committee of the State Mineral and Energy Board was held on July 11, 2012, following the Audit Committee Meeting, in the LaBelle Room, First Floor, LaSalle Building located at 617 North Third Street, Baton Rouge, Louisiana. Committee Members present were:

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

Mr. Emile B. Cordaro
Mr. Darryl David Smith
Mr. John C. "Juba" Diez

The Legal and Title Controversy Committee was called to order by Mr. Sanders at 9:55 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 and Black Elk Energy Offshore Operations, LLC, whereas said parties desire to amend said lease to include a Force Majeure Provision and other required clauses, affecting State Lease No. 4237, Terrebonne Parish, Louisiana, with further particulars being stipulated in the instrument, on the docket as Item No. 12-17.

Upon recommendation of the staff and upon motion of Mr. Arnold, seconded by Mr. Kline, the Committee voted unanimously to recommend that the State Mineral and Energy Board grant final approval of the Lease Amendment by and between the State of Louisiana, through the Louisiana State Mineral and Energy Board and Black Elk Energy Offshore Operations, LLC, on the docket as Item No. 12-17. 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 State Mineral and Energy Board, and Stone Energy Offshore, L.L.C., et al, whereas said parties desire to amend any prior shut-in payment clause presently found in said Lease with new oil shut-in payment clause, affecting State Lease No. 17309, Terrebonne Parish, Louisiana, with further particulars being stipulated in the instrument, on the docket as Item No. 12-18.

Upon recommendation of the staff and upon motion of Mr. Arnold, seconded by Mr. Smith, the Committee voted unanimously to recommend that the State Mineral and Energy Board grant final approval of the Lease Amendment by and between the State of Louisiana, through the State Mineral and Energy Board, and Stone Energy Offshore, L.L.C., et al, on the docket as Item No. 12-18. No comments were made by the public.

The third matter considered by the Committee was a request for final approval of a Lease Amendment by and between the State of Louisiana, through the State Mineral and Energy Board, and Stone Energy Offshore, L.L.C., et al, whereas said parties desire to insert an oil and gas well shut-in payment clause to said Operating Agreement, affecting Operating Agreement "A0285", Terrebonne Parish, Louisiana, with further particulars being stipulated in the instrument, on the docket as Item No. 12-19.

Upon recommendation of the staff and upon motion of Mr. Arnold, seconded by Mr. Smith, the Committee voted unanimously to recommend that the State Mineral and Energy Board grant final approval of a Lease Amendment by and between the State of Louisiana, through the State Mineral and Energy Board, and Stone Energy Offshore, L.L.C., et al, on the docket as Item No. 12-19. No comments were made by the public.

The fourth matter considered by the Committee was a request for final approval of an Operating Agreement by and between the State of Louisiana, through the State Mineral and Energy Board and ExPert Oil & Gas, L.L.C., to create an operating tract for the exploration and development of oil, gas and/or condensate and other liquid hydrocarbons, which proposal allocates to the State a State Production Interest equal to 22.5% before payout, increasing to 23.5% after payout, in and to the Operating Tract, whereas operator desire and intends to obtain production from the Lorio RC SUA, covering a portion of Former State Lease No. 19896, containing 3.0 acres more or less, Iberville Parish, Louisiana, with further particulars being stipulated in the instrument, on the docket as Item No. 12-20.

Upon recommendation of the staff and upon motion of Mr. Arnold, seconded by Mr. Smith, the Committee voted unanimously to recommend that the State Mineral and Energy Board grant final approval of an Operating Agreement by and between the State of Louisiana, through the State Mineral and Energy Board and ExPert Oil & Gas, L.L.C., on the docket as Item No. 12-20. No comments were made by the public.

The fifth matter considered by the Committee was a request by Staff to clarify the meaning of "prospective leaseholder" within La. R.S. 30:123.1 "Registration of prospective leaseholders".

Upon recommendation of the staff and upon motion of Mr. Arnold, seconded by Mr. Smith, the Committee voted unanimously to recommend that the State Mineral and Energy Board confirm OMR staff's interpretation of the term "prospective leaseholder" within La. R.S. 30:123.1 as including those entities nominating tracts of land to be advertised for bids. No comments were made by the public.

The sixth matter considered by the Committee was a request by Texas Petroleum Investment Company for authority to negotiate with Staff for an Operating Agreement on acreage contained in former State Lease No. 17852. Said acreage is included in the Humblei 13 RB SU A established by Conservation Order No. 483-G-1 and situated in the Big Bayou Pigeon Field in Iberia Parish. Texas Petroleum Investment Company also requests that said acreage be deemed unavailable for leasing while negotiations are ongoing for a period not to exceed the date of the third Mineral and Energy Board Meeting after the Board has authorized negotiations and for authority to escrow funds from the recompletion of the well until final approval of the Operating Agreement.

Upon recommendation of the staff and upon motion of Mr. Arnold, seconded by Mr. Segura, the Committee voted unanimously to recommend that the State Mineral and Energy Board grant Texas Petroleum Investment Company the authority to negotiate with Staff for an Operating Agreement on acreage contained in former State Lease No. 17852 and to remove this acreage from commerce for a period not to exceed ninety (90) days or until an operating agreement is negotiated and placed on the Docket of the Mineral and Energy Board for approval, whichever comes first. No comments were made by the public.

The seventh matter considered by the Committee was a request by Brammer Engineering Inc. for authority to escrow funds attributable to Unit Tract 7 of the 15000 RC SUA located in Section 36, Township 14 South, Range 5 West, Grand Cheniere Field in Cameron Parish. State Lease No. 20361 covers Unit Tract 7, and said acreage is presently involved in a title dispute.

Upon recommendation of the staff and upon motion of Mr. Arnold, seconded by Mr. Smith, the Committee voted unanimously to recommend that the State Mineral and Energy Board grant Brammer Engineering Inc. the authority to escrow funds attributable to Unit Tract 7 of the 15000 RC SUA located in Section 36, Township 14 South, Range 5 West, Grand Cheniere Field in Cameron Parish in accordance with the standard OMR escrow requirements. No comments were made by the public.

The eighth matter considered by the Committee was a request by Staff for authority to place Petrogulf III, L.L.C. on demand for failing to file a release of State Lease No. 19359 which terminated on April 1, 2010 and State Lease No. 19698 which terminated on June 11, 2010.

Upon recommendation of the staff and upon motion of Mr. Segura, seconded by Mr. Arnold, the Committee voted unanimously to recommend that the State Mineral and Energy Board grant authority to the Attorney General's office to send a demand letter demanding execution and recordation of the requested releases and payment of liquidated damages as well as all costs attributable to the collection. No comments were made by the public.

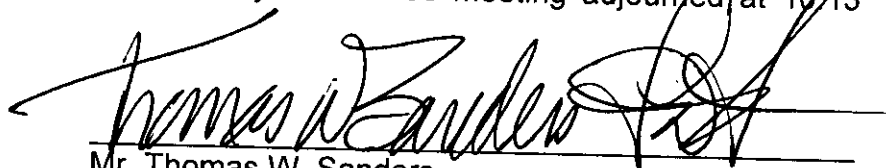
This ninth matter considered by the Committee was a request by Swift Energy Operating, LLC for authority to negotiate with Staff for an Operating Agreement on a 6.816 acre tract affecting a former portion of State Lease No. 19490 (1W) located in Section 30 and 31, Township 20 South, Range 27 East, lying within the 5000' RA SUA, Lake Washington Field, Plaquemines Parish.

Upon recommendation of the staff and upon motion of Mr. Segura, seconded by Mr. Arnold, the Committee voted unanimously to recommend that the State Mineral and Energy Board grant authority to Swift Energy Operating, L.L.C. to negotiate with Staff for an operating agreement and that the 6.816 acres be made unavailable for leasing for a period of ninety (90) days or until an operating agreement is negotiated and placed on the Docket of the Mineral and Energy Board for approval, whichever comes first. No comments were made by the public.

The tenth matter considered by the Committee a request by Clayton Williams Energy, Inc. for authority to negotiate with Staff for a Lease Amendment to State Lease No. 19949 which would include the oil shut-in payment language previously adopted by resolution of the Board at its' April 11, 2012 meeting. Said amendment would be subject to approval of Staff as to form and legality and proper advertisement and placement on the docket for final approval by the Board.

Upon recommendation of the staff and upon motion of Mr. Arnold, seconded by Mr. Segura, the Committee voted unanimously to recommend that the State Mineral and Energy Board grant authority to Clayton Williams Energy, Inc. to amend State Lease No. 19949 to include the oil shut-in provision as well as all other required paragraphs, subject to approval of Staff as to form and legality and proper advertisement and placement on the docket for final approval by the Board. No comments were made by the public.

Upon recommendation of the staff and upon motion of Mr. Arnold, seconded by Mr. Segura, the Legal and Title Controversy Committee meeting adjourned at 10:13 a.m.



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

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

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

LEGAL AND TITLE CONTROVERSY COMMITTEE

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

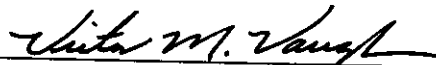
WHEREAS, a request was made for final approval of a Lease Amendment by and between the State of Louisiana, through the Louisiana State Mineral and Energy Board and Black Elk Energy Offshore Operations, LLC, whereas said parties desire to amend said lease to include a Force Majeure Provision and other required clauses, affecting State Lease No. 4237, Terrebonne Parish, Louisiana, with further particulars being stipulated in the instrument, on the docket as Item No. 12-17;

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

NOW, BE IT THEREFORE RESOLVED, that the Committee recommends that the State Mineral and Energy Board grant final approval of the Lease Amendment by and between the State of Louisiana, through the Louisiana State Mineral and Energy Board and Black Elk Energy Offshore Operations, LLC, on the docket as Item No. 12-17.

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



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

LEGAL AND TITLE CONTROVERSY COMMITTEE

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

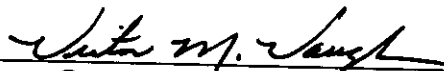
WHEREAS, a request was made for final approval of a Lease Amendment by and between the State of Louisiana, through the State Mineral and Energy Board, and Stone Energy Offshore, L.L.C., et al, whereas said parties desire to amend any prior shut-in payment clause presently found in said Lease with new oil shut-in payment clause, affecting State Lease No. 17309, Terrebonne Parish, Louisiana, with further particulars being stipulated in the instrument, on the docket as Item No. 12-18;

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

NOW, BE IT THEREFORE RESOLVED, that the Committee recommends that the State Mineral and Energy Board grant final approval of the Lease Amendment by and between the State of Louisiana, through the State Mineral and Energy Board, and Stone Energy Offshore, L.L.C., et al, on the docket as Item No. 12-18.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the Louisiana State Mineral and Energy Board in the City of Baton Rouge, Louisiana, on the 11th day of July, 2012, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

LEGAL AND TITLE CONTROVERSY COMMITTEE

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

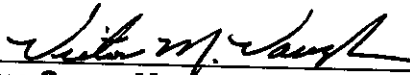
WHEREAS, a request was made for final approval of a Lease Amendment by and between the State of Louisiana, through the State Mineral and Energy Board, and Stone Energy Offshore, L.L.C., et al, whereas said parties desire to insert an oil and gas well shut-in payment clause to said Operating Agreement, affecting Operating Agreement "A0285", Terrebonne Parish, Louisiana, with further particulars being stipulated in the instrument, on the docket as Item No. 12-19;

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

NOW, BE IT THEREFORE RESOLVED that the Committee recommends that the State Mineral and Energy Board grant final approval of a Lease Amendment by and between the State of Louisiana, through the State Mineral and Energy Board, and Stone Energy Offshore, L.L.C., et al, on the docket as Item No. 12-19.

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



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

LEGAL AND TITLE CONTROVERSY COMMITTEE

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

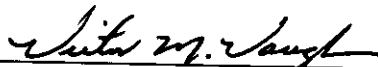
WHEREAS, a request was made for final approval of an Operating Agreement by and between the State of Louisiana, through the State Mineral and Energy Board and ExPert Oil & Gas, L.L.C., to create an operating tract for the exploration and development of oil, gas and/or condensate and other liquid hydrocarbons, which proposal allocates to the State a State Production Interest equal to 22.5% before payout, increasing to 23.5% after payout, in and to the Operating Tract, whereas operator desire and intends to obtain production from the Lorio RC SUA, covering a portion of Former State Lease No. 19896, containing 3.0 acres more or less, Iberville Parish, Louisiana, with further particulars being stipulated in the instrument, on the docket as Item No. 12-20;

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

NOW, BE IT THEREFORE RESOLVED, that the Committee recommends that the State Mineral and Energy Board grant final approval of an Operating Agreement by and between the State of Louisiana, through the State Mineral and Energy Board and ExPert Oil & Gas, L.L.C., on the docket as Item No. 12-20.

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



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

LEGAL AND TITLE CONTROVERSY COMMITTEE

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

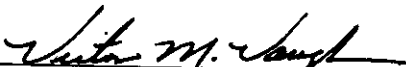
WHEREAS, a request was made by Staff to clarify the meaning of "prospective leaseholder" within La. R.S. 30:123.1 "Registration of prospective leaseholders";

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

NOW, BE IT THEREFORE RESOLVED, that the Committee recommends that the State Mineral and Energy Board confirm OMR staff's interpretation of the term "prospective leaseholder" within La. R.S. 30:123.1 as including those entities nominating tracts of land to be advertised for bids.

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



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

LEGAL AND TITLE CONTROVERSY COMMITTEE

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

WHEREAS, a request was made by Texas Petroleum Investment Company for authority to negotiate with Staff for an Operating Agreement on acreage contained in former State Lease No. 17852. Said acreage is included in the Humblei 13 RB SU A established by Conservation Order No. 483-G-1 and situated in the Big Bayou Pigeon Field in Iberia Parish. Texas Petroleum Investment Company also requests that said acreage be deemed unavailable for leasing while negotiations are ongoing for a period not to exceed the date of the third Mineral and Energy Board Meeting after the Board has authorized negotiations and for authority to escrow funds from the recompletion of the well until final approval of the Operating Agreement;

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

NOW, BE IT THEREFORE RESOLVED, that the Committee recommends that the State Mineral and Energy Board grant Texas Petroleum Investment Company the authority to negotiate with Staff for an Operating Agreement on acreage contained in former State Lease No. 17852 and to remove this acreage from commerce for a period not to exceed ninety (90) days or until an operating agreement is negotiated and placed on the Docket of the Mineral and Energy Board for approval, whichever comes 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 July, 2012, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

LEGAL AND TITLE CONTROVERSY COMMITTEE

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


WHEREAS, a request was made by Brammer Engineering Inc. for authority to escrow funds attributable to Unit Tract 7 of the 15000 RC SUA located in Section 36, Township 14 South, Range 5 West, Grand Cheniere Field in Cameron Parish. State Lease No. 20361 covers Unit Tract 7, and said acreage is presently involved in a title dispute;

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

NOW, BE IT THEREFORE RESOLVED, that the Committee recommends that the State Mineral and Energy Board grant Brammer Engineering Inc. the authority to escrow funds attributable to Unit Tract 7 of the 15000 RC SUA located in Section 36, Township 14 South, Range 5 West, Grand Cheniere Field in Cameron Parish in accordance with the standard OMR escrow requirements.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the Louisiana State Mineral and Energy Board in the City of Baton Rouge, Louisiana, on the 11th day of July, 2012, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

LEGAL AND TITLE CONTROVERSY COMMITTEE

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

WHEREAS, a request was made by Staff for authority to place Petrogulf III, L.L.C. on demand for failing to file a release of State Lease No. 19359 which terminated on April 1, 2010 and State Lease No. 19698 which terminated on June 11, 2010;

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

NOW, BE IT THEREFORE RESOLVED, that the Committee recommends that the State Mineral and Energy Board grant authority to the Attorney General's office to send a demand letter demanding execution and recordation of the requested releases and payment of liquidated damages as well as all costs attributable to the collection.

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



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

LEGAL AND TITLE CONTROVERSY COMMITTEE

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

WHEREAS, a request was made by Swift Energy Operating, LLC for authority to negotiate with Staff for an Operating Agreement on a 6.816 acre tract affecting a former portion of State Lease No. 19490 (1W) located in Section 30 and 31, Township 20 South, Range 27 East, lying within the 5000' RA SUA, Lake Washington Field, Plaquemines Parish;

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

NOW, BE IT THEREFORE RESOLVED, that the Committee recommends that the State Mineral and Energy Board grant Swift Energy Operating, L.L.C. authority to negotiate with Staff for an operating agreement and that the 6.816 acres be made unavailable for leasing for a period of ninety (90) days or until an operating agreement is negotiated and placed on the Docket of the Mineral and Energy Board for approval, whichever comes 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 July, 2012, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.



LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

LEGAL AND TITLE CONTROVERSY COMMITTEE

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

WHEREAS, a request was made by Clayton Williams Energy, Inc. for authority to negotiate with Staff for a Lease Amendment to State Lease No. 19949 which would include the oil shut-in payment language previously adopted by resolution of the Board at its' April 11, 2012 meeting. Said amendment would be subject to approval of Staff as to form and legality and proper advertisement and placement on the docket for final approval by the Board;

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

NOW, BE IT THEREFORE RESOLVED, that the Committee recommends that the State Mineral and Energy Board grant authority to Clayton Williams Energy, Inc. to amend State Lease No. 19949 to include the oil shut-in provision as well as all other required paragraphs, subject to approval of Staff as to form and legality and proper advertisement and placement on the docket for final approval by the Board.

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



LOUISIANA STATE MINERAL AND ENERGY BOARD

BOBBY JINDAL
GOVERNOR



SCOTT A. ANGELLE
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 10:14 a.m. on Wednesday, July 11, 2012. Board Members present were Ms. Helen G. Smith, Mr. John C. "Juba" Diez, Mr. Emile Cordaro, Mr. Darryl D. Smith, Mr. W. Paul Segura, Jr., Mr. Thomas W. Sanders, Mr. Thomas L. Arnold, Jr. and Mr. Chip Kline (sitting in for Garret Graves, Governor Jindal's designee to the State Mineral and Energy Board)

The Committee made the following recommendations:

Approve all State Agency Leases A and B on pages 1 and 2;

Approve all Assignments on pages 3 through 11; Nos. 11, 12, 13 and 14 on pages 8 and 9 would be approved subject to the approval of the Governor of Louisiana;

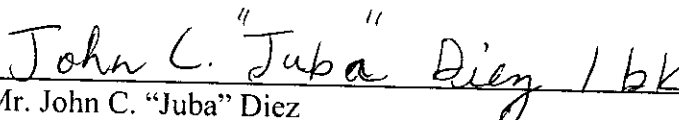
Approve the following items upon recommendation of the Legal and Title Controversy Committee: Docket Item Nos. 12-17, 12-18, 12-19 and 12-20 on pages 13 and 14.

Approve the following item: Docket Item No. 12-21 on page 14.

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

There being no further business to come before the committee, upon motion of Mr. Smith, and seconded by Ms. Smith, the committee voted unanimously to adjourn the meeting at 10:17 a.m.

Respectfully submitted,



Mr. John C. "Juba" Diez
Chairman
Docket Review Committee

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

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item A from the July 11, 2012 Meeting be approved, said instrument being an Oil, Gas and Mineral Lease from the Calcasieu Parish Police Jury, dated May 17, 2012, awarded to K-Exploration Company, covering lands located in Township 8 South, Ranges 7 and 8 West, Calcasieu Parish, Louisiana, **LESS AND EXCEPT** all that portion of the described tract lying and situated inside the confines of the GEB UH RA SU, containing 50 acres, more or less, with further contractual obligations being more enumerated in the instrument.

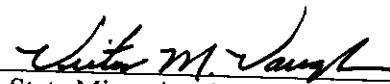
The State of Louisiana, through the State Mineral and Energy Board, asserts and claims title to the beds and bottoms of any navigable waterbed that may be located within the boundaries of the lands leased, and this approval shall not cover or extend to, or be construed as affecting the State's title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

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

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 11th day of July, 2012, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item B from the July 11, 2012 Meeting be approved, said instrument being an Amendment of that certain State Agency Lease from The Town of Farmerville, dated August 24, 2011, awarded to T.S. Dudley Land Company, Inc., whereas said parties desire to amend and replace the property descriptions shown on Exhibit "A" attached hereto, with corrected and revised property descriptions shown on Exhibit "B" attached hereto, Union Parish, Louisiana, with further contractual obligations being more enumerated in the instrument.

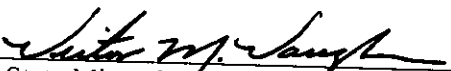
The State of Louisiana, through the State Mineral and Energy Board, asserts and claims title to the beds and bottoms of any navigable waterbed that may be located within the boundaries of the lands leased, and this approval shall not cover or extend to, or be construed as affecting the State's title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

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

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 11th day of July, 2012, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 1 from the July 11, 2012 Meeting be approved, said instrument being an Assignment from Cypress Energy Corporation to Houston Energy, L.P., of all of Assignor's right, title and interest in and to State Lease Nos. 20776 and 20779, Jefferson and Plaquemines Parishes, Louisiana, with further particulars being stipulated in the instrument.

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

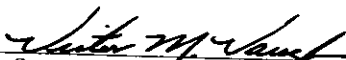
This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

- 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 July, 2012, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 2 from the July 11, 2012 Meeting be approved, said instrument being an Assignment from Theophilus Oil, Gas & Land Services, LLC to Chevron U.S.A. Inc., of all of Assignor's right, title and interest in and to State Lease Nos. 20786 and 20787, Cameron Parish, Louisiana, with further particulars being stipulated in the instrument.

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

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

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

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 11th day of July, 2012, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 3 from the July 11, 2012 Meeting be approved, said instrument being an Assignment from ConocoPhillips Company to Apache Corporation, of all of Assignor's right, title and interest in and to State Lease No. 20438, Lafourche Parish, Louisiana, **LIMITED TO** the surface of the earth to 16,000', with further particulars being stipulated in the instrument.

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

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

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

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

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

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

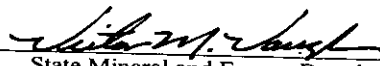
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 11th day of July, 2012, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 4 from the July 11, 2012 Meeting be approved, said instrument being an Assignment from Brighton Acquisitions Company, L.L.C. to Brighton Energy, L.L.C., of all of Assignor's right, title and interest in and to State Lease Nos. 6430, 6748 and 7394, Lafourche Parish, Louisiana, with further particulars being stipulated in the instrument.

Brighton 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.

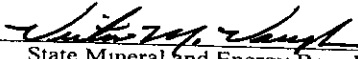
This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

- 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 July, 2012, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 5 from the July 11, 2012 Meeting be approved, said instrument being an Assignment from Delta Lands Exploration, Inc. to Tortuga Interests, Inc., of all of Assignor's right, title and interest in and to State Lease No. 18070, Iberia Parish, Louisiana, with further particulars being stipulated in the instrument.

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

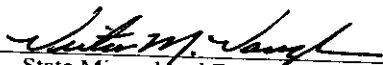
This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

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

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 11th day of July, 2012, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 6 from the July 11, 2012 Meeting be approved, said instrument being a Quitclaim from Goodrich Oil Company, of all of Assignor's right, title and interest to the following in the proportions set out below:

Alpine Exploration Companies, Inc.	1%
Big Sky Operating Companies, Inc.	99%

in and to State Lease No. 7501, Lafourche Parish, Louisiana, with further particulars being stipulated in the instrument.

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

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

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

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 11th day of July, 2012, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 7 from the July 11, 2012 Meeting be approved, said instrument being a Quitclaim from La/Cal Energy Partners, II, of all of Assignor's right, title and interest to the following in the proportions set out below:

Alpine Exploration Companies, Inc.	1%
Big Sky Operating Companies, Inc.	99%

in and to State Lease No. 7501, Lafourche Parish, Louisiana, with further particulars being stipulated in the instrument.

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

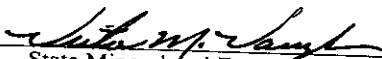
This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

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

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 11th day of July, 2012, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 8 from the July 11, 2012 Meeting be approved, said instrument being a Change of Name whereby WAC Exploration Company, LLC is changing its name to Tensas Delta Exploration Company, LLC, affecting State Lease No 19141, Terrebonne 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 July, 2012, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 9 from the July 11, 2012 Meeting be approved, said instrument being an Assignment from Tensas Delta Exploration Company, LLC to TDX Energy, LLC, of all of Assignor's right, title and interest in and to State Lease No. 19141, Terrebonne Parish, Louisiana, with further particulars being stipulated in the instrument.

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

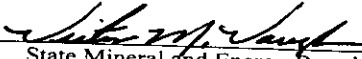
This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

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

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 11th day of July, 2012, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 10 from the July 11, 2012 Meeting be approved subject to the approval of the Governor of Louisiana, said instrument being an Assignment from Wolf Von Buchholtz to Kriti Exploration, Inc., of all of Assignor's right, title and interest in and to State Lease No. 328, Lafourche Parish, Louisiana, with further particulars being stipulated in the instrument.

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

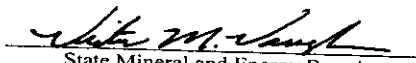
This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

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

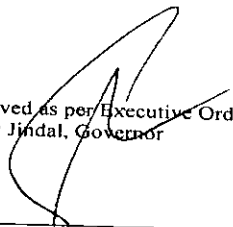
BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 11th day of July, 2012, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

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

By: 
Scott A. Angelle
Chairman, State Mineral Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 11 from the July 11, 2012 Meeting be approved subject to the approval of the Governor of Louisiana, said instrument being an Assignment from John D. Gourley, husband of Mary Salmon Gourley to Kriti Exploration, Inc., of all of Assignor's right, title and interest in and to State Lease No. 328, Lafourche Parish, Louisiana, with further particulars being stipulated in the instrument.

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

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

- 1) That all terms and conditions of the basic lease will be fulfilled, including but not limited to the full payment of rentals and royalties, regardless of the division of leasehold interests resulting from the instrument;
- 2) That failure to comply with the terms and conditions of the basic lease by the original lessee, or by any assignee, sublessor or sublessee, prior or subsequent hereto, shall not be deemed waived by the approval of said instrument by the State Mineral and Energy Board for the State of Louisiana, it being distinctly understood that the State Mineral and Energy Board for the State of Louisiana does not recognize said instrument as creating a novation, as regards any right or interest of the State or Board;
- 3) That in the event ownership of the basic mineral lease is or becomes vested in two or more lessees responsible to the lessor for compliance with indivisible obligations to maintain the lease, then said lessees shall designate in writing to the State Mineral and Energy Board the lessee representing the joint account of all lessees, who shall be accountable to the Board for discharge of indivisible obligations under the lease for all lessees or for release in lieu of compliance therewith, provided that in the event of failure of said lessees to comply with such condition, then the Board may withhold approval of and thereby deny validity to any pending or future assignment or transfer of an interest in the lease, and, provided further, that if any lessee should agree to release the lease or any segregated portion thereof in lieu of complying with an indivisible lease obligation to maintain the lease and no other lessee desires to assume and undertake the indivisible obligation, then all lessees agree to join in a release or to otherwise execute a similar release of their rights to lessor, relegating any 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.

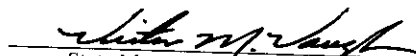
BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument

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 July, 2012, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect

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

By: Scott A. Angelle
Chairman, State Mineral Board


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 12 from the July 11, 2012 Meeting be approved subject to the approval of the Governor of Louisiana, said instrument being an Assignment from Calto Oil Company to Kriti Exploration, Inc., of all of Assignor's right, title and interest in and to State Lease No 328, Lafourche Parish, Louisiana, with further particulars being stipulated in the instrument.

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


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

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

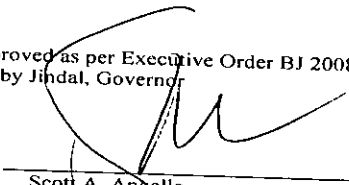
BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman, Secretary, Deputy Assistant Secretary, Chief Landman or any other authorized person be and he is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 11th day of July, 2012, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

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

By 
Scott A. Angelle
Chairman, State Mineral Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 13 from the July 11, 2012 Meeting be approved, said instrument being an Assignment from Cochran Energy Inc. and 123 Tec LP to Wagner Oil Company, of all of Assignor's right, title and interest in and to State Lease No. 1691, Terrebonne Parish, Louisiana, with further particulars being stipulated in the instrument.

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

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

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

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

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

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

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

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

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 11th day of July, 2012, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 14 from the July 11, 2012 Meeting be approved, said instrument being an Assignment from Wagner Oil Company to Carancahua, LP, of all of Assignor's right, title and interest in and to State Lease No. 1691, Terrebonne Parish, Louisiana, with further particulars being stipulated in the instrument.

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

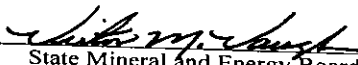
This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

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

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 11th day of July, 2012, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 15 from the July 11, 2012 Meeting be approved, said instrument being a Change of Name whereby Denbury Offshore, Inc. is changing its name to Newfield DAQ Inc, affecting State Lease Nos. 3528, 3529, 3978, 4242 and 14645, Jefferson and Plaquemines Parishes, Louisiana, with further particulars being stipulated in the instrument.

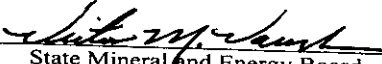
This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

- 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 July, 2012, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 16 from the July 11, 2012 Meeting be approved, said instrument being a Change of Name whereby Newfield DAQ Inc. is changing its name to Newfield Exploration Company, under the name of Newfield Exploration Company, affecting State Lease Nos 3528, 3529, 3978, 4242 and 14645, Jefferson and Plaquemines Parishes, Louisiana, with further particulars being stipulated in the instrument.

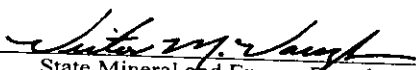
This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

- 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 July, 2012, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 17 from the July 11, 2012 Meeting be approved, said instrument being an Assignment from Pryme Lake Exploration LLC to Sito Exploration LLC, of all of Assignor's right, title and interest in and to State Lease Nos. 502, 19857, 20447 and 20448, LaSalle Parish, Louisiana, with further particulars being stipulated in the instrument.

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

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

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

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 11th day of July, 2012, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 18 from the July 11, 2012 Meeting be approved, said instrument being an Assignment from Callon Drilling Fund 1982-A and Callon Drilling Fund 1982-B to Callon Consolidated Partners LP, of all of Assignor's right, title and interest in and to State Lease No. 12104, Livingston Parish, Louisiana, with further particulars being stipulated in the instrument.

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

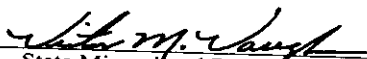
This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

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

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 11th day of July, 2012, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 19 from the July 11, 2012 Meeting be approved, said instrument being a Merger whereby Callon Consolidated Partners, L.P. is merging with and into Callon Petroleum Holding Company, under the name of Callon Petroleum Company, affecting State Lease No. 12104, Livingston Parish, Louisiana, with further particulars being stipulated in the instrument.

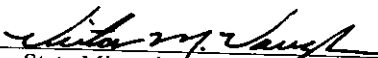
This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

- 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 July, 2012, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 20 from the July 11, 2012 Meeting be approved, said instrument being an Assignment from Callon Petroleum Company to Indigo Minerals LLC, of all of Assignor's right, title and interest in and to State Lease No. 12104, Livingston Parish, Louisiana, with further particulars being stipulated in the instrument.

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

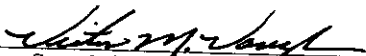
This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

- 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 July, 2012, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 21 from the July 11, 2012 Meeting be approved, said instrument being an Assignment from Greenbriar Energy LP IV to Pennsylvania Castle Energy Corp., of all of Assignor's right, title and interest in and to State Lease Nos. 8090 and 13470, St. Mary Parish, Louisiana, with further particulars being stipulated in the instrument.

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

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

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

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

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

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

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

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

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 11th day of July, 2012, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 22 from the July 11, 2012 Meeting be approved, said instrument being an Assignment from Citadel Oil and Gas, LLC to Pennsylvania Castle Energy Corp., of all of Assignor's right, title and interest in and to State Lease No. 12608, St. Martin Parish, Louisiana, with further particulars being stipulated in the instrument.

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

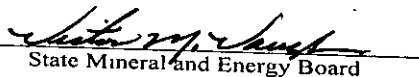
This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

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

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 11th day of July, 2012, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 23 from the July 11, 2012 Meeting be approved, said instrument being an Assignment from Blue Diamond Ventures LLC to Pennsylvania Castle Energy Corp., of all of Assignor's right, title and interest in and to State Lease No. 12608, St. Martin Parish, Louisiana, with further particulars being stipulated in the instrument.

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

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

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

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

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

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


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

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

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 11th day of July, 2012, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 24 from the July 11, 2012 Meeting be approved, said instrument being an Assignment from Quantum Resources A1, LP, Black Diamond Resources, LLC, QAC Carried WI, LP and QAB Carried WI, LP to Edward Oil Company, of all of Assignor's right, title and interest in and to State Lease Nos. 15009 and 15057, Jefferson Parish, Louisiana, with further particulars being stipulated in the instrument.

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

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

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

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

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

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

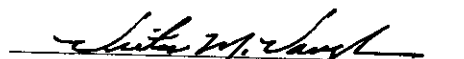
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 11th day of July, 2012, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 25 from the July 11, 2012 Meeting be approved, said instrument being an Assignment from Energy XXI Gulf Coast, Inc to Energy XXI Onshore LLC, of all of Assignor's right, title and interest in and to State Lease Nos. 19038, 19040 and Operating Agreement "A0290", Jefferson and Terrebonne Parishes, Louisiana, with further particulars being stipulated in the instrument.

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

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

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

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

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

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

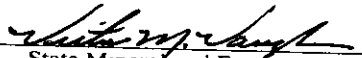
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 11th day of July, 2012, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 26 from the July 11, 2012 Meeting be approved, said instrument being an Assignment from Energy XXI Onshore, LLC to Shoreline Southeast LLC, of all of Assignor's right, title and interest in and to Operating Agreement "A0290", AND an Assignment from Energy XXI Onshore, LLC to Shoreline Southeast LLC, of all of Assignor's right, title and interest in and to State Lease Nos. 19038 and 19040, Jefferson and Terrebonne Parishes, Louisiana, **reserving 50%** of seller's right, title and interest to all depths from 20,000' TVD and Below, with further particulars being stipulated in the instrument.

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

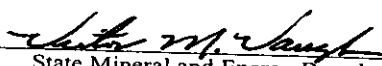
This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

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

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 11th day of July, 2012, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 27 from the July 11, 2012 Meeting be approved, said instrument being an Assignment from Gemini Explorations, Inc. to Rock Well Petroleum (U.S.), Inc., of all of Assignor's right, title and interest in and to State Lease No. 20372, Caddo Parish, Louisiana, with further particulars being stipulated in the instrument.

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

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

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

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

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

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

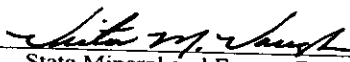
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 11th day of July, 2012, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 28 from the July 11, 2012 Meeting be approved, said instrument being an Assignment from Andex Resources, L.L.C. to McMoRan Oil & Gas LLC, of all of Assignor's right, title and interest in and to State Lease Nos. 14216, 14217, 14560, 16795 and 16298, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument.

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

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

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

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

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

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

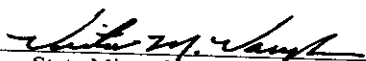
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 11th day of July, 2012, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 29 from the July 11, 2012 Meeting be approved, said instrument being an Assignment from Tacoma Energy Corporation to Houston Energy, L.P., of all of Assignor's right, title and interest in and to State Lease No. 20862, Lafourche Parish, Louisiana, with further particulars being stipulated in the instrument.

Houston Energy, 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 July, 2012, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 30 from the July 11, 2012 Meeting be approved, said instrument being an Assignment from Bartell Exploration, Inc. to Bartell Exploration, L.P., of all of Assignor's right, title and interest in and to State Lease Nos. 15155, 15202 and 15726, Calcasieu Parish, Louisiana, with further particulars being stipulated in the instrument.

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

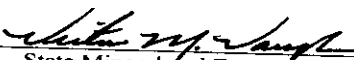
This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

- 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 July, 2012, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 31 from the July 11, 2012 Meeting be approved, said instrument being a Merger whereby Brighton Energy, L.L.C. is merging with and into Unit Petroleum Company, affecting State Lease Nos. 6430, 6748 and 7394, Lafourche 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;

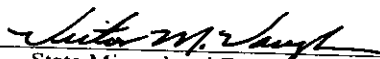
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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 July, 2012, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

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

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 32 from the July 11, 2012 Meeting be approved subject to the approval of the Governor of Louisiana, said instrument being an Assignment from First Australian Resources, Inc., Amadeus Petroleum, Inc. and JVR Petroleum, Inc. to Kriti Exploration, Inc., of all of Assignor's right, title and interest in and to State Lease No. 328, Lafourche Parish, Louisiana, **INSOFAR AND ONLY INSOFAR AS** the lease covers those depths from the top of the Hollywood Sand found at a true vertical depth of approximately 11,660' below the surface of the earth to the base of the Middle Hollywood Sand found at a depth of 12,215', with further particulars being stipulated in the instrument

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

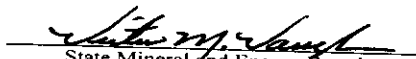
This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows

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

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

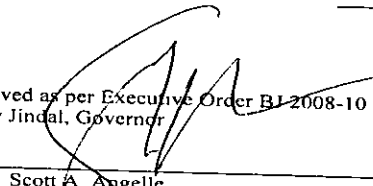
CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 11th day of July, 2012, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.


State Mineral and Energy Board

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

By:


Scott A. Angelle
Chairman, State Mineral Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

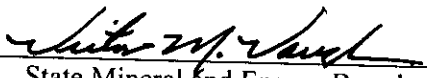
On motion of Mr. Smith, seconded by Mr. Sanders, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 12-17 from the July 11, 2012, Meeting be approved, said instrument being a Lease Amendment by and between the State of Louisiana, through the Louisiana State Mineral and Energy Board and Black Elk Energy Offshore Operations, LLC, whereas said parties desire to amend said lease to include a Force Majeure Provision and other required clauses, affecting State Lease No. 4237, Terrebonne Parish, Louisiana, with further particulars being stipulated in the instrument.

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 11th day of July, 2012 pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

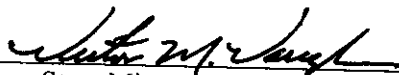
On motion of Mr. Smith, seconded by Mr. Sanders, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 12-18 from the July 11, 2012, Meeting be approved, said instrument being a Lease Amendment by and between the State of Louisiana, through the State Mineral and Energy Board, and Stone Energy Offshore, L.L.C., et al, whereas said parties desire to amend any prior shut-in payment clause presently found in said Lease with new oil shut-in payment clause, affecting State Lease No. 17309, Terrebonne Parish, Louisiana, with further particulars being stipulated in the instrument.

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 11th day of July, 2012 pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

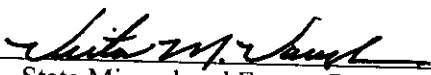
On motion of Mr. Smith, seconded by Mr. Sanders, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 12-19 from the July 11, 2012, Meeting be approved, said instrument being a Lease Amendment by and between the State of Louisiana, through the State Mineral and Energy Board, and Stone Energy Offshore, L.L.C., et al, whereas said parties desire to insert an oil and gas well shut-in payment clause to said Operating Agreement, affecting Operating Agreement "A0285", Terrebonne Parish, Louisiana, with further particulars being stipulated in the instrument.

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 11th day of July, 2012 pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

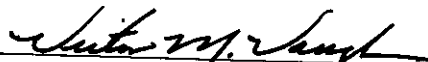
On motion of Mr. Smith, seconded by Mr. Sanders, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 12-20 from the July 11, 2012, Meeting be approved, said instrument being an Operating Agreement by and between the State of Louisiana, through the State Mineral and Energy Board and ExPert Oil & Gas, L.L.C., to create an operating tract for the exploration and development of oil, gas and/or condensate and other liquid hydrocarbons, which proposal allocates to the State a State Production Interest equal to 22.5% before payout, increasing to 23.5% after payout, in and to the Operating Tract, whereas operator desire and intends to obtain production from the Lorio RC SUA, covering a portion of Former State Lease No. 19896, containing 3.0 acres more or less, Iberville 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 July, 2012 pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

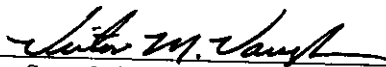
On motion of Mr. Smith, seconded by Mr. Sanders, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 12-21 from the July 11, 2012, Meeting be approved, said instrument being an Act of Correction, of that certain Voluntary Unit, dated December 14, 2011, by and between the State Mineral and Energy Board and Energy XXI GOM, L.L.C., whereas said parties hereby stipulate and agree that the VUA is hereby amended by substituting the Revised Plat prepared by C.H. Fenstermaker & Associates, Inc, dated June 4, 2012, attached hereto as Exhibit "A", in place of the Original Plat, affecting State Lease Nos. 14031, 18737 and 18738, Jefferson 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 July, 2012 pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



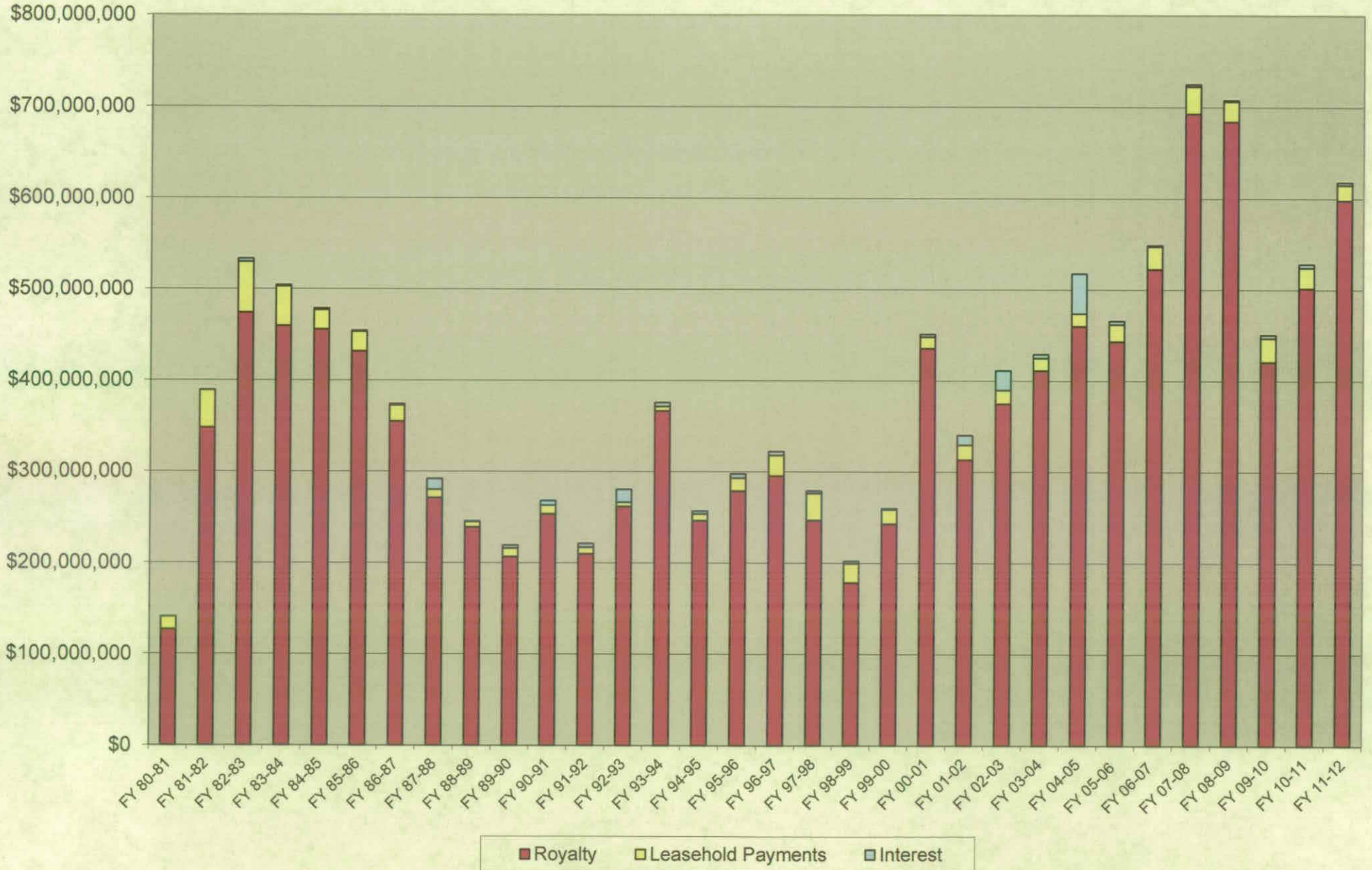
State Mineral and Energy Board



Office of Mineral Resources Mineral and Energy Board Meeting

July 11, 2012

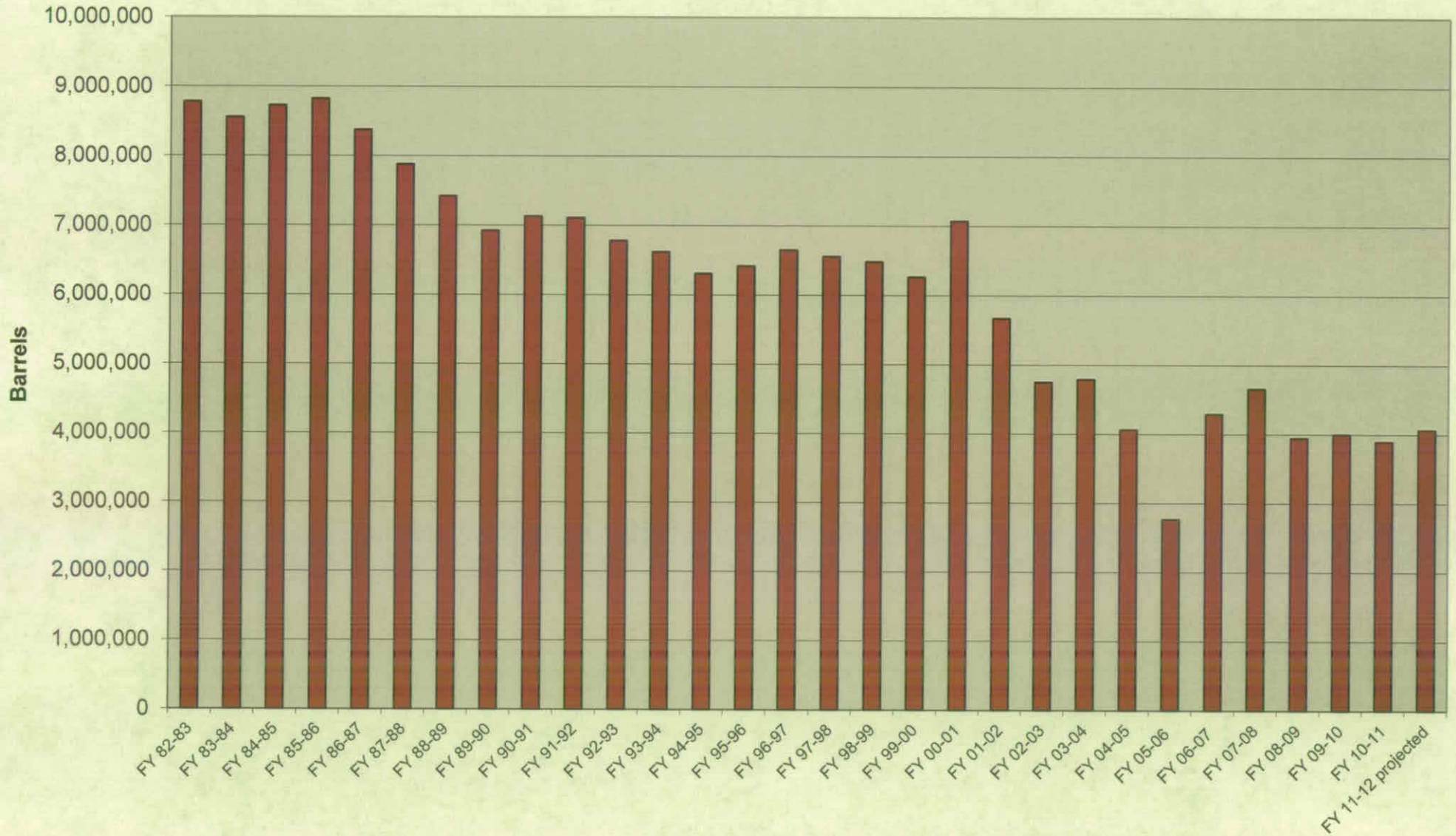
Historical Cash Receipts



Historical Cash Receipts

	<u>Bonus</u>	<u>Royalty</u>	<u>Leasehold Payments</u>	<u>Interest</u>	<u>Total</u>	<u>Monthly Average</u>
FY 80-81	\$198,104,745	\$126,962,938	\$13,726,070	\$38,009	\$338,831,763	\$28,235,980
FY 81-82	\$131,117,077	\$348,027,422	\$40,948,515	\$265,203	\$520,358,217	\$43,363,185
FY 82-83	\$125,077,331	\$474,263,313	\$55,641,805	\$3,391,727	\$658,374,176	\$54,864,515
FY 83-84	\$44,758,460	\$459,698,249	\$43,255,022	\$1,524,256	\$549,235,986	\$45,769,665
FY 84-85	\$55,880,090	\$455,791,830	\$21,309,253	\$1,763,379	\$534,744,551	\$44,562,046
FY 85-86	\$61,170,201	\$431,815,874	\$21,511,753	\$1,113,371	\$515,611,199	\$42,967,600
FY 86-87	\$25,942,570	\$354,879,094	\$17,665,672	\$1,606,832	\$400,094,168	\$33,341,181
FY 87-88	\$12,353,802	\$271,257,912	\$8,929,753	\$11,979,478	\$304,520,945	\$25,376,745
FY 88-89	\$28,745,161	\$239,046,099	\$5,812,014	\$843,904	\$274,447,179	\$22,870,598
FY 89-90	\$14,566,153	\$206,720,056	\$9,269,143	\$3,222,195	\$233,777,547	\$19,481,462
FY 90-91	\$11,165,526	\$253,746,520	\$9,211,891	\$5,203,730	\$279,327,667	\$23,277,306
FY 91-92	\$6,434,397	\$209,901,054	\$7,311,704	\$3,921,211	\$227,568,366	\$18,964,030
FY 92-93	\$8,440,252	\$261,813,228	\$4,740,303	\$13,900,890	\$288,894,674	\$24,074,556
FY 93-94	\$12,717,182	\$366,476,927	\$4,991,838	\$4,217,741	\$388,403,688	\$32,366,974
FY 94-95	\$24,823,265	\$246,335,063	\$7,203,636	\$3,218,058	\$281,580,022	\$23,465,002
FY 95-96	\$32,593,416	\$278,760,461	\$14,298,740	\$4,561,045	\$330,213,662	\$27,517,805
FY 96-97	\$53,288,169	\$295,576,020	\$22,314,560	\$4,249,293	\$375,428,041	\$31,285,670
FY 97-98	\$50,493,823	\$246,741,067	\$29,645,527	\$2,740,889	\$329,621,306	\$27,468,442
FY 98-99	\$19,050,657	\$178,424,388	\$21,074,412	\$2,531,361	\$221,080,819	\$18,423,402
FY 99-00	\$18,569,755	\$242,898,371	\$15,915,901	\$1,091,752	\$278,475,778	\$23,206,315
FY 00-01	\$32,740,448	\$435,407,994	\$12,663,749	\$2,842,244	\$483,654,435	\$40,304,536
FY 01-02	\$23,694,681	\$313,406,688	\$16,272,288	\$10,490,957	\$363,864,614	\$30,322,051
FY 02-03	\$22,598,580	\$374,872,047	\$14,874,075	\$21,524,326	\$433,869,028	\$36,155,752
FY 03-04	\$25,978,167	\$411,350,277	\$13,474,503	\$4,304,885	\$455,107,832	\$37,925,653
FY 04-05	\$38,696,837	\$459,982,045	\$13,769,854	\$43,902,608	\$556,351,343	\$46,362,612
FY 05-06	\$37,995,175	\$443,298,720	\$18,494,328	\$3,910,046	\$503,698,269	\$41,974,856
FY 06-07	\$52,139,307	\$522,453,427	\$25,057,910	\$1,335,183	\$600,985,827	\$50,082,152
FY 07-08	\$61,175,021	\$693,034,893	\$29,820,735	\$2,322,081	\$786,352,730	\$65,529,394
FY 08-09	\$143,182,978	\$684,405,483	\$21,853,067	\$1,581,618	\$851,023,146	\$70,918,596
FY 09-10	\$29,151,741	\$420,718,802	\$26,049,542	\$3,612,904	\$479,532,989	\$39,961,082
FY 10-11	\$30,293,007	\$501,602,312	\$22,735,393	\$3,725,864	\$558,356,576	\$46,529,715
FY 11-12	\$28,328,115	\$598,011,946	\$16,850,804	\$2,921,848	\$646,112,713	\$53,842,726
	\$1,461,266,088	\$11,807,680,519	\$606,693,761	\$173,858,887	\$14,049,499,255	
% of Total	11%	84%	4%	1%		

Historical Oil Production

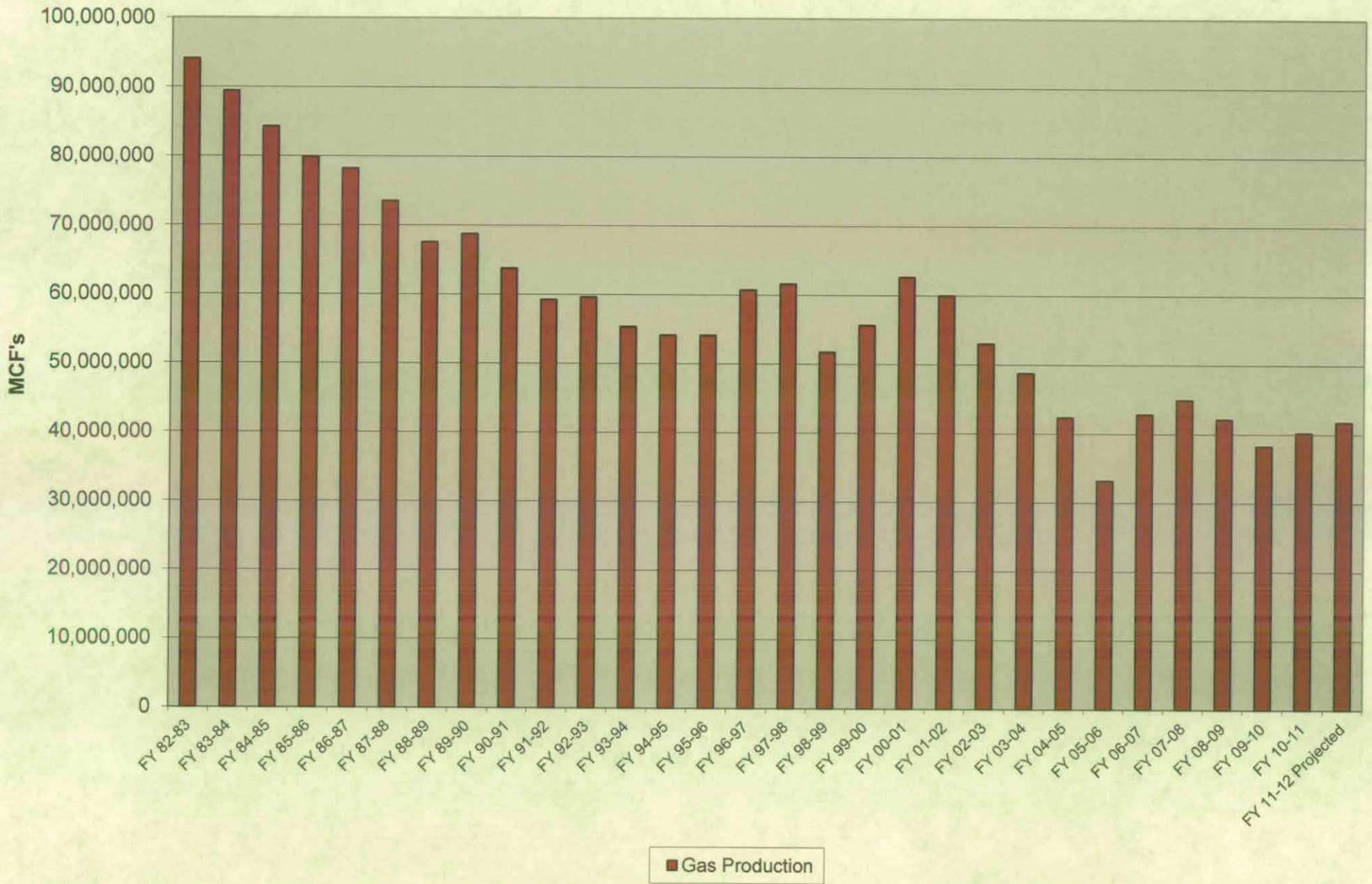


Oil Production

Historical Oil Production

	<u>Barrels</u>
FY 82-83	8,781,026
FY 83-84	8,558,474
FY 84-85	8,730,682
FY 85-86	8,824,976
FY 86-87	8,377,006
FY 87-88	7,882,985
FY 88-89	7,423,374
FY 89-90	6,925,937
FY 90-91	7,131,084
FY 91-92	7,112,144
FY 92-93	6,782,359
FY 93-94	6,621,212
FY 94-95	6,309,036
FY 95-96	6,418,023
FY 96-97	6,653,990
FY 97-98	6,561,424
FY 98-99	6,485,581
FY 99-00	6,264,810
FY 00-01	7,073,883
FY 01-02	5,670,120
FY 02-03	4,747,875
FY 03-04	4,790,574
FY 04-05	4,065,744
FY 05-06	2,766,635
FY 06-07	4,291,644
FY 07-08	4,657,678
FY 08-09	3,945,917
FY 09-10	3,998,501
FY 10-11	3,893,037
FY 11-12 projected	4,063,222
	185,808,951
% of Total	2%

Historical Gas Production

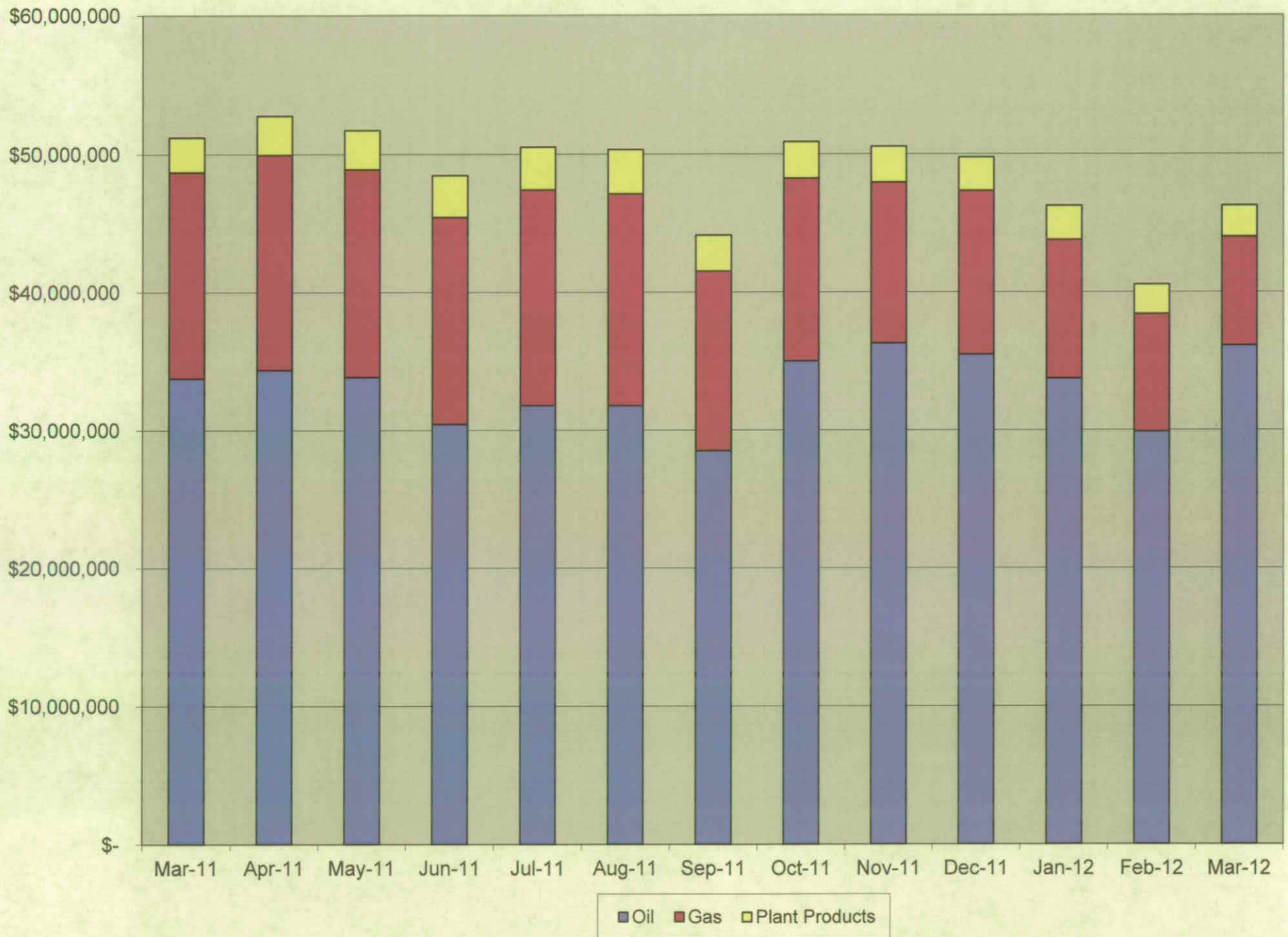


Historical Gas Production

MCF's

FY 82-83	94,125,368
FY 83-84	89,454,160
FY 84-85	84,301,670
FY 85-86	79,934,040
FY 86-87	78,234,139
FY 87-88	73,532,729
FY 88-89	67,566,288
FY 89-90	68,771,995
FY 90-91	63,785,078
FY 91-92	59,265,715
FY 92-93	59,631,387
FY 93-94	55,353,141
FY 94-95	54,136,350
FY 95-96	54,136,350
FY 96-97	60,755,685
FY 97-98	61,613,141
FY 98-99	51,729,194
FY 99-00	55,650,030
FY 00-01	62,648,531
FY 01-02	59,989,148
FY 02-03	53,028,702
FY 03-04	48,754,276
FY 04-05	42,369,541
FY 05-06	33,179,715
FY 06-07	42,851,389
FY 07-08	44,928,254
FY 08-09	42,115,312
FY 09-10	38,257,366
FY 10-11	40,182,970
FY 11-12 Projected	41,737,623
	1,762,019,287
% of Total	2%

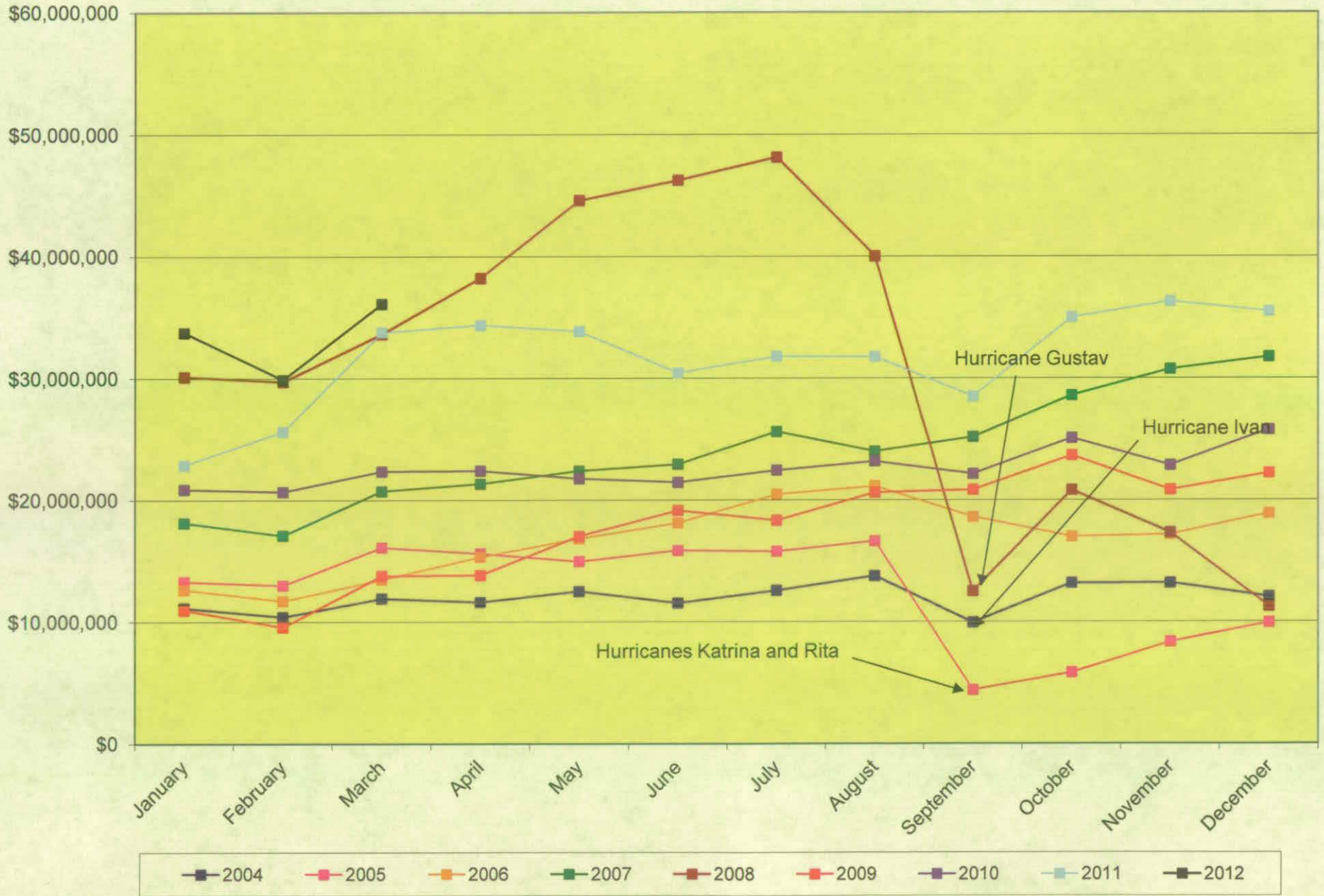
Royalty Collections by Disposition Month



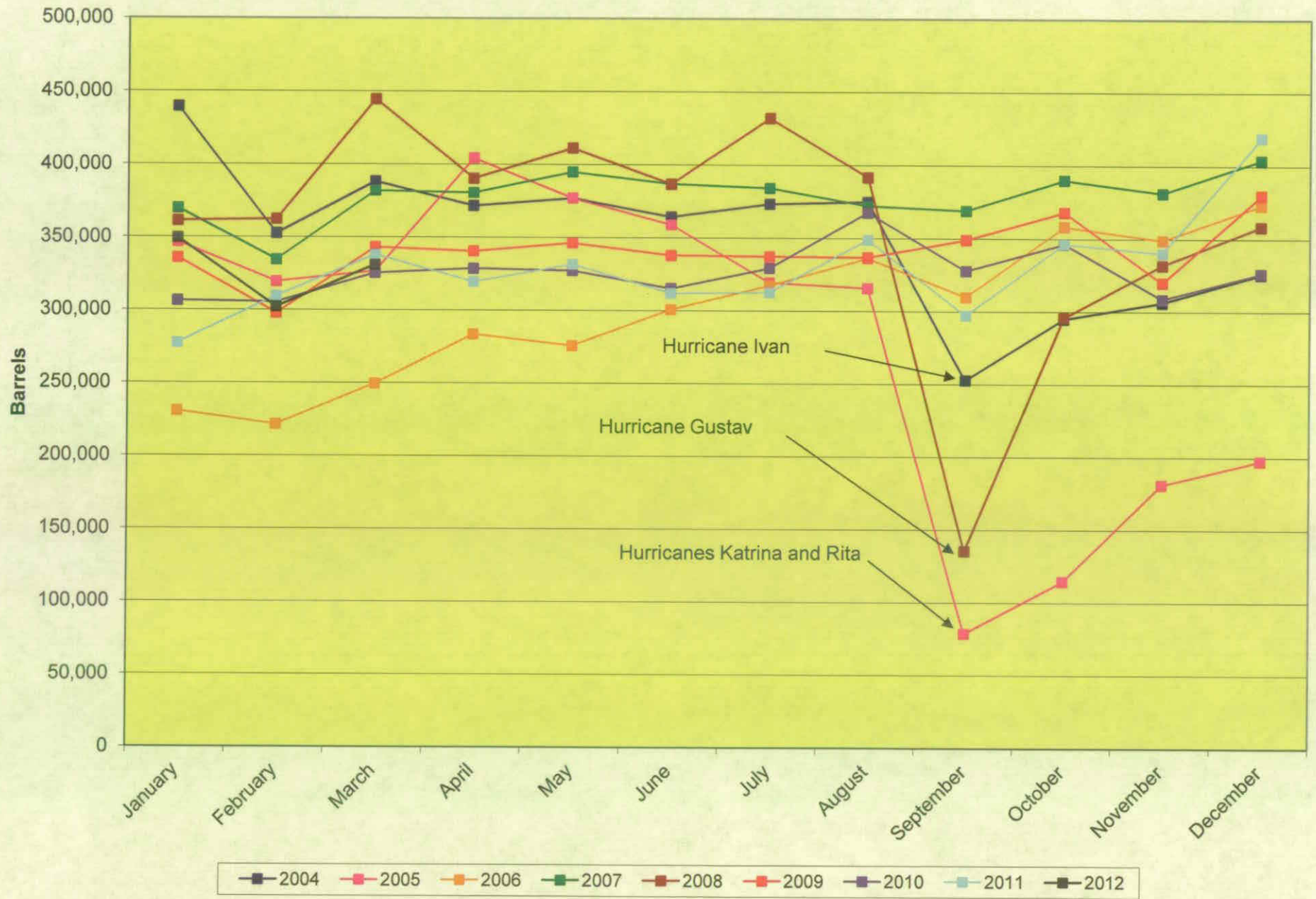
Royalty Collections by Disposition Month

<u>Disposition Month</u>	<u>Oil</u>	<u>Gas</u>	<u>Plant Products</u>	<u>Total</u>
March 2011	33,756,083.79	14,948,592.25	2,501,550.05	51,206,226.09
April 2011	34,362,320.71	15,579,405.37	2,824,723.73	52,766,449.81
May 2011	33,851,420.29	15,056,648.86	2,819,292.56	51,727,361.71
June 2011	30,445,138.61	14,997,724.13	3,019,802.17	48,462,664.91
July 2011	31,803,657.77	15,617,335.91	3,088,178.86	50,509,172.54
August 2011	31,775,804.28	15,347,896.30	3,202,118.81	50,325,819.39
September 2011	28,511,688.10	13,009,164.62	2,611,324.17	44,132,176.89
October 2011	35,004,646.07	13,245,638.42	2,634,313.69	50,884,598.18
November 2011	36,306,056.32	11,651,978.65	2,588,892.59	50,546,927.56
December 2011	35,481,911.53	11,866,398.71	2,417,998.82	49,766,309.06
January 2012	33,749,990.29	10,043,785.77	2,464,727.89	46,258,503.95
February 2012	29,891,270.56	8,518,394.91	2,139,809.99	40,549,475.46
March 2012	36,115,631.01	7,897,122.61	2,255,430.78	46,268,184.40
Total	\$ 431,055,619.33	\$ 167,780,086.51	\$ 34,568,164.11	\$ 633,403,869.95
% of Total	68%	26%	6%	

Oil Royalty by Disposition Month



Oil Volume by Disposition Month

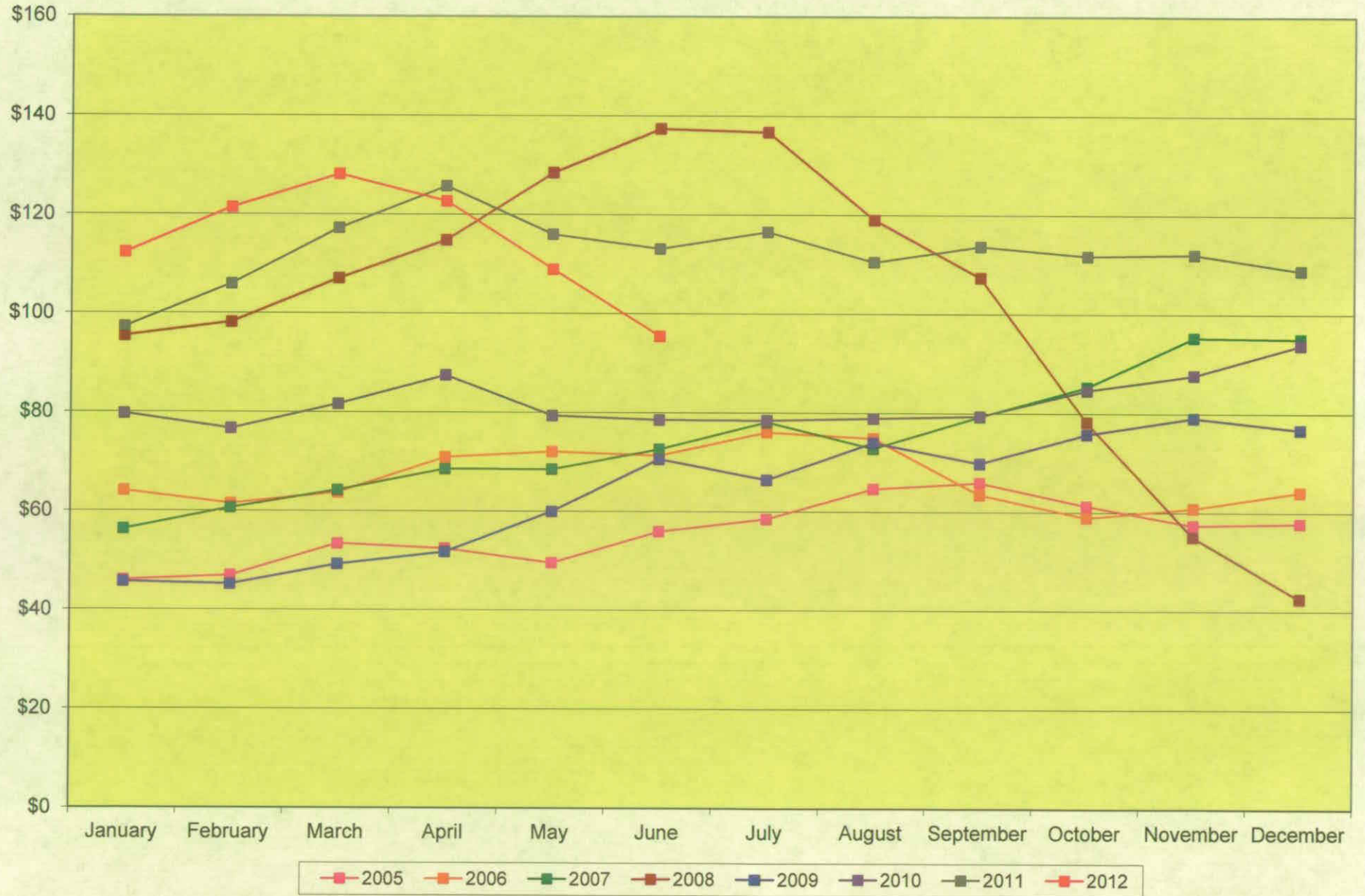


Oil Volume by Disposition Month

<u>Disposition Month</u>	<u>Barrels</u>
January 2004	439,528 9609
February 2004	352,554 1807
March 2004	589,250 3058
April 2004	371,664 9497
May 2004	376,944 4191
June 2004	364,373 3908
July 2004	373,376 3670
August 2004	374,957 0454
September 2004	252,648 3494
October 2004	294,838 0875
November 2004	306,161 9020
December 2004	325,615 3498
January 2005	346,534 8170
February 2005	319,401 7647
March 2005	326,574 1954
April 2005	404,282 7275
May 2005	376,916 3110
June 2005	358,886 3852
July 2005	319,254 6372
August 2005	315,616 4399
September 2005	78,702 6983
October 2005	114,538 4508
November 2005	180,921 8969
December 2005	197,290 8761
January 2006	230,553 1412
February 2006	221,290 4591
March 2006	249,233 3520
April 2006	283,338 5046
May 2006	275,598 7558
June 2006	300,558 2834
July 2006	317,273 1720
August 2006	336,148 3010
September 2006	309,714 7966
October 2006	358,167 3469
November 2006	348,876 4593
December 2006	372,942 6979
January 2007	369,686 7391
February 2007	334,445 2821
March 2007	381,894 4336
April 2007	380,620 5660
May 2007	394,922 1367
June 2007	386,951 9410
July 2007	384,343 3655
August 2007	372,200 9844
September 2007	389,099 6361
October 2007	390,100 0705
November 2007	381,339 3224
December 2007	404,072 8738
January 2008	361,179 5574
February 2008	362,298 8717
March 2008	444,589 5628
April 2008	390,368 6131
May 2008	411,263 3489
June 2008	366,821 9964
July 2008	432,048 8540
August 2008	391,784 9250
September 2008	135,416 9230
October 2008	295,684 9290
November 2008	331,775 5033
December 2008	358,333 3403
January 2009	335,697 2107
February 2009	297,678 0535
March 2009	343,046 2464
April 2009	340,427 1752
May 2009	348,140 7359
June 2009	337,882 9749
July 2009	337,248 6587
August 2009	336,869 2914
September 2009	348,977 8232
October 2009	368,023 2357
November 2009	319,801 8863
December 2009	379,906 1086
January 2010	306,143 9796
February 2010	305,330 9285
March 2010	325,344 0942
April 2010	328,577 6056
May 2010	327,186 6967
June 2010	315,090 6191
July 2010	329,208 0581
August 2010	367,566 9800
September 2010	327,802 5747
October 2010	346,254 7672
November 2010	308,508 9378
December 2010	326,200 7038
January 2011	277,060 6776
February 2011	309,407 7379
March 2011	338,032 6452
April 2011	319,491 8494
May 2011	331,551 7533
June 2011	311,950 4321
July 2011	312,505 7609
August 2011	349,008 7570
September 2011	297,205 4947
October 2011	346,432 8637
November 2011	340,170 0677
December 2011	419,341 1028
January 2012	349,505 1019
February 2012	302,190 2846
March 2012	331,056 8389

Oil Prices

Average of HLS Oil Spot at Empire Pla. Parish \$/bbl. and LLS Oil Spot at St. James Terminal \$/bbl.

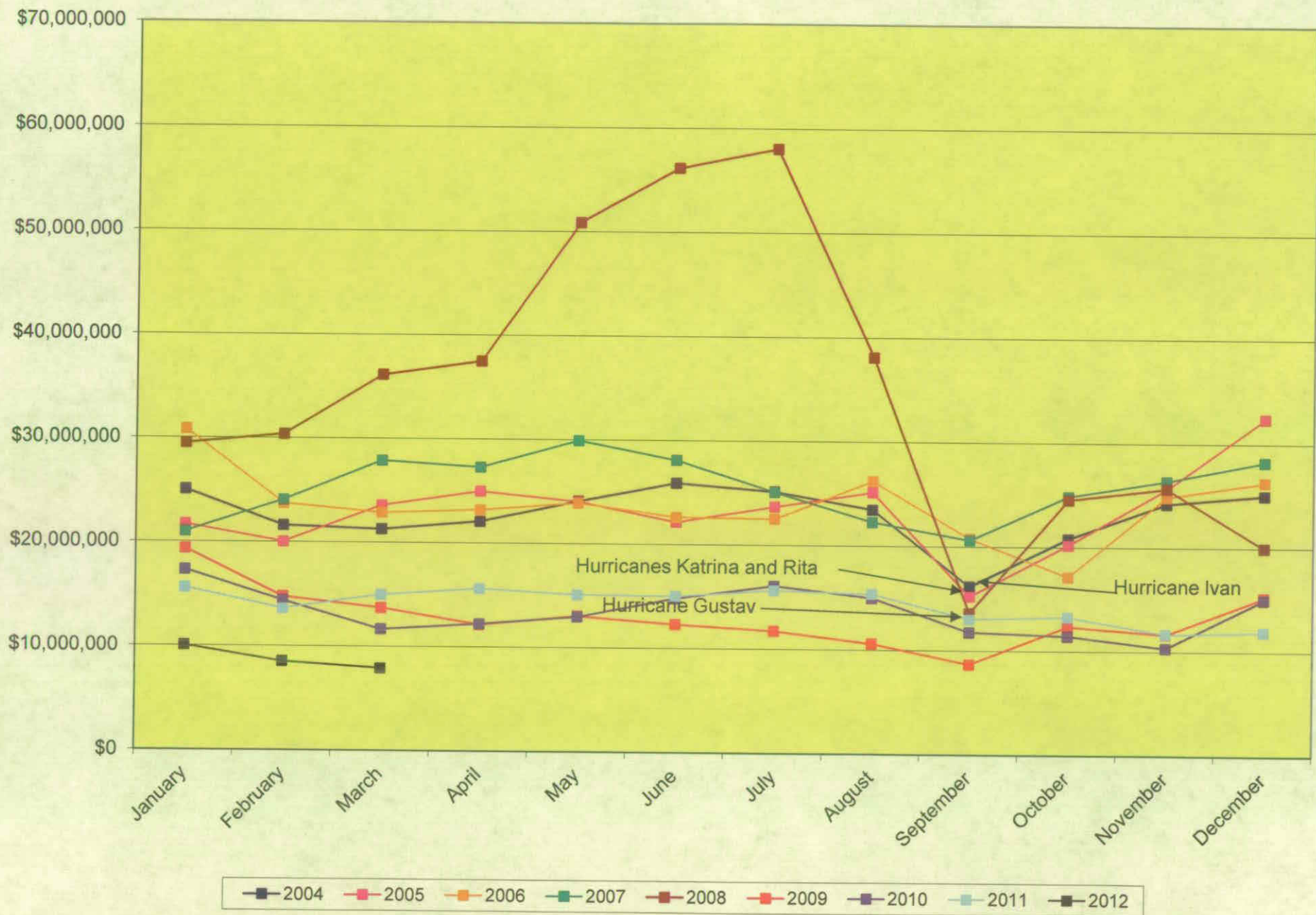


Monthly Average Oil Prices

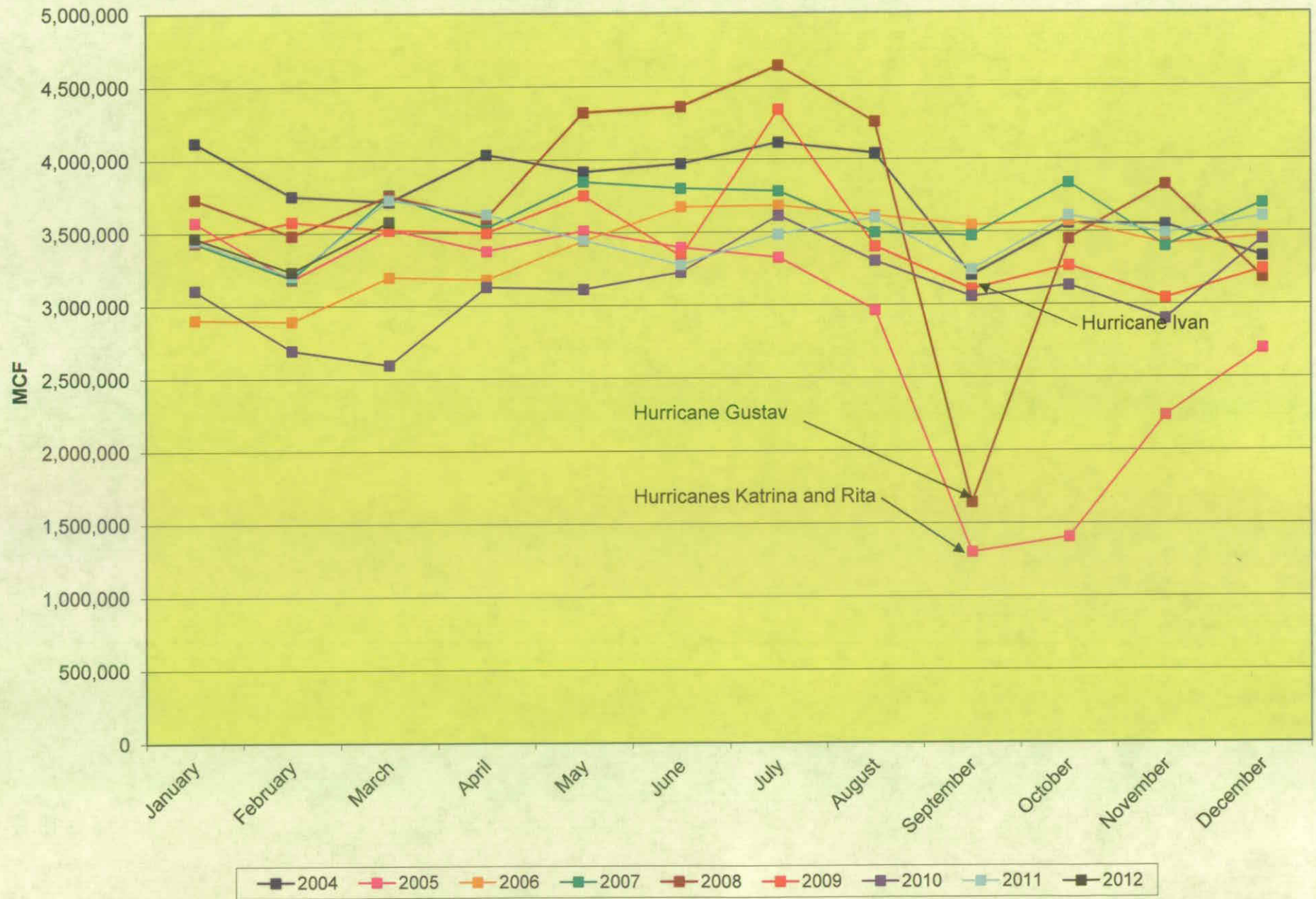
Jan-04	\$34.66
Feb-04	\$34.05
Mar-04	\$36.60
Apr-04	\$35.80
May-04	\$39.28
Jun-04	\$37.15
Jul-04	\$40.24
Aug-04	\$44.32
Sep-04	\$45.81
Oct-04	\$53.46
Nov-04	\$47.33
Dec-04	\$42.28
Jan-05	\$46.02
Feb-05	\$48.94
Mar-05	\$53.42
Apr-05	\$52.46
May-05	\$49.59
Jun-05	\$55.94
Jul-05	\$58.53
Aug-05	\$64.67
Sep-05	\$65.93
Oct-05	\$61.29
Nov-05	\$57.41
Dec-05	\$57.81
Jan-06	\$64.11
Feb-06	\$81.49
Mar-06	\$63.76
Apr-06	\$70.92
May-06	\$72.06
Jun-06	\$71.31
Jul-06	\$76.04
Aug-06	\$74.85
Sep-06	\$63.52
Oct-06	\$58.93
Nov-06	\$60.85
Dec-06	\$64.12
Jan-07	\$56.29
Feb-07	\$61.27
Mar-07	\$64.22
Apr-07	\$68.51
May-07	\$68.48
Jun-07	\$72.60
Jul-07	\$78.08
Aug-07	\$72.81
Sep-07	\$79.26
Oct-07	\$85.27
Nov-07	\$95.28
Dec-07	\$95.04
Jan-08	\$95.38
Feb-08	\$98.17
Mar-08	\$107.05
Apr-08	\$114.80
May-08	\$128.47
Jun-08	\$137.37
Jul-08	\$136.70
Aug-08	\$119.00
Sep-08	\$107.35
Oct-08	\$79.86
Nov-08	\$55.08
Dec-08	\$42.51
Jan-09	\$45.67
Feb-09	\$45.18
Mar-09	\$49.26
Apr-09	\$51.75
May-09	\$59.98
Jun-09	\$70.59
Jul-09	\$66.43
Aug-09	\$74.01
Sep-09	\$69.83
Oct-09	\$75.74
Nov-09	\$79.08
Dec-09	\$76.71
Jan-10	\$79.65
Feb-10	\$76.64
Mar-10	\$81.61
Apr-10	\$87.44
May-10	\$79.32
Jun-10	\$78.50
Jul-10	\$78.43
Aug-10	\$78.88
Sep-10	\$79.35
Oct-10	\$84.60
Nov-10	\$87.63
Dec-10	\$93.74
Jan-11	\$97.26
Feb-11	\$105.95
Mar-11	\$117.25
Apr-11	\$125.72
May-11	\$116.01
Jun-11	\$113.12
Jul-11	\$116.56
Aug-11	\$110.49
Sep-11	\$113.68
Oct-11	\$111.75
Nov-11	\$112.07
Dec-11	\$108.85
Jan-12	\$112.30
Feb-12	\$121.41
Mar-12	\$128.12
Apr-12	\$122.67
May-12	\$108.92
Jun-12	\$95.40

Source: Average of HLS Oil Spot @ Empire Flow, Panoh \$/bbl and LLS Oil Spot @ St James Terminal \$/bbl

Gas Royalty by Disposition Month

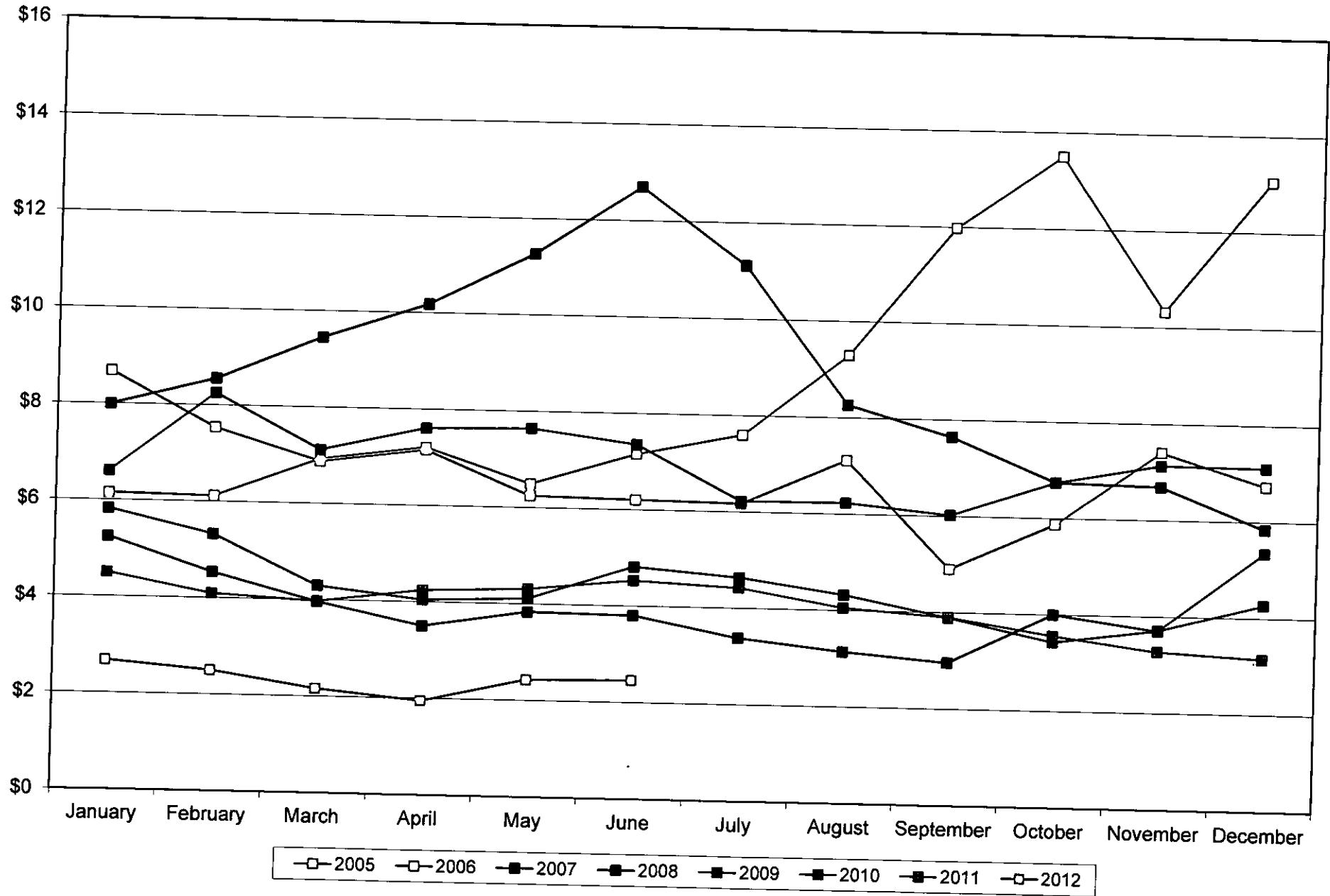


Gas Volume by Disposition Month



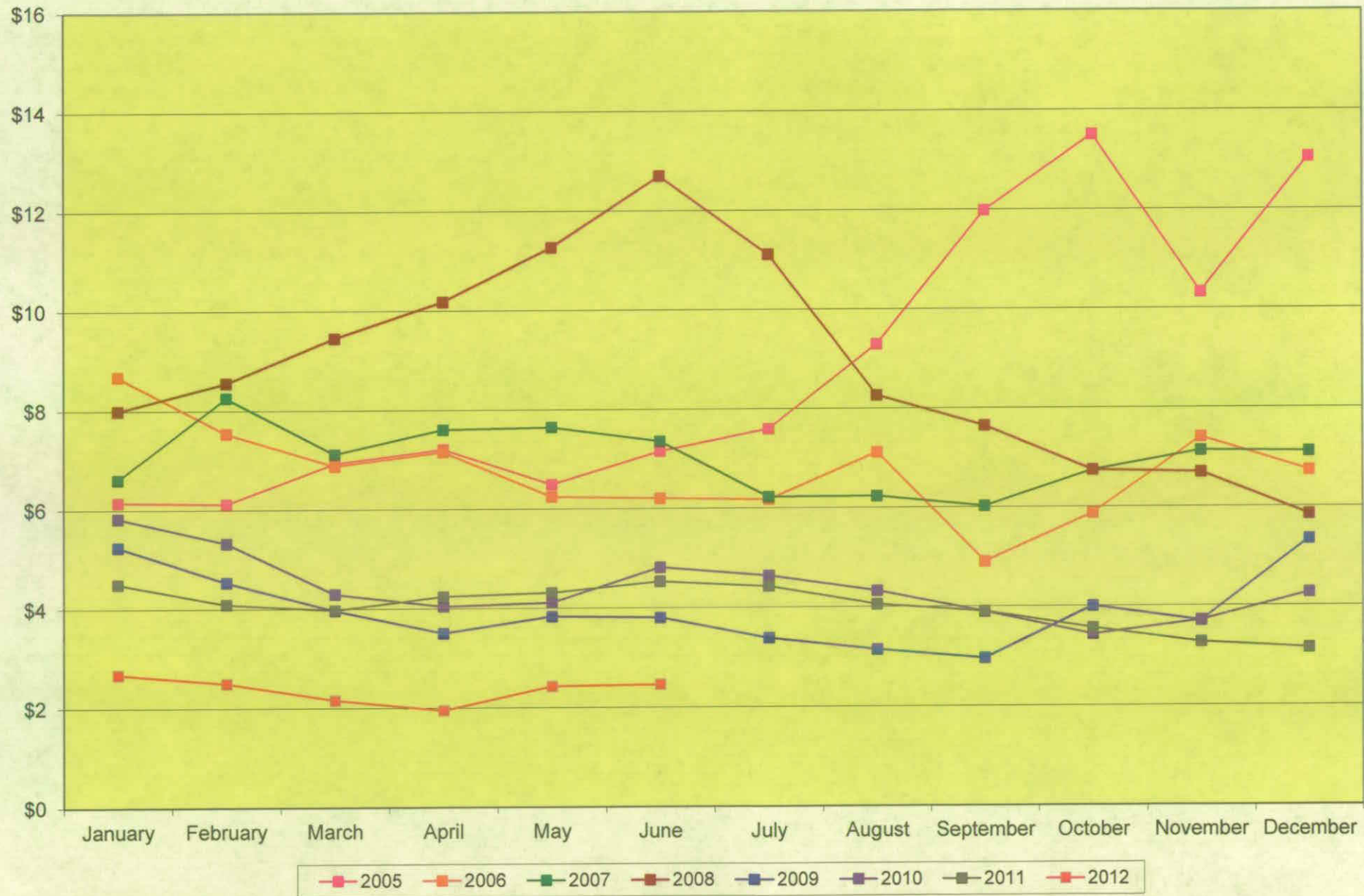
Natural Gas Prices

Daily Cash Gas Prices at Henry Hub \$/mmbtu.



Natural Gas Prices

Daily Cash Gas Prices at Henry Hub \$/mmbtu.



Monthly Average Gas Prices

Jan-04	\$8.1581
Feb-04	\$5.3982
Mar-04	\$5.3784
Apr-04	\$5.7004
May-04	\$6.3000
Jun-04	\$6.2918
Jul-04	\$5.9325
Aug-04	\$5.4508
Sep-04	\$5.0832
Oct-04	\$8.3382
Nov-04	\$6.1481
Dec-04	\$6.6168
Jan-05	\$6.1431
Feb-05	\$6.1124
Mar-05	\$6.9229
Apr-05	\$7.2004
May-05	\$6.4880
Jun-05	\$7.1507
Jul-05	\$7.5910
Aug-05	\$9.2947
Sep-05	\$11.9823
Oct-05	\$13.5015
Nov-05	\$10.3271
Dec-05	\$13.0519
Jan-06	\$8.6780
Feb-06	\$7.5332
Mar-06	\$6.8700
Apr-06	\$7.1500
May-06	\$8.2400
Jun-06	\$8.2000
Jul-06	\$8.1700
Aug-06	\$7.1100
Sep-06	\$4.9000
Oct-06	\$5.8700
Nov-06	\$7.4000
Dec-06	\$6.7300
Jan-07	\$6.6000
Feb-07	\$9.0100
Mar-07	\$7.1100
Apr-07	\$7.6100
May-07	\$7.6400
Jun-07	\$7.3500
Jul-07	\$6.2200
Aug-07	\$6.2300
Sep-07	\$6.0200
Oct-07	\$6.7400
Nov-07	\$7.1300
Dec-07	\$7.1100
Jan-08	\$7.9900
Feb-08	\$8.5500
Mar-08	\$9.4500
Apr-08	\$10.1800
May-08	\$11.2700
Jun-08	\$12.7000
Jul-08	\$11.1100
Aug-08	\$8.2600
Sep-08	\$7.8400
Oct-08	\$6.7400
Nov-08	\$6.6900
Dec-08	\$5.6400
Jan-09	\$5.2400
Feb-09	\$4.5300
Mar-09	\$3.9600
Apr-09	\$3.5000
May-09	\$3.8300
Jun-09	\$3.8000
Jul-09	\$3.3800
Aug-09	\$3.1400
Sep-09	\$2.9600
Oct-09	\$4.0000
Nov-09	\$3.7000
Dec-09	\$5.3400
Jan-10	\$5.8200
Feb-10	\$5.3200
Mar-10	\$4.2900
Apr-10	\$4.0400
May-10	\$4.1100
Jun-10	\$4.8100
Jul-10	\$4.6300
Aug-10	\$4.3200
Sep-10	\$3.8900
Oct-10	\$3.4300
Nov-10	\$3.7100
Dec-10	\$4.2600
Jan-11	\$4.5000
Feb-11	\$4.0900
Mar-11	\$3.9700
Apr-11	\$4.2400
May-11	\$4.3100
Jun-11	\$4.5300
Jul-11	\$4.4200
Aug-11	\$4.0500
Sep-11	\$3.9000
Oct-11	\$3.5800
Nov-11	\$3.2700
Dec-11	\$3.1500
Jan-12	\$2.6800
Feb-12	\$2.5000
Mar-12	\$2.1600
Apr-12	\$1.9500
May-12	\$2.4300
Jun-12	\$2.4600

Source: Daily Cash Gas Prices @ Henry Hub \$/mmbtu

Price Per Acre



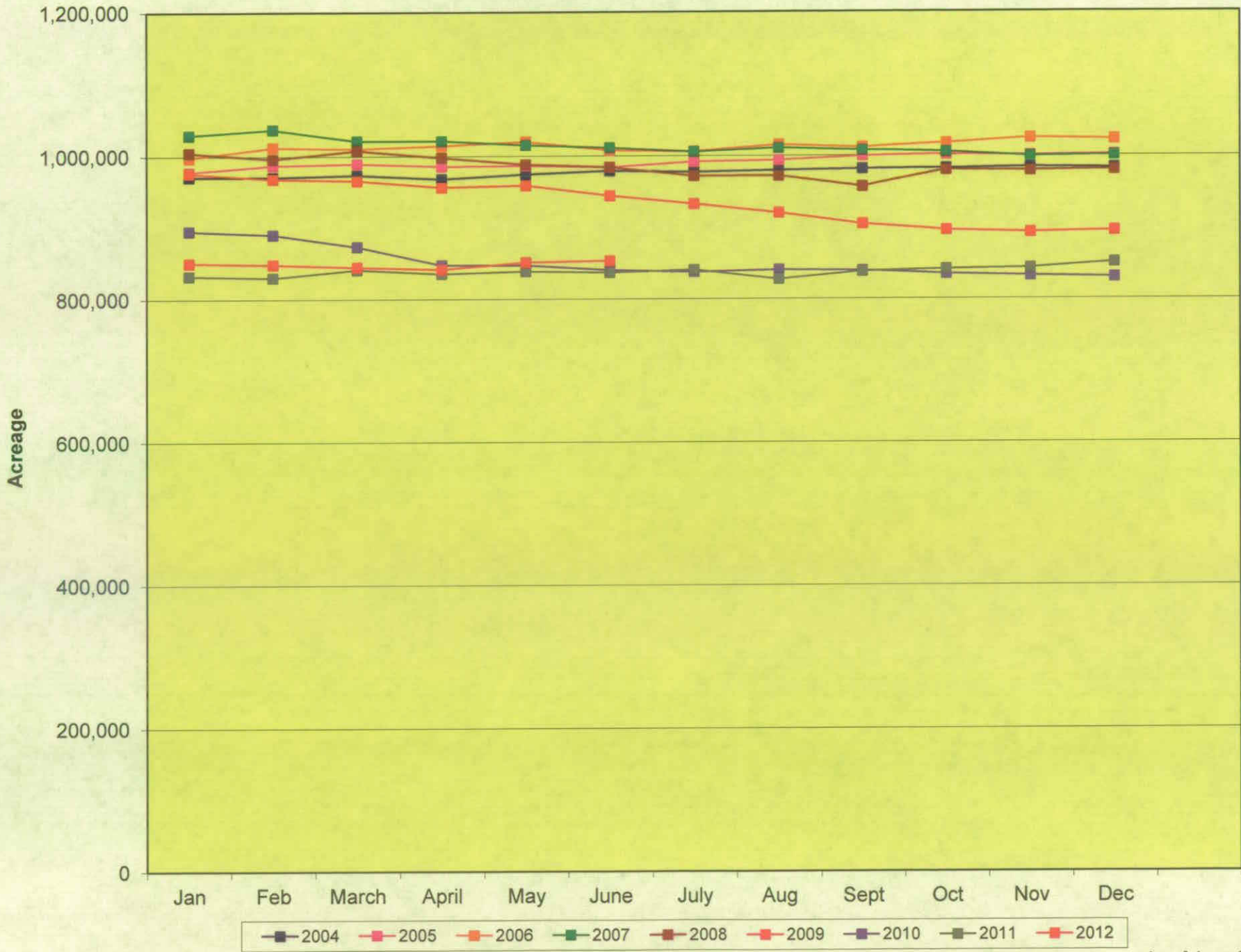
As of June 13, 2012 Lease Sale

Department of Natural Resources
Office of Mineral Resources
Lease Sale Statistics
For Calendar Years 2006, 2007, 2008, 2009, 2010, 2011 and 2012

Month	No. of Tracts Nominated	No. of Acres Nominated	No. of Tracts with Bids	% of Nominated Tracts with Bids	No. of Leases	No. of Acres Leased	Total Bonuses	Price Per Acre
January 2006	47	47,043.313	23	48.9%	26	4,329,743	\$1,537,320.39	\$355.06
February 2006	30	27,775.390	22	73.3%	21	4,893,650	\$2,259,041.24	\$461.63
March 2006	90	102,468.214	33	36.7%	35	11,677,774	\$4,813,881.28	\$412.23
April 2006	68	71,781.410	28	41.2%	30	6,467,852	\$3,141,523.23	\$485.71
May 2006	97	120,198.400	30	30.9%	31	16,817,780	\$6,025,369.95	\$358.27
June 2006	38	31,183.565	23	60.5%	21	3,287,685	\$890,923.62	\$272.65
July 2006	46	61,199.576	17	37.0%	19	4,912,022	\$1,590,293.21	\$323.76
August 2006	98	144,142.110	37	37.8%	47	11,769,250	\$4,274,006.81	\$363.15
September 2006	48	44,760.880	26	54.2%	23	5,029,740	\$2,004,961.50	\$398.62
October 2006	53	36,007.870	28	52.8%	28	4,383,700	\$1,846,724.83	\$421.27
November 2006	93	84,329.325	43	46.2%	38	16,457,630	\$5,058,312.37	\$307.35
December 2006	72	58,722.376	37	51.4%	42	4,490,056	\$2,214,236.41	\$493.14
January 2007	44	43,615.048	23	52.3%	22	8,504,439	\$4,569,069.37	\$537.26
February 2007	61	68,927.865	36	59.0%	39	10,701,885	\$11,078,923.37	\$1,035.23
March 2007	37	55,261.795	19	51.4%	23	5,998,295	\$2,567,201.33	\$428.13
April 2007	58	60,473.270	22	37.9%	24	10,087,120	\$3,250,525.88	\$322.25
May 2007	77	67,181.820	40	51.9%	44	6,303,810	\$4,844,311.64	\$768.47
June 2007	99	159,363.198	31	31.3%	31	8,098,128	\$4,008,594.40	\$495.00
July 2007	90	87,101.800	25	27.8%	27	8,524,270	\$2,529,957.38	\$296.79
August 2007	83	112,945.771	29	34.9%	28	10,786,901	\$2,892,575.29	\$268.16
September 2007	45	34,768.700	14	31.1%	14	3,083,300	\$1,936,243.01	\$627.98
October 2007	47	41,694.079	16	34.0%	18	5,381,189	\$6,035,465.69	\$1,121.59
November 2007	43	38,583.240	22	51.2%	19	3,024,469	\$1,171,854.94	\$387.46
December 2007	51	50,406.500	26	51.0%	24	9,097,200	\$2,413,328.16	\$265.28
January 2008	59	58,403.266	24	40.7%	19	5,503,936	\$1,304,223.48	\$236.96
February 2008	28	11,245.630	13	46.4%	13	1,407,700	\$433,826.75	\$308.18
March 2008	115	155,146.880	49	42.6%	42	17,154,460	\$3,959,010.21	\$230.79
April 2008	59	57,118.060	29	49.2%	24	3,471,292	\$1,409,967.24	\$406.18
May 2008	46	40,455.817	27	58.7%	20	4,675,363	\$2,287,897.78	\$489.35
June 2008	81	52,441.540	61	75.3%	38	9,852,020	\$35,829,909.81	\$3,636.81
July 2008	67	75,779.603	38	56.7%	29	6,568,763	\$48,806,966.78	\$7,430.16
August 2008	72	31,893.030	72	100.0%	51	7,432,760	\$93,831,700.03	\$12,624.07
September 2008	-	-	-	0.0%	-	-	\$0.00	-
October 2008	387	245,850.305	142	36.7%	128	32,685,321	\$43,559,940.38	\$1,332.71
November 2008	155	105,638.110	53	34.2%	41	8,925,374	\$3,757,649.92	\$421.01
December 2008	142	112,087.562	50	35.2%	29	4,268,826	\$1,501,254.23	\$351.68
January 2009	77	105,817.220	24	31.2%	18	3,594,670	\$880,837.75	\$245.04
February 2009	28	34,140.230	24	85.7%	16	1,612,750	\$604,287.82	\$374.69
March 2009	45	41,747.130	6	13.3%	6	2,681,870	\$1,356,772.99	\$505.91
April 2009	64	69,340.560	20	31.3%	9	760,070	\$773,943.34	\$1,018.25
May 2009	62	47,678.369	28	45.2%	30	11,308,490	\$3,758,375.82	\$332.41
June 2009	11	6,524.502	11	100.0%	11	477,502	\$1,441,487.29	\$3,018.81
July 2009	49	49,772.731	25	51.0%	25	5,308,001	\$3,236,428.98	\$609.73
August 2009	43	12,610.401	45	104.7%	31	2,621,833	\$7,324,454.38	\$2,793.64
September 2009	5	1,339.892	3	60.0%	3	47,092	\$29,932.00	\$635.61
October 2009	46	17,609.762	57	123.9%	29	1,604,742	\$12,131,040.07	\$7,559.50
November 2009	25	19,754.790	17	68.0%	13	1,382,026	\$2,654,065.89	\$1,920.42
December 2009	67	70,732.918	51	76.1%	40	8,016,328	\$9,445,486.55	\$1,178.28
January 2010	53	38,771.489	39	73.6%	31	8,109,459	\$4,099,665.49	\$505.54
February 2010	20	6,217.261	27	135.0%	13	1,704,241	\$6,303,884.98	\$3,698.94
March 2010	23	18,752.018	24	104.3%	16	2,570,538	\$4,826,740.56	\$1,877.72
April 2010	63	19,388.408	64	101.6%	48	2,614,421	\$3,471,860.47	\$1,327.97
May 2010	63	61,447.218	18	28.6%	17	4,380,874	\$1,820,157.40	\$415.48
June 2010	48	39,124.130	18	37.5%	20	2,353,460	\$6,072,056.39	\$2,580.06
July 2010	29	2,924.129	26	89.7%	25	1,380,710	\$4,596,455.32	\$3,329.05
August 2010	39	25,806.820	25	64.1%	26	6,898,420	\$3,716,759.96	\$538.78
September 2010	43	46,609.856	22	51.2%	21	977,875	\$1,121,923.86	\$1,147.31
October 2010	46	26,701.987	28	60.9%	29	3,103,947	\$2,705,881.52	\$871.76
November 2010	39	32,525.955	20	51.3%	19	2,485,560	\$6,592,803.57	\$2,652.44
December 2010	51	14,392.033	23	45.1%	23	5,399,484	\$2,864,918.74	\$530.59
January 2011	58	79,128.832	20	34.5%	23	5,334,780	\$2,216,371.68	\$415.46
February 2011	17	7,385.028	10	58.8%	11	844,000	\$604,518.90	\$716.25
March 2011	159	232,779.075	35	22.0%	32	15,882,487	\$11,572,567.17	\$728.64
April 2011	42	20,698.055	20	47.6%	21	4,149,700	\$2,332,301.70	\$562.04
May 2011	25	16,015.022	17	68.0%	17	9,996,870	\$2,774,369.98	\$277.52
June 2011	49	40,887.477	22	44.9%	27	3,392,785	\$2,446,928.15	\$721.22
July 2011	79	37,441.099	50	63.3%	55	6,124,417	\$4,237,220.83	\$691.86
August 2011	39	44,249.773	18	46.2%	18	1,759,762	\$687,147.07	\$379.11
September 2011	53	28,555.630	38	71.7%	38	11,410,090	\$2,878,732.25	\$261.06
October 2011	39	49,521.346	16	41.0%	17	7,561,406	\$2,715,376.54	\$359.11
November 2011	35	37,977.321	13	37.1%	15	4,355,961	\$1,391,869.22	\$319.53
December 2011	57	45,145.595	42	73.7%	30	15,680,325	\$4,625,707.69	\$295.00
January 2012	50	44,906.260	23	46.0%	24	5,717,660	\$2,034,845.28	\$355.89
February 2012	43	69,704.740	25	58.1%	36	7,371,520	\$3,360,494.79	\$455.88
March 2012	54	35,786.190	24	44.4%	27	3,501,420	\$1,015,037.74	\$289.89
April 2012	17	10,428.310	11	64.7%	12	2,526,780	\$34,088.54	\$30.10
May 2012	116	138,966.119	41	35.3%	43	14,627,000	\$7,401,140.76	\$505.99
June 2012	44	55,484.898	15	34.1%	16	6,193,611	\$2,940,680.39	\$474.79

SONRIS Source Reports:
Lease Sale Summary
Lease Sale Fiscal Year
YTD Tracts and Acreage Report
Lease Sale Statistics

State Acreage Under Lease



As of June 30, 2012

State Acreage Under Lease

<u>Month/Year</u>	<u>Acreage</u>
January 2004	970,647
February 2004	970,586
March 2004	973,551
April 2004	967,958
May 2004	974,311
June 2004	978,972
July 2004	977,175
August 2004	979,727
September 2004	981,595
October 2004	981,936
November 2004	983,547
December 2004	982,793
January 2005	977,687
February 2005	987,060
March 2005	989,296
April 2005	985,526
May 2005	988,287
June 2005	984,084
July 2005	991,395
August 2005	993,569
September 2005	999,265
October 2005	1,001,031
November 2005	999,714
December 2005	1,000,881
January 2006	997,605
February 2006	1,012,059
March 2006	1,010,201
April 2006	1,014,111
May 2006	1,019,764
June 2006	1,007,301
July 2006	1,005,887
August 2006	1,015,199
September 2006	1,011,473
October 2006	1,016,921
November 2006	1,023,932
December 2006	1,022,243
January 2007	1,028,925
February 2007	1,036,953
March 2007	1,021,053
April 2007	1,020,881
May 2007	1,015,189
June 2007	1,011,179
July 2007	1,005,474
August 2007	1,010,699
September 2007	1,007,599
October 2007	1,004,799
November 2007	998,681
December 2007	1,000,171
January 2008	1,004,555
February 2008	996,060
March 2008	1,007,716
April 2008	997,694
May 2008	987,980
June 2008	983,981
July 2008	971,682
August 2008	971,764
September 2008	956,861
October 2008	979,642
November 2008	978,571
December 2008	980,177
January 2009	975,858
February 2009	968,268
March 2009	965,586
April 2009	958,319
May 2009	958,778
June 2009	944,169
July 2009	932,690
August 2009	920,007
September 2009	904,586
October 2009	895,792
November 2009	892,551
December 2009	895,270
January 2010	895,294
February 2010	890,479
March 2010	873,504
April 2010	847,680
May 2010	847,259
June 2010	840,614
July 2010	837,713
August 2010	840,595
September 2010	839,384
October 2010	834,736
November 2010	831,990
December 2010	830,109
January 2011	832,686
February 2011	830,312
March 2011	841,244
April 2011	835,606
May 2011	838,805
June 2011	837,030
July 2011	840,695
August 2011	827,487
September 2011	838,284
October 2011	841,468
November 2011	842,874
December 2011	850,634
January 2012	850,872
February 2012	848,663
March 2012	844,908
April 2012	841,755
May 2012	851,404
June 2012	853,371

Productive Acres



Productive Acres

<u>Month/Year</u>	<u>Acres</u>
June 2011	381,360
July 2011	381,156
August 2011	372,779
September 2011	381,254
October 2011	380,799
November 2011	381,773
December 2011	383,054
January 2012	382,725
February 2012	383,551
March 2012	382,172
April 2012	381,061
May 2012	382,465
June 2012	382,986